

SEMICONDUCTOR MANUFACTURING INTERNATIONAL CORP

Form 6-K

October 24, 2018

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 6-K

REPORT OF FOREIGN PRIVATE ISSUER  
PURSUANT TO RULE 13a-16 OR 15d-16  
UNDER THE SECURITIES EXCHANGE ACT OF 1934

For the month of October, 2018

Commission File Number: 001-31994

Semiconductor Manufacturing International Corporation

(Translation of registrant's name into English)

18 Zhangjiang Road

Pudong New Area, Shanghai 201203

People's Republic of China

(Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F:

Form 20-F      Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

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Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934:

Yes      No

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): n/a

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Semiconductor Manufacturing International Corporation

Date: October 24, 2018 By: /s/ Dr. Gao Yonggang

Name: Dr. Gao Yonggang

Title: Executive Director, Chief Financial Officer and Joint Company Secretary

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SEMICONDUCTOR MANUFACTURING INTERNATIONAL CORPORATION

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 TO THE REGISTERED HOLDERS OF AMERICAN DEPOSITARY RECEIPTS (“ADRs”)  
 REPRESENTING ORDINARY SHARES OF  
 SEMICONDUCTOR MANUFACTURING INTERNATIONAL CORPORATION

Please refer to the reverse side of this card for the Resolutions to be voted at the Meeting.  
 FOLD AND DETACH HERE

FOR	FOR
AGAINST	AGAINST

Res. 1      Res. 3(b)

Res. 2      Res. 3(c)

Res. 3(a)   Res. 3(d)

Mark box at  
 right if you  
 wish to give  
 a  
 discretionary

proxy to a  
 person  
 designated  
 by the  
 Company.

Mark box, sign and  
 Address  
 Change/comments  
 below:

PLEASE  
 NOTE:  
 Marking  
 this box  
 voids  
 any other

instructions  
 marked  
 above.

**Sign:**  
Below

Please sign this Voting Instruction Card exactly as your name(s) appear(s) on the face of this card and on the books of the Depositary. Joint owners should each sign personally. Trustees and other fiduciaries should indicate the capacity in which they sign, and where more than one name appears, a majority must sign. If a corporation, this signature should be that of an authorized officer who should state his or her title.



Semiconductor Manufacturing International Corporation (“Company”)

## ORDINARY RESOLUTIONS

1. (a) To approve, confirm and ratify the framework agreement dated 11 June 2018 (the “Framework Agreement”) entered into between the Company and Semiconductor Manufacturing South China Corporation and the transactions contemplated thereunder;
  - (b) To approve and confirm the Framework Agreement annual caps for the two years ending 31 December 2018 and 2019, respectively; and
  - (c) To authorise any director(s) of the Company, for and on behalf of the Company, 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 Framework Agreement and the transactions contemplated thereunder and/or (ii) any amendment, variation or modification of the Framework Agreement upon such terms and conditions as the board of directors of the Company may think fit.
2. (a) To approve, confirm and ratify the centralised fund management agreement dated 1 June 2017 (the “Centralised Fund Management Agreement”) and entered into between the Company, Semiconductor Manufacturing International (Beijing) Corporation and Semiconductor Manufacturing South China Corporation and the transactions contemplated thereunder;
  - (b) To approve and confirm the Centralised Fund Management Agreement annual caps for the three years ending 31 December 2018, 31 December 2019 and 31 December 2020, respectively; and
  - (c) To authorise any director(s) of the Company, for and on behalf of the Company, 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 implementation and completion of the Centralised Fund Management Agreement and the transactions contemplated thereunder, and/or (ii) any amendment, variation or modification of the Centralised Fund Management Agreement and the transactions contemplated thereunder upon such terms and conditions as the board of directors of the Company may think fit.
3. (a) To approve and confirm the proposed grant of 62,500 restricted share units (“RSUs”) to Mr. Lip-Bu Tan, a former independent non-executive director of the Company, in accordance with the terms of the 2014 Equity Incentive Plan, and subject to all applicable laws, rules, regulations and the other applicable documents;
  - (b) To approve and confirm the proposed grant of 125,000 RSUs to Dr. Chen Shanzhi, a non-executive director of the Company, in accordance with the terms of the 2014 Equity Incentive Plan, and subject to all applicable laws, rules, regulations and the other applicable documents;
  - (c) To approve and confirm the proposed grant of 87,500 RSUs to Mr. William Tudor Brown, an independent non-executive director of the Company, in accordance with the terms of the 2014 Equity Incentive Plan, and subject to all applicable laws, rules, regulations and the other applicable documents; and
  - (d) To authorise any director(s) of the Company to exercise the powers of the Company to allot and issue the shares of the Company pursuant to the proposed RSU grant under the specific mandate granted to the Directors by the Shareholders at the annual general meeting of the Company held on 13 June, 2013, in accordance with the terms of the 2014 Equity Incentive Plan 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 the implementation and completion of the transactions contemplated pursuant to the proposed RSU grant.

