SEMICONDUCTOR MANUFACTURING INTERNATIONAL CORP
Form 6-K
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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 September, 2014

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:

x Form 20-F o 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): o

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): o

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:

o Yes x 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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SEMICONDUCTOR MANUFACTURING INTERNATIONAL CORPORATION

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(Incorporated in the Cayman Islands with limited liability)

(STOCK CODE: 0981)

ANNOUNCEMENT OF UNAUDITED INTERIM RESULTS FOR THE SIX MONTHS ENDED JUNE 30, 2014

FINANCIAL HIGHLIGHTS

- Sales was US$962.4 million for the six months ended June 30, 2014, compared to US$1,042.9 million for the six months ended June 30, 2013. The decrease was primarily because there had been no wafer shipments from Wuhan Xinxin Semiconductor Manufacturing Corporation (Wuhan Xinxin) since the first quarter of 2014.

- Gross profit was a record high of US$239.2 million for the six months ended June 30, 2014 representing an increase of 2.4% compared to US$233.5 million for the six months ended June 30, 2013.

- Gross margin improved to 24.9% for the six months ended June 30, 2014 from 22.4% for the six months ended June 30, 2013.

- Profit from operations was US$87.8 million for the six months ended June 30, 2014 (of which US$7.6 million came from the gain on disposal of property, plant and equipment and assets classified as held-for-sale), compared to US$130.5 million for the six months ended June 30, 2013 (of which US$53.3 million came from the gain on disposal of property, plant and equipment and assets classified as held-for-sale and gain on disposal of subsidiaries).

RESULTS

The board of directors (the Director(s)) (the Board) of Semiconductor Manufacturing International Corporation (the Company) would like to announce the unaudited interim results of operations of the Company and its subsidiaries for the six months ended June 30, 2014, and would like to express its gratitude to the shareholders and its staff for the support for the Company.

CONDENSED CONSOLIDATED STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the six months ended June 30, 2014 and 2013

(In USD 000, except share and per share data)

	Notes	Six months ended 06/30/14 (unaudited)	06/30/13 (unaudited)
Revenue	6	**962,427**	1,042,911
Cost of sales		**(723,256)**	(809,396)
Gross profit		**239,171**	233,515
Research and development expenses		**(81,733)**	(61,494)
Sales and marketing expenses		**(18,726)**	(18,029)
General and administration expenses		**(58,721)**	(76,839)
Other operating income	7	**7,786**	53,300
Profit from operation		**87,777**	130,453
Interest income		**4,859**	2,288
Finance costs	8	**(12,861)**	(19,930)
Foreign exchange gains or losses		**(14,454)**	5,094
Other gains or losses, net		**10,711**	(240)
Share of profits of associates		**1,451**	1,223
Profit before tax	9	**77,483**	118,888
Income tax expense	10	**(1,361)**	(3,046)
Profit for the period		**76,122**	115,842
Other comprehensive income			
Item that may be reclassified subsequently to profit or loss			
Exchange differences on translation of financial statement of foreign operations		**(1,953)**	321
Total comprehensive income for the period		**74,169**	116,163
Profit for the period attributable to:			
Owners of the Company		**77,062**	116,005
Non-controlling interests		**(940)**	(163)
		76,122	115,842
Total comprehensive income for the period attributable to:			
Owners of the Company		**75,109**	116,326
Non-controlling interests		**(940)**	(163)
		74,169	116,163
Earnings per share	12		
Basic		**0.00**	0.00
Diluted		**0.00**	0.00

CONDENSED CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

At June 30, 2014 and December 31, 2013

(In USD 000, except share and per share data)

	Notes	06/30/14 (unaudited)	12/31/13 (audited)
Assets			
Non-current assets			
Property, plant and equipment	14	**2,515,105**	2,528,834
Prepaid land use right		**136,623**	136,725
Intangible assets		**198,952**	215,265
Investments in associates	15	**30,820**	29,200
Deferred tax assets		**44,161**	43,890
Other assets		**7,228**	6,237
Total non-current assets		**2,932,889**	2,960,151
Current assets			
Inventories	17	**319,089**	286,251
Prepaid operating expenses		**42,261**	43,945
Trade and other receivables	18	**458,765**	379,361
Other financial assets	16	**358,417**	240,311
Restricted cash	19	**181,573**	147,625
Cash and cash equivalent		**573,332**	462,483
		1,933,437	1,559,976
Assets classified as held-for-sale	13	**1,543**	3,265
Total assets		**4,867,869**	4,523,392
Equity and liabilities			
Capital and reserves			
Ordinary shares	20	**13,933**	12,845
Share premium		**4,296,190**	4,089,846
Reserves		**87,004**	74,940
Accumulated deficit		**(1,616,797)**	(1,693,859)
Equity attributable to owners of the Company		**2,780,330**	2,483,772
Non-controlling interests		**108,715**	109,410
Total equity		**2,889,045**	2,593,182
Non-current liabilities			
Borrowings	23	**430,520**	600,975
Convertible bonds	24	**352,317**	180,563
Deferred tax liabilities		**122**	167
Deferred government funding		**192,325**	209,968
Total non-current liabilities		**975,284**	991,673
Current liabilities			
Trade and other payables	22	**474,268**	393,890
Borrowings	23	**365,269**	390,547
Deferred government funding		**31,484**	26,349
Accrued liabilities		**132,273**	127,593
Current tax liabilities		**246**	158
Total current liabilities		**1,003,540**	938,537
Total liabilities		**1,978,824**	1,930,210
Total equity and liabilities		**4,867,869**	4,523,392
Net current assets		**931,440**	624,704
Total assets less current liabilities		**3,864,329**	3,584,855

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CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

For the six months ended June 30, 2014 and 2013

(In USD 000)

	Ordinary shares (Note 20)	Share premium	Equity-settle employee benefits reserve (Note 21)	Foreign currency translation reserve	Convertible bonds equity reserve (Note 24)	Accumulated deficit	Attributable to owner of the Company	Non-controlling interest	Total Equity
Balance at January 1, 2013 (audited)	12,800	4,083,588	42,232	3,916		(1,867,036)	2,275,500	952	2,276,452
Profit for the period						116,005	116,005	(163)	115,842
Other comprehensive income for the period				321			321		321
Total comprehensive income for the period				321		116,005	116,326	(163)	116,163
Exercise of stock options	30	4,483	(2,395)				2,118		2,118
Share-based compensation			9,005				9,005		9,005
Sub-total	30	4,483	6,610				11,123		11,123
Balance at June 30, 2013 (unaudited)	12,830	4,088,071	48,842	4,237		(1,751,031)	2,402,949	789	2,403,738
Balance at January 1, 2014 (audited)	**12,845**	**4,089,846**	**55,177**	**4,553**	**15,210**	**(1,693,859)**	**2,483,772**	**109,410**	**2,593,182**
Profit for the period						**77,062**	**77,062**	**(940)**	**76,122**
Other comprehensive income for the period				**(1,953)**			**(1,953)**		**(1,953)**
Total comprehensive income for the period				**(1,953)**		**77,062**	**75,109**	**(940)**	**74,169**
Issuance of ordinary shares	**1,036**	**196,161**					**197,197**		**197,197**
Exercise of stock options	**52**	**10,183**	**(6,187)**				**4,048**		**4,048**
Share-based compensation			**7,491**				**7,491**		**7,491**
Capital contribution from non-controlling interest								**245**	**245**
Recognition of equity component of convertible bonds					**12,713**		**12,713**		**12,713**
Sub-total	**1,088**	**206,344**	**1,304**		**12,713**		**221,449**	**245**	**221,694**
Balance at June 30, 2014 (unaudited)	**13,933**	**4,296,190**	**56,481**	**2,600**	**27,923**	**(1,616,797)**	**2,780,330**	**108,715**	**2,889,045**

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

For the six months ended June 30, 2014 and 2013

(In USD 000)

	Six months ended	
	06/30/14 (unaudited)	**06/30/13 (unaudited)**
Cash flow from operating activities		
Cash generated from operations	**291,335**	285,383
Interest paid	**(15,202)**	(25,642)
Interest received	**3,327**	3,977
Income taxes paid	**(786)**	(720)
Net cash from operating activities	**278,674**	262,998
Cash flow from investing activities:		
Payments for property, plant and equipment	**(227,246)**	(311,140)
Payments for intangible assets	**(11,312)**	(29,494)
Payments for land use right	**(1,123)**	(61,391)
Net changes in restricted cash relating to investing activities	**(13,531)**	33,667
Payments to acquire financial assets	**(710,701)**	(4,379)
Proceeds on sale of financial assets	**592,593**	20,181
Net proceeds after netting off land appreciation tax (Payments to) from disposal of property, plant and equipment and assets classified as held for sale	**16,002**	(863)
Proceeds from disposal of subsidiary		28,639
Others	**(16)**	(407)
Net cash used in investing activities	**(355,334)**	(325,187)
Cash flow from financing activities:		
Proceeds from borrowings	**150,798**	362,614
Repayment of borrowings	**(345,093)**	(383,068)
Proceeds from issuance of ordinary shares	**197,604**	
Proceeds from issuance of convertible bonds	**181,230**	
Repayment of promissory notes		(15,000)
Proceeds from exercise of employee stock options	**4,048**	2,118
Proceeds from non-controlling interest capital contribution	**245**	
Net cash from (used in) financing activities	**188,832**	(33,336)
Net increase (decrease) in cash and cash equivalents	**112,172**	(95,525)
Cash and cash equivalent, beginning of period	**462,483**	358,490
Effects of exchange rate changes on the balance of cash held in foreign currencies	**(1,323)**	(10)
Cash and cash equivalent, end of period	**573,332**	262,955

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended June 30, 2014

1. GENERAL INFORMATION

Semiconductor Manufacturing International Corporation was established as an exempt company incorporated under the laws of the Cayman Islands on April 3, 2000. The address of the principal place of business is 18 Zhangjiang Road, Pudong New Area, Shanghai, China, 201203. The registered address is at PO Box 309, Ugland House, Grand Cayman, KY1-1104 Cayman Islands. Semiconductor Manufacturing International Corporation is an investment holding company.

