Next Day Disclosure Return
(Equity issuer - changes in issued share capital and/or share buybacks)

Name of listed issuer: **Semiconductor Manufacturing International Corporation**

Stock code: ___981_____   Date submitted: __21 November 2014_____

Section I must be completed by a listed issuer where there has been a change in its issued share capital which is discloseable pursuant to rule 13.25A of the Rules (the "Listing Rules") Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Exchange").

Section II must also be completed by a listed issuer where it has made a repurchase of shares which is discloseable under rule 10.06(4)(a).

Description of securities: ___Ordinary Shares_____

I.

Issues of shares (Notes 6 and 7)	No. of shares	Issued shares as a % of existing issued share capital before relevant share issue (Notes 4, 6 and 7)	Issue price per share (Notes 1 and 7)	Closing market price per share of the immediately preceding business day (Note 5)	% discount/premium of issue price to market price (Note 7)
Opening balance as at (Note 2) ___11 November 2014_____	34,895,091,226				
(Note 3) Issue of ordinary shares pursuant to exercise of share options granted under the 2004 Stock Option Plan (adopted on 10 March 2004) other than by directors of the Company on 12 November 2014	54,000	0.00015%	HKD 0.1764	HKD 0.810	78.22% discount
	550,000	0.00158%	HKD 0.2700	HKD 0.810	66.67% discount
	975,043	0.00279%	HKD 0.3460	HKD 0.810	57.28% discount
	32,500	0.00009%	HKD 0.4000	HKD 0.810	50.62% discount
	20,000	0.00006%	HKD 0.4550	HKD 0.810	43.83% discount
	200,000	0.00057%	HKD 0.5620	HKD 0.810	30.62% discount
	162,501	0.00047%	HKD 0.6400	HKD 0.810	20.99% discount
	53,500	0.00015%	HKD 0.6500	HKD 0.810	19.75% discount
	186,292	0.00053%	HKD 0.6600	HKD 0.810	18.52% discount
	120,000	0.00034%	HKD 0.7700	HKD 0.810	4.94% discount

(Note 3) Issue of ordinary shares pursuant to exercise of share options granted under the 2004 Stock Option Plan (adopted on 10 March 2004) other than by directors of the Company on 13 November 2014	110,000	0.00032%	HKD 0.2700	HKD 0.810	66.67% discount
	230,168	0.00066%	HKD 0.3460	HKD 0.810	57.28% discount
	25,625	0.00007%	HKD 0.4550	HKD 0.810	43.83% discount
	30,000	0.00009%	HKD 0.5200	HKD 0.810	35.80% discount
	200,000	0.00057%	HKD 0.5620	HKD 0.810	30.62% discount
	3,750	0.00001%	HKD 0.5920	HKD 0.810	26.91% discount
	524,151	0.00150%	HKD 0.6400	HKD 0.810	20.99% discount
	60,000	0.00017%	HKD 0.6420	HKD 0.810	20.74% discount
	64,000	0.00018%	HKD 0.6500	HKD 0.810	19.75% discount
	61,333	0.00018%	HKD 0.6600	HKD 0.810	18.52% discount
	942,400	0.00270%	HKD 0.7700	HKD 0.810	4.94% discount
(Note 3) Issue of ordinary shares pursuant to exercise of share options granted under the 2004 Stock Option Plan (adopted on 10 March 2004) other than by directors of the Company on 14 November 2014	114,000	0.00033%	HKD 0.2700	HKD 0.820	67.07% discount
	250,000	0.00072%	HKD 0.3300	HKD 0.820	59.76% discount
	923,961	0.00265%	HKD 0.3460	HKD 0.820	57.80% discount
	27,775	0.00008%	HKD 0.4550	HKD 0.820	44.51% discount
	405,729	0.00116%	HKD 0.5620	HKD 0.820	31.46% discount
	8,750	0.00003%	HKD 0.5740	HKD 0.820	30.00% discount
	11,875	0.00003%	HKD 0.5920	HKD 0.820	27.80% discount
	381,043	0.00109%	HKD 0.6400	HKD 0.820	21.95% discount
	2,288,000	0.00656%	HKD 0.6420	HKD 0.820	21.71% discount
	334,000	0.00096%	HKD 0.6500	HKD 0.820	20.73% discount
	655,562	0.00188%	HKD 0.6600	HKD 0.820	19.51% discount
	1,696,354	0.00486%	HKD 0.7700	HKD 0.820	6.10% discount

