

ADVANCED SEMICONDUCTOR ENGINEERING INC
Form 6-K
May 20, 2008

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 20, 2008

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 20, 2008

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
2008 Annual Shareholders' Meeting

June 19, 2008

Summary Translation

Meeting Notice

(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 1

Please Note:

1 Souvenir for shareholders this year will be: Mickey Mouse Cups.

In case the quantity is not sufficient and adequate, an alternative of equal value will be distributed.

1You may pick up the souvenir from June 2-19, 2008 at President Securities Corp., of 8, Tunghsing St., Sungshan District, Taipei City 105 or 26, Ching 3rd Road, NEPZ, Kaohsiung City from 8:30 a.m. to 4:30 p.m. except Sundays and holidays.

1If you plan to attend the meeting in person on June 19, 2008, you may pick up the souvenir at the meeting site. There shall be no distribution of the souvenir after the meeting is over.

1You 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>.

1If you are unable to attend the Shareholders' Meeting and wish to consign the trustee agent Department of Stock Affairs Agency, President Securities Corp. to attend on your behalf, you may hand in your proxy, signed or affixed with seal, from June 2-13, 2008 from 8:30 a.m. to 4:30 p.m. to 8, Tunghsing St., Sungshan District, Taipei City 105; Tel. 02-2746-3797 in exchange for the souvenir. The souvenir will not be distributed at any other time.

Coupon 2

97 Notice for Attendance in Person

To: Advanced Semiconductor Engineering, Inc.

Please note that I shall personally attend the 2008 Shareholders' General Meeting on June 19, 2008 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 become null and void 2008 Shareholders' General Meeting of without the registration seal by the Company's Advanced Semiconductor Engineering, Inc. stock affairs agent.

97 o To attend in person Sign-in Card

 o By proxy

Time: Thursday, June 19, 2008, 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

A d v e r t i s e m e n t

R e p l y

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

Coupon 5

Notice for Meeting

To: Shareholder _____

1. Please note that we are scheduled to hold the 2008 Shareholders' General Meeting on Thursday, June 19, 2008 at 10:00 a.m. at Chuang-ching Hall, 600, Chia-chang Rd., NEPZ, Nantz Dist., Kaohsiung City. Major contents of the meeting shall be:

- 1.1 Status Report:
 - 1.1.1 Business report of 2007
 - 1.1.2 Report by supervisors on review of the 2007 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 Rules of Procedure for the Board of Directors Meeting has set up.
- 1.2 Matters for ratification:
 - 1.2.1 Ratification of 2007 final financial statement.
 - 1.2.2 Ratification of proposal for 2007 earnings distribution proposal.
- 1.3 Matters for discussions:
 - 1.3.1 Discussions of issuance of new shares by capital increase from surplus and employee bonus.
 - 1.3.2 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.
 - 1.3.3 Discussions of the revision case for the Procedure for Acquisition or Disposal of Assets.
 - 1.3.4 Discussions of revision of Guidelines for the Election of Directors and Supervisors.
 - 1.3.5 Discussions of revision of the Company's Articles of Incorporation.
 - 1.3.6 Discussions of revision of the Company's restrictions on investment in Mainland China.
- 1.4 Other motions and extempore motions.

2. The following explains how the 2007 earnings was distributed: NT\$9,854,450,540 for shareholders' bonus, NT\$1.8 per share, of which NT\$9,361,728,020 was in cash, NT\$1.71 for each share, the remaining NT\$492,722,520 was by stocks, or 9

shares of stock dividend for each and every 1,000 shares as non-remunerative surplus-turned capital increase. Additionally, the Company plans to implement a capital increase out of capital reserves of NT\$1,094,938,940, i.e., 20 shares of stock dividend as capital reserve-turned capital increase for each 1,000 shares held, and the total amount of dividends for this shareholder distribution is NT\$2 per share, which includes a cash dividend of NT\$1.71 per share and a stock dividend of NT\$0.29 per share. With respect to the above-mentioned cash dividend rate and stock dividend rate for shareholders' bonus, the calculation was based on the 5,474,694,749 shares registered in the roster of the Company's shareholders at March 20, 2008. Later, if ECB holders exercise their rights to convert the bond into the Company's shares, or employees opt to implement the Employee Stock Option warrants to subscribe new shares, or the Company issues new shares for a cash capital increase, or the Company buys back the Company's stocks, or the Company assigns or cancels the treasury stocks, which affect the number of shares that the Company may distribute and the fluctuation of shareholders' cash dividend rate and stock dividend rate require rectification, the shareholders' meeting will be requested to authorize the board of directors to make the adjustment at its discretion.

3. According to Article 165 of The Company Act, stock transfer shall be discontinued from April 21, 2008 to June 19, 2008.
4. 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.
5. 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 16, 2008 to be disclosed on the website <http://free.sfi.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.

6. If there is an election on the Agenda of this Company Shareholders' Meeting, the Proxy information verification institution will be the Department of Stock Affairs Agency, President Securities Corp.
7. This is for your information and please act accordingly.

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

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. The Company has appointed President Securities Corporation of B1, 8, Tunghsing St., Sungshan District, Taipei City 105, Tel. (02) 2746-3797, as shareholders' trustee agent for the forthcoming shareholders' meeting. Shareholders who ratify or endorse the motions proposed by the board of directors may, if they are not able to attend the meeting, sign or affix the seal on the proxy in the trustee section and tick for matters consigned on the ratification and endorsement columns of Format II. 1) Ratification of 2007 final budget statement; 2) Ratification of surplus distribution proposal for 2007; 3) Discussions of issuance of new shares

for capital increase from surplus, employee bonus, and capital reserves; 4) 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; 5) Discussions of the revision case for the Handling Procedure for Acquisition or Disposal of Assets; 6) Discussions of revision of Guidelines for the Election of Directors and Supervisors; 7) Discussions of revision of the Company's Articles of Incorporation; and 8) Discussions of revision of the Company's restrictions on investment in Mainland China and consignment of President Securities Corp. as the trustee agent.

8. 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

Serial 0 2
No, ASE

Format 1	Format 2	Shareholder A/C No.	Number of shares held	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 2008 Shareholders' General Meeting to be held on June 19, 2008, 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 2008 Shareholders' General Meeting to be held on June 19, 2008, 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 2007 final financial statement.
o 1. Ratify o 2. Oppose o 3. Abstain from voting
 - 1.2 Ratification of 2007 earnings distribution proposal.
o 1. Ratify o 2. Oppose o 3. Abstain from voting
 - 1.3 Discussions of issuance of new shares for capital increase from surplus, employee bonus, and capital reserves.
o 1. Ratify o 2. Oppose o 3. Abstain from voting
 - 1.4 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.
o 1. Ratify o 2. Oppose o 3. Abstain from voting
 - 1.5 Discussions of the revision case for the Handling Procedure for Acquisition or Disposal of Assets.
o 1. Ratify o 2. Oppose o 3. Abstain from voting
 - 1.6 Discussions of revision of Guidelines for the Election of Directors and

Supervisors

1. Ratify 2. Oppose 3. Abstain from voting

1.7

Discussions of revision of the Company's A