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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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting (“AGM”) of Semiconductor Manufacturing International Corporation (the “**Company**”) will be held at 18 Zhangjiang Road, PuDong New Area, Shanghai, People’s Republic of China on Friday, 27 June 2014 at 9:00 a.m. for the purpose of transacting the following businesses:

ORDINARY BUSINESSES

1. To receive and consider the audited consolidated financial statements and the reports of the directors of the Company (“**Director(s)**”) and the auditors of the Company for the year ended 31 December 2013.
2.
 - (a) To re-elect Mr. Zhang Wenyi as an executive Director.
 - (b) To re-elect Dr. Tzu-Yin Chiu as an executive Director.
 - (c) To re-elect Dr. Gao Yonggang as an executive Director.
 - (d) To re-elect Mr. William Tudor Brown as an independent non-executive Director.
 - (e) To re-elect Mr. Sean Maloney as an independent non-executive Director.
 - (f) To authorize the board of Directors (the “**Board**”) to fix their remuneration.
3. To appoint Messrs. 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.

* For identification purposes only

SPECIAL BUSINESSES

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

4. “**THAT:**

- (A) subject to paragraph (B) below, the exercise by the Board during the Relevant Period (as defined below) of all the powers of the Company to allot, issue, grant, distribute and otherwise deal with additional Shares (as defined below) and to make, issue or grant offers, agreements, options, warrants and other securities which will or might require Shares to be allotted, issued, granted, distributed or otherwise dealt with during or after the end of the Relevant Period, be and is hereby generally and unconditionally approved;
- (B) the aggregate nominal amount of share capital allotted, issued, granted, distributed or otherwise dealt with or agreed conditionally or unconditionally to be allotted, issued, granted, distributed or otherwise dealt with (whether pursuant to an option, conversion or otherwise) by the Board pursuant to the approval in paragraph (A) above, otherwise than pursuant to:
 - (i) a Rights Issue (as defined below); or
 - (ii) any option scheme or similar arrangement for the time being adopted for the grant or issue to the Directors and/or officers and/or employees of the Company and/or any of its subsidiaries of Shares or rights to acquire Shares, including without limitation pursuant to the Company’s (i) 2004 Stock Option Plan, 2004 Employee Stock Purchase Plan and 2004 Equity Incentive Plan, and (ii) 2014 Stock Option Plan, 2014 Employee Stock Purchase Plan and 2014 Equity Incentive Plan (“**2014 Equity Incentive Plan**”) adopted by the Company at the annual general meeting of the Company held on 13 June 2013 (“**2013 AGM**”); or
 - (iii) the exercise of rights of subscription or conversion under the terms of any warrant issued by the Company or any securities which are convertible into Shares; or
 - (iv) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares pursuant to the articles of association of the Company (the “**Articles of Association**”) from time to time, shall not exceed the aggregate of:
 - (a) twenty per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this Resolution 4 (the “**Issue Mandate Limit**”); and
 - (b) (if the Board is so authorized by a separate resolution of the shareholders of the Company) the aggregate nominal amount of share capital of the Company purchased by the Company subsequent to the passing of this Resolution 4 (up to a maximum equivalent to ten per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this Resolution 4),

and the said approval shall be limited accordingly;

- (C) for the purposes of calculating the number of Shares that may be issued under the Issue Mandate Limit, the number of new Shares allotted and issued upon the exercise of any right to subscribe for or purchase Shares attached to any Shares (“**Convertible Shares**”) issued pursuant to this resolution shall, to the extent of the amount of the aggregate nominal share capital of such new Shares to be issued that is equal to the aggregate nominal share capital of such Convertible Shares and provided that such Convertible Shares are cancelled on or after the issue of such new Shares, be disregarded;
- (D) for the purpose of this Resolution 4:
- (i) “**Relevant Period**” means the period from (and including) the date of passing this Resolution 4 until the earlier of:
 - (a) the conclusion of the next annual general meeting of the Company;
 - (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or by law to be held; or
 - (c) the revocation or variation of the authority given under this Resolution 4 by an ordinary resolution of the shareholders of the Company in a general meeting;
 - (ii) “**Rights Issue**” means an offer of Shares open for a period fixed by the Board to holders of Shares on the register of members (and, if appropriate, to the holders of warrants and other securities which carry a right to subscribe or purchase shares in the Company on the relevant register) on a fixed record date in proportion to their then holdings of such Shares (and, if appropriate, such warrants and other securities) (subject to such exclusions or other arrangements as the Board may deem necessary or expedient in relation to fractional entitlements or having regard to any legal or practical restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any jurisdiction or territory applicable to the Company);
 - (iii) “**Ordinary Shares**” means the ordinary shares of par value U\$0.0004 each in the capital of the Company;
 - (iv) “**Preferred Shares**” means the preferred shares of par value of US\$0.0004 each in capital of the Company; and
 - (v) “**Shares**” means shares of all classes in the capital of the Company (including but not limited to Ordinary Shares and Preferred Shares) and warrants and other securities which carry a right to subscribe for or purchase shares in the Company.”