(Note 3)					
Issue of ordinary shares pursuant to exercise of share options granted under the 2004 Stock Option Plan (adopted on 10 March 2004) other than by directors of the Company on 17 November 2014	118,000	0.00034%	HKD 0.1764	HKD 0.860	79.49% discount
	50,000	0.00014%	HKD 0.2700	HKD 0.860	68.60% discount
	45,000	0.00013%	HKD 0.2900	HKD 0.860	66.28% discount
	683,546	0.00196%	HKD 0.3460	HKD 0.860	59.77% discount
	30,000	0.00009%	HKD 0.3650	HKD 0.860	57.56% discount
	74,500	0.00021%	HKD 0.4550	HKD 0.860	47.09% discount
	19,250	0.00006%	HKD 0.5620	HKD 0.860	34.65% discount
	293,919	0.00084%	HKD 0.6400	HKD 0.860	25.58% discount
	108,000	0.00031%	HKD 0.6500	HKD 0.860	24.42% discount
	256,000	0.00073%	HKD 0.6600	HKD 0.860	23.26% discount
	739,914	0.00212%	HKD 0.7700	HKD 0.860	10.47% discount
	100,000	0.00029%	HKD 0.6420	HKD 0.860	25.35% discount
(Note 3)					
Issue of ordinary shares pursuant to exercise of share options granted under the 2004 Stock Option Plan (adopted on 10 March 2004) other than by directors of the Company on 18 November 2014	108,000	0.00031%	HKD 0.1764	HKD 0.850	79.25% discount
	122,919	0.00035%	HKD 0.3460	HKD 0.850	59.29% discount
	10,738	0.00003%	HKD 0.4000	HKD 0.850	52.94% discount
	24,000	0.00007%	HKD 0.5200	HKD 0.850	38.82% discount
	150,000	0.00043%	HKD 0.5620	HKD 0.850	33.88% discount
	120,834	0.00035%	HKD 0.6400	HKD 0.850	24.71% discount
	124,000	0.00036%	HKD 0.6500	HKD 0.850	23.53% discount
	115,834	0.00033%	HKD 0.6600	HKD 0.850	22.35% discount
	146,988	0.00042%	HKD 0.7700	HKD 0.850	9.41% discount
(Note 3)					
Issue of ordinary shares pursuant to exercise of share options granted under the 2004 Stock Option Plan (adopted on 10 March 2004) other than by directors of the Company on 19 November 2014	450,000	0.00129%	HKD 0.2700	HKD 0.840	67.86% discount
	70,001	0.00020%	HKD 0.3460	HKD 0.840	58.81% discount
	70,834	0.00020%	HKD 0.6400	HKD 0.840	23.81% discount

(Note 3) Issue of ordinary shares pursuant to exercise of share options granted under the 2004 Stock Option Plan (adopted on 10 March 2004) other than by directors of the Company on 20 November 2014	30,000 300,000 13,750 14,000 47,656	0.00009% 0.00086% 0.00004% 0.00004% 0.00014%	HKD 0.1764 HKD 0.4550 HKD 0.5920 HKD 0.6420 HKD 0.7700	HKD 0.840 HKD 0.840 HKD 0.840 HKD 0.840 HKD 0.840	79.00% discount 45.83% discount 29.52% discount 23.57% discount 8.33% discount
(Note 3) Issue of ordinary shares pursuant to exercise of share options granted under the 2004 Stock Option Plan (adopted on 10 March 2004) other than by directors of the Company on 21 November 2014	19,584	0.00006%	HKD 0.3460	HKD 0.840	58.81% discount
(Note 3) Issue of ordinary shares on 21 November 2014 pursuant to the Datang Pre-emptive Share Subscription Agreement dated 22 August 2014	669,468,952				
Share repurchases	N/A	N/A			
Closing balance as at *(Note 8)* 21 November 2014	35,580,719,757				