Semiconductor Manufacturing International Corporation and its subsidiaries (hereinafter collectively referred to as the Company or SMIC) are mainly engaged in the computer-aided design, manufacturing, testing, packaging, and trading of integrated circuits and other semiconductor services, as well as designing and manufacturing semiconductor masks.

2. BASIS OF PREPARATION

The unaudited condensed consolidated financial statements of the Company have been prepared in accordance with International Accounting Standard 34 Interim Financial Reporting issued by the International Accounting Standards Board (the IASB) as well as with the applicable disclosure requirements of Appendix 16 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. The interim condensed consolidated financial statements should be read in conjunction with the Company s annual financial statements as at December 31, 2013.

3. PRINCIPAL ACCOUNTING POLICIES

The condensed consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments which are measured at fair values.

Except for the application of new or revised accounting standards as described below, the accounting policies and methods of computation used in the condensed consolidated financial statements as of and for the six months ended June 30, 2014 are the same as those followed in the preparation of the Company s annual financial statements as of and for the year ended December 31, 2013.

In the current interim period, the Company has applied, for the first time, the following standards and amendments that are relevant for the preparation of the Company s condensed consolidated financial statements.

Amendments to IFRS 10, IFRS 12 and IAS 27	Investment Entities
Amendments to IAS 32	Offsetting Financial Assets and Financial Liabilities Recoverable
Amendments to IAS 36	Amount Disclosures for Non-Financial Assets
Amendments to IAS 39	Novation of Derivatives and Continuation of Hedge Accounting
IFRIC 21	Levies

The application of the above new or revised IFRSs in the current interim period has had no material effect on the amounts reported in these condensed consolidated financial statements and/or disclosures set out in these condensed consolidated financial statements.

4. Estimates

The preparation of condensed consolidated financial statements requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expense. Actual results may differ from these estimates.

In preparing this condensed consolidated interim financial information, the significant judgements made by management in applying the Company s accounting policies and the key sources of estimation uncertainty were the same as those that were applied to the consolidated financial statements for the year ended December 31, 2013.

5. Financial risk management

The Company s activities expose it to a variety of financial risks: market risk (including currency risk, fair value interest rate risk, cash flow interest rate risk and price risk), credit risk and liquidity risk.

The condensed consolidated financial statements do not include all financial risk management information and disclosures required in the annual financial statements, and should be read in conjunction with the Company s annual financial statements as at December 31, 2013.

There have been no changes in the risk management department since year end or in any risk management policies since the year end.

6. SEGMENT INFORMATION

The Company is engaged principally in the computer-aided design, manufacturing and trading of integrated circuits. The Company s chief operating decision maker has been identified as the Chief Executive Officer, who reviews consolidated results when making decisions about resources allocation and assessing performance of the Company. The Company operates in one segment. The measurement of segment profits is based on profit from operation as presented in the statements of profit or loss and other comprehensive income. The Company s operating revenue from customers by geography is detailed below.

	Revenue from external customers Six months ended	
	06/30/14 USD 000	06/30/13 USD 000
United States	**424,553**	519,422

Mainland China and Hong Kong	**410,143**	415,309
Eurasia*	**127,731**	108,180
	962,427	1,042,911

* Not including Mainland China and Hong Kong

The following table summarizes property, plant and equipment of the Company by location.

	Property, plant and equipment	
	06/30/14 USD 000	12/31/13 USD 000
United States	**27**	33
Europe	**3**	4
Taiwan	**11**	14
Hong Kong	**3,342**	3,440
Mainland China	**2,511,722**	2,525,343
	2,515,105	2,528,834

7. OTHER OPERATING INCOME

	Six months ended	
	06/30/14 USD 000	06/30/13 USD 000
Gain on disposal of property, plant and equipment and assets classified as held-for-sale	**7,593**	24,996
Gain on disposal of subsidiaries		28,304
Others	**193**	
	7,786	53,300

The gain on disposal of property, plant and equipment and assets classified as held-for-sale for the six months ended June 30, 2014 was primarily from the sales of the staff living quarters in Beijing to employees.

The gain on disposal of property, plant and equipment and assets classified as held-for-sale for the six months ended June 30, 2013 was primarily from the sales of the staff living quarters in Shanghai to employees.

The gain on disposal of subsidiaries for the six months ended June 30, 2013 arose from disposal of the Company s total ownership interest in SMIC (Wuhan) Development Corporation (WHDM). Please refer to the Company s annual financial statements as at December 31, 2013 for details.

8. FINANCE COSTS

	Six months ended	
	06/30/14 USD 000	06/30/13 USD 000
Interest on:		
Bank and other borrowings wholly repayable within five years	**16,444**	26,743
Interest on convertible bonds	**3,429**	

Accretion of interest to preferences shareholders of a subsidiary		764
Total interest expense for financial liabilities not classified as at FVTPL	**19,873**	27,507
Less: amounts capitalized	**(7,012)**	(7,577)
	12,861	19,930

The weighted average interest rate on funds borrowed generally is 4.61% per annum (2013: 5.02% per annum).

9. PROFIT BEFORE TAX

	Six months ended	
	06/30/14 USD 000	06/30/13 USD 000
Profit before tax has been arrived at after taking into account:		
Depreciation and amortization of property, plant and equipment	**254,926**	250,740
Amortization of prepaid land use rights	**1,060**	730
Amortization of acquired intangible assets	**19,348**	19,994
Impairment loss (reversed) recognized on inventory	**6,651**	(4,884)
Impairment loss recognized in respect of available for sale investments included in other assets		2,479
Impairment loss recognized in respect of trade and other receivables	**1,241**	658
Foreign exchange gains or losses	**14,454**	(5,094)

10. INCOME TAX EXPENSE

	Six months ended	
	06/30/14 USD 000	06/30/13 USD 000
Current tax Enterprise Income Tax	**750**	747
Current tax Land Appreciation Tax	**927**	2,904
Deferred tax	**(316)**	(605)
Total income tax expense	**1,361**	3,046

Under the Law of the People s Republic of China on Enterprise Income Tax, or the EIT Law, the profits of a foreign invested enterprise arising in 2008 and beyond that distributed to its immediate holding company who is a non- PRC tax resident will be subject to a withholding tax at the rate of 10%. A lower withholding tax rate may be applied if there is a favorable tax treaty between mainland China and the jurisdiction of the foreign holding company. For example, holding companies in Hong Kong that are also tax residents in Hong Kong are eligible for a 5% withholding tax on dividends under the Tax Memorandum between China and the Hong Kong Special Administrative Region.

Semiconductor Manufacturing International Corporation is incorporated in the Cayman Islands, where it is not currently subject to taxation.

Prior to January 1, 2008, the subsidiaries incorporated in the PRC were governed by the Income Tax Law of the PRC Concerning Foreign Investment and Foreign Enterprises and various local income tax laws (the FEIT Laws).

The PRC enterprise income tax law (became effective on January 1, 2008) applies a uniform 25% enterprise income tax rate to both foreign-invested enterprises and domestic enterprises, except where a special preferential rate applies.

Pursuant to Caishui Circular [2008] No. 1 (Circular No. 1) promulgated on February 22, 2008, integrated circuit production enterprises whose total investment exceeds RMB8,000 million (approximately US$1,095 million) or whose integrated circuits have a line width of less than 0.25 micron are entitled to a preferential tax rate of 15%. Enterprises with an operation period of more than 15 years are entitled to a full exemption from income tax for five years starting from the first profitable year after utilizing all prior years tax losses and 50% reduction of the tax for the following five years. Pursuant to Caishui Circular [2009] No. 69 (Circular No. 69), the 50% reduction should be based on the statutory tax rate of 25%.

On January 28, 2011, the State Council of China issued Guofa [2011] No. 4 (Circular No. 4), the Notice on Certain Policies to Further Encourage the Development of the Software and Integrated Circuit Industries which reinstates the EIT incentives stipulated by Circular No. 1 for the software and integrated circuit enterprises.

On April 20, 2012, State Tax Bureau issued CaiShui [2012] No. 27 (Circular No. 27), stipulating the income tax policies for the development of integrated circuit industry.

On July 25, 2013, State Tax Bureau issued [2013] No. 43 (Circular No.43), clarifying that the accreditation and preferential tax policy of integrated circuit enterprise established before December 31, 2010, is applied pursuant to Circular No.1.

The detailed tax status of SMIC s principal PRC entities with tax holidays is elaborated as follows:

1) Semiconductor Manufacturing International (Shanghai) Corporation (SMIS) and Semiconductor Manufacturing International (Tianjin) Corporation (SMIT)

Pursuant to relevant tax regulation, SMIS began a 10-year tax holiday (five year full exemption followed by five year half reduction) from 2004 after utilizing all prior years tax losses. The income tax rate for SMIS was 12.5% in 2013. The income tax rate is 15% since 2014.

In accordance with Circular No. 43 and Circular No. 1, SMIT began a 10-year tax holiday (five year full exemption followed by five year half reduction) from 2013 after utilizing all prior years tax losses. The income tax rate for SMIT was 0% from 2013 to 2017 and 12.5% from 2018 to 2022. After that, the income tax rate will be 15%.

2) Semiconductor Manufacturing International (Beijing) Corporation (SMIB)

In accordance with Circular No. 43 and Circular No. 1, SMIB is entitled to the preferential tax rate of 15% and 10-year tax holiday (five year full exemption followed by five year half reduction) subsequent to its first profit-making year after utilizing all prior tax losses. SMIB was in accumulative loss positions as of June 30, 2014 and the tax holiday has not begun to take effect.

All the other PRC entities of SMIC were subject to the income tax rate of 25%.

11. DIVIDEND

No dividend has been paid or declared by the Company during the six months ended June 30, 2014 and 2013, respectively.

12. EARNINGS PER SHARE

The calculation of basic and diluted earnings per share attributable to the owners of the Company is based on following data.

