

CONVERSION NOTICE

To: Advanced Semiconductor Engineering, Inc. (the “**Company**”)
Attention: Freddie Liu

Cc: (If requesting issuance of ADSs upon conversion of Bonds)
Citibank, N.A., as Depositary (the “**Depositary**”)
20th Floor, 111 Wall Street,
New York, NY 10043
USA

The undersigned owner of this Bond and as specified below hereby irrevocably exercises the option to convert this Bond, or the portion thereof designated below, in accordance with the terms of the Indenture referred to in this Bond and as specified below.

Please check A or B below.

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- A. Check here if you wish to receive Common Shares upon conversion of the Bonds.

The undersigned owner of this Bond (i) agrees to receive, pursuant to the terms of the Indenture, upon conversion Common Shares, par value NT\$10 per share, of Advanced Semiconductor Engineering, Inc. (“**Common Shares**”) (as adjusted pursuant to the terms of the Indenture) and (ii) directs that such Common Shares, deliverable upon the conversion, and any Securit(y)(ies) representing any unconverted principal amount hereof, be issued and delivered to the registered holder hereof (in the case of Bonds) or through the local agent appointed by the undersigned owner (in the case of Common Shares) unless a different name has been indicated below. If Common Shares are to be delivered registered in the name of a person other than the undersigned, the undersigned will pay all transfer taxes payable with respect thereto.

The undersigned owner represents, warrants and acknowledges that:

1. (a) This Bond does not constitute a “restricted security” for purposes of the Securities Act of 1933, as amended (the “**Securities Act**”);

(b) Such owner is not an “affiliate” of the Company for purposes of the Securities Act; and

(c) If such owner is exercising the option to convert this Bond on or prior to the 40th day after the commencement of the offering of the

Bonds, such owner shall not transfer the Common Shares except in compliance with Regulation S of the Securities Act.

2. The Common Shares have not been, and are not expected to be, registered under the Securities Act or with any securities regulatory authority of any state of the United States and are subject to significant restrictions on transfer.

The name and address of the person in whose name the Common Shares are to be registered upon conversion of the Bonds are as follows:

Name:	
Taiwan Securities Central Depository Co.	
Account Number:	
Address:	

The undersigned hereby declares that all stamp, issue, registration or similar taxes and duties payable on conversion, issue or delivery of Common Shares or any other property or cash have been paid.

The undersigned hereby requests that the certificate for the Common Shares required to be delivered upon conversion be dispatched (at undersigned's own risk and expense) to the person specified in the preceding paragraph whose name and address is given below and in the manner specified below:

Name: _____

Nationality: _____

Address: _____

Contact Person: _____

Telephone No.: _____

Fax No.: _____

Manner of Dispatch: _____

Name of Local Agent: _____

Address of Local Agent: _____

B. Check here if you wish to receive ADSs upon conversion of the Bonds. The undersigned owner of this Bond (i) agrees to receive, pursuant to the terms of the Indenture, upon conversion Common Shares to be represented by ADSs and (ii) directs that such Common Shares, deliverable upon conversion and any

Securit(y)(ies) representing any unconverted principal amount hereof, be issued and delivered to the registered holder hereof (in the case of Bonds) or to the Custodian (in the case of Common Shares). Please deliver a copy of the conversion notice to the Depository for any exercise of the option to convert this Bond, or the portion thereof, into ADSs.

The undersigned hereby declares that all stamp, issue, registration or similar taxes and duties payable on conversion, issue or delivery of ADSs or any other property or cash have been paid.

If the conversion of the Bond or any portion thereof falls within the Distribution Compliance Period (as defined below): The undersigned owner represents, warrants and acknowledges that, prior to the expiration of the expiration of 40 days after the later of the commencement of the offering of the Bonds and last related closing date (the "**Distribution Compliance Period**"), such ADSs will not be offered, sold, pledged or otherwise transferred to any U.S. person (as defined in Regulation S).

Fill in for: registration of Common Shares (or ADSs, if applicable), if to be delivered, and of Bonds if to be issued, in either case otherwise than to and in the name of the registered holder (the "**Registered Shareholder**").

Social Security or Other Taxpayer Identifying Number _____

(Name) _____

(Street Address) _____

(City, State and Zip Code) _____

(Please print name and address)

Principal Amount to be Converted (if less than all):

Amount to be Converted into Common Shares US\$ _____

Amount to be Converted into ADSs: US\$ _____

Total Amount to be Converted: US\$ _____

Serial or identifying number/ISIN number of Bonds to be converted:

The undersigned owner hereby certifies that:

- (a) such Registered Shareholder is a “Related Person” of the Company
- such Registered Shareholder is not a “Related Person” of the Company
- (b) such Registered Shareholder will own _____ Common Shares of the Company from the conversion of this Bond surrendered herewith (not including Common Shares mentioned below):
- such Registered Shareholder has converted from this Bond _____ Common Shares of the Company prior to the date hereof.

Note: Under the laws of the Republic of China, a person or entity is deemed to be a “Related Person” of the Company if the person or entity is:

- (A) (i) a company of which the chairman of the board of directors or the general manager serves as the chairman of the board of directors or the general manager of the Company, or is the spouse or a relative by blood or marriage to the chairman of the board of directors or general manager of the Company within the second degree as defined under the Civil Code of the Republic of China;
- (ii) a non-profit organization of which the funds donated from the Company exceeds one-third of such non-profit organization’s total funds;
- (iii) a director, supervisor or general manager, vice-general manager, assistant vice-general manager, or department head of the Company reporting to the general manager of the Company;
- (iv) the spouse of a director, supervisor or general manager of the Company; or
- (v) a relative by blood or marriage to the Company’s chairman of the board of directors or general manager within the second degree as defined under the Civil Code of the Republic of China.

OR

- (B) a person or entity in which the Company has invested, which investment is accounted for by the equity method of accounting under generally accepted accounting principles in the ROC (the “**Equity Method**”); or a person or entity which uses the Equity Method to account for an investment in the Company.

Dated: _____

Signature: _____

Name: _____
(please print name)