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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 26 JUNE 2015**

The Company is pleased to announce that all the resolutions proposed at the AGM held on 26 June 2015 were duly passed by the Shareholders by way of poll.

Reference is made to the Company's circular dated 30 April 2015 (the "**Circular**") in relation to, among other things, the following:

1. re-election of Directors;
2. re-appointment of auditors of the Company; and
3. proposed grant of general mandates to issue and repurchase Shares.

Reference is also made to the Company's announcement dated 23 June 2015 in respect of the retirement of Mr. Frank Meng as an independent non-executive Director at the AGM and the withdrawal of Resolution 2(d) in the Notice. 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 26 June 2015, 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 40,749,110,085 Shares which was the total number of Shares entitling the holders to attend and vote for or against all resolutions at the AGM. The Shareholders and authorised proxies holding an aggregate of 20,588,800,079 Shares, representing 50.53% of the total Shares in issue were present at the commencement of the AGM. 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. Subject to the requirements of the Stock Exchange, there were no

restrictions on the Shareholders to cast votes on any of the proposed resolutions at the AGM. No party stated its intention in the Circular to vote against any resolutions or to abstain from voting on any resolutions at the AGM and there are no Shares that are required under the Listing Rules to abstain from voting.

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 2014. | 20,587,586,479<br>(99.996)% | 828,650<br>(0.004)%     |
|                      | 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.                                                                                                                        | 20,132,347,809<br>(97.803)% | 452,147,220<br>(2.197)% |
|                      | 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. Chen Shanzhi as an non-executive Director.                                                                                                                  | 20,232,185,367<br>(98.268)% | 356,561,662<br>(1.732)% |
|                      | As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed.                                                                        |                             |                         |
| 2.(c)                | To re-elect Mr. Lip-Bu Tan as an independent non-executive Director.                                                                                                        | 20,288,999,707<br>(98.560)% | 296,504,822<br>(1.440)% |
|                      | As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed.                                                                        |                             |                         |
| 2. (d)               | Resolution withdrawn ##                                                                                                                                                     | N/A                         | N/A                     |
| 2. (e)               | To re-elect Ms. Carmen I-Hua Chang as an independent non-executive Director.                                                                                                | 20,411,816,329<br>(99.141)% | 176,928,200<br>(0.859)% |
|                      | As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed.                                                                        |                             |                         |
| 2.(f)                | To authorize the Board to fix the Directors' remuneration.                                                                                                                  | 20,477,882,097<br>(99.790)% | 43,058,481<br>(0.210)%  |
|                      | 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. | 20,588,512,429<br>(99.999)% | 287,650<br>(0.001)%        |
|    | 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.#                                                | 15,574,301,360<br>(75.645)% | 5,014,363,419<br>(24.355)% |
|    | 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.#                                                                                                            | 20,588,526,778<br>(99.999)% | 239,250<br>(0.001)%        |
|    | 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.##                                           | 15,643,521,171<br>(75.981)% | 4,945,234,658<br>(24.019)% |
|    | As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed.                                                                                                                                                                              |                             |                            |

# Full text of the Resolutions is set out in the Notice.

## See section headed “**WITHDRAWAL OF RESOLUTION 2(d) IN THE NOTICE**” below.

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.

## **WITHDRAWAL OF RESOLUTION 2(d) IN THE NOTICE**

As disclosed in the Company's announcement dated 23 June 2015, Mr. Frank Meng ("**Mr. Meng**"), our then independent non-executive Director, would retire by rotation at the AGM in accordance with Article 90 of the Company's Articles of Association and he did not offer himself for re-election as an independent non-executive Director at the AGM due to his recent acceptance of appointment as the chairman of Qualcomm China by Qualcomm Incorporated, one of the Company's major customers. Accordingly, ordinary resolution numbered 2(d) in respect of Mr. Meng's re-election as an independent non-executive Director as set out in the Notice was withdrawn and not proposed at the AGM. Mr. Meng retired as a Class II Director upon the conclusion of the AGM and also ceased to be a member of each of the Audit Committee, the Nomination Committee and the Strategic Advisory Committee of the Company upon his retirement as a Class II Director.

### **Semiconductor Manufacturing International Corporation**

**Dr. Tzu-Yin Chiu**

Chief Executive Officer and Executive Director

Shanghai, PRC

26 June 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*

#### ***Independent Non-executive Directors***

*William Tudor Brown*

*Sean Maloney*

*Lip-Bu Tan*

*Carmen I-Hua Chang*

*\* For identification purposes only*