	Six months ended	
	06/30/14	06/30/13
	USD 000	USD 000
Basic earnings per share	**0.00**	0.00
Diluted earnings per share	**0.00**	0.00

	Six months ended	
	06/30/14 USD 000	06/30/13 USD 000
Earnings		
Earnings used in the calculation of basic earnings per share	**77,062**	116,005
Interest expense from convertible bonds	**3,429**	
Earnings used in the calculation of diluted earnings per share	**80,491**	116,005
Number of shares		
Weighted average number of ordinary shares used in the calculation of basic earnings per share	**32,469,087,242**	32,032,802,837
Effect of dilutive potential ordinary shares		
Employee option and restricted share units	**298,601,846**	206,129,393
Convertible bonds	**2,100,863,279**	
Weighted average number of ordinary shares used in the calculation of diluted earnings per share	**34,868,552,367**	32,238,932,230

As of June 30, 2014, the Company had 669,278,950 outstanding employee stock options and warrants which were excluded from the computation of diluted earnings per share because the exercise price was greater than the average market price of the common shares.

As of June 30, 2013, the Company had 1,832,325,993 outstanding employee stock options and warrants which were excluded from the computation of diluted earnings per share because the exercise price was greater than the average market price of the common shares.

13. ASSETS CLASSIFIED AS HELD FOR SALE

	06/30/14 USD 000	12/31/13 USD 000
Assets related to employee s living quarters	**1,543**	3,265

Non-current assets are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use. This condition is regarded as met only when the sale is highly probable and the non-current asset is available for immediate sale in its present condition. Management must be committed to the sale, which should be expected to qualify for recognition as a completed sale within one year from the date of classification. The Company is seeking to sell these self-constructed living quarters to its employees.

14. PROPERTY, PLANT AND EQUIPMENT

Construction in progress

The construction in progress balance of approximately US$497 million as of June 30, 2014, primarily consisted of US$130.8 million and US$116.5 million of the manufacturing equipment acquired to further expand the production capacity at the 12-inch fab in Beijing and Shanghai, respectively, US$17.4 million of the manufacturing equipment acquired to further expand the production capacity at the 8-inch fab in Shanghai, and US$111.9 million related to the ongoing 8-inch wafer construction project at Semiconductor Manufacturing International (Shenzhen) Corporation. The Company s Shenzhen project which commenced in 2008 has progressed more slowly than expected due to changing market conditions and ongoing negotiations with relevant parties. The Company will closely monitor the progress of the project and evaluate any additional costs to complete the project. In addition, US$120.4 million was related to various ongoing capital expenditure projects of other SMIC subsidiaries, which are expected to be completed by December 31, 2014.

Assets pledged as security

As of June 30, 2014, property, plant and equipment with carrying amount of approximately US$857 million (2013: approximately US$1,000 million) have been pledged to secure borrowings of the Company (see Note 23). The plant and equipment have been pledged as security for bank loans under a mortgage. The Company is not allowed to pledge these assets as security for other borrowings or to sell them to another entity.

15. INVESTMENTS IN ASSOCIATES

Details of the Company s associates, which are all unlisted companies, at the end of the reporting period are as follows:

Name of company	Place of establishment and operation	Class of share held	Proportion of ownership interest and voting power held by the Company 06/30/14	12/31/13	Proportion of voting power held
Toppan SMIC Electronic (Shanghai) Co., Ltd (Toppan)	Shanghai	Ordinary	**30.0%**	30.0%	30.0%
Zhongxin Xiecheng Investment (Beijing) Co., Ltd (Zhongxin)	Beijing	Ordinary	**49.0%**	49.0%	49.0%
Brite Semiconductor Corporation*	Cayman Island	Ordinary	**49.8%**	48.7%	49.8%

Above associates are accounted for using the equity method in these condensed consolidated financial statements.

* As of December 30, 2013, the Company lost control of Brite Semiconductor Corporation and its subsidiaries (Brite).

16. OTHER FINANCIAL ASSETS

	30/06/14 USD 000	12/31/13 USD 000
Short-term investments carried at fair value through profit or loss	**358,417**	240,311

17. INVENTORIES

	06/30/14 USD 000	12/31/13 USD 000
Raw materials	**63,180**	56,242
Work in progress	**191,480**	180,710
Finished goods	**64,429**	49,299
	319,089	286,251

18. TRADE AND OTHER RECEIVABLES

	06/30/14 USD 000	12/31/13 USD 000
Trade receivables	**432,457**	352,872
Allowance for doubtful debts	**(45,490)**	(44,643)
	386,967	308,229
Other receivables and refundable deposits	**71,798**	71,132
	458,765	379,361

The Company determines credit terms ranging generally from 30 to 60 days for each customer on a case-by-case basis, based on its assessment of such customer s financial standing and business potential with the Company.

The following is analysis of trade receivable presented based on the invoice date at the end of the reporting period.

	06/30/14 USD 000	12/31/13 USD 000
Within 30 days	**216,890**	166,117
Between 31 60 days	**113,451**	110,470
Over 60 days	**102,116**	76,285
Total	**432,457**	352,872

The following is analysis of trade receivable (net of allowance of doubtful debt) by age, presented based on due date.

	06/30/14 USD 000	12/31/13 USD 000
Current	**324,877**	269,740
Past due but not impaired		
Within 30 days	**30,450**	24,480
Between 31 60 days	**18,249**	10,068
Over 60 days	**13,391**	3,941
Total	**386,967**	308,229

19. RESTRICTED CASH

As of June 30, 2014 and December 31, 2013, restricted cash consisted of US$54.9 million and US$35.7 million, respectively, of bank time deposits pledged against letters of credit and short-term borrowings, and US$126.7 million and US$111.9 million, respectively, of government funding received for the various research and development projects.

20. SHARES AND ISSUED CAPITAL

Ordinary shares of US$0.0004 each issued and fully paid

	Six months ended June 30, 2014		Six months ended June 30, 2013	
	Number of shares	Share capital USD 000	Number of shares	Share capital USD 000
Balance at January 1	**32,112,307,101**	**12,845**	32,000,139,623	12,800
Issuance of shares under the Company s employee stock incentive plans	**129,553,237**	**52**	75,491,777	30
Ordinary shares issued at June 12, 2014	**2,590,000,000**	**1,036**		
Balance at June 30	**34,831,860,338**	**13,933**	32,075,631,400	12,830

On June 4, 2014, the Company, J.P. Morgan Securities (Asia Pacific) Limited, Deutsche Bank AG, Hong Kong Branch (the Placing Agents) and Datang Holdings (Hongkong) Investment Company Limited (Datang) entered into a placing and subscription agreement (the Placing and Subscription Agreement). Pursuant to the agreement, Datang appointed the Placing Agents to place 2.59 billion shares of the Company s Common Stock at a price of HK$0.60 per share, which represents a discount of approximately 4.76% to the Company s Closing Price of HK$0.63 per share as quoted on the Hong Kong Stock Exchange on the Last Trading Day (the Placing Price) (the Top-up Placing). Following the completion of the Top-up Placing, Datang applied to subscribe for 2.59 billion new ordinary shares (the Subscription Share(s)) at the price of HK$0.60 per Subscription Share (which was the same as the Placing Price) according to the Placing and Subscription Agreement (the Top-up Subscription). The Top-up Subscription was completed with net proceeds of approximately US$ 197.2 million on June 12, 2014.

The net proceeds are recorded as share capital of approximately US$1 million and share premium of approximately US$196.2 million in the statements of financial position. Net proceeds of issue are measured after deducting directly attributable transaction costs of the share issue.

21. SHARE-BASED PAYMENTS

Share options schemes

The Company has adopted the two share option schemes under which options to subscribe for the Company s shares have been granted to certain employees, officers and other service providers.

The expense recognized for employee services received during the period is shown in the following table:

	Six months ended	
	06/30/14 USD 000	06/30/13 USD 000
Expense arising from equity-settled share-based payment transactions	**7,491**	9,005

Movements during the period

(i) The following table illustrates the number and weighted average exercise prices (WAEP) of, and movements in, share options during the period (excluding Restricted Share Units (RSUs)):

	2014 Number	2014 WAEP	2013 Number	2013 WAEP
Outstanding at January 1	**1,320,383,853**	**US$ 0.09**	1,285,367,372	US$ 0.09
Granted during the period	**29,470,736**	**US$ 0.08**	220,031,583	US$ 0.08
Forfeited and expired during the period	**(118,169,224)**	**US$ 0.16**	(103,541,541)	US$ 0.12
Exercised during the period	**(69,800,684)**	**US$ 0.06**	(50,115,328)	US$ 0.04
Outstanding at June 30	**1,161,884,681**	**US$ 0.08**	1,351,742,086	US$ 0.09

In the current interim period, share options were granted on June 12, 2014. The fair values of the options determined at the dates of grant using the Black-Scholes Option Pricing model were US$0.04.

The weighted average closing price of the Company s shares immediately before the dates on which the share options were exercised was US$0.09.

The following table lists the inputs to the Black Scholes Option Pricing model used for the options granted during the six months ended June 30, 2014 and 2013:

	2014	2013
Dividend yield (%)		
Expected volatility	**58.49%**	63.18%
Risk-free interest rate	**1.66%**	1.10%
Expected life of share options	**1 5 years**	1 5 years

The risk-free rate for periods within the contractual life of the options is based on the yield of the US Treasury Bond. The expected term of options granted represents the period of time that options granted are expected to be outstanding. Expected volatilities are based on the average volatility of the Company s stock prices with the time period commensurate with the expected term of the options. The dividend yield is based on the Company s intended future dividend plan.

The valuation of the options is based on the best estimates from the Company by taking into account a number of assumptions and is subject to limitation of the valuation model. Changes in variables and assumptions may affect the fair value of these options.

(ii) The following table illustrates the number and weighted average fair value (WAFV) of, and movements in, RSUs during the period (excluding share options):

	2014 Number		2014 WAFV	2013 Number		2013 WAFV
Outstanding at January 1, 2014	**233,158,731**	**US$**	**0.07**	125,358,288	US$	0.06
Granted during the period				151,336,161	US$	0.08
Forfeited during the period	**(3,538,688)**	**US$**	**0.08**	(4,271,623)	US$	0.06
Exercised during the period	**(59,752,553)**	**US$**	**0.07**	(25,376,449)	US$	0.06
Outstanding at June 30, 2014	**169,867,490**	**US$**	**0.07**	247,046,377	US$	0.07

There were no RSUs granted in the first half of 2014.

The weighted average closing price of the Company s shares immediately before the date on which the RSUs were exercised was US$0.08.