Notes to Section I:
1. *Where shares have been issued at more than one issue price per share, a weighted average issue price per share should be given.*

2. *Please insert the closing balance date of the last Next Day Disclosure Return published pursuant to rule 13.25A or Monthly Return pursuant to rule 13.25B, whichever is the later.*

3. *Please set out all changes in issued share capital requiring disclosure pursuant to rule 13.25A together with the relevant dates of issue. Each category will need to be disclosed individually with sufficient information to enable the user to identify the relevant category in the listed issuer's Monthly Return. For example, multiple issues of shares as a result of multiple exercises of share options under the same share option scheme or of multiple conversions under the same convertible note must be aggregated and disclosed as one category. However, if the issues resulted from exercises of share options under 2 share option schemes or conversions of 2 convertible notes, these must be disclosed as 2 separate categories.*

4.   *The percentage change in the listed issuer's issued share capital is to be calculated by reference to the listed issuer's total issued share capital (excluding for such purpose any shares repurchased or redeemed but not yet cancelled) as it was immediately before the earliest relevant event which has not been disclosed in a Monthly Return or Next Day Disclosure Return.*

5.   *Where trading in the shares of the listed issuer has been suspended, "closing market price per share of the immediately preceding business day" should be construed as "closing market price per share of the business day on which the shares were last traded".*

6.   *In the context of a repurchase of shares:*
   - *"issues of shares" should be construed as "repurchases of shares"; and*
   - *"issued shares as a % of existing issued share capital before relevant share issue" should be construed as "repurchased shares as a % of existing issued share capital before relevant share repurchase".*

7.   *In the context of a redemption of shares:*
   - *"issues of shares" should be construed as "redemptions of shares";*
   - *"issued shares as a % of existing issued share capital before relevant share issue" should be construed as "redeemed shares as a % of existing issued share capital before relevant share redemption"; and*
   - *"issue price per share" should be construed as "redemption price per share".*

8.   *The closing balance date is the date of the last relevant event being disclosed.*

II.

A.　　Purchase report

Trading date	Number of securities purchased	Method of purchase *(Note)*	Price per share or highest price paid $	Lowest price paid $	Total paid $
N/A	N/A	N/A	N/A	N/A	N/A
	_____				_____
Total	_____				_____

B.　　Additional information for issuer whose primary listing is on the Exchange

1.　　Number of such securities purchased on the Exchange in the year to date (since ordinary resolution) 　(a) ____N/A_____

2.　　% of issued share capital at time ordinary resolution passed acquired on the Exchange since date of resolution 　____N/A_____%

$$\frac{(\,(a) \times 100\,)}{\text{issued share capital}}$$

We hereby confirm that the repurchases set out in A above which were made on the Exchange were made in accordance with the Listing Rules and that there have been no material changes to the particulars contained in the Explanatory Statement dated _____ which has been filed with the Exchange. We also confirm that any purchases set out in A above which were made on another stock exchange were made in accordance with the domestic rules applying to purchases made on that other exchange.

Note to Section II:　　　Please state whether on the Exchange, on another stock exchange (stating the name of the exchange), by private arrangement or by general offer.

Submitted by:　_____Gareth Kung_____
　　　　　　　　　(Name)

Title:　_____Secretary_____
　　　　　(Director, Secretary or other duly authorised officer)