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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)

COMPLETION OF PLACING OF EXISTING SHARES AND SUBSCRIPTION OF NEW SHARES UNDER 2013 GENERAL MANDATE

Sole Global Coordinator

J.P.Morgan

Joint Placing Agents

J.P.Morgan

Deutsche Bank 

The Company is pleased to announce that the completion of the Placing took place on 9 June 2014 and the completion of the Subscription took place on 12 June 2014. Pursuant to the terms and conditions of the Placing and Subscription Agreement, (i) a total of 2,590,000,000 Sale Shares were successfully placed by the Joint Placing Agents to not fewer than six (6) independent Placees, who are third parties independent of and not connected with the Company and its connected persons, at the placing price of HK\$0.60 per Sale Share and (ii) the Company allotted and issued 2,590,000,000 Subscription Shares, representing approximately 7.44% of the issued share capital of the Company as enlarged by the issue of the 2,590,000,000 new Shares, to the Vendor at the price of HK\$0.60 per Subscription Share.

* For identification purposes only

Reference is made to the announcement of the Company dated 4 June 2014 (the “**Announcement**”). Unless otherwise defined, capitalised terms in this announcement shall have the same meanings as those defined in the Announcement.

COMPLETION OF PLACING OF EXISTING SHARES AND SUBSCRIPTION OF NEW SHARES UNDER 2013 GENERAL MANDATE

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Reference is also made to the Announcement relating to, among other things, the potential exercise of pre-emptive right and further subscription of new Shares by certain shareholders of the Company. Further announcement(s) will be made by the Company upon the entering into of any agreement as a result of such potential exercise of pre-emptive right and further subscription.

CHANGES IN SHAREHOLDING STRUCTURE

The following table illustrates: (i) the shareholding structure of the Company immediately before the completion of the Placing and the Subscription and before any conversion of the Original Bonds and the Original Pre-emptive Bonds; (ii) the shareholding structure of the Company immediately after completion of the Placing but before the Subscription and before any conversion of the Original Bonds and the Original Pre-emptive Bonds; (iii) the shareholding structure of the Company immediately upon completion of the Placing and the Subscription but before any conversion of the Original Bonds and the Original Pre-emptive Bonds; and (iv) the shareholding structure of the Company immediately upon completion of the Placing and the Subscription and full conversion of the Original Bonds and the Original Pre-emptive Bonds:

Name of Shareholder	Immediately before the completion of the Placing and the Subscription and assuming no conversion of the Original Bonds and the Original Pre-emptive Bonds		Immediately after completion of the Placing but before the Subscription and assuming no conversion of the Original Bonds and the Original Pre-emptive Bonds		Immediately upon completion of the Placing and the Subscription and assuming no conversion of the Original Bonds and the Original Pre-emptive Bonds		Immediately after completion of the Placing and the Subscription and assuming full conversion of the Original Bonds and the Original Pre-emptive Bonds	
	No. of Shares	% of issued share capital of the Company	No. of Shares	% of issued share capital of the Company	No. of Shares	% of issued share capital of the Company	No. of Shares	% of issued share capital of the Company
Datang	6,116,138,341	18.98%	3,526,138,341	10.94%	6,116,138,341	17.56%	6,647,619,470	17.67%
Country Hill	3,605,890,530	11.19%	3,605,890,530	11.19%	3,605,890,530	10.35%	3,919,328,119	10.42%
Placees of the Sale Shares (inc. SEHL)	—	—	2,590,000,000	8.04%	2,590,000,000	7.44%	2,590,000,000	6.88%
Other Shareholders	<u>22,510,158,902</u>	<u>69.83%</u>	<u>22,510,158,902</u>	<u>69.83%</u>	<u>22,517,627,861</u>	<u>64.65%</u>	<u>24,464,445,186</u>	<u>65.03%</u>
Total	<u>32,232,187,773</u>	<u>100.00%</u>	<u>32,232,187,773</u>	<u>100.00%</u>	<u>34,829,656,732</u>	<u>100.00%</u>	<u>37,621,392,775</u>	<u>100.00%</u>

Note: The above figures assume that other than the Subscription Shares, no further Shares are issued or repurchased by the Company, no issue of the Further Bonds, no issue of Further Pre-emptive Securities and no share options are exercised, no conversion will be exercised, and other than the Sale Shares, no Shares are sold or purchased by the Vendor and no Restricted Share Units are granted, in each case up to the date of the completion of the Subscription.

None of the Placees has become a substantial shareholder of the Company immediately after the completion of the Placing.

By order of the Board
Semiconductor Manufacturing International Corporation
Tzu-Yin Chiu
Chief Executive Officer and Executive Director

Shanghai, 12 June 2014

As at the date of this announcement, 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