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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 THE ANNUAL GENERAL MEETING  
HELD ON 23 JUNE 2017**

The Company is pleased to announce that all the resolutions proposed at the AGM held on 23 June 2017 were duly passed by the Shareholders by way of poll.

Reference is made to the Company's circular dated 24 May 2017 (the "**Circular**") in relation to, among other things, the following:

1. re-election of Directors;
2. re-appointment of auditors of the Company;
3. proposed grant of general mandates to issue and repurchase Shares;
4. proposed increase in authorised share capital;
5. proposed share premium reduction;
6. proposed grants of restricted share units to directors and former chief executive officer;  
and
7. proposed payment to former chief executive officer.

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

**POLL RESULTS OF THE AGM**

The Company is pleased to announce that at the AGM held on 23 June 2017, all the proposed resolutions set out in the Notice contained in the Circular were duly passed by the Shareholders by way of poll.

As at the date of the AGM, the total number of Shares in issue was 4,650,607,968 Shares.

The Shareholders and authorised proxies holding an aggregate of 1,688,562,559 Shares, representing 36.308% of the total Shares in issue were present at the commencement of the AGM:

(1) the total number of Shares entitling the holders to attend and vote for or against the ordinary resolution numbered 9 was 4,646,088,607 Shares;

(2) the total number of Shares entitling the holders to attend and vote for or against the ordinary resolution numbered 11 was 4,650,492,529 Shares;

(3) the total number of Shares entitling the holders to attend and vote for or against the ordinary resolution numbered 15 was 4,646,088,607 Shares; and

(4) the total number of Shares entitling the holders to attend and vote for or against the remaining ordinary resolutions, being ordinary resolutions numbered 1-8, 10 and 12-14 was 4,650,607,968 Shares.

As at the date of the AGM, the number of Shares entitling the holders to attend and abstain from voting in favour as set out in Rule 13.40 of the Listing Rules at the AGM was nil.

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, Dr. Shang-yi Chiang, Dr. Tong Guohua, Dr. Jason Jingsheng Cong and their respective associates are required to abstain from voting on the relevant ordinary resolutions to approve the Proposed RSU Grants and any transactions contemplated thereunder. Dr. Tzu-Yin Chiu and his associates are also required to abstain from voting on the ordinary resolution in respect of the proposed payment to Dr. Tzu-Yin Chiu.

Dr. Tzu-Yin Chiu and his associates, holding an aggregate of 4,519,361 Shares representing approximately 0.097% of the total issued share capital of the Company as at the date of the AGM, were required to abstain from voting on the ordinary resolution numbered 9 to grant restricted share units to Dr. Tzu-Yin Chiu, the former Chief Executive Officer of the Company and a non-executive Director, and the ordinary resolution numbered 15 to approve the payment to Dr. Tzu-Yin Chiu.

Mr. Lip-Bu Tan and his associates, holding an aggregate of 115,439 Shares representing 0.002% of the total issued share capital of the Company as at the date of the AGM, were required to abstain from voting on the ordinary resolution numbered 11 to grant restricted share units to Mr. Lip-Bu Tan, an independent non-executive Director.

As at the date of the AGM, neither Dr. Chen Shanzhi, Dr. Shang-yi Chiang, Dr. Tong Guohua, Dr. Jason Jingsheng Cong nor their associates hold any Shares.

The Company confirms that each of Dr. Tzu-Yin Chiu, Dr. Chen Shanzhi, Mr. Lip-Bu Tan, Dr. Shang-yi Chiang, Dr. Tong Guohua, Dr. Jason Jingsheng Cong and their respective associates has abstained from voting at the AGM pursuant to the aforesaid requirements.

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

ORDINARY RESOLUTIONS		No. of Votes (%)	
		For	Against
1.	To receive and consider the audited consolidated financial statements and the reports of the Directors and the auditors of the Company for the year ended 31 December 2016.	1,683,297,309 99.6910%	5,216,930 0.3090%
	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed.		
2.(a)	To re-elect Dr. Zhou Zixue as an executive Director.	1,601,102,779 94.8210%	87,449,095 5.1790%
	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed.		
2.(b)	To re-elect Dr. Tzu-Yin Chiu as a non-executive Director.	1,614,733,709 95.6283%	73,818,165 4.3717%
	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed.		
2.(c)	To re-elect Dr. Gao Yonggang as an executive Director.	1,651,996,215 97.8683%	35,982,259 2.1317%
	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed.		
2. (d)	To re-elect Mr. William Tudor Brown as an independent non-executive Director.	1,659,949,258 98.3061%	28,602,621 1.6939 %
	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed.		
2. (e)	To re-elect Dr. Tong Guohua as a non-executive Director.	1,614,654,448 95.6236%	73,897,426 4.3764%
	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed.		
2. (f)	To re-elect Dr. Shang-yi Chiang as an independent non-executive Director.	1,662,906,212 98.4812%	25,645,667 1.5188%
	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed.		

2. (g)	To re-elect Dr. Jason Jingsheng Cong as an independent non-executive Director.	1,662,906,212 98.4812%	25,645,667 1.5188%
	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed.		
2. (h)	To authorize the Board to fix the Directors' remuneration.	1,678,430,318 99.4265%	9,682,126 0.5735%
	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed.		
3.	To re-appoint PricewaterhouseCoopers and PricewaterhouseCoopers Zhong Tian LLP as the auditors of the Company for Hong Kong financial reporting and U.S. financial reporting purposes, respectively, and to authorise the audit committee of the Board to fix their remuneration.	1,660,028,053 98.3101%	28,534,506 1.6899%
	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed.		
4.	To grant a general mandate to the Board to allot, issue, grant, distribute and otherwise deal with additional Shares, not exceeding twenty per cent of the number of issued Shares of the Company at the date of this Resolution.	1,325,357,630 79.2115%	347,831,189 20.7885%
	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed.		
5.	To grant a general mandate to the Board to repurchase Shares, not exceeding ten percent of the number of issued Shares of the Company at the date of this Resolution.	1,682,929,469 99.6923%	5,193,655 0.3077 %
	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed.		

