

ADVANCED SEMICONDUCTOR ENGINEERING INC
Form 6-K
May 28, 2009

FORM 6-K
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Report of Foreign Private Issuer

Pursuant to Rule 13a-16 or 15d-16
of the Securities Exchange Act of 1934

May 28, 2009

Commission File Number 001-16125

Advanced Semiconductor Engineering, Inc.
(Exact name of Registrant as specified in its charter)

26 Chin Third Road
Nantze Export Processing Zone
Kaoshiung, Taiwan
Republic of China
(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Note: Regulation S-T Rule 101(b)(1) only permits the submission in paper of a Form 6-K if submitted solely to provide an attached annual report to security holders.

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Note: Regulation S-T Rule 101(b)(7) only permits the submission in paper of a Form 6-K if submitted to furnish a report or other document that the registrant foreign private issuer must furnish and make public under the laws of the jurisdiction in which the registrant is incorporated, domiciled or legally organized (the registrant's "home country"), or under the rules of the home country exchange on which the registrant's securities are traded, as long as the report or other document is not a press release, is not required to be and has not been distributed to the registrant's security holders, and, if discussing a material event, has already been the subject of a Form 6-K submission or other Commission filing on EDGAR.

Indicate by check mark whether by furnishing the information contained in this Form, the registrant is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes ___ No X

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b):
Not applicable

Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

ADVANCED SEMICONDUCTOR
ENGINEERING, INC.

Date: May 28, 2009

By: /s/ Joseph Tung
Name: Joseph Tung
Title: Chief Financial Officer

S t o c k
Code 2311
NYSE ASX

ASE

ADVANCED
SEMICONDUCTOR
ENGINEERING, INC.

Notice and Agenda
Of
2009 Annual Shareholders' Meeting

June 25, 2009

Summary Translation

Meeting Notice

Coupon 1

Notice for Meeting

To: Shareholder _____

1. Please note that we are scheduled to hold the 2009 Shareholders' General Meeting

on Thursday, June 25, 2009 at 10:00 a.m. at Chuang-ching Hall, 600, Jia-chang Rd., NEPZ, Nantz Dist., Kaohsiung City. Major contents of the meeting shall be:

1.1 Status Report:

1.1.1 Business report of 2008

1.1.2 Report by supervisors on review of the 2008 financial statements.

1.1.3 Report on total sum of endorsement for guarantee and amount of loans to other parties.

1.1.4 Report on implementation of indirect investment on Mainland China by the Company.

1.1.5 Report on the Company's buyback of its stock and the implementation thereof.

1.2 Matters for ratification:

1.2.1 Ratification of 2008 final financial statement.

1.2.2 Ratification of proposal for 2008 earnings distribution proposal.

1.3 Matters for discussions:

1.3.1 Discussions of authorization to the board of directors to opt at the most optimal time for capital increase in cash from participation in issuance of GDR, or conduct capital increase in cash at home, or issue domestic convertible bond or ECB overseas.

1.3.2 Discussions of revision of Handling Procedure for Acquisition or Disposal of Assets.

1.3.3 Discussions of revision of Handling Procedure for Loans to Third Parties.

1.3.4 Discussions of revision of Handling Procedure for Endorsements and Guarantees.

1.3.5 Discussions of revision of the Company's Articles of Incorporation.

1.4 Matters for Election: Re-election of Directors and Supervisors.

1.5 Other Proposals: Agreement to release the Company's newly elected Directors from the non-competition restriction.

1.6 Extempore Motions.

2. For the Company's 2008 surplus distribution, the Board of Directors has drafted a shareholder cash dividend at NT\$0.5 per share. Later, if the Company's ECB holders exercise the right of conversion, or new shares issued to employees against Employee Stock Option warrant, or new shares issued by the Company for a cash capital increase, or buyback of the Company's stocks, or transfer or cancellation of the Company's treasury stocks, which affect the cash distribution rate of the shareholders' bonus, requiring adjustment, the management will request the shareholders' meeting to authorize the board of directors to handle the situation plenipotentially and make the

adjustment accordingly.

3. According to Article 209 of the Company Act, when a director take actions as part of the

- 1 -

operations of their own company or the company of a third party, the director should explain the important details of these actions to the Shareholders' Meeting and receive their permission. It is agreed to release the Company's newly elected Directors from the non-competition restriction according to law.

