

SEMICONDUCTOR MANUFACTURING INTERNATIONAL CORP

Form 20-F

June 28, 2011

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 20-F

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended December 31, 2010
Commission file number 1-31994**

Semiconductor Manufacturing International Corporation
(Exact name of Registrant as specified in its charter)
Not Applicable
(Translation of Registrant's name into English)

Cayman Islands
(Jurisdiction of incorporation or organization)
18 Zhangjiang Road, Pudong New Area, Shanghai, China 201203
(Address of principal executive offices)
Mr. Gary Tseng, Chief Financial Officer
Telephone: (8621) 3861-0000
Facsimile: (8621) 3895-3568

(Name, Telephone, E-mail and/or Facsimile Number and Address of Company Contact Person)

Securities registered or to be registered pursuant to Section 12(b) of the Act.

Title of each class	Name of each exchange on which registered
Ordinary Shares, par value US\$0.0004	The Stock Exchange of Hong Kong Limited*
American Depositary Shares	The New York Stock Exchange, Inc.

Securities registered or to be registered pursuant to Section 12(g) of the Act.

None
(Title of Class)

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act.

None
(Title of Class)

Indicate the number of outstanding shares of each of the issuer's classes of capital or ordinary shares as of the close of the period covered by the annual report.

As of December 31, 2010, there were 27,334,063,747 ordinary shares, par value US\$0.0004 per share, outstanding, of which 2,229,887,950 ordinary shares were held in the form of 44,597,759 ADSs. Each ADS represents 50 ordinary shares.

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.
Yes No

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15 (d) of the Securities Exchange Act of 1934. Yes No

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No
Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Securities Exchange Act of 1934 (Check one):

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company

(Do not check if a smaller reporting company)

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

U.S. GAAP International Financial Reporting Standards as issued by the International Accounting Standards Board Other

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Securities Exchange Act of 1934). Yes No

* Not for trading, but only in connection with the listing of American Depositary Shares on the New York Stock Exchange, Inc.

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

This annual report 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 cyclical 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, our anticipated capital expenditures for 2011, our anticipated investments in research and development, anticipated changes to our liability for unrecognized tax benefits, industry overcapacity, shortages in equipment, components and raw materials, availability of manufacturing capacity and financial stability in end markets.

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.

ADDITIONAL INFORMATION

References in this annual report to:

Average selling price of wafers are to simplified average selling price which is calculated as total revenue divided by total shipments.

China or the PRC are to the People's Republic of China, excluding for the purpose of this annual report, Hong Kong, Macau and Taiwan;

Company or SMIC are to Semiconductor Manufacturing International Corporation;

EUR are to Euros;

global offering are to the initial public offering of our ADSs and our ordinary shares, which offering was completed on March 18, 2004;

HK\$ are to Hong Kong dollars;

NYSE or New York Stock Exchange are to the New York Stock Exchange, Inc.;

Rmb or RMB are to Renminbi;

SEC are to the U.S. Securities and Exchange Commission;

SEHK, HKSE or Hong Kong Stock Exchange are to The Stock Exchange of Hong Kong Limited; and

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US\$ or USD are to U.S. dollars.

All references in this annual report to silicon wafer quantities are to 8-inch wafer equivalents, unless otherwise specified. Conversion of quantities of 12-inch wafers to 8-inch wafer equivalents is achieved by multiplying the number of 12-inch wafers by 2.25. When we refer to the capacity of wafer fabrication facilities, we are referring to the installed capacity based on specifications established by the manufacturers of the equipment used in those facilities. References to key process technology nodes, such as 0.35 micron, 0.25 micron, 0.18 micron, 0.15 micron, 0.13 micron, 90 nanometer, and 65 nanometer and 45 nanometer include the stated resolution of the process technology, as well as intermediate resolutions down to but not including the next key process technology node of finer resolution. For example, when we state 0.25 micron process technology, that also includes 0.22 micron, 0.21 micron, 0.20 micron and 0.19 micron technologies and 0.18 micron process technology also includes 0.17 micron and 0.16 micron technologies; References to U.S. GAAP mean the generally accepted accounting principles in the United States. Unless otherwise indicated, our financial information presented in this annual report has been prepared in accordance with U.S. GAAP.

All references to our ordinary shares in this annual report gives effect to the 10-for-1 share split we effected in the form of a share dividend immediately prior to the completion of the global offering. All references to price per ordinary share and price per preference share reflect the share split referenced above.

The Glossary of Technical Terms contained in Annex A of this annual report sets forth the description of certain technical terms and definitions used in this annual report.

PART I

Item 1. Identity of Directors, Senior Management and Advisors

Not applicable.

Item 2. Offer Statistics and Expected Timetable

Not applicable.

Item 3. Key Information

Selected Consolidated Financial Data

The selected consolidated financial data presented below as of and for the years ended December 31, 2008, 2009 and 2010 are derived from, and should be read in conjunction with, and are qualified in their entirety by reference to, our audited consolidated financial statements, including the related notes, included elsewhere in this annual report. The selected consolidated financial data as of and for the years ended December 31, 2006 and 2007 is derived from our audited consolidated financial statements not included in this annual report. The selected consolidated financial data presented below has been prepared in accordance with U.S. GAAP.

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	For the year ended December 31,				
	2006	2007	2008	2009	2010
	(in US\$ thousands, except for share, ADS, percentages, and operating data)				
Statement of Operations					
Data:					
Sales	\$ 1,465,323	\$ 1,549,765	\$ 1,353,711	\$ 1,070,387	\$ 1,554,788
Cost of sales ⁽¹⁾	1,338,155	1,397,038	1,412,851	1,184,589	1,244,714
Gross profit (loss)	127,168	152,727	(59,140)	(114,202)	310,074
Operating expenses (income):					
Research and development	94,171	97,034	102,240	160,754	174,900
General and administrative	47,365	74,490	67,037	218,688	43,762
Selling and marketing	18,231	18,716	20,661	26,566	29,498
Litigation settlement				269,637	
Amortization of acquired intangible assets	24,393	27,071	32,191	35,064	27,168
Impairment loss of long-lived assets			106,741	138,295	8,442
Loss (gain) from sale of plant and equipment and other fixed assets	(43,122)	(28,651)	(2,877)	3,832	(658)
Other operating income					(16,493)
Total operating expenses, net	141,038	188,659	325,993	852,836	266,620
Income (loss) from operations	(13,870)	(35,932)	(385,132)	(967,038)	43,455
Other income (expenses):					
Interest income	14,916	12,349	11,542	2,591	4,127
Interest expense	(50,926)	(37,936)	(50,767)	(24,699)	(22,656)
Change in the fair value of commitment to issue shares and warrants				(30,101)	(29,815)
Foreign currency exchange gain (loss)	(21,912)	11,250	11,425	7,302	5,025
Other, net	1,821	2,238	7,429	4,626	8,772
Total other expense, net	(56,101)	(12,100)	(20,371)	(40,280)	(34,547)
Income (loss) before income tax	(69,971)	(48,032)	(405,503)	(1,007,319)	8,907
Income tax benefit (expense)	24,928	29,720	(26,433)	46,624	4,818

Gain (loss) from equity investment	(4,201)	(4,013)	(444)	(1,782)	285
Net income (loss) before cumulative effect of a change in accounting principle	(49,244)	(22,324)	(432,380)	(962,478)	14,011
Cumulative effect of a change in accounting principle	5,154				

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	2006	2007	2008	2009	2010
	(in US\$ thousands, except for share, ADS, percentages, and operating data)				
Net income (loss)	(44,090)	(22,324)	(432,380)	(962,478)	14,011
Accretion of interest to noncontrolling interest	(19)	2,856	(7,851)	(1,060)	(1,050)
Loss attributed to noncontrolling interest					140
Income (loss) attributable to Semiconductor Manufacturing International Corporation	(44,109)	(19,468)	(440,231)	(963,537)	13,100
Earnings (loss) per share, basic	\$ (0.00)	\$ (0.00)	\$ (0.02)	\$ (0.04)	\$ 0.00
Earnings (loss) per share, diluted	\$ (0.00)	\$ (0.00)	\$ (0.02)	\$ (0.04)	\$ 0.00
Shares used in calculating basic earnings (loss) per share ⁽²⁾⁽³⁾	18,334,498,923	18,501,940,489	18,682,544,866	22,359,237,084	24,258,437,559
Shares used in calculating diluted earnings (loss) per share ⁽³⁾	18,334,498,923	18,501,940,489	18,682,544,866	22,359,237,084	25,416,597,405
Earnings (loss) per ADS, basic ⁽³⁾	\$ (0.12)	\$ (0.05)	\$ (1.18)	\$ (2.15)	\$ 0.03
Earnings (loss) per ADS, diluted ⁽³⁾	\$ (0.12)	\$ (0.05)	\$ (1.18)	\$ (2.15)	\$ 0.03

ADS used in calculating basic earnings (loss) per ADS	366,689,978	370,038,810	373,650,897	447,184,742	485,168,751
ADS used in calculating diluted earnings (loss) per ADS	366,689,978	370,038,810	373,650,897	447,184,742	508,331,948
Other Financial Data:					
Gross margin	8.70%	9.90%	-4.40%	-10.67%	19.94%
Operating margin	-0.90%	-2.30%	-27.80%	-90.05%	2.79%
Net margin	-3.00%	-1.30%	-32.50%	-89.92%	0.90%
Operating Data:					
Wafers shipped (in 8 equivalents)					
Total	1,614,888	1,849,957	1,611,208	1,376,663	1,985,974
ASP ⁽⁴⁾	907	838	840	778	783

(1) Including share-based compensation for employees directly involved in manufacturing activities.

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- (2) Anti-dilutive preference shares, options and warrants were excluded from the weighted average ordinary shares outstanding for the diluted per share calculation.
- (3) Fifty ordinary shares equals one ADS.
- (4) Total sales/total wafers shipped.

	2006	2007	As of December 31, 2008			2009	2010
			(in US\$ thousands)				
Balance Sheet Data:							
Cash and cash equivalents	\$ 363,620	\$ 469,284	\$ 450,230	\$ 443,463	\$ 515,808		
Restricted cash			6,255	20,360	161,350		
Short-term investments	57,951	7,638	19,928		2,454		
Accounts receivable, net of allowances	252,185	298,388	199,372	204,290	206,623		
Inventories	275,179	248,310	171,637	193,705	213,404		
Total current assets	1,049,666	1,075,302	926,858	907,058	1,179,102		
Prepaid land use rights	38,323	57,552	74,293	78,112	78,798		
Plant and equipment, net	3,244,401	3,202,958	2,963,386	2,251,614	2,351,863		
Total assets	4,541,292	4,708,444	4,270,622	3,524,077	3,902,693		
Total current liabilities	677,362	930,190	899,773	1,031,523	1,399,345		
Total long-term liabilities	817,710	730,790	578,689	661,472	294,806		
Total liabilities	1,495,072	1,660,980	1,478,462	1,692,995	1,694,152		
Noncontrolling interest	38,800	34,944	42,795	34,842	39,004		
Equity:							
Ordinary shares, \$0.0004 par value, 50,000,000,000 shares authorized 18,432,756,463, 18,558,919,712, 22,327,784,827, 22,375,886,604 and 27,334,063,747 shares issued and outstanding at December 31, 2006, 2007, 2008, 2009 and 2010, respectively	7,373	7,424	8,931	8,950	10,934		
Additional paid-in capital	3,288,765	3,313,376	3,489,382	3,499,723	3,858,643		
Accumulated other comprehensive loss (income)	92	(2)	(439)	(386)	(1,092)		
Accumulated deficit	(288,810)	(308,279)	(748,509)	(1,712,047)	(1,698,946)		
Total equity	\$ 3,007,420	\$ 3,012,519	\$ 2,749,365	\$ 1,796,240	\$ 2,169,537		

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	2006	For the year ended December 31,			2010
		2007	2008	2009	
		(in US\$ thousands)			
Cash Flow Data:					
Net income (loss)	\$ (44,090)	\$ (22,324)	\$ (432,380)	\$ (962,478)	\$ 14,011
Adjustments to reconcile net income (loss) to net cash provided by operating activities:					
Depreciation	919,616	706,277	761,809	748,185	584,242
Net cash provided by operating activities	769,649	672,465	569,782	283,566	694,613
Purchases of plant and equipment	(882,580)	(717,171)	(669,055)	(217,269)	(491,539)
Net cash used in investing activities	(917,369)	(642,344)	(761,713)	(211,498)	(538,713)
Net cash provided by (used in) financing activities	(74,440)	75,637	173,314	(78,902)	(37,851)
Net increase (decrease) in cash and cash equivalents	\$(222,177)	\$ 105,664	\$ (19,054)	\$ (6,767)	\$ 72,346

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Risk Factors

Risks Related to Our Financial Condition and Business

We may not be able to achieve or maintain a level of profitability, primarily due to our high fixed costs and correspondingly high levels of depreciation expenses.

Our losses from operations totaled \$963.5 million in 2009, while income from operations totaled \$13.1 million in 2010. We may not be able to achieve or maintain profitability on an annual or quarterly basis, primarily because our business is characterized by high fixed costs relating to equipment purchases, which result in correspondingly high levels of depreciation expenses. We will continue to incur high capital expenditures and depreciation expenses as we equip and ramp up additional fabs, expand our capacity at our existing fabs and construct new fabs.

The cyclical nature of the semiconductor industry and periodic overcapacity in the industry make our business and operating results particularly vulnerable to economic downturns, such as the global economic crisis.

The semiconductor industry has historically been highly cyclical and, at various times, has experienced significant downturns characterized by fluctuations in end-user demand, reduced demand for integrated circuits, rapid erosion of average selling prices and production overcapacity. Companies in the semiconductor industry have expanded aggressively during periods of increased demand in order to have the capacity needed to meet expected demand in the future. If actual demand does not increase or declines, or if companies in the industry expand too aggressively in light of the actual increase in demand, the industry will generally experience a period in which industry-wide capacity exceeds demand, as was the case in the first quarter of 2009.

An erosion of global consumer confidence amidst concerns over declining asset values, inflation, energy costs, geopolitical issues, the availability and cost of credit, rising unemployment, and the stability and solvency of financial institutions, financial markets, businesses and sovereign nations could have an adverse effect on our results of operations.

Adverse economic conditions could cause our expenses to vary materially from our expectations. The failure of financial institutions could negatively impact our treasury operations, as the financial condition of such parties may deteriorate rapidly and without notice in times of market volatility and disruption. Other income and expense could vary materially from expectations depending on changes in interest rates, borrowing costs and currency exchange rates. Economic downturns may also lead to restructuring actions and associated expenses.

During periods when industry-wide capacity exceeds demand, as was the case in the first quarter of 2009, our operations are subject to more intense competition, and our results of operations are likely to suffer because of the resulting pricing pressure and capacity underutilization. Severe pricing pressure could result in the overall foundry industry becoming less profitable, at least for the duration of the downturn, and could prevent us from achieving or maintaining profitability. We expect that industry cyclicality will continue. In addition, a slowdown in the growth in demand for or the continued reduction in selling prices of, devices that use semiconductors may decrease the demand for our services and reduce our profit margins. If we cannot take appropriate or effective actions in a timely manner during the current and any future economic downturns, such as reducing our costs to sufficiently offset declines in demand for our services, our business and operating results may be adversely affected. A prolonged period of economic decline could have a material adverse effect on our results of operations. Economic uncertainty also makes it difficult for us to make accurate forecasts of revenue, gross margin and expenses.

The loan agreements entered into by members of the Group contain certain restrictions that limit our flexibility in operating our business.

The terms of certain of the existing loan agreements entered into by members of the Group contain, and certain future indebtedness of the Group would likely contain, a number of restrictive covenants that impose significant operating and financial restrictions on the Group, including restrictions on the ability of members the Group to, among other things:

pay dividends;

pay shareholder loans; and

consolidate, merge or sell or otherwise dispose of any of our assets under certain conditions.

In addition, certain loan agreements of the Group contain, and any future loan agreements may contain, cross-default clauses whereby a default under one of the loan agreements may constitute an event of default under the other loan agreements. We may also be required to satisfy and maintain specified financial ratios and other financial covenants. The Group's ability to meet such financial ratios and other covenants can be affected by events beyond our control, and we cannot assure you that we will meet these ratios and comply with such covenants in the future. A breach of any of these covenants would result in a default under the existing loan agreements of the Group, which may allow the lenders to declare all amounts outstanding thereunder to be due and payable after the lapse of the relevant grace period and terminate all commitments to extend further credit, any of which could result in an event of default under the Terms and Conditions of the Notes.

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The impact of deteriorating economic conditions on our customers and suppliers could adversely affect our business.

Customer financial difficulties have resulted, and could result in the future, in increases in bad debt write-offs and additions to reserves in our receivables portfolio. In particular, our exposure to certain financially troubled customers could have an adverse effect on our results of operations. In addition, we depend on suppliers of raw materials, such as silicon wafers, gases and chemicals, and spare equipment parts, in order to maintain our production processes. Our business may be disrupted if we are unable to obtain these raw materials from our suppliers-and our suppliers from their suppliers-due to the insolvency of key suppliers who may be unable to obtain credit. Although the operations of certain of our suppliers were disrupted by the March 2011 earthquake in Japan, our business was not materially impacted by the natural disaster.

Demand instability for foundry services may result in a lower rate of return on investments than previously anticipated and our business and operating results may be adversely affected.

Until the onset of the global economic crisis, the demand for foundry services by IDMs, fabless semiconductor companies and systems companies had been increasing in recent years. We made significant investments in anticipation of the continuation of this trend. A reversal of this trend will likely result in a lower rate of return on our investments than anticipated. For example, some IDMs may change their strategy and target greater internal production, and consequently may reduce their outsourcing of wafer fabrication. During industry downturn, these IDMs may allocate a smaller portion of their fabricating needs to foundry service providers and perform a greater amount of foundry services for system companies and fabless semiconductor companies in order to maintain their equipment's utilization rates. As a result, our business and operating results may be adversely affected.

Our results of operations may fluctuate from year to year, which may make it difficult to predict our future performance which may be below our expectations or those of the public market analysts and investors in these periods.

Our sales, expenses, and results of operations may fluctuate significantly from year to year due to a number of factors, many of which are outside our control. Our business and operations are subject to a number of factors, including:

our customers' sales outlook, purchasing patterns and inventory adjustments based on general economic conditions or other factors;

the loss of one or more key customers or the significant reduction or postponement of orders from such customers;

timing of new technology development and the qualification of this technology by our customers;

timing of our expansion and development of our facilities;

our ability to obtain equipment and raw materials; and

our ability to obtain financing in a timely manner.

Due to the factors noted above and other risks discussed in this section, many of which are beyond our control, you should not rely on year-to-year comparisons to predict our future performance. Unfavorable changes in any of the above factors may adversely affect our business and operating results. In addition, our operating results may be below the expectations of public market analysts and investors in some future periods.

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If we are unable to maintain high capacity utilization, optimize the technology and product mix of our services or improve our yields, our margins may substantially decline, thereby adversely affecting our operating results.

Our ability to achieve and maintain profitability depends, in part, on our ability to:

maintain high capacity utilization, which is the actual number of wafers we produce in relation to our capacity;

optimize our technology and product mix, which is the relative number of wafers fabricated utilizing higher margin technologies as compared to commodity and lower margin technologies; and

continuously maintain and improve our yield, which is the percentage of usable fabricated devices on a wafer.

Our capacity utilization affects our operating results because a large percentage of our costs are fixed. In general, more advanced technologies sell for higher prices and higher margins. Therefore, our technology and product mix has a direct impact upon our average selling prices and overall margins. Our yields directly affect our ability to attract and retain customers, as well as the price of our services. If we are unable to maintain high capacity utilization, optimize the technology and product mix of our wafer production and continuously improve our yields, our margins may substantially decline, thereby adversely affecting our operating results.

Our continuing expansion may present significant challenges to our management and administrative systems and resources, and as a result, we may experience difficulties managing our growth, which may adversely affect our business and operating results.

Since our inception in 2000, we have grown rapidly. Our wafer shipment and sales grew from zero in 2000 to 1,985,974 wafers and US\$1.55 billion in 2010. During this period, we commenced commercial production at two 8-inch fabs (which includes our Shanghai mega fab and Tianjin fab) and one 12-inch mega fab in Beijing, and the range of process technologies we offered grew significantly. We have also undertaken management contracts to manage the operations of wafer manufacturing facilities in Wuhan, China. In addition, we are equipping our new 8-inch fab in Shenzhen. At December 31, 2000, we had 122 employees; and at December 31, 2010, we had 10,076 employees. We may hire additional employees for our fabs in Beijing to meet future increases in production capacity. This expansion, as well as our participation in a joint venture with Toppan Printing Co., Ltd. in Shanghai and a joint venture with United Test and Assembly Center Ltd. to establish an assembly and testing facility in Chengdu (which joint venture, we have substantially exited in 2011), and the management of wafer manufacturing facilities in Chengdu (which fab agreement was subsequently terminated in 2010) and Wuhan, China, have presented, and continue to present, significant challenges for our management and administrative systems and resources. If we fail to develop and maintain management and administrative systems and resources sufficient to keep pace with our planned growth, we may experience difficulties managing our growth and our business and operating results could be adversely affected.

If we lose one or more of our key personnel without obtaining adequate replacements in a timely manner or if we are unable to retain and recruit skilled personnel, our operations could become disrupted and the growth of our business could be delayed or restricted.

Our success depends on the continued service of our key executive officers, and in particular, David NK Wang, our President and Chief Executive Officer. We do not carry key person insurance on any of our personnel. If we lose the services of any of our key executive officers, it could be very difficult to find, relocate and integrate adequate replacement personnel into our operations, which could seriously harm our operations and the growth of our business.

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We will require an increased number of experienced executives, engineers and other skilled employees in the future to implement our growth plans. There is intense competition for the services of these personnel in the semiconductor industry. In addition, we expect demand for skilled and experienced personnel in China to increase in the future as new wafer fabrication facilities and other similar high technology businesses are established there. If we are unable to retain our existing personnel or attract, assimilate and retain new experienced personnel in the future, our operations could become disrupted and the growth of our business could be delayed or restricted.

Our customers generally do not place purchase orders far in advance, which makes it difficult for us to predict our future sales, adjust our production costs and efficiently allocate our capacity on a timely basis and could therefore have an adverse effect on our business and operating results.

Our customers generally do not place purchase orders far in advance of the required shipping dates. In addition, due to the cyclical nature of the semiconductor industry, our customers' purchase orders have varied significantly from period to period. As a result, we do not typically operate with any significant backlog, which makes it difficult for us to forecast our sales in future periods. Also, since our cost of sales and operating expenses have high fixed cost components, including depreciation and employee costs, we may be unable to adjust our cost structure in a timely manner to compensate for shortfalls in sales. Our current and anticipated customers may not place orders with us in accordance with our expectations or at all. As a result, it may be difficult to plan our capacity, which requires significant lead time to ramp-up and cannot be altered easily. If our capacity does not match our customer demand, we will either be burdened with expensive and unutilized overcapacity or unable to support our customers' requirements, both of which could have an adverse effect on our business and results of operations.

Our sales cycles can be long, which could adversely affect our operating results and cause our income stream to be unpredictable.

Our sales cycles, which measure the time between our first contact with a customer and the first shipment of product orders to the customer, vary substantially and can last as long as one year or more, particularly for new technologies. Sales cycles to IDM customers typically take relatively longer since they usually require our engineers to become familiar with the customer's proprietary technology before production can commence. In addition, even after we make the initial product shipments, it may take the customer several more months to reach full production of that product using our foundry services. As a result of these long sales cycles, we may be required to invest substantial time and incur significant expenses in advance of the receipt of any product order and related revenue. Orders ultimately received may not be in accordance with our expectation with respect to product, volume, price or other terms, which could adversely affect our operating results and cause our income stream to be unpredictable.

We must consistently anticipate trends in technology development or else we will be unable to maintain or increase our business and operating margins.

The semiconductor industry is developing rapidly and the related technology is constantly evolving. If we are unable to anticipate the trends in technology development and rapidly develop and implement new and innovative technology that our customers require, we may not be able to produce sufficiently advanced products at competitive prices. As the life cycle for a process technology matures, the average selling price falls. Accordingly, unless we continually upgrade our capability to manufacture new products that our customers design, our customers may use the services of our competitors instead of ours and the average selling prices of our wafers may fall, which could adversely affect our business and operating margins.

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Our sales are dependent upon a small number of customers and any decrease in sales to any of them could adversely affect our results of operations.

We have been dependent on a small number of customers for a substantial portion of our business. For the year ended December 31, 2010, our five largest customers accounted for 53.7% of our total sales. We expect that we will continue to be dependent upon a relatively limited number of customers for a significant portion of our sales. Sales generated from these customers, individually or in the aggregate, may not reach or exceed our expectations or historical levels in any future period. Our sales could be significantly reduced if any of these customers cancels or reduces its orders, significantly changes its product delivery schedule, or demands lower prices, which could have an adverse effect on our results of operations.

Since our operating cash flows will not be sufficient to cover our planned capital expenditures, we will require additional external financing, which may not be available on acceptable terms or at all. Any failure to raise adequate funds in a timely manner could adversely affect our business and operating results.

In 2010, our capital expenditures totaled approximately US\$728 million and we currently expect our capital expenditures in 2011 to total approximately US\$1 billion which is subject to adjustment based on market conditions. These capital expenditures will be used primarily to expand our operations at our mega-fab in Beijing and 12-inch fab in Shanghai. In addition, our actual expenditures may exceed our planned expenditures for a variety of reasons, including changes in our business plan, our process technology, market conditions, equipment prices, customer requirements or interest rates. Future acquisitions, mergers, strategic investments, or other developments also may require additional financing. The amount of capital required to meet our growth and development targets is difficult to predict in the highly cyclical and rapidly changing semiconductor industry.

Our operating cash flows may not be sufficient to meet our capital expenditure requirements in 2011. If our operating cash flows are insufficient, we plan to fund the expected shortfall through bank loans. If necessary, we will also explore other forms of external financing. Our ability to obtain external financing is subject to a variety of uncertainties, including:

our future financial condition, results of operations and cash flows;

general market conditions for financing activities of semiconductor companies;

our future stock price; and

our future credit rating.

External financing may not be available in a timely manner, on acceptable terms, or at all. Since our capacity expansion is a key component of our overall business strategy, any failure to raise adequate funds could adversely affect our business and operating results.

The construction and equipping of new fabs and the expansion of existing fabs are subject to certain risks that could result in delays or cost overruns, which could require us to expend additional capital and adversely affect our business and operating results.

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We plan to continue to expand our business through the development of new and existing fabs. There are a number of events that could delay these expansion projects or increase the costs of building and equipping these or future fabs in accordance with our plans. Such potential events include, but are not limited to:

shortages and late delivery of building materials and facility equipment;

delays in the delivery, installation, commissioning and qualification of our manufacturing equipment;

seasonal factors, such as a long and intensive wet season that limits construction;

labor disputes;

design or construction changes with respect to building spaces or equipment layout;

delays in securing the necessary governmental approvals and land use rights; and

technological, capacity and other changes to our plans for new fabs necessitated by changes in market conditions.

As a result, our projections relating to capacity, process technology capabilities or technology developments may significantly differ from actual capacity, process technology capabilities or technology developments.

Delays in the construction and equipping or expansion of any of our fabs could result in the loss or delayed receipt of earnings, an increase in financing costs, or the failure to meet profit and earnings projections, any of which could adversely affect our business and operating results.

If we cannot compete successfully in our industry, particularly in China, our results of operations and financial condition will be adversely affected.

The worldwide semiconductor foundry industry is highly competitive. We compete with other foundries, such as TSMC, United Microelectronics Corporation, or UMC, and GlobalFoundries, as well as the foundry services offered by some IDMs, such as Samsung Electronics. We also compete with smaller semiconductor foundries in China, Korea, Malaysia and other countries. Some of our competitors have greater access to capital and substantially higher capacity, longer or more established relationships with their customers, superior research and development capability, and greater marketing and other resources than we do. As a result, these companies may be able to compete more aggressively over a longer period of time than we can.

Our competitors have established operations in mainland China in order to compete for the growing domestic market in China. TSMC has commenced commercial production at its fab in China, and UMC has established a relationship with a fab in commercial production in China. We understand that the ability of these fabs to manufacture wafers using certain more advanced technologies is subject to restrictions by the home jurisdiction of TSMC and UMC; however, such restrictions could be reduced or lifted at any time, which may lead to increased domestic competition with such competitors and adversely affect our business and operating results.

Our ability to compete successfully depends to some extent upon factors outside of our control, including import and export controls, exchange controls, exchange rate fluctuations, interest rate fluctuations and political developments. If we cannot compete successfully in our industry or are unable to maintain our position as a leading foundry in China, our results of operations and financial condition will be adversely affected.

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We may be unable to obtain in a timely manner and at a reasonable cost the equipment necessary for our business and therefore may be unable to achieve our expansion plans or meet our customers' orders, which could negatively impact our competitiveness, financial condition and results of operations.

The semiconductor industry is capital-intensive and requires investment in advanced equipment that is available from a limited number of manufacturers. The market for equipment used in semiconductor foundries is characterized, from time to time, by significant demand, limited supply and long delivery cycles. Our business plan depends upon our ability to obtain our required equipment in a timely manner and at acceptable prices. During times of significant demand for the types of equipment we use, lead times for delivery can be as long as one year. Shortages of equipment could result in an increase in equipment prices and longer delivery times. If we are unable to obtain equipment in a timely manner and at a reasonable cost, we may be unable to achieve our expansion plans or meet our customers' orders, which could negatively impact our competitiveness, financial condition, and results of operations.

We expect to have an ongoing need to obtain licenses for the proprietary technology of others, which subjects us to the payment of license fees and potential delays in the development and marketing of our products.

While we continue to develop and pursue patent protection for our own technologies, we expect to continue to rely on third party license arrangements to enable us to manufacture certain advanced wafers. As of December 31, 2010, we had been granted 1,596 patents worldwide, of which, 57 were in Taiwan, 140 were in the U.S., and 1,399 were in China, whereas we believe our competitors and other industry participants have been issued numerous more patents concerning wafer fabrication in multiple jurisdictions. Our limited patent portfolio may in the future adversely affect our ability to obtain licenses to the proprietary technology of others on favorable license terms due to our inability to offer cross-licensing arrangements. The fees associated with such licenses could adversely affect our financial condition and operating results. They might also render our services less competitive. If for any reason we are unable to license necessary technology on acceptable terms, it may become necessary for us to develop alternative technology internally, which could be costly and delay the marketing and delivery of key products and therefore have an adverse effect on our business and operating results. In addition, we may be unable to independently develop the technology required by our customers on a timely basis or at all, in which case our customers may purchase wafers from our competitors.

We may be subject to claims of intellectual property rights infringement owing to the nature of our industry, our limited patent portfolio and limitations of the indemnification provisions in our technology license agreements. These claims could adversely affect our business and operating results.

There is frequent intellectual property litigation, involving patents, copyrights, trade secrets, mask works and other intellectual property subject matters, in our industry. In some cases, a company can avoid or settle litigation on favorable terms because it possesses patents that can be asserted against the plaintiff. The limited size of our current patent portfolio is unlikely to place us in such a bargaining position. Moreover, some of our technology license agreements with our major technology partners do not provide for us to be indemnified in the event that the processes we license pursuant to such agreements infringe third party intellectual property rights. We could be sued for allegedly infringing one or more patents as to which we will be unable to obtain a license and unable to design around. As a result, we would be foreclosed from manufacturing or selling the products which are dependent upon such technology, which could have a material adverse

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effect on our business. We may litigate the issues of whether these patents are valid or infringed, but in the event of a loss we could be required to pay substantial monetary damages and be enjoined from further production or sale of such products.

If our relationships with our technology partners deteriorate or we are unable to enter into new technology alliances, we may not be able to continue providing our customers with leading edge process technology, which could adversely affect our competitive position and operating results.

Enhancing our process technologies is critical to our ability to provide high quality services for our customers. We intend to continue to advance our process technologies through internal research and development efforts and technology alliances with other companies. Although we have an internal research and development team focused on developing new process technologies, we depend upon our technology partners to advance our portfolio of process technologies. We currently have joint technology development arrangements and technology sharing arrangements with several companies and research institutes. If we are unable to continue our technology alliances with these entities, or maintain on mutually beneficial terms any of our other joint development arrangements, research and development alliances and other similar agreements, or are unable to enter into new technology alliances with other leading developers of semiconductor technology, we may not be able to continue providing our customers with leading edge process technology, which could adversely affect our competitive position and operating results.

Global or regional economic, political and social conditions could adversely affect our business and operating results.

External factors such as potential terrorist attacks, acts of war, financial crises, global economic crisis, natural disaster, or geopolitical and social turmoil in those parts of the world that serve as markets for our products could significantly adversely affect our business and operating results in ways that cannot presently be predicted. These uncertainties could make it difficult for our customers and us to accurately plan future business activities. More generally, these geopolitical, social and economic conditions could result in increased volatility in worldwide financial markets and economies that could adversely impact our sales. We are not insured for losses and interruptions caused by terrorist acts or acts of war. Therefore, any of these events or circumstances could adversely affect our business and operating results. In the event of a natural disaster such as the March 2011 earthquake in Japan, our suppliers operations could be disrupted although in this particular case our business and operating results were not materially adversely impacted.

The recurrence of an outbreak of the H1N1 strain of flu (Avian Flu), Severe Acute Respiratory Syndrome (SARS), or an outbreak of any other similar epidemic could, directly or indirectly, adversely affect our operating results.

Past outbreaks of the H1N1 virus, commonly known as swine flu, in North America and Europe caused governments to take measures to prevent spread of the virus. In addition, there have been reports of swine flu cases in Asia. The spread of epidemics could negatively affect the economy. For example, past occurrences of epidemics such as SARS have caused different degrees of damage to the national and local economies in China. If any of our employees are identified as a possible source of spreading the H1N1 virus, the Avian Flu or any other similar epidemic, we may be required to quarantine employees that are suspected of being infected, as well as others that have come into contact with those employees. We may also be required to disinfect our affected premises, which could cause a temporary suspension of our manufacturing capacity, thus adversely affecting our operations. A recurrence of an outbreak of the H1N1 virus or a recurrence of an outbreak of SARS, Avian Flu or other similar epidemic could restrict the level of economic activities generally and/or slow down or disrupt our business activities which could in turn adversely affect our results of operations.

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Exchange rate fluctuations could increase our costs, which could adversely affect our operating results and the value of our ADSs.

Our financial statements are prepared in U.S. dollars. Our sales are generally denominated in U.S. dollars and our operating expenses and capital expenditures are generally denominated in U.S. dollars, Japanese Yen, Euros and Renminbi. Although we enter into foreign currency forward exchange contracts, we are still affected by fluctuations in exchange rates between the U.S. dollar and each of the Japanese Yen, the Euro and the Renminbi. Any significant fluctuations among these currencies may lead to an increase in our costs, which could adversely affect our operating results. See *-Risks Related to Conducting Operations in China* Devaluation or appreciation in the value of the Renminbi or restrictions on convertibility of the Renminbi could adversely affect our business and operating results for a discussion of risks relating to the Renminbi.

Fluctuations in the exchange rate of the Hong Kong dollar against the U.S. dollar will affect the U.S. dollar value of the ADSs, since our ordinary shares are listed and traded on the Hong Kong Stock Exchange and the price of such shares are denominated in Hong Kong dollars. While the Hong Kong government has continued to pursue a pegged exchange rate policy, with the Hong Kong dollar trading in the range of HK\$7.7498 to HK\$7.8069 per US\$1.00 for 2010, we cannot assure you that such policy will be maintained. Exchange rate fluctuations also will affect the amount of U.S. dollars received upon the payment of any cash dividends or other distributions paid in Hong Kong dollars and the Hong Kong dollar proceeds received from any sales of ordinary shares. Therefore, such fluctuations could also adversely affect the value of our ADSs.

If we fail to maintain an effective system of internal control over financial reporting, we may not be able to accurately report our financial results or prevent fraud and, because of the inherent limitation of internal control over financial reporting, material misstatements due to error or fraud may not be prevented or detected on a timely basis.

We are subject to reporting obligations under the United States securities laws. The SEC, as required by Section 404 of the Sarbanes-Oxley Act of 2002, or the Sarbanes-Oxley Act, adopted rules requiring public companies to include a management report on such company's internal controls over financial reporting in its annual report, which contains management's assessment of the effectiveness of the company's internal controls over financial reporting. In addition, an independent registered public accounting firm must attest to the effectiveness of the company's internal controls over financial reporting. Our management has concluded that our internal controls over our financial reporting were not effectively maintained as of December 31, 2009. We have taken remedial steps to improve our internal controls and management concluded that our internal controls over financial reporting were effectively maintained as of December 31, 2010. However, we cannot assure you that in the future we or our independent registered public accounting firm will not identify material weaknesses during the Section 404 of the Sarbanes-Oxley Act audit process or for other reasons. In addition, because of the inherent limitations of internal control over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may not be prevented or detected on a timely basis. As a result, if we fail to maintain effective internal controls over financial reporting or should we be unable to prevent or detect material misstatements due to error or fraud on a timely basis, investors could lose confidence in the reliability of our financial statements, which in turn could harm our business and negatively impact the trading price of our securities. Furthermore, we have incurred and expect to continue to incur considerable costs and to use significant management time and other resources in an effort to comply with Section 404 and other requirements of the Sarbanes-Oxley Act.

