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ADVANCED SEMICONDUCTOR

GTA SEMICONDUCTOR CO., LTD.

上海積塔半導體有限公司

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

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)

JOINT ANNOUNCEMENT

**UPDATE REGARDING
PROPOSED PRIVATISATION OF ASMC BY GTA
BY WAY OF MERGER BY ABSORPTION OF ASMC
UNDER ARTICLE 172 OF THE PRC COMPANY LAW
AT THE CANCELLATION PRICE OF
HK\$1.50 PER ASMC H SHARE AND
PER ASMC UNLISTED FOREIGN SHARE OR
RMB1.33 PER ASMC DOMESTIC SHARE**

- (1) IMPLEMENTATION OF THE MERGER
(2) VOLUNTARY WITHDRAWAL OF
LISTING OF THE ASMC H SHARES
AND
(3) DESPATCH OF CHEQUES FOR PAYMENT OF
THE CANCELLATION PRICE**

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”) dated 30 October 2018; (ii) the joint announcement dated 27 November 2018 in relation to the despatch of the Composite Document; (iii) the composite document jointly issued by GTA and ASMC (the “**Composite Document**”), the notice of the Extraordinary General Meeting and the notice of the Independent ASMC H Shareholders Class Meeting, each dated 27 November 2018; (iv) the joint announcement dated 4 January 2019 in relation to the approval from the relevant governmental or regulatory bodies; (v) the joint announcement dated 7 January 2019 in relation to the revised expected timetable; (vi) the joint announcement dated 11 January 2019 in relation to the poll results of the Extraordinary General Meeting and the Independent ASMC H Shareholders Class Meeting; and (vii) the joint announcement dated 15 January 2019 in relation to ASMC and GTA’s notifications to their respective creditors, 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 the context requires otherwise, capitalised terms used in this joint announcement shall have the same meaning as defined in the Composite Document.

IMPLEMENTATION OF THE MERGER

In respect of the Conditions to the implementation of the Merger under the Merger Agreement, GTA and ASMC jointly announced that as at the date of this joint announcement, all of the Conditions to the implementation of the Merger have been fulfilled. Accordingly, the implementation of the Merger has become unconditional and the Proposal has become effective.

VOLUNTARY WITHDRAWAL OF LISTING OF THE ASMC H SHARES

Immediately upon the Proposal becoming effective, the conditional withdrawal of the listing of the ASMC H Shares on the Stock Exchange has become unconditional. As such, the listing of the ASMC H Shares on the Stock Exchange has been withdrawn from 9:00 a.m. on Friday, 25 January 2019 (Hong Kong time) and hence, the ASMC H Shares have been delisted from the Stock Exchange from 9:00 a.m. on Friday, 25 January 2019 (Hong Kong time).

DESPATCH OF CHEQUES FOR PAYMENT OF THE CANCELLATION PRICE

Cheques for payment of the Cancellation Price will be despatched to the ASMC Shareholders on or before Friday, 8 February 2019.

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, 25 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.