

ADVANCED SEMICONDUCTOR ENGINEERING INC  
Form F-6 POS  
October 25, 2006

As filed with the Securities and Exchange Commission on October 25, 2006  
Registration No. 333-108834

=====

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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POST-EFFECTIVE AMENDMENT NO. 2 TO  
FORM F-6  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933 FOR AMERICAN DEPOSITARY SHARES EVIDENCED BY  
AMERICAN DEPOSITARY RECEIPTS

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(Exact name of Registrar as Specified in its Articles of Incorporation)

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Advanced Semiconductor Engineering, Inc.  
(Translation of issuer's name into English)

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Taiwan, Republic of China  
(Jurisdiction of incorporation or organization of issuer)

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CITIBANK, N.A.  
(Exact name of depositary as specified in its charter)

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388 Greenwich Street  
New York, New York 10013  
(212) 816-6690  
(Address, including zip code, and telephone number, including area code, of  
depositary's principal executive offices)

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Puglisi & Associates  
850 Library Avenue, Suite 204  
Newark, Delaware 19711  
(302) 738-6680  
(Name, address, including zip code, and telephone number, including area code,  
of agent for service)

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Copies to:

Show-Mao Chen, Esq.  
Davis Polk & Wardwell

Herman H. Raspe, Esq.  
Patterson Belknap Webb & Tyler LLP

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Hong Kong  
852-2533-3300

1133 Avenue of the Americas  
New York, New York 10036  
(212) 336-2000

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It is proposed that this filing become effective under Rule 466:  
(check the appropriate box)

immediately upon filing.  
 on (Date) at (Time).

If a separate registration statement has been filed to register the deposited shares, check the following box :

This Post-Effective Amendment No. 2 to Registration Statement on Form F-6 may be executed in any number of counterparts, each of which shall be deemed an original, and all of such counterparts together shall constitute one and the same instrument.

PROSPECTUS

The Prospectus consists of the proposed form of American Depositary Receipt included as Exhibit A to the Form of Amendment No. 2 to the Amended and Restated Deposit Agreement filed as Exhibit (a)(iii) to this Post-Effective Amendment No. 2 to Registration Statement on Form F-6, which is incorporated herein by reference.

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PART I

INFORMATION REQUIRED IN PROSPECTUS

Cross Reference Sheet

Item 1. DESCRIPTION OF SECURITIES TO BE REGISTERED

Item Number and Caption -----	Location in Form of American Depositary Receipt ("Receipt") Filed Herewith as Prospectus -----
1. Name of Depositary and address of its principal executive office	Face of Receipt - introductory article
2. Title of Receipts and identity of deposited securities	Face of Receipt - top center

Terms of Deposit:

(i) The amount of deposited securities represented by one American Depositary Share	Face of Receipt - upper right corner
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(ii)	The procedure for voting, if any, the deposited securities	Reverse of Receipt - Paragraphs (16) (17) and (26).
(iii)	The collection and distribution of dividends	Reverse of Receipt - Paragraph (14)
(iv)	The transmission of notices, reports and proxy-soliciting material	Face of Receipt - Paragraph (13) Reverse of Receipt - Paragraphs (16), (17) and (26).

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Item Number and Caption -----	Location in Form of American Depository Receipt ("Receipt") Filed Herewith as Prospectus -----	
(v)	The sale or exercise of rights	Face of Receipt - Paragraph (2); Reverse of Receipt - Paragraphs (14) and (16).
(vi)	The deposit or sale of securities resulting from dividends, splits or plans of reorganization	Face of Receipt - Paragraphs (3), (6) and (7); Reverse of Receipt - Paragraphs (14) and (18).
(vii)	Amendment, extension or termination the deposit agreement	Reverse of Receipt - Paragraphs (22) and (23) (no provision for extensions).
(viii)	Rights of holders of Receipts to inspect the transfer books of the Depository and the list of holders of Receipts	Face of Receipt - Paragraph (13).
(ix)	Restrictions upon the right to deposit or withdraw the underlying securities	Face of Receipt - Paragraphs (2), (3), (4), (6), (7), (9) and (10).
(x)	Limitation upon the liability of the Depository	Face of Receipt - Paragraph (7) Reverse of Receipt - Paragraphs (19) and (20).
3.	Fees and charges which may be imposed directly or indirectly on holders of Receipts	Face of Receipt - Paragraph (10).
Item 2.	AVAILABLE INFORMATION	Face of Receipt - Paragraph (13).

Advanced Semiconductor Engineering, Inc. (the "Company") will, upon the effectiveness of this Post-Effective Amendment No. 2 to F-6 Registration Statement on Form F-6, continue to be subject to the periodic reporting requirements of the Securities Exchange Act of 1934, as amended, and, accordingly, will file certain reports with the United States Securities and Exchange Commission (the "Commission"). These reports can be retrieved from the Commission's website ([www.sec.gov](http://www.sec.gov)), and can be inspected by holders of ADSs and copied at public reference facilities maintained by the Commission located at 100 F Street, N.E., Washington, D.C. 20549, and at the principal executive office of the Depository.

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PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 3. EXHIBITS

(a) (i) Amended and Restated Deposit Agreement, dated as of September 29, 2000, by and among Advanced Semiconductor Engineering, Inc. (the "Company"), Citibank, N.A., as depositary (the "Depositary"), and all Holders and Beneficial Owners of American Depositary Shares evidenced by the American Depositary Receipts issued thereunder.\*

(a) (ii) Amendment No. 1 to Amended and Restated Deposit Agreement, dated as of April 6, 2006, by and among the Company, the Depositary, and all Holders and Beneficial Owners of American Depositary Shares evidenced by the American Depositary Receipts issued thereunder. -- Filed herewith as Exhibit (a) (ii).