The following table lists the inputs to the Black Scholes Option Pricing model used for the RSU granted during the six months ended June 30, 2013:

	2013
Dividend yield (%)	
Expected volatility	47.03%
Risk-free interest rate	0.34%
Expected life of RSUs	1 2 years

The risk-free rate for periods within the contractual life of the RSUs is based on the yield of the US Treasury Bond. The expected term of RSUs granted represents the period of time that RSUs granted are expected to be outstanding. Expected volatilities are based on the average volatility of the Company s stock prices with the time period commensurate with the expected term of the RSUs. The dividend yield is based on the Company s intended future dividend plan.

The valuation of the RSUs is based on the best estimates from the Company by taking into account a number of assumptions and is subject to limitation of the valuation model. Changes in variables and assumptions may affect the fair value of these RSUs.

22. TRADE AND OTHER PAYABLES

	06/30/14 USD 000	12/31/13 USD 000
Trade payables	**325,342**	285,967
Advance receipts from customers	**69,933**	41,164
Deposit received from customer	**60,049**	48,976
Other payables	**18,944**	17,783
	474,268	393,890

Trade payables are non-interest bearing and are normally settled on 30-day to 60-day terms.

The following is an aged analysis of accounts payables presented based on the invoice date at the end of the reporting period.

	06/30/14 USD 000	12/31/13 USD 000
Within 30 days	**247,096**	214,219
Between 31 60 days	**26,427**	20,295
Over 60 days	**51,819**	51,453
Total	**325,342**	285,967

An aging analysis of the trade payables is as follows:

	06/30/14 USD 000	12/31/13 USD 000
Current	**270,553**	237,337
Overdue:		
Within 30 days	**21,470**	9,493
Between 31 to 60 days	**3,317**	12,299
Over 60 days	**30,002**	26,838
	325,342	285,967

23. BORROWINGS

	06/30/14 USD 000	12/31/13 USD 000
At amortized cost		
Short-term commercial bank loans	**152,416**	219,727
	152,416	219,727
2012 USD Loan (SMIC Shanghai)	**134,000**	201,000
2013 USD Loan (SMIC Shanghai)	**260,000**	260,000
2012 USD Loan (SMIC Beijing)	**198,840**	260,000
2013 EXIM USD Loan (SMIC Beijing)	**40,000**	40,000
2013 China Investment Development Corporation Entrusted Loan (SMIC Beijing)	**10,533**	10,795
	643,373	771,795
Less: current maturities of long-term debt	**212,853**	170,820
Non-current maturities of long-term debt	**430,520**	600,975
Borrowing by repayment schedule:		
Within 1 year	**365,269**	390,547
Within 1 2 years	**181,020**	209,965
Within 2 5 years	**249,500**	367,990
Over 5 years		23,020
	795,789	991,522

As of June 30, 2014, property, plant and equipment and land use right with carrying amount of approximately US$864 million (2013: US$1,007 million) have been pledged to secure borrowings of the Company.

24. CONVERTIBLE BONDS

(i) **Issue of US$200 million zero coupon convertible bonds due 2018**

The Company issued zero coupon convertible bonds at a par value of US$200,000 each with an aggregate principal amount of US$200,000,000 on November 7, 2013 (the Original Bonds). The issue price was 100% of the aggregate principal amount of the Original Bonds. The Original Bonds is a compound instrument that included a liability component and an equity component. There are embedded derivatives in respect of the early redemption features of the Original Bonds, which are deemed to be clearly and closely related to the host contract and therefore, do not need to be separately accounted for. The fair value of the liability component of the Original Bonds was approximately US$179.4 million and the equity component was approximately US$15.2 million, determined by deducting the amount of the liability component from the fair value of the compound instrument as a whole.

	USD 000
Principal amount	200,000
Transaction cost	(5,400)
Liability component at the date of issue	(179,390)
Equity component	15,210

Please refer to the Company s annual consolidated financial statements as at December 31, 2013 for the principal terms of the Original Bonds.

Subsequent to the initial recognition, the liability component of the Original Bonds was carried at amortized cost using the effective interest method. The effective interest rate of the liability component of the Original Bonds was 3.69% per annum. The movement of the liability component of the Original Bonds for the period ended June 30, 2014 is set out below:

	Liability Component USD 000	Equity Component USD 000	Total USD 000
As at November 13, 2013	179,390	15,210	194,600
Interest charged during the year	1,173		1,173
As at December 31, 2013	180,563	15,210	195,773
Interest charged during the period	3,241		3,241
As at June 30, 2014	**183,804**	**15,210**	**199,014**

The equity component will remain in convertible bond equity reserve until the embedded conversion option is exercised or the bonds mature.

(ii) Issue of US$86.8 million zero coupon convertible bonds due 2018

The Company issued convertible bonds at a par value of US$200,000 each with an aggregate principal amount of US$54,600,000 to Datang and an aggregate principal amount of US$32,200,000 to Country Hill Limited (Country Hill) on May 29, 2014 (collectively, the Original Pre-emptive Bonds). The issue price was 100% of the aggregate principal amount of the Original Pre-emptive Bonds and the terms and conditions of the Original Pre-emptive Bonds are the same in all respects as those for the Original Bonds except for the issue date. The Original Pre-emptive Bonds is a compound instrument that included a liability component and an equity component. There are embedded derivatives in respect of the early redemption features of the Original Pre-emptive Bonds, which are deemed to be clearly and closely related to the host contract and therefore, do not need to be separately accounted for. The fair value of the liability component of the Original Pre-emptive Bonds was approximately US$81.2 million and the equity component was approximately US$5.6 million, determined by deducting the amount of the liability component from the fair value of the compound instrument as a whole.

	USD 000
Principal amount	86,800
Transaction cost	
Liability component at the date of issue	(81,235)
Equity component	5,565

Subsequent to the initial recognition, the liability component of the Original Pre-emptive Bonds was carried at amortized cost using the effective interest method. The effective interest rate of the liability component of the Original Pre-emptive Bonds was 2.78% per annum. The movement of the liability component of the Original Pre-emptive Bonds for the period ended June 30, 2014 is set out below:

	Liability Component USD 000	Equity Component USD 000	Total USD 000
As at May 29, 2014	**81,235**	**5,565**	**86,800**
Interest charged during the period	**188**		**188**
As at June 30, 2014	**81,423**	**5,565**	**86,988**

The Original Pre-emptive Bonds have been consolidated and have formed a single series with the Original Bonds from the date of their issue.

(iii) Issue of US$95 million zero coupon convertible bonds due 2018

The Company issued convertible bonds at a par value of US$200,000 each with an aggregate principal amount of US$95,000,000 on June 24, 2014 (the Further Bonds). The issue price was 101.5% of the aggregate principal amount of the Further Bonds and the terms and conditions of the Further Bonds are the same in all respects as those for the Original Bonds except for the issue date. The Further Bonds is compound instrument that included a liability component and an equity component. There are embedded derivatives in respect of the early redemption features of the Further Bonds, which are deemed to be clearly and closely related to the host contract and therefore, do not need to be separately accounted for. The fair value of the liability component of the Further Bonds was approximately US$87.1 million and the equity component was approximately US$7.1 million, determined by deducting the amount of the liability component from the fair value of the compound instrument as a whole.

	USD 000
Principal amount	95,000
Premium of convertible bonds	1,425
Transaction cost	(2,187)
Liability component at the date of issue	(87,090)
Equity component	7,148

Subsequent to the initial recognition, the liability component of the Further Bonds was carried at amortized cost using the effective interest method. The effective interest rate of the liability component of the Further Bonds was 3.79% per annum. The liability component of the Further Bonds for the period ended June 30, 2014 was as the same as the date of issue.

The Further Bonds have been consolidated and have formed a single series with the Original Bonds and the Original Pre-emptive Bonds from the date of their issue.

25. COMMITMENTS FOR EXPENDITURE

Purchase commitments

As of June 30, 2014, the Company had the following commitments to purchase machinery, equipment and construction obligations. The machinery and equipment is scheduled to be delivered to the Company s facility by December 31, 2014.

	06/30/14 USD 000	12/31/13 USD 000
Commitments for the facility construction	**137,813**	114,878
Commitments for the acquisition of property, plant and equipment	**199,005**	178,382
Commitments for the acquisition of intangible assets	**23,216**	10,147
	360,034	303,407

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26. FAIR VALUE OF FINANCIAL INSTRUMENTS

The Company considers that the carrying amounts of financial assets and financial liabilities recognized in the condensed consolidated financial statements approximate their fair values.

Valuation techniques and assumptions applied for the purposes of measuring fair value

The fair values of financial assets and financial liabilities are determined as follows:

- the fair value of financial instruments based on quoted market prices in active markets, valuation techniques that use observable market-based inputs or unobservable inputs that are corroborated by market data. Pricing information the Company obtains from third parties is internally validated for reasonableness prior to use in the condensed consolidated financial statements. When observable market prices are not readily available, the Company generally estimates the fair value using valuation techniques that rely on alternate market data or inputs that are generally less readily observable from objective sources and are estimated based on pertinent information available at the time of the applicable reporting periods. In certain cases, fair values are not subject to precise quantification or verification and may fluctuate as economic and market factors vary and the Company s evaluation of those factors changes.

Fair value measurements recognized in the consolidated statement of financial position

The following tables provide an analysis of financial instruments that are measured at fair value on a recurring basis subsequent to initial recognition, grouped into Levels 1 to 3 based on the degree to which the fair value is observable. There is no transfer within different levels of the fair value hierarchy in the period ended June 30, 2014.

- Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active market for identical assets or liabilities;

- Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices);

- Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

		06/30/14			
	Valuation technique(s) and key input	**Level 1 USD 000**	**Level 2 USD 000**	**Level 3 USD 000**	**Total USD 000**
Financial assets at FVTPL					
Short-term investment carried at fair value through profit or loss	Discounted cash flow. Future cash flows are estimated based on contracted interest rates, discounted at a rate that reflects the credit risk of various counterparties.		**358,417**		**358,417**
Total			**358,417**		**358,417**

		12/31/13			
	Valuation technique(s) and key input	**Level 1 USD 000**	**Level 2 USD 000**	**Level 3 USD 000**	**Total USD 000**
Financial assets at FVTPL					
Short-term investment carried at fair value through profit or loss	Discounted cash flow. Future cash flows are estimated based on contracted interest rates, discounted at a rate that reflects the credit risk of various counterparties.		240,311		240,311
Total			240,311		240,311

27. RELATED PARTY TRANSACTIONS

Trading transactions

During the period, group entities entered into the following trading transactions with related parties that are not members of the Company:

	Sales of goods Six months ended	
	06/30/14 USD 000	06/30/13 USD 000
Datang Microelectronics Technology Co., Ltd**	**5,254**	7,753
Leadcore Technology Co., Ltd**	**964**	30
Toppan	**2,194**	2,136
Brite Semiconductor (Shanghai) Corporation***	**16,248**	NA

	Purchase of goods Six months ended		Purchase of services Six months ended	
	06/30/14 USD 000	06/30/13 USD 000	06/30/14 USD 000	06/30/13 USD 000
Toppan	**3**		**12,626**	12,358
Zhongxin			**1,934**	1,103
Brite Semiconductor (Shanghai) Corporation***		NA	**2,175**	NA

The following balances were outstanding at the end of the reporting period:

	Amounts due from related parties		Amounts due to related parties	
	06/30/14 USD 000	12/31/13 USD 000	06/30/14 USD 000	12/31/13 USD 000
Datang Microelectronics Technology Co., Ltd**	**5,378**	6,124		
Datang Telecom Company Finance Co., Ltd**			**64,322***	65,884
Leadcore Technology Co., Ltd.**	**703**	405	**7**	140
Toppan	**369**	370		2,397
Zhongxin		6		
Brite Semiconductor (Shanghai) Corporation***	**4,747**	683	**99**	645

* Short-term borrowing, the principal amount will be repaid in November 2014. The interest rate is 3%.

** Members of Datang Group. (as defined below).

*** As of December 30, 2013, the Company lost control of Brite and Brite became an associate of the Company.

On February 18, 2014, the Company entered into a Framework Agreement with Datang Telecom Technology & Industry Holdings Co., Ltd. (Datang Telecom), a substantial shareholder of the Company. Datang Telecom is a member of Datang Telecom Technology & Industry Group (Datang Group). Pursuant to the agreement, the Company (including its subsidiaries) and Datang Telecom (including its associates) will engage in business collaboration including but not limited to foundry service. The effective period of the Framework Agreement is two years. The pricing for the transactions contemplated under the agreement will be determined by reference to reasonable market price.

On May 29, 2014, the Company issued the zero coupon convertible bonds to Datang and Country Hill which are substantial shareholders of the Company. Please refer to Note 24 for details.

On June 4, 2014, the Company, the Placing Agents and Datang entered into the Placing and Subscription Agreement for the placing and subscription of 2.59 billion new ordinary shares. Please refer to Note 20 for details.

On August 22, 2014, the Company entered into a subscription agreement with Datang regarding to the subscription of the zero coupon convertible bonds. Please refer to Note 29 for details.

On August 22, 2014, the Company entered into a subscription agreement with each of Datang and Country Hill regarding to the subscription of ordinary shares. Please refer to Note 29 for details.

Sale of self-developed living quarter unit

Amount of sale of self-developed living quarter unit to one of the key management, which was previously approved by the Board, was US$0.8 million in six months ended June 30, 2013.

28. OFFSETTING A FINANCIAL ASSET AND A FINANCIAL LIABILITY

(i) On May 12, 2014, five financing agreements (Financing Agreements) were entered into under which the Company totally borrowed US$3.6 million from Bank of China to settle the accounts payable of suppliers, and the Company will then repay such borrowing to Bank of China according to repayment schedule and interest rate in the agreements.

A pledged deposit agreement (Pledged Deposit Agreement) was entered into simultaneously, under which the Company pledged with Bank of China US$3.6 million to guarantee the repayment under the Financing Agreements to Bank of China. The interest income from the pledged deposit is also pledged and used as guarantee. If the Company fails to repay the borrowings under the Financing Agreements as scheduled, Bank of China will have the right to use the pledged deposit to repay the related borrowings.

An offsetting agreement was entered into in connection with the Financing Agreements and Pledged Deposit Agreement, under which the Company shall have the legal right to use the pledged deposit under Pledged Deposit Agreement to offset the borrowings under the Financing Agreements at any time during the financing period specified in the Financing Agreements, and the amount of the pledged deposit should cover both principal and interests.

(ii) On June 10, 2014, seven financing agreements (Financing Agreements) were entered into under which the Company totally borrowed US$4.0 million from Bank of China to settle the accounts payable of suppliers, and the Company will then repay such borrowing to Bank of China according to repayment schedule and interest rate in the agreements.

A pledged deposit agreement (Pledged Deposit Agreement) was entered into simultaneously, under which the Company pledged with Bank of China US$4.0 million to guarantee the repayment under the Financing Agreements to Bank of China. The interest income from the pledged deposit is also pledged and used as guarantee. If the Company fails to repay the borrowings under the Financing Agreements as scheduled, Bank of China will have the right to use the pledged deposit to repay the related borrowings.

An offsetting agreement was entered into in connection with the Financing Agreements and Pledged Deposit Agreement, under which the Company shall have the legal right to use the pledged deposit under Pledged Deposit Agreement to offset the borrowings under the Financing Agreements at any time during the financing period specified in the Financing Agreements, and the amount of the pledged deposit should cover both principal and interests.

29. SUBSEQUENT EVENT

On August 22, 2014, the Company entered into a subscription agreement with Datang, pursuant to which the Company has conditionally agreed to issue and Datang has conditionally agreed to subscribe for the zero coupon convertible bonds due 2018 in an aggregate principal amount of US$22,200,000 (Datang Further Pre-emptive Bonds) for a total cash consideration of US$22,533,000 upon the exercise of Datang s pre-emptive rights as specified in the share purchase agreement (2008 Datang Share Purchase Agreement) dated November 6, 2008 entered into between the Company and Datang Telecom. The issue price of the Datang Further Pre-emptive Bonds is 101.5% of the aggregate principal amount. The Datang Further Pre-emptive Bonds are convertible into 216,096,723 ordinary shares, assuming full conversion of the Datang Further Pre-emptive Bonds at the initial conversion price of HK$0.7965 per ordinary share.

On August 22, 2014, the Company also entered into a subscription agreement with each of Datang and Country Hill (2014 Datang Share Subscription Agreement and 2014 Country Hill Share Subscription Agreement , respectively) in relation to the proposed subscription of 669,468,952 ordinary shares by Datang upon the exercise of Datang s pre-emptive rights pursuant to the 2008 Datang Share Purchase Agreement and 268,642,465 ordinary shares by Country Hill upon the exercise of Country Hill s pre-emptive rights pursuant to the share subscription agreement dated April 18, 2011 entered into between the Company and Country Hill at the price of HK$0.60 per ordinary share (which was the same as the Placing Price). The total consideration payable by Datang under the 2014 Datang Share Subscription Agreement amounts to HK$401,681,371.20, and the total consideration payable by Country Hill under the 2014 Country Hill Share Subscription Agreement amounts to HK$161,185,479.

MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

SALES

Sales decreased by 7.7% from US$1,042.9 million for the six months ended June 30, 2013 to US$962.4 million for the six months ended June 30, 2014, primarily because there had been no wafer shipments from Wuhan Xinxin Semiconductor Manufacturing Corporation (Wuhan Xinxin) since the first quarter of 2014. The number of wafer shipments decreased by 6.7% from 1,319,427 8-inch wafer equivalents for the six months ended June 30, 2013 to 1,230,385 8-inch wafer equivalents for the six months ended June 30, 2014.

COST OF SALES AND GROSS PROFIT

Cost of sales decreased by 10.6% from US$809.4 million for the six months ended June 30, 2013 to US$723.3 million for the six months ended June 30, 2014.

The Company had a gross profit of US$239.2 million for the six months ended June 30, 2014 compared to a gross profit of US$233.5 million for the six months ended June 30, 2013, representing an increase of 2.4%. Gross margin increased to 24.9% for the six months ended June 30, 2014 from 22.4% for the six months ended June 30, 2013. The increase in gross margin was primarily because 1) there were no wafer shipments from Wuhan Xinxin which had lower gross margin since the first quarter of 2014, and 2) of improved fab efficiency in the first half of 2014.

PROFIT FOR THE PERIOD FROM OPERATING

Profit from operations decreased from US$130.5 million for the six months ended June 30, 2013 to US$87.8 million for the six months ended June 30, 2014 primarily due to 1) the gain arising from the partial disposal of the living quarters in Shanghai in the first half of 2013 and 2) the gain arising from the disposal of the Company s total ownership interest in SMIC (Wuhan) Development Corporation (WHDM) which was mainly engaged in the construction, operation and management of the Company s living quarters and schools in Wuhan in the first half of 2013.

Research and development expenses increased by 32.9% from US$61.5 million for the six months ended June 30, 2013 to US$81.7 million for the six months ended June 30, 2014. The increase was mainly due to an increase in R&D activities.

General and administrative expenses decreased by 23.6% from US$76.8 million for the six months ended June 30, 2013 to US$58.7 million for the six months ended June 30, 2014. The decrease was primarily due to a decrease in accrued employee bonus in the first half of 2014.

Sales and marketing expenses increased by 3.9% from US$18.0 million for the six months ended June 30, 2013 to US$18.7 million for the six months ended June 30, 2014.

Other operating income were US$7.8 million and US$53.3 million for the six months ended June 30, 2014 and 2013, respectively, and the decrease was due to 1) the gains arising from the partial disposal of the Company s living quarters in Shanghai in the first half of 2013 and 2) the gains arising from the disposal of the Company s total ownership interest in WHDM which was mainly engaged in the construction, operation and management of the Company s living quarters and schools in Wuhan in the first half of 2013.

As a result, the Company s profit from operations decreased to US$87.8 million for the six months ended June 30, 2014 from US$130.5 million for the six months ended June 30, 2013.

PROFIT FOR THE PERIOD

Due to the factors described above, the Company had a profit attributable to holders of Ordinary Shares of US$76.1 million for the six months ended June 30, 2014 compared to US$115.8 million for the six months ended June 30, 2013.