5. **“THAT:**

- (A) subject to paragraph (B) below, the exercise by the Board during the Relevant Period of all the powers of the Company to purchase Shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange on which the Shares may be listed and which is recognised for this purpose by the Hong Kong Securities and Futures Commission and the Stock Exchange, in accordance with all applicable laws, including the Hong Kong Code on Share Repurchases and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time), be and is hereby generally and unconditionally approved;
- (B) the aggregate nominal amount of Shares which may be purchased or agreed conditionally or unconditionally to be purchased pursuant to the approval in paragraph (A) above shall not exceed ten per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this Resolution 5, and the said approval shall be limited accordingly; and
- (C) for the purpose of this Resolution 5:
 - (i) “**Relevant Period**” means the period from (and including) the passing of this Resolution 5 until the earlier of:
 - (a) the conclusion of the next annual general meeting of the Company;
 - (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or by law to be held; or
 - (c) the revocation or variation of the authority given under this Resolution 5 by an ordinary resolution of the shareholders of the Company in a general meeting; and
 - (ii) “**Shares**” means shares of all classes in the capital of the Company (including but not limited to ordinary shares of par value US\$0.0004 each in the capital of the Company and preferred shares of par value US\$0.0004 each in the capital of the Company) and warrants and other securities which carry a right to subscribe for or purchase shares in the Company.”

6. **“THAT**, conditional on the passing of Resolutions 4 and 5, the exercise by the Board of the powers referred to in paragraph (A) of Resolution 4 in respect of the share capital of the Company referred to in sub-paragraph (b) of paragraph (B) of Resolution 4, be and is hereby approved and authorized.”

7. **“THAT:**

- (A) the grant of 2,910,836 restricted share units to Dr. Gao Yonggang, an executive Director, in accordance with the terms of the 2014 Equity Incentive Plan (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 Directors be and is/are hereby authorized to exercise the powers of the Company to allot and issue the Ordinary Shares pursuant to the Grant (the “**Award Shares**”) under the specific mandate granted to the Directors by the shareholders of the Company at the 2013 AGM, in accordance with the terms of the 2014 Equity Incentive Plan, such that the Award Shares shall rank *pari passu* in all respects among themselves and with the existing Ordinary Shares in issue at the date of the allotment and issuance of the Award Shares, and that he/she/they, be and is/are hereby authorized to take such actions, do such things, which in their opinion may be necessary, desirable or expedient for the purpose of giving effect to and/or to implement the transactions contemplated in this Resolution 7; and
- (C) any one or more of the Directors 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 thereunder.”

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

Shanghai, 28 May 2014

Principal place of business:
18 Zhangjiang Road
PuDong New Area
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People’s Republic of China

Registered office:
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Ugland House,
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Cayman Islands

As at the date of this announcement, the Board comprises three executive Directors, namely Mr. Zhang Wenyi (Chairman), Dr. Tzu-Yin Chiu (Chief Executive Officer) and Dr. Gao Yonggang (Chief Financial Officer); three non-executive Directors, namely Dr. Chen Shanzhi (Mr. Li Yonghua as his Alternate), Professor Lawrence Juen-Yee Lau (Dr. Datong Chen as his Alternate) and Mr. Zhou Jie; and four independent non-executive Directors, namely Mr. William Tudor Brown, Mr. Sean Maloney, Mr. Frank Meng and Mr. Lip-Bu Tan.

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 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 meeting or any adjournment thereof should he so wish.**
3. The register of members of the Company will be closed from 25 June 2014 to 27 June 2014 (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 meeting, 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 24 June 2014. All persons who are registered holders of the Shares on 27 June 2014, the record date for the meeting, will be entitled to attend and vote at the meeting.
4. In relation to Resolution 2, four Class I Directors, namely Mr. Zhang Wenyi, Dr. Tzu-Yin Chiu, Dr. Gao Yonggang and Mr. William Tudor Brown, and one Class III Director, Mr. Sean Maloney, will retire from office at the meeting and, being eligible, offer themselves for re-election as Directors pursuant to the relevant provisions of the Articles of Association. Details of their information are set out in Appendix I to the circular of the Company dated 28 May 2014.
5. In relation to Resolution 5, an explanatory statement is set out in Appendix II to the circular of the Company dated 28 May 2014.
6. The voting at the meeting will be taken by a poll.