(a) (iii) Form of Amendment No. 2 to Amended and Restated Deposit Agreement, by and among the Company, the Depositary, and all Holders and Beneficial Owners of American Depositary Shares evidenced by the American Depositary Receipts issued thereunder. -- Filed herewith as Exhibit (a) (iii).

(b) (i) Letter Agreement, dated as of February 1, 2001, by and between the Company and the Depositary for the sole purpose of accommodating the surrender of the Company's Rule 144A Global Depositary Shares, the issuance of American Depositary Shares and the delivery of American Depositary Receipts in the context of the termination of the Company's Rule 144A Depositary Receipts Facility.\*\*

(b) (ii) Letter Agreement, dated as of September 25, 2003, by and between the Company and the Depositary for the sole purpose of accommodating the issuance of American Depositary Shares upon the Company's deposit of its shares with the Depositary following the conversion of certain bonds issued by the Company in accordance with, and subject to, the terms and conditions of the indenture governing such bonds.\*\*

(c) Every material contract relating to the deposited securities between the Depositary and the issuer of the deposited securities in effect at any time within the last three (3) years. -- None.

(d) Opinion of counsel for the Depositary as to the legality of the securities to be registered.\*

(e) Certificate under Rule 466. -- None.

(f) Powers of Attorney for certain officers and directors and the authorized representative of the Company.\*

\* Previously filed and incorporated by reference to the Registration Statement on Form F-6 (Reg. No. 333-108834), filed with the Commission on September 16, 2003.

\*\* Previously filed and incorporated by reference to the Post-Effective Amendment No. 1 to Registration Statement on Form F-6 (Reg. No. 333-108834), filed with the Commission on April 3, 2006.

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Item 4. UNDERTAKINGS

(a) The Depositary undertakes to make available at the principal office of the Depositary in the United States, for inspection by holders of the Receipts, any reports and communications received from the issuer of the deposited securities which are both (1) received by the Depositary as the holder of the deposited securities, and (2) made generally available to the holders of the underlying securities by the issuer.

(b) If the amount of fees charged is not disclosed in the prospectus, the Depositary undertakes to prepare a separate document stating the amount of any fee charged and describing the service for which it is charged and to deliver promptly a copy of such fee schedule without charge to anyone upon request. The Depositary undertakes to notify each registered holder of a Receipt thirty (30) days before any change in the fee schedule.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, Citibank, N.A., acting solely on behalf of the legal entity created by the Amended and Restated Deposit Agreement, to be amended by Amendment No. 2 to Amended and Restated Deposit Agreement, by and among Advanced Semiconductor Engineering, Inc., Citibank, N.A., as depositary, and all Holders and Beneficial Owners from time to time of American Depositary Shares evidenced by American Depositary Receipts issued thereunder, certifies that it has reasonable grounds to believe that all the requirements for filing on Form F-6 are met and has duly caused this Post-Effective Amendment No. 2 to Registration Statement on Form F-6 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on the 25th day of October, 2006.

Legal entity created by the Amended and Restated Deposit Agreement, as amended and supplemented, for the issuance of American Depositary Receipts evidencing American Depositary Shares issued as (i) Share American Depositary Shares ("Share ADSs"), each Share ADS representing five (5) shares of Common Stock, par value NT \$10.00 per share ("Shares"), of Advanced Semiconductor Engineering, Inc. (the "Company") and (ii) Temporary American Depositary Shares ("Temporary ADSs") automatically exchangeable into Share ADSs, each Temporary ADS representing an undivided interest in a global Certificate of Payment, each interest representing the irrevocable right to receive five (5) Shares from the Company.

CITIBANK, N.A., solely in its capacity as Depositary

By: /s/ Emi Mak

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Name: Emi Mak  
Title: Vice President

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, Advanced Semiconductor Engineering, Inc. certifies that it has reasonable grounds to believe that all the requirements for filing on Form F-6 are met and has duly caused this Post-Effective Amendment No. 2 to Registration Statement on Form F-6 to be signed on its behalf by the undersigned thereunto duly authorized, in Taipei, Taiwan, Republic of China on this 25th day of October, 2006.

Advanced Semiconductor Engineering, Inc.

By: /s/ Joseph Tung

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Name: Joseph Tung  
Title: Chief Financial Officer and  
Director

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Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 2 to Registration Statement on Form F-6 has been signed by the following persons in the following capacities on October 25, 2006.

Signature -----	Title -----
* ----- Jason C. S. Chang	Chief Executive Officer, Chairman, and Director (Principal Executive Officer)
* ----- Richard H. P. Chang	President, Vice Chairman, and Director
/s/ Joseph Tung ----- Joseph Tung	Chief Financial Officer and Director, (Principal Financial and Accounting Officer)
* ----- Jeffrey Chen	Vice President and Director
* ----- Tien Wu	Director

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\* By: /s/ Joseph Tung

-----  
Joseph Tung  
Attorney-in-fact

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SIGNATURE OF AUTHORIZED REPRESENTATIVE OF

Advanced Semiconductor Engineering, Inc.

Pursuant to the Securities Act of 1933, as amended, the undersigned, the duly authorized representative in the United States of Advanced Semiconductor Engineering, Inc., has signed this Post-Effective Amendment No. 2 to Registration Statement on Form F-6 on the 25th day of October, 2006.

PUGLISI & ASSOCIATES

By: /s/ Donald J. Puglisi

-----  
Name: Donald J. Puglisi  
Title: Managing Director

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Index to Exhibits

Exhibit -----	Document -----	Sequentially Numbered Page -----
(a) (ii)	Amendment No. 1 to Amended and Restated Deposit Agreement	
(a) (iii)	Form of Amendment No. 2 to Amended and Restated Deposit Agreement	