4. According to Article 165 of the Company Act, stock transfer shall be discontinued from April 27, 2009 to June 25, 2009.
5. Apart from the public announcement, this is the letter of invitation attached with one copy each of the Notice for Attendance of the Shareholders' General Meeting and proxy. You are cordially requested to save your calendar for this meeting. If you are to attend the meeting in person, please report to the site on the date of meeting by filling out Coupon 2 the Notice for Attendance in Person and Coupon 3 Sign-in Card. If you wish to consign an agent to attend on your behalf, please send back Coupon 6 Proxy and Coupon 3 Sign-in Card in its full form, duly filled out, to the Company's stock affairs agent, President Securities Corp. with attention to Department of Stock Affairs Agency 5 days prior to the meeting. Once the signature or seal is verified, the Company's stock affairs agent will send back the Sign-in Card with the registration seal affixed to you your agent for attending the shareholders' general meeting.
6. If any shareholder wishes to enlist proxies, the Company will produce a general checklist stating therein the information of the solicitor and the soliciting information on May 25, 2009 to be disclosed on the website <http://free.sfib.org.tw> Any investor who wishes to make an enquiry may key in directly the website and surf to Free Enquiry System for Announced Information Related to Proxy. All visitors need is to click on the right-hand side the Entry for Enquiry About the Announced Information on Proxy for Meeting and input the enquiry condition.
7. Proxy information verification institution: Department of Stock Affairs Agency, President Securities Corp.
8. This is for your information and please act accordingly.

The Board of Directors (with seal)
Advanced Semiconductor Engineering, Inc.

(Summary Translation)

B1, 8, Tunghsing St., Sungshan District, Taipei City 105

President Securities Corp., Department of Stock Affairs Agency

Stock Affairs Agent for Advanced Semiconductor Engineering, Inc.

Exclusive line for stock affairs agency: (02) 2746-3797 (Representative Line)

Website: <http://www.pscnet.com.tw>

To: Shareholder _____

Coupon 2

98 Notice for Attendance in Person
To: Advanced Semiconductor Engineering, Inc.

Please note that I shall personally attend the 2009 Shareholders' General Meeting on June 25, 2009 and you may please send me the Sign-in Card. Thanks.

Shareholder No.: If proxy is consigned, please
endorse on the back.
Shareholder Name:

Please sign here if you are to attend the meeting in person.

Serial No.: Checked and Verified by:

Coupon 3

This Sign-in Card will 2009 Shareholders' General
become null and void Meeting of
without the registration Advanced Semiconductor
seal by the Company's Engineering, Inc.
stock affairs agent.

98 To attend in person
Sign-in Card
 By proxy

Time: Thursday, June 25,
2009, 10:00 a.m. sharp

Venue: Chuang-ching Hall,
600, Chia-chang Rd.,
NEPZ, Nantz Dist.,
Kaohsiung City

Shareholder No.:
Number of Shares Held:

Addressee:
Shareholder Name:
Mailing Address of
Shareholder:
Name of Agent:
Mailing Address of Agent:

Serial No. of Attendance:

Approved by:

Coupon 4

Please Note:

The Souvenir for shareholders this year will be: Glass food-saver bowls. In case the quantity is not sufficient and adequate, an alternative of equal value will be distributed.

You may pick up the souvenir from June 8-25, 2009 at President Securities Corp., of 8, Tunghsing St., Sungshan District, Taipei City 105 or from June 8-24 at 26, Ching 3rd Road, NEPZ, Kaohsiung City from 8:30 a.m. to 4:30 p.m. except Sundays and holidays.

If you plan to attend the meeting in person on June 25, 2009, you may pick up the souvenir at the meeting site.

There shall be no distribution of the souvenir after the meeting is over.

You may enquire about the souvenir-related information at the exclusive souvenir area on the website of President Securities Corp. at <http://www.pscnet.com.tw>.

If you wish the solicitor consigned to attend the Shareholders' Meeting on your behalf to collect the souvenir, contact the solicitor's office between June 8 and June 19, 2009 (for shareholders with 1,000 shares or more only).

02 Advanced Semiconductor Engineering, Inc. Cash Dividend Remittance (Change) Application

Please fill out the bank information completely. If a remittance cannot be made, a check will be mailed.

If you do not know how to write the remittance account number, please attach a copy of your account book's information page to make sure the information is entered correctly.

If you do not wish to receive the Company's cash dividend by bank remittance, a check can be mailed to you.

Please return this by mail to the Department of Stock Affairs Agency, President Securities Corp. before June 25, 2009.

Coupon 5

Instructions for use of the Proxy

1. The proxy is provided in two different forms and shareholder may opt to choose one for use. However, if two forms are used simultaneously, it shall be deemed as carte blanche.
2. Before solicitation for proxy is made by other party, shareholders are advised to ask the solicitor to provide the information on the written and advertising contents or consult with the Company-compiled general information of the solicitor's written and advertising contents in order to fully understand the background information of the solicitor and the candidate to be elected as well as the opinion toward the agenda by the solicitor.
3. If the trustee agent is not a shareholder, he/she should fill out his/her ID number or the uniform serial number in the Shareholder A/C Column.
4. If the solicitor is a trust business or service agency institution, please fill out the uniform serial number in the Shareholder A/C Column.
5. All other matters related to the agenda shall be conducted by the instructions herein provided.
6. Once the proxy has been delivered to the Company and the shareholder wishes to personally attend the meeting, the concerned shareholder should notify the Company in writing at least one day prior to the shareholders' meeting to rescind the notice for proxy. If the shareholder fails to do so by the deadline, the voting right cast by the trustee agent shall govern.
7. See Coupon 6 for the format of the proxy.

