

ADVANCED SEMICONDUCTOR ENGINEERING INC
Form SC 13G/A
February 17, 2004

**SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

SCHEDULE 13G
(Rule 13d-102)

**INFORMATION STATEMENT PURSUANT
TO RULES 13d-1(b), (c), AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2(b)**

**Under Securities Exchange Act of 1934
(Amendment No. 3)**

Advanced Semiconductor Engineering, Inc.
(Name of Issuer)

Common Shares, par value NT\$10.00 per share*
(Title of Class of Securities)

Not applicable
(CUSIP Number)

December 31, 2003
(Date of Event Which Requires Filing of this Statement)

* Not for trading, but only in connection with the listing on the New York Stock Exchange, Inc. of American Depositary Shares representing Common Shares.

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

CUSIP No. N/A

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	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) ASE ENTERPRISES LIMITED	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="radio"/> (b) <input checked="" type="radio"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION Hong Kong	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 691,235,417
	6	SHARED VOTING POWER -0-
	7	SOLE DISPOSITIVE POWER 691,235,417
	8	SHARED DISPOSITIVE POWER -0-
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 691,235,417	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="radio"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 19.31%	
12	TYPE OF REPORTING PERSON CO	

CUSIP No. N/A

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1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)
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	AINTREE LIMITED	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP <div style="text-align: right;">(a) <input type="radio"/> (b) <input checked="" type="radio"/></div>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION British Virgin Islands	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 691,235,417
	6	SHARED VOTING POWER -0-
	7	SOLE DISPOSITIVE POWER 691,235,417
	8	SHARED DISPOSITIVE POWER -0-
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 691,235,417	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <div style="text-align: right;">o</div>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 19.31%	
12	TYPE OF REPORTING PERSON CO	

CUSIP No. N/A

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1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)
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	JASON C.S. CHANG	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="radio"/> (b) <input checked="" type="radio"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION Taiwan, Republic of China	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 713,515,744
	6	SHARED VOTING POWER -0-
	7	SOLE DISPOSITIVE POWER 713,515,744
	8	SHARED DISPOSITIVE POWER -0-
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 713,515,744	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="radio"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 19.93%	
12	TYPE OF REPORTING PERSON IN	

Item 1(a). Name of Issuer.

Advanced Semiconductor Engineering, Inc. (the Company)

Item 1(b). Address of Issuer's Principal Executive Offices.

26 Chin Third Road
Nantze Export Processing Zone
Kaohsiung, Taiwan
Republic of China

Item 2(a). Name of Person Filing.

ASE Enterprises Limited (ASEE)

Aintree Limited (Aintree)

Jason C.S. Chang

Item 2(b). Address of Principal Business Office or, if None, Residence.

The business address of ASEE is: 1408 Worldwide House, 19 Des Voeux Road Central, Central, Hong Kong.

The address of the registered office of Aintree is: P.O. Box 957, Offshore Incorporations Centre, Road Town, Tortola, British Virgin Islands.

The business address of Jason C.S. Chang is: Room 1901, World Trade Center, International Trade Building, 19/F, 333 Keelung Road, Sec. 1, Taipei, Taiwan, Republic of China.

Item 2(c). Citizenship.

ASEE is incorporated under the laws of Hong Kong.

Aintree is a company organized under the laws of the British Virgin Islands.

Jason C.S. Chang is a citizen of Taiwan, Republic of China.

Item 2(d). Title of Class of Securities.

This statement relates to the Company's Common Shares, par value NT\$10.00 per share (the Shares).

Item 2(e). CUSIP Number.

Not applicable.

Item 3. If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under Section 15 of the Exchange Act;
- (b) Bank as defined in Section 3(a)(6) of the Exchange Act;

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- (c) Insurance company as defined in Section 3(a)(19) of the Exchange Act;
 - (d) Investment company registered under Section 8 of the Investment Company Act of 1940;
 - (e) Investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
 - (f) Employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
 - (g) Parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);

- (h) Savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i) Church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940;
- (j) Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

Item 4. Ownership.

(a), (b) and (c)

ASEE beneficially owns 691,235,417 Shares, representing approximately 19.31% of the outstanding Shares. ASEE has sole power to vote and dispose of 691,235,417 Shares.

Aintree beneficially owns 691,235,417 Shares, representing approximately 19.31% of the outstanding Shares. Aintree holds 100% of ASEE in trust for the benefit of the family of Jason C.S. Chang. The sole shareholder and sole director of Aintree is Jason C.S. Chang. Aintree has sole power to vote and dispose of 691,235,417 Shares.

Jason C.S. Chang is the Chairman and a director of the Company and a director of ASEE. Jason C.S. Chang beneficially owns 691,235,417 Shares through ASEE and Aintree, representing approximately 19.31% of the outstanding Shares. Jason C.S. Chang, in addition to the Shares he beneficially owns through ASEE and Aintree, directly owns 22,280,327 Shares, representing approximately 0.62% of the Shares. In effect, Jason C.S. Chang beneficially owns 713,515,744 Shares, representing approximately 19.93% of the outstanding Shares. He has sole power to vote and to dispose of 713,515,744 Shares.

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following o.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

Not applicable.

SIGNATURES

After reasonable inquiry and to the best knowledge and belief of the undersigned, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

ASE ENTERPRISES LIMITED

By: /s/ JASON C.S. CHANG

Name: JASON C.S. CHANG

Title: Director

AINTREE LIMITED

By: /s/ JASON C.S. CHANG

Name: JASON C.S. CHANG

Title: Director

By: /s/ JASON C.S. CHANG

Name: JASON C.S. CHANG
