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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting (“EGM”) of Semiconductor Manufacturing International Corporation (the “**Company**”) will be held at No. 18 Wenchang Avenue, Economic-Technological Development Area, Beijing, People’s Republic of China on Tuesday, 11 August 2015 at 12:00 noon for the purpose of transacting the following businesses:

SPECIAL BUSINESSES

To consider and, if thought fit, to pass with or without modification the following ordinary resolutions:

1. “**THAT:**

- (a) the subscription agreement dated 11 June 2015 (the “**Datang Pre-emptive Share Purchase Agreement**”) entered into between the Company and Datang Holdings (Hongkong) Investment Company Limited (“**Datang**”), a substantial shareholder of the Company, in relation to the issue of 961,849,809 ordinary shares of US\$0.0004 each in the capital of the Company (the “**Datang Pre-emptive Shares**”) to be issued pursuant to Datang’s exercise of its pre-emptive right under the share purchase agreement dated 6 November 2008 (the “**Datang Subscription Agreement**”) between the Company and Datang Telecom Technology & Industry Holdings Co., Ltd. (“**Datang Telecom**”) by the Company as the issuer to Datang and the supplemental agreement to the Datang Subscription Agreement dated 22 August 2014 among the Company, Datang and Datang Telecom, a copy of the Datang Pre-emptive Share Purchase Agreement having been produced to the EGM marked “A” and signed by the chairman of the EGM for identification purpose, and the transactions contemplated thereby be and are hereby approved, confirmed and ratified;
- (b) the issue by the Company of the Datang Pre-emptive Shares to Datang pursuant to the terms and conditions of the Datang Pre-emptive Share Purchase Agreement be and are hereby approved;

* *for identification purpose only*

- (c) subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in the Datang Pre-emptive Shares, the directors of the Company be and are hereby authorised and granted a specific mandate (the “**Datang Pre-emptive Specific Mandate**”) 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, provided that the Datang Pre-emptive Specific Mandate shall be in addition to and shall not prejudice nor revoke the existing general mandate granted to the directors of the Company by the shareholders of the Company at the annual general meeting of the Company held on 26 June 2015; and
- (d) any director(s) of the Company be and is/are hereby authorised 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 implementations and completion of the Datang Pre-emptive Share Purchase Agreement and transactions contemplated thereunder (including but not limited to the allotment and issue of the Datang Pre-emptive Shares to Datang), and/or (ii) any amendment, variation or modification of the Datang Pre-emptive Share Purchase Agreement and the transactions contemplated thereunder (including but not limited to the allotment and issue of the Datang Pre-emptive Shares to Datang) upon such terms and conditions as the board of directors of the Company may think fit.”

2. “**THAT:**

- (a) The subscription agreement dated 11 June 2015 (the “**Country Hill Pre-emptive Share Purchase Agreement**”) entered into between the Company and Country Hill Limited (“**Country Hill**”), a former substantial shareholder of the Company, in relation to the issue of 323,518,848 ordinary shares of US\$0.0004 each in the capital of the Company (the “**Country Hill Pre-emptive Shares**”) to be issued pursuant to Country Hill’s exercise of its pre-emptive right under the share subscription agreement dated 18 April 2011 between the Company and Country Hill by the Company as the issuer to Country Hill, a copy of the Country Hill Pre-emptive Share Purchase Agreement having been produced to the EGM marked “B” and signed by the chairman of the EGM for identification purpose, and the transactions contemplated thereby be and are hereby approved, confirmed and ratified;
- (b) the issue by the Company 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 be and are hereby approved;
- (c) subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in the Country Hill Pre-emptive Shares to be issued pursuant to the terms and conditions of the Country Hill Pre-emptive Share Purchase Agreement, the directors of the Company be and are hereby authorised and granted a specific mandate (the “**Country Hill Pre-emptive Specific Mandate**”) 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, provided that the Country Hill Pre-emptive Specific Mandate shall be in addition to and shall not prejudice nor revoke the existing general mandate granted to the directors of the Company by the shareholders of the Company at the annual general meeting of the Company held on 26 June 2015; and

- (d) any director(s) of the Company be and is/are hereby authorised 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 implementations and completion of the Country Hill Pre-emptive Share Purchase Agreement and transactions contemplated thereunder (including but not limited to the allotment and issue of the Country Hill Pre-emptive Shares to Country Hill), and/or (ii) any amendment, variation or modification of the Country Hill Pre-emptive Share Purchase Agreement and the transactions contemplated thereunder (including but not limited to the allotment and issue of the Country Hill Pre-emptive Shares to Country Hill) upon such terms and conditions as the board of directors of the Company may think fit.”

3. “**THAT:**

- (a) 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**”), subject to all applicable laws, rules, regulations and the applicable award document(s), and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) any one or more of the director(s) of the Company be and is/are hereby authorised to exercise the powers of the Company to allot and issue the ordinary shares of the Company pursuant to the Grant (the “**Award Shares**”) 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, in accordance with the terms of the 2014 Equity Incentive Plan of the Company, such that the Award Shares shall rank pari passu in all respects among themselves and with the existing ordinary shares of the Company in issue at the date of the allotment and issuance of the Award Shares; and
- (c) any director(s) of the Company be and is/are hereby authorized 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.”

By Order of the Board
Semiconductor Manufacturing International Corporation
Gareth Kung
Company Secretary

Shanghai, 27 July 2015

Principal place of business:
18 Zhangjiang Road
PuDong New Area
Shanghai 201203
People's Republic of China

Registered office:
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Ugland House,
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As at the date of this notice, the Board comprises three executive Directors, namely Dr. Zhou Zixue (Chairman), Dr. Tzu-Yin Chiu (Chief Executive Officer) and Dr. Gao Yonggang (Chief Financial Officer); two non-executive Directors, namely Dr. Chen Shanzhi (Mr. Li Yonghua as his Alternate) and Mr. Zhou Jie; and four independent non-executive Directors, namely Mr. William Tudor Brown, Mr. Sean Maloney, Mr. Lip-Bu Tan and Ms. Carmen I-Hua Chang.

Notes:

1. A member entitled to attend and vote at the EGM convened by the above notice is entitled to appoint a proxy or, if such member is a holder of more than one share, more than one proxy to attend and vote instead of such member. Where a member appoints more than one proxy the instrument of proxy shall state which proxy is entitled to vote on a poll. A proxy need not be a member of the Company.
2. To be valid, a form of proxy must be delivered to the Company's branch share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the meeting or adjourned meeting (or 24 hours before a poll is taken, if the poll is not taken on the same day as the meeting or adjourned meeting). If a form of proxy is signed under a power of attorney, the power of attorney or other authority relied on to sign it (or an office copy) must be delivered to the Company's branch share registrar with the form of proxy, except that the power of attorney which has already been registered with the Company need not be so delivered. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the EGM or any adjournment thereof should he so wish.
3. The register of members of the Company will be closed from Friday, 7 August 2015 to Tuesday, 11 August 2015 (both days inclusive), during which period no transfer of shares in the Company will be registered. In order to qualify for attending and voting at the EGM, all transfers, accompanied by the relevant certificates, must be lodged with the branch share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by no later than 4:30 p.m. on Thursday, 6 August 2015. All persons who are registered holders of the Shares on 11 August 2015, the record date for the EGM, will be entitled to attend and vote at the EGM.
4. Shareholders are advised to read the circular of the Company dated 27 July 2015 which contains information concerning the resolutions to be proposed at the EGM.
5. The voting at the meeting will be taken by a poll.