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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 11 AUGUST 2015**

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 11 August 2015.

Reference is made to the circular of the Company dated 27 July 2015 (the “**Circular**”) in relation to, among other things, the following:

- (1) pre-emptive subscriptions for Shares by Datang and Country Hill;
- (2) proposed specific mandates to issue pre-emptive Shares;
- (3) grant of restricted share units to a Director; and
- (4) 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 11 August 2015.

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 proposed subscription of the Datang Pre-emptive Shares by Datang was 33,627,419,456 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 proposed subscription of Country Hill Pre-emptive Shares by Country Hill was 37,783,888,413 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 10,804,985 RSUs to Dr. Zhou was 40,752,530,878 Shares; and
- (4) 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, Datang and its associates, being connected persons of the Company in respect of the proposed subscription of the Datang Pre-emptive Shares by Datang and holding an aggregate of 7,125,111,422 Shares representing approximately 17.48% 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 Datang Pre-emptive Share Purchase Agreement, (ii) the issue of the

Datang Pre-emptive Shares, and (iii) the grant of the Datang Pre-emptive Specific Mandate.

As set out in the Circular and in accordance with the Listing Rules, Country Hill and its associates, being connected persons of the Company in respect of the proposed subscription of the Country Hill Pre-emptive Shares by Country Hill and holding an aggregate of 2,968,642,465 Shares representing approximately 7.28% 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 2 to approve (i) the Country Hill Pre-emptive Share Purchase Agreement, (ii) the issue of the Country Hill Pre-emptive Shares, and (iii) the grant of the Country Hill Pre-emptive Specific Mandate.

The Company confirms that each of Datang, Country Hill 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 approve, confirm and ratify the Datang Pre-emptive Share Purchase Agreement in relation to the issue of the Datang Pre-emptive Shares and the transactions contemplated thereby.#	14,212,188,128 (99.894%)	15,065,000 (0.106%)
	(b)	To approve the issue of the Datang Pre-emptive Shares to Datang pursuant to the terms and conditions of the Datang Pre-emptive Share Purchase Agreement.#		
	(c)	To authorise and grant a specific mandate to the directors of the Company to allot, issue and deal with the Datang Pre-emptive Shares, on and subject to the terms and conditions of the Datang Pre-emptive Share Purchase Agreement.#		
	(d)	To authorise any director(s) 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 to be necessary, desirable or expedient for the purpose of, or in connection with (i) the implementations and completion of the Datang Pre-emptive Share Purchase Agreement and transactions contemplated thereunder and/or (ii) any amendment, variation or modification of the Datang Pre-emptive Share Purchase Agreement and the transactions contemplated thereunder.#		
As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed.				

2.	(a)	To approve, confirm and ratify the Country Hill Pre-emptive Share Purchase Agreement in relation to the issue of the Country Hill Pre-emptive Shares and the transactions contemplated thereby.#	18,368,657,085 (99.918%)	15,065,000 (0.082%)
	(b)	To approve the issue of the Country Hill Pre-emptive Shares to Country Hill pursuant to the terms and conditions of the Country Hill Pre-emptive Share Purchase Agreement.#		
	(c)	To authorise and grant a specific mandate to the directors of the Company to allot, issue and deal with the Country Hill Pre-emptive Shares, on and subject to the terms and conditions of the Country Hill Pre-emptive Share Purchase Agreement.#		
	(d)	To authorise any director(s) 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 to be necessary, desirable or expedient for the purpose of, or in connection with (i) the implementations and completion of the Country Hill Pre-emptive Share Purchase Agreement and transactions contemplated thereunder and/or (ii) any amendment, variation or modification of the Country Hill Pre-emptive Share Purchase Agreement and the transactions contemplated thereunder.#		
	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed.			
3.	(a)	To approve, confirm and ratify the grant of 10,804,985 restricted share units to Dr. Zhou Zixue, an executive director of the Company, in accordance with the terms of the 2014 Equity Incentive Plan of the Company (the “Grant”).#	18,599,499,566 (87.107%)	2,752,864,984 (12.893%)
	(b)	To authorise any one or more of the director(s) of the Company to allot and issue the ordinary shares of the Company pursuant to the Grant under the specific mandate granted to the directors of the Company by the shareholders of the Company at the annual general meeting of the Company held on 13 June 2013.#		
	(c)	To authorise any director(s) of the Company to do all such acts and things and execute all such documents which he/she/they consider(s) necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Grant and the transactions contemplated in this Resolution 3.#		
	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed.			

The full text of the resolution is set out in the Notice of EGM dated 27 July 2015.

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

Beijing, 11 August 2015

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

Independent Non-executive Directors

William Tudor Brown

Sean Maloney

Lip-Bu Tan

Carmen I-Hua Chang

** For identification purposes only*