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We have twice settled pending litigation with TSMC at a substantial cost to us, and, if we materially breach our 2009 settlement agreement with TSMC (or certain related documents), we could be required to pay substantial liquidated damages in addition to the money damages or other remedies TSMC may be entitled to in connection with such material breach.

Taiwan Semiconductor Manufacturing Company, Limited (TSMC) has brought legal claims against us and our personnel on several occasions since 2002. On January 31, 2005, we entered into a settlement agreement with TSMC and agreed to pay them \$175 million in installments over a period of six years (the 2005 Settlement Agreement).

On August 25, 2006, TSMC filed a new lawsuit against us and certain of our subsidiaries in the Superior Court of the State of California for alleged breach of the 2005 Settlement Agreement between us and TSMC, alleged breach of promissory notes and alleged trade secret misappropriation by us. We filed counterclaims against TSMC in the same court in September 2006 and also filed suit against TSMC in Beijing in November 2006. We settled these 2006 lawsuits with TSMC (the Settled Actions) on November 9, 2009 with a settlement agreement (the 2009 Settlement Agreement) which replaced the 2005 Settlement Agreement.

Under the terms of the 2009 Settlement Agreement, our obligation to make the remaining payments of approximately US\$40 million under the 2005 Settlement Agreement was terminated, but we agreed to pay TSMC an aggregate of US\$200 million over a period of four years and committed, subject to certain terms and conditions, to issue TSMC 1,789,493,218 of our shares and one or more warrants exercisable within three years of issuance to subscribe for an aggregate of 695,914,030 of our shares, subject to adjustment, at a purchase price of HK\$1.30 per share, subject to adjustment. See Item 10 Additional Disclosure Other Contracts for a more detailed description of the share and warrant issuance agreement entered into by us and TSMC in connection with the 2009 Settlement Agreement and the warrant agreement to be entered into (subject to receipt of required government and regulatory approvals) between us and TSMC in connection with the 2009 Settlement Agreement. The 1,789,493,218 common shares and the warrant to purchase 695,914,030 common shares, subject to adjustment, were issued on July 5, 2010. In addition, the 2009 Settlement Agreement terminated that certain patent cross license agreement that was entered into in connection with the 2005 Settlement Agreement under which we had previously cross-licensed patent portfolios with TSMC (the 2005 Patent Cross-License).

Under the 2009 Settlement Agreement, both parties released the other from all claims arising out of or related to claims and counterclaims that were or could have been brought in the Settled Actions, but this release does not apply to claims of breach of the 2009 Settlement Agreement. In addition, each party covenanted not to sue the other for misappropriation or infringement of intellectual property rights, but this covenant not to sue did not extend to claims for breach of the 2009 Settlement Agreement or claims for patent or trademark infringement.

Further, the 2009 Settlement Agreement provides that if we materially breach the 2009 Settlement Agreement or certain related documents and fail to cure that breach within 30 days after notice from TSMC, that we will pay TSMC liquidated damages, in addition to any damages arising from such breach, in the amount of US\$44 million plus a royalty equal to 5% of our gross revenues derived from foundry services in respect of our 90nm and larger manufacturing processes during the period commencing on the date of the breach and ending on the date that is twenty years from the date of the 2009 Settlement Agreement.

There can be no assurance that TSMC will not sue us again in the future. For example, TSMC is not prohibited under the 2009 Settlement Agreement from bringing infringement claims against us which could not have been brought in the Settled Actions. Further, we are subject to several obligations under the 2009 Settlement Agreement, including obligations to protect

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the confidentiality of certain information, and TSMC could, in the future, allege a breach by us of the 2009 Settlement Agreement. If TSMC were successful in a claim of material breach by us of the 2009 Settlement Agreement (or certain related documents), we have agreed to pay substantial liquidated damages as described above.

TSMC is a competitor of ours and has substantially greater resources than we do to investigate and pursue legal actions. If TSMC successfully brings additional legal actions against us, we could be subject to significant penalties which could include monetary payments and/or injunctive relief such as requirements to discontinue sales of products.

The occurrence of any of these events could have a material adverse effect on our business and operating results and, in any event, the cost of litigation could be substantial.

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Risks Related to Manufacturing

Our manufacturing processes are highly complex, costly and potentially vulnerable to impurities and other disruptions, which could significantly increase our costs and delay product shipments to our customers.

Our manufacturing processes are highly complex, require advanced and costly equipment, demand a high degree of precision and may have to be modified to improve yields and product performance. Dust and other impurities, difficulties in the fabrication process or defects with respect to the equipment or facilities used can lower yields, cause quality control problems, interrupt production or result in losses of products in process. As system complexity has increased and process technology has become more advanced, manufacturing tolerances have been reduced and requirements for precision have become even more demanding. As a result, we may experience production difficulties, which could significantly increase our costs and delay product shipments to our customers.

We may have difficulty in ramping up production, which could cause delays in product deliveries and loss of customers and adversely affect our business and operating results.

As is common in the semiconductor industry, we may experience difficulty in ramping up production at new or existing facilities, such as our Beijing mega-fab in which we expect to add a significant amount of new equipment. This could be due to a variety of factors, including hiring and training of new personnel, implementing new fabrication processes, recalibrating and re-qualifying existing processes and the inability to achieve required yield levels.

In the future, we may face construction delays or interruptions, infrastructure failure, or delays in upgrading or expanding existing facilities or changing our process technologies, which may adversely affect our ability to ramp up production in accordance with our plans. Our failure to ramp up our production on a timely basis could cause delays in product deliveries, which may result in the loss of customers and sales. It could also prevent us from recouping our investments in a timely manner or at all, and adversely affect our business and operating results.

We have formed joint ventures that, if not successful, may adversely impact our business and operating results.

In July 2004, we announced an agreement with Toppan Printing Co., Ltd., to establish Toppan SMIC Electronics (Shanghai) Co., Ltd., a joint venture in Shanghai, to manufacture color filters and micro-lenses for CMOS image sensors. In May 2005, we announced an agreement with United Test and Assembly Center Ltd. to establish a joint venture in Chengdu to provide assembly and testing services for memory and logic devices. On March 1, 2011, the Company deconsolidated AT as its majority ownership interest was reduced to 10%. As a result, all previously preferred securities issued were cancelled. The Company retained a 10% interest in AT and will account for such investment under the cost method in future periods as it no longer has controlling financial interest nor significant influence in AT. No cash or other consideration was received by the Company in conjunction with disposition.

The results of the joint ventures are reflected in our operating results to the extent of our ownership interest, and losses of the joint ventures could adversely impact our operating results. For example, as a result of our ownership of Toppan SMIC Electronics (Shanghai) Co., Ltd., we recorded a gain of US\$0.3 million in 2010. Integration of assets and operations being contributed by each partner will involve complex activities that must be completed in a short period of time. The joint ventures are likely to continue to face numerous challenges in commencing their operations and operating successfully. The business of the joint ventures will be subject to operational risks that would normally arise for these types of businesses pertaining to manufacturing, sales, service, marketing, and corporate functions. Competition in the CMOS image sensor market and semiconductor assembly and testing industry will involve challenges from well-established companies with substantial resources and significant market share.

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If the joint ventures are not successful or less successful than we anticipate, we may incur higher costs for performing assembly and testing services through our current partners or for manufacturing color filters and micro-lenses, which typically require mature technologies and thus command a lower wafer price and generate lower margins, at our existing fabs. Either result may adversely affect our business and operating results.

If we are unable to obtain raw materials and spare parts in a timely manner, our production schedules could be delayed and our costs could increase.

We depend on suppliers of raw materials, such as silicon wafers, gases and chemicals, and spare equipment parts, in order to maintain our production processes. To maintain operations, we must obtain from our suppliers sufficient quantities of quality raw materials and spare equipment parts at acceptable prices and in a timely manner. The most important raw material used in our production is silicon in the form of raw wafers. We currently purchase approximately 74% of our overall raw wafer requirements from our top three raw wafer suppliers. In addition, a portion of our gas and chemical requirements currently must be sourced from outside China. We may not be able to obtain adequate supplies of raw materials and spare parts in a timely manner and at a reasonable cost. In addition, from time to time, we may need to reject raw materials and parts that do not meet our specifications, resulting in potential delays or declines in output. If the supply of raw materials and necessary spare parts is substantially reduced or if there are significant increases in their prices, we may incur additional costs to acquire sufficient quantities of these parts and materials to maintain our production schedules and commitments to customers.

Our production may be interrupted, limited or delayed if we cannot maintain sufficient sources of fresh water and electricity, which could adversely affect our business and operating results.

The semiconductor fabrication process requires extensive amounts of fresh water and a stable source of electricity. As our production capabilities increase and our business grows, our requirements for these resources will grow substantially. While we have not, to date, experienced any instances of the lack of sufficient supplies of water or material disruptions in the electricity supply to any of our fabs, we may not have access to sufficient supplies of water and electricity to accommodate our planned growth. Droughts, pipeline interruptions, power interruptions, electricity shortages or government intervention, particularly in the form of rationing, are factors that could restrict our access to these utilities in the areas in which our fabs are located. In particular, our fab in Tianjin and our Beijing mega-fab are located in areas that are susceptible to severe water shortages during the summer months. If there is an insufficient supply of fresh water or electricity to satisfy our requirements, we may need to limit or delay our production, which could adversely affect our business and operating results. In addition, a power outage, even of very limited duration, could result in a loss of wafers in production and a deterioration in yield.

Our operations may be delayed or interrupted due to natural disasters which could adversely affect our business and operating results.

We depend on suppliers of raw materials, such as silicon wafers, gases and chemicals, and spare equipment parts, in order to maintain our production processes in addition to requiring extensive amounts of fresh water and a stable source of electricity. The occurrence of natural disasters such as earthquakes may disrupt this required access to goods and services provided by our suppliers as well as access to fresh water and electricity. As a result, our production could be limited or delayed due to the disruption of access to required supplies, in addition to possible damage caused to our manufacturing

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equipment and related infrastructure, which could adversely affect our business and operating results. Our business and operating results were not materially impacted by Japan's earthquake in March 2011.

We are subject to the risk of damage due to fires or explosions because the materials we use in our manufacturing processes are highly flammable. Such damage could temporarily reduce our manufacturing capacity, thereby adversely affecting our business and operating results.

We use highly flammable materials such as silane and hydrogen in our manufacturing processes and are therefore subject to the risk of loss arising from explosions and fires. While we have not, to date, experienced any explosion or fire due to the nature of our raw materials, the risk of explosion and fire associated with these materials cannot be completely eliminated. Although we maintain comprehensive fire insurance and insurance for the loss of property and the loss of profit resulting from business interruption, our insurance coverage may not be sufficient to cover all of our potential losses due to an explosion or fire. If any of our fabs were to be damaged or cease operations as a result of an explosion or fire, it could temporarily reduce our manufacturing capacity, which could adversely affect our business and operating results.

Our Beijing mega-fab is located in an area that is susceptible to seasonal dust storms, which could create impurities in the production process at these facilities and require us to take additional measures or spend additional capital to further insulate these fabs from dust, thereby adversely affecting our business and operating results.

The location of our Beijing mega-fab makes it susceptible to seasonal dust storms, which could cause dust particles to enter the buildings and affect the production process. Although we are constructing precautionary filtration systems, these may not adequately insulate the Beijing mega-fab against dust contamination. If dust were to affect production in the Beijing mega-fab, we could experience quality control problems, losses of products in process and delays in shipping products to our customers. In addition, we may have to spend additional capital to further insulate the Beijing mega-fab from dust if our current precautionary measures are insufficient. The occurrence of any of these events could adversely affect our business and operating results.

Our operations may be delayed or interrupted and our business could suffer as a result of steps we may be required to take in order to comply with environmental regulations.

We are subject to a variety of Chinese environmental regulations relating to the use, discharge and disposal of toxic or otherwise hazardous materials used in our production processes. Any failure or any claim that we have failed to comply with these regulations could cause delays in our production and capacity expansion and affect our company's public image, either of which could harm our business. In addition, any failure to comply with these regulations could subject us to substantial fines or other liabilities or require us to suspend or adversely modify our operations.

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Risks Related to Conducting Operations in China

Our business is subject to extensive government regulation and benefits from certain government incentives, and changes in these regulations or incentives could adversely affect our business and operating results.

The Chinese government has broad discretion and authority to regulate the technology industry in China. China's government has also implemented policies from time to time to regulate economic expansion in China. The economy of China has been transitioning from a planned economy to a market-oriented economy. Although in recent years the Chinese government has implemented measures emphasizing the utilization of market forces for economic reform, the reduction of state ownership of productive assets, and the establishment of sound corporate governance in business enterprises, a substantial portion of productive assets in China is still owned by the Chinese government. In addition, the Chinese government continues to play a significant role in regulating industrial development. It also exercises significant control over China's economic growth through the allocation of resources, controlling payment of foreign currency-denominated obligations, setting monetary policy, and providing preferential treatment to particular industries or companies. New regulations or the readjustment of previously implemented regulations could require us to change our business plan, increase our costs or limit our ability to sell products and conduct activities in China, which could adversely affect our business and operating results.

In addition, the Chinese government and provincial and local governments have provided, and continue to provide, various incentives to domestic companies in the semiconductor industry, including our company, in order to encourage the development of the industry. Such incentives include tax rebates, reduced tax rates, favorable lending policies, and other measures. Any of these incentives could be reduced or eliminated by governmental authorities at any time. For example, in the past, the Chinese government announced that by April 1, 2005, the preferential value-added tax policies, which previously entitled certain qualified companies to receive a refund of the amount exceeding 3% of the actual value-added tax burden relating to self-made integrated circuit product sales, would be eliminated. While we have not previously benefited materially from such preferential value-added tax policies, any reduction or elimination of other incentives currently provided to us could adversely affect our business and operating results.

Because our business model depends on growth in the electronics manufacturing supply chain in China, any slowdown in this growth could adversely affect our business and operating results.

Our business is dependent upon the economy and the business environment in China. In particular, our growth strategy is based upon the assumption that demand in China for devices that use semiconductors will continue to grow. Therefore, any slowdown in the growth of consumer demand in China for products that use semiconductors, such as computers, mobile phones or other consumer electronics, could have a serious adverse effect on our business. In addition, our business plan assumes that an increasing number of non-domestic IDMs, fabless semiconductor companies and systems companies will establish operations in China. Any decline in the rate of migration to China of semiconductor design companies or companies that require semiconductors as components for their products could adversely affect our business and operating results.

Limits placed on exports into China could substantially harm our business and operating results.

The growth of our business will depend on the ability of our suppliers to export, and our ability to import, equipment, materials, spare parts, process know-how and other technologies and hardware into China. Any restrictions placed on the import and export of these products and technologies could adversely impact our growth and substantially harm our

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business. In particular, the United States requires our suppliers and us to obtain licenses to export certain products, equipment, materials, spare parts and technologies from that country. If we or our suppliers are unable to obtain export licenses in a timely manner, our business and operating results could be adversely affected.

In July 1996, thirty-three countries ratified the Wassenaar Arrangement on Export Controls for Conventional Arms and Dual-Use Goods and Technologies, which established a worldwide arrangement to restrict the transfer of conventional arms and dual-use goods and technologies. Under the terms of the Wassenaar Arrangement, the participating countries, including the United States, have restricted exports to China of technology, equipment, materials and spare parts that potentially may be used for military purposes in addition to their commercial applications. To the extent that technology, equipment, materials or spare parts used in our manufacturing processes are or become subject to the restrictions of the arrangement, our ability to procure these products and technology could be impaired, which could adversely affect our business and operating results. There could also be a change in the export license regulatory regime in the countries from which we purchase our equipment, materials and spare parts that could delay our ability to obtain export licenses for the equipment, materials, spare parts and technology we require to conduct our business.

Devaluation or appreciation in the value of the Renminbi or restrictions on convertibility of the Renminbi could adversely affect our business and operating results.

The value of the Renminbi is subject to changes in China's governmental policies and to international economic and political developments. Since 1994, the conversion of Renminbi into foreign currencies, including Hong Kong and U.S. dollars, has been based on rates set by the People's Bank of China (PBOC), which are set daily based on the previous day's interbank foreign exchange market rates and current exchange rates on the world financial markets. The Renminbi to U.S. dollar exchange rate experienced significant volatility prior to 1994, including periods of sharp devaluation. On July 21, 2005, the PBOC announced an adjustment of the exchange rate of the U.S. dollar to Renminbi from 1:8.27 to 1:8.11 and modified the system by which the exchange rates are determined. The central parity rate of the U.S. Dollar to Renminbi was set at 6.6227 on December 31, 2010 versus 6.8282 on December 31, 2009 by PBOC. The cumulative appreciation of the Renminbi against the U.S. dollar in 2010 was approximately 3.0%. There remains significant international pressure on the PRC government to adopt an even more flexible currency policy, which could result in a further and more significant appreciation of the Renminbi against the U.S. dollar. As a result, the exchange rate may become volatile and the Renminbi may be devalued again against the U.S. dollar or other currencies, or the Renminbi may be permitted to enter into a full or limited free float, which may result in an appreciation in the value of the Renminbi against the U.S. dollar, any of which could have an adverse affect on our business and operating results.

In the past, financial markets in many Asian countries have experienced severe volatility and, as a result, some Asian currencies have experienced significant devaluation from time to time. The devaluation of some Asian currencies may have the effect of rendering exports from China more expensive and less competitive and therefore place pressure on China's government to devalue the Renminbi. An appreciation in the value of the Renminbi could have a similar effect. Any devaluation of the Renminbi could result in an increase in volatility of Asian currency and capital markets. Future volatility of Asian financial markets could have an adverse impact on our ability to expand our product sales into Asian markets outside of China.

We receive a portion of our sales in Renminbi, which is currently not a freely convertible currency. For the year ended December 31, 2010, approximately 10.2% of our sales were denominated in Renminbi. While we have used these proceeds for the payment of our Renminbi expenses, we may in the future need to convert these sales into foreign currencies to allow us to purchase imported materials and equipment, particularly as we expect the proportion of our sales to China-based companies to

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increase in the future. Under China's existing foreign exchange regulations, payments of current account items, including profit distributions, interest payments and expenditures from trade may be made in foreign currencies without government approval, except for certain procedural requirements. The Chinese government may, however, at its discretion, restrict access in the future to foreign currencies for current account transactions and prohibit us from converting our Renminbi sales into foreign currencies. If this were to occur, we may not be able to meet our foreign currency payment obligations.

China's entry into the World Trade Organization has resulted in lower Chinese tariff levels, which benefit our competitors from outside China and could adversely affect our business and operating results.

As a result of joining the World Trade Organization, or WTO, China has reduced its average rate of import tariffs to 9.8% in 2003 and may further decrease. The import tariff for some information technology-related products has been reduced to zero. As a consequence, we expect stronger competition in China from our foreign competitors, particularly in terms of product pricing, which could adversely affect our business and operating results.

China's legal system embodies uncertainties that could adversely affect our business and operating results.

Since 1979, many new laws and regulations covering general economic matters have been promulgated in China. Despite this activity to develop the legal system, China's system of laws is not yet complete. Even where adequate law exists in China, enforcement of existing laws or contracts based on existing law may be uncertain and sporadic, and it may be difficult to obtain swift and equitable enforcement or to obtain enforcement of a judgment by a court of another jurisdiction. The relative inexperience of China's judiciary in many cases creates additional uncertainty as to the outcome of any litigation. In addition, interpretation of statutes and regulations may be subject to government policies reflecting domestic political changes.

Our activities in China will be subject to administrative review and approval by various national and local agencies of China's government. See Item 4-Information on the Company-Regulation. Because of the changes occurring in China's legal and regulatory structure, we may not be able to secure the requisite governmental approval for our activities. Failure to obtain the requisite governmental approval for any of our activities could adversely affect our business and operating results.

Our corporate structure may restrict our ability to receive dividends from, and transfer funds to, our Chinese operating subsidiaries, which could restrict our ability to act in response to changing market conditions and reallocate funds from one Chinese subsidiary to another in a timely manner.

We are a Cayman Islands holding company and substantially all of our operations are conducted through our Chinese operating subsidiaries, Semiconductor Manufacturing International (Shanghai) Corporation, or SMIC Shanghai, Semiconductor Manufacturing International (Beijing) Corporation, or SMIC Beijing, and Semiconductor Manufacturing International (Tianjin) Corporation. The ability of these subsidiaries to distribute dividends and other payments to us may be restricted by factors that include changes in applicable foreign exchange and other laws and regulations. In particular, under Chinese law, these operating subsidiaries may only pay dividends after 10% of their net profit has been set aside as reserve funds, unless such reserves have reached at least 50% of their respective registered capital. In addition, the profit available for distribution from our Chinese operating subsidiaries is determined in accordance with generally accepted accounting principles in China. This calculation may differ from the one performed in accordance with U.S. GAAP. As a result, we may not have sufficient distributions from our Chinese subsidiaries to enable necessary profit distributions to us

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or any distributions to our shareholders in the future, which calculation would be based upon our financial statements prepared under U.S. GAAP.

Distributions by our Chinese subsidiaries to us may be subject to governmental approval and taxation. Any transfer of funds from our company to our Chinese subsidiaries, either as a shareholder loan or as an increase in registered capital, is subject to registration or approval of Chinese governmental authorities, including the relevant administration of foreign exchange and/or the relevant examining and approval authority. In addition, it is not permitted under Chinese law for our Chinese subsidiaries to directly lend money to each other. Therefore, it is difficult to change our capital expenditure plans once the relevant funds have been remitted from our company to our Chinese subsidiaries. These limitations on the free flow of funds between us and our Chinese subsidiaries could restrict our ability to act in response to changing market conditions and reallocate funds from one Chinese subsidiary to another in a timely manner.

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Risks Related to Ownership of Our Shares and ADSs and Our Trading Markets

Future sales of securities by us or our shareholders may decrease the value of your investment.

Future sales by us or our existing shareholders of substantial amounts of our ordinary shares or ADSs in the public markets could adversely affect market prices prevailing from time to time.

We cannot predict the effect, if any, of any such future sales or of the perception that any such future sales will occur, on the market price for our ordinary shares or ADSs.

Holders of our ADSs will not have the same voting rights as the holders of our shares and may not receive voting materials in time to be able to exercise their right to vote.

Holders of our ADSs may not be able to exercise voting rights attaching to the shares evidenced by our ADSs on an individual basis. Holders of our ADSs have appointed the depositary or its nominee as their representative to exercise the voting rights attaching to the shares represented by the ADSs. You may not receive voting materials in time to instruct the depositary to vote, and it is possible that you, or persons who hold their ADSs through brokers, dealers or other third parties, will not have the opportunity to exercise a right to vote.

You may not be able to participate in rights offerings and may experience dilution of your holdings as a result.

We may from time to time distribute rights to our shareholders, including rights to acquire our securities. Under the deposit agreement for the ADSs, the depositary will not offer those rights to ADS holders unless both the rights and the underlying securities to be distributed to ADS holders are either registered under the Securities Act or exempt from registration under the Securities Act with respect to all holders of ADSs. We are under no obligation to file a registration statement with respect to any such rights or underlying securities or to endeavor to cause such a registration statement to be declared effective. In addition, we may not be able to take advantage of any exemptions from registration under the Securities Act. Accordingly, holders of our ADSs may be unable to participate in our rights offerings and may experience dilution in their holdings as a result.

The laws of the Cayman Islands and China may not provide our shareholders with benefits provided to shareholders of corporations incorporated in the United States.

Our corporate affairs are governed by our memorandum and articles of association, by the Companies Law (Revised) and the common law of the Cayman Islands. The rights of shareholders to take action against our directors, actions by minority shareholders and the fiduciary responsibilities of our directors to us under Cayman Islands law are to a large extent governed by the common law of the Cayman Islands. The common law in the Cayman Islands is derived in part from comparatively limited judicial precedent in the Cayman Islands and from English common law, the decisions of whose courts are of persuasive authority but are not binding on a court in the Cayman Islands. The rights of our shareholders and the fiduciary responsibilities of our directors under Cayman Islands law are not as clearly established as they would be under statutes or judicial precedents in the United States. In particular, the Cayman Islands have a less developed body of securities laws as compared to the United States. Therefore, our public shareholders may have more difficulty protecting their interests in the face of actions by our management, directors or controlling shareholders than would shareholders of a corporation incorporated in a jurisdiction in the United States. In addition, Cayman Islands companies may not have standing to initiate a shareholder derivative action before the federal courts of the United States.

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It may be difficult for you to enforce any judgment obtained in the United States against our company, which may limit the remedies otherwise available to our shareholders.

Substantially all of our assets are located outside the United States. Almost all of our current operations are conducted in China. Moreover, a number of our directors and officers are nationals or residents of countries other than the United States. All or a substantial portion of the assets of these persons are located outside the United States. As a result, it may be difficult for you to effect service of process within the United States upon these persons. In addition, there is uncertainty as to whether the courts of the Cayman Islands or China would recognize or enforce judgments of United States courts obtained against us or such persons predicated upon the civil liability provisions of the securities law of the United States or any state thereof, or be competent to hear original actions brought in the Cayman Islands or China, respectively, against us or such persons predicated upon the securities laws of the United States or any state thereof. See Item 4 Information on the Company Business Overview Enforceability of Civil Liabilities.

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Item 4. Information on the Company

History and Development of the Company

We were established as an exempted company under the laws of the Cayman Islands on April 3, 2000. Our legal name is Semiconductor Manufacturing International Corporation. Our principal place of business is 18 Zhangjiang Road, Pudong New Area, Shanghai, China 201203, telephone number: (86) 21-3861-0000. Our registered office is located at PO Box 309, Uglan House, Grand Cayman, KY1-1104, Cayman Islands. Since our global offering, we have been listed on the New York Stock Exchange under the symbol SMI and the Stock Exchange of Hong Kong under the stock code 0981.HK

In August 2000, we started construction of the first fabrication facility (fab) in our Shanghai mega-fab which commenced pilot production in September 2001 and commenced commercial production in January 2002. The second fab in our Shanghai mega-fab was completed in two stages, commencing commercial production in January 2002 (for aluminum interconnects) and January 2003 (for copper interconnects). The third fab in our Shanghai mega-fab also commenced commercial production in January 2003. All of the fabs comprising the Shanghai mega-fab are located in the Zhangjiang High-Tech Park. In January 2004, we completed the acquisition of an 8-inch wafer fab located in the Xiqing Economic Development Area in Tianjin, China, which commenced mass production in May 2004. We started construction of our Beijing mega-fab in the Beijing Economic and Technological Development Area in December 2002. The Beijing mega-fab consists of two 12-inch fabs and commenced commercial production in March 2005. The Beijing mega-fab is mainland China's first 12-inch fab. In January 2008, the Company announced its plan to start a new IC production project in Shenzhen with support from the Shenzhen municipal government. The project broke ground in the first half of 2008.

We entered into an agreement with Toppan Printing Co., Ltd., to establish Toppan SMIC Electronics (Shanghai) Co., Ltd., which manufactures color filters and micro-lenses for CMOS image sensors and a joint venture agreement with United Test and Assembly Center Ltd. to provide assembly and testing services in Chengdu, China focusing on memory and logic devices (which joint venture, we have substantially existed in 2011). We also entered into agreements to manage the operations of wafer manufacturing facilities (fabs) in Chengdu and Wuhan, China. The Chengdu fab agreement was subsequently terminated in 2010. We maintain customer service and marketing offices in Japan, Europe, and the United States, as well as representative office in Hong Kong.

The foundry industry requires a significant amount of capital expenditures in order to construct, equip, and ramp up fabs. We incurred capital expenditures of US\$666 million, US\$190 million, and US\$728 million in 2008, 2009 and 2010, respectively, for these purposes. We anticipate that in 2011, we will incur approximately US\$1 billion in capital expenditures, subject to adjustment based on market conditions, principally to expand our operations at our mega-fab in Beijing. If our operating cash flows are insufficient, we plan to fund the expected shortfall through bank loans. If necessary, we will also explore other forms of external financing.

Our fabs had an aggregate capacity, as of December 31, 2010, of 171,725 8-inch wafer equivalents per month for wafer fabrication. We anticipate an increase in aggregate capacity by the end of 2011.

For additional information, see Item 5 Operating and Financial Review and Prospects - Factors that Impact Our Results of Operations Substantial Capital Expenditures and Capacity Expansion.

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Business Overview

We are one of the leading semiconductor foundries in the world. We operate three 8-inch wafer fabrication facilities in our Shanghai mega-fab located in the Zhangjiang High-Tech Park in Shanghai, China, an 8-inch wafer fab in Tianjin, China and a 12-inch wafer fab in our Beijing mega-fab located in the Beijing Economic and Technological Development Area in Beijing, China. These fabs had an aggregate capacity as of December 31, 2010 of 171,725 8-inch wafer equivalents per month for wafer fabrication which positions us as the leading foundry in China. In addition, we have a 12-inch fab in Shanghai currently engaged primarily in research and development activities, and a 8-inch fab under construction in Shenzhen. We have also entered into agreements to manage the operations of wafer manufacturing facilities in Wuhan, China.

We currently provide semiconductor fabrication services using 0.35 micron down to 40 nanometer process technology for the following devices:

logic technologies, including standard logic, mixed-signal, RF and high voltage circuits;

memory technologies, including SRAM, Flash, and EEPROM; and

specialty technologies, including LCOS, and CIS.

In 2010, the Company recorded an impairment loss of \$8,442,050 associated with the disposal of fixed assets with outdated technologies.

In 2009, the effect of adverse market conditions and significant changes in the Company's operation strategy lead to the Company's identification and commitment to abandon a group of long-lived assets. This group of long-lived assets was equipped with outdated technologies and no longer received vendor support. As of December 31, 2009, this group of assets ceased to be used. As a result, the Company recorded an impairment loss of \$104,676,535 after writing down the carrying value of these assets to zero.

In the first quarter of 2008, the Company reached an agreement with our customers to completely exit the commodity DRAM business. The conversion of DRAM capacity into logic production was completed on schedule in the fourth quarter of 2008. As a result, our Beijing 300mm logic capacity has placed us in a better position to serve our global and China customers. In connection with the decision to exit the commodity DRAM business, we recorded an impairment loss of \$105,774,000 on long-lived assets during the first quarter of 2008.

In addition to wafer fabrication, our service offerings include a comprehensive portfolio of intellectual property consisting of libraries and circuit design blocks, design support, mask-making, wafer probing, gold/solder bumping and redistribution layer manufacturing. We also work with our partners to provide assembly and testing services.

We have a global and diversified customer base that includes some of the world's leading IDMs and fabless semiconductor companies.

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Our Industry

The Semiconductor Industry

Since the invention of the first semiconductor transistor in 1947, integrated circuits have become critical components in an increasingly broad range of electronics applications, including personal computers, wired and wireless communications equipment, televisions, consumer electronics and automotive and industrial control applications. Advancements in semiconductor design techniques and process technologies have allowed for the mass production of increasingly smaller and more powerful semiconductor devices at lower costs. This has resulted in the availability and proliferation of more complex integrated circuits with higher functionality. These integrated circuits may now each contain up to millions of transistors.

The key raw material for a semiconductor foundry is a raw wafer, which is a circular silicon plate. Raw wafers are available in different diameters (e.g., 5-inch, 6-inch, 8-inch or 12-inch) to meet the capabilities of different equipment. A fab capable of manufacturing integrated circuits on an 8-inch raw wafer is commonly described as an 8-inch fab. A raw wafer with a larger diameter has a greater surface area and consequently yields a greater number of integrated circuit dies.

Process technologies are the set of specifications and parameters implemented for manufacturing the circuitry on integrated circuits. The transistor circuitry on an integrated circuit typically follows lines that are less than one micron wide (1/1,000,000 of a meter). The line-widths of the circuitry, or the minimum physical dimensions of the transistor gate of integrated circuits in production, is used as a general rule for classifying generations of process technology of integrated circuits. Progress in the advancement of the integrated circuit has been driven by the scaling, or downsizing, of its components, primarily the transistors. By systematically shrinking the size of the transistors, the number of allowable transistors per die increases, and thus the number of dies on a given wafer, has also increased. Our current process technology ranges from 0.35 micron to 40-nanometer.

Importance of Integrated Circuits for China's Domestic Market and China's Emergence as a Global Electronics Manufacturing Center

China has emerged as a global manufacturing center for electronic products that are sold both within China and abroad. In recent years, numerous international companies have established facilities in China for the manufacture of a variety of electronic products, including household appliances, computers, mobile phones, telecommunications equipment, digital consumer products and products with industrial applications. An increasing number of electronic systems manufacturers are relocating production facilities from the United States, Taiwan, and Southeast Asia to China. China is establishing itself as a favorable manufacturing location due to its well educated labor force, significantly lower costs of operations, large domestic market for semiconductors and cultural similarities and geographical proximity to Japan, Hong Kong, Taiwan, Singapore and Korea, among other factors. Such production growth represents additional potential demand for semiconductors manufactured in China.

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Increasing Importance of the Semiconductor Foundry Industry

As the cost of establishing new fabrication capacity has continued to rise, foundries have progressed from simply providing manufacturing capacity to becoming key strategic partners offering research and development capabilities and manufacturing process technologies. There have historically been a limited number of semiconductor foundries in the industry due to the high barriers to entry, which include significant capital commitments, scarcity of qualified engineers and advanced intellectual property and technology requirements. Many IDMs have begun outsourcing their fabrication requirements for complex and high performance semiconductor devices to foundries in order to supplement their own internal capacities and become more cost competitive. In addition, fabless semiconductor companies have shifted from relying on the excess fabrication capacity of IDMs to utilizing independent foundries to meet the majority of their wafer production needs.

Table of Contents**Our Fabs**

The table below sets forth a summary of our current fabs:

	Shanghai Mega-Fab	Beijing Mega-Fab	Tianjin
Number and Type of fab	(3) 8-inch fabs (1) 12-inch fab in R&D phase	(2) 12-inch fabs	(1) 8-inch fab
Pilot production commencement	September 2001	July 2004	February 2004
Commercial production commencement	January 2002	March 2005	May 2004
Wafer size	8-inch 12-inch (being equipped)	12-inch	8-inch
Production clean room size	34,610 m ²	23,876 m ²	8,463 m ²

In addition to our Shanghai mega-fab, we have an additional fab at our Shanghai site. A portion of one facility in Shanghai is being leased to Toppan SMIC Electronics (Shanghai) Co., Ltd., which manufactures color filters and micro-lenses for CMOS image sensors. Most of the administrative and management functions of our fabs in different locations are centralized at our corporate headquarters in the Zhangjiang High-Tech Park in the Pudong New Area of Shanghai.

Additionally, we have one 8-inch fab under construction in Shenzhen. The expansion plan for this project will be adjusted based on overall market conditions.

Management of Fabs

We also have undertaken agreements relating to wafer manufacturing facilities in Wuhan, China. Under these agreements, we do not own any equity interest but will manage the operations of the facilities.

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Our Services

Wafer Fabrication Services

We currently provide semiconductor fabrication services using 0.35 micron down to 45 nanometer technology for the following devices:

logic technologies, including standard logic, mixed-signal, RF and high voltage circuits;

memory technologies, including SRAM, Flash, EEPROM and Mask ROM; and

specialty technologies, including LCoS, and CIS.

These semiconductors are used in various computing, communications, consumer and industrial applications, such as computers, mobile telephones, digital televisions, digital cameras, DVD players, entertainment devices, other consumer electronics devices and automotive and industrial applications.

Our Technologies

We manufacture the following types of semiconductors:

Logic Semiconductors. Logic semiconductors process digital data to control the operation of electronic systems. The largest segment of the logic market, standard logic devices, includes microprocessors, microcontrollers, DSPs and graphic chips. Logic semiconductors are used in communications devices, computers and consumer products, with the most advanced logic semiconductors dedicated primarily to computing applications.

Mixed-Signal and RF. Analog/digital semiconductors combine analog and digital devices on a single semiconductor to process both analog signals and digital data. We make 0.35 micron to 55 nanometer mixed-signal and RF semiconductors using the CMOS process. The primary uses of mixed-signal semiconductors are in hard disk drives, wireless communications equipment and network communications equipment, while RF semiconductors are primarily used in communications devices, such as cell phones.