Coupon 6

If you wish to consign an agent to attend the meeting on your behalf, please fill out this coupon and send it back.

Stock Code No.: 2311

P R O X Y		Principal (Shareholder)		S e r i a l 02 ASE No.
Format I	Format II	Shareholder A/C No.	Number o f s h a r e s h e l d	Signature or Seal
		Name or Title		
			Solicitor	Signature or Seal
		Account No.		
		Name or Title		
			Agent Consigned	Signature or Seal
		Account No.		
		Name or Title		
		ID No.		
		Address		
		Serial No.:	Checked and Verified by:	

Format I

1. _____ (the trustor must fill out in person and it can not be replaced by affixation of seal) is hereby consigned as the agent for the undersigned shareholder, to attend the 2009 Shareholders' General Meeting to be held on June 25, 2009, representing the undersigned shareholder to exercise the rights of shareholders with regard to the matters in the agenda and may at his/her discretion handle the extempore motions in the meeting.
2. Please mail the attendance pass or presence sign-in card to the agent. If the meeting date is changed for whatever the reason, this Proxy remains in force (limited to this meeting only).

To: Advanced Semiconductor Engineering, Inc.

Date of authorization: _____

Format II

1. _____ (the trustor must fill out in person and it can not be replaced by affixation of seal) is hereby consigned as the agent for the undersigned shareholder, to attend the 2009 Shareholders' General Meeting to be held on June 25, 2009, representing the undersigned shareholder to exercise the rights and opinion of shareholders with regard to the matters in the agenda and may at his/her discretion handle the extempore motions in the meeting.

1.1 Ratification of 2008 final financial statement.

1. Ratify 2. Oppose 3. Abstain from voting

1.2 Ratification of 2008 earnings distribution proposal.

1. Ratify 2. Oppose 3. Abstain from voting

1.3 Discussions of authorization to the board of directors to opt at the most optimal time for capital increase in cash from participation in issuance of GDR, or conduct capital increase in cash at home, or issue domestic convertible bond or ECB overseas.

1. Ratify 2. Oppose 3. Abstain from voting

1.4 Discussions of the revision case for the Handling Procedure for Acquisition or Disposal of Assets.

1. Ratify 2. Oppose 3. Abstain from voting

1.5 Discussions of revision of Handling Procedure for Loans to Third Parties

1. Ratify 2. Oppose 3. Abstain from voting

1.6 Discussions of revision of Handling Procedure for Endorsements and Guarantees

1. Ratify 2. Oppose 3. Abstain from voting

1.7 Discussions of revision of the Company's Articles of Incorporation

1. Ratify 2. Oppose 3. Abstain from voting

1.8 Re-election of Directors and Supervisors

1.9 Agreement to release the Company's newly elected Directors from the non-competition restriction

1. Ratify 2. Oppose 3. Abstain from voting

1.10 Extempore Motions.

2. If this shareholder has not ticked any of the above motions, it shall mean ratification or endorsement of each and every motion.

3. The agent of this shareholder may have the right at his/her discretion to handle any extempore motions in the meeting.

4. Please mail the attendance pass or presence sign-in card to the agent. If the meeting date is changed for whatever the reason, this Proxy remains in force (limited to this meeting only).

To: Advanced Semiconductor Engineering, Inc.

Date of authorization: _____

- 8 -

Advertisement
Reply

Taiwan Northern
Post Office
Administration
Registration Permit
Pei-Shih-Tzu-#3577

(No Postage Necessary)

Sender: _____
_F, _, Alley _____, Lane _____, _____ Rd./Street, Sec. _____, _____ Village/Borough, _____ Urban
Township/Rural Township/District, _____ County/City

02 Atten: Advanced Semiconductor Engineering, Inc. Stock Affairs Agent
President Securities Corp.
Department of Stock Affairs Agency
B1, 8, Tunghsing St., Sungshan District, Taipei City 105

