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ADVANCED SEMICONDUCTOR

GTA SEMICONDUCTOR CO., LTD. MANUFACTURING CORPORATION LIMITED

上海積塔半導體有限公司

(A company established in the People's Republic of China with limited liability)

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)

JOINT ANNOUNCEMENT

(1) POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING AND

THE INDEPENDENT ASMC H SHAREHOLDERS CLASS MEETING HELD ON FRIDAY, 11 JANUARY 2019 RELATING TO THE PROPOSED PRIVATISATION OF ASMC BY GTA BY WAY OF MERGER BY ABSORPTION OF ASMC

(2) PROPOSED VOLUNTARY WITHDRAWAL OF LISTING OF THE H SHARES OF ASMC AND LAST DAY OF TRADING

(3) PROPOSED MERGER BY ABSORPTION OF ASMC BY GTA

AND

(4) RESUMPTION OF TRADING

Financial adviser to GTA



Reference is made to (i) the announcement jointly issued by GTA Semiconductor Co., Ltd. (“GTA”) and Advanced Semiconductor Manufacturing Corporation Limited (“ASMC” or the “Company”) dated 30 October 2018, (ii) the announcement dated 19 November 2018 in relation to the delay in despatch of the composite document (the “Composite Document”); (iii) the announcement dated 27 November 2018 in relation to the despatch of the Composite Document; (iv) the Composite Document jointly issued by GTA and ASMC, the notice of the Extraordinary General Meeting and the notice of the Independent ASMC H Shareholders Class Meeting, each dated 27 November 2018; (v) the announcement dated 4 January 2019 in relation to the approval from the relevant governmental or regulatory bodies; and (vi) the announcement dated 7 January 2019 in relation to the revised expected timetable, all in relation to the proposed privatisation of ASMC by GTA by way of merger by absorption of ASMC under Article 172 of the Company Law of the People’s Republic of China (the “Proposal”). Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Composite Document.

RESULTS OF THE EXTRAORDINARY GENERAL MEETING AND THE INDEPENDENT ASMC H SHAREHOLDERS CLASS MEETING

The ASMC Board and the GTA Director are pleased to announce that (i) the special resolution to approve the Proposal by the ASMC Shareholders was duly passed by way of poll at the Extraordinary General Meeting held on 11 January 2019; and (ii) the special resolution to approve the Proposal by the Independent ASMC H Shareholders was duly passed by way of poll at the Independent ASMC H Shareholders Class Meeting on 11 January 2019.

The Extraordinary General Meeting and the Independent ASMC H Shareholders Class Meeting were held at ASMC, No. 385 Hong Cao Road, Shanghai, the PRC at 9:00 a.m. and 10:00 a.m., respectively, on Friday, 11 January 2019.

In compliance with the requirements of the Listing Rules and Rule 2.9 of the Takeovers Code, Computershare Hong Kong Investor Services Limited, the H Share registrar of ASMC, acted as the scrutineer for the vote-taking at the Extraordinary General Meeting and the Independent ASMC H Shareholders Class Meeting.

The poll results in respect of the Extraordinary General Meeting and the Independent ASMC H Shareholders Class Meeting are as follows:

(i) **The poll results in respect of the Extraordinary General Meeting**

No.	Special Resolution	Votes For	Votes Against
		No. of Shares (%)	
1	<p>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:</p> <p>(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</p> <p>(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.</p>	<p>1,112,497,000 100% (Note 1)</p>	<p>0 0% (Note 1)</p>

Note:

1. Based on the total number of the votes attaching to all the ASMC Shares held by the ASMC Shareholders cast in person or by proxy at the Extraordinary General Meeting.

As at the date of the Extraordinary General Meeting, the total number of issued ASMC Shares is 1,534,227,000, comprising of 1,131,333,472 ASMC H Shares, 390,250,016 ASMC Domestic Shares and 12,643,512 ASMC Unlisted Foreign Shares, which was the total number of ASMC Shares entitling the holders to attend and vote for or against the resolution at the Extraordinary General Meeting.

There were no restrictions imposed on any ASMC Shareholder to cast votes on the aforesaid resolution passed at the Extraordinary General Meeting. There was no ASMC Share entitling the ASMC Shareholder to attend and vote only against the resolution at the Extraordinary General Meeting or to abstain from voting.

The Extraordinary General Meeting was convened by the ASMC Board and chaired by Mr. DONG Haoran, Chairman of the ASMC Board. ASMC Shareholders and authorised proxies holding an aggregate of 1,112,497,000 ASMC Shares, representing approximately 72.51% of the total issued share capital of ASMC were present at the Extraordinary General Meeting.

With respect to the special resolution at the Extraordinary General Meeting, since more than two-thirds of the votes attaching to the ASMC Shares held by the ASMC Shareholders present in person or by proxy at the Extraordinary General Meeting were cast in favour of the resolution, the special resolution was passed by way of poll at the Extraordinary General Meeting in accordance with the requirements of the PRC Company Law and the ASMC Articles.

(ii) **The poll results in respect of the Independent ASMC H Shareholders Class Meeting**

No.	Special Resolution	Votes For	Votes Against
		No. of Shares (%)	
1	<p>THAT:</p> <p>(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</p> <p>(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.</p>	<p>671,563,472 (99.89%) (Note 1)</p> <p>(61.40%) (Note 2)</p>	<p>770,000 (0.11%) (Note 1)</p> <p>(0.07%) (Note 2)</p>

Notes:

1. Based on the total number of the votes attaching to all the ASMC H Shares held by the Independent ASMC H Shareholders cast in person or by proxy at the Independent ASMC H Shareholders Class Meeting.
2. Based on the total number of the votes attaching to all the ASMC H Shares held by the Independent ASMC H Shareholders.
3. The percentage figures included in the poll results in respect of the Independent ASMC H Shareholders Class Meeting above have been subject to rounding adjustments.