FUNDING SOURCES FOR MATERIAL CAPITAL EXPENDITURE IN THE CURRENT YEAR

In 2014, the Company plans to spend approximately US$1.1 billion in capital expenditures for foundry operations which are subject to adjustment based on market conditions. The capital expenditures are mainly for 1) Semiconductor Manufacturing North China (Beijing) Corporation (SMNC), the Company s majority owned subsidiary in Beijing, which is 55% funded by the Company and 45% funded by other shareholders of the entity, 2) the acquisition of used equipment for the Company s Shenzhen 8-inch fab, 3) the product-mix change including conversion from 40/45nm to 28nm in the Company s Shanghai 12-inch fab, and 4) the expansion of capacity in our Tianjin 8-inch fab from 39K to 42K.

In addition, the Company budgeted approximately US$110 million in 2014 as capital expenditures for non-foundry operations. This is mainly for the construction of living quarters for employees as part of the Company s employee retention program. The Company plans to rent out or sell some of these living units to employees in the future.

The primary sources of capital resources and liquidity include cash generated from operations, bank borrowings and debt or equity issuances and other forms of financing.

LIQUIDITY AND CAPITAL RESOURCES

For the six months ended June 30, 2014, the Company incurred capital expenditures of US$250.8 million compared to US$486.5 million for the six months ended June 30, 2013. The Company has financed capital expenditures substantially with cash flows generated from operating and financing activities.

The Company had US$573.3 million in cash and cash equivalent as of June 30, 2014. These cash and cash equivalent are held in the form of United States Dollars, Japanese Yen, Euro, and Chinese Renminbi. The net cash from operating activities increased by 6.0% from US$263.0 million for the six months ended June 30, 2013 to US$278.7 million for the six months ended June 30, 2014.

Net cash used in investing activities was US$355.3 million for the six months ended June 30, 2014, primarily attributable to 1) purchases of plant and equipment for the fabs in Shanghai and Beijing, and 2) the net result of proceeds from and payment for short-term investments carried at fair value through profit or loss. For the six months ended June 30, 2013, net cash used in investing activities was US$325.2 million primarily attributable to purchases of plant and equipment for the fabs in Shanghai and Beijing.

The Company s net cash generated from (used in) financing activities were US$188.8 million and US$(33.3) million for the six months ended June 30, 2014 and 2013, respectively. They were primarily 1) the net result of proceeds from new bank borrowings and repayments of bank borrowings and 2) net proceeds from the issue of the convertible bonds and net proceeds from the issue of new Ordinary Shares in the first half of 2014.

As of June 30, 2014, the Company s outstanding long-term liabilities primarily consisted of US$592.8 million in secured bank loans, US$50.5 million in unsecured bank loans and US$352.3 million in convertible bonds. Of which, US$212.9 million was classified as the current portion of long-term loans. The long- term loans are repayable in installments which will commence in September 2014 and will mature in February 2018.

COMMITMENTS

As of June 30, 2014, the Company had commitments of US$137.8 million for facilities construction obligations in Beijing, Tianjin, Shanghai and Shenzhen, US$199.0 million to purchase machinery and equipment mainly for the Beijing, Tianjin, Shanghai and Shenzhen fabs and US$23.2 million to purchase intangible assets.

DEBT TO EQUITY RATIO

As of June 30, 2014, the Company s debt to equity ratio was approximately 39.7% which was calculated by dividing the sum of the short-term and long-term borrowings and convertible bonds by total shareholders equity.

FOREIGN EXCHANGE RATE FLUCTUATION RISK

The Company s revenue, expense, and capital expenditures are primarily transacted in U.S. dollars. The Company also enters into transactions in other currencies. The Company is primarily exposed to changes in exchange rates for the Euro, Japanese Yen, and RMB against the US dollar.

To minimize these risks, the Company purchases foreign-currency forward exchange contracts with contract terms normally lasting less than twelve months to protect against the adverse effect that exchange rate fluctuations may have on foreign-currency denominated transactions. These forward exchange contracts are principally denominated in RMB, Japanese Yen or Euro against the US dollar and do not qualify for hedge accounting in accordance with IFRS.

EMPLOYEES EQUITY INCENTIVE PLAN

Save as disclosed in this interim report, there is no material change to the information disclosed in the 2013 annual report of the Company in relation to the number and remuneration of employees, remuneration policies, bonus and share option schemes of employees.

PROSPECTS AND FUTURE PLANS

The Company reached a quarterly record high in revenue in the second quarter when excluding wafer shipments from Wuhan Xinxin, and improved on its gross margin. The Company will continue its strategic execution to capture growth opportunities via technology advancement and value-added differentiation, while focusing on sustained profitability.

With regard to SMIC s future plans, demand for the Company s differentiated technology and advanced 28nm process are key growth drivers for its business.

Demand for the Company s differentiated applications continues to be strong, especially in the areas of power management integrated circuit (PMIC), CMOS image sensors (CIS), and EEPROM. Revenue from the Company s differentiated applications, specifically PMIC, CIS, and EEPROM, account for around one-third of the Company s revenue; meanwhile growth has been constrained by limited capacity growth this year. At the same time, the Company continues to expand its differentiated portfolio offerings, which also include MEMS, fingerprint IC technology, back-side illumination CIS, embedded-EEPROM, embedded-Flash, and others.

In response to the strong capacity demand, the Company continues to search and evaluate all opportunities to expand its 8-inch capacity. The Company plans to install 10,000 wafers per month capacity in its Shenzhen 8-inch fab by the end of this year.

In terms of advanced capacity, the Company plans to convert 6,000 wafers per month of its existing 40nm capacity for 28nm readiness in its Shanghai 12-inch fab; and install 1,000 wafers per month capacity in SMNC by the end of 2014.

The Company continues to emphasize the priority of sustained profitability and carefully planned growth. Furthermore, the Company has confidence in its strategy to capture growth opportunities in China and stay committed to sustainable profitability and building value for all stakeholders.

ISSUE OF US$86.8 MILLION ZERO COUPON CONVERTIBLE PRE-EMPTIVE BONDS DUE 2018

On December 18, 2013, the Company entered into a subscription agreement (Datang Original Pre-emptive Bonds Subscription Agreement) with Datang Holdings (Hongkong) Investment Company Limited (Datang), a substantial shareholder of the Company. Pursuant to the Datang Original Pre-emptive Bonds Subscription Agreement, the Company conditionally agreed to issue and Datang conditionally agreed to subscribe for the zero coupon convertible bonds due 2018 in an aggregate principal amount of US$54,600,000 (Datang Original Pre-emptive Bonds) upon the exercise of the pre-emptive rights as specified in the share purchase agreement (2008 Datang Share Purchase Agreement) dated November 6, 2008 entered into between the Company and Datang Telecom Technology & Industry Holdings Co., Ltd. (Datang Telecom) which holds 100% equity interests of Datang. The Datang Original Pre-emptive Bonds are convertible into 531,481,129 Ordinary Shares, assuming full conversion of the Datang Original Pre-emptive Bonds at the initial conversion price of HK$0.7965 per Ordinary Share (Conversion Price) (which represented a premium of approximately 35.00% over the closing price of HK$0.59 per Ordinary Share as quoted on the Hong Kong Stock Exchange on October 24 2013, being the date on which the terms of the issue of the Original Bonds (as defined below) were fixed).

On December 18, 2013, the Company also entered into a subscription agreement (Country Hill Original Pre-emptive Bonds Subscription Agreement) with Country Hill Limited (Country Hill), a substantial shareholder of the Company. Pursuant to the Country Hill Original Pre-emptive Bonds Subscription Agreement, the Company conditionally agreed to issue and Country Hill conditionally agreed to subscribe for the zero coupon convertible bonds due 2018 in an aggregate principal amount of US$32,200,000 (Country Hill Original Pre-emptive Bonds) upon the exercise of the pre-emptive rights by Country Hill pursuant to the share subscription agreement (2011 Country Hill Share Subscription Agreement) dated April 18, 2011 entered into between the Company and Country Hill. The Country Hill Original Pre-emptive Bonds are convertible into 313,437,589 Ordinary Shares (assuming full conversion of the Country Hill Original Pre-emptive Bonds at the initial Conversion Price of HK$0.7965 per Ordinary Share).

As each of Datang and Country Hill is a substantial shareholder of the Company, the execution of the Datang Original Pre-emptive Bonds Subscription Agreement and the Country Hill Original Pre-emptive Bonds Subscription Agreement as well as the transactions contemplated thereunder (including the issue of the Datang Original Pre-emptive Bonds and the Country Hill Original Pre-emptive Bonds (collectively, the Original Pre-emptive Bonds) and the allotment and issue of any Ordinary Shares on conversion of any Original Pre-emptive Bonds) constituted non-exempt connected transactions of the Company under Chapter 14A of the Hong Kong Stock Exchange Listing Rules, and were subsequently approved by the independent shareholders of the Company at the extraordinary general meeting of the Company held on February 17, 2014 (the EGM).

The Original Pre-emptive Bonds are non-interest bearing and will mature on November 7, 2018. The Company considers that the issue of the Original Pre-emptive Bonds has strengthened the relationship between Datang, Country Hill and the Company and has provided the Company with an additional source of funding. The net proceeds (net of fees and expenses) from the issue of the Original Pre-emptive Bonds were approximately US$86.8 million which would be used for the Company s capital expenditures in capacity expansion associated with 12-inch manufacturing facilities. The completion of the issue of the Original Pre-emptive Bonds took place on May 29, 2014.

The Original Pre-emptive Bonds have been consolidated and from the date of their issue have formed a single series with the US$200 million zero coupon convertible bonds issued by the Company on November 7, 2013 (the Original Bonds). The Ordinary Shares on conversion of any Original Pre-emptive Bonds will be allotted and issued pursuant to the specific mandate granted by the independent shareholders of the Company to the Directors at the EGM and will rank pari passu in all respects with the Ordinary Shares then in issue on the relevant conversation date.