High Voltage. High voltage semiconductors are semiconductor devices that can drive high voltage electricity to systems that require voltage of between five volts to several hundred volts. Our high voltage technologies provide solutions for display driver integrated circuits, power supplies, power management, telecommunications, automotive electronics and industrial controls.

Memory Semiconductors. Memory semiconductors, which are used in electronic systems to store data and program instructions, are generally classified as either volatile memory, which lose their data content when power supplies are switched off, or non-volatile memory, which retain their data content without the need for a constant power supply. Examples of volatile memory include SRAM and examples of non-volatile memory include electrically erasable programmable read-only memory, or EEPROM, NAND Flash and OTP. Memory semiconductors are used in communications devices, computers and many consumer products.

Specialty Semiconductors.

LCoS. LCoS microdisplays are tiny, high resolution, low power displays designed for high definition televisions, projectors and other products that use or rely on displays. Compared with other display technologies, such as liquid crystal and plasma, LCoS displays have higher resolution and higher fill factor, resulting in superior images, colors and performance. LCoS process technology represents an enhancement of mixed-signal CMOS process technology with the addition of a highly reflective mirror layer.

CIS. CIS devices are sensors that are used in a wide range of camera-related systems, such as digital cameras, digital video cameras, handset cameras, personal computer cameras and surveillance cameras, which integrate image-capturing

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capabilities onto a chip. CIS is rapidly becoming a cost-effective and low power replacement for competing charged-coupled devices, or CCDs. Since CIS devices are fabricated with CMOS technology, they are easier to produce and more cost-effective than CCDs. By combining camera functions on a chip, from the capture of photos to the output of digital bits, CMOS image sensors reduce the parts required for a digital camera system, which in turn enhances reliability, facilitates miniaturization, and enables on-chip programming. Our CIS process is based on our CIS array technology.

We are one of the leading foundries in the world in terms of the process technologies that we are capable of using in the manufacturing of semiconductors.

Fab	Month and year of commencement of commercial production of initial fab	Process technology (in microns)			
		2007	2008	2009	2010
Wafer fabrication: Shanghai Mega-fab (8)	January 2002	0.35/0.25/ 0.18/0.15/ 0.13/0.11/0.09	0.35/0.25/ 0.18/0.15/ 0.13/0.11/0.09	0.35/0.25/ 0.18/0.15/ 0.13/0.11	0.35/0.25/ 0.18/0.15/ 0.13/0.11
Shanghai fab (12)			0.09	0.11/0.09	0.11/0.09/0.045
Beijing Mega-fab (12)	March 2005	0.13/0.11/ 0.10/0.09	0.18/0.13/ 0.09	0.18/0.13/0.09/0.065	0.18/0.13/0.09/0.065
Tianjin fab (8)	May 2004	0.35/0.25/ 0.18/0.15	0.35/0.25/ 0.18/0.15	0.35/0.25 0.18/0.15	0.35/0.25 0.18/0.15

The following table sets forth a percentage breakdown of wafer sales by process technology for the years ended December 31, 2008, 2009, and 2010 and each of the quarters in the year ended December 31, 2010:

Process Technologies	For the year ended December		For the three months ended				For the year ended December
	31, 2008	31, 2009	March 31, 2010	June 30, 2010	September 30, 2010	December 31, 2010	
	(based on sales in US\$)						
0.065 micron	0.01%	0.98%	1.70%	3.72%	7.08%	8.58%	5.43%
0.09 micron	17.60%	15.13%	18.66%	19.87%	16.19%	15.38%	17.44%
0.13 micron	26.29%	34.96%	35.52%	32.16%	32.95%	31.95%	33.08%
0.15 micron	2.70%	2.12%	1.50%	1.78%	2.34%	1.22%	1.71%

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0.18 micron	34.10%	27.27%	24.16%	26.81%	25.60%	26.52%	25.81%
0.25 micron	0.60%	0.44%	0.26%	0.56%	0.51%	0.53%	0.47%
0.35 micron	18.70%	19.10%	18.20%	15.10%	15.33%	15.82%	16.06%
Total	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%

Manufacturing Capacity

We currently manufacture 8-inch silicon wafers based on proprietary designs provided by our customers or third party designers. Since commencing commercial production, we have the largest 8-inch wafer fabrication capacity among the semiconductor foundries in China. We have the most advanced process technology among foundries in China. In January 2003, we commenced commercial production using 0.13 micron copper interconnects process technology. We are currently one of the few fabs in China to offer 0.13 micron copper interconnects process technology and both 90 nanometer and 65 nanometer wafer fabrication process technology.

Fab	2008	2009	2010
Wafer Fabrication:			
Wafer fabrication capacity as of year-end ⁽¹⁾ :			
Shanghai mega-fab	88,000	85,000	86,000
Beijing mega-fab	40,500	42,750	52,425
Tianjin fab	32,000	34,300	33,300
Total monthly wafer fabrication capacity as of year-end ⁽¹⁾	160,500 ⁽²⁾	162,050 ⁽²⁾	171,725 ⁽²⁾
Wafer fabrication capacity utilization	86%	75%	95%

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The following table sets forth the historical capacity of our wafer fabrication and copper interconnects fabs as December 31, 2010:

All output and capacity data is provided as 8-inch wafers or 8-inch wafer equivalents per month.

(1) Conversion of 12-inch wafers to 8-inch wafer equivalents is achieved by multiplying the number of 12-inch wafers by 2.25.

(2) Mega fab structure includes copper interconnects in the total monthly capacity.

As of December 31, 2010, our aggregate wafer fabrication capacity was 171,725 8-inch wafer equivalents per month for wafer fabrication.

A key factor influencing our profit margins is our capacity utilization. Because a high percentage of our cost of sales is of a fixed nature, operations at or near full capacity have a significant positive effect on output and profitability. Our wafer fabs had an average annual utilization rate of 86% in 2008, 75% in 2009, and 95% in 2010. Factors affecting utilization rates are the overall industry conditions, the level of customer orders, the complexity of the wafers and of the mix of wafers produced, mechanical failures and other operational disruptions such as the expansion of capacity or the relocation of equipment, and our ability to manage the production facilities and product flows efficiently. Before 2008, we had manufactured DRAM to fill our production lines when the volume demand of other products does not fully utilize our available capacity. As a result, our utilization rate has historically remained high.

We determine the capacity of a fab based on the capacity ratings given by manufacturers of the equipment used in the fab, adjusted for, among other factors, actual output during uninterrupted trial runs, expected down time due to setup for production runs and approximately one to two days of scheduled annual maintenance, and expected product mix. Because these factors include subjective elements, our measurement of capacity utilization rates may not be comparable to those of our competitors. All of our fabs currently operate 24 hours per day, seven days per week, except during periods of annual maintenance. Employees in our fabs work shifts of 12 hours each day on a two-days-on, two-days-off basis.

Capacity Expansion Plans

We intend to maintain our strategy of expanding capacity and improving our process technology to meet both the capacity requirements and the technological needs of our customers. Our capital expenditures in 2009 were approximately US\$190 million and our capital expenditures in 2010 were approximately US\$728 million. We currently expect that our capital expenditures in 2011 will be approximately US\$1 billion, subject to adjustment based on market conditions, which we plan to fund through our operating cash flows and bank loans. If necessary, we will also explore other forms of external financing. We plan to use this capital primarily to expand our operations at our mega-fab in Beijing and our fab in Shanghai. In addition, our actual expenditures may exceed our planned expenditures for a variety of reasons, including changes in our business plan, our process technology, market conditions, equipment prices, or customer requirements. We will monitor the global economy, the semiconductor industry, the demands of our customers, and our cash flow from operations to adjust our capital expenditure plans.

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We also will seek to participate in strategic partnerships to meet the demands of our customers. For example, in July 2004, we entered into an agreement with Toppan Printing Co., Ltd., to establish Toppan SMIC Electronics (Shanghai) Co., Ltd., a joint venture in Shanghai, for the manufacture of color filters and micro-lenses for CMOS image sensors. These products are increasingly being used in consumer products such as mobile phone cameras, digital cameras and automobile and home security applications. Toppan SMIC Electronics (Shanghai) Co., Ltd. commenced production in December 2005. We hold a 30% equity interest in Toppan SMIC Electronics (Shanghai) Co., Ltd.

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Our Integrated Solutions

In addition to wafer fabrication, we provide our customers with a range of complementary services, from circuit design support and mask-making to wafer level probing and testing. This range of services is supported by our network of partners that assist in providing design, probing, final testing, packaging, assembly and distribution services.

The diagram below sets forth our service model and our key points of interaction with our customers:

- (1) A portion of this work is outsourced to our service partners.
 - (2) A portion of these services are outsourced to our service partners.
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Design Support Services

Our design support services include providing our customers with access to the fundamental technology files and intellectual property libraries that facilitate customers' own integrated circuit design. We also offer design reference flows and access to our design center alliance, as well as layout services. In addition, we collaborate with industry leaders in electronic design automation, library and intellectual property services to create a worldwide network of expertise, resources and services that are available to implement and produce a customer's designs.

Libraries

As part of the necessary building blocks for our customers' semiconductor designs, we offer libraries of compatible designs for portions of semiconductors, such as standard cells, I/O and selected memory blocks, in addition to technology files. We have a dedicated team of engineers who work with our research and development department to develop, license or acquire from third parties selected key libraries early on in the development of new process technologies so that our customers can quickly design sophisticated integrated circuits that utilize the new process technologies. We also have arrangements with other providers of libraries to provide our customers with access to a broad library portfolio for their designs. In particular, we offer a portfolio of ASIC library and design kits for a wide range of tested and verified circuit applications and design-flow implementation. These include standard cell, I/O and memory compilers in from 0.35 micron down to 40 nanometer process technologies. They have been developed primarily through our third party alliances, as well as by our internal research and development team, to facilitate easy design reuse and fast integration into the overall design system. We are currently developing additional libraries. Our library partners include ARM, Synopsys, Inc., VeriSilicon, and Virage Logic.

Intellectual Property

Together with the intellectual property developed by our internal design team, our alliances with intellectual property providers enable us to offer foundational designs ranging from 0.35 micron to 55 nanometer and relating to mixed-signal, embedded memory, high-speed interface, digital peripheral device controllers, and embedded processors, among others. We use our own and third party design expertise to realize the functions of these various types of intellectual property. Our intellectual property partners include ARM, MIPS, Virage, Synopsys, and Verisilicon.

Design Reference Flows

Customers implementing designs on our processes can utilize our design reference flows. These flows have been created using design tools developed by our electronic design automation partners, including Cadence Design Systems, Inc., Magma Design Automation, Inc., Mentor Graphics Corporation, and Synopsys, Inc. They include training guides and sample test cases to provide a step-by-step explanation on how the hierarchical design flow works.

Design Center Alliance

If a customer requires assistance in designing its semiconductors, we are able to recommend design partners from among our extensive design services network. This network consists of design companies that we have successfully worked with in the past. In addition, we are also able to offer our own internal design team members to help our clients to complete their designs.

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Mask-making Services

Many of our foundry customers utilize our mask-making services.

While most of our mask-making services are for customers that also utilize our wafer fabrication services as part of our overall foundry service, we also produce masks for other domestic and overseas fabs as a separate revenue-generating service. Our mask shop also cooperates with our research and development department to develop new technologies and designs.

Our mask-making facility, which is located in Shanghai, includes a 3,750 square meters clean room with up to class I specifications. At present, our mask shop offers both five-inch by five-inch, six-inch by six-inch, and seven-inch round reticles. Our facility is capable of producing binary masks, optical proximity correction masks and phase shift masks. Our mask facility also offers mask repair services.

We also offer a multi-project wafer service that allows the cost of manufacturing one mask set to be shared among several customers. See [Item 4 Customers and Markets](#) for more details regarding this service.

Intellectual property protection is a key focus of our mask-making services. See [Intellectual Property](#) for more details regarding the intellectual property protection measures we have instituted in our mask facility.

Wafer Probing, Assembly and Testing Services

We have our own probing facilities in Shanghai and Beijing that provide test program development, probe card fabrication, wafer probing, failure analysis, and failure testing. We also outsource these services to our partners for those customers that request them.

Our probing facility in Shanghai occupies a clean room space of 3,000 square meters, and our probing facility in Beijing occupies a clean room space of 1,400 square meters. Both facilities are rated at class 1,000 cleanliness and are equipped with advanced testers, probers and laser repair machines for logic, memory, and mixed-signal products. The probing facility in Beijing supports testing of Beijing's 12-inch wafers and Tianjin's 8-inch wafers. We have testing equipment for memory, logic and mixed signal applications, including some equipment that has been consigned to our Shanghai facility by our customers. This consigned testing equipment has been specially designed and built by our customers in order to probe their particular products at our facility.

Our facility with United Test and Assembly Center Ltd. is located in Chengdu, China and provides both assembly and testing services for 8-inch and 12-inch wafers. This facility focuses on memory and discrete devices. Our facility in Chengdu occupies a total area of 215,000 square meters. Construction area is 40,668 square meters, including approximately 11,000 square meters of clean room area (which joint venture, we have substantially exited in 2011). We have also established a network of partners that provide additional probing services, as well as assembly and testing services, for our customers that request these additional services. We have relationships with assembly and testing partners, including Amkor Assembly & Test (Shanghai) Co., Ltd. and ST Assembly Test Services Ltd., which have helped to enhance the range of services that we are able to offer our customers.

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Our customers include IDMs, fabless semiconductor companies and systems companies. The following table sets forth the breakdown of our sales by customer type for 2008, 2009 and 2010:

Customer Type	For the year ended December 31,					
	2008		2009		2010	
	Sales	Percentage	Sales	Percentage	Sales	Percentage
	(in US\$ thousands, except percentages)					
Fabless semiconductor companies	768,707	56.80%	710,142	66.34%	1,111,436	71.48%
Integrated device manufacturers	341,933	25.30%	175,092	16.36%	252,480	16.24%
Systems companies and others	243,071	17.90%	185,153	17.30%	190,873	12.28%
Total	1,353,711	100.00%	1,070,387	100.00%	1,554,789	100.00%

We categorize our sales geographically based on the headquarter of customer operations and is not related to shipment destination. The following table sets forth the geographical distribution of our sales and percentage of sales for 2008, 2009 and 2010:

Region	For the year ended December 31,					
	2008		2009		2010	
	Sales	Percentage	Sales	Percentage	Sales	Percentage
	(in US\$ thousands, except percentages)					
United States	766,708	56.70%	632,047	59.05%	851,914	54.79%
Europe	92,573	6.80%	20,807	1.94%	39,178	2.52%
Asia Pacific (excluding Japan and Taiwan) ⁽¹⁾	269,611	19.90%	250,224	23.38%	487,400	31.35%
Taiwan	185,849	13.70%	157,624	14.73%	173,109	11.13%
Japan	38,970	2.90%	9,685	0.90%	3,188	0.21%
Total	1,353,711	100.00%	1,070,387	100.00%	1,554,789	100.00%

We have a global and diversified customer base that includes IDMs. Although we are not dependent on any single customer, a significant portion of our sales is attributable to a relatively small number of our customers. Our sales could be significantly reduced if any of these customers cancels or reduces its orders, significantly changes its product delivery schedule or demands lower prices.

In the first quarter of 2008, the Company reached an agreement with our customers to completely exit the commodity DRAM business. The conversion of DRAM capacity into logic production was completed on schedule in the fourth quarter of 2008. As a result, our Beijing 300mm logic capacity has placed us in a better position to serve our global and China customers. In connection with the decision to exit the commodity DRAM business, we recorded an impairment loss of \$105,774,000 on long-lived assets during the first quarter of 2008.

The following table sets forth a breakdown of our sales by application type for 2008, 2009 and 2010:

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Application Type ⁽¹⁾	For the year ended December 31,					
	2008		2009		2010	
	Sales	Percentage	Sales	Percentage	Sales	Percentage
	(in US\$ thousands, except percentages)					
Computing	106,184	7.80%	55,431	5.18%	52,293	3.36%
Communications	696,399	51.50%	531,876	49.69%	756,882	48.68%
Consumer	430,282	31.80%	407,775	38.10%	628,355	40.41%
Others	120,846	8.90%	75,305	7.03%	117,258	7.55%
Total	1,353,711	100.00%	1,070,387	100.00%	1,554,789	100.00%

- (1) Computing consists of integrated circuits such as hard disk drive controllers, DVD-ROM/CD-ROM driver integrated circuits, graphic processors and other components that are commonly used in personal digital assistants and desktop and notebook computers and peripherals. Communications consists of integrated circuits used in digital subscriber lines, digital signal processors, wireless LAN, LAN controllers, LCD drivers, handset components and caller ID devices. Consumer consists of integrated circuits used for DVD players, game consoles, digital cameras, smart cards and toys.

The following table sets forth a breakdown of our sales by service type for 2008, 2009 and 2010:

Service Type	For the year ended December 31,					
	2008		2009		2010	
	Sales	Percentage	Sales	Percentage	Sales	Percentage
	(in US\$ thousands, except percentages)					
Fabrication of memory wafers	71,935	5.30%	35,648	3.33%	20,592	1.32%
Fabrication of logic wafers ⁽¹⁾	1,139,535	84.20%	959,689	89.66%	1,416,250	91.09%
Other ⁽²⁾	142,241	10.50%	75,050	7.01%	117,947	7.59%
Total	1,353,711	100.00%	1,070,387	100.00%	1,554,789	100.00%

- (1) Includes copper interconnects and memory devices whose manufacturing process is similar to that for a logic device.

- (2) Includes mask-making and probing, etc.

We have customer service and marketing offices located in California, Milan, Shanghai, and Tokyo and a representative office in Hong Kong. Our Shanghai office serves China and other non-Japan Asian markets, our California office serves the North American market, and our Milan and Tokyo offices serve the European and Japanese markets, respectively. We also sell some products through sales agents in selected markets.

We also provide our customers with the ability to share costs through our multi-project wafer processing shuttle service. This service allows customers to share costs with other customers by processing multiple designs on a single mask set.

We provide our customers with 24-hour online access to necessary information to conduct business with us. From our technical capabilities to a customer's order status, we provide an online solution for our customers. From wafer

fabrication, wafer sorting and assembly to final testing and shipping, our data center electronically transfers data, work-in-progress tracking, yield/cycle-time reports, and quality/engineering data to customers.

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Our sales cycle, meaning the time between our first contact with a customer in relation to a particular product and our first shipment of that product to the customer, typically lasts between three months to one year, depending on the type of process and product technology involved in the product we are requested to fabricate. Because of the fast-changing technology and functionality in integrated circuit design, foundry customers generally do not place purchase orders far in advance to fabricate a particular type of product. However, we engage in discussions with customers commencing in advance of the placement of purchase orders regarding customers' expected fabrication requirements. See Risk Factors Risks Related to Our Financial Condition and Business Our sales cycles can be long, which could adversely affect our operating results and cause our income stream to be unpredictable.

See Item 5 Operating and Financial Review and Prospects Sales for a description of the seasonality of our business.

Research and Development

Our research and development activities are principally directed toward the development and implementation of more advanced and lower cost process technology. We spent US\$102.2 million in 2008, US\$160.8 million in 2009 and US\$174.9 million in 2010 on research and development expenses, which represented 7.6%, 15.0% and 11.2% respectively, of our sales in those respective years. Our research and development costs are partially offset by related government subsidies and include non-recurring engineering costs associated with the ramp-up of a new wafer facility. We plan to continue to invest significant amounts in research and development in 2011 for our 65 and 45 nanometer manufacturing process.

The research and development efforts were focused primarily on our logic platform and system-on-chip (SOC) applications. SMIC in 2010 has achieved many significant milestones. Early on in the year, the Company shipped 100,000 8-inch wafers to Galaxycore using CMOS image sensor (CIS) process technology. In May, Synopsys announced the immediate availability of silicon-proven and USB logo-certified DesignWare USB 2.0 nanoPhy intellectual property for 65-nanometer (nm) low-leakage (LL) process technology. In addition, the Company has longstanding partnership with leading fabless companies to include 65nm LL and 40nm LL process technologies. For system-on-chip (SOC) front, ARM and SMIC agreed to collaborate on the development of ARM leading physical IP library platform for 65nm LL and 40nm LL technology process nodes. Our 65nm LL technology successfully moves to volume production in Q3 2009, mostly implemented at our 300mm facility in Beijing.

We employ approximately 451 research and development engineers. This research and development team includes many experienced semiconductor engineers with advanced degrees from leading universities around the world, as well as top graduates from the leading universities in China. We believe this combination has enabled us to quickly bring our technology in line with the semiconductor industry technology roadmap and ensures that we will have skilled personnel to lead our technology advancement in the future.

Intellectual Property

While we continue to develop and patent our own technologies, we expect to have an ongoing need to obtain licenses for the proprietary technologies of third parties to enable us to manufacture certain advanced wafers for our customers. As of 2010 year-end, we have been granted 1,596 patents, and have more than 3,237, patent applications pending worldwide. We believe our competitors and other industry participants have numerous patents concerning wafer fabrication and related technologies in multiple countries.

We implement a variety of measures to protect the intellectual property and related interests of our company, customers and technology partners. We require our employees to execute a confidential information and invention assignment agreement

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relating to non-competition and intellectual property protection issues prior to commencing their employment at our company. Access to customer information is granted to employees strictly on a need-to-know basis both during and after mask tooling.

We have applied for trademarks relating to our corporate logo, English trade name SMIC, and Chinese trade name in the United States, China, Hong Kong and Taiwan. We have been granted registration of trademarks for our corporate logo in China, English trade name in China and Taiwan, and Chinese trade name in Hong Kong, United States and China (except a dispute in China for certain applied product/service category). There can be no assurance that other trademarks registration will be granted.

Competition

We compete internationally and domestically with dedicated foundry service providers, as well as with semiconductor companies that allocate a portion of their fabrication capacity to foundry operations. While the principal elements of competition in the wafer foundry market include technical competence, production speed and cycle time, time-to-market, research and development quality, available capacity, yields, customer service and price, we seek to compete on the basis of process technology capabilities, performance, quality and service, rather than solely on price. The level of competition differs according to the process technology involved.

Our competitors and potential competitors include other pure-play foundries such as TSMC, UMC and GlobalFoundries. TSMC has commenced commercial production at its fab in China, and UMC has established a relationship with a fab in commercial production in China. Another group of potential competitors consists of IDMs that have established their own foundry capabilities such as, Fujitsu Limited, Samsung Electronics Co., Ltd. and Toshiba. IDMs are primarily dedicated to fabricating integrated circuits for the end products of their respective affiliates. See Risk Factors-Risks Related to Our Financial Condition and Business If we cannot compete successfully in our industry, particularly in China, our results of operations and financial condition will be adversely affected.

Quality and Reliability

We have implemented quality assurance measures relating to material quality control, monitoring of our in-line processes and wafer-level reliability control at every stage of our operations from technology development to production. By combining advanced quality assurance procedures and e-commerce technology, we monitor all processes, services and materials in our mask-making, wafer fabrication and probing facilities. These quality assurance measures include inspection of incoming materials, supplier and subcontractor management, manufacturing environmental control and monitoring, in-line defect monitoring, engineering change control, calibration monitoring, chemical analysis and visual inspection. Quality assurance measures also include on-going process and product reliability monitors and failure tracking for early identification of production problems.

We incorporate reliability control in our entire production process and have adopted a system that enables us to track and record wafer-, package- and product-level reliability data throughout the development, qualification and production stages of the relevant process or device. This data enables us to identify problems at an early stage and provide an immediate diagnosis and solution, so as to further reduce our failure rate.

We achieved ISO 9001:2000 certification from the British Standards Institute with zero-defect performance for our Fab 1 in July 2002 and for our Fab 2 and Fab 3B in March 2003. The ISO 9001 quality standards were established by the International Standards Organization, an organization formed by delegates from member countries to establish international quality assurance standards for products and manufacturing processes. International Standards Organization certification is required in connection with sales of industrial products in many countries. To further enhance our quality management system, we obtained TS 16949:2002 certification from the British Standards Institute (BSI) in February 2004. This is an International Standards

In September 2008, our S2/Fab 8 passed the BSI ISO 27001:2005 with zero defect an outstanding achievement for us. This BSI ISO27001 audit is the expansion of the information security management systems certification review, which was an added certification to the original mask shop and design center services. ISO27001 is a widely recognized information security standard in the industry.

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Organization quality management certification that relates to automobile applications and primarily measures a device's ability to handle extreme changes in temperature. In January 2005, we obtained TL9000 Quality Management System certification from BSI. This is a management certification relating to the telecommunications industry and evaluates research and development, production and installation and maintenance of communication product and services.

Raw Materials

Our fabrication processes uses many raw materials, primarily silicon wafers, chemicals, gases, and various types of precious and other metals. Raw material costs constituted 19%, 18% and 21% of our manufacturing costs in 2008, 2009 and 2010, respectively.

The three largest components of raw material costs—raw wafers, chemicals and gases—accounted for approximately 40%, 20% and 9%, respectively, of our raw material costs in 2008, approximately 38%, 21%, and 10%, respectively, of our raw material costs in 2009, and approximately 37%, 22%, and 10%, respectively, of our raw materials in 2010. Most of our raw materials generally are available from several suppliers, but substantially all of our principal materials requirements must currently be sourced from outside China.

The most important raw material used in our production is silicon in the form of raw wafers. In 2010, we purchased approximately 73.7% of our overall raw wafer requirements from our three major raw wafer suppliers. The prices of our principal raw material are not considered to be volatile.

For 2010, our largest and five largest raw materials suppliers accounted for approximately 8.01% and 33.52%, respectively, of our overall raw materials purchases. For 2009, our largest and five largest raw materials suppliers accounted for approximately 11.2% and 43.2%, respectively, of our overall raw materials purchases. For 2008, our largest and five largest raw materials suppliers accounted for approximately 8.0% and 32.3%, respectively, of our overall raw materials purchases. Having made all reasonable inquiry, we are not aware of any director or shareholder (which to the knowledge of our directors own more than 5% of our issued share capital) or their respective associates, which had shareholding interests in any of our five largest suppliers. Most of our materials are imported free of value-added tax and import duties due to concessions granted to our industry in China.

Electricity and Water

We use substantial amounts of electricity in our manufacturing process. This electricity is sourced from the Pudong Electricity Corporation (for Shanghai), the Beijing Municipal Electricity Department, the Tianjin Municipal Electricity Department, the PiXian Municipal Electricity Department (for Chengdu), and the Shenzhen PanGuShi Municipal Electricity Department. We maintain Uninterrupted Power Supply (UPS) systems and emergency back-up generators to power life safety and critical equipment and systems for emergencies.

The semiconductor manufacturing process also uses extensive amounts of fresh water. We source our fresh water for our Shanghai mega-fab from Pudong Vivendi Water Corporation Limited, for our Beijing mega-fab from Beijing Waterworks Group Co. Ltd., for our Tianjin fab from the Tianjin Municipal Water Department, for our Chengdu facility from the Xipu Water Corporation, Ltd., and for our Shenzhen facility from Grand Industrial Zone Water Company of Shenzhen. Because Beijing and Tianjin are subject to potential water shortages in the summer, our fabs in Beijing and Tianjin are equipped with back-up reservoirs. We have taken steps to reduce fresh water consumption in our fabs and capture rainwater for use at our Beijing and Tianjin facilities, and our water recycling systems in each of our fabs allow us to recycle up to 70% of the water used during the manufacturing process. The Beijing site is also equipped to use recycled/treated industrial waste water from the Beijing Economic and Technological Development Area for non-critical operations.

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Regulation

Integrated circuit industry in China is subject to substantial regulation by the Chinese government. This section sets forth a summary of the most significant Chinese regulations that affect our business in China.

Scope of Regulation

The *Several Policies to Encourage the Development of Software and Integrated Circuit Industry*, or the Integrated Circuit Policies, promulgated by the State Council of The People's Republic of China on June 24, 2000, together with other ancillary laws and regulations, regulates integrated circuit production enterprises, or ICPEs. The State Council issued the Integrated Circuit Policies in order to encourage the development of the software and integrated circuits industry in China. The Integrated Circuit Policies form the basis for a series of laws and regulations that set out in detail the preferential policies relating to ICPEs. Such laws and regulations include:

the *Notice of the Ministry of Finance, the State Administration of Taxation and the General Administration of Customs on Relevant Taxation Policy Encouraging the Further Development of the Software Industry and the Integrated Circuit Industry*, or the Integrated Circuit Notice, jointly issued by the Ministry of Finance, the State Administration of Taxation and the General Administration of Customs on September 22, 2000, as amended by the *Notice of the Ministry of Finance and the State Administration of Taxation on Approval Procedure Concerning Foreign Invested Enterprises Implementing Enterprise Income Tax Policies of the Software and Integrated Circuit Industry*, or the Approval Notice, jointly issued by the Ministry of Finance and the State Administration of Taxation on July 1, 2005;

the *Notice of the Ministry of Finance, the State Administration of Taxation on Taxation Policies Concerning the Tax Policies for Further Encouraging the Development of the Software and the Integrated Circuit Industry*, or the Further Development Taxation Notice, jointly issued by the Ministry of Finance and the State Administration of Taxation on October 10, 2002, as amended by *Notice of the Ministry of Finance, the State Administration of Taxation on Termination of Value-added Tax Refund Policies for Integrated Circuits*, or the Termination Notice, jointly issued by the Ministry of Finance and the State Administration of Taxation on October 25, 2004;

the *Notice of the Ministry of Finance on Taxation Policies Concerning the Import of Self-used Raw Materials and Consumables by Part of Integrated Circuit Production Enterprises*, or the Raw Materials Taxation Notice, issued by the Ministry of Finance on August 24, 2002;

the *Notice on Taxation Policies Concerning the Import of Construction Materials Specially used for Clean Rooms by Part of the Integrated Circuit Production Enterprises*, or the Construction Materials Taxation Notice, issued by the Ministry of Finance on September 26, 2002;

the *Notice by the Ministry of Finance and the State Administration of Taxation on Increasing Tax Refund Rate for Export of Certain Information Technology(IT) Products*, or the Export Notice, issued by the Ministry of Finance and the State Administration of Taxation on December 10, 2004;

the *Measures for the Accreditation of the Integrated Circuit Enterprise Encouraged by the State (For Trial Implementation)*, or the Accreditation Measures, jointly issued by the National Development and Reform Commission, the Ministry of Information Industry, the State Administration of Taxation and the General Administration of Customs on October 21, 2005; and

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the *Interim Measures for the Management of the Special Fund for the Research and Development of the Integrated Circuit Industry*, or the Fund Measures, jointly issued by the Ministry of Finance, the Ministry of Information Industry and the National Development and Reform Commission on March 23, 2005.

Preferential Industrial Policies Relating to ICPEs

ICPEs which are duly accredited in accordance with relevant laws and regulations may qualify for preferential industrial policies. Under the Integrated Circuit Policies, accreditation of ICPEs is determined by the competent examination and approval authorities responsible for integrated circuit projects after consultation with relevant taxation authorities. Under the Accreditation Measures, an integrated circuit enterprise refers to an independent legal entity duly established in the PRC (except for Hong Kong, Macao, and Taiwan) engaging in the fabrication, package, or testing of integrated circuit chips and the production of mono-crystalline silicon of six inches or above, excluding the integrated circuit design enterprise. The accreditation of ICPEs is included in the accreditation of the integrated circuit enterprises. Such accreditation is determined by the competent authorities consisting of the National Development and Reform Commission, the Ministry of Information Industry, the State Administration of Taxation and the General Administration of Customs, which jointly designate the China Semiconductor Industrial Association as the accreditation institution. Any enterprise qualified under the requirements set forth in the Accreditation Measures is entitled to apply to the China Semiconductor Association for the Accreditation of the ICPEs. The accreditation of ICPEs is annually reviewed. If the enterprise fails to apply for the annual review in time, it shall be deemed as giving up such accreditation and if the enterprise fails in the annual review, the accreditation will also be canceled.

SMIC Shanghai, SMIC Beijing, and SMIC Tianjin have been accredited as ICPEs and are entitled to the preferential industrial policies described below.

Encouragement of Domestic Investment in ICPEs

Pursuant to the *Interim Provisions on Promoting Industrial Structure Adjustment*, or the Interim Provisions, issued by the State Council on December 2, 2005, and the *Catalogue for the Guidance of Industrial Structure Adjustment*, or the Guidance Catalogue, which is the basis and criteria for implementing the Interim Provisions, issued by the National Development and Reform Commission and all the State Council Institutions on December 2, 2005, the Chinese government encourages (i) the design and fabrication of large scale integrated circuits with a line width of less than 1.2 micron, (ii) the fabrication of the equipment of large scale integrated circuit and (iii) the fabrication of mixed integrated circuits. Under the Interim Provisions, imported equipment that is used for a qualifying domestic investment project and that falls within such project's approved total investment amount is exempt from custom duties and import-linked value-added tax, except for such equipment listed in the *Catalogue of Import Commodities for Domestic Investment Projects Not Entitled to Tax Exemptions*, as stipulated by the State Council and amended in 2006.

Encouragement of Foreign Investment in ICPEs

Pursuant to the Integrated Circuit Policies and the *Guideline Catalogue of Foreign Investment Industries* promulgated jointly by the State Development and Reform Commission and the Ministry of Commerce on October 11, 2007, the following foreign investment categories are encouraged:

design of integrated circuits;

fabrication of large scale integrated circuits with a line width of less than 0.18 micron (including 0.18 micron);

fabrication of analog and analog digital integrated circuits with a line width of less than 0.8 micron (including 0.8 micron);

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advanced packaging and testing of BGA, PGA, CSP, MCM;

fabrication of mixed integrated circuits.

Foreign investment in such encouraged projects may enjoy preferential treatment as stipulated by the laws and regulations.

Preferential Taxation Policies

Semiconductor Manufacturing International Corporation is a tax-exempted company incorporated in the Cayman Islands.

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).

On March 16, 2007, the National People's Congress of China enacted a new Enterprise Income Tax Law (New EIT Law), which became effective January 1, 2008. Under the New EIT Law, domestically- owned enterprises and foreign invested enterprises (FIEs) are subject to a uniform tax rate of 25%. The New EIT Law also provides a transition period starting from its effective date for those enterprises which were established before the promulgation date of the New EIT Law and which are entitled to a preferential lower tax rate and/or tax holiday under the FEIT Law or other related regulations. Based on the New EIT Law, the tax rate of such enterprises will transition to the uniform tax rate throughout a five-year period. Tax holidays that were enjoyed under the FEIT Laws may to be enjoyed until the end of the holiday. FEIT Law tax holidays that have not started because the enterprise is not profitable will take effect regardless whether the FIEs are profitable in 2008.

According to Guofa [2007] No. 39 the Notice of the State Council Concerning Implementation of Transitional Rules for Enterprise Income Tax Incentives effective from January 1, 2008, enterprises that enjoyed preferential tax rates shall gradually transit to the statutory tax rate over 5 years after the new EIT Law is effective. Enterprises that enjoyed a tax rate of 15% under the FEIT Law shall be levied rates of 18% in 2008, 20% in 2009, 22% in 2010, 24% in 2011 and 25% in 2012 and thereafter.

On February 22, 2008, the PRC government promulgated Caishui Circular [2008] No.1, the Notice of the Ministry of Finance and State Administration of Tax concerning Certain Enterprise Income Tax Preferential Policies (Circular No.1). Pursuant to Circular No.1, integrated circuit production enterprises whose total investment exceeds RMB8,000 million (approximately \$1,095 million) or whose integrated circuits have a line width of less than 0.25 micron are entitled to preferential tax rate of 15%. If the operation period is more than 15 years, those enterprises 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 for the following five years. SMIS, SMIB and SMIT have met such accreditation requirements.

On February 9, 2011, the State Council of China issued Guo Fa [2011] No.4, the Notice on Certain Policies to Further Encourage the Development of the Software and Integrated Circuit Industries(Circular No.4), to provide various incentives from tax, investment and financing, and R&D perspectives for the software and integrated circuit industries. In particular, Circular No.4 reinstates certain EIT incentives stipulated by Circular No.1 for the software and integrated circular enterprises.

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Preferential Policies Encouraging Research and Development

The new EIT Law and the Implementation Regulations of the new EIT Law have provided tax incentives in relation to technologies as a means to encourage advancement and adoption of new technologies. The new EIT Law provides an additional 50% deduction of the research and development expenses incurred from the research and development of new technologies, new products, and new techniques on the basis of the actual deductions when relevant enterprise has no intangible asset to be formed and calculated into the current gains and losses. If intangible assets have been formed, they shall be amortized at 150% of the cost of the intangible assets.

