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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: 0981)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the extraordinary general meeting (“EGM”) of Semiconductor Manufacturing International Corporation (the “**Company**”) will be held on Wednesday, 5 November 2014 at 18 Zhangjiang Road, PuDong New Area, Shanghai, People’s Republic of China at 4:00 p.m. for the purpose of transacting the following resolutions:

ORDINARY RESOLUTIONS

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

1. “**THAT:**

- (a) the subscription agreement dated 22 August 2014 (the “**Datang Pre-emptive Share Subscription Agreement**”) entered into between the Company and Datang Holdings (Hongkong) Investment Company Limited (“**Datang**”), a connected person of the Company, in relation to the issue of 669,468,952 Shares to be issued pursuant to the exercise of Datang’s pre-emptive right under the share purchase agreement dated 6 November 2008 (the “**Datang Share Purchase Agreement**”) between the Company and Datang Telecom Technology & Industry Holdings Co., Ltd. (“**Datang Telecom**”) by the Company as the issuer to Datang (the “**Datang Pre-emptive Shares**”), a copy of the Datang Pre-emptive Share Subscription 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 Subscription Agreement be and are hereby approved;

* For identification purposes only

- (c) the subscription agreement dated 22 August 2014 (the “**Datang Pre-emptive Bond Subscription Agreement**”) entered into between the Company and Datang, a connected person of the Company, in relation to the issue of the zero coupon convertible bonds due 2018 of an aggregate principal amount of US\$22,200,000 pursuant to the exercise of Datang’s pre-emptive right under the Datang Share Purchase Agreement by the Company as the issuer to Datang (the “**Datang Pre-emptive Bonds**”), a copy of which has 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;
- (d) subject to completion of the Datang Pre-emptive Bond Subscription Agreement, the creation and issue of the Datang Pre-emptive Bonds to Datang by the Company pursuant to the terms and conditions of the Datang Pre-emptive Bond Subscription Agreement be and are hereby approved;
- (e) the supplemental agreement dated 22 August 2014 (the “**Datang Supplemental Agreement**”) entered into between the Company, Datang and Datang Telecom, a connected person of the Company, in order to amend the pre-emptive rights provision in the Datang Share Purchase Agreement so as to give effect to the parties’ understanding of the purpose of the pre-emptive rights provision, a copy of which has been produced to the EGM marked “D” and signed by the chairman of the EGM for identification purpose be and are hereby approved;
- (f) 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 and the Datang Conversion Shares (as defined below) to be allotted and issued upon the conversion of the Datang Pre-emptive Bonds, 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 and such number of shares (the “**Datang Conversion Shares**”) with a par value of US\$0.0004 each in the share capital of the Company as may be required to be issued upon the exercise of the conversion rights attaching to the Datang Pre-emptive Bonds at an initial conversion price of HK\$0.7965 per share (subject to adjustment pursuant to the terms and conditions of the Datang Pre-emptive Bonds), on and subject to the terms and conditions of the Datang Pre-emptive Share Subscription Agreement, the Datang Pre-emptive Bond Subscription Agreement and the Datang Pre-emptive Bonds, 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 in the annual general meeting of the Company held on 27 June 2014; and

- (g) 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 Subscription Agreement, the Datang Pre-emptive Bond Subscription Agreement, the Datang Supplemental Agreement and transactions contemplated thereunder (including but not limited to the allotment and issue of the Datang Pre-emptive Shares, the issue of the Datang Pre-emptive Bonds to Datang and the allotment and issue of any Datang Conversion Shares), and/or (ii) any amendment, variation or modification of the Datang Pre-emptive Share Subscription Agreement, the Datang Supplemental Agreement, the Datang Pre-emptive Bond Subscription Agreement and the transactions contemplated thereunder (including but not limited to the allotment and issue of the Datang Pre-emptive Shares, the issue of the Datang Pre-emptive Bonds to Datang and the allotment and issue of any Datang Conversion Shares) upon such terms and conditions as the board of directors of the Company may think fit.”

2. “**THAT:**

- (a) the subscription agreement dated 22 August 2014 (the “**Country Hill Pre-emptive Subscription Agreement**”) entered into between the Company and Country Hill Limited (“**Country Hill**”), a connected person of the Company, in relation to the issue of 268,642,465 Shares to be issued pursuant to the exercise of Country Hill’s 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 (the “**Country Hill Pre-emptive Shares**”), a copy of which has been produced to the EGM marked “C” 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 Subscription 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 Subscription 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 Subscription 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 in the annual general meeting of the Company held on 27 June 2014; 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 Subscription 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 Subscription 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.”

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

Hong Kong, 20 October 2014

Principal place of business:

18 Zhangjiang Road
PuDong New Area
Shanghai 201203
People's Republic of China

Registered office:

PO Box 309, Ugland House,
Grand Cayman, KY1-1104,
Cayman Islands

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

Executive Directors

Zhang Wenyi (*Chairman*)
Tzu-Yin Chiu (*Chief Executive Officer*)
Gao Yonggang (*Chief Financial Officer*)

Non-executive Directors

Chen Shanzhi (*Li Yonghua as his Alternate*)
Lawrence Juen-Yee Lau (*Datong Chen as his Alternate*)
Zhou Jie

Independent Non-executive Directors

William Tudor Brown
Sean Maloney
Frank Meng
Lip-Bu Tan
Carmen I-Hua Chang

Notes:

1. A member entitled to attend and vote at the meeting 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 proxy form 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 share registrar with the proxy form, except that a 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 meeting or any adjournment thereof should he so wish.
3. The register of members of the Company will be closed from Monday, 3 November 2014 to Wednesday, 5 November 2014 (both days inclusive), during which period no transfer of shares in the Company will be registered. All persons who are registered holders of the Company's shares on Wednesday, 5 November 2014, 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 20 October 2014 which contains information concerning the resolutions to be proposed at the EGM.
5. The voting at the EGM will be taken by a poll.