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**SEMICONDUCTOR MANUFACTURING INTERNATIONAL CORPORATION**

中 芯 國 際 集 成 電 路 製 造 有 限 公 司 \*  
(Incorporated in the Cayman Islands with limited liability)  
(Stock Code: 981)

**POLL RESULTS OF EXTRAORDINARY GENERAL MEETING  
HELD ON 24 June 2016**

The Company announces that the proposed resolutions set out in the notice of the EGM were duly passed by the Independent Shareholders by way of poll at the EGM held on 24 June 2016.

Reference is made to the circular of the Company dated 7 June 2016 (the “**Circular**”) in relation to, among other things, the following:

- (1) Centralized Fund Management Agreement;
- (2) Amendment JV Agreement;
- (3) grant of restricted share units to the Chief Executive Officer and an executive Director Dr. Tzu-Yin Chiu;
- (4) grant of restricted share units to a non-executive Director Dr. Chen Shanzhi;
- (5) grant of restricted share units to an independent non-executive Director Mr. Lip-Bu Tan; and
- (6) notice of extraordinary general meeting.

Unless otherwise specified, capitalised terms used herein shall have the same meanings as defined in the Circular.

The Company announces that the proposed resolutions set out in the notice of the EGM contained in the Circular were duly passed by the Independent Shareholders by way of poll at the EGM held on 24 June 2016.

As at the date of the EGM:

- (1) the total number of Shares entitling the holders to attend and vote for or against the ordinary resolution numbered 1 in respect of the Centralized Fund Management Agreement was 34,790,150,581 Shares;
- (2) the total number of Shares entitling the holders to attend and vote for or against the ordinary resolution numbered 2 in respect of the Amended JV Agreement was 34,790,150,581 Shares;
- (3) the total number of Shares entitling the holders to attend and vote for or against the ordinary resolution numbered 3 in respect of the grant of restricted share units to the Chief Executive Officer and an executive Director Dr. Tzu-Yin Chiu was 42,149,290,543 Shares;
- (4) the total number of Shares entitling the holders to attend and vote for or against the ordinary resolution numbered 4 in respect of the grant of restricted share units to a non-executive Director Dr. Chen Shanzhi was 42,190,150,581 Shares;
- (5) the total number of Shares entitling the holders to attend and vote for or against the ordinary resolution numbered 5 in respect of the grant of restricted share units to an independent non-executive Director Mr. Lip-Bu Tan was 42,190,150,581 Shares.
- (6) the total number of Shares entitling the holders to attend the EGM and abstain from voting in favour of the proposed resolutions as set out in Rule 13.40 of the Listing Rules at the EGM was nil Shares.

As set out in the Circular and in accordance with the Listing Rules, as China IC Fund is a connected person of the Company, its wholly-owned subsidiary Xinxin (Hong Kong) Capital Co., Limited, and its other associates, holding an aggregate of 7,400,000,000 Shares representing approximately 17.54% of the total issued share capital of the Company as at the date of the EGM, were required to abstain from voting on the ordinary resolution numbered 1 to approve (i) the Centralised Fund Management Agreement and on the ordinary resolution numbered 2 to approve (ii) the Amendment JV Agreement.

As set out in the Circular and in accordance with the Listing Rules, each of Dr. Tzu-Yin Chiu, Dr. Chen Shanzhi, Mr. Lip-Bu Tan and their associates are required to abstain from voting on the ordinary resolutions to approve the Proposed RSU Grant and any transactions contemplated thereunder.

Dr. Tzu-Yin Chiu and his associates holding an aggregate of 40,860,038 shares representing 0.10% of the total issued share capital of the Company as at the date of the EGM, was required to abstain from voting on the ordinary resolution numbered 3 to grant restricted share units to the Chief Executive Officer and an executive Director Dr. Tzu-Yin Chiu.

The Company confirms that each of China IC Fund, its wholly-owned subsidiary Xinxin (Hong Kong) Capital Co., Limited and their respective associates has abstained from voting at the EGM pursuant to the aforesaid requirements. There were no Shares entitling the holders to attend and vote only against any of the resolutions at the EGM.

The number of Shares represented by votes for and against the respective resolutions at the EGM was as follows:

ORDINARY RESOLUTIONS			No. of Votes (%)	
			FOR	AGAINST
1.	(a)	To receive, consider, approve, confirm and ratify the centralised fund management agreement dated 21 March 2016 entered into between the Company, Semiconductor Manufacturing International (Beijing) Corporation and SJ Semiconductor (Jiangyin) Corporation and all transactions contemplated thereunder; and to approve and confirm the annual caps in respect of the centralised fund management agreement; and	12,155,570,144 (75.2916%)	3,989,081,385 (24.7084%)
	(b)	To authorise any director of the Company to enter into any agreement, deed or instrument and/or to execute and deliver all such documents and/or do all such acts on behalf of the Company as he/she may consider necessary, desirable or expedient for the purpose of, or in connection with (i) the implementation and completion of the centralised fund management agreement and transactions contemplated thereunder, and/or (ii) any amendment, variation or modification of the centralised fund management agreement and the transactions contemplated thereunder upon such terms and conditions as the board of directors of the Company may think fit.#		
<b>As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed.</b>				