Legal Framework Concerning the Protection of Intellectual Property Relating to Integrated Circuits

China has formulated various laws and regulations on intellectual property protection in respect of integrated circuits including:

the *Patent Law of the People's Republic of China*, adopted at the fourth meeting of the Standing Committee of the Sixth National People's Congress on March 12, 1984, effective April 1, 1985 and amended by the Ninth National People's Congress on August 25, 2000 and third amended by the Eleventh People's Congress on December 27, 2008, effective October 1, 2009;

the *Paris Convention for the Protection of Industrial Property* of the World Intellectual Property Organization, in which China became a member state as of March 19, 1985;

the *General Principles of the Civil Law of the People's Republic of China* adopted at the fourth session of the Sixth National People's Congress on April 12, 1986, effective January 1, 1987 and revised at the thirtieth session of the Tenth National People's Congress on October 28, 2007. In this legislation, intellectual property rights were defined in China's basic civil law for the first time as the civil rights of citizens and legal persons;

the *Copyright Law of the People's Republic of China*, adopted by the 15th meeting of the Seventh National People's Congress Standing Committee on September 7, 1990, effective June 1, 1991 and amended by the Ninth National People's Congress on October 27, 2001;

the *Regulations for the Protection of the Layout Design of Integrated Circuits*, or the *Layout Design Regulations*, adopted April 2, 2001 at the thirty-sixth session of the executive meeting of the State Council, effective October 1, 2001; and

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the World Intellectual Property Organization's *Washington Treaty on Intellectual Property in Respect of Integrated Circuits*, for which China was among the first signatory states in 1990.

Protection of the Layout Design of Integrated Circuits

Under the Layout Design Regulations, layout design of an integrated circuit refers to a three dimensional configuration in an integrated circuit that has two or more components, with at least one of these being an active component, and part or all of the interconnected circuitry or the three-dimensional configuration prepared for the production of integrated circuits.

Chinese natural persons, legal persons or other organizations that create layout designs are entitled to the proprietary rights in the layout designs in accordance with the Layout Design Regulations. Foreign persons or enterprises that create layout designs and have them first put into commercial use in China are entitled to the proprietary rights in the layout designs in accordance with the Layout Design Regulations. Foreign persons or enterprises that create layout designs and that are from a country that has signed agreements with China regarding the protection of layout designs, or is a party to an international treaty concerning the protection of layout designs to which China is also a party, are entitled to the proprietary rights of the layout designs in accordance with the Layout Design Regulations.

Proprietary Rights in Layout Design of Integrated Circuits

Holders of proprietary rights in a layout design are entitled to the following proprietary rights:

to duplicate the whole protected layout design or any part of the design that is original; and

to make commercial use of the protected layout design, the integrated circuit containing the layout design, or commodities containing the integrated circuit.

Proprietary rights in layout designs become valid after being registered with the administrative department of the State Council responsible for intellectual property. Unregistered layout designs are not protected by the Layout Design Regulations.

The protection period of the proprietary rights in a layout design is ten years, commencing from the date of the application for registration of the layout design or the date that it is put into commercial use anywhere in the world, whichever is earlier. However, regardless of whether or not a layout design is registered, or whether or not it is put into commercial use, it is not protected after 15 years from the time of its creation.

Registration of a Layout Design

The administrative departments of the State Council responsible for intellectual property are responsible for the registration of layout designs and accepting applications for the registration of layout designs. If an application for a layout design registration is not made with the administrative department of the State Council responsible for intellectual property within two years after it has been put into commercial use anywhere in the world, the administrative department of the State Council responsible for intellectual property will not register the application. A holder of proprietary rights in a layout design may transfer the proprietary rights or give permission for other parties to use the layout design.

Compulsory Licenses for Exploitation of Patents in Respect of Semiconductor Technology

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Under the Patent Law and the Implementing Regulations of the Patent Law, after three years from the date of granting the patent rights, any person or enterprise that has made good faith reasonable proposals to the holder of proprietary rights seeking a license to those rights, but has been unable to obtain such license after an extended period of time, may request the administrative department responsible for patents under the State Council to grant a compulsory license for the relevant patent. However, where a compulsory license involves semiconductor technology, the implementation of a compulsory license is restricted to public and non-commercial uses, or to uses that counteract anti-competitive actions, as determined by judicial or administrative procedures.

PRC Tax for Resident Enterprises

Under China's New EIT Law, we may be classified as a resident enterprise of China. This classification could result in unfavorable tax consequences to us and our non-PRC shareholders. The implementing rules of the New EIT Law define de facto management bodies as management bodies that exercises substantial and overall management and control over the production and operations, personnel, accounting, and properties of the enterprise. Currently no official interpretation or application of this new resident enterprise classification is available, therefore it is unclear how tax authorities will determine tax residency based on the facts of each case.

If the PRC tax authorities determine that our Cayman Islands holding company is a resident enterprise for PRC enterprise income tax purposes, a number of unfavorable PRC tax consequences could follow. First, we may be subject to enterprise income tax at a rate of 25% on our worldwide taxable income as well as PRC enterprise income tax reporting obligations. Second, although under the New EIT Law and its implementing rules dividends income between qualified resident enterprises is exempted income, it is not clear what is considered a qualified resident enterprise under the New EIT Law. Finally, it is possible that future guidance issued with respect to the new resident enterprise classification could result in a situation in which a 10% withholding tax is imposed on dividends we pay to our non-PRC shareholders and with respect to gains derived by our non-PRC shareholders from transferring our shares or ADSs. Similarly, these unfavorable consequences could apply to our other overseas intermediary holding companies if they are classified as a PRC resident enterprises.

Environmental Regulation

Our Chinese subsidiaries are subject to a variety of Chinese environmental laws and regulations promulgated by the central and local governments concerning examination and acceptance of environmental protection measures in construction projects, the use, discharge and disposal of toxic and hazardous materials, the discharge and disposal of waste water, solid waste, and waste gases, control of industrial noise and fire prevention. These laws and regulations set out detailed procedures that must be implemented throughout a project's construction and operation phases.

A key document that must be submitted for the approval of a project's construction is an environmental impact assessment report that is reviewed by the relevant environmental protection authorities. Upon completion of construction, and prior to commencement of operations, an additional examination and acceptance by the relevant environmental authority of such projects is also required. Within one month after receiving approval of the environmental impact assessment report, a semiconductor manufacturer is required to apply to and register with the competent environmental authority the types and quantities of liquid, solid and gaseous wastes it plans to discharge, the manner of discharge or disposal, as well as the level of industrial noise and other related factors. If the above wastes and noise are found by the authorities to have been managed within regulatory levels, renewable discharge registrations for the above wastes and noise are then issued for a specified period of time. SMIC Shanghai, SMIC Beijing, SMIC Tianjin, and SMIC Chengdu have all received approval with respect to their relevant environmental impact assessment reports and discharge registrations.

From time to time during the operation of our Chinese subsidiaries, and also prior to renewal of the necessary discharge registrations, the relevant environmental protection authority will monitor and audit the level of environmental protection

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compliance of these subsidiaries. Discharge of liquid, solid or gaseous waste over permitted levels may result in imposition of fines, imposition of a time period within which rectification must occur or even suspension of operations.

Enforceability Of Civil Liabilities

We are a Cayman Islands holding company. We are incorporated in the Cayman Islands because of the following benefits associated with being a Cayman Islands corporation:

political and economic stability;

an effective judicial system;

a favorable tax system;

the absence of exchange control or currency restrictions; and

the availability of professional and support services.

However, the Cayman Islands have a less developed body of securities laws as compared to the United States and provides significantly less protection for investors. In addition, Cayman Islands companies may not have standing to sue before the federal courts of the United States. Substantially all of our assets are located outside the United States. In addition, most of our directors and officers are nationals and/or residents of countries other than the United States, and all or a substantial portion of our or such persons' assets are located outside the United States. As a result, it may be difficult for a shareholder to effect service of process within the United States upon us or such persons or to enforce against them or against us, judgments obtained in United States courts, including judgments predicated upon the civil liability provisions of the securities laws of the United States or any state thereof.

Conyers Dill & Pearman, our counsel as to Cayman Islands law, Slaughter and May, our counsel as to Hong Kong law, and Fangda Partners, our counsel as to Chinese law, have advised us that there is uncertainty as to whether the courts of the Cayman Islands, Hong Kong and China, respectively, would:

recognize or enforce judgments of United States courts obtained against us or our directors or officers predicated upon the civil liability provisions of the securities laws of the United States or any state thereof, or

be competent to hear original actions brought in each respective jurisdiction, against us or our directors or officers predicated upon the securities laws of the United States or any state thereof.

Conyers Dill & Pearman has further advised us that a final and conclusive judgment in the federal or state courts of the United States under which a sum of money is payable, other than a sum payable in respect of taxes, fines, penalties or similar charges, may be subject to enforcement proceedings as a debt in the Courts of the Cayman Islands under the common law doctrine of obligation.

Table of Contents**Organizational Structure**

We operate primarily through three wholly owned subsidiaries in China. The chart below sets forth our significant operating subsidiaries or affiliates, including their jurisdictions of incorporation and principal activities as of December 31, 2010:

Name of company	Place and date of incorporation/establishment	Attributable equity interest held	Principal Activity
Better Way Enterprises Limited (Better Way)	Samoa April 5, 2000	100%	Provision of marketing related activities
Semiconductor Manufacturing International (Shanghai) Corporation (SMIC Shanghai or SMIS)*#	PRC December 21, 2000	100%	Manufacturing and trading of semiconductor products
SMIC, Americas	United States of America June 22, 2001	100%	Provision of marketing related activities
Semiconductor Manufacturing International (Beijing) Corporation (SMIC Beijing or SMIB)*#	PRC July 25, 2002	100%	Manufacturing and trading of semiconductor products
SMIC Japan Corporation*	Japan October 8, 2002	100%	Provision of marketing related activities
SMIC Europe S.R.L.	Italy July 3, 2003	100%	Provision of marketing related activities
Semiconductor Manufacturing International (Tianjin) Corporation (SMIC Tianjin or SMIT)*#	PRC November 3, 2003	100%	Manufacturing and trading of semiconductor products
SMIC Commercial (Shanghai) Limited Company (formerly SMIC Consulting Corporation) *#	PRC September 30, 2003	100%	Operation of a convenience store
Semiconductor Manufacturing International (AT) Corporation (AT)*(Note 1)	Cayman Islands *July 26, 2004	66.3%	Investment holding
Semiconductor Manufacturing International (Chengdu) Corporation (SMIC Chengdu or SMICD)*# (Note 1)	PRC December 28, 2004	66.3%	Manufacturing and trading of semiconductor products

Semiconductor Manufacturing International (Solar Cell) Corporation	Cayman Islands June 30, 2005	100%	Investment holding
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Name of company	Place and date of incorporation/establishment	Attributable equity interest held	Principal Activity
SMIC Energy Technology (Shanghai) Corporation (Energy Science)*#	PRC September 9, 2005	100%	Manufacturing and trading of solar cells related semiconductor products
SMIC Development (Chengdu) Corporation*#	PRC December 29, 2005	100%	Construction, operation, management of SMICD s living quarter, schools and supermarket
Magnificent Tower Limited	British Virgin Islands January 5, 2006	100%	Investment holding
Semiconductor Manufacturing International (BVI) Corporation (SMIC (BVI))*	British Virgin Islands April 26, 2007	100%	Investment holding
SMIC AT (HK) Company Limited (SMIC AT (HK))*(Note 1)	Hong Kong February 11, 2008	66.3%	Investment holding
SMIC Solar Cell (HK) Company Limited (SMIC Solar Cell (HK))*	Hong Kong December 3, 2007	100%	Investment holding
SMIC Shanghai (HK) Company Limited (SMIC SH (HK))*	Hong Kong December 3, 2007	100%	Investment holding
SMIC Beijing (HK) Company Limited (SMIC BJ (HK))*	Hong Kong December 3, 2007	100%	Investment holding
SMIC Tianjin (HK) Company Limited (SMIC TJ (HK))*	Hong Kong December 3, 2007	100%	Investment holding
SMIC Shanghai (Cayman) Corporation (SMIC SH (Cayman))*	Cayman Islands November 8, 2007	100%	Investment holding
SMIC Beijing (Cayman) Corporation (SMIC BJ (Cayman))*	Cayman Islands November 8, 2007	100%	Investment holding
SMIC Tianjin (Cayman) Corporation (SMIC TJ (Cayman))*	Cayman Islands November 8, 2007	100%	Investment holding
SMIC (Wuhan) Development Corporation*#	PRC March 27, 2007	100%	Construction, operation, management of living quarter, schools

Admiral Investment Holdings Limited	British Virgin Islands	100%	Investment holding
	October 10, 2007		

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Name of company	Place and date of incorporation/establishment	Attributable equity interest held	Principal Activity
SMIC Shenzhen (Cayman) Corporation	Cayman Islands January 21, 2008	100%	Investment holding
SMIC Shenzhen (HK) Company Limited	Hong Kong January 29, 2008	100%	Investment holding
SilTech Semiconductor Corporation	Cayman Islands February 13, 2008	97.7%	Investment Holding
SilTech Semiconductor (Hong Kong) Corporation Limited*	Hong Kong March 20, 2008	97.7%	Investment holding
Semiconductor Manufacturing International (Shenzhen) Corporation*#	PRC March 20, 2008	100%	Manufacturing and trading of semiconductor products
SilTech Semiconductor (Shanghai) Corporation Limited	PRC March 3, 2009	97.7%	Manufacturing and trading of semiconductor products
Brite Semiconductor Corporation	Cayman Islands	44.2%	Investment Holding
Brite Semiconductor Corporation Hong Kong Limited	Hong Kong	44.2%	Investment Holding
Brite Semiconductor Corporation	PRC	44.2%	Design House

Note 1: Please refer to Note 30 (Subsequent Events) to the consolidated financial statements for details regarding the subsequent changes of the company's shareholding.

Companies registered as wholly-owned foreign enterprises in the *People's Republic of China*. (PRC), excluding for the purpose of this report, *Hong Kong, Macau, and Taiwan*.

* For identification purposes only.

Table of Contents**Property, plant and equipment***Equipment*

The quality and level of technology of the equipment used in the semiconductor fabrication process are important because they dictate the limits of the process technology that we use. Advances in process technology cannot be achieved without corresponding advances in equipment technology. The principal pieces of equipment used by us to fabricate semiconductors are scanners, cleaners and track equipment, inspection equipment, etchers, furnaces, wet stations, strippers, implanters, sputterers, CVD equipment, testers and probers. We source substantially all of our equipment from vendors located in the United States, Europe and Japan.

In implementing our capacity expansion and technology advancement plans, we expect to make significant purchases of equipment required for semiconductor fabrication. Some of the equipment is available from a limited number of vendors and/or is manufactured in relatively limited quantities, and in some cases has only recently become commercially available. Our ability to obtain certain kinds of equipment from outside of China may be subject to restrictions. See Risk Factors Risks Related to Conducting Operations in China-Limits placed on exports into China could substantially harm our business and operating results.

We maintain our equipment through a combination of in-house maintenance and outside contracting to our equipment vendors. We decide whether to maintain ourselves, or subcontract the maintenance of, a particular piece of equipment based on a variety of factors, including cost, complexity and regularity of the required periodic maintenance and the availability of maintenance personnel in China. Most of our equipment vendors offer maintenance services through technicians based in China.

Property

Our corporate headquarters and our mega-fab in Shanghai occupy 367,895 square meters of land, for which we hold valid land use rights certificates. These fabs currently occupy approximately 45% of this total land area. We also hold valid land use rights for the 240,140 square meters of land that comprise our Beijing site, approximately 75% of which will be occupied by the Beijing mega-fab. In 2005, we received land use rights certificates for 215,733 square meters of land in Tianjin, which is occupied by the Tianjin fab. We own all of the buildings and equipment for our fabs, except for certain customer-owned tooling provided to our Shanghai operations for test production on a consignment basis from our customers.

The following table sets forth the location, size and primary use of our real properties and whether such real properties are owned or leased.

Location	Size (Land/Building) (in square meters)	Primary Use	Owned⁽¹⁾ or Leased (Land/Building)
Zhangjiang High-Tech Park, Pudong New Area, Shanghai	530,831/164,795	Wafer fabrication	owned/owned
Beijing Economic and Technological Development Area	506,562/143,017	Wafer fabrication	owned/owned
Xiqing Economic Development Area, Tianjin	215,733/61,990	Wafer fabrication	owned/owned
Shenzhen Export Processing Zone, Shenzhen Pingshan New Area, Guangdong	200,060/225,986	Wafer fabrication	owned/owned
Export Processing Zone (West Area), Chengdu	215,874/35,850	Assembly and Test	owned/owned
Japan	na/55	Marketing activities	na/leased
USA	na/743	Marketing activities	na/leased

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Location	Size (Land/Building) (in square meters)	Primary Use	Owned⁽¹⁾ or Leased (Land/Building)
Italy	na/280	Marketing activities	na/leased
Hong Kong ⁽²⁾	na/300	Representative Office	na/owned

(1) With respect to land located in China, ownership refers to holding a valid land use rights certificate. All land within municipal zones in China is owned by the Chinese government. Limited liability companies, joint stock companies, foreign-invested enterprises, privately held companies and individual natural persons must pay fees to be granted rights to use land within municipal zones. Legal use of land is evidenced and sanctioned by land use certificates issued by the local municipal administration of land resources. Land use rights granted for industrial purposes are limited to a term of no more than 50 years.

(2) In February 2006, we purchased approximately 300 square meter of property in Hong Kong through our indirect wholly-owned subsidiary, Magnificent Tower Limited, a company incorporated in the British Virgin Islands.

The construction of our 8-inch fab in Shenzhen began in 2008 in an effort to expand our production capacity and is expected to commence commercial production in 2011. We plan to gradually increase the capacity in the Shenzhen fab based on market conditions. This project will be financed through our operating cash flows as well as through external financing. See Risk Factors Risks Related to Our Financial Condition and Business Since our operating cash flows will not be sufficient to cover our planned capital expenditures, we will require additional external financing, which may not be available on acceptable terms or at all. Any failure to raise adequate funds in a timely manner could adversely affect our business and operating results, and Risk Factors Risks Related to Our Financial Condition and Business The construction and equipping of new fabs and the expansion of existing fabs are subject to certain risks that could result in delays or cost overruns, which could require us to expend additional capital and adversely affect our business and operating results.

Our right to continued use of the land is subject to our continued compliance with the land use agreement that each of our Chinese subsidiaries has executed. The Chinese government has reserved the right to revoke our land use rights for special eminent domain purposes, in which case the government will compensate us. In addition, pursuant to an amendment to its domestic bank loan agreements, SMIC Beijing and SMIC Tianjin have pledged a portion of its land use right to the lenders. See Item 5 Operating and Financial Review and Prospects Liquidity and Capital Resources.

For a description concerning our capacity, capacity utilization rate and capacity expansion plans, please see Item 5 Operating and Financial Review and Prospects Factors that Impact our Results of Operations.

Risk Management and Insurance

We have been OHSAS18001 certified since September 2003. Our health and safety management philosophy is based on incident prevention, which is achieved through:

Mandatory staff and vendor safety training;

Compliance of equipment and facilities to safety criteria, including the Semiconductor Equipment and Materials International and Chinese National Fire Protection Association standards

A culture of accountability, whereby managers and employees are held responsible for the their own and their group s safety performance;

Regularly scheduled audits; and

Standard management procedures.

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We have established a corporate risk management committee and at each fab, an Emergency Response Center (ERC), to respond to emergencies. The ERCs are staffed 24 hours a day and are equipped with safety and security monitoring systems such as closed circuit television, gas monitoring systems, public announcement systems, and fire alarm monitoring systems.

Each department conducts emergency drills on a regular basis in accordance with our emergency response plan to address possible emergency situations that could arise. These emergency scenarios include fires, gas leakages, chemical spills, and power losses.

We maintain insurance with respect to our facilities, equipment, and inventories. The insurance for the fabs and their equipment covers, subject to some limitations, various risks, including industrial accidents and natural disasters, generally up to their respective replacement values and loss due to business interruption. We have not made any significant claims under these insurance policies. Equipment and inventories in transit are also insured.

Environmental Matters

The semiconductor production process generates gaseous chemical wastes, liquid waste, waste water, and other industrial wastes in various stages of the fabrication process. We have installed various types of pollution control equipment for the treatment of gaseous chemical waste and liquid waste and equipment for the recycling of treated water in our fabs. Our operations are subject to regulation and periodic monitoring by PRC's State Environmental Protection Bureau, as well as local environmental protection authorities, including those under the Shanghai Pudong Municipal Government, the Beijing Municipal Government, the Tianjin Municipal Government, and the Chengdu Municipal Government, which may in some cases establish stricter standards than those imposed by the State Environmental Protection Bureau. The Chinese national and local environmental laws and regulations impose fees for the discharge of waste substances above prescribed levels, require the payment of fines for serious violations, and authorize the Chinese national and local governments to suspend any facility that fails to comply with orders requiring it to cease or remedy operations causing environmental damage. No such penalties have been imposed on us or any of our subsidiaries for violations of environmental pollution.

We believe our pollution control measures are effective, complying with the requirements applicable to the semiconductor industry in China and comparable to other countries. Waste generated from our operations, including acid waste, alkaline waste, flammable waste, toxic waste, oxidizing waste, and self-igniting waste, are collected and sorted for proper disposal. Furthermore, we have in many cases implemented waste reduction steps beyond the scope of current regulatory requirements. In addition, we continuously investigate methods to lower our energy consumption, including making existing processes more efficient and reclaiming waste heat.

The ISO14001 standard is a voluntary standard and part of a comprehensive series of standards for environmental management published by the International Standards Organization. The ISO14001 standard cover environmental management principles, systems and supporting techniques. SMIC first received ISO14001 certification in August 2002.

In addition, all fabs currently in operation have been third-party certified to be compliant with the RoHS (Restriction of the use of certain Hazardous Substances in electrical and electronic equipment) Directive of the European Union, which bans the use of various chemicals determined to be harmful to the environment. Once the Shenzhen facility is in operation, it too will undergo certification for ISO14001 and RoHS compliance.

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Item 5. Operating and Financial Review and Prospects

Overview

We were founded in April 2000. In 2000 and 2001, our company was in its development stage and did not have any sales. During this period, we established our management structure, acquired land use rights, constructed, equipped and commenced the ramp-up of production at our 8-inch wafer facilities in Shanghai which are referred to as the Shanghai mega-fab, and began our research and development activities. The first fab in the Shanghai mega-fab and a portion of our second fab, commenced commercial production in January 2002. The remaining portion of our second fab and a third fab commenced commercial production in January 2003. In January 2004, we acquired an 8-inch fab in Tianjin, China, which we refer to as our Fab 7, from MCEL, a wholly owned subsidiary of Motorola. The first fab in the Beijing mega-fab commenced commercial production in March of 2005. As of December 31, 2010, we had reached total wafer fabrication capacity of 171,725 8-inch wafer equivalents per month. Our wafers shipped and sales decreased from 1,611,208 wafers and US\$1,353.7 million for 2008 to 1,376,663 wafers and US\$1,070.4 million for 2009 and then increased to 1,985,974 wafers and US\$1,554.8 million for 2010.

We manage our business and measure our results of operations based on a single operating segment. We anticipate an increase in aggregate capacity by the end of 2011 subject to market conditions. As we increase our capacity and corresponding wafer production, we anticipate benefits from economies of scale. When our capacity utilization is high, these economies of scale enable us to reduce our per wafer production cost and improve our margins. On the other hand, when our capacity utilization rate is low, our unused capacity results in higher per wafer production cost and decreased margins.

Factors that Impact Our Results of Operations

Cyclicality of the Semiconductor Industry

The semiconductor industry is highly cyclical due mainly to the cyclicality of demand in the markets of the products that use semiconductors. As these markets fluctuate, the semiconductor market also fluctuates. This fluctuation in the semiconductor market is exacerbated by the tendency of semiconductor companies, including foundries, to make capital investments in plant and equipment during periods of high demand since it may require several years to plan, construct and commence operations at a fab. Absent sustained growth in demand, this increase in capacity often leads to overcapacity in the semiconductor market, which in the past has led to a significant underutilization of capacity and a sharp drop in semiconductor prices. The semiconductor industry is generally slow to react to declines in demand due to its capital-intensive nature and the need to make commitments for equipment purchases well in advance of the planned expansion.

Substantial Capital Expenditures

The semiconductor foundry industry is characterized by substantial capital expenditures. This is particularly true for our company as we have recently constructed and equipped fabs and are continuing to construct and equip new fabs. In connection with the construction and ramp-up of our capacity since our inception, we incurred capital expenditures of US\$666 million, US\$190 million, and US\$728 million in 2008, 2009, and 2010 respectively. We depreciate our manufacturing machinery and equipment on a straight-line basis over an estimated useful life of five to seven years. We recorded depreciation of US\$761.8 million, US\$748.2, and US\$584.2 million in 2008, 2009, and 2010, respectively.

Table of Contents***Change in Process Mix and Technology Migration***

Because the price of wafers processed with different technologies varies significantly, the mix of wafers that we produce is among the primary factors that affect our sales and profitability. The value of a wafer is determined principally by the complexity of the process technology used to fabricate the wafer. In addition, production of devices with higher levels of functionality and greater system-level integration requires more fabrication steps, and these devices generally sell for higher prices.

Prices for wafers of a given level of technology generally decline over the relevant process technology life cycle. As a result, we and our competitors are continuously in the process of developing and acquiring advanced process technologies and migrating our customers to use such technologies to maintain or improve our profit margins. This technology migration requires continuous investment in research and development and technology-related acquisitions, and we expect to continue to spend a substantial amount of capital on upgrading our technologies.

Our initial sales after commencing commercial operations in 2002 consisted mainly of DRAM fabricated and sold on a foundry basis, as well as commodity-type DRAM fabricated using technology licensed from a third party and sold by us to distributors. During the first quarter of 2008, the Company reached an agreement with our customers to completely exit the commodity DRAM business. The conversion of DRAM capacity into logic production was completed on schedule in the fourth quarter of 2008. As a result, our Beijing 300mm logic capacity has placed us in a better position to serve our global and China customers. In connection with the decision to exit the commodity DRAM business, we recorded an impairment loss of \$105.8 million on long-lived assets during the first quarter of 2008.

The following table sets forth a breakdown of our sales by service type for 2008, 2009 and 2010:

Service Type	For the year ended December 31,					
	2008		2009		2010	
	Sales	Percentage	Sales	Percentage	Sales	Percentage
(in US\$ thousands, except percentages)						
Fabrication of memory wafers	71,935	5.30%	35,648	3.33%	20,592	1.32%
Fabrication of logic wafers ⁽¹⁾	1,139,535	84.20%	959,689	89.66%	1,416,250	91.09%
Other ⁽²⁾	142,241	10.50%	75,050	7.01%	117,947	7.59%
Total	\$ 1,353,711	100.00%	1,070,387	100.00%	1,554,789	100.00%

(1) Includes copper interconnects and memory devices whose manufacturing process is similar to that for a logic device.

(2) Includes mask-making and probing, etc.

Capacity Utilization Rates

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Operations at or near full capacity have a significant positive effect on our profitability because a substantial percentage of our cost of sales is of a fixed nature. In 2008, 2009 and 2010, approximately 46%, 49% and 40% respectively, of our cost of sales consisted of depreciation expenses, which are fixed costs. If we increase our utilization rates, the number of wafers we fabricate will increase, and therefore our average fixed costs per wafer will decrease. Therefore, our capacity utilization rates have a significant effect on our margins. Our utilization rates have varied from period to period due to capacity ramp-ups and fluctuations in customer orders. Our annual capacity utilization rate was 86.0% in 2008, 75.0% in 2009, and 95% in 2010. Factors affecting utilization rates are the overall industry conditions, the level of customer orders, the complexity of the wafers and of the mix of wafers produced, mechanical failures and other operational disruptions such as the expansion of capacity or the relocation of equipment, and our ability to manage the production facilities and product flows efficiently.

Our capacity is determined by us based on the capacity ratings for each piece of equipment, as specified by the manufacturers of such equipment, adjusted for, among other factors, actual output during uninterrupted trial runs, expected down time due to set up for production runs and maintenance, and expected product mix. Because these factors include subjective elements, our measurement of capacity utilization rates may not be comparable to those of our competitors.

Yield Rates

Yield per wafer is the ratio of the number of functional dies on that wafer to the maximum number of dies that can be produced on that wafer. A significant portion of our services, particularly our memory semiconductor wafer fabrication services, is priced on a per die basis.

We continuously upgrade the process technologies that we use. At the beginning of each technology migration, the yield utilizing the new technology is generally lower, sometimes substantially lower, than the yield under the then-current technology. This is because it requires time to stabilize, optimize and test a new process technology. We do not ship wafers to a customer until we have achieved that customer's minimum yield requirements. Yield is generally improved through the expertise and cooperation of our research and development personnel, process engineers, and equipment suppliers.

Critical Accounting Policies

The methods, estimates and judgments we use in applying our accounting policies have a significant impact on the results we report in our financial statements. Some of our accounting policies require us to make difficult and subjective judgments, often as a result of the need to make estimates of matters that are inherently uncertain. Below we have summarized our accounting policies that we believe are both important to the portrayal of our financial results and involve the need to make estimates about the effect of matters that are inherently uncertain. We also have other policies that we consider to be key accounting policies. However, these policies do not meet the definition of critical accounting estimates because they do not generally require us to make estimates or judgments that are difficult or subjective.

Please see Item 8 Financial Information Litigation regarding the Accounting Treatment for the 2005 and 2009 Settlement Agreements with TSMC.

Inventory

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Inventories are stated at the lower of cost or market. Market represents the net realizable value for finished goods and work-in-progress. Inventory cost is determined using standard cost and an allocation of the cost variances arising in the period of production, which approximates actual costs determined on the weighted average basis. We determine the standard cost of each wafer based on estimates of the materials, labor, and other costs incurred in each process step associated with the manufacture of our products. We allocate labor and overhead costs to each step in the wafer production process based on normal fab capacity, with costs arising from abnormal under-utilization of capacity expensed when incurred. The unit cost of a wafer generally decreases as fixed overhead charges, such as depreciation expense on the facility and semiconductor equipment, are allocated over a larger number of units produced.

We estimate the net realizable value for such finished goods and work-in-progress based primarily upon the latest invoice prices and current market conditions. If the market value of a good drops below its carrying value, we record a write-off to cost of sales for the difference between the carrying cost and the market value. During the years ended December 31, 2008, 2009 and 2010, the Company recorded inventory write downs of US\$40.8 million, US\$26.3 million and US\$19.9 million, respectively, to reflect a decline in the estimated market value of the inventory we held. We carry out an inventory review at each quarter-end.

Depreciation and Amortization

We operate in a capital-intensive business. We periodically review and assess the estimated useful life of our assets based on expected use by the Company, taking into account effects of obsolescence, demand, and other economic factors. The net book value of our plant and equipment, including prepaid land use rights, at December 31, 2010 was US\$2,430.7 million. Depreciation of manufacturing buildings and related improvements is provided on a straight-line basis over the estimated useful life of 25 years and commences from the date the facility is ready for its intended use. Depreciation of our manufacturing machinery and equipment, as well as our facility, machinery and equipment, is provided on a straight-line basis over the estimated useful life, commencing from the date that the equipment is placed into productive use. A 5 to 7 year useful life is used for manufacturing machinery and equipment while a 10 year useful life is used for facility, machinery and equipment. Amortization of land use rights is over the term of the land use right agreement, which ranges from 50 to 70 years. Amortization of intangible assets is computed using the straight-line method over the expected useful life of the assets ranging from 3 to 10 years. The estimated useful life and dates that the equipment is placed into productive use reflects our estimate of the periods that we intend to derive future economic benefits from the use of our plant and equipment and land use rights.

Long-lived Assets

The Company assesses the impairment of long-lived assets when events or changes in circumstances indicate that the carrying value of the assets or the asset group may not be recoverable. Factors that we consider in deciding when to perform an impairment review include, but are not limited to significant under-performance of a business or product line in relation to expectations, significant negative industry or economic trends, and significant changes or planned changes in our use of the assets. An impairment analysis is performed at the lowest level of identifiable independent cash flows for an asset or asset group. We make subjective judgments in determining the independent cash flows that can be related to specific asset group based on our asset usage model and manufacturing capabilities. We measure the recoverability of assets that will continue to be used in our operations by comparing the carrying value of the asset group to our estimate of the related total future undiscounted cash flows. If an asset group's carrying value is not recoverable through the related undiscounted cash flows, the impairment loss is measured by comparing the difference between the asset group's carrying value and its fair value, based on the best information available, including market prices or discounted cash flow analysis.

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In order to remain technologically competitive in our industry, we have entered into technology transfer and technology license arrangements with third parties in an attempt to advance our process technologies. The payments made for such technology licenses are recorded as an intangible asset or as a deferred cost and amortized on a straight-line basis over the estimated useful life of the asset. We routinely review the remaining estimated useful lives of these intangible assets and deferred costs. We also evaluate these intangible assets and deferred costs for impairment whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable.

We have continued to construct, acquire, and expand our manufacturing facilities since our inception. We will continue to review impairment factors as described above and, as a result, impairment charges may be necessary in the future as circumstances change.

In 2010, the Company recorded an impairment loss of \$8.4 million associated with the disposal of fixed assets with outdated technologies.

In 2009, the effect of adverse market conditions and significant changes in the Company's operation strategy lead to the Company's identification and commitment to abandon a group of long-lived assets. This group of long-lived assets is equipped with outdated technologies and no longer receives vendor support. As of December 31, 2009, this group of assets ceased to be used. As a result, the Company recorded an impairment loss of \$104.7 million after writing down the carrying value of these assets to zero.

During the first quarter of 2008, the Company reached an agreement with our customers to completely exit the commodity DRAM business. The conversion of DRAM capacity into logic production was completed on schedule in the fourth quarter. As a result, our Beijing 300mm logic capacity has placed us in a better position to serve our global and China customers. In connection with the decision to exit the commodity DRAM business, we recorded an impairment loss of \$105.8 million on long-lived assets during the first quarter of 2008.

Income Taxes

Current income taxes are provided for in accordance with the laws of the relevant taxing authorities.

As part of the process of preparing financial statements, we are required to estimate our income taxes in each of the jurisdictions in which it operates. When we have net operating loss carry forwards or temporary differences in the amount of tax recorded for tax purposes and accounting purposes, we may be able to reduce the amount of tax that we would otherwise be required to pay in future periods. We recognize all existing future tax benefits arising from these tax attributes as deferred tax assets and then establish a valuation allowance equal to the extent, if any, that it is more likely than not that such deferred tax assets will not be realized. We record an income tax benefit or expense when there is a net change in our total deferred tax assets and liabilities in a period. The ultimate realization of the deferred tax assets depends upon the generation of future taxable income during the periods in which the net operating losses and temporary differences become deductible. We account for income taxes using the asset and liability method. We record a valuation allowance to reduce our deferred tax assets to the amount that we believe is more likely than not to be realized. In assessing the need for a valuation allowance, we consider all positive and negative evidence, including past performance, the general outlook of the semiconductor industry, business conditions caused by the global economic downturn, projected future taxable income and recent financial performance. Forming a conclusion that a valuation allowance is not required is difficult when there is negative evidence such as cumulative losses in recent years.

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Because the determination of the amount of valuation allowance is based, in part, on our forecast of future profitability, it is inherently uncertain and subjective. Changes in market conditions and our assumptions may cause the actual future profitability to differ materially from our current expectation, which may require us to increase or decrease the amount of valuation allowance that we have recorded.

The Company has no material uncertain tax positions as of December 31, 2010 or unrecognized tax benefit which would favorably affect the effective income tax rate in future periods. The Company classifies interest and/or penalties related to income tax matters in income tax expense. As of December 31, 2010, the amount of interest and penalties related to uncertain tax positions is immaterial. The Company does not anticipate any significant increases or decreases to its liability for unrecognized tax benefits within the next 12 months.

Revenue Recognition

We manufacture semiconductor wafers for our customers based on the customers' designs and specifications pursuant to manufacturing agreements and purchase orders. We also sell certain semiconductor standard products to customers. Customers do not have any rights of return except pursuant to warranty provisions, which returns have been minimal. We typically perform tests of our products prior to shipment to identify yield of acceptable products per wafer. Occasionally, product tests performed after shipment identify yields below the level agreed with the customer. In those circumstances, the customer arrangement may provide for a reduction to the price paid or for its costs to ship replacement products. We estimate the amount of sales returns and the cost of replacement products based on the historical trend of returns and warranty replacements relative to sales and any current information regarding specific customer yield issues that may exceed historical trends. We recognize revenue upon shipment and title transfer, if all other criteria have been met. We also provide certain services such as mask making and probing and revenue is recognized when our services are completed.

The Company provides management services to certain government-owned foundries. Service revenue is recognized when persuasive evidence of an arrangement exists, service has been performed, the fee is fixed or determinable, and collectability is reasonably assured.

Share-based Compensation Expense

Our share-based employee compensation plans are described in more detail under **Share Ownership**.

