

SEMICONDUCTOR MANUFACTURING INTERNATIONAL CORP

Form 6-K

March 07, 2018

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 6-K

REPORT OF FOREIGN PRIVATE ISSUER

PURSUANT TO RULE 13a-16 OR 15d-16

UNDER THE SECURITIES EXCHANGE ACT OF 1934

For the month of March, 2018

Commission File Number: 001-31994

Semiconductor Manufacturing International Corporation

(Translation of registrant's name into English)

18 Zhangjiang Road

Pudong New Area, Shanghai 201203

People's Republic of China

(Address of principal executive office)

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

Form 20-F      Form 40-F

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

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

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

Yes      No

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

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SIGNATURES

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

Semiconductor Manufacturing International Corporation

Date: March 6, 2018 By: /s/ Dr. Gao Yonggang

Name: Dr. Gao Yonggang

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

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SEMICONDUCTOR MANUFACTURING INTERNATIONAL CORPORATION

TO THE REGISTERED HOLDERS OF AMERICAN DEPOSITARY RECEIPTS (“ADRs”)

REPRESENTING ORDINARY SHARES OF

SEMICONDUCTOR MANUFACTURING INTERNATIONAL CORPORATION

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

FOR                      AGAINST

Res. 1

Mark box at right if you wish to give a discretionary

Mark box, proxy to a person designated by the Company.

sign and

indicate

changes/comments

Address Change below

PLEASE NOTE: Marking this box voids any other

instructions marked above.

Sign

Below

Date:

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

Semiconductor Manufacturing International Corporation (“Company”)

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ORDINARY RESOLUTION

- 1.(a) To approve, confirm and ratify the joint venture agreement dated 30 January 2018 (the “Joint Venture Agreement”) entered into among SMIC Holdings Corporation (“SMIC Holdings”), Semiconductor Manufacturing International (Shanghai) Corporation (“SMIC Shanghai”), China Integrated Circuit Industry Investment Fund Co., Ltd. (“China IC Fund”) and Shanghai Integrated Circuit Industry Investment Fund Co., Ltd. (“Shanghai IC Fund”) in relation to the proposed capital contribution (the “Capital Contribution”) to the registered capital of Semiconductor Manufacturing South China Corporation (“SMSC”) and the transactions contemplated thereunder;
- (b) To approve, confirm and ratify the capital contribution agreement (the “Capital Contribution Agreement”) dated 30 January 2018 entered into among SMIC Holdings, SMIC Shanghai, China IC Fund and Shanghai IC Fund in relation to the Capital Contribution and the transactions contemplated thereunder;
- (c) To authorise any director of the Company, for and on behalf of the Company, to enter into any agreement, deed or instrument and/or to execute and deliver all such documents and/or do all such acts on behalf of the Company as he/she may consider necessary, desirable or expedient for the purpose of, or in connection with (i) the implementations and completion of the Joint Venture Agreement, the Capital Contribution Agreement and transactions contemplated thereunder; and/or (ii) any amendment, variation or modification of the Joint Venture Agreement, the Capital Contribution Agreement and the transactions contemplated thereunder upon such terms and conditions as the board of directors of the Company may think fit.

The full text of the resolution is set out in the Notice of Extraordinary General Meeting of the Company dated 6 March 2018.

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

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

Voting Instruction  
Card

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JPMorgan Chase Bank, N.A. (the “Depositary”) has received advice that the Extraordinary General Meeting (the “Meeting”) of Semiconductor Manufacturing International Corporation (the “Company”) will be held at 18 Zhangjiang Road, PuDong New Area, Shanghai, People’s Republic of China, on Tuesday, March 27 2018, at 9:00 a.m. (Shanghai time), for the purpose set forth on this card.

If you are desirous of having the Depositary, through its Nominee or Nominees, vote or execute a proxy to vote the Ordinary Shares represented by your ADRs FOR or AGAINST the Resolution to be proposed at the Meeting, kindly execute and forward to the Depositary the attached Voting Instruction Card. The enclosed postage paid envelope is provided for this purpose. The Voting Instruction Card should be executed in such a manner as to show clearly whether you desire the Nominee or the Nominees of the Depositary to vote FOR or AGAINST the Resolution. You may include instructions to give a discretionary proxy to a person designated by the Company. The Voting Instruction Card MUST be forwarded in sufficient time to reach the Depositary before 12:00 p.m., March 20, 2018 (New York City Time). Only the registered holders of record at the close of business on February 20, 2018, will be entitled to execute the attached Voting Instruction Card.

The signatory, a registered holder of ADRs representing Ordinary Shares of the Company, of record as of February 20, 2018, hereby requests and authorizes the Depositary, through its Nominee or Nominees, to vote or execute a proxy to vote the underlying Ordinary Shares of the Company represented by such ADRs, on the Resolution at the Meeting.

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

NOTE: In order to have the aforesaid shares voted, this Voting Instruction Card MUST be received by the Depositary before 12:00 p.m., March 20, 2018 (New York City Time).

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

JPMorgan Chase Bank, N.A., Depositary

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

Please see reverse side for Voting Instructions.