Meeting Agenda

Agenda Of

2009 Annual Shareholders' Meeting

June 25, 2009

Contents

Meeting Procedure		1
Meeting Agenda		2
Status Reports		3
Matter of Ratification		6
Matter of Discussions		8
Matters for Election		14
Other Proposals		15
Extempore Motions		15
Attachments:		
I	2008 Business Report	16
II	Supervisors' Report final Financial Statement	19
III	CPA Audit Report and 2008 Financial Statement	20
IV	Table of Comparison of Revised Procedure for the Company's Acquisition or Disposal of Assets	39
V	Table of Comparison of Revised Procedure for the the Company's Handling Procedure for Loans to Third Parties	40
VI	Table of Comparison of Revised Procedure for the Company's Handling Procedure for Endorsements and Guarantees	46
VII	Table of Comparison of Revised Articles of the Company's Incorporation	51
Appendixes:		
I	Rules of Procedure for Shareholders' Meeting	52
II	Guidelines for the Election of Directors and Supervisors	56
III	Articles of Incorporation (before revision)	58
IV	Status of Holdings by Directors and Supervisors	64

V	Information Concerning Employee Bonus and Information Remuneration for Directors and Supervisors	65
VI	Impact upon Business Performance and EPS Resultant from Nonremunerative Share Allotment this time	66

Advanced Semiconductor Engineering, Inc.

2009 Annual Shareholders' Meeting

1. Meeting called to order (announcing respective holding of shareholders present)
2. Chairperson's opening remarks
3. Status report
4. Matters for ratification
5. Matters for discussions
6. Matters for Election
7. Other Proposals
8. Extempore Motions
9. Meeting ended

2009 Annual Shareholders' Meeting Agenda

1. Time: Thursday, June 25, 2009 at 10 a.m.
2. Place: Zhuang Jing Auditorium, 600 Jiachang Rd., Nantz Processing Export Zone, Nantz District, Kaohsiung City
3. Present : All shareholders and proxies
4. Chairperson's Remarks
5. Status Report
 1. 2008 Business Report
 2. Supervisor's Report on 2008 final financial statements
 3. Report on total amount for endorsement, guarantee and amount of loans to third parties
 4. Report on the Company's indirect investment on Mainland China and the implementation thereof
 5. Report on the Company's buyback of its stock and the implementation thereof
6. Matters for Discussions
 - Item 1: Ratification of the Company's 2008 final financial statements
 - Item 2: Ratification of the Company's 2008 earnings distribution proposal
7. Matters for Discussions
 - Case 1: Discussions of authorizing the Board to opt at the optimal time for capital increase in cash by joining the issuance of GDR (Global depository receipts) or domestic capital increase in cash or issuance of domestic or ECB to raise funds
 - Case 2: Discussions of revision of Procedure for Acquisition or Disposal of Assets
 - Case 3: Discussions of revision of Handling Procedure for Loans to Third Parties
 - Case 4: Discussions of revision of Handling Procedure for Endorsements and Guarantees
 - Case 5: Discussions of revision of Articles of Incorporation
8. Matters for Election
 - Item 1: Re-election of Directors and Supervisors
9. Other Proposals
 - Item 1:

Agreement to release the Company's newly elected Directors from the non-competition restriction

10. Extempore Motions

11. Meeting ended

- 2 -

Status Report

1. The Company's 2008 Business Report (proposed by the Board of Directors)

Explanation: Please see Attachment I for the 2008 Business Report attached to this Agenda Manual.

2. Supervisors' Report on 2008 Actual Budget (proposed by the Board of Directors) Explanation: Please see Attachment II for the Supervisors' Report attached to this Agenda Manual.

3. Report of the Company's aggregate amount of endorsements and guarantees and amounts of loans extended to others as of December 31, 2008 (proposed by the Board of Directors)

Explanation: 1. Details of the Company's amounts of endorsements and guarantees as of December 31, 2008 are as follows:

Unit: NT\$1,000

Warrantee	Relationship	Amount Guaranteed
ASE (Shanghai) Inc.	A subsidiary the Company has indirect holdings of 100%	4,731,840
ASE Test Finance Limited	A subsidiary the Company has indirect holdings of 100%	2,563,080 (Note)
O m n i q u e s t Industrial Limited	A subsidiary the Company has direct and indirect holdings of 100%	72,292
J & R Industrial, Inc.	A subsidiary the Company has indirect holdings of 100%	772,210
ASE (Weihai) Inc.	A subsidiary the Company has indirect holdings of 100%	328,600
Grand Total		8,468,022

Note: This is the Company and the subsidiary ASE Test Limited's joint guarantee for a syndicate loan of US\$78,000,000 for the subsidiary ASE Test Finance Ltd.