We grant stock options to our employees and certain non-employees. Share-based compensation cost is measured at the grant date, based on the fair value of the award, and is recognized, net of expected forfeitures, as an expense over the employee's requisite service period (generally the vesting period of the equity grant).

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The fair value of options and shares issued pursuant to our option plans at the grant date was estimated using the Black-Scholes option pricing model. This model was developed for use in estimating the fair value of traded options that have no vesting restrictions and are fully transferable. In addition, option-pricing models require the input of highly subjective assumptions, including the expected term of the options, the estimated forfeiture rates and the expected stock price volatility. The expected term of options granted represents the period of time that options granted are expected to be outstanding. We estimated forfeiture rates using historical data to estimate option exercise and employee termination within the pricing formula. We use projected volatility rates based upon the company's historical volatility rates. These assumptions are inherently uncertain. Different assumptions and judgements would affect our calculation of the fair value of the underlying ordinary shares for the options granted, and the valuation results and the amount of share-based compensation would also vary accordingly.

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Income Tax

As an exempted company incorporated in the Cayman Islands, we are exempt from Cayman Islands taxation. Our Chinese subsidiaries are subject to taxation pursuant to Enterprise Income Tax Law and various local income tax laws. Under relevant regulations and after approval by the local Tax Bureau, our Shanghai, Beijing and Tianjin subsidiaries are entitled to a full exemption from foreign enterprise income tax, or FEIT, for five years starting with the first year of positive accumulated earnings, and a 50% reduction for the following five years. The tax holiday enjoyed by our Shanghai subsidiary took effect in 2004 when SMIS completed its first profit-making year. As of December 31, 2010, both Beijing and Tianjin entities were in accumulative loss positions and as a result the tax holiday had not begun to take effect.

Under the FEIT Laws, SMICD was qualified to enjoy a 5-year tax holiday (2-year full exemption followed by 3-year half reduction) subsequent to its first profit-making year after utilizing all prior tax losses or 2008 in accordance with the New EIT Law. SMICD was in a loss position and the tax holiday began as of December 31, 2008 at the statutory rate of 25%. The applicable income tax rate for 2010, 2011 and 2012 is 12.5%, and thereafter is 25%, respectively.

Our other subsidiaries are subject to their respective jurisdictions' income tax laws, including Japan, United States, and Europe. Our income tax obligations to date have been minimal.

We account for income taxes using an asset and liability approach for financial accounting and reporting for income tax purposes. Under the asset and liability method, deferred income taxes are recognized for temporary differences, net operating loss carry-forwards and credits by applying enacted statutory tax rates applicable to future years. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will not be realized. We conduct this analysis on a quarterly basis. As of December 31, 2010, the Company has recognized deferred tax assets including \$185.4 million from net operating loss carry forward and \$62.1 million from temporary difference between the tax and book base of certain fixed assets. The temporary difference generated from depreciation of fixed assets relates specially to one of the Company's subsidiaries and this subsidiary has achieved profitability in prior years and is expected to continue to be profitable based on the current forecast. We have recognized \$163.8 million valuation allowance based on the analysis on available positive and negative evidences, including profitability, utilization and production efficiency, industry cyclical risk and technology development risk.

Effective January 1, 2007, the Company prescribes a more-likely-than-not threshold for financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. This interpretation also provides guidance on de-recognition of income tax assets and liabilities, classification of current and deferred income tax assets and liabilities, accounting for interest and penalties associated with tax positions, accounting for income taxes in interim periods and income tax disclosures.

The Company has no material uncertain tax positions as of December 31, 2010 or unrecognized tax benefit which would favorably affect the effective income tax rate in future periods. The Company classifies interest and/or penalties related to income tax matters in income tax expense. As of December 31, 2010, the amount of interest and penalties related to uncertain tax positions is immaterial. The Company does not anticipate any significant increases or decreases to its liability for unrecognized tax benefits within the next 12 months.

On March 16, 2007, the National People's Congress, the PRC legislature, approved and promulgated a new tax law named Enterprise Income Tax Law. On December 6, 2007, the PRC State Council issued the Implementation Regulations of the

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Enterprise Income Tax Law, both of which became effective on January 1, 2008. The Enterprise Income Tax Law and its Implementation Regulations, or the new EIT law, FIEs and domestic companies are subject to a uniform tax rate of 25%. The new EIT law eliminates or modifies most of the tax exemptions, reductions and preferential treatments available under the previous tax laws and regulations. The State Council issued the Notice of the State Council on the Implementation of the Transitional Preferential Policies in respect of Enterprise Income Tax on December 26, 2007, enterprises that were established before March 16, 2007 and already enjoy preferential tax treatments will (i) in the case of preferential tax rates, continue to enjoy the tax rates which will be gradually increased to the new tax rates within five years from January 1, 2008 or (ii) in the case of preferential tax exemption or reduction for a specified term, continue to enjoy the preferential tax holiday until the expiration of such term. Thus, SMIC Shanghai, SMIC Beijing and SMIC Tianjin could fall into condition (ii) and may be entitled to the five year exemption and five year reduction as subject to the final recognition by the PRC tax authorities. While the EIT Law equalizes the tax rates for FIEs and domestic companies, preferential tax treatment would continue to be given to companies in certain encouraged sectors and to entities classified as high and new technology enterprises companies supported by the PRC government, whether FIEs or domestic companies. According to the new EIT Law, entities that qualify as high and new technology enterprises especially supported by the PRC government are expected to benefit from a tax rate of 15% as compared to the uniform tax rate of 25%. Implementation Regulations of the Enterprise Income Tax Law, a high and new technology enterprise shall have core self-owned intellectual properties and its products shall be within the scope provided by the high-technology field highly supported by the State .

Under the new EIT law, dividends, interests, rent, royalties and gains on transfers of property payable by a foreign-invested enterprise in the PRC to its foreign investor who is a non-resident enterprise will be subject to a 10% withholding tax, unless such non-resident enterprise's jurisdiction of incorporation has a tax treaty with the PRC that provides for a reduced rate of withholding tax. The Cayman Islands, where SMIC is incorporated, does not have such a tax treaty with the PRC. If SMIC is considered a non-resident enterprise, this new 10% withholding tax imposed on SMIC's dividend income received from SMIC Shanghai, SMIC Beijing and SMIC Tianjin would reduce its net income and have an adverse effect on its operating results.

Under the new EIT law, an enterprise established outside the PRC with its de facto management body within the PRC is considered a resident enterprise and will be subject to the enterprise income tax at the rate of 25% on its worldwide income and foreign tax credit may be applicable. The de facto management body is defined as the organizational body that effectively exercises overall management and control over production and business operations, personnel, finance and accounting, and properties of the enterprise. It remains unclear how the PRC tax authorities will interpret such a broad definition. Substantially the majority of management members of SMIC are based in the PRC. If the PRC tax authorities subsequently determine that SMIC should be classified as a resident enterprise, then SMIC's worldwide income will be subject to income tax at a uniform rate of 25%, which may have a material adverse effect on SMIC's financial condition and results of operations. Notwithstanding the foregoing provision, the new EIT law also provides that, if a resident enterprise directly invests in another resident enterprise, the dividends received by the investing resident enterprise from the invested enterprise are exempted from income tax, subject to certain conditions. Therefore, if SMIC is classified as a resident enterprise, the dividends received from our PRC subsidiary may be exempted from income tax. However, it remains unclear how the PRC tax authorities will interpret the PRC tax resident treatment of an offshore company, like SMIC, having indirect ownership interests in PRC enterprises through intermediary holding vehicles.

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Foreign Currency Fluctuations

Our sales are generally denominated in U.S. dollars and our operating expenses and capital expenditures are generally denominated in U.S. dollars, Japanese Yen, Euros and Renminbi. Accordingly, we are affected by fluctuations in exchange rates between the U.S. dollar and each of the Japanese Yen, the Euro and the Renminbi. See Risk Factors - Risks Related to Conducting Operations in China Devaluation or appreciation in the value of the Renminbi or restrictions on convertibility of the Renminbi could adversely affect our operating results and Risk Factors - Risks Related to Our Financial Condition and Business Exchange rate fluctuations could increase our costs, which could adversely affect our operating results and the value of our ADSs for a discussion of the effects on our company of fluctuating exchange rates and Item 11 Quantative and Qualitative Disclosures About Market Risk Foreign Exchange Rate Fluctuation Risk for a discussion of our efforts to minimize such risks.

Table of Contents**Recent Accounting Pronouncements**

In April 2010, the FASB issued ASU 2010-17, Revenue Recognition Milestone Method (Topic 605). This guidance is to provide on defining a milestone and determining when it may be appropriate to apply the milestone method of revenue recognition for research or development transactions. Research or development arrangements frequently include payment provisions whereby a portion or all of the consideration is contingent upon milestone events such as successful completion of phases in a study or achieving a specific result from the research or development efforts. Specifically, this guidance amends the affect vendors that provide research or development deliverables in an arrangement in which one or more payments are contingent upon achieving uncertain future events or circumstances. A vendor can recognize consideration that is contingent upon achievement of a milestone in its entirety as revenue in the period in which the milestone is achieved only if the milestone meets all criteria to be considered substantive should based on: (1) be commensurate with either of the following: (a) the vendor's performance to achieve milestone, (b) the enhancement of the value of the item delivered as a result of a specific outcome resulting from the vendor's performance to achieve the milestone; (2) relate solely to past performance; or (3) be reasonable relative to all deliverables and payment terms in the arrangement. In addition, a vendor that is affected by the amendments required to provide all of the following: (1) a description of the overall arrangement; (2) a description of each milestone and related contingent consideration; (3) a determination of whether each milestone is considered substantive; (4) the factors that the entity considered in determining whether the milestone or milestones are substantive; or (5) the amount of consideration recognized during the period for the milestone or milestones. This guidance is effective on a prospective basis for milestones achieved in fiscal years, and interim periods within those years, beginning on or after June 15, 2010. The adoption of ASU 2010-17 will not have a material impact on the Company's consolidated financial position or result of operations.

Incentives from the Chinese government

The chart below sets forth a brief summary of the material incentives received by our Chinese subsidiaries from the Chinese government. Our Shanghai, Beijing, and Tianjin subsidiaries are qualified as integrated circuit production enterprises under the Chinese government's *Several Policies to Encourage the Development of Software and Integrated Circuit Industry*. Under these policies, any company that engages in the semiconductor industry in China and has a total investment size in excess of 8,000 million Renminbi (approximately US\$964 million) and fabricates integrated circuits that have a linewidth of less than 0.25 micron are entitled to the last three benefits listed below. For a more detailed discussion of these incentives, see Item 4-Information on the Company-Regulation.

Incentive	SMIC Shanghai, SMIC Beijing, and SMIC Tianjin
Preferential Value-added Tax Policies.	17% VAT rate. 17% tax refund rate for exports reduced to 13% as of January 1, 2004. 13% tax refund rate for exports increased to 17% as of November 1, 2004.
Preferential Enterprise Income Tax Policies	Five-year full exemption and five-year 50% reduction upon approval from the local tax bureau.
Preferential Customs Duties and Import-related VAT Policies	Exemption from customs duties with respect to its equipment, spare parts and raw materials. Exemption from import-related VAT with respect to its equipment, spare parts and raw materials.

Exemption from VAT for imported equipment will no longer applied as of July 1, 2009 and a 17% VAT rate will apply.

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Operating Results

Sales

We generate our sales primarily from fabricating semiconductors. We also derive a relatively small portion of our sales from the mask-making, wafer probing, and other services that we perform for third parties separately from our foundry services.

In 2010, fabless semiconductor companies accounted for 71.5%, IDMs accounted for 16.2% and systems and other companies accounted for 12.3%, respectively, of our sales. Although we are not dependent on any single customer, a significant portion of our net sales is attributable to a relatively small number of our customers. In 2008, 2009, and 2010 our five largest customers accounted for approximately 58.2%, 60.0%, and 53.7% of our sales, respectively.

Cost of sales

Our cost of sales consists principally of:

depreciation and amortization;

overhead, including maintenance of production equipment, indirect materials, including chemicals, gases and various types of precious and other metals, utilities and royalties;

direct materials, which consist of raw wafer costs;

labor, including amortization of deferred stock compensation for employees directly involved in manufacturing activities; and

production support, including facilities, utilities, quality control, automated systems and management functions.

Our depreciation expenses attributable to cost of sales were US\$663.1 million in 2008, US\$575.1 million in 2009, and US\$497.6 million in 2010.

Operating expenses (income)

Our operating expenses (income) consist of:

Research and development expenses. Research and development expenses consist primarily of salaries and benefits of research and development personnel, materials costs, depreciation and maintenance on the equipment used in our research and development efforts, contracted technology development costs, and the costs associated with the ramp-up of new fabs but are partially offset by related government subsidies.

General and administrative expenses. General and administrative expenses consist primarily of salaries and benefits for our administrative, finance and human resource personnel, commercial insurance, fees for professional services, bad debt expenses, foreign exchange gains and losses from operating activities. Foreign exchange gains and losses relate primarily to period-end translation adjustments due to exchange rate fluctuations that affect payables and receivables directly related to our operations.

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Selling and marketing expenses. Selling and marketing expenses consist primarily of salaries and benefits of personnel engaged in sales and marketing activities, costs of customer wafer samples, other marketing incentives and related marketing expenses.

Amortization of acquired intangible assets. Amortization of acquired intangible assets consist primarily of the cost associated with the purchase of technology, licenses, and patent licenses.

Other income (expenses)

Our other income (expenses) consists of:

interest income, which has been primarily derived from cash equivalents and short-term investments and interest on share purchase receivables;

interest expenses, net of capitalized portions and government interest subsidies, which have been primarily attributable to our bank loans and the imputed interest rate on an outstanding interest-free promissory note; and

other income and expense items, such as those relating to the employee living quarters and school; and

foreign exchange gains and losses relating to financing and investing activities, including forward contracts.

Comparisons of Results of Operations**Consolidated Financial Data**

The summary consolidated financial data presented below as of and for the years ended December 31, 2008, 2009, and 2010 are derived from, and should be read in conjunction with, and are qualified in their entirety by reference to, our audited consolidated financial statements, including the related notes, included elsewhere in this annual report. The summary consolidated financial data as of and for the years ended December 31, 2006 and 2007 is derived from our audited consolidated financial statements not included in this annual report. The summary consolidated financial data presented below has been prepared in accordance with U.S. GAAP.

	For the year ended December 31,				
	2006	2007	2008	2009	2010
	(in US\$ thousands, except for share, ADS, percentages, and operating data)				
Statement of Operations					
Data:					
Sales	\$1,465,323	\$1,549,765	\$1,353,711	\$1,070,387	\$1,554,788
Cost of sales ⁽¹⁾	1,338,155	1,397,038	1,412,851	1,184,589	1,244,714
Gross profit (loss)	127,168	152,727	(59,140)	(114,202)	310,074
Operating expenses (income):					
Research and development	94,171	97,034	102,240	160,754	174,900
General and administrative	47,365	74,490	67,037	218,688	43,762
Selling and marketing	18,231	18,716	20,661	26,566	29,498
Amortization of acquired intangible assets	24,393	27,071	32,191	35,064	27,168

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	For the year ended December 31,				
	2006	2007	2008	2009	2010
	(in US\$ thousands, except for share, ADS, percentages, and operating data)				
Impairment loss of long-lived assets			106,741	138,295	8,442
Loss (gain) from sale of plant and equipment and other fixed assets	(43,122)	(28,651)	(2,877)	3,832	(658)
Litigation settlement				269,637	
Total operating expenses, net	141,038	188,659	325,993	852,836	266,620
Income (loss) from operations	(13,870)	(35,932)	(385,132)	(967,038)	43,455
Other income (expenses):					
Interest income	14,916	12,349	11,542	2,591	4,127
Interest expense	(50,926)	(37,936)	(50,767)	(24,699)	(22,656)
Change in the fair value of commitment to issue shares and warrants				(30,101)	(29,815)
Foreign currency exchange gain (loss)	(21,912)	11,250	11,425	7,302	5,025
Other, net	1,821	2,238	7,429	4,626	8,772
Total other expense, net	(56,101)	(12,100)	(20,371)	(40,281)	(34,547)
Income (loss) before income tax	(69,971)	(48,032)	(405,503)	(1,007,319)	8,907
Income tax benefit (expense)	24,928	29,720	(26,433)	46,624	4,818
Gain (loss) from equity investment	(4,201)	(4,013)	(444)	(1,782)	285
Net income (loss) before cumulative effect of a change in accounting principle	(49,244)	(22,324)	(432,380)	(962,478)	14,011
Cumulative effect of a change in accounting principle	5,154				
Net income (loss)	(44,090) (19)	(22,324) 2,856	(432,380) (7,851)	(962,478) (1,060)	14,011 (1,060)

Accretion of interest to noncontrolling interest						140
Loss attributable to noncontrolling interest						
Income (loss) attributable to Semiconductor Manufacturing International Corporation	\$ (44,109)	\$ (19,468)	\$ (440,231)	\$ (963,537)	\$	13,100
Earnings (loss) per ordinary share, basic	\$ (0.00)	\$ (0.00)	\$ (0.02)	\$ (0.04)	\$	0.00
Earnings (loss) per ordinary share, diluted	\$ (0.00)	\$ (0.00)	\$ (0.02)	\$ (0.04)	\$	0.00
Shares used in calculating basic earnings (loss) per share ⁽³⁾	18,334,498,923	18,501,940,489	18,682,544,866	22,359,237,084	24,258,437,559	
Shares used in calculating diluted earnings (loss) per share ⁽²⁾	18,334,498,923	18,501,940,489	18,682,544,866	22,359,237,084	25,416,597,405	

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	For the year ended December 31,				
	2006	2007	2008	2009	2010
	(in US\$ thousands, except for share, ADS, percentages, and operating data)				
Earnings (loss) per ADS, basic ⁽³⁾	\$ (0.12)	\$ (0.05)	\$ (1.18)	\$ (2.15)	\$ 0.00
Earnings (loss) per ADS, diluted ⁽³⁾	\$ (0.12)	\$ (0.05)	\$ (1.18)	\$ (2.15)	\$ 0.00
ADS used in calculating basic loss per ADS ⁽³⁾	366,689,978	370,038,810	373,650,897	447,184,742	485,168,751
ADS used in calculating diluted loss per ADS ⁽³⁾	366,689,978	370,038,810	373,650,897	447,184,742	508,331,948

Other Financial**Data:**

Gross margin	8.70%	9.90%	-4.40%	-10.67%	19.94%
Operating margin	-0.90%	-2.30%	-27.80%	-90.05%	2.79%
Net margin	-3.00%	-1.30%	-32.50%	-89.92%	0.90%

Operating Data:

Wafers shipped (in 8 equivalents)

Total	1,614,888	1,849,957	1,611,208	1,376,663	1,985,974
ASP ⁽⁴⁾	907	838	840	778	783

- (1) Including share-based compensation for employees directly involved in manufacturing activities.
- (2) Anti-dilutive preference shares, options and warrants were excluded from the weighted average ordinary shares outstanding for the diluted per share calculation. For 2006, 2007, 2008 and 2009 earnings (loss) per share did not differ from diluted loss per share.
- (3) Fifty ordinary shares equals one ADS.
- (4) Total sales/total wafers shipped.

Comparisons of the Years Ended December 31, 2008, 2009 and 2010*Year Ended December 31, 2010 Compared to Year Ended December 31, 2009*

Sales. Sales increased by 45.3% from US\$1,070.4 million for 2009 to US\$1,554.8 million for 2010, primarily due to an increase in overall wafer shipments. For the full year 2010, the overall wafer shipments were 1,985,974 units of 8-inch equivalent wafers, up 44.3% year-on-year. The average selling price of the wafers the Company shipped increased by 0.6% from US\$778 per wafer to US\$783. Excluding DRAM revenue, the percentage of wafer revenues that used 0.13 micron and below process technology increased from 47.5% to 54.5% between these two periods.

Cost of sales and gross profit (loss). Cost of sales increased by 5.1% from US\$1,184.6 million for 2009 to US\$1,244.7 million for 2010. Out of the total cost of sales for 2010, US\$497.6 million was attributable to depreciation of plant and equipment and another \$2.8 million was attributable to amortization of deferred costs and share-based compensation costs. Out of the total cost of sales for 2009, US\$575.1 million was attributable to depreciation of plant and equipment and another \$23.5 million was attributable to amortization of deferred costs and share-based compensation costs. The Company had a gross profit of US\$310.1

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million for 2010 compared to a gross loss of US\$114.2 million in 2009. Gross margins were 19.9% in 2010 compared to (10.7)% in 2009. The increase in gross margins was due to higher overall wafer shipments in 2010 driven by the market recovery from the 2009 global recession and \$75.5 million decrease in depreciation expense.

Operating income (expenses) and income (loss) from operations. Operating expenses decreased by 68.7% from US\$852.8 million for 2009 to US\$266.6 million for 2010 primarily due to charges related to settlement of litigation, bad debt provision and plant and equipment impairment loss in 2009. We recorded litigation settlement expense, bad debt expense and impairment loss of US\$269.6 million, US\$115.8 million and US\$138.3 million, respectively, in 2009.

Research and development expenses increased by 8.8% from US\$160.8 million for 2009 to US\$174.9 million for 2010, due to an increase expenses associated with 65nm and 45nm technology development.

General and administrative expenses decreased by 80.0% to US\$43.8 million for 2010 from US\$218.7 million for 2009, primarily due to bad debt expenses of US\$115.8 million recorded in 2009.

Selling and marketing expenses increased by 11.1% from US\$26.6 million for 2009 to US\$29.5 million for 2010, due to an increase in sales and marketing activities.

The amortization of acquired intangible assets decreased from US\$35.1 million for 2009 to US\$27.2 million for 2010.

Impairment of plant and equipment. In 2010, the Company recorded an impairment loss of \$8.4 million associated with the disposal of fixed assets with outdated technologies compared to an impairment loss of \$104.7 million recorded in 2009 in connection with certain obsolete assets that were held to be abandoned.

As a result, the Company's income from operations was US\$43.5 million in 2010 compared to loss from operations of US\$967.0 million in 2009. Operating margin was 1.4% and (90.3)%, for 2010 and 2009, respectively.

Other income (expenses). Other expenses decreased from US\$40.3 million in 2009 to US\$34.5 million in 2010. The foreign exchange gain, combining the operating and non-operating activities, was US\$5.0 million in 2010 as compared to US\$7.3 million in 2009.

Net income (loss). Due to the factors described above, the Company recorded a net income of US\$14.0 million in 2010 compared to a net loss of US\$962.5 million in 2009.

Year Ended December 31, 2009 Compared to Year Ended December 31, 2008

Sales. Sales decreased by 20.9% from US\$1,353.7 million for 2008 to US\$1,070.4 million for 2009, primarily due to a decrease in overall wafer shipments. For the full year 2009, the overall wafer shipments were 1,376,663 units of 8-inch equivalent wafers, down 14.6% year-on-year. The average selling price of the wafers the Company shipped decreased by 7.5% from US\$840 per wafer to US\$778. Excluding DRAM revenue, the percentage of wafer revenues that used 0.13 micron and below process technology increased from 38.2% to 44.2% between these two periods.

Cost of sales and gross profit. Cost of sales decreased by 16.2% from US\$1,412.9 million for 2008 to US\$1,184.6 million for 2009. Out of the total cost of sales for 2009, US\$575.1 million was attributable to depreciation of plant and equipment and another \$23.5 million was attributable to amortization of deferred costs and share-based compensation costs. Out of the total cost of sales for 2008, US\$663.1 million was attributable to depreciation of plant and equipment and another \$28.4 million was attributable to amortization of deferred costs and share-based compensation costs. The Company had a gross loss of

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US\$114.2 million for 2009 compared to a gross loss of US\$59.1 million in 2008. Gross margins were (10.7)% in 2009 compared to (4.4)% in 2008. The decrease in gross margins was due to market downturn experienced in the first quarter of 2009.

Operating expenses and loss from operations. Operating expenses increased by 161.6% from US\$326.0 million for 2008 to US\$852.8 million for 2009 primarily due to charges related to settlement of litigation.

Research and development expenses increased by 57.2% from US\$102.2 million for 2008 to US\$160.8 million for 2009. The Company received fewer government subsidies for research & development expenses in 2009 compared to 2008.

General and administrative expenses increased by 226.4% to US\$218.7 million for 2009 from US\$67.0 million for 2008, primarily due to an increase in bad debt provision, contingent liability and legal fees.

Selling and marketing expenses increased by 28.6% from US\$20.7 million for 2008 to US\$26.6 million for 2009, due to an increase in sales and marketing activities.

The amortization of acquired intangible assets increased from US\$32.2 million for 2008 to US\$35.1 million for 2009. Additional charges were recognized under operating expense in the fourth quarter of 2009, of which \$269.6 million was related to the settlement of litigation and \$138.3 million was related to long-lived asset impairment. The total amount of the settlement litigation charge including the portion classified under non-operating expense was \$299.7 million.

Impairment of plant and equipment. In 2009, the effect of adverse market conditions and significant changes in the Company's operation strategy lead to the Company's identification and commitment to abandon a group of long-lived assets. This group of long-lived assets is equipped with outdated technologies and no longer receives vendor support. As of December 31, 2009, this group of assets ceased to be used. As a result, the Company recorded an impairment loss of \$104.7 million after writing down the carrying value to zero.

As a result, the Company's loss from operations was US\$963.5 million in 2009 compared to loss from operations of US\$440.2 million in 2008. Operating margin was (90.3)% and (28.4)%, for 2009 and 2008 respectively.

Other income (expenses). Other expenses increased from US\$20.4 million in 2008 to US\$40.3 million in 2009 primarily due to a change in the fair value of the commitment to grant shares and warrants in the amount of \$30.1 million related to the litigation settlement. Total foreign exchange gain, combining the operating and non-operating activities, was US\$7.3 million in 2009 as compared to US\$11.4 million in 2008.

Net loss. Due to the factors described above, the Company recorded a net loss of US\$963.5 million in 2009 compared to a net loss of US\$440.2 million in 2008 attributable to ordinary shareholders.

Table of Contents**Liquidity and Capital Resources**

The following table sets forth a condensed summary of our audited statements of cash flows for the periods indicated:

	2008	For the year ended December 31, 2009 (in US\$ thousands)	2010
Net cash provided by operating activities:			
Net income (loss)	\$(432,380)	\$(962,478)	\$ 14,011
Depreciation	761,809	748,185	584,242
Total	569,782	283,566	694,613
Net cash used in investing activities:			
Purchase of property, plant and equipment	(669,055)	(217,269)	(491,539)
Total	(761,713)	(211,498)	(583,713)
Net cash provided by (used in) financing activities:			
Proceeds from short-term borrowings	422,575	726,897	716,676
Proceeds from long-term debt	285,930	100,946	10,000
Total	173,314	(78,902)	(37,851)
Net increase (decrease) in cash and cash equivalents	\$ (19,054)	\$ (6,767)	\$ 72,346

Operating Activities

As of December 31, 2010, we had US\$515.8 million in cash and cash equivalents. These cash and cash equivalents were held in the form of United States dollars, Japanese Yen, European Euros, and Chinese Renminbi. Our net cash provided by operating activities in 2010 was US\$694.6 million, which was primarily due to the income attributable to holders of ordinary shares of US\$13.1 million, an increase of US\$19.7 million in inventories, an increase of US\$2.4 million in accounts receivable, an increase of US\$34.2 million in accounts payable relating to the purchase of materials and inventories, and the add-back of US\$584.2 million in depreciation and amortization relating to commercial production.

As of December 31, 2009, we had US\$443.5 million in cash and cash equivalents. These cash and cash equivalents were held in the form of United States dollars, Japanese Yen, European Euros, and Chinese Renminbi. Our net cash provided by operating activities in 2009 was US\$283.6 million, which was primarily due to the loss attributable to holders of ordinary shares of US\$963.5 million, an increase of US\$22.1 million in inventories, an increase of US\$95.4 million in accounts receivable, an increase of US\$35.8 million in accounts payable relating to the purchase of materials and inventories, and the add-back of US\$748.2 million in depreciation and amortization relating to commercial production.

As of December 31, 2008, we had US\$450.2 million in cash and cash equivalents. These cash and cash equivalents were held in the form of United States dollars, Japanese Yen, European Euros, and Chinese Renminbi. Our net cash provided by operating activities in 2008 was US\$569.8 million, which was primarily due to the loss attributable to holders of ordinary shares of US\$440.2 million, a decrease of US\$76.7 million in inventories, a decrease of US\$97.8 million in accounts receivable and an increase of US\$76.8 million in accounts payable relating to the purchase of materials and inventories, and the add-back of US\$761.8 million in depreciation and amortization relating to commercial production.

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Investing Activities

Our net cash used in investing activities was US\$583.7 million in 2010, US\$211.5 million in 2009, and US\$761.7 million in 2008. These amounts were primarily attributable to purchases of plant and equipment for our mega-fabs in Shanghai and Beijing, and Tianjin fab in these periods as well as costs associated with the Shanghai fab construction.

Financing Activities

Our net cash used in financing activities in 2010 was US\$37.8 million. This was primarily derived from US\$716.7 million in proceeds from short-term borrowings, US\$10.0 million in proceeds from long-term debt, US\$631.5 million in the repayment of short-term borrowings, US\$254.4 million in the repayment of long-term debt, US\$80.0 million in the repayment of promissory notes and US\$199 million in proceeds from issuance of ordinary shares.

Our net cash used in financing activities in 2009 was US\$78.9 million. This was primarily derived from US\$726.9 million in proceeds from short-term borrowings, US\$100.9 million in proceeds from long-term debt, US\$641.3 million in the repayment of short-term borrowings, and US\$241.7 million in the repayment of long-term debt.

Our net cash provided by financing activities in 2008 was US\$173.3 million. This was primarily derived from US\$422.6 million in proceeds from short-term borrowings, US\$285.9 million in proceeds from long-term debt, US\$328.3 million in the repayment of short-term borrowings, and US\$345.8 million in the repayment of long-term debt. In addition, US\$168.1 million came from proceeds from the issuance of ordinary shares.

Capital Expenditures

We incurred capital expenditures of US\$666 million, US\$190 million and US\$728 million in 2008, 2009 and 2010, respectively. We currently expect our capital expenditures in 2011 to total approximately US\$1 billion, subject to adjustment based on market conditions. We have financed our substantial capital expenditure requirements through the proceeds received in our global offering, several rounds of private financing, cash flows from operations, and bank borrowings. In addition, once a fab is in operation at acceptable capacity and yield rates, it can provide significant cash flows.

Any transfer of funds from our company to our Chinese subsidiaries, either as a shareholder loan or as an increase in registered capital, is subject to registration or approval of Chinese governmental authorities, including the relevant administration of foreign exchange and/or the relevant examining and approval authority. In addition, it is not permitted under Chinese law for our Chinese subsidiaries to directly lend money to each other. Therefore, it is difficult to change our capital expenditure plans once the relevant funds have been remitted from our company to our Chinese subsidiaries. These limitations on the free flow of funds between us and our Chinese subsidiaries could restrict our ability to act in response to changing market conditions and reallocate funds from one Chinese subsidiary to another in a timely manner.

Our cash flows from operations have historically exceeded operating income, reflecting our significant non-cash depreciation expenses. Our operating cash flows may not be sufficient to meet our capital expenditure requirements in 2011. If our operating cash flows are insufficient, we plan to fund the expected shortfall through bank loans. If necessary, we will also explore other forms of external financing.

If the current economic or market conditions deteriorate, our business, financial condition and results of operations could be materially and adversely affected. Therefore there can be no assurance that our business will generate and continue to generate sufficient cash flow to fund our liquidity needs in the future as cash flow generation may be affected by, among other factors, sales levels, capacity utilization, industry business conditions as well as global economic conditions.

Table of Contents*Commitments*

As of December 31, 2010, we had commitments of US\$83.0 million for facilities construction obligations for our Shanghai, Beijing, Tianjin, Chengdu, and Shenzhen facilities. The Company had commitments of US\$558.1 million to purchase machinery and equipment for Shanghai, Beijing, Shenzhen and Tianjin fabs.

For additional information, see Item 5 Operating and Financial Review and Prospects-Factors that Impact Our Results of Operations-Substantial Capital Expenditures and Capacity Expansion.

As of December 31, 2010, the Company's outstanding long-term liabilities primarily consisted of US\$512.0 million in secured bank loans, which are repayable in installments which commenced in June 2006, with the last payment due in December 2012.

2006 Loan Facility (SMIC Shanghai). In June 2006, Semiconductor Manufacturing International (Shanghai) Corporation (SMIC Shanghai) entered into a USD denominated long-term facility arrangement for US\$600.0 million with a consortium of international and PRC banks. The principal amount is repayable beginning December 2006 in ten semi-annual installments. The interest rate is variable and determined as LIBOR +1.00%. In August 2010, the facility was fully repaid.

2009 USD & RMB Loan Facility. In June 2009, SMIC Shanghai entered into the Shanghai USD & RMB loan, a two-year loan facility in the principal amount of US\$80 million and RMB200 million respectively with The Export-Import Bank of China. This facility is secured by the manufacturing equipment located in SMIC Shanghai's 12-inch fab. This two-year loan facility will be used to finance future expansion and general corporate needs for SMIC Shanghai's 12-inch fab. As of December 31, 2010, SMIC Shanghai had drawn down US\$80 million and RMB200 million (US\$29.4 million), respectively, on this loan facility. The principal amount is repayable in June 2011. In 2010, the interest rate on the loan ranged from 2.00% to 4.86%. The interest expense incurred in 2010 and 2009 was US\$3.6 million and US\$1.3 million, respectively, of which US\$1.1 million and US\$0.1 million were capitalized as additions to assets under construction in 2010 and 2009, respectively.

The total outstanding balance of the facilities is collateralized by certain equipment with an original cost of US\$366 million as of December 31, 2010.

2005 Loan Facility (SMIC Beijing). In May 2005, Semiconductor Manufacturing International (Beijing) Corporation (SMIC Beijing) entered into a five year USD denominated loan facility in the aggregate principal amount of US\$600.0 million, with a syndicate of financial institutions based in the PRC. This five-year bank loan will be used to expand the capacity of SMIC Beijing's fabs. This facility is secured by the manufacturing equipment located in the SMIC Beijing 12-inch fabs. The Company has guaranteed SMIC Beijing's obligations under this facility. As of December 31, 2010, SMIC Beijing had repaid US\$309.0 million. On June 26, 2009, SMIC Beijing amended the syndicated loan agreement to defer the commencement of the three remaining semi-annual payments December 28, 2011. The amendment includes a provision for mandatory early repayment of a portion of the outstanding balance if SMIC Beijing's financial performance exceeds certain pre-determined benchmarks. The amendment has been accounted for as a modification as the terms of the amended instrument are not substantially different from the original terms. The interest rate on this loan facility in 2010 ranged from 2.64% to 2.95%. The interest expense incurred in 2010, 2009 and 2008 was US\$8.4 million, US\$10.2 million and US\$25.6 million, of which US\$2.8 million, US\$0.5 million and US\$1.6 million were capitalized as additions to assets under construction in 2010, 2009 and 2008, respectively.

The total outstanding balance of the SMIC Beijing USD syndicate loan is collateralized by certain plant and equipment with an original cost of US\$1,314 million as of December 31, 2010.

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Any of the following in respect of SMIC Beijing would constitute an event of default during the term of the loan agreement:

1. $[\text{Net profit} + \text{depreciation} + \text{amortization} + \text{financial expenses} \text{ (increase of accounts receivable and advanced payments} + \text{increase of inventory} \text{ increase in accounts payable and advanced receipts)}] / \text{financial expenses} < 1$; and
2. $(\text{Total liability} \text{ borrowings from shareholders, including principal and interest}) / \text{Total assets} > 60\%$ (when SMIC Beijing's capacity is less than 20,000 12-inch wafers per month); and $(\text{Total liability} \text{ borrowings from shareholders, including principal and interest}) / \text{Total assets} > 50\%$ (when SMIC Beijing's capacity exceeds 20,000 12-inch wafers per month).

SMIC Beijing has complied with these covenants as of December 31, 2010.

2005 EUR Loan Facility. On December 15, 2005, the Company entered into a EUR denominated long-term loan facility agreement in the aggregate principal amount of EUR85 million (equivalent to approximately US\$105 million) with ABN Amro Bank N.V. Commerz Bank N.V., Shanghai Branch. The draw down period of the facility ends on the earlier of (i) thirty six months after the execution of the agreement or (ii) the date which the loans have been fully drawn down. Each draw down made under the facility shall be repaid in full by the Company in ten equal semi-annual installments. SMIC Tianjin had drawn down in 2006 and SMIC Shanghai had drawn down in 2007 and 2008.