ISSUE OF 2,590,000,000 NEW ORDINARY SHARES

On June 4, 2014, the Company entered into a placing and subscription agreement (the Placing and Subscription Agreement) with J.P. Morgan Securities (Asia Pacific) Limited and Deutsche Bank AG, Hong Kong Branch (the Joint Placing Agents) and Datang, pursuant to which Datang agreed to appoint the Joint Placing Agents, and each of the Joint Placing Agents has agreed, severally and not jointly, to act as agent for Datang, to purchase or procure no less than six purchasers to purchase 2,590,000,000 Ordinary Shares held by Datang (Sale Share(s)) at the price of HK$0.60 per Sale Share (the Placing Price) (the Top-up Placing). The Placing Price represented a discount of approximately 4.76% to the closing price of HK$0.63 per Ordinary Share as quoted on the Hong Kong Stock Exchange on June 4, 2014, being the date on which the terms of the Placing and Subscription Agreement were fixed.

Following the completion of the Top-up Placing on June 9, 2014, Datang applied to subscribe for 2,590,000,000 new Ordinary Shares (the Subscription Share(s)) at the price of HK$0.60 per Subscription Share (which was the same as the Placing Price)

according to the Placing and Subscription Agreement (the Top-up Subscription). The Subscription Shares were allotted and issued by the Company to Datang on June 12, 2014 pursuant to the general mandate granted by the shareholders of the Company to the Directors at the annual general meeting of the Company held on June 13, 2013 (2013 General Mandate) and ranked pari passu in all respects with the existing Ordinary Shares in issue.

The Company is of the view that the Top-up Placing and the Top-up Subscription represent a good opportunity for the Company to broaden its shareholder base. The net subscription monies payable by Datang to the Company were approximately HK$0.59 per Subscription Share after the deduction of the relevant expenses and the net proceeds (net of fees, commissions and expenses) from the issue of the Subscription Shares were approximately US$197.2 million which would be mainly used for the Company s capital expenditures in capacity expansion associated with 8-inch and 12-inch manufacturing facilities and for general corporate purposes.

ISSUE OF US$95 MILLION ZERO COUPON CONVERTIBLE BONDS DUE 2018

On June 4, 2014, the Company entered into a subscription agreement with J.P. Morgan Securities Plc and Deutsche Bank AG, Hong Kong Branch (collectively, the Joint Managers) in respect of the issue of US$95 million zero coupon convertible bonds due 2018 (the Further Bonds), pursuant to which each of the Joint Managers agreed to subscribe and pay for, or to procure subscribers to subscribe and pay for, the Further Bonds to be issued by the Company in an aggregate principal amount of US$95 million. The issue price of the Further Bonds is 101.5% of the aggregate principal amount. Assuming full conversion of the Further Bonds at the initial Conversion Price of HK$0.7965 per Ordinary Share, the Further Bonds will be convertible into 924,738,230 Ordinary Shares which will be allotted and issued pursuant to the 2013 General Mandate and will rank pari passu in all respects with the Ordinary Shares then in issue on the relevant conversation date. The issue of the Further Bonds was completed on June 24, 2014.

The Further Bonds are non-interest bearing and will mature on November 7, 2018. The Company considers the issue of the Further Bonds as a good opportunity for the Company to further broaden its shareholder base. The net proceeds (net of fees, commissions and expenses) from the issue of the Further Bonds were approximately US$94.2 million which would be mainly used for the Company s capital expenditures in capacity expansion associated with 8-inch and 12-inch manufacturing facilities and for general corporate purposes.

The Further Bonds have been consolidated and have formed a single series with the Original Bonds and the Original Pre-emptive Bonds from the date of their issue.

PROPOSED ISSUE OF US$22.2 MILLION ZERO COUPON CONVERTIBLE PRE-EMPTIVE BONDS DUE 2018 AND 938,111,417 NEW ORDINARY SHARES

On August 22, 2014, the Company entered into a subscription agreement (Datang Further Pre-emptive Bonds Subscription Agreement) with Datang, pursuant to which the Company has conditionally agreed to issue and Datang has conditionally agreed to subscribe for the zero coupon convertible bonds due 2018 in an aggregate principal amount of US$22,200,000 (Datang Further Pre-emptive Bonds) for a total cash consideration of US$22,533,000 upon the exercise of Datang s pre-emptive rights as specified in the 2008 Datang Share Purchase Agreement. The issue price of the Datang Further Pre-emptive Bonds is 101.5% of the aggregate principal amount. The Datang Further Pre-emptive Bonds are convertible into 216,096,723 Ordinary Shares, assuming full conversion of the Datang Further Pre-emptive Bonds at the initial Conversion Price of HK$0.7965 per Ordinary Share.

On August 22, 2014, the Company also entered into a subscription agreement with each of Datang and Country Hill (2014 Datang Share Subscription Agreement and 2014 Country Hill Share Subscription Agreement , respectively) in relation to the proposed subscription of 669,468,952 Ordinary Shares by Datang upon the exercise of Datang s pre- emptive rights pursuant to the 2008 Datang Share Purchase Agreement and 268,642,465 Ordinary Shares by Country Hill upon the exercise of Country Hill s

pre-emptive rights pursuant to the 2011 Country Hill Share Subscription Agreement at the price of HK$0.60 per Ordinary Share (which is the same as the Placing Price). The total consideration payable by Datang under the 2014 Datang Share Subscription Agreement amounts to HK$401,681,371.20, and the total consideration payable by Country Hill under the 2014 Country Hill Share Subscription Agreement amounts to HK$161,185,479.

As each of Datang and Country Hill is a substantial shareholder of the Company and thus a connected person of the Company, the execution of the Datang Further Pre-emptive Bonds Subscription Agreement, the 2014 Datang Share Subscription Agreement and the 2014 Country Hill Share Subscription Agreement as well as the transactions contemplated thereunder (including the issue of the Datang Further Pre-emptive Bonds, the allotment and issue of any Ordinary Shares on conversion of any Datang Further Pre-emptive Bonds, the allotment and issue of 669,468,952 Ordinary Shares to Datang and the allotment and issue of 268,642,465 Ordinary Shares to Country Hill) constitute non-exempt connected transactions of the Company under Chapter 14A of the Hong Kong Stock Exchange Listing Rules, and are subject to the approval of the independent shareholders of the Company at the extraordinary general meeting of the Company so convened.

The Datang Further Pre-emptive Bonds are non-interest bearing and will mature on November 7, 2018. The Company considers that the proposed issue of the Datang Further Pre-emptive Bonds and the proposed issue of a total of 938,111,417 new Ordinary Shares to Datang and Country Hill will further strengthen the relationship between Datang, Country Hill and the Company and has provided the Company with an additional source of funding for the Company s needs. The net proceeds (net of fees and expenses) from the issue of the Datang Further Pre-emptive Bonds and the issue of a total of 938,111,417 new Ordinary Shares to Datang and Country Hill are approximately US$22.4 million and HK$562.5 million respectively, both of which will be used for the Company s capital expenditures in capacity expansion associated with 8-inch and 12-inch manufacturing facilities and general corporate purposes.

The Datang Further Pre-emptive Bonds will be consolidated and from the date of their issue form a single series with the Original Bonds. The Ordinary Shares on conversion of any Datang Further Pre-emptive Bonds and a total of 938,111,417 Ordinary Shares to be subscribed by Datang and Country Hill will be allotted and issued pursuant to the specific mandates granted by the independent shareholders of the Company to the Directors at the extraordinary general meeting of the Company so convened and will rank pari passu in all respects with the Ordinary Shares then in issue on the relevant issue date.

SHARE CAPITAL

During the six months ended June 30, 2014, the Company issued 69,800,684 and 59,752,553 Ordinary Shares as a result of the exercise of equity awards granted pursuant to the Company s 2004 stock option plan (the 2004 Stock Option Plan) and the Company s 2004 equity incentive plan (the 2004 Equity Incentive Plan), respectively. During this period, there were no Ordinary Shares issued as a result of the exercise of equity awards granted pursuant to the Company s 2014 stock option plan (the 2014 Stock Option Plan) and the Company s 2014 equity incentive plan (the 2014 Equity Incentive Plan) which have replaced the 2004 Stock Option Plan and the 2004 Equity Incentive Plan, respectively, upon their termination.

	Number of Shares Outstanding
Outstanding Share Capital as of June 30, 2014:	
Ordinary Shares	34,831,860,338

Under the terms of the Company s 2014 Equity Incentive Plan, the Compensation Committee may grant restricted share units (Restricted Share Units) to eligible participants. Each Restricted Share Unit represents the right to receive one Ordinary Share. Restricted Share Units granted to new employees and existing employees generally vest at a rate of 25% upon the first, second, third, and fourth anniversaries of the vesting commencement date. Upon vesting of the Restricted Share Units and subject to the terms of the Insider Trading Policy and the payment by the participants of applicable taxes, the Company will issue the relevant participants the number of Ordinary Shares underlying the awards of Restricted Share Unit.

REPURCHASE SALE OR REDEMPTION OF SECURITIES

The Company has not repurchased, sold or redeemed any of its securities during the six months ended June 30, 2014.

CORPORATE GOVERNANCE PRACTICES

The Corporate Governance Code (the CG Code) as set out in Appendix 14 to the Hong Kong Stock Exchange Listing Rules contains code provisions (the Code Provisions) which an issuer, such as the Company, is expected to comply with or advise as to reasons for deviations from and recommends best practices which an issuer is encouraged to implement (the Recommended Practices). The Company has adopted a set of Corporate Governance Policy (the CG Policy) since January 25, 2005 as its own code of corporate governance, which is amended from time to time to comply with the CG Code. The CG Policy, a copy of which can be obtained on the Company s website at www.smics.com under Investor Relations > Corporate Governance > Policy and Procedures , incorporates all of the Code Provisions of the CG Code except for Code Provision E.1.3, which relates to the notice period of general meetings of the Company, and many of the Recommended Practices. In addition, the Company has adopted or put in place various policies, procedures, and practices in compliance with the provisions of the CG Policy.

During the six months ended June 30, 2014, the Company was in compliance with all the Code Provisions set out in the CG Code except as explained below:

Code Provision A.4.2 of the CG Code requires that all directors appointed to fill a casual vacancy should be subject to election by shareholders at the first general meeting after appointment. According to Article 126 of the Articles of Association of the Company, any Director appointed by the Board to fill a casual vacancy or as an addition to the existing Directors shall hold office only until the next following annual general meeting of the Company after appointment and shall then be eligible for re-election at that meeting. As such, Mr. Sean Maloney, who was appointed as an independent non-executive Director by the Directors on June 15, 2013 to fill the casual vacancy arising from the retirement of Mr. Tsuyoshi Kawanishi on June 13, 2013, and Mr. William Tudor Brown, who was appointed as an independent non-executive Director by the Directors on August 8, 2013 as an additional Director to the Board, retired and, being eligible, were re-elected at the 2014 AGM held on June 27, 2014 rather than the extraordinary general meeting of the Company held on February 17, 2014 (the EGM) pursuant to the Articles of Association of the Company.