2. At the time of writing, the company does not have loans granted to others.

4. Report on the Company's indirect investment on Mainland China (proposed by the Board of Directors)

Explanation: The following depicts the newly added indirect investment out of the Company's own reserves on Mainland China via third countries in 2008:

Approval No. by Investment Commission, MOEA	Name of company on Mainland China being invested	Amount approved
Ching-Shen-Er-Tze-#09700013770 dated 02/15/2008	ASE (Weihai) Inc.	US\$7 million
Ching-Shen-Er-Tze-#09600401670 dated 02/20/2008	ASE Assembly & Test (Shanghai) Limited	US\$30 million
Ching-Shen-Er-Tze-#09700119990 dated 05/16/2008	ASE Assembly & Test (Shanghai) Limited	US\$90 million
Ching-Shen-Er-Tze-#09700158150 dated 05/22/2008	ASE (Weihai) Inc.	US\$13 million
Ching-Shen-Er-Tze-#09700270430 dated 08/07/2008	ASE Electronic Module (Kunshan) Inc.	US\$6 million

5. Report on the Company's buyback of its stock and the implementation thereof (proposed by the Board of Directors)

Explanation: See the following table for information related to the Company's buyback of its stock and the implementation thereof

Buyback info	First instance	Second instance
Date passed by resolution of Board of Directors	11/17/2008	01/23/2009
Purpose of buyback	To protect the Company's credit and shareholder interests	To protect the Company's credit and shareholder interests
Actual dates of buyback	11/18/2008 to 01/17/2009	02/02/2009 to 03/03/2009
Actual share type and amount of buyback	144,037,000 common shares	73,937,000 common shares

Actual percentage of shares bought back to total issued shares	2.53%	1.33%
---	-------	-------

Actual monetary amount of shares bought back	NT\$1,518,915,314	NT\$895,346,137
Average share price of shares bought back	NT\$10.55	NT\$12.11
Amount of shares eliminated	1 4 4 , 0 3 7 , 0 0 0 shares	0 shares
Amount of cumulatively held Company shares	0 shares	73,937,000 shares
Percentage of amount of cumulatively held Company shares to total issued shares	0.00%	1.33%
Reason for not being completely implemented	In order to protect the interests of all shareholders, the Company adopted the batch buyback strategy according to the share price change, so the buyback could not be completed according to the planned amount.	In order to protect the interests of all shareholders, the Company adopted the batch buyback strategy according to the share price change, and since the Company's share price clearly recovered since 03/04/2009, and for more efficient of capital using, the buyback could not be completed according to the planned amount.

Matters for Ratification

Item 1 (proposed by the Board of Directors)

Proposal: Please ratify the Company's report on 2008 final financial statements.

Explanation: 1. The Company's 2008 financial statements have been audited and attested by Deloitte & Touche and reviewed by the Supervisors.

2. Please ratify the financial statements (see Attachment III to this Agenda Manual for details) and the 2008 Business Report (see Attachment I to this Agenda Manual for details).

Resolution:

Item 2 (proposed by the Board of Directors)

Proposal: Please ratify the Company's 2008 proposal for earnings distribution.

Explanation: The Board of Directors has drafted the Company's 2008 proposal for surplus distribution as shown in the table below in accordance with The Company Act and the Company's Articles of Incorporation for your ratification.

Advanced Semiconductor Engineering, Inc.

2008 Surplus Distribution Proposal

Unit: NT\$

Items	Amount
Prior year retained earnings	146,323,647
Add: Current year gross profit	6,160,051,306
Subtract: Provision for 10 % statutory surplus reserve	616,005,131
Current year earnings to be distributed	5,690,369,822
Items for distribution:	
Shareholder dividends (note)	2,736,568,447
Current year retained earnings	2,953,801,375

Notes:

NT\$88,800,000 to be distributed for Director and Supervisor remuneration

NT\$554,404,000 to be distributed for employee bonuses, all in cash

President: Jason C.S. Chang

Manager: Richard H.P. Chang

Accountant Manager: Joseph Tung

Note: The shareholders' bonus distributed this time totaled NT\$2,736,568,447 and all distributed in cash at NT\$0.5 per share. With respect to the above-mentioned cash dividend rate, the calculation was based on the 5,473,136,894 shares registered in the roster of shareholders as of March 26, 2009, subtracting the treasury stock bought back by the Company. Later, if the Company's ECB holders exercise the right of conversion, or new shares issued to employees against Employee Stock Option warrant, or new shares issued by the Company for a cash capital increase, or buyback of the Company's stocks, or transfer or cancellation of the Company's treasury stocks, which affect the cash distribution rate of the shareholders' bonus, requiring adjustment, the management will request the shareholders' meeting to authorize the board of directors to handle the situation plenipotentiarily and make the adjustment accordingly.

Resolution:

Matters for Discussions

Item 1 (Proposed by the Board of Directors)

Proposal: To meet the requirements for larger production capacity in future the Company needs to enrich its operation capital in order to repay bank loans or the needs for other long-term development use, thereby enabling the fund-raising channels more diversified and flexible. As such, the shareholders' meeting is requested to authorize the board of directors to opt at the optimal time, depending on the market situation and the status of capital needs of the Company and in accordance with existing laws and regulations, for capital increase in cash by issuing common shares or joining the issuance of GDR (Global depository receipts) or domestic capital increase in cash or issuance of domestic or ECB to raise fund. The case is being presented for discussions.