As of December 31, 2010, SMIC Tianjin had drawn down EUR15.1 million, the interest rate on the loan ranged from 0.97% to 2.19%. The interest expenses incurred in 2010, 2009 and 2008 were US\$0.04 million, US\$0.2 million and US\$0.6 million of which nil, US\$0.03 million and US\$0.1 million were capitalized as additions to assets under construction in 2010, 2009 and 2008, respectively. As of December 31, 2010, the borrowing of SMIC Tianjin was fully repaid.

As of December 31, 2010, SMIC Shanghai had drawn down EUR56.9 million and repaid an aggregated amount of EUR37.7 million. As of December 31, 2010, the remaining balance was EUR19.2 million, the equivalent of US\$25.4 million. In 2010, the interest rate on the loan ranged from 0.99% to 2.58%. The interest expenses incurred in 2010, 2009 and 2008 were US\$0.6 million, US\$1.1 million and US\$2.1 million, of which US\$0.2 million, US\$0.03 million and US\$0.7 million were capitalized as additions to assets under construction in 2010, 2009 and 2008, respectively.

The total outstanding balance of the facility is collateralized by certain of SMIC Shanghai's equipment at the original cost of US\$115 million as of December 31, 2010.

2006 Loan Facility (SMIC Tianjin). In May 2006, Semiconductor Manufacturing International (Tianjin) Corporation (SMIC Tianjin) entered into a loan facility in the aggregate principal amount of US\$300.0 million from a consortium of Chinese banks. This facility is secured by the manufacturing equipment located in our Tianjin fab, except for the manufacturing equipment purchased using the EUR denominated loan. The Company has guaranteed SMIC Tianjin's obligations under this facility. As of December 31, 2010, SMIC Tianjin had drawn down US\$259 million from the facility. The principal amount is repayable starting from February 2010 in six semi-annual installments. As of December 31, 2010, SMIC Tianjin had early repaid US\$172.7 million. In 2010, the interest rate on the loan ranged from 1.69% to 2.00%. The interest expenses incurred for the years ended December 31, 2010, 2009 and 2008 were US\$2.3 million, US\$8.0 million and US\$9.1 million, of which US\$nil, US\$1.55 million and US\$1.8 million were capitalized as additions to assets under construction in 2010, 2009 and 2008, respectively.

The total outstanding balance of the facility is collateralized by certain plant and equipment with an original cost of US\$627 million as of December 31, 2010.

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Any of the following in respect of SMIC Tianjin would constitute an event of default during the term of the loan agreement:

1. $[\text{Net profit} + \text{depreciation} + \text{amortization} + \text{financial expenses} \text{ (increase of accounts receivable and advanced payments} + \text{increase of inventory} \text{ increase in accounts payable and advanced receipts)}] / \text{financial expenses} < 1$; and
2. The ratio of total debt to total assets is more than 60% during the ramp up period of SMIC Tianjin and more than 40% after the facility is at full capacity.

SMIC Tianjin has complied with these covenants as of December 31, 2010.

Short-term Credit Agreements. As of December 31, 2010, the Company had twenty short-term credit agreements that provided total credit facilities up to US\$582.8 million on a revolving credit basis. As of December 31, 2010, the Company had drawn down US\$372.0 million under these credit agreements and US\$210.8 million was available for future borrowings. The outstanding borrowings under the credit agreements are unsecured, except for the amount of US\$13 million, which is secured by term deposits. The interest expense incurred in 2010 was US\$12.0 million. The interest rate on the loans ranged from 1.11% to 5.84% in 2010.

Please see Item 8 Financial Information-Dividends and Dividend Policy on our ability to pay dividends on our ordinary shares.

Please see Item 11 Quantitative and Qualitative Disclosures About Market Risk regarding the risk of loss related to adverse changes in market prices, including foreign currency exchange rates and interest rates of financial instruments.

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Research and Development, Patents and Licenses, etc.

Our research and development activities are principally directed toward the development and implementation of more advanced and lower cost process technology. We spent US\$102.2 million in 2008, US\$160.8 in 2009 and US\$174.9 in 2010 on research and development expenses, which represented 7.6%, 15.0% and 11.2%, respectively, of our sales in those respective years. Our research and development costs were partially offset by related government subsidies of US\$56.2, US\$30.4 million and US\$12.0 million in 2008, 2009 and 2010 respectively and included non-recurring engineering costs associated with the ramp-up of a new wafer facility. We plan to continue to invest significant amounts in research and development in 2011 for our 65 and 45 nanometer manufacturing process.

The research and development efforts were focused primarily on our logic and system-on-chip (SOC) business. 2008 marked many milestones for SMIC. Early in the year, Synopsis and SMIC released an enhanced 90-nanometer hierarchical, multi-voltage RTL-to-GDSII reference design flow that will benefit advanced synthesis with built-in capability of design-for-test and design-for-manufacturing. In April 2008, working with a leading Chinese domestic fabless company, we developed a 90 nanometer digital photo frame chip, which is one of the most integrated multimedia SOC in the market. For advanced CMOS logic, the Company demonstrated a silicon success in our 45-nanometer process ahead of schedule, and also added new intellectual properties in 65 nanometer and 90 nanometer technology services. In addition, the Company successfully developed a 0.11 micron CMOS image sensor (CIS) process technology. In Non-Volatile Memory (NVM) technology, the 0.13um ETox went into production in early 2008 and 90nm ETox is currently in risk production. Our research and development in Micro-Electromechanical System (MEMS) areas also advanced to risk production for the first customer in 2008. Other areas of phase-change memory, HV, mix-signal-signal, and RF technologies were also successfully advanced for smaller size, less power, and lower cost to meet customer demands.

We employ approximately 451 research and development engineers. This research and development team includes many experienced semiconductor engineers with advanced degrees from leading universities around the world, as well as top graduates from the leading universities in China. We believe this combination has enabled us to quickly bring our technology in line with the semiconductor industry technology roadmap and ensures that we will have skilled personnel to lead our technology advancement in the future.

Trend Information

See Item 5 Operating and Financial Review and Prospects-Factors that Impact Our Results of Operations for a discussion of the most significant recent trends affecting our operations.

Off-Balance Sheet Arrangements

We have not entered into any off-balance sheet transactions.

Table of Contents**Tabular Disclosure of Contractual Obligations**

Set forth in the table below are the aggregate amounts, as of December 31, 2010, of our future cash payment obligations under our existing debt arrangements on a consolidated basis:

Contractual obligations	Total	Payments due by period			After 5 years
		Less than 1 year	1 - 3 years	3 - 5 years	
		(consolidated, in US\$ thousands)			
Short-Term Borrowings ⁽¹⁾	\$ 372,055	\$ 372,055	\$	\$	\$
Secured long-term loans ⁽¹⁾	512,055	333,459	178,596		
Interest payments ⁽²⁾	26,523	21,165	5,358		
Operating Lease obligations ⁽³⁾	6,362	1,231	584	604	3,979
Purchase Obligations ⁽⁴⁾	641,076	641,076			
Other Long-Term Obligations ⁽⁵⁾	90,717	34,390	28,560	27,767	
Total Contractual Obligations	\$1,648,788	\$1,403,376	\$213,098	\$28,371	\$3,979

- (1) These amounts represent outstanding borrowings. Refer to F-29, **Indebtedness**, for a description of the short-term and long-term borrowings.
- (2) These amounts represent estimated interest payments on short-term borrowings and long-term debts. The estimated interest payments are based on the weighted average interest rates incurred during the year ended December 31, 2010, ranging between 1.82% and 2.86%.
- (3) Represents our obligations to make lease payments to use the land on which our fabs are located in Shanghai and other office equipment we have leased.
- (4) Represents commitments for construction or purchase of semiconductor equipment, and other property or services.
- (5) Includes the remaining installment payments relating to the settlement with TSMC.
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Table of Contents**Item 6. Directors, Senior Management and Employees****Directors and Senior Management**

Members of our board of directors are elected by our shareholders. As of May 31, 2011, our board of directors consists of seven directors.

Our executive officers are appointed by, and serve at the discretion of, our board of directors. The following table sets forth the names, age and positions of our directors and executive officers as of May 31, 2011.

Name	Age	Position
Directors		
Jiang Shang Zhou	64	Chairman, Independent Non-Executive Director
David N. K. Wang	64	President, Chief Executive Officer and Executive Director
Chen Shanzhi	42	Non-Executive Director
Gao Yonggang	46	Non-Executive Director
Zhou Jie	43	Non-Executive Director
Tsuyoshi Kawanishi	82	Independent Non-Executive Director
Lip-Bu Tan	51	Independent Non-Executive Director
Senior Managers		
Chris Chi	59	Chief Business Officer
Simon Yang	51	Chief Operating Officer
Gary Tseng	54	Chief Financial Officer
Barry Quan	59	Chief Administrative Officer
Anne Chen	49	Company Secretary, Hong Kong Representative and Chief Compliance Officer
Zhou Mei Sheng	53	Vice President of Technology Research and Development
John Peng	46	Associate Vice President and General Manager of China BU

Jiang Shang Zhou**Chairman of the Board, Independent Non-executive Director**

Dr. Jiang Shang Zhou has been a Director since 2006 and is currently the Chairman of the Board. Dr. Jiang is also a director of certain of our subsidiaries. Dr. Jiang is the Chairman of China Semiconductor Industry Association, a committee member of the Shanghai Municipal Advisory Committee for Decision making. Dr. Jiang was also the deputy secretary general of Shanghai Government, a director of Committee for Friendship with Foreign Countries of Shanghai Political Consultative Conference, an officer of and a director commissioner of Shanghai State Owned Assets Placing and Investment Committee officer of the Shanghai Chemical Industrial District Lender Team Officer, officer of Shanghai International Automobile City Leader Team Office and officer of the Shanghai Fuel Cell Electric Vehicles (863 major project) Leader Team Office. Dr. Jiang received his bachelor's degree from Tsinghua University in telecommunications and his master's and doctorate degree in information technology from the department of electrical engineering of the Swiss Federal Institute of Technology Zurich Communication System Group.

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David N.K. Wang

President, Chief Executive Officer and Executive Director

Dr. David N.K. Wang joined SMIC as President, CEO, and Executive Director in November 2009. He also is a director of almost all of the Group's subsidiaries. A well known executive with extensive experience in the global semiconductor industry, Dr. Wang previously was CEO of Huahong (Group) Co., Ltd. and Chairman of Huahong NEC, a subsidiary of Huahong Group between 2005 and 2007. Prior to this, Dr. Wang was the Executive Vice President of Applied Materials and President of Applied Materials Asia, where he was responsible for Applied Materials' business strategy, planning, and execution throughout Asia with a particular focus on building infrastructure worldwide. Before joining Applied Materials, Dr. Wang conducted research and made a number of key breakthroughs in semiconductor technology at Bell Laboratories. A recipient of the SEMI Lifetime Achievement Award, Dr. Wang authored and co-authored over 100 patents and co-developed the Precision 5000, one of the industry's most successful products and part of the permanent collection of the Smithsonian Institution in Washington, D.C. Dr. Wang also is a member of the Board of Directors of the Global Semiconductor Alliance (GSA). He received his Ph.D. in Materials Science and Engineering from the University of California, Berkeley.

Chen Shanzhi

Non-executive Director

Dr. Chen Shanzhi has been a Director since 2009. Dr. Chen is currently the SVP, CTO and CIO of China Academy of Telecommunications Technology (Datang Telecom Technology & Industry Group). He is also the Senior Vice President of Datang Telecom Technology & Industry Holdings Co. Ltd., where he is responsible for strategy development, industrial planning, technology and standard development, corporate IT, and strategic alliances and cooperation. Dr. Chen is a member of the expert group of the Information technology of the National High Technology Research and Development Program of China (863 Program). Dr. Chen received his Bachelor degree from Xidian University, Master degree from China Academy of Posts and Telecommunications of Ministry of Posts and Telecommunications and Ph. D. from Beijing University of Posts and Telecommunications. Dr. Chen has 20 years of experience in the field of information and communication technology where he has been involved in research and development, technology and strategy management. He has published a book and nearly 100 papers in the domestic and foreign academic conferences and publications, most of which were published by SCI and EI and many of his papers have received awards. At present, he has applied for 10 national invention patents.

Gao Yonggang

Non-executive Director

Mr. Gao Yonggang has been a Director since 2009, and is also a director of several subsidiaries of the Company. Mr. Gao is currently the Chief Financial Officer of China Academy of Telecommunications Technology (Datang Telecom Technology & Industry Group) and the chairman of Datang Capital (Beijing) Co., Ltd. and the executive director of Datang Hi-Tech Venture Capital Investment Co., Ltd. He is also a director and the Senior Vice President of Datang Telecom Technology & Industry Holdings Co., Ltd., a managing director of the China Accounting Society, and a member of the Central Enterprise Youth Federation. Mr. Gao has more than 20 years of experience in the area of financial management and has worked as Chief Financial Officer or person in charge of finance in various industries such as retail, industrial, municipal utilities, and many different type of firms like state-owned enterprises, private, joint venture enterprises, government agencies. In November 2004, he was appointed as the Chief Financial Officer of China Academy of Telecommunications Technology by the State-owned Assets Supervision and Administration Commission. Graduated from Nankai University as a Ph.D. of management, Mr. Gao has in-depth studies in the field of financial investment where he has been involved in a number of key research projects and has many publications in these areas.

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Zhou Jie

Non-executive Director

Mr. Zhou Jie has been a Director since 2009. Mr. Zhou is an executive director and the executive vice president of Shanghai Industrial Investment (Holdings) Co. Ltd. (SIIC), an executive director and the executive deputy CEO of Shanghai Industrial Holdings Limited (SIHL) and the Chairman of SIIC Investment (Shanghai) Co., Ltd.. He is also a director of certain subsidiaries of SIIC and SIHL. Mr. Zhou graduated from Shanghai Jiaotong University with a master's degree in management science and engineering. He is currently a non-executive director of Shanghai Fudan-Zhangjiang Bio-Pharmaceutical Co. Ltd., and the chairman of the supervisory committee of Shanghai Pharmaceuticals Holdings Co., Ltd.. He was the deputy general manager of the investment banking head office of Shanghai Wanguo Holdings Ltd. (now Shenyn & Wanguo Securities Co. Ltd.) and had held the positions of the chairman and general manager of Shanghai S.I. Capital Co. Ltd. He has over 10 years' experience in investment banking and capital market operation.

Tsuyoshi Kawanishi

Independent Non-executive Director

Mr. Tsuyoshi Kawanishi has been a Director since 2001 and is also a director of a subsidiary of the Company. Mr. Kawanishi has more than 50 years of experience in the electronics industry with Toshiba Corporation, where he served as, among other positions, senior executive vice president and senior advisor. Mr. Kawanishi is an advisor to Accenture Ltd. and a number of private companies. Mr. Kawanishi has been proactively leading the semiconductor industry through his strong leadership as an advisor to the Semiconductor Equipment and Materials International (SEMI).

Lip-Bu Tan

Independent Non-executive Director

Mr. Lip-Bu Tan has been a Director since 2002 and is also a director of a subsidiary of the Company. Mr. Tan is the Founder and Chairman of Walden International, a leading venture capital firm managing over US\$1.9 billion in committed capital. He concurrently serves as President and Chief Executive Officer of Cadence Design Systems, Inc., and has been a member of the Cadence Board of Directors since 2004. He also serves on the Boards of Flextronics International (NASDAQ: FLEX), SINA (NASDAQ: SINA), Inphi (NYSE: IPHI), Global Semiconductor Alliance and several other private companies. Mr. Tan received his B.S. from Nanyang University in Singapore, his MBA from the University of San Francisco, and his M.S. in Nuclear Engineering from the Massachusetts Institute of Technology.

Senior Management

Chris Chi, Chief Business Officer

Prior to joining the Company as Chief Business Officer, Mr. Chi was a consultant for CSquare Consulting. Mr. Chi first joined SMIC in 2008 as Senior Vice President of Corporate Marketing & Sales. From 1981 to 2007, he held management positions with TPO Corporation, Freescale Semiconductor, UMC Europe, UMCi Ltd. Singapore, UMC, Chartered Semiconductor Manufacturing Ltd., and Rockwell International Corporation. Mr. Chi is a Ph.D. candidate in Materials Science and he received his master's degree in Materials Engineering from the University of California, Los Angeles. With more than 30 years of experience in the semiconductor industry, Mr. Chi is the holder of 5 patents.

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Simon Yang, Chief Operating Officer

Prior to joining the Company as Chief Operating Officer in 2010, Dr. Yang was the Chief Technology Officer and Senior Vice President of Operations of Chartered Semiconductor. He first joined SMIC in 2001 as the Vice President of Technology Development and Senior Vice President of Technology and Manufacturing of the Company. From December 2004 to September 2005, he was the Chief Executive Officer and President of CiWest Corporation. Dr. Yang received his PhD in Material Engineering and Master of Science in Physics from Rensselaer Polytechnic Institute, also, he received his Bachelor of Science in Electrical Engineering from Shanghai University of Science and Technology. With more than 20 years of experience in the semiconductor industry, Dr. Yang is a holder of more than of 20 patents and published more than 30 technical articles.

Gary Tseng, Chief Financial Officer

Prior to joining the Company in 2010 as Chief Financial Officer, in 2008, Mr. Tseng was the Chief Operating Officer at China Solar Corporation, a thin-film solar manufacturing start-up company in Shandong, China. From 2004 to 2005, he founded the Digital Display Manufacturing Co., a plasma display manufacturing start-up company in Shanghai and he was the Chief Executive Officer. From 1999 to 2003, Mr. Tseng was the Chief Investment Officer and Senior Vice President of Quanta Computer Company. From 1997 to 1998, he was the Chief Financial Officer and Senior Vice President of United Microelectronics Corporation. From 1991 to 1997, he was the Chief Financial Officer and Senior Vice President of Taiwan Semiconductor Manufacturing Company Limited. From 1983 to 1991, Mr. Tseng held management positions as Finance Manager at Philips Taiwan Limited and Corporate Treasurer for all the Philips companies in Taiwan. In addition, he was the Fab Accounting Manager for Philips Semiconductor operation in USA and Philips Semiconductor packaging operation in Taiwan. Mr. Tseng received his Master of Business Administration from University of Missouri- Columbia, Missouri in the United States of America and his Bachelor of Science in Accounting from National Cheng-Kong University in Taiwan. In addition, Mr. Tseng is a Certified Public Accountant, Certified Management Accountant and Certified Internal Auditor in the USA.

Barry Quan, Chief Administrative Officer

Barry Quan joined SMIC in 2010. Prior to joining the company as Senior Vice President and Chief Administrative Officer Mr. Quan was a Corporate Vice President at Applied Materials and President of Applied Materials China Holding Company. From November 2005 to 2006, he worked in Huahong Group as Chief Administrative Officer. Prior to Huanghong, Mr. Quan was a Corporate Vice President of Legal Affairs at Applied Materials and was also Applies' s first Ombudsman.

Anne Chen, Company Secretary and Chief Compliance Officer

Ms. Chen joined the Company in 2001 and is the Company' s Hong Kong Representative, Company Secretary and Chief Compliance Officer. Ms. Chen is admitted as a solicitor in Hong Kong, England and Wales and Australia and was admitted as an advocate and solicitor in Singapore. She had served as a deputy adjudicator of the Small Claims Tribunal in Hong Kong in 1999 and has served as the President of the Hong Kong Federation of Women Lawyers from 2000 to 2002 and since 2008. Prior to joining the Company in 2001, she had been a practicing solicitor in Hong Kong since 1987. Ms. Chen is active in serving the community and has been awarded by the Law Society of Hong Kong the Pro Bono Distinguished Service Award in 2011.

Zhou Mei Sheng, Vice President of Technology and Operations Office

Dr. Zhou joined SMIC in 2010 as Vice President. She leads research and development of advanced technologies in the company. Dr. Zhou also serves as Director for the United Lab Center which is a joint R&D platform between SMIC, universities & research

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institutes. Prior to joining the SMIC, Dr. Zhou was a Senior Director of Advanced Module Technology Development of Chartered Semiconductor (later GlobalFoundries) for 5 years.

From 1994 to 2004, she held a number of management positions in Chartered, TSMC, and UMC sequentially in the areas of semiconductor technology development and Fab operation. Dr. Zhou obtained Ph.D. degree in Chemistry from Princeton University, USA and MSc & BSc degrees from Fudan University, China. In the earlier part of her professional career, she lectured and/or conducted researches in some distinguished universities like Fudan University of China, Rochester University of USA and National University of Singapore. Dr. Zhou holds more than 125 US patents, and authored or co-authored over 40 technical papers.

John Peng, Associate Vice President and General Manager of China BU

Mr. Peng first joined SMIC in 2001 and is currently General manager of China Business Unit. Prior to joining SMIC, he was Sr. Operation Director of Wuxi CSMC-HJ Semiconductor Company Limited and was responsible for Fab, PC&MC, Facility and IT. He was also deputy general manager & Fab director in Huajing MOS BU, responsible for China national 908 project AT&T (Lucent) technology transfer and built China most advanced 6 fab in 1996. He also published more than 10 technical articles.

He received his Bachelor's degree in Physics from Sichuan University. He is a Ph.D. candidate in Microelectronics of Southeast University and he received his master's degree in Microelectronics from Xidian University in 1988.

Except as described below in Item 10 Additional Information Material Contracts Share Purchase Agreement with Datang and Item 10 - Additional Information - Material Contracts - Subscription Agreement with Country Hill Limited, no shareholder has a contractual right to designate a person to be elected to our board of directors.

There are no family relationships among any of our directors and executive officers.

Director and Executive Compensation

The aggregate cash compensation that we paid to all of our executive officers as of December 31, 2010 for services rendered to us and our subsidiaries during 2010 was approximately US\$1,654,376. Details of the emoluments paid or payable by the Company to our directors, including David N.K. Wang, our president, chief executive officer and executive director, in 2010 are set out as below:

	David N.K. Wang (in US\$)	Chen Shanzhi (in US\$)	Gao Yong Gang (in US\$)	Zhou Jie (in US\$)	Tsuyoshi Kawanishi (in US\$)	Lip-Bu Tan (in US\$)	Jiang Shang Zhou (in US\$)	Total (in US\$)
Salaries and other benefits ¹	\$ 344,264	\$ 45,000	\$ 45,000	\$	\$ 45,000	\$ 60,000	\$ 180,000	\$ 719,264
Discretionary bonus ^{2 3}	\$ 225,923	\$	\$	\$	\$	\$	\$	\$ 225,923
Stock Option Benefits ⁴	\$ 1,099,719	\$ 14,569	\$ 14,569	\$	\$ 28,518	\$ 28,518	\$ 254,092	\$ 1,439,985
Total	\$ 1,669,906	\$ 59,569	\$ 59,569	\$	\$ 73,518	\$ 88,518	\$ 434,092	\$ 2,385,172

Note:

- David N.K. Wang's salaries and other benefits in 2010, include 2 months of service since joining the Company in November 2009 which was paid in 2010.
- David N.K. Wang is entitled to a performance bonus of 75% of his annual salary, payable if and when the Company achieves profitability over one fiscal year.
- David N.K. Wang's discretionary bonus will be paid in 2011.

4. On February 23, 2010, Dr. Wang was granted an option to purchase 62,697,553 ordinary shares at a price of HK\$0.77 per ordinary share, and an award of 26,870,379 Restricted Share Units. None of these awards had been vested as of December 31, 2010. Expenses recognized by the Company during the year ended December 31, 2010 in accordance with U.S.GAAP do not represent the actual benefits received by the recipient in 2010. The individual actual benefits to be realized upon exercise could be more or less than the accounting expenses recognized by the Company as stated above.

We do not provide pension, retirement or similar benefits to our executive officers and directors except statutorily required benefits.

In 2010, we have granted options to purchase an aggregate of 157,016,532 ordinary shares under our 2004 Stock Option Plan and awarded an aggregate of 62,022,666 restricted share units under our 2004 Equity Incentive Plan to certain of our executive officers and directors. Both our 2004 Stock Option Plan and the 2004 Equity Incentive Plan are described below. The exercise price of the options granted to our executive officers in 2010 to purchase ordinary shares under the 2004 Stock Option Plan range from US\$0.082 to US\$0.099 per share. The expiration dates of these options range from February 22, 2020 to May 23, 2020.

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On April 25, 2004, the compensation committee approved a profit-sharing plan for the benefit of our employees, including our executive officers. Under our profit-sharing plan, a participant who is an employee of the company at the end of a fiscal quarter will be eligible to receive a percentage of our profits for that quarter. No compensation was received by our executive officers in 2008, 2009 and 2010 as a result of their participation in this plan.

Board Practices

Board of Directors

Our board of directors consists of seven directors, Wang Zheng Gang, a former alternate director of Zhou Jie, resigned effective February 14, 2011. Directors may be elected to hold office until the expiration of their respective terms 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 shareholders, or AGM. Each class of Directors will serve a term of three years. The Class I Directors will hold office until the 2011 annual general meeting of the Company. The Class II Directors will hold office until the 2012 annual general meeting of the Company. The Class III Directors were re-elected at the 2010 AGM for a term of three years to hold office until the 2013 annual general meeting of the Company.

The following table sets forth the names and classes of our current directors:

Class I	Class II	Class III
Gao Yonggang	Chen Shanzhi	Tsuyoshi Kawanishi
David N.K. Wang	Jiang Shang Zhou	Zhou Jie
	Lip-Bu Tan	

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Please see Item 7 Related Party Transactions Indemnification Agreements and Service Contracts for a description of the service contracts we have entered into with our directors.

Committees of Our Board of Directors

Our board of directors has an audit committee and a compensation committee. The composition and responsibilities of these committees are described below.

Audit Committee. Currently the members of the Audit Committee are Lip-Bu Tan (chairman of Audit Committee), Jiang Shang Zhou and Gao Yonggang. None of these members of the Audit Committee has been an executive officer or employee of the company or any of its subsidiaries. In addition to acting as Audit Committee member of the company, Lip-Bu Tan currently also serves on the audit committee of another publicly traded company, SINA Corporation. In general and in accordance with section 303A.07 (a) of the Listed Company Manual of the New York Stock Exchange, the Board considered and determined that such simultaneous service would not impair the ability of Mr. Tan to effectively serve on our Audit Committee.

The responsibilities of the audit committee include, among other things:

- making recommendations to the board of directors concerning the appointment, reappointment, retention, evaluation, oversight and termination of compensating and overseeing the work of our independent auditor, including reviewing the experience, qualifications and performance of the senior members of the independent auditor team, and pre-approving all non-audit services to be provided by our independent auditor;

- approving the remuneration and terms of engagement of our independent auditor;

- reviewing reports from our independent auditor regarding its internal quality-control procedures and any material issues raised in the most recent review or investigation of such procedures and regarding all relationships between us and the independent auditor;

- pre-approving the hiring of any employee or former employee of our independent auditor who was a member of the audit team during the preceding two years;

- reviewing our annual and interim financial statements, earnings releases, critical accounting policies and practices used to prepare financial statements, alternative treatments of financial information, the effectiveness of our disclosure controls and procedures and important trends and developments in financial reporting practices and requirements;

- reviewing the planning and staffing of internal audits, the organization, responsibilities, plans, results, budget and staffing of our internal audit department and the quality and effectiveness of our internal controls;

- reviewing our risk assessment and management policies;

- reviewing any legal matters that may have a material impact and the adequacy and effectiveness of our legal and regulatory compliance procedures;

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establishing procedures for the treatment of complaints received by us regarding accounting, internal accounting controls, auditing matters, potential violations of law and questionable accounting or auditing matters; and

obtaining and reviewing reports from management, our internal auditor and our independent auditor regarding compliance with applicable legal and regulatory requirements.

During 2010, the audit committee reviewed:

the financial reports for the year ended December 31, 2009 and the six month period ended June 30, 2010;

the quarterly earnings releases and any updates thereto;

the report and management letter submitted by our outside auditors summarizing the findings of and recommendations from their audit of our financial reports;

our budget for 2010;

the findings and recommendations of our outside consultants regarding our compliance with the requirements of the Sarbanes-Oxley Act;

the effectiveness of our internal control structure in operations and financial reporting integrity and compliance with applicable laws and regulations in collaboration with the Internal Audit Department and reported to our board of directors;

the findings of our risk management committee which assesses risks relating to the company and those of the compliance office, which monitors our compliance with the corporate governance code and insider trading policy;

the audit fees for our outside auditors; and

our outside auditors' engagement letters

The audit committee reports its work, findings, and recommendations to the board of directors during each quarterly board meeting.

The audit committee meets in person at least on a quarterly basis and on such other occasions as may be required to discuss and vote upon significant issues affecting the audit policy of the company. The regular meeting schedule for a year is planned in the preceding year. The Chief Administrative Officer assists the chairman of the audit committee in preparing the agenda for meetings and together with Company Secretary, assists the audit committee in complying with relevant rules and regulations. The relevant papers for the audit committee meetings are dispatched to audit committee members in accordance with applicable rules and regulations governing the company. Members of the audit committee may include matters for discussion in the agenda if the need arises. Upon the conclusion of the audit committee meeting, minutes are circulated to the members of the audit committee for their comment and review prior to their approval of the minutes at the following or the subsequent audit committee meeting.

At each quarterly audit committee meeting, the audit committee reviews with the chief financial officer and our outside auditors, the financial statements for the financial period and the financial and accounting principles, policies and controls of the

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company and its subsidiaries. In particular, the Committee discusses (i) the changes in accounting policies and practices, if any; (ii) the going concern assumptions, (iii) compliance with accounting standards and applicable rules and other legal requirements in relation to financial reporting and (iv) our internal controls relating to financial reporting. Upon the recommendation of the audit committee, the Board will approve the financial statements.

Compensation Committee. The members of our compensation committee currently consist of Mr. Lip-Bu Tan (chairman of Compensation Committee), Mr. Tsuyoshi Kawanishi and Mr. Zhou Jie. None of these members of the compensation committee has been an executive officer or employee of the Company or any of its subsidiaries.

The responsibilities of the compensation committee include, among other things:

approving and overseeing the total compensation package for our executive officers and any other officer, evaluating the performance of and determining and approving the compensation to be paid to our chief executive officer and reviewing the results of our chief executive officer's evaluation of the performance of our other executive officers;

reviewing and making recommendations to our board of directors with respect to director compensation, including equity-based compensation;

administering and periodically reviewing and making recommendations to the board of directors regarding the long-term incentive compensation or equity plans made available to the directors, employees and consultants;

reviewing and making recommendations to the board of directors regarding executive compensation philosophy, strategy and principles and reviewing new and existing employment, consulting, retirement and severance agreements proposed for the company's executive officers; and

ensuring appropriate oversight of our human resources policies and reviewing strategies established to fulfill our ethical, legal and human resources responsibilities.

In addition to reviewing the remuneration of the non-executive directors and the members of our management, the compensation committee reviewed and approved the granting of stock options and restricted share units pursuant to the terms of the Option Plans in 2010. The Compensation Committee also reviewed and approved on at least a quarterly basis any exception to the compensation guidelines and leave of absence policy of the Company.

The Compensation Committee reports its work, findings and recommendations to the board of directors during each quarterly board meeting.

The Compensation Committee meets in person at least on a quarterly basis and on such other occasions as may be required to discuss and vote upon significant issues affecting our compensation policy. The regular meeting schedule for a year is planned in the preceding year. The Chief Administrative Officer assists the chairman of the compensation committee in preparing the agenda for meetings and together with Company Secretary, assists the compensation committee in complying with relevant rules and regulations. The relevant papers for the compensation committee meeting are distributed to compensation committee members in accordance with relevant rules and regulations applicable to us. Members of the compensation committee may include matters for discussion in the agenda if the need arises. Upon the conclusion of the compensation committee meeting, minutes are circulated to the members of the

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compensation committee for their comment and review prior to their approval of the minutes at the following or a subsequent compensation committee meeting.

Employees

The following table sets forth, as of the dates indicated, the number of our employees serving in the capacities indicated:

Function	As of December 31,		
	2008	2009	2010
Managers	1,015	1,064	917
Professionals ⁽¹⁾	4,465	4,510	3,920
Technicians	4,837	4,484	4,970
Clerical staff	281	249	269
Total ⁽²⁾	10,598	10,307	10,076

(1) Professionals include engineers, lawyers, accountants and other personnel with specialized qualifications, excluding managers.

(2) Includes 50, 372 and 145 temporary and part-time employees in 2008, 2009 and 2010, respectively.

The following table sets forth, as of the dates indicated, a breakdown of the number of our employees by geographic location:

Location of Facility	As of December 31,		
	2008	2009	2010
Shanghai	6,632	6,460	5,395
Beijing	1,674	1,552	2,102
Tianjin	958	997	1,439
Chengdu	1,259	1,104	792
Shenzhen	33	154	142
Wuhan			174
United States	16	17	15
Europe	11	9	8
Japan	8	8	3
Hong Kong	7	6	6
Total	10,598	10,307	10,076

Our employees are not covered by any collective bargaining agreements.

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The table below sets forth the ordinary shares beneficially owned by each of our directors and options to purchase ordinary shares as of May 31, 2011:

Name of Director	Current Shareholding	Options to Purchase Ordinary Shares Number of Options	Ordinary Shares Exercise Price	Awards of Restricted
				Share Units
Chen Shanzhi	0	3,145,319 ⁽¹⁾	US \$0.0821	
Gao Yonggang	0	3,145,319 ⁽¹⁾	US \$0.0821	
Jiang Shang Zhou	0	16,674,388 ^{(2) (5)}	US \$0.0992	6,717,594 ⁽³⁾
David N.K. Wang	0	62,697,553 ⁽²⁾	US \$0.0992	26,870,379 ⁽⁴⁾
Tsuyoshi Kawanishi	0	6,134,877 ^{(2) (5) (6) (7)}	US \$0.132	
Lip-Bu Tan	0	4,634,877 ^{(2) (5) (6)}	US \$0.132	
Zhou Jie	0			

Notes:

- (1) On May 24, 2010, each of Mr. Chen and Mr. Gao was granted an option to purchase 3,145,319 ordinary shares at a price per ordinary share of HK\$0.59. These options will expire on the earlier of May 23, 2020 or 120 days after termination of the director's service to the Board. As at May 31, 2011, none of these options have been exercised.
- (2) On February 23, 2010, Mr. Jiang and Dr. Wang were granted an option to purchase 15,674,388 and 62,697,553 ordinary shares, respectively, at a price per ordinary share of HK\$0.77. On the same day, each of Mr. Kawanishi and Mr. Tan was granted with an option to purchase 3,134,877 ordinary shares, at a price per ordinary share of HK\$0.77. These options will expire on the earlier of February 22, 2020 or 120 days after termination of the director's service to the Board. As at May 31, 2011, none of these options have been exercised.
- (3) On February 23, 2010, Mr. Jiang was granted an award of 6,717,594 Restricted Share Units (each representing the right to receive one ordinary share) pursuant to our 2004 Equity Incentive Plan. 1,679,398 of the ordinary shares under the Restricted Share Units have vested and been issued and subsequently sold on June 2, 2011. The remaining ordinary shares under the Restricted Share Units will fully vest on February 23, 2014.
- (4) On February 23, 2010, Dr. Wang was granted an award of 26,870,379 Restricted Share Units (each representing the right to receive one ordinary share) pursuant to our 2004 Equity Incentive Plan. Restricted Share Units will be fully vested on February 23, 2014.
- (5) On February 17, 2009, each of Mr. Jiang, Mr. Kawanishi and Mr. Tan and was granted an option to purchase 1,000,000 ordinary shares at a price per ordinary share of HK\$0.27. These options will expire on the earlier of February 17, 2019 or 120 days after termination of the director's service to the Board. As at May 31, 2011, none of these options have been exercised.
- (6) On September 29, 2006, each of Mr. Kawanishi and Mr. Tan was granted an option to purchase 500,000 ordinary shares at a price of US\$0.132 per ordinary share. These options will expire on the earlier of September 29, 2016 or 120 days after

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termination of the director's service to the Board. As of May 31, 2011, these options have not been exercised. Mr. Jiang Shang Zhou has declined receipt of such option.

- (7) Mr. Kawanishi has been granted options to purchase an aggregate of 1,500,000 ordinary shares, if fully exercised. These options will be expired on July 10, 2012 and January 14, 2014 respectively. As of May 31, 2011, none of these options have been exercised.

The share holdings set forth above excludes shares beneficially owned by entities affiliated with our directors. Each of our directors disclaims beneficial ownership of the shares beneficially owned by such affiliated entity, except to the extent of such director's pecuniary interest therein as disclosed above.