The total number of ASMC H Shares entitling the Independent ASMC H Shareholders to attend and vote for or against the resolution at the Independent ASMC H Shareholders Class Meeting was 1,093,793,472 ASMC H Shares. GTA and its concert parties (including Huada and Shanghai Belling) were required to, and did, abstain from voting at the Independent ASMC H Shareholders Class Meeting in accordance with the Takeovers Code. There were no other restrictions imposed on any Independent ASMC H Shareholders to cast votes on the aforesaid resolution passed at the Independent ASMC H Shareholders Class Meeting.

There was no ASMC H Share entitling the Independent ASMC H Shareholders to attend and vote only against the special resolutions at the Independent ASMC H Shareholders Class Meeting.

The Independent ASMC H Shareholders Class Meeting was convened by the ASMC Board and chaired by Mr. DONG Haoran, Chairman of the ASMC Board. Independent ASMC H Shareholders and authorised proxies holding an aggregate of 672,333,472 ASMC H Shares, representing approximately 61.47% of the total number of the votes attaching to all the ASMC H Shares held by the Independent ASMC H Shareholders were present at the Independent ASMC H Shareholders Class Meeting.

With respect to the special resolution at the Independent ASMC H Shareholders Class Meeting, since more than 75% of the votes attaching to the ASMC H Shares held by the Independent ASMC H Shareholders present in person or by proxy at the Independent ASMC H Shareholders Class Meeting were cast in favour of the resolution and the number of votes cast against the resolution amounted to not more than 10% of the votes attaching to all ASMC H Shares held by the Independent ASMC H Shareholders, the special resolution was passed by way of poll at the Independent ASMC H Shareholders Class Meeting in accordance with the requirements of Rule 6.15(2) of the Listing Rules and Rule 2.10 of the Takeovers Code.

FULFILLMENT OF THE CONDITIONS TO EFFECT THE MERGER AGREEMENT

As at the date of this joint announcement, all of the Conditions to effect the Merger Agreement as detailed in the Composite Document have been fulfilled. Accordingly, the Merger Agreement has become effective.

The ASMC Shareholders and investors are reminded that the implementation of the Merger shall be subject to the fulfillment of the Conditions to the implementation of the Merger (unless waived, as applicable).

ASMC and GTA will issue an announcement stating whether the Conditions to the implementation of the Merger have been revised, extended, expired or fulfilled on or before Friday, 25 January 2019.

PROPOSED VOLUNTARY WITHDRAWAL OF LISTING OF THE H SHARES OF ASMC AND LAST DAY OF TRADING

ASMC has obtained approval from the Stock Exchange for the withdrawal of the listing of the ASMC H Shares on the Stock Exchange, which is subject to the Proposal becoming effective, in accordance with Rule 6.15(2) of the Listing Rules (the “**Delisting**”).

It is currently expected that (i) the last day of dealings in the ASMC H Shares on the Stock Exchange will be Thursday, 17 January 2019; and (ii) the voluntary withdrawal of listing of the ASMC H Shares on the Stock Exchange would occur at 9:00 a.m. on Friday, 25 January 2019, subject to the receipt of any regulatory approvals required for such Delisting.

On the assumption that the Conditions to the implementation of the Merger have been fulfilled (or waived, as applicable) on Friday, 25 January 2019, the cheques for payment of the Cancellation Price will be despatched to ASMC Shareholders on or before Friday, 8 February 2019.

The ASMC H Shareholders will be notified by way of an announcement if there are any additional developments.

RESUMPTION OF TRADING IN THE ASMC H SHARES

At the request of ASMC, trading in the ASMC H Shares on the Stock Exchange has been suspended with effect from 9:30 a.m. on Friday, 11 January 2019 pending the release of this announcement. An application has been made to the Stock Exchange for the resumption of trading in the ASMC H Shares with effect from 9:00 a.m. on Monday, 14 January 2019.

IMPORTANT

Completion of the Proposal is conditional upon the satisfaction (or waiver, as applicable) of the Conditions to the implementation of the Merger. Accordingly, the issue of this joint announcement does not imply in any way that the Proposal will be completed. Shareholders and potential investors should therefore exercise caution when dealing in the securities of ASMC. Persons who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional advisers.

On behalf of
GTA Semiconductor Co., Ltd.
上海積塔半導體有限公司
Dong Haoran
Sole Executive Director

On behalf of the board of directors of
Advanced Semiconductor Manufacturing Corporation Limited
上海先進半導體製造股份有限公司
Hong Feng
Executive Director

Hong Kong, 11 January 2019

As at the date of this joint announcement, the ASMC Board comprises Mr. Hong Feng as executive director, Mr. Dong Haoran, Mr. David Damian French, Mr. Kang Hui, Mr. Xu Ding, Mr. Yuan Yipei and Mr. Lu Ning as non-executive directors, and Dr. Chen Enhua, Mr. Jiang Shoulei, Dr. Jiang Qingtang and Mr. Pu Hanhu as independent non-executive directors.

The ASMC Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to GTA) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the GTA Director) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.

As at the date of this joint announcement, the sole director of GTA is Mr. Dong Haoran.

The GTA Director accepts full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to ASMC) and confirms, having made all reasonable enquiries, that to the best of his knowledge, opinions expressed in this joint announcement (other than those expressed by the ASMC Directors) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.

As at the date of this joint announcement, the board of directors of Huada comprises Mr. Chen Xu, Ms. Jia Haiying, Mr. Dong Haoran, Mr. Li Rongxin, Mr. Li Jun and Mr. Zhu Lifeng.

The directors of Huada jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to ASMC) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the ASMC Directors) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.