Explanation: 1. The principles to authorize the board of directors to issue new common shares and GDR for capital increase in cash shall be as follows:

1.1 Issuance of common shares in the form GDR for capital increase in cash shall be limited to 500,000,000 shares only. The shareholders' meeting shall authorize the board of directors and the chairman of the board to make the adjustment by the market condition and issue the authorized GDR's all at once.

1.2 In conducting issuance of new shares in the form of GDR for capital increase in cash, the issuance price shall be by the rules set forth in the Selfdiscipline Rules Concerning Subscription and Issuance of Securities by the Issuing Company Member Underwriters Have Assisted in the Process, i.e., the issuance price shall not be lower than the closing price of the Company's common stock at the domestic open market. Take the simple arithmetic mean of the closing price of the common share on the first, third and fifth day prior to the price-setting day, minus 90% of the average stock price after gratuitous ex-rights and ex-interest, then comes the price for the new issue. However, the price-setting method may be duly adjusted if related domestic laws and regulations are updated. Since the stock price at home has often experience drastic volatility in the short run, the chairman of the board is authorized to set the actual issuance price within the above-mentioned price range, after having consulted with underwriter taking into consideration the international general practice, international capital market, domestic market price, the overall subscription status so as to make the offering price attractive to overseas investors. Consequently, the price-setting method should be reasonable. Additionally, the deciding method for the issuance price of GDR is based on the fair trading price of common shares at the domestic open market whereas the original stockholder may purchase the common shares at domestic stock exchange at the price close to the issuance price of the GDR, without bearing the exchange rate risk and liquidity risk. Moreover, the

tranche of issuance of new shares and GRD for capital increase in cash do not affect much of the shareholders' equity as the highest dilution ratio in relation to the original shareholders' equity stands only at 9.14%.

1.3 10% of common shares issued for capital increase in cash shall, according to Article 267 of The Company Act, be reserved for subscription by company employees and the remaining 90% will be fully appropriated for open issuance as the securities for GDR as the original shareholders have waived their rights for subscription in accordance with Article 28-1 of the Securities Trading Act. For the part that employees have not subscribed, the chairman of the board is authorized to contact specific party for purchase or, depending on the market requirements, list as the original securities for participation in the issuance of GDR.

1.4 The proceeds for capital increase in cash from subscription to the GDR shall be used for overseas procurement of materials, enrichment of operation capital, repayment of bank loans, purchase of machinery and equipment, and/or spin-off in one or multiple use and is expected to complete the implementation within 2 years after the fund is fully raised. Implementation of the said plan is expected to intensify the Company's competitiveness, enhance the benefit of the operation efficiency, producing positive benefit to shareholders.

1.5 The board of directors is authorized to set the major contents of the capital increase in cash plan, which includes issuance price, number of shares issued, issuance conditions, source of capital, plan items, amount of fund raised, estimated progress and estimated probable effect generated as well as the issuance plan of participation in the issuance of GDR.

1.6 Once the plan for capital increase in cash is approved by the competent regulatory authority, the board of directors will be authorized to proceed with matters related to issuance of new shares.

1.7 If the agreement on issuance time, issuance condition, issuance volume, issuance amount of capital increase in cash and participation in issuance of GDR as well as other matters related to capital increase in cash and participation in issuance of GDR needs update in future due to the decision by the competent regulatory authority and on the basis of operation evaluation, or the needs of objective environment, the board of directors shall be authorized to handle at its full discretion.

1.8 In conjunction with the issuance method of common shares for capital increase in cash and participation in GDR issuance, the chairman of the board or his designated representative is authorized to represent the Company in signing all documents related to the participation in the issuance of GDR as well as handling all needed matters related to the participation in the issuance

of GDR.

1.9 For matters that are not covered herein, the board of directors may, in accordance with law, proceed at its discretion.

2. The principles to authorize the board of directors to conduct capital increase in cash at home shall be as follows:

2.1 Number of new shares issued for capital increase in cash shall not be in excess of 500,000,000 shares.

2.2 The par value of the new shares for capital increase in cash shall be NT\$10 each. Actual issuance price shall be by related rules set forth in the Selfdiscipline Rules Concerning Subscription and Issuance of Securities by the Issuing Company Member Underwriters Have Assisted in the Process and the market condition at the time of issuance. The chairman of the board and the underwriter may reach an agreement on the issuance in consideration of all the conditions mentioned above, which shall be subject to the approval by the competent regulatory authority before the issuance.

2.3 The issuance method of new shares for the capital increase in cash shall be by price enquiry and selected purchase. With the exception of 10%-15% reserved for employees as required by Article 267 of The Company Act, the rest will be offered for public issuance as all original shareholders have waived their rights to subscribe according to Article 28-1 of the Securities Trading Act. In addition, if the Company's employees have not subscribed sufficiently and adequately or waived the right to subscribe, the chairman may contact specific party for purchase.