The exercise price for our options is denominated in Hong Kong dollars. This annual report translates the Hong Kong dollar exercise prices for our options into U.S. dollars based on exchange rates that were in effect as of the applicable option grants dates

The compensation committee has issued each of our executive officers options to purchase ordinary shares pursuant to our 2001 Regulation S Stock Option Plan, 2001 Regulation S Preference Shares Stock Plan and the 2004 Stock Option Plan, as applicable, and restricted share units that represent rights to receive ordinary shares pursuant to our 2004 Equity Incentive Plan. The exercise price of the options range from US\$0.01 to US\$0.20. The options expire between September 23, 2011 and May 23, 2020. The restricted share units expire between July 26, 2014 and May 23, 2020. The majority of the options and restricted share units are subject to a four-year vesting period. Each executive officer owns less than 1% of the total outstanding shares of the company.

2001 Stock Plan and 2001 Regulation S Stock Plan

On March 28, 2001, our board of directors and shareholders adopted our 2001 Stock Plan and our 2001 Regulation S Stock Plan. Under these plans, our directors, employees and consultants are eligible to acquire ordinary shares pursuant to options. At the time of adoption, 250,000,000 post-split ordinary shares were reserved for issuance under the 2001 Stock Plan and 470,000,000 post-split ordinary shares were reserved for issuance under the 2001 Regulation S Stock Plan. On August 27, 2003, our shareholders approved an increase in the number of authorized shares reserved under the plans of 3,438,900 post-split ordinary shares, increasing the total number of authorized shares reserved under the plans to 723,438,900 post-split ordinary shares. On August 27, 2003, September 22, 2003 and December 4, 2003, our shareholders approved additional increases in the number of shares reserved under our 2001 Regulation S Stock Plan of up to 325,000,000, 21,499,990 and 235,089,480 post-split ordinary shares, respectively, which amounts were to be adjusted from time to time to equal 10% of the post-split ordinary shares issuable upon the conversion of all Series C convertible preference shares and Series D convertible preference shares then outstanding. As of December 31, 2010, there were 998,675,840 post-split ordinary shares authorized for issuance under the plans, 185,406,056 post-split ordinary shares subject to outstanding options under the plans and 447,999,429 post-split ordinary shares outstanding from the exercise of options granted under the plans. These plans terminate on December 4, 2013 but may be terminated earlier by our board of directors.

Stock options granted under the 2001 Stock Plan may be incentive stock options, or ISOs, which are intended to qualify for favorable U.S. federal income tax treatment under the provisions of Section 422 of the U.S. Internal Revenue Code of 1986, as amended, or U.S. Internal Revenue Code, or non-qualified stock options, or NSOs, which do not so qualify. Stock options granted under the 2001 Regulation S Stock Plan are NSOs. The aggregate fair market value of the ordinary shares represented by any given optionee's ISOs that become exercisable in any calendar year may not exceed US\$100,000. Stock options in excess of this limit are treated as NSOs.

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The board of directors, the compensation committee, and the non-executive option grant committee administer the 2001 Stock Plan and 2001 Regulation S Stock Plan. The compensation committee selected the eligible persons above a certain compensation grade to whom options were granted and determined the grant date, amounts, exercise prices, vesting periods and other relevant terms of the stock options, including whether the options will be ISOs or NSOs. The non-executive option grant committee selected the eligible persons below a certain compensation grade to whom options were granted and determined the grant date, amounts, exercise prices, vesting periods and other relevant terms of stock options within parameters established by the compensation committee and subject to compensation committee ratification. The exercise price of ISOs granted under the 2001 Stock Plan and NSOs granted to residents of California under the 2001 Stock Plan may not be less than 100% and 85%, respectively, of the fair market value of our ordinary shares on the grant date. The exercise price of NSOs not granted to residents of California under either our 2001 Stock Plan or our 2001 Regulation S Stock Plan can be determined by the board of directors, the compensation committee or the non-executive option grant committee in their discretion.

Stock options granted under the 2001 Stock Plan and 2001 Regulation S Stock Plan may be exercised at any time after they vest, and, in certain instances, prior to vesting. Shares purchased when an option is exercised prior to vesting are subject to our right of repurchase to the extent unvested in the event of the termination of service of the optionee. In the event of the termination of service of an optionee, the unvested portion of a stock option is forfeited and the vested portion terminates six months after a termination of service due to the death or permanent disability of the optionee or 30 days after termination of service for any other reason or such longer periods as may be provided for in option agreements with our optionees. Stock options are generally not transferable during the life of the optionee.

In the event of a change of control (as defined in the plans) or a merger of our company, each outstanding stock option may be assumed or an equivalent stock option or right may be substituted by the successor corporation. In the event that no such substitution or assumption occurs, the outstanding stock options will automatically vest and become exercisable for a period of 15 days, after which the stock options will terminate.

We have not issued stock options under the 2001 Stock Plan or the 2001 Regulation S Stock Plan since the completion of the global offering.

2001 Preference Shares Stock Plan and 2001 Regulation S Preference Shares Stock Plan

On April 12, 2001, our board of directors and shareholders adopted our 2001 Preference Shares Stock Plan and our 2001 Regulation S Preference Shares Stock Plan. Under these plans, our directors, employees and consultants were eligible to acquire Series A convertible preference shares prior to the completion of the global offering and ordinary shares upon or following the completion of the global offering, pursuant to options. At the time of adoption, 16,000,000 Series A preference shares and ten times that number of ordinary shares (on a post-split basis) were reserved for issuance under the 2001 Preference Shares Stock Plan, and 20,000,360 Series A convertible preference shares and ten times that number of ordinary shares (on a post-split basis) were reserved for issuance under the 2001 Regulation S Preference Shares Stock Plan. On August 19, 2002, our shareholders approved an increase in the number of shares issuable under the plans of 18,000,180 Series A convertible preference shares, increasing the total number of authorized shares reserved under the plans to 54,000,540 Series A convertible preference shares. On August 27, 2003, our shareholders approved a net decrease in the number of shares issuable under the plans of 343,890 Series A convertible preference shares, decreasing the total number of authorized shares reserved under the plans to 53,656,650 Series A convertible preference shares. Upon the conversion of our preference shares into ordinary shares in connection with the global offering, options granted under the 2001 Preference Shares Stock Plan and the 2001 Regulation S Preference Shares Stock Plan converted into options to purchase ordinary shares. As of December 31, 2010, there were 35,669,800 ordinary shares subject to

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outstanding options under the plans, and there were 400,827,130 ordinary shares outstanding from the exercise of options granted under the plans. Our board of directors has elected not to grant any further options under these plans.

Stock options granted under the 2001 Preference Shares Stock Plan may be ISOs or NSOs. Stock options granted under the 2001 Regulation S Preference Shares Stock Plan are NSOs. The aggregate fair market value of the shares represented by any given optionee's ISOs that become exercisable in any calendar year may not exceed US\$100,000. Stock options in excess of this limit are treated as NSOs.

The board of directors, the compensation committee and the non-executive option grant committee administer the 2001 Preference Shares Stock Plan and 2001 Regulation S Preference Shares Stock Plan. The compensation committee selected the eligible persons above a certain compensation grade to whom options were granted and determined the grant date, amounts, exercise prices, vesting periods and other relevant terms of the stock options, including whether the options will be ISOs or NSOs. The non-executive option grant committee selected the eligible persons below a certain compensation grade to whom options were granted and determined the grant date, amounts, exercise prices, vesting periods and other relevant terms of stock options within parameters established by the compensation committee and subject to compensation committee ratification. The exercise price of ISOs granted under the 2001 Preference Shares Stock Plan and NSOs granted to residents of California under the 2001 Preference Shares Stock Plan may not be less than 100% and 85%, respectively, of the fair market value of our Series A convertible preference shares on the grant date. The exercise price of NSOs not granted to California residents under either our 2001 Preference Shares Stock Plan or our 2001 Regulation S Preference Shares Stock Plan can be determined by the board of directors, the compensation committee or the non-executive option grant committee in their discretion.

Stock options granted under the 2001 Preference Shares Stock Plan and 2001 Regulation S Preference Shares Stock Plan may be exercised at any time after they vest, and, in certain instances, prior to vesting. Shares purchased when an option is exercised prior to vesting are subject to our right of repurchase to the extent unvested in the event of the termination of service of the optionee. In the event of the termination of service of an optionee, the unvested portion of a stock option is forfeited and the vested portion terminates six months after a termination of service due to the death or permanent disability of the optionee or 30 days after termination of service for any other reason or such longer periods as may be provided for in option agreements with our optionees. Stock options are generally not transferable during the life of the optionee.

In the event of a change of control (as defined in the plans) or a merger of our company, each outstanding stock option may be assumed or an equivalent stock option or right may be substituted by the successor corporation. In the event that no such substitution or assumption occurs, the outstanding stock options will automatically vest and become exercisable for a period of 15 days, after which the stock options will terminate.

We have not issued stock options under the 2001 Preference Shares Stock Plan or the 2001 Regulation S Preference Shares Stock Plan since the completion of the global offering.

2004 Global Equity Incentive Compensation Program

The Company's shareholders adopted the Stock Option Plan, the EIP and the Employee Stock Purchase Plan (the ESPP), together with the Stock Option Plan and the EIP, the Option Plans) to attract and retain its employees.
Stock Option Plan

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The following is a summary of the principal terms of the Stock Option Plan conditionally adopted by the Company by way of shareholders' resolution dated February 16, 2004 and Directors' resolutions passed on January 16, 2004. Adoption of the Stock Option Plan took effect on March 18, 2004 being the first date of dealings in the ordinary shares.

Summary of the terms of the Stock Option Plan

(a) Purpose of the Stock Option Plan

The purposes of the Stock Option Plan are to attract, retain and motivate employees and Directors of, and other service providers to the Company, to provide a means, on and after the Global Offering, of compensating them through the grant of stock options for their contribution to the Company's growth and profits, and to allow such employees, Directors and service providers to participate in such growth and profitability.

(b) Who may join

The Compensation Committee may, at its discretion, invite any employee, officer or other service provider of (including, but not limited to, any professional or other adviser of, or consultant or contractor to) the Company whether located in China, the United States or elsewhere to take up options to subscribe for ordinary shares at a price calculated in accordance with sub-paragraph (e) below. The Compensation Committee may also grant stock options to a Director who is not an employee of the Company (Non Employee Director).

(c) Stock Options

Stock options granted under the Stock Option Plan (Stock Options) shall entitle a participant (Participant) of the Stock Option Plan to purchase a specified number of ordinary shares or ADSs (the Plan Shares) during a specified period at a price calculated in accordance with sub-paragraph (e) below. Three types of Stock Options may be granted under the Plan, an Incentive Stock Option, a Non-Qualified Stock Option or a Director Option. An Incentive Stock Option is a stock option that falls within the meaning of Section 422 of the U.S. Internal Revenue Code of 1986 and may only be granted to employees of the Company and its subsidiaries from time to time. A Non-Qualified Stock Option is a stock option that is not an Incentive Stock Option. A Director Option is a Non-Qualified Stock Option granted to a Non-Employee Director.

The Company shall issue an Award Document to each Participant of the Stock Option Plan who is granted a Stock Option. The Award Document shall set out the terms and provisions of the grant of a Stock Option to a Participant including applicable vesting dates or the attainment of specified performance goals (as determined by the Compensation Committee or the Administrator (as defined below), as the case may be) by the Participant. The Company may allow a Participant to exercise his or her Stock Options prior to vesting, provided the Participant agrees to enter into a repurchase agreement in respect of the Stock Option with the Company. The Compensation Committee may also (i) accelerate the vesting of a Stock Option, (ii) set the date on which any Stock Option may first become exercisable, or (iii) extend the period during which a Stock Option remains exercisable, except that no Stock Options may be exercised after the tenth anniversary of the date of grant.

The Stock Option Plan does not provide for any payment upon application or acceptance of an option.

(d) Administration of the Stock Option Plan

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The Compensation Committee shall be responsible for the administration of the Stock Option Plan. Its responsibilities include granting Stock Options to eligible individuals, determining the number of Plan Shares subject to each Stock Option, and determining the terms and conditions of each Stock Option.

The Compensation Committee is not obliged to grant Stock Options to Participants in uniform terms. Accordingly, the terms and conditions which may be imposed may vary between Participants. Any determination by the Compensation Committee in relation to the carrying out and administering of the Stock Option Plan shall be final and binding. No member of the Compensation Committee shall be liable for any action or determination made in good faith, and the members of the Compensation Committee shall be entitled to indemnification and reimbursement in the manner provided in the Articles.

The Compensation Committee may delegate some or all of its authority under the Stock Option Plan to an individual or individuals (each an Administrator) who may either be one or more of the members of the Committee or one or more of the officers of the Company. An individual's status as an Administrator shall not affect his or her eligibility to participate in the Stock Option Plan. The Compensation Committee shall not delegate its authority to grant Stock Options to executive officers of the Company.

(e) Exercise Price

The exercise price per Plan Share purchasable under a Stock Option shall be fixed by the Committee at the time of grant or by a method specified by the Compensation Committee at the time of grant, but in no event shall be less than the Fair Market Value of a Plan Share on the date such Stock Option is granted.

The Fair Market Value of a Share will be the higher of (i) the closing price of the ordinary shares on the HKSE's daily quotation sheet on the applicable date of grant (which must be a business day), and (ii) the average closing price of the ordinary shares on the HKSE (as stated in the relevant daily quotation sheets of the HKSE) for the five business days immediately preceding the date of grant.

The Fair Market Value of the ADSs shall be the highest of (i) the closing price of the ADSs on the NYSE on the applicable date of grant, and (ii) the average closing price of the ADSs on the NYSE for the five business days immediately preceding the date of grant.

(f) Limit of the Stock Option Plan

At the annual general meeting of the shareholders held on June 23, 2010, the shareholders of the Company approved an increase to the number of ordinary shares reserved for issuance under the Stock Option Plan and the ESPP (the Global Limit) from 1,317,000,000 ordinary shares of the Company to 2,434,667,733 ordinary shares of the Company.

The number of ordinary shares which may be issued pursuant to any outstanding Stock Options granted and yet to be exercised under the Stock Option Plan and all outstanding purchase rights granted under the Employee Stock Purchase Plan or other employee stock purchase plan of the Company must not exceed in aggregate 30 percent of the issued and outstanding ordinary shares in issuance from time to time.

(g) Individual Limit

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The total number of ordinary shares underlying Stock Options or other options granted by the Company to, and the total number of ordinary shares that may be purchased under one or more purchase rights granted under the Employee Stock Purchase Plan or any other employee stock purchase plan granted by the Company by, a Participant (including both exercised and outstanding Stock Options) in any twelve-month period may not exceed at any time one percent (1%) (or 0.1 percent in the case of an independent Non-executive Director) of the then issued and outstanding ordinary shares unless otherwise allowed under the Listing Rules.

(h) Exercise of Option

A Stock Option shall vest, and be exercised, in accordance with the terms of the Stock Option Plan, the relevant Award Document and any rules and procedures established by the Compensation Committee for this purpose. However, the term of each Stock Option shall not exceed ten years from the date of grant.

(i) Director Options

Each non-employee Director may be granted Stock Options to purchase ordinary shares (or an equivalent of ADSs) on the terms set out in the relevant Award Document.

The Directors shall exercise all authority and responsibility with respect to Stock Options granted to Directors subject to the requirements of the Listing Rules.

All non-employee Directors' Stock Options shall only vest provided that the Director has remained in service as a Director through such vesting date. The unvested portion of a Stock Option granted to a Director shall be forfeited in full if the Director's service with the Board ends for any reason prior to the applicable vesting date.

Following termination of a non-employee Director's service on the Board, such non-employee Director (or his or her estate, personal representative or beneficiary, as the case may be) shall be entitled to exercise those of his or her Stock Options which have vested as of the date of such termination within 120 days following such termination.

(j) Termination or Lapse of Option

A Stock Option shall terminate or lapse automatically on:

- (i) the expiry of ten years from the date of grant;
 - (ii) the termination of a Participant's employment or service with the Company for a reason set out in sub-paragraph (l) below;
 - (iii) save as to any contrary directions of the Compensation Committee, in the event of a complete liquidation or dissolution of the Company, all Stock Options outstanding at the time of the liquidation or dissolution shall terminate without further action by any person;
 - (iv) the sale or other divestiture of a subsidiary, division or operating unit of the Company (where the Participant is employed by such subsidiary, division or operating unit); and
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(v) termination of the service relationship with a service provider (where the Participant is a service provider of the Company).

(k) Rights are personal to Participant

A Stock Option is personal to the Participant and shall be exercisable by such Participant or his Permitted Transferee (as defined below) only. An option shall not be transferred other than by will, by the laws of descent and distribution or pursuant to a domestic relations order. The Compensation Committee may also, at its discretion and subject to such terms and conditions as it shall specify, permit the transfer of a Stock Option for no consideration to a Participant's family members or to a trust or partnership established for the benefit of such family members (collectively Permitted Transferees). Any Stock Option transferred to a Permitted Transferee shall be further transferable only by will or the laws of descent and distribution or, for no consideration, to another Permitted Transferee of the Participant.

(l) Termination of employment or service

If a Participant's employment or service with the Company is terminated for the following reasons:

(i) the failure or refusal of the Participant to substantially perform the duties required of him or her as an employee or officer of, or service provider to, the Company;

(ii) any material violation by the Participant of any law or regulation applicable to any business of the Company, or the Participant's conviction of, or a plea of nolo contendere to, a felony, or any perpetration by the Participant of a common law fraud against the Company; or

(iii) any other misconduct by the Participant that is materially injurious to the financial condition, business or reputation of the Company,

Then all Stock Options granted to the Participant, whether or not then vested, shall immediately lapse.

The Compensation Committee may permit any Incentive Stock Option to convert into a Non-Qualified Stock Option as of a Participant's termination of employment for purposes of providing such Participant with the benefit of any extended exercise period applicable to Non-Qualified Stock Options when the contract of employment of the holder of Incentive Stock Option terminates.

(m) Change in control of the Company

The Compensation Committee may specify at or after the date of grant of a Stock Option the effect that a Change in Control (as defined in the Stock Option Plan) will have on such Stock Option. The Compensation Committee may also, in contemplation of a Change in Control, accelerate the vesting, exercisability or payment of Stock Options to a date prior to the Change in Control, if the Compensation Committee determines that such action is necessary or advisable to allow the participants to realise fully the value of their share options in connection with such Change in Control.

(n) Change in the capital structure of the Company

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In the event of an alteration in the capital structure of the Company (which includes a capitalization issue, reduction of capital, consolidation, sub-division of Plan Shares, or rights issue to purchase Plan Shares at a price substantially below market value), the Compensation Committee may equitably adjust the number and kind of Plan Shares authorised for issuance in order to preserve, the benefits or potential benefits intended to be made available under the Stock Option Plan. In addition, upon the occurrence of any of the foregoing events, the number of outstanding Stock Options and the number and kind of shares subject to any outstanding Stock Option and the purchase price per share under any outstanding Stock Option shall be equitably adjusted so as to preserve the benefits or potential benefits intended to be made available to Participants.

(o) Period of the Stock Option Plan

The Stock Option Plan shall remain in force for a period of ten years commencing on the date of Shareholders approval of the Plan.

(p) Amendments and Termination

The Stock Option Plan may be altered, amended in whole or in part, suspended and terminated by the Board at any time provided alterations or amendments of a material nature or any change to the terms of the Stock Options granted must be approved by the shareholders of the Company, unless such alteration or amendment takes effect automatically under the terms of the Stock Option Plan. For the avoidance of doubt, any alteration or amendment pursuant to the exercise of any authority granted under the Stock Option Plan shall be deemed to take effect automatically under the terms of the Share Option Plan. Any alteration or amendment must be in accordance with the requirements of the Listing Rules or permitted by the HKSE.

If the Stock Option Plan is terminated early by the Board, no further Stock Options may be offered but unless otherwise stated in the Plan, Stock Options granted before such termination shall continue to be valid and exercisable in accordance with the Stock Option Plan.

(q) Voting and dividend rights

No voting rights shall be exercisable and no dividends shall be payable in relation to Stock Options that have not been exercised.

(r) Cancellation of Stock Options

Stock Options granted but not exercised may not be cancelled unless an offer to cancel share options has been made pursuant to Rule 13 of the Hong Kong Code on Takeovers and Mergers and the Hong Kong Securities and Futures commission has consented to such cancellation.

(s) Ranking of Ordinary Shares

The ordinary shares to be allotted upon the exercise of a Stock Option will be subject to the Articles for the time being in force and will rank pari passu with the Plan Shares in issue on the date of such allotment.

Employee Stock Purchase Plan

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The following is a summary of the principal terms of the ESPP conditionally adopted by the Company by way of shareholders' resolutions dated February 16, 2004 and Directors' resolutions passed on January 16, 2004.

Summary of the terms of the ESPP

(a) Purposes of the ESPP

The purposes of the ESPP are to attract, retain and motivate employees of the Company, to provide a means of compensating the employees for their contributions to the growth and profitability by permitting such employees to purchase the ADSs of the Company at a discount and receive favourable U.S. income tax treatment on a subsequent qualifying disposition of such ADSs.

(b) Who may join

Subject to any contrary directions given by the Compensation Committee, all full-time and regular parttime employees (the "Employees") of the Company as at the first business day (the "Offering Date") of a given period specified by the Committee (the "Offering Period") shall be eligible to enroll in the ESPP. To be eligible to purchase ADSs, all Employees must maintain his or her employment status, without interruption, with the Company through the last day of each Offering Period (the "Purchase Date").

(c) Offering Period

The ESPP shall be implemented by a series of Offering Periods. An eligible Employee of the Company may elect to participate in the ESPP for any Offering Period by completing the requisite documents. The Compensation Committee shall determine the starting and ending dates of each Offering Period but no Offering Period shall be shorter than 6 months or longer than 27 months.

(d) Employees' Contributions under the ESPP

All amounts that a Participant contributes ("Contributions") shall be credited to his or her account under the ESPP. Participants must elect to have payroll deductions made on each payday during the Offering Period in a dollar amount specified in the documents submitted by him or by her. The Compensation Committee may permit Participants to make supplemental Contributions into his or her account, on such terms and subject to such limitations as the Compensation Committee may decide. Participants may, on one occasion only during an Offering Period, decrease the rate of his or her Contributions to his or her account for the Offering Period, including a decrease to zero. The Participant may restore his or her Contributions to the original level, prior to the earlier of,

(i) six months after the effective date of any such decrease; and

(ii) the end of the relevant Offering Period.

(e) Grant of Purchase Right

Each eligible Employee who elects to participate in the ESPP in any given Offering Period shall be granted on the Purchase Date, a right to purchase the Plan Shares (the "Purchase Right"). The Purchase Right of a Participant shall be calculated in accordance with the following formula:

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(i) dividing (A) the product of US\$25,000 and the number of calendar years during all or part of which the Purchase Right shall be outstanding by (B) the closing price of the Plan Shares on the applicable exchange on which Plan Shares are trading (the Fair Market Value) on the applicable exchange of the Plan Shares on the Offering Date; and

(ii) subtracting from the quotient thereof (A) the number of Plan Shares that the Employee has purchased during the calendar year in which the Offering Date occurs under the ESPP or under any other employee stock purchase plan of the Company or any subsidiary of the Company which is intended to qualify under Section 423 of the U.S. International Revenue Code of 1986 plus (B) the number of Plan Shares subject on the Offering Date to any outstanding Purchase Rights granted to the Employee under any related Plan.

If application of the above formula would result in the grant of Purchase Rights covering, in the aggregate, more than the number of Plan Shares that the Compensation Committee has made available for the relevant Offering Period, then the Compensation Committee shall adjust the number of Plan Shares subject to the Purchase Right in order that, following such adjustment, the aggregate number of Plan Shares subject to the purchase Right shall remain within the applicable limit.

All Purchase Rights outstanding at the tenth anniversary of the Plan shall remain outstanding through and may be exercised upon the relevant Purchase Date, but no additional Purchase Right shall be granted under the ESPP.

(f) Exercise of Purchase Right

Unless a Participant withdraws from the ESPP, his or her Purchase Right shall become exercisable automatically, on the Purchase Date of the relevant Offering Period for the number of Plan Shares obtained by dividing the accumulated Contributions credited to the Participant's account as of the Purchase Date by the applicable Purchase Price, being an amount not less than 85 percent of the Fair Market Value of the Plan Shares on the Offering Date or on the Purchase Date, whichever is lower (the Purchase Price).

The Compensation Committee may credit any Contributions that have been credited to a Participant's account under the ESPP with interest. Any interest credited to a Participant's account shall not be used to purchase ADSs and shall instead be paid to the Participant at the end of the relevant Offering Period.

If any portion of a Participant's accumulated Contributions is not used to purchase ordinary shares on a given Purchase Date, the remaining amount shall be held in the Participant's account and used for the purchase of Plan Shares under the next Offering Period, unless the Participant withdraws from the next Offering Period.

The exercise of the Purchase Right granted under the ESPP is not subject to any performance target.

(g) Limit of the ESPP

The number of ordinary shares that may be issued under the Stock Option Plan and the ESPP (the Global Limit) shall not exceed ten percent of the issued and outstanding ordinary shares immediately following the closing of the Global Offering (i.e., 1,317,000,000).

The number of ordinary shares that may be issued upon exercise of all outstanding Purchase Rights granted under the ESPP or other employee stock purchase plan of the Company or and any outstanding stock options granted under the Stock Option Plan

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or other stock option plan of the Company must not exceed, in the aggregate, thirty percent of the issued and outstanding ordinary shares in issuance from time to time.

(h) Period of the ESPP

The ESPP shall continue for a term of ten years from the date of its approval by the Shareholders unless terminated in accordance with sub-paragraph (i).

(i) Amendments and Termination of the ESPP

The Compensation Committee may at any time amend the ESPP in any respect or terminate the ESPP, except that, without the approval of the Company's shareholders at a meeting duly called, no amendment shall be made in relation to:

- (i) increasing the number of ADSs approved for the ESPP; or
- (ii) decreasing the Purchase Price per ADSs.

Any alterations or amendments of a material nature or any change to the terms of the Purchase Rights granted must be approved by the shareholders of the Company, unless such alteration or amendment takes effect automatically under the terms of the ESPP. For the avoidance of doubt, any alteration or amendment pursuant to the exercise of any authority granted under the ESPP shall be deemed to take effect automatically under the terms of the ESPP. Any amendment made to the ESPP must be in accordance with the requirements of the Listing Rules or permitted by the SEHK.

If the ESPP is terminated by the Board prior to the tenth anniversary of the date of Board approval, unless the Compensation Committee has also terminated any Offering Period then in progress, Purchase Rights granted before such termination shall continue to be valid and exercisable in accordance with, and subject to, the terms and conditions of the Plan.

Rule 17.03(9) of the Listing Rules provide that the exercise price of any share option scheme operated by listed issuers may not be lower than effectively the market price of the ordinary shares. As a result of the capital-intensive nature of the Company's business, we have traditionally relied on share options, rather than cash, as an important means of remunerating its employees. This is common in the industry and we wish to continue this practice. Accordingly, we have applied to and obtained from the SEHK a waiver from strict compliance with Rule 17.03(9) of the Listing Rules such that the Company is allowed to continue to grant options over its ADSs to its employees under the ESPP at an exercise price which is at a discount (up to 15 percent discount) to the lower of market price at the commencement of the offering period or the market price on the purchase date.

Up and until December 31, 2010, the Company has not granted any purchase right under the ESPP.

Table of Contents**Item 7. Major Shareholders and Related Party Transactions****Major Shareholders****A. Ordinary Shares**

The following table sets forth information regarding the beneficial ownership as of December 31, 2010 of our ordinary shares, by each shareholder who is known by us to beneficially own 5% or more of our outstanding ordinary shares as of such date.

Name of Shareholder	2010		2009		2008	
	Number of Share Held	Percentage Held	Number of Share Held	Percentage Held	Number of Share Held	Percentage Held
Datang Telecom Technology & Industry Holdings Co., Ltd. (Datang)	5,227,132,761⁽¹⁾	19.12%	3,699,094,300	16.53%	3,699,094,300	16.57%
Shanghai Industrial Investment (Holdings) Company Limited (SIIC)	310,008,000 ⁽²⁾ 1,833,269,340 ⁽³⁾	1.13% 6.71%	420,008,000 1,833,269,340	1.88% 8.19%	420,008,000 1,833,269,340	1.88% 8.21%
Total	2,143,277,340	7.84%	2,253,277,340	10.07%	2,253,277,340	10.09%
Taiwan Semiconductor Manufacturing Company Limited (TSMC)	1,789,493,218 707,899,976	6.55% 2.59%				
Total	2,497,393,194	9.14%				

Notes:

- (1) All such shares are held by Datang Holdings (Hongkong) Investment Company Limited which is a wholly-owned subsidiary of Datang Telecom Technology & Industry Holdings Co., Ltd.
- (2) All such ordinary shares are held by SIIC Treasury (B.V.I.) Limited which is a wholly-owned subsidiary of SIIC.
- (3) All such shares are held by S.I. Technology Production Holdings Limited (SITPHL) which is an indirect wholly-owned subsidiary of SIIC. SITPHL is a wholly-owned subsidiary of Shanghai Industrial Financial (Holdings) Company Limited (SIFHCL) which in turn is a wholly-owned subsidiary of Shanghai Industrial Financial Holdings Limited (SIFHL). By virtue of Part XV of the Securities and Futures Ordinance (Cap. 571 of the laws of Hong Kong), SIIC and its subsidiaries, SIFHCL and SIFHL are deemed to be interested in the 1,833,269,340 Shares held by SITPHL. As at December 31, 2010, our director, Zhou Jie, is an executive director and the executive vice president of SIIC. He is also an executive director and the executive deputy CEO of Shanghai Industrial Holdings Limited. It is the Company's understanding that voting and investment control over the ordinary shares beneficially owned by SIIC are maintained by the board of directors of SIIC.
- (4) On November 9, 2009, the Company entered into a share and warrant issuance agreement with TSMC whereupon the Company conditionally agreed, subject to receipt of required government and regulatory approvals, to issue to TSMC 1,789,493,218 ordinary shares and a warrant (exercisable within three years of issuance) to subscribe for 695,914,030 ordinary shares of SMIC, subject to adjustment, at a purchase price of HK\$1.30 per share (the Warrant). The 1,789,493,218 ordinary shares and the Warrant were issued to TSMC on July 5, 2010, pursuant to the share and warrant issuance agreement. As of December 31, 2010, the number of ordinary shares deliverable

to TSMC upon exercise of the Warrant was adjusted to 707,899,976. TSMC has not exercised any part of the Warrant.

Please see Item 10. Additional Information Other Contracts for a description of the share and warrant issuance agreement and the warrant agreement entered into by us and TSMC.

Each ordinary share is entitled to one vote on all matters upon which the ordinary shares are entitled to vote, including the election of directors. No shareholder has voting rights that are different from those of other shareholders.

B. Preferred Shares

The following table sets forth information regarding the beneficial ownership as of June 7, 2011 of our convertible preferred shares, by each shareholder who is known by us to beneficially own 5% or more of our outstanding preferred shares as of such date.

Name of Shareholder	Number of Convertible Preferred Share Held	Percentage Held
China Investment Corporation	360,589,053 ⁽¹⁾ 72,117,810 ⁽¹⁾	
Total	432,706,863⁽²⁾	100%

Note:

- On April 18, 2011, the Company entered into a subscription agreement with Country Hill Limited, a wholly-owned subsidiary of China Investment Corporation, or CIC, whereby (i) the Company has conditionally agreed to allot and issue to CIC, and CIC has conditionally agreed to subscribe through Country Hill Limited for 360,589,053 convertible preferred shares at a subscription price of HK\$5.39 per convertible preferred share (the **CIC Initial Preferred Shares**) and (ii) the Company will issue a warrant to CIC to subscribe, in aggregate, up to 72,117,810 convertible preferred shares (subject to adjustment) at an exercise price of HK\$5.39 per preferred share (the **CIC Warrant**). The CIC Warrant is exercisable [*please fill in under what conditions and/or when the CIC Warrant is exercisable*]. The 360,589,053 convertible preferred shares and CIC Warrant were issued to CIC on June 3, 2011. CIC has not exercised any part of the CIC Warrant.
- Besides the CIC Initial Preferred Shares and CIC Warrant held by Country Hill Limited, CIC also beneficially owns in 13,637,000 ordinary shares which is not reflected in the table above.

The terms related to the conversion of the convertible preferred shares (as set out in Appendix III to the shareholders circular of the Company dated May 11, 2011) are set out below:

The holders of the convertible preferred shares will have the right at any time to convert (in whole or in part) their convertible preferred shares into fully paid ordinary shares at the conversion rate of ten ordinary shares per convertible preferred share (which shall be for a minimum amount of 70,000,000 convertible preferred shares or, if less than 70,000,000 convertible preferred shares are then held by CIC, all of such convertible preferred shares). The holders of the convertible preferred shares are not required to pay any amount for conversion of their convertible preferred shares into ordinary shares. The ordinary shares issued upon conversion will be credited as fully paid, and will rank pari passu in all respects with the other ordinary shares in issue as at the date of the conversion, and will be allotted and issued free from all liens, charges and encumbrances and together with all rights attaching thereto upon allotment and issue and at any time thereafter, including all rights to any dividend or other distribution declared, made or payable by reference to a record date falling on or after the date of the conversion notice.

The convertible preferred shares will be mandatorily converted into ordinary shares at the then applicable conversion rate on the day immediately following the expiry of twelve months commencing from the closing date as if the holder of the convertible preferred shares has elected to convert its convertible preferred shares into ordinary shares on the mandatory conversion date.

The initial conversion rate of ten ordinary shares per convertible preferred share is subject to adjustment upon the occurrence of certain prescribed events, among other things, capitalisation of profits or reserves, consolidations,

sub-divisions and re-classifications of shares, capital distributions, issue of shares or other securities, and the issue of a new class of shares carrying voting rights.

In the event of any issue of any ordinary share or any securities which by their terms are convertible into or exchangeable for, or carry right(s) of subscription for, any ordinary share, the conversion rate in force immediately before such issue will be adjusted to compensate the holders of convertible preferred shares by reference to the lowest of:

(i) the reference price per ordinary share which initially is HK\$0.5390 (subject to adjustment as described in this section);

(ii) the amount which represents:

a. in respect of any rights issue of ordinary shares by the Company, 90% of the relevant theoretical ex-rights price for an ordinary share under that rights issue;

b. in respect of any issue of securities which by their terms are convertible into or exchangeable for, or carry right(s) of subscription for, ordinary share(s):

(1) in the case of options, warrants or similar instruments, the aggregate of the subscription price or premium for such instrument and the initial exercise price at which the holder of such instrument may subscribe for ordinary shares;

(2) in the case of convertible bonds or convertible shares or similar instruments, the initial conversion price at which such instrument may be converted into ordinary shares; or

(3) in any other case, the aggregate price paid and initially payable by the subscriber of such securities in order to receive ordinary shares; and

c. in respect of any other issue of ordinary shares by the Company, the relevant issue price for an ordinary share under that issue;

(iii) the amount which represents a discount of 10% to the arithmetic average of the daily volume weighted average price for an ordinary share as shown on the VAP page of Bloomberg for the:

a. ten consecutive trading days immediately after the date on which the relevant issue is announced;

b. in the case of a rights issue, ten consecutive trading days immediately after the ex-rights date; or

c. if the reference price to determine the issue price is based on share prices for a period after the relevant issue is announced, all the trading days during that period.

The adjustment will become effective immediately following the date of the issuance of the new securities.

No adjustment to the conversion rate will be made which has the effect or result of: (i) reducing the initial conversion rate upon the issue of the convertible preferred shares, except upon any consolidation of ordinary shares or any corporate exercise with the effect of increasing the nominal value of the ordinary shares; or (ii) any ordinary share, upon conversion, falling to be issued at a price below the nominal value of the ordinary share.

Please see Item 10. Additional Information Material Contracts for further description of the subscription agreement with Country Hill Limited dated April 18, 2011.

On May 5, 2011, the Company entered into a subscription agreement with Datang Holdings (Hongkong) Investment Company Limited, a wholly-owned subsidiary of Datang Telecom Technology & Industry Holdings Co., Ltd., or Datang, in respect of the pre-emptive subscription of convertible preferred shares and warrants. Please refer to the section entitled Datang Further Subscription Agreement under this Item 7 for a description of the subscription agreement entered into by us and Datang and the warrant agreement to be entered into between us and Datang. Each of the convertible preferred shares issued to Country Hill Limited and to be issued to Datang Holdings (Hongkong) Investment Company Limited (subject to required government and regulatory approvals) pursuant to the abovementioned subscription agreements is entitled to one vote on all matters upon which the ordinary shares are entitled to vote, including the election of directors, as if the convertible preferred shares were converted into ordinary shares. No shareholder has voting rights that are different from those of other shareholders.

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As of December 31, 2010, 27,334,063,747 ordinary shares (inclusive of 44,597,759 ADS shares) of our company were outstanding. Of these ordinary shares, 2,229,887,950 shares were registered in the name of DBS Ltd. Hong Kong Branch, on behalf of J.P. Morgan Chase Bank, the depositary under the deposit agreement. J.P. Morgan has advised us that, as of December 31, 2010, these 44,597,759 ADSs, representing 2,229,887,950 ordinary shares, were held of record by eleven U.S. registered holders. We have no further information as to shares held or beneficially owned by U.S. persons. Each ADS represents 50 ordinary shares.

We do not believe that we are directly or indirectly owned or controlled by another corporation, by any foreign government or by any other natural or legal person severally or jointly.

Related Party Transactions

The following disclosure is for the purpose of fulfilling disclosure requirements pursuant to the rules and regulations promulgated pursuant to the U.S. Securities and Exchange Act of 1934, as amended, only, and may contain disclosure of related party transactions not required to be disclosed in our financial statements under U.S. GAAP.

Indemnification Agreements and Service Contracts

Indemnification Agreements. Article 156 of our Articles of Association provides (amongst others) that we may indemnify any person who is made a party to any action, suit or proceeding by reason of the fact that the person is or was our director, officer, employee or agent, or is or was serving at our request as our director, officer, employee or agent at another entity, subject to certain limitations and applicable conditions.

We recognize the substantial increase in corporate litigation in general, subjecting directors, officers, employees, agents and fiduciaries to expensive litigation risks. We desire to attract and retain the services of highly qualified individuals to serve the company and, in part, in order to induce such individuals to continue to provide services to the company, we wish to provide for the indemnification and advancing of expenses of its directors as permitted by law and applicable regulations.

a. *Original Indemnification Agreements.*

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On or around March 18, 2004, upon completion of the Global Offering, we entered into identical indemnification agreements with each director whose appointment as director took effect immediately upon the Global Offering, whom we refer to as the Global Offering Directors, whereby we agreed to, inter alia, indemnify our Global Offering Directors in respect of liability arising from their capacity as our directors. We refer to these indemnification agreements as, collectively, the Original Indemnification Agreements. Pursuant to the Original Indemnification Agreements, we were obliged to indemnify each Global Offering Director, to the fullest extent permitted by law, against all costs, charges, expenses, liabilities, losses and obligations incurred in connection with any threatened, pending or completed action, suit, proceeding or alternative dispute resolution mechanism, or any hearing, inquiry or investigation which might lead to any of the foregoing (an *Applicable Claim*) by reason of or arising out of any event or occurrence relating to the fact that he is or was a director of SMIC, or any of our subsidiaries, or is or was serving at our request at another corporation or enterprise, or by reason of any activity or inactivity while serving in such capacity (an *Indemnifiable Event*). Our obligation to indemnify our Global Offering Directors pursuant to the Original Indemnification Agreements was subject to certain exceptions and limitations set out therein.

- b. *New Indemnification Agreements; Service Contracts.* At the annual general meeting of our shareholders on May 6, 2005, our shareholders, other than our directors, chief executive officer and their respective Associates (as defined in the HK Listing Rules) approved an amendment to the form of the Original Indemnification Agreements. As amended, we refer to the new form of Indemnification Agreements as the *New Indemnification Agreements*. The *New Indemnification Agreements* executed by each of the directors superseded the Original Indemnification Agreements which we had previously entered into with any existing directors. The *New Indemnification Agreement* reflected the then new requirements under Rules 14A.35 of the HK Listing Rules to set a term of no longer than three years and a maximum aggregate annual value for each connected transaction (as defined under the HK Listing Rules). The terms of the *New Indemnification Agreements* were the same as the Original Indemnification Agreements, except that the *New Indemnification Agreements* were subject to a term of three years and an annual cap. The annual cap in relation to the *New Indemnification Agreements* was not to exceed a maximum aggregate annual value as disclosed in our previous announcement. For the year ended December 31, 2009, no payment was made to any director under the *New Indemnification Agreements*.

Service Contracts. The *New Indemnification Agreements* remained in effect until the entering into between us and our directors of amended service contracts between October 7, 2008 and November 25, 2009 which include indemnity provisions. Each of our executive officers also signed service contracts which include indemnity provisions. We refer to the service contracts we have entered into with each of our directors and executive officers collectively as the *Service Contracts*. The indemnification provisions contained in the *Service Contracts* are substantially the same as the terms of the *New Indemnification Agreements*, except that the *Service Contracts* are not subject to a maximum term or to an annual cap. The indemnification provisions set forth in the *Services Contracts* will continue in effect with respect to *Applicable Claims* relating to *Indemnifiable Events* regardless of whether the relevant director or executive officer continues to serve as our director or executive officer or to serve at any other enterprise at our request. Except for these indemnification provisions, the *Service Contracts* do not provide for benefits upon termination of service or employment.

Strategic Cooperation Agreement

On December 24, 2008, upon completion of a Share Purchase Agreement pursuant to which Datang conditionally agreed to subscribe through Datang Holdings (Hongkong) Investment Company Limited, or Datang Hongkong, a Hong Kong incorporated wholly owned subsidiary, and the Company conditionally agreed to allot and issue, shares representing 19.9% of the issued share capital of the Company prior to such issuance and approximately 16.6% following such issuance at a total purchase price of US\$171.8 million, the Company and Datang entered into a strategic cooperation agreement (the *Strategic Cooperation Agreement*).

Pursuant to the *Strategic Cooperation Agreement*, the Company intends to give priority to the production requirements of Datang, while Datang intends to give priority to engage or employ the fabrication services of the

Group. In addition, the Company and Datang would share their technological research and development resources, co-operate in the development of international markets and globalization of their businesses, and make joint efforts to apply for PRC national and local projects in connection with scientific research and industrialization relating to the integrated circuit sector.

The pricing for the transactions contemplated under the Strategic Cooperation Agreement will be determined based on market value. The Caps, being the maximum aggregate values of transactions under the Strategic Cooperation Agreement, are US\$50,000,000 for the period commencing on June 23, 2009 and ending on December 31, 2009, and US\$100,000,000 for the period commencing on January 1, 2010 and ending on December 23, 2010, respectively, were approved by the shareholders of the Company at its annual general meeting held on June 23, 2009.

Datang Subscription Agreement (2010)

On July 15, 2010, the completion of the placing of 1,500,000,000 new ordinary shares at the placing price of HK\$0.52 per share to not fewer than six independent places through J.P. Morgan Securities (Asia Pacific) Limited and The Royal Bank of Scotland N.V., Hong Kong Branch as the placing agents (the **Placing**) took place. Pursuant to the share purchase agreement entered into between the Company and Datang dated 6 November 2008 relating to the sale and purchase of an aggregate of 3,699,094,300 ordinary shares of the Company (the **Datang Share Purchase Agreement**), Datang has a right of pre-emption to subscribe for a pro rata portion of shares which is equivalent to such number of shares as will result in its percentage shareholding in the Company not being diluted by the Placing.

On August 16, 2010, the Company entered into a subscription agreement with Datang (**Datang Subscription Agreement**) pursuant to which the Company conditionally agreed to issue, and Datang conditionally agreed to subscribe (through Datang Hongkong) for, a total of 1,528,038,461 ordinary shares (being equivalent to the sum of (i) the amount of shares issued to Datang pursuant to the exercise of its pre-emptive right under the Datang Share Purchase Agreement in connection with the Placing as will result in Datang's percentage shareholding in the Company not being diluted by the Placing (the **Datang Pre-emptive Shares**) and (ii) the number of new shares, which, together with the Datang Pre-emptive Shares, will fetch an aggregate purchase price of US\$102 million) at the subscription price of HK\$0.52 per share (being equivalent to the subscription price in the Placing). The completion took place on November 16, 2010, when 1,528,038,461 ordinary shares were issued to Datang under the special mandate approved by the Company's independent shareholders at its extraordinary general meeting held on September 21, 2010.

Please see the section entitled **Material Contract** under Item 10 below for further details of the Datang Subscription Agreement.

Datang Further Subscription Agreement (2011)

On April 18, 2011, the Company entered into a subscription agreement with Country Hill Limited, a wholly owned subsidiary of China Investment Corporation, in connection with the subscription of (i) 360,589,053 Convertible Preferred Shares and (ii) warrants to subscribe for up to 72,117,810 Convertible Preferred Shares (subject to adjustment). The terms of the Convertible Preferred Shares (as set out in Appendix III to the shareholders' circular of the Company dated May 11, 2011) are set out in **Item 7. Major Shareholders and Related Party Transactions B. Preferred Shares**.

Please see **Item 10. Additional Information Material Contracts** for further details about the subscription agreement with Country Hill Limited.

On May 5, 2011, the Company entered into a subscription agreement with Datang Hongkong (the **Datang Further Subscription Agreement**) whereby the Company has conditionally agreed to allot and issue to Datang Hongkong, and Datang Hongkong has conditionally agreed to subscribe for (i) 84,956,858 Convertible Preferred Shares at a subscription price of HK\$5.39 per share (**Datang Pre-emptive Preferred Shares**) and (ii) warrants to subscribe for up to 16,991,371 Convertible Preferred Shares (subject to adjustment) at an exercise price of HK\$5.39 per warrant (**Datang Pre-emptive Warrants**) pursuant to Datang's exercise of its pre-emptive right under the Datang Share Purchase Agreement in connection with the subscription by Country Hill Limited, on the same terms and conditions as reasonably practicable as the subscription of Convertible Preferred Shares by Country Hill Limited, taking into account the fact that Datang is already an existing shareholder of the Company. The issue of Datang Pre-emptive Preferred Shares and Datang Pre-emptive Warrants is conditional on the obtaining of the approval of independent shareholders of the Company and necessary governmental approvals. The Company has obtained independent shareholders' approval at its extraordinary general meeting held on May 27, 2011. As of the latest practicable date, the Datang Pre-emptive Preferred Shares and Datang Pre-emptive Warrants have not been issued.

Please see the section entitled **Material Contract** under Item 10 below for further details of the Datang Further Subscription Agreement.

Pursuant to the share and warrant issuance agreement dated 9 November 2009 between the Company and Taiwan Semiconductor Manufacturing Company, Ltd. (**TSMC**) (the **TSMC Share and Warrant Issuance Agreement**), in case of any issue of new shares or warrants, subject to certain exceptions, TSMC has a pre-emptive right to purchase a pro rata portion of the new shares and warrants being issued equivalent to the percentage of the issued share capital of the Company then owned by TSMC prior to the issue of the new shares and warrants. The Company has notified TSMC in accordance with the terms of the TSMC Share and Warrant Issuance Agreement in connection with the subscription by Convertible Preferred Shares and warrants by Country Hill Limited. TSMC has notified the Company that it will not exercise its pre-emption rights in respect of the subscription by Convertible Preferred Shares and warrants by Country Hill Limited and the proposed subscription Datang.

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Item 8. Financial Information

Consolidated Statements and Other Financial Information

Please see Item 18. Financial Statements.

See Item 4 Information on the Company Business Overview Customers and Markets regarding the percentage of our sales which are exported from China.

Litigation

Beginning in December 2003, the Company became subject to several lawsuits brought by Taiwan Semiconductor Manufacturing Company, Limited (TSMC) alleging infringement of certain patents and misappropriation of alleged trade secrets relating to methods for conducting semiconductor fab operations and manufacturing integrated circuits. On January 30, 2005, the Company entered into a settlement agreement, without admission of liability, which provided for the dismissal of all pending legal actions without prejudice between the two companies (the 2005 Settlement Agreement) and agreed to pay TSMC \$175 million in installments over a period of six years.

In accounting for the 2005 Settlement Agreement, the Company determined that there were several components settlement of litigation, covenant not to sue, patents licensed by the Company to TSMC and the use of TSMC s patent license portfolio both prior and subsequent to the settlement date. The Company does not believe that the settlement of litigation, covenant not to sue or patents licensed by the Company to TSMC qualify as assets under US GAAP. The Company determined that the use of TSMC s patent license portfolio prior and subsequent to the 2005 Settlement Agreement date qualify for assets under US GAAP. \$16.7 million was allocated to the pre-2005 Settlement Agreement period, reflecting the amount that the Company would have paid for use of the patent license portfolio prior to the date of the 2005 Settlement Agreement. The remaining \$141.3 million, representing the relative fair value of the licensed patent license portfolio, was recorded on the Company s consolidated balance sheets as a deferred cost (Deferred Cost) and was amortized over a six-year period, which represents the life of the licensed patent license portfolio.

On August 25, 2006, TSMC filed a lawsuit against the Company and certain subsidiaries (SMIC Shanghai, SMIC Beijing and SMIC Americas) in the Superior Court of the State of California, County of Alameda for alleged breach of the 2005 Settlement Agreement, alleged breach of promissory notes related to the 2005 Settlement Agreement and alleged trade secret misappropriation by the Company. The Company filed counterclaims against TSMC in the same court in September 2006 and also filed suit against TSMC in Beijing in November 2006.

The Company settled all pending litigation with TSMC on November 9, 2009, including the legal action filed in California for which a verdict was returned by the jury against SMIC on November 4, 2009, with a Settlement Agreement (the 2009 Settlement Agreement) which replaced the 2005 Settlement Agreement. The 2009 Settlement Agreement resolved all pending lawsuits between the parties and the parties have since dismissed all pending litigation between them. The terms of the 2009 Settlement Agreement include the following:

- 1) Entry of judgment and mutual release of all claims that were or could have been brought in the pending lawsuits;
 - 2) Termination of SMIC s obligation to make remaining payments under the 2005 Settlement Agreement between the parties (approximately US\$40 million);
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- 3) Payment to TSMC of an aggregate of US\$200 million (with US\$15 million paid upon execution, funded from SMIC's existing cash balances, and the remainder to be paid in installments over a period of four years);
- 4) Commitment to grant to TSMC of 1,789,493,218 shares of SMIC (representing approximately 8% of SMIC's issued share capital as of October 31, 2009) and a warrant exercisable within three years of issuance to subscribe for 695,914,030 shares of SMIC, subject to adjustment at a purchase price of HK\$1.30 per share, subject to adjustment. Both the shares and the warrant would allow TSMC to obtain total ownership of approximately 10% of SMIC's issued share capital after giving effect to the share issuances and are subject to receipt of required government and regulatory approvals; and
- 5) Certain remedies in the event of breach of this settlement.

Accounting Treatment for the 2009 Settlement Agreement:

In accounting for the 2009 Settlement Agreement, the Company determined that there were three components of the 2009 Settlement Agreement:

- 1) Settlement of litigation via entry of judgment and mutual release of all claims in connection with pending litigation;
- 2) TSMC's covenant not-to-sue with respect to alleged misappropriation of trade secrets; and
- 3) Termination of payment obligation of the remaining payments to TSMC under the 2005 Settlement Agreement of approximately \$40 million.

The Company does not believe that any of the aforementioned qualify as assets under US GAAP. Accordingly, all such items were expensed as of the settlement date, and previously recorded deferred cost associated with the 2005 Settlement Agreement were immediately impaired, resulting in an expense of \$269.6 million which was recorded as litigation settlement in the consolidated statements of operations. The commitment to grant shares and warrants was initially measured at fair value and is being accounted for as a derivative with all subsequent changes in fair value being reflected in the consolidated statements of operations. The Company recorded a loss of \$30.1 million and \$29.8 million as the change in fair value of commitments to issue shares and warrants in 2009 and 2010 through the date of issuance of the shares and warrants on July 5, 2010, respectively.

Contingent Liability

In 2007, the Company entered into equipment purchase and cooperative manufacturing arrangements (the Arrangements) with an unrelated semiconductor manufacturer (the Counterparty). The equipment was relocated by 2008 as scheduled. In 2009, the Company received notifications from the Counterparty that the Company was responsible for additional equipment relocation expenses and a portion of the losses incurred during the term of the cooperative manufacturing arrangement. The Company has contested the claims and requested further information supporting the Counterparty's claims. The Counterparty filed a demand for dispute arbitration in late 2009 for the equipment relocation expenses. The Company recorded its best estimate of the probable amount of its liability on the claims in the consolidated financial statement as of and during the year ended December 31, 2009.

In the end of 2010, the Counterparty has filed further claims under the cooperative manufacturing arrangement. The Company settled all of the disputes related to the equipment relocation claims and is continuing its investigations and negotiations with

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the Counterparty under the cooperative manufacturing arrangement. The contingent liability recorded as of December 31, 2010 represented the Company's best estimate of the probable loss.

Dividends and Dividend Policy

At the end of 2010, the Company's accumulated deficit decreased to US\$1,698.9 million from an accumulated deficit of US\$1,712.0 million at the end of 2009. The Company has not declared or paid any cash dividends on the ordinary shares. We intend to retain any earnings for use in the Company's business and do not currently intend to pay cash dividends on the ordinary shares. Dividends, if any, on the outstanding shares will be declared by and subject to the discretion of the Board and must be approved at the annual general meeting of shareholders. The timing, amount and form of future dividends, if any, will also depend, among other things, on:

- the Company's results of operations and cash flow;
- the Company's future prospects;
- the Company's capital requirements and surplus;
- the Company's financial condition;
- general business conditions;
- contractual restrictions on the payment of dividends by the Company to its shareholders or by the Company's subsidiaries to the Company; and
- other factors deemed relevant by the Board.

The Company's ability to pay cash dividends will also depend upon the amount of distributions, if any, received by the Company from its wholly-owned Chinese operating subsidiaries. Under the applicable requirements of Chinese Company Law, the Company's subsidiaries in China may only distribute dividends after they have made allowances for:

- recovery of losses, if any;
- allocation to the statutory common reserve funds;
- allocation to staff and workers' bonus and welfare funds; and
- allocation to a discretionary common reserve fund if approved by the Company's shareholders.

More specifically, these operating subsidiaries may only pay dividends after 10% of their net profit has been set aside as statutory common reserves and a discretionary percentage of their net profit has been set aside for the staff and workers' bonus and welfare funds. These operating subsidiaries are not required to set aside any of their net profit as statutory common reserves if such reserves are at least 50% of their respective registered capital. Furthermore, if they record no net income for a year, they generally may not distribute dividends for that year.

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Significant Changes

Please see the section entitled "Litigation" above.

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Our ordinary shares are principally traded on the Stock Exchange of Hong Kong under the stock code 981. Our ordinary shares began trading on the Stock Exchange of Hong Kong on March 18, 2004. Our American Depositary Shares, which began trading on the New York Stock Exchange on March 17, 2004, are traded under the symbol SMI.

The table below sets forth the high and low closing prices on the Stock Exchange of Hong Kong and the New York Stock Exchange for the ordinary shares and ADSs representing such ordinary shares, respectively, since the completion of the global offering and for the most recent six months.

	Stock Exchange of Hong Kong		New York Stock Exchange(1)	
	Closing price per ordinary share		Closing price per ADS	
	High Price	Low Price	High Price	Low Price
2005				
First Quarter	HK \$1.75 *	HK \$1.48	US \$11.14	US \$9.35
Second Quarter	HK \$1.71	HK \$1.48	US \$10.93	US \$9.52
Third Quarter	HK \$1.75 *	HK \$1.21	US \$11.33 *	US \$7.83
Fourth Quarter	HK \$1.33	HK \$1.00 *	US \$8.46	US \$6.68 *
2006				
First Quarter	HK \$1.29 *	HK \$1.02	US \$8.38 *	US \$6.73
Second Quarter	HK \$1.21	HK \$1.00	US \$7.82	US \$6.36
Third Quarter	HK \$1.07	HK \$0.97	US \$6.88	US \$6.30
Fourth Quarter	HK \$1.03	HK \$0.87 *	US \$6.46	US \$5.48 *
2007				
First Quarter	HK \$1.24 *	HK \$0.87	US \$8.30 *	US \$5.87
Second Quarter	HK \$1.24	HK \$1.04	US \$7.68	US \$6.69
Third Quarter	HK \$1.18	HK \$0.81	US \$7.50	US \$5.30
Fourth Quarter	HK \$1.11	HK \$0.71 *	US \$6.72	US \$4.57 *
2008				
First Quarter	HK \$0.82 *	HK \$0.41	US \$4.98 *	US \$2.76
Second Quarter	HK \$0.78	HK \$0.44	US \$4.32	US \$2.88
Third Quarter	HK \$0.48	HK \$0.20	US \$2.99	US \$1.32
Fourth Quarter	HK \$0.35	HK \$0.11 *	US \$2.41	US \$0.89 *
2009				
First Quarter	HK \$0.39	HK \$0.23*	US \$2.29	US \$1.53*
Second Quarter	HK \$0.47	HK \$0.27	US \$2.96	US \$1.82
Third Quarter	HK \$0.44	HK \$0.37	US \$2.86	US \$2.40
Fourth Quarter	HK \$0.66*	HK \$0.35	US \$3.88*	US \$2.30
2010				
First Quarter	HK \$1.05	HK \$0.54	US \$6.67*	US \$3.57
Second Quarter	HK \$1.06*	HK \$0.53	US \$6.74	US \$3.36
Third Quarter	HK \$0.63	HK \$0.48	US \$4.01	US \$3.08*
Fourth Quarter	HK \$0.69	HK \$0.54	US \$4.36	US \$3.41
2011				
January	HK \$0.65	HK \$0.56	US \$4.14	US \$3.70

February	HK \$0.75	HK \$0.57	US \$4.72	US \$3.77
March	HK \$0.64	HK \$0.57	US \$3.98	US \$3.59
April	HK \$0.71	HK \$0.59	US \$4.39	US \$3.72
May	HK \$0.94	HK \$0.62	US \$5.78	US \$4.05
June (through June 15)	HK \$0.67	HK \$0.61	US \$4.19	US \$3.90

(1) Each ADS represents 50 ordinary shares.

* Indicates high and low prices for the fiscal year.

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At our request, trading in our shares on the Stock Exchange of Hong Kong was suspended with effect from November 6, 2008, 10:03 a.m., Hong Kong time, pending the release of our announcement regarding our entering into the Share Purchase Agreement with Datang Telecom Technology & Industry Holdings Co., Ltd. Pursuant to our application to the Hong Kong Stock Exchange, trading in our shares resumed on the Stock Exchange of Hong Kong with effect from 9:30 a.m., November 11, 2008, Hong Kong time Also at our request, trading in our ADSs on the NYSE was suspended for a like period.

On April 18, 2011, trading in our shares on the NYSE was suspended from 9:30 a.m., New York time, pending the release of our announcement regarding our entering into an investment agreement with China Investment Corporation. Trading in our shares resumed at 1:57 p.m., New York time on the same day. No trading suspension was imposed by the Stock Exchange of Hong Kong.

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Item 10. Additional Information

Memorandum and Articles of Association

The section entitled "Description of Share Capital" in our IPO registration statement is incorporated by reference into this annual report.

The sections entitled "Item 10-Additional Information-Memorandum and Articles of Association" in our annual report on Form 20-F for the fiscal year ended December 31, 2004, filed with the SEC on June 26, 2005 and in our annual report on Form 20-F for the fiscal year ended December 31, 2005, filed with the SEC on June 26, 2006 are incorporated by reference into this annual report. In addition, at the annual general meeting of our shareholders held on June 2, 2008, our shareholders approved an amendment to our Articles of Association to provide that a member of our board of directors may be removed by Ordinary Resolution.

Material Contracts

Share Purchase Agreement with Datang Telecom Technology & Industry Holdings Co., Ltd.

We entered into a Share Purchase Agreement dated November 6, 2008 with Datang Telecom Technology & Industry Holdings Co., Ltd, or Datang, pursuant to which Datang subscribed through a Hong Kong incorporated subsidiary, also referred to below as Datang Hongkong, and we allotted and issued, 3,699,094,300 ordinary shares for a purchase price of HK\$0.36 per ordinary shares for a total purchase price of US\$171.8 million on December 24, 2008, also referred to below as the closing date.

The principal terms of the Share Purchase Agreement are as follows:

Right to Nominate Directors. Datang has the right to nominate two nominees to our board of directors, provided that the decision of our board to appoint, or propose to our shareholders for appointment, any individual nominated by Datang as a director will be made in the best interests of us and our shareholders as a whole, and we are not obliged to simply appoint any individual nominated by Datang as a director without taking into account such factor. In addition (a) subject to clause (b) below, the number of Datang nominees shall decrease to one if Datang, Datang Hongkong and their permitted transferees, collectively, hold less than 1,849,547,150 shares (as appropriately adjusted for stock splits, stock consolidation, stock dividends, recapitalizations and the like) of the our total issued nominal share capital, or Datang, together with Datang Hongkong, holds less than 924,773,575 shares (as appropriately adjusted for stock splits, stock consolidation, stock dividends, recapitalizations and the like) of our total issued nominal share capital; and (b) the right to nominate any Datang nominee shall cease to exist if Datang, Datang Hongkong and their permitted transferees, collectively, hold less than 924,773,575 shares (as appropriately adjusted for stock splits, stock consolidation, stock dividends, recapitalizations and the like) of our total issued nominal share capital, or if Datang, together with Datang Hongkong, holds less than 462,386,788 shares (as appropriately adjusted for stock splits, stock consolidation, stock dividends, recapitalizations and the like) of our total nominal share capital.;

Right to Nominate Vice-President in Charge of TD-SCDMA. Datang has the right to nominate a Vice-President in charge of our TD-SCDMA business, provided that Datang, Datang Hongkong and their permitted transferees, collectively, hold at least 924,773,575 shares (as appropriately adjusted for stock splits, stock consolidation, stock dividends, recapitalizations and the like) of our total nominal share capital from time to time, provide that Datang, together with Datang Hongkong, holds at least 462,386,788 shares (as appropriately adjusted for stock splits, stock consolidation, stock dividends, recapitalizations and the like) of our total issued share capital from time to time, subject to the approval of our board (excluding the Datang nominees).

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Pre-emptive Right. Datang has the following right to purchase any new ordinary shares, any securities convertible into or exchangeable into ordinary shares or any warrants or other rights to subscribe for ordinary shares, referred to as the Relevant Securities (subject to the approval of our independent shareholders in order to comply with the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange prior to each such purchase), in the event that we propose to issue the Relevant Securities, to enable Datang to hold after such issue (i) in the case of an offer to investors that would otherwise result in a prospective largest shareholder (other than an underwriter that is placing on our behalf the Relevant Securities in a *bona fide* capital markets transaction) beneficially owning more ordinary shares than Datang and Datang Hong Kong in the aggregate, one ordinary share more than the number of ordinary shares proposed to be beneficially owned by the prospective largest shareholder, unless (a) Datang and Datang Hongkong hold less than 2,774,320,725 shares (as appropriately adjusted for stock splits, stock consolidation, stock dividends, recapitalizations and the like) of our total nominal share capital, or (b) at least two-thirds of our board of directors (excluding Datang nominees) in good faith resolves in writing that such exercise is not in the best interests of our company and our shareholders as a whole, and (ii) in the case of an issue of Relevant Securities other than (i) above, a pro rata portion of the Relevant Securities equal to the percentage of our issued share capital then beneficially owned by Datang (together with Datang Hongkong) prior to the issuance of the Relevant Securities, provided that Datang (together with Datang Hongkong) maintains an ownership interest equal to at least 1,849,547,150 shares (as appropriately adjusted for stock splits, stock consolidation, stock consolidation, stock dividends, recapitalizations and the like) of our total nominal share capital.

Lock-Up. Datang and Datang Hong Kong shall not transfer any of the shares purchased under the Share Purchase Agreement without our prior written consent for a period of two years from the closing date, provided that such lock-up shall not apply to transfer of less than 1,849,547,150 of such shares (as appropriately adjusted for stock splits, stock consolidation, stock dividends, recapitalizations and the like) to a permitted transferee as defined in the Share Purchase Agreement, provided that any such permitted transferee shall be a non-PRC incorporated entity, unless Datang shall have provided to us in writing justifying the need to transfer to a PRC incorporated entity, and our board of directors (excluding the Datang nominees) shall have determined that such transfer to a PRC incorporated entity is not expected to be prejudicial to the interests of, or have an adverse effect, on our group.

Standstill. Datang shall not, except with our prior written consent, directly or indirectly, acquire any of our ordinary shares, any other security carrying voting rights and any outstanding convertible securities, options, warrants or other rights which are convertible into or exchangeable or exercisable or carrying rights of subscription for securities carrying voting rights in us (together our **Voting Securities** exceeding the lesser of thirty percent of our issued Voting Securities, or such other threshold that may trigger a mandatory offer obligation as set out in the Hong Kong Code on Takeovers and Mergers, at any time following the date of the Share Purchase Agreement and until the second anniversary of the closing date.

Strategic Cooperation Agreement with Datang Telecom Technology & Industry Holdings Co., Ltd.

We entered into a Strategic Cooperation Agreement, dated December 24, 2008, with Datang Telecom Technology & Industry Holdings Co., Ltd. The principal terms of the Strategic Cooperation Agreement are as follows:

Effective Period: Two years effective from the closing date, being December 24, 2008, subject to all the cooperation pursuant to the Strategic Cooperation Agreement, complying with, among other things, the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange.

Material Terms: Cooperation in the areas of technology, industry, global markets and cooperative undertaking.

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Cooperation of technological research and development, or Technological Cooperation. As part of our core business of providing IP design services, we intend to provide our existing research and development facilities and manpower in developing advanced logic processing technology and intellectual property bank for Datang, while Datang will provide pilot authentication products in relation to such development. The funding required for such research and development will be in accordance with the market practice and to be agreed by us and Datang. We expect this to be provided by reference to the extent of each party's responsibilities and rights in the cooperation. We also intend to recommend the technology of Datang to third party customers.

Provision of fabrication services, or Production Cooperation. As part of our core business of semiconductors fabrication, we intend to give priority to the production requirements of Datang while Datang intends to give priority to engage or employ our fabrication services provided that our price, technology and service standards are comparable to competitors and at the prevailing market value. The price for the provision of fabrication services under the Production Cooperation will be determined by reference to market price.

Global markets, or Market Development Cooperation. We also intend to cooperate with Datang in the development of international markets and globalization of its business.

Cooperative Undertaking in relation to PRC National Scientific Research Projects, or Cooperative Undertaking. We and Datang intend to make joint efforts to apply for PRC national and local projects in connection with scientific research and industrialization relating to the integrated circuit sector.

Long-Term Loan Facilities

SMIC Shanghai and SMIC Tianjin entered into long-term loan facilities in 2006 See Item 5 - Liquidity and Capital Resources on page 65 for a description of these long-term loan facilities.

2009 Settlement Agreement

Please also see the section entitled *Litigation* above regarding the settlement agreement into which we entered with TSMC.

Placing Agreement

On 8 July 2010, the Company entered into a placing agreement with J.P. Morgan Securities (Asia Pacific) Limited and The Royal Bank of Scotland N.V., Hong Kong Branch as the placing agents whereby the Company conditionally agreed to place, through the placing agents, up to 1,500 million ordinary shares to not less than six independent placees at a price of HK\$0.52 per share (the **Placing**).

Completion of the Placing took place on 15 July 2010, pursuant to which the Company issued and allotted 1,500 million ordinary shares to not fewer than six independent placees, who are third parties independent of and not connected with the Company and its connected persons, at the placing price of HK\$0.52 per share.

Datang Subscription Agreement (2010)

On August 16, 2010, the Company entered into a subscription agreement with Datang Telecom Technology & Industry Holdings Co., Ltd, or Datang, (**Datang Subscription Agreement**) pursuant to which the Company conditionally agreed to issue, and Datang conditionally agreed to subscribe (through Datang Holdings (Hongkong) Investment Company Limited, or Datang Hongkong) for, a total of 1,528,038,461 ordinary shares (being equivalent to the sum of (i) the amount of shares issued to Datang pursuant to the exercise of its pre-emptive right under the Datang Share Purchase Agreement in connection with the Placing as will result in Datang's percentage shareholding in the Company not being diluted by the Placing (the **Datang Pre-emptive Shares**) and (ii) such number of new shares, which, together with the Datang Pre-emptive Shares, will fetch an aggregate purchase price of US\$102 million) at the subscription price of HK\$0.52 per share (being equivalent to the subscription price in the Placing). Completion was conditional upon, among other things, the obtaining of PRC governmental and regulatory approvals and consents by Datang.

The completion of this subscription took place on November 16, 2010, when 1,528,038,461 ordinary shares were issued to Datang under the special mandate approved by the Company's independent shareholders at its extraordinary general meeting held on September 21, 2010.

Subscription Agreement with Country Hill Limited

The subscription agreement dated as of April 18, 2011 and entered into by us and Country Hill Limited, a wholly-owned subsidiary of China Investment Corporation, or CIC, in respect of the subscription of 360,589,053 Convertible Preferred Shares (the **CIC Initial Preferred Shares**) and warrants to subscribe for 72,117,810 Convertible Preferred Shares (the **CIC Warrants**), together with the CIC Initial Preferred Shares, the **CIC Securities**) includes, among others, the following terms:

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Consideration of the CIC Securities. The subscription price of HK\$5.39 per CIC Initial Preferred Share is reflective of an effective conversion price of HK\$0.539 per ordinary share (based on the initial conversion rate of ten ordinary shares per Convertible Preferred Share) and the total cash consideration payable by CIC is US\$250 million.

Terms of the Convertible Preferred Shares. The terms of the Convertible Preferred Shares (as set out in Appendix III to the shareholders circular of the Company dated May 11, 2011) are set out in Item 7. Major Shareholders and Related Party Transactions B. Preferred Shares . Below are the principal terms:

Dividend entitlements: The Convertible Preferred Shares will rank pari passu in respect of entitlement to dividends and other income distribution as ordinary shares as if the Convertible Preferred Shares had been converted into ordinary shares for the relevant accounting period.

Capital: Upon a liquidation, dissolution, winding up (whether voluntary or involuntary) or return or reduction of capital of the Company (but not on conversion of the Convertible Preferred Shares or any repurchases by the Company of any Convertible Preferred Shares or ordinary shares) the assets of the Company available for distribution among the shareholders will be applied first in paying to the holders of the Convertible Preferred Shares and holders of other preference shares of the Company an amount in repayment of capital equal to the amount paid up or credited as paid up on such shares in priority to:

- (i) any payment to the holders of ordinary shares; and
- (ii) any other obligations ranking pari passu with the claims of the holders of ordinary shares.

Ranking: The CIC Initial Preferred Shares will, upon issue, rank (a) pari passu with the claims of holders of (i) any class of preferred share capital of the Company and (ii) other obligations of the Company which rank pari passu with the Convertible Preferred Shares or such preferred shares, and (b) in priority (including with respect to distribution of proceeds upon any liquidation event up to the amount paid up) to the any payment to the holders of ordinary shares of the Company and other obligations of the Company, incurred directly or indirectly by it, which rank, or are expressed to rank, pari passu the claims of the ordinary shares.

Conversion right: The holders of the Convertible Preferred Shares will have the right at any time to convert (in whole or in part) their Convertible Preferred Shares into fully paid ordinary shares at the conversion rate of ten ordinary shares per Convertible Preferred

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Share (which shall be for a minimum amount of 70,000,000 Convertible Preferred Shares or, if less than 70,000,000 Convertible Preferred Shares are then held by CIC, all of such Convertible Preferred Shares). The holders of the Convertible Preferred Shares are not required to pay any amount for conversion of their Convertible Preferred Shares into ordinary shares. The ordinary shares issued upon conversion will be credited as fully paid, and will rank pari passu in all respects with the other ordinary shares in issue as at the date of the conversion, and will be allotted and issued free from all liens, charges and encumbrances and together with all rights attaching thereto upon allotment and issue and at any time thereafter, including all rights to any dividend or other distribution declared, made or payable by reference to a record date falling on or after the date of the conversion notice.

Mandatory Conversion Date: The Convertible Preferred Shares will be mandatorily converted into ordinary shares at the then applicable conversion rate on the day immediately following the expiry of twelve months commencing from the closing date as if the holder of the Convertible Preferred Shares has elected to convert its Convertible Preferred Shares into ordinary shares on the mandatory conversion date.

Adjustment to Conversion Rate: The initial conversion rate of ten ordinary shares per Convertible Preferred Share is subject to adjustment upon the occurrence of certain prescribed events, among other things, capitalisation of profits or reserves, consolidations, sub-divisions and re-classifications of shares, capital distributions, issue of shares or other securities, and the issue of a new class of shares carrying voting rights.

In the event of any issue of any ordinary share or any securities which by their terms are convertible into or exchangeable for, or carry right(s) of subscription for, any ordinary share, the conversion rate in force immediately before such issue will be adjusted to compensate the holders of Convertible Preferred Share by reference to the lowest of:

- (i) the reference price per ordinary share which initially is HK\$0.5390 (subject to adjustment as described in this section);
 - (ii) the amount which represents:
 - a. in respect of any rights issue of ordinary shares by the Company, 90% of the relevant theoretical ex-rights price for an ordinary share under that rights issue;
 - b. in respect of any issue of securities which by their terms are convertible into or exchangeable for, or carry right(s) of subscription for, ordinary share(s):
 - (1) in the case of options, warrants or similar instruments, the aggregate of the