



asmc

ADVANCED SEMICONDUCTOR MANUFACTURING CORPORATION LIMITED

上海先進半導體製造股份有限公司

(A foreign invested joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 03355)

Number of Shares related to this proxy form¹

Proxy Form for the Extraordinary General Meeting to be held on Friday, 11 January 2019

I/We² _____

of _____

being the holder(s) of the H-Share(s)/the non-H-Share(s) (please delete as appropriate) of RMB1.00 each of Advanced Semiconductor Manufacturing Corporation Limited (the "Company") hereby appoint³ _____

/the Chairman of the extraordinary general meeting⁴ as my/our proxy to attend and vote for me/us on the following resolution in accordance with the instruction(s) below and on my/our behalf at the extraordinary general meeting of the Company to be held at Advanced Semiconductor Manufacturing Corporation Limited, No. 385 Hong Cao Road, Shanghai, the People's Republic of China at 9:00 a.m. on Friday, 11 January 2019 (the "EGM") and at any adjournment thereof, for the purpose of considering and, if thought fit, passing the resolution as set out in the notice convening the EGM, and voting on behalf of me/us under my/our name(s) as indicated below⁴.

Unless otherwise indicated, capitalised terms used herein shall have the same meanings as those defined in the composite document of the Company dated 27 November 2018.

Table with 4 columns: Number, Proposed resolution, For, Against. Row 1: 1, THAT subject to the passing of this same resolution by the independent shareholders of H shares of the Company in a separate class meeting of the independent H shareholders of the Company, as approved by way of poll by at least 75% of the votes attaching to the H shares of the Company held by the independent shareholders of the Company that are cast either in person or by proxy at the meeting and with the number of votes cast against the resolution by the independent shareholders of the Company being not more than 10% of all the H shares held by the independent shareholders of the Company: (a) the merger agreement entered into between the Company and GTA Semiconductor Co., Ltd. ("GTA") dated 30 October 2018 ("Merger Agreement"), the execution of the Merger Agreement by or for and on behalf of the Company, and the merger and the other transactions conducted or to be conducted as contemplated thereunder be and are hereby approved, ratified and confirmed; and (b) any director of the Company be and is hereby authorised to take such other action and execute such documents or deeds as he may consider necessary or desirable for the purpose of implementing the merger by absorption of the Company by GTA and all other transactions contemplated by the Merger Agreement.

Signature(s): _____

Date: _____

Notes:

- 1. Please insert the number of Share(s) registered in your name(s) relating to this form of proxy. If no number is inserted, this form of proxy will be deemed to relate to all of the Shares in the capital of the Company registered in your name(s).
2. Please insert the full name(s) and address(es) in BLOCK LETTERS.
3. Please insert the name and address of your proxy in BLOCK LETTERS. If this is left blank, the chairman of the EGM will act as your proxy. One or more proxies, who may not be member(s) of the Company, may be appointed to attend and vote at the EGM provided that such proxies must attend the EGM in person on your behalf. Any alteration made to this proxy form must be signed by the signatory.
4. If any proxy other than the chairman of the extraordinary general meeting is preferred, strike out "THE CHAIRMAN OF THE EXTRAORDINARY GENERAL MEETING" here and insert the name(s) and address(es) of the proxy/proxies desired in the space provided. You may appoint one or more proxies to attend the meeting.
5. IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK ("✓") THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK ("✓") THE BOX MARKED "AGAINST". If no direction is given, the proxy is entitled to vote for or against the resolutions at his/her own discretion.
6. This proxy form shall be in writing under the hand of the appointor or his attorney duly authorized in writing. If the appointor is a legal entity, this form should be executed either under seal or under the hand of a director or an authorized person or a duly authorised attorney of the legal entity.

This form of proxy and, if it is signed by a person under a power of attorney or other authority on behalf of the appointor, a notarially certified copy of that power of attorney or other authority shall be deposited at Computershare Hong Kong Investor Services Limited (in respect of holders of the H-Shares) or at the Company's Board Secretariat (in respect of holders of the non-H-Shares) in person or by post not less than 24 hours before the time fixed for holding the EGM or any adjournment thereof (as the case may be). The address of Computershare Hong Kong Investor Services Limited is 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong. The address of the Company's Board Secretariat is 385 Hong Cao Road, Shanghai 200233, the People's Republic of China.