2.4 The proceeds for capital increase in cash from subscription to the GDR shall be used for overseas procurement of materials, enrichment of operation capital, repayment of bank loans, purchase of machinery and equipment, and/or spin-off in one or multiple use and is expected to complete the implementation within 2 years after the fund is fully raised. Implementation of the said plan is expected to intensify the Company's competitiveness, enhance the benefit of the operation efficiency, producing positive benefit to shareholders.

2.5 The board of directors is authorized to set the major contents of the capital increase in cash plan, which includes issuance price, number of shares issued, issuance conditions, plan items, amount of fund raised, estimated progress and estimated probable effect generated as well as the issuance plan of participation in the issuance of GDR.

2.6 Once the plan for capital increase in cash is approved by the competent regulatory authority, the board of directors will be authorized to set the base date for capital increase.

2.7 With respect to the manner of issuance as mentioned in Section 2.3 above, the board of directors is authorized to make the amendment at its full discretion if amendment becomes necessary due to update of laws or regulations or the objective environment dictates the amendment.

2.8 For matters that are not covered herein, the board of directors may, in accordance with law, proceed at its discretion.

3. The principles to authorize the board of directors to conduct capital increase in cash by issuance of convertible corporate bond at home and ECB overseas:

3.1 Estimated number of shares for conversion: Not to exceed the number of shares registered in the application for update of the Company's profit-seeing registration card.

3.2 Time of issuance: It depends on the capital needs by the Company and the market condition.

3.3 Interest rate: In principle, it shall be by the market interest rate then prevailing in the marketplace and reasonable, if possible.

3.4 Issuance duration: It depends on the capital needs by the Company

3.5 Issuance condition: Subject to negotiation with the lead underwriter and existing laws and regulations.

3.6 The proceeds from subscriptions to the domestic convertible corporate bond and ECB overseas shall be used for overseas procurement of materials, enrichment of operation capital, repayment of bank loans, purchase of machinery and equipment, and/or spin-off in one or multiple use and is expected to complete the implementation within 2 years after the fund is fully raised. Implementation of the said plan is expected to intensify the Company's competitiveness, enhance the benefit of the operation efficiency, producing positive benefit to shareholders.

3.7 The board of directors is authorized to set the issuance measures, amount of fund raised, plan items, estimated progress as well as estimated probable effect generated.

3.8 In conjunction with the issuance of the convertible corporate bond the chairman of the board or his designated representative is authorized to represent the Company in signing all documents related to the issuance of the convertible corporate bond as well as handling all needed matters related to the issuance of the convertible corporate bond.

3.9 For matters that are not covered herein, the board of directors may, in accordance with law, proceed at its discretion.

Resolution:

Item 2 (Proposed by the Board of Directors)

Proposal: Please discuss the revised version of the Company's Procedure for Acquisition or Disposal of Assets.

Explanation: 1. To increase the flexibility of the Company's restructuring of the group's organizational structure, the Company's board of directors had passed a result on April 8, 2009 to revise Article 4 of the Company's Procedure for Acquisition or Disposal of Assets.

2. For details of the table of comparison of the revised provisions of the Procedure for Acquisition or Disposal of Assets, please refer to Attachment IV to this Agenda Manual. Your consent is solicited.

Resolution:

Item 3 (Proposed by the Board of Directors)

Proposal: Please discuss the revised version of the Company's Handling Procedure for Loans to Third Parties.

Explanation: 1. In order to meet the requirements set forth by the revised Regulations Governing Loaning of Funds and Making of Endorsements/Guarantees by Public Companies announced by the Financial Supervisory Commission, Executive Yuan on January 15, 2009, it is planned to revise a portion of the articles of the Company's Handling Procedure for Loans to Third Parties by resolution of the Board of Directors on April 8, 2009.

2. For details of the table of comparison of the revised provisions of the Handling Procedure for Loans to Third Parties, please refer to Attachment V to this Agenda Manual. Your consent is solicited.

Resolution:

Item 4 (Proposed by the Board of Directors)

Proposal: Please discuss the revised version of the Company's Handling Procedure for Endorsements and Guarantees.

Explanation: 1. In order to meet the requirements set forth by the revised Regulations Governing Loaning of Funds and Making of Endorsements/Guarantees by Public Companies announced by the Financial Supervisory Commission, Executive Yuan on January 15, 2009, it is planned to revise a portion of the articles of the Company's Handling Procedure for Endorsements and Guarantees by resolution of the Board of Directors on April 8, 2009.

2. For details of the table of comparison of the revised provisions of the Handling Procedure for Endorsements and Guarantees, please refer to Attachment VI to this Agenda Manual. Your consent is solicited.