The full text of the resolution is set out in the Notice of Extraordinary General Meeting of the Company dated 22 October, 2018.



Semiconductor Manufacturing International Corporation JPMorgan Chase Bank, N.A.,  
Depositary

P.O. Box 64507, St. Paul, MN 55164-0507

Voting Instruction  
Card

JPMorgan Chase Bank, N.A. (the “Depositary”) has received advice that the Extraordinary General Meeting (the “Meeting”) of Semiconductor Manufacturing International Corporation (the “Company”) will be held at 5th Floor SO1 Building, 18 Zhangjiang Road, PuDong New Area, Shanghai, People’s Republic of China, on Wednesday, November 7, 2018, at 1:30 p.m. (Shanghai time), for the purposes set forth on this card.

If you are desirous of having the Depositary, through its Nominee or Nominees, vote or execute a proxy to vote the Ordinary Shares represented by your ADRs FOR or AGAINST the Resolutions to be proposed at the Meeting, kindly execute and forward to the Depositary the attached Voting Instruction Card. The enclosed postage paid envelope is provided for this purpose. The Voting Instruction Card should be executed in such a manner as to show clearly whether you desire the Nominee or the Nominees of the Depositary to vote FOR or AGAINST the Resolutions, as the case may be. You may include instructions to give a discretionary proxy to a person designated by the Company. The Voting Instruction Card MUST be forwarded in sufficient time to reach the Depositary before 12:00 p.m., October 29, 2018 (New York City Time). Only the registered holders of record at the close of business on October 5, 2018, will be entitled to execute the attached Voting Instruction Card.

The signatory, a registered holder of ADRs representing Ordinary Shares of the Company, of record as of October 5, 2018, hereby requests and authorizes the Depositary, through its Nominee or Nominees, to vote or execute a proxy to vote the underlying Ordinary Shares of the Company represented by such ADRs, on the Resolutions at the Meeting.

These instructions, when properly signed and dated, will be voted in the manner directed herein. If you mark the box to indicate that you wish to give a discretionary proxy to a person designated by the Company, the underlying Ordinary Shares represented by your ADRs will be voted by such person in his or her discretion.

NOTE: In order to have the aforesaid shares voted, this Voting Instruction Card MUST be received by the Depositary before 12:00 p.m., October 29, 2018 (New York City Time).

For more information regarding the Meeting please visit the Company’s website at [http://www.smics.com/eng/investors/ir\\_filings.php](http://www.smics.com/eng/investors/ir_filings.php). If you wish to obtain a hard copy of the Notice of Extraordinary General Meeting free of charge, you may do so by calling JPMorgan Shareholder Service Center at 1 (800) 990-1135 or by emailing [jpmorgan.adr@EQ-US.com](mailto:jpmorgan.adr@EQ-US.com).

JPMorgan Chase Bank, N.A., Depositary

PLEASE MARK, DATE AND SIGN ON REVERSE SIDE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE.

Please see reverse side for Voting Instructions.