Code Provision A.6.7 of the CG Code requires that independent non-executive directors and other non-executive directors should attend general meetings and develop a balanced understanding of the views of shareholders. Mr. Sean Maloney, an independent non-executive Director, was not able to attend the EGM as he was having overseas engagements during the meeting time.

Save as the aforesaid and in the opinion of the Directors, the Company has complied with all other Code Provisions set out in the CG Code during the six months ended June 30, 2014.

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS OF LISTED ISSUERS

The Company has adopted an Insider Trading Compliance Program (the Insider Trading Policy) which encompasses the requirements of the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 to the Hong Kong Stock Exchange Listing Rules (the Model Code). The Company, having made specific enquiry of all Directors, confirms that all Directors have complied with the Insider Trading Policy and the Model Code throughout the six months ended June 30, 2014. The senior management of the Company as well as all officers, directors, and employees of the Company and its subsidiaries are also required to comply with the provisions of the Insider Trading Policy.

THE BOARD

The Board has a duty to the Company s shareholders to direct and oversee the affairs of the Company in order to maximize shareholder value. The Board, acting by itself and through its various committees, actively participates in and is responsible for the determination of the overall strategy of the Company, the establishment and monitoring of the achievement of corporate goals and objectives, the oversight of the Company s financial performance and the preparation of the accounts, the establishment of corporate governance practices and policies, and the review of the Company s system of internal controls. The management of the Company is responsible for the implementation of the overall strategy of the Company and its daily operations and administration. The Board has access to the senior management of the Company to obtain information about the operation of the Company.

The Board consists of ten Directors and two alternate Directors as at the date of this interim report. Directors may be elected to hold office until the expiration of their respective term upon a resolution passed at a duly convened shareholders meeting by holders of a majority of the Company s issued shares being entitled to vote in person or by proxy at such meeting. The Board is divided into three classes with one class of Directors eligible for re-election at each annual general meeting of the Company. Each class of Directors (including all non-executive Directors) serves a term of three years.

- Class I Directors are Mr. Zhang Wenyi, Dr. Tzu-Yin Chiu, Dr. Gao Yonggang and Mr. William Tudor Brown. All Class I Directors were re-elected at the 2014 AGM to hold office until the annual general meeting of the Company to be held in 2017.

- Class II Directors are Dr. Chen Shanzhi, Mr. Frank Meng and Mr. Lip-Bu Tan. All Class II Directors were re-elected at the annual general meeting of the Company held in 2012 to hold office until the annual general meeting of the Company to be held in 2015.

- Class III Directors are Mr. Zhou Jie, Professor Lawrence Juen-Yee Lau and Mr. Sean Maloney. Mr. Zhou and Professor Lau were re-elected at the annual general meeting of the Company held in 2013 to hold office until the annual general meeting of the Company to be held in 2016 (2016 AGM). Mr. Maloney, whose initial appointment as a Director took effect from June 15, 2013, was re-elected at the 2014 AGM to hold office until 2016 AGM.

As of the date of this interim report, the roles of Chairman and Chief Executive Officer are segregated and such roles are performed by Mr. Zhang Wenyi and Dr. Tzu-Yin Chiu, respectively.

The following table sets forth the names, classes and categories of the Directors as at the date of this interim report:

Name of Director	Category of Director	Class of Director
Zhang Wenyi	Chairman, Executive Director	Class I
Tzu-Yin Chiu	Chief Executive Officer and Executive Director	Class I
Gao Yonggang	Chief Financial Officer, Executive Vice President, Strategic Planning and Executive Director	Class I
William Tudor Brown	Independent Non-executive Director	Class I
Chen Shanzhi	Non-executive Director	Class II
Lip-Bu Tan	Independent Non-executive Director	Class II
Frank Meng	Independent Non-executive Director	Class II
Sean Maloney	Independent Non-executive Director	Class III
Zhou Jie	Non-executive Director	Class III
Lawrence Juen-Yee Lau	Non-executive Director	Class III
Datong Chen	Alternate Director to Lawrence Juen-Yee Lau	
Li Yonghua	Alternate Director to Chen Shanzhi	

On an annual basis, each independent non-executive Director confirms his independence to the Company, and the Company considers these Directors to be independent as such term is defined in the Hong Kong Stock Exchange Listing Rules. There are no relationships among members of the Board, including between the Chairman of the Board and the Chief Executive Officer.

The Board meets at least four times a year at approximately quarterly intervals and on such other occasions as may be required to discuss and vote upon significant issues affecting the Company. The Board meetings schedule for a given year is planned in the preceding year. The Company Secretary assists the Chairman in preparing the agenda for the Board meetings and also assists the Board in complying with applicable laws, rules and regulations. The relevant papers for the Board meetings are dispatched to Board members in accordance with the CG Code. Directors may include matters for discussion in the agenda if the need arises. Upon the conclusion of the Board meeting, minutes are circulated to all Directors for their review and comments prior to their

approval of the minutes at the following or subsequent Board meeting. Transactions in which any Directors are considered to have a conflict of interest or material interests are dealt with by physical Board meetings rather than written resolutions and the interested Directors are not counted in the quorum of such Board meetings and abstain from voting on the relevant matters.

All Directors have access to the Company Secretary, who is responsible for assisting the Board in complying with applicable procedures regarding compliance matters. Every Board member is entitled to have access to documents tabled at the Board meeting or filed into the Company s minutes book. Furthermore, the Board has established the procedures pursuant to which a Director, upon reasonable request, may seek independent professional advice at the Company s expense in order for such Director to discharge his/her duties. The Company Secretary continuously updates all Directors on the latest development of the Hong Kong Stock Exchange Listing Rules and other applicable regulatory requirements to ensure the Company s compliance with and maintenance of good corporate governance practices. Each new Director is provided with training with respect to his/her responsibilities under the Hong Kong Stock Exchange Listing Rules and other regulatory requirements and the Company s corporate governance policies and practices.

UPDATE TO DIRECTORS INFORMATION

Changes in, and updates to, previously disclosed information relating to the Directors

As required under Rules 13.51B and 13.51(2) of the Hong Kong Stock Exchange Listing Rules, certain changes in, and updates to, the information previously disclosed regarding the Directors during their respective term of office are set out below:

- Mr. Zhang Wenyi gradually ceased to be a director of the subsidiaries of the Company during the period from the date of the Company s 2013 annual report to the date of this interim report.

- Dr. Tzu-Yin Chiu was appointed as the chairman of each of the following subsidiaries of the Company:

- (Siltech Semiconductor (Shanghai) Corporation Limited*) on April 14, 2014.

- (Semiconductor Manufacturing International (Shanghai) Corporation*) on April 21, 2014.

- (Semiconductor Manufacturing International (Shenzhen) Corporation*) on May 6, 2014.

- (Semiconductor Manufacturing International (Beijing) Corporation*) on May 23, 2014.

- (Semiconductor Manufacturing International (Tianjin) Corporation*) on July 11, 2014.

WAIVER FROM COMPLIANCE WITH THE HONG KONG STOCK EXCHANGE LISTING RULES

Save as disclosed in the prospectus of the Company dated March 8, 2004, the Company has not received any waivers from compliance with the Hong Kong Stock Exchange Listing Rules which are still in effect.

REVIEW BY AUDIT COMMITTEE

The Audit Committee of the Company has reviewed with the management of the Company the accounting principles and practices accepted by the Company and the interim financial statements of the Company for the six months ended June 30, 2014.

INTERIM REPORT

The Interim Report for the six months ended June 30, 2014 containing financial statements and notes to the accounts will be published on the website of The Stock Exchange of Hong Kong Limited (http://www.hkex.com.hk) as well as the website of the Company (http://www.smics.com) in due course.

CAUTIONARY STATEMENT FOR PURPOSES OF THE SAFE HARBOR PROVISIONS OF THE PRIVATE SECURITIES LITIGATION REFORM ACT OF 1995

This announcement contains, in addition to historical information, forward-looking statements within the meaning of the safe harbor provisions of the U.S. Private Securities Litigation Reform Act of 1995. These forward-looking statements are based on SMIC s current assumptions, expectations and projections about future events. SMIC uses words like believe, anticipate, intend, estimate, expect, project and similar expressions to identify forward looking statements, although not all forward-looking statements contain these words. These forward-looking statements are necessarily estimates reflecting the best judgment of SMIC s senior management and involve significant risks, both known and unknown, uncertainties and other factors that may cause SMIC s actual performance, financial condition or results of operations to be materially different from those suggested by the forward-looking statements including, among others, risks associated with cyclicality and market conditions in the semiconductor industry, intense competition, timely wafer acceptance by SMIC s customers, timely introduction of new technologies, SMIC s ability to ramp new products into volume, supply and demand for semiconductor foundry services, industry overcapacity, shortages in equipment, components and raw materials, availability of manufacturing capacity, financial stability in end markets and intensive intellectual property litigation in high tech industry.

In addition to the information contained in this announcement, you should also consider the information contained in our other filings with the SEC, including our annual report on Form 20-F filed with the SEC on April 14, 2014, especially in the Risk Factors section and such other documents that we may file with the SEC or SEHK from time to time, including on Form 6-K. Other unknown or unpredictable factors also could have material adverse effects on our future results, performance or achievements. In light of these risks, uncertainties, assumptions and factors, the forward-looking events discussed in this interim report may not occur. You are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date stated or, if no date is stated, as of the date of this announcement.

Except as required by law, SMIC undertakes no obligation and does not intend to update any forward-looking statement, whether as a result of new information, future events or otherwise.

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

Shanghai, PRC

August 28, 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

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* *For identification purposes only*

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: September 2, 2014

By: /s/ Dr. Tzu-Yin Chiu
Name: Dr. Tzu-Yin Chiu
Title: Chief Executive Officer, Executive Director