2.	(a)	To receive, consider, approve, confirm and ratify the amended and restated joint venture agreement dated 10 May 2016 entered into between the Company, Semiconductor Manufacturing International (Beijing) Corporation, China Integrated Circuit Industry Investment Fund Co., Ltd., Beijing Semiconductor Manufacturing and Equipment Equity Investment Center (Limited Partnership), Beijing Industrial Developing Investment Management Co., Ltd. and Zhongguancun Development Group and all transactions contemplated thereunder; and		
	(b)	To authorise any director of the Company to enter into any agreement, deed or instrument and/or to execute and deliver all such documents and/or do all such acts on behalf of the Company as he/she may consider necessary, desirable or expedient for the purpose of, or in connection with (i) the implementation and completion of the amended and restated joint venture agreement and transactions contemplated thereunder, and/or (ii) any amendment, variation or modification of the amended and restated joint venture agreement and the transactions contemplated thereunder upon such terms and conditions as the board of directors of the Company may think fit.#	16,110,612,917 (99.9383%)	9,944,450 (0.0617%)
<b>As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed.</b>				
3.	(a)	To approve and confirm the proposed grant of 7,031,061 restricted share units (“RSUs”) to Dr. Tzu-Yin Chiu, the Chief Executive Officer of the Company and an executive Director in accordance with the terms of the 2014 Equity Incentive Plan, and subject to all applicable laws, rules, regulations and the other applicable documents; and		
	(b)	To authorise any director of the Company to exercise the powers of the Company to allot and issue the Ordinary Shares of the Company pursuant to the proposed RSU grant under the specific mandate granted to the Directors by the Shareholders at the annual general meeting of the Company held on 13 June 2014 in accordance with the terms of the 2014 Equity Incentive Plan and/or to do all such acts on behalf of the Company as he/she may consider necessary, desirable or expedient for the purpose of, or in connection with the implementation and completion of the transactions contemplated pursuant to the proposed RSU grant.#	19,649,506,688 (83.4563%)	3,895,144,841 (16.5437%)
<b>As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed.</b>				

4.	(a)	To approve and confirm the proposed grant of 989,583 RSUs to Dr. Chen Shanzhi, a non-executive Director in accordance with the terms of the 2014 Equity Incentive Plan, and subject to all applicable laws, rules, regulations and the other applicable documents; and		
	(b)	To authorise any director of the Company to exercise the powers of the Company to allot and issue the Ordinary Shares of the Company pursuant to the proposed RSU grant under the specific mandate granted to the Directors by the Shareholders at the annual general meeting of the Company held on 13 June 2014 in accordance with the terms of the 2014 Equity Incentive Plan and/or to do all such acts on behalf of the Company as he/she may consider necessary, desirable or expedient for the purpose of, or in connection with the implementation and completion of the transactions contemplated pursuant to the proposed RSU grant.#	19,586,145,738 (83.1872%)	3,958,505,791 (16.8128%)
<b>As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed.</b>				
5.	(a)	To approve and confirm the proposed grant of 1,145,833 RSUs to Mr. Lip-Bu Tan, an independent non-executive Director in accordance with the terms of the 2014 Equity Incentive Plan, and subject to all applicable laws, rules, regulations and the other applicable documents; and		
	(b)	To authorise any director of the Company to exercise the powers of the Company to allot and issue the Ordinary Shares of the Company pursuant to the proposed RSU grant under the specific mandate granted to the Directors by the Shareholders at the annual general meeting of the Company held on 13 June 2014 in accordance with the terms of the 2014 Equity Incentive Plan and/or to do all such acts on behalf of the Company as he/she may consider necessary, desirable or expedient for the purpose of, or in connection with the implementation and completion of the transactions contemplated pursuant to the proposed RSU grant.#	19,586,148,588 (83.1872%)	3,958,502,941 (16.8128%)
<b>As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed.</b>				

# The full text of the resolution is set out in the Notice of EGM dated 7 June 2016.

Computershare Hong Kong Investor Services Limited, Hong Kong branch share registrar of the Company, acted as the scrutineer for the vote-taking at the EGM. The work performed by Computershare Hong Kong Investors Services Limited did not include provision of any assurance or advice on matters of legal interpretation or legal entitlement to vote.

**Semiconductor Manufacturing International Corporation**  
**Gareth Kung**  
*Company Secretary*

Shanghai, 24 June 2016

As at the date of this announcement, the directors of the Company are:

***Executive Directors***

Zhou Zixue (*Chairman*)

Tzu-Yin Chiu (*Chief Executive Officer*)

Gao Yonggang (*Chief Financial Officer*)

***Non-executive Directors***

Chen Shanzhi (*Li Yonghua as his Alternate*)

Zhou Jie

Ren Kai

Lu Jun

***Independent Non-executive Directors***

William Tudor Brown

Sean Maloney

Lip-Bu Tan

Carmen I-Hua Chang

*\* For identification purposes only*