6.	Conditional on the passing of Resolutions 4 and 5, to authorize the Board to exercise the powers to allot, issue, grant, distribute and otherwise deal with the additional authorized but unissued Shares repurchased by the Company.	1,375,255,501 82.1937%	297,933,318 17.8063%
	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed.		
7.	(a) To authorize the increase in the authorised share capital of the Company from US\$22,000,000 to US\$42,000,000 by the creation of an additional 5,000,000,000 Common Shares in the share capital of the Company; and	1,633,095,754 97.6038%	40,093,070 2.3962%
	(b) To authorize any Director 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 of and giving effect to the increase in authorised share capital of the Company.		
As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed.			

8.	<p>(a) To authorize the reduction of the amount standing to the credit of the share premium account of the Company by an amount of US\$910,849,175.17 and to authorize the directors of the Company to apply such amount to eliminate the accumulated losses of the Company as at 31 December 2016 in the same amount; and</p> <p>(b) To authorize any Director to do all 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 of and completion of the share premium reduction of the Company.</p>	<p>1,683,036,168 99.6749%</p>	<p>5,488,756 0.3251%</p>
	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed.		
9.	<p>(a) To approve and confirm the proposed grant of 2,109,318 RSUs to Dr. Tzu-Yin Chiu, the former Chief Executive Officer of the Company and a non-executive Director; and</p> <p>(b) To authorize any Director to exercise the powers of the Company to allot and issue the Common Shares of the Company pursuant to the proposed RSU grant 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 thereunder.</p>	<p>1,434,399,494 84.9499%</p>	<p>254,125,425 15.0501%</p>
	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed.		

10.	<p>(a) To approve and confirm the proposed grant of 62,500 RSUs to Dr. Chen Shanzhi, a non-executive Director; and</p> <p>(b) To authorize any Director to exercise the powers of the Company to allot and issue the Common Shares of the Company pursuant to the proposed RSU grant 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 thereunder.</p>	1,434,400,994 84.9499%	254,123,925 15.0501%
As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed.			
11.	<p>(a) To approve and confirm the proposed grant of 62,500 RSUs to Mr. Lip-Bu Tan, an independent non-executive Director; and</p> <p>(b) To authorize any Director to exercise the powers of the Company to allot and issue the Common Shares of the Company pursuant to the proposed RSU grant 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 thereunder.</p>	1,434,400,994 84.9499%	254,123,925 15.0501%
As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed.			

12.	<p>(a) To approve and confirm the proposed grant of 187,500 RSUs to Dr. Shang-yi Chiang, an independent non-executive Director; and</p> <p>(b) To authorize any Director to exercise the powers of the Company to allot and issue the Common Shares of the Company pursuant to the proposed RSU grant 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 thereunder.</p>	1,434,400,994 84.9499%	254,123,925 15.0501%
As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed.			
13.	<p>(a) To approve and confirm the proposed grant of 187,500 RSUs to Dr. Tong Guohua, a non-executive Director; and</p> <p>(b) To authorize any Director to exercise the powers of the Company to allot and issue the Common Shares of the Company pursuant to the proposed RSU grant 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 thereunder.</p>	1,434,400,969 84.9499%	254,123,950 15.0501%
As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed.			



14.	<p>(a) To approve and confirm the proposed grant of 187,500 RSUs to Dr. Jason Jingsheng Cong, an independent non-executive Director; and</p> <p>(b) To authorize any Director to exercise the powers of the Company to allot and issue the Common Shares of the Company pursuant to the proposed RSU grant 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 thereunder.</p>	1,434,400,994 84.9499%	254,123,925 15.0501%
As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed.			
15.	<p>(a) To approve and confirm the proposed payment of US\$688,000 to Dr. Chiu, the non-executive Vice Chairman and a non-executive Director, as a token of appreciation for his contributions to the Company during his tenure as Chief Executive Officer of the Company between 5 August 2011 and 10 May 2017; and</p> <p>(b) To authorize any Director (with the exception of Dr. Chiu) to do all acts on behalf of the Company as he/she may consider necessary, desirable or expedient for the purpose of, or in connection with, the settlement of the proposed payment to Dr. Chiu.</p>	1,666,747,909 98.7104%	21,775,820 1.2896%
As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed.			

*The full text of Resolutions 1 to 15 above is set out in the Notice.*

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

By order of the Board  
**Semiconductor Manufacturing International Corporation**  
Dr. Haijun Zhao  
Chief Executive Officer

Shanghai, PRC  
23 June 2017

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

***Executive Directors***

Zhou Zixue (Chairman)  
Gao Yonggang (Chief Financial Officer)

***Non-executive Directors***

Tzu-Yin Chiu (Vice Chairman)  
Chen Shanzhi  
Zhou Jie  
Ren Kai  
Lu Jun  
Tong Guohua

***Independent Non-executive Directors***

Lip-Bu Tan  
William Tudor Brown  
Carmen I-Hua Chang  
Shang-yi Chiang  
Jason Jingsheng Cong

*\* For identification purposes only*