Resolution:

Item 5 (Proposed by the Board of Directors)

Proposal: Please discuss the revised version of the Company's Articles of Incorporation.

Explanation: 1. To meet the operation needs of the Company, part of the provisions of the Company's Articles of Incorporation are suggested for revision.

2. Please refer to Attachment VII to this Agenda Manual for the table of comparison of the revised Articles of Incorporation. Your consent is solicited.

Resolution:

Matters for Elections

Item 1 (Proposed by the Board of Directors)

Proposal: Re-election of the Company's directors and supervisors whose terms have expired

- Explanation: 1. In the current term, there are seven directors and five supervisors whose terms expire on June 21, 2009, who should be reelected according to law.
2. According to Article 16 of the Company's Articles of Incorporation, the Company shall have seven to nine directors, of which two are independent directors and five to seven are non-independent directors, and there are also to be five to seven supervisors, with three-year terms. In this proposal, as resolved by the Company's Board of Directors Meeting on April 8, 2009, nine directors, of which two are independent directors and seven are non-independent directors, as well as five supervisors, are to be elected at this Shareholders' Meeting. The terms of the new directors and supervisors will be for three years, from June 26, 2009, to June 25, 2012.
3. See below for the list of independent supervisor candidates and their information.

Independent director candidate	Education	Experience	Share holdings
You Sheng-Fu	Accounting, Department of Business, National Taiwan University Master degree, School of Accounting, National ChengChi University	CPA, Deloitte & Touche Accounting Firm (retired) Part-time instructor, National Taipei College of Business CPA, Sheng-Fu Accounting Firm	0 shares
Ta-lin Hsu	Bachelor degree, Physics, National Taiwan University Master degree, Electronic Physics, New York Brooklyn-college Doctoral degree, Electrical Engineering, University of California, Berkeley	General partner, Hambrecht & Quist Chairman and founder, H&Q Asia Pacific	0 shares

Election Results:

Other Proposals

Item 1 (Proposed by the Board of Directors)

Proposal: Agreement to release the Company's newly elected Directors from the non-competition restriction

Explanation: 1 According to the stipulations of Article 209 of the Company Act, when a director take actions as part of the operations of their own company or the company of a third party, the director should explain the important details of these actions to the Shareholders' Meeting and receive their permission.

2 It is planned to request the agreement of the Shareholders' Meeting to release the new directors and their representatives from the non-competition restriction if the new directors elected in this re-election have investments in or operate another company with the same or similar business as this Company while also serving as this Company's director.

Resolution:

Extempore Motions

Meeting Ended

Advanced Semiconductor Engineering, Inc.
Business Report

2008 was a year of intense shocks that will be hard to forget. The major shocks in all kinds of raw material prices starting in the second half of 2007 made businesses face the extreme tests of inventory and cost controls. Furthermore, a series of financial crises caused by the subprime mortgage crisis caused the global economy to freeze up. Faced with the biggest recession since the end of the World War II, the international financial system bordered on collapse. Problems such as the rapid climb of the unemployment rate, the fast drop in consumer confidence, liquidity risk, and stagflation were piled one on top of the other. The output value of the global semiconductor industry fell from US\$267 billion in 2007 to US\$256 billion in 2008. According to the statistics of the ITRI's IEK ITIS project, the 2008 packaging industry output value in Taiwan was NT\$221.7 billion, which was a 2.8% drop from 2007 and the first time in the seven years since 2001 that there was a drop in full year growth in the packaging industry. In 2008, the testing industry output in Taiwan was NT\$96.5 billion, which was a 5.7% drop from 2007. Faced with a poor outlook across the entire global economy, the Company used this time to adjust its organizational system and continue to concentrate on its industry while paying close attention to the development of the financial storm in order to properly face the myriad changes in these times. The following is our report on the company's operation for the past year:

Report on Operations in Fiscal 2008

1. Implementation results of business plan for 2008

The Company's combined revenues for 2008 were NT\$94.4 billion, a drop of 6.7 billion from 2007, a contraction of 6.7%. After the government opened up direct investment to the mainland and the three direct links in the second half of last year, the Company took full advantage of this opportunity, actively investing in China and searching for strategic alliances with international customers to lower costs and also in expectation of creating yield with high growth. In the second half of the year, the global economy greatly contracted, and as large international companies all announced production cuts and even financial problems, the Company faced these crises by raising operational efficiency, merging product lines, and adjusting human resources. Amid the intense fluctuations of the packaging and testing industry in 2008, the industry managed to show a profit in the fourth quarter, so there was not a loss in the fourth quarter in main business area and profit in 2009. This shows the Company's ability to counter the effects of the industry cycle.

2. Budget performance

No financial forecast was disclosed in 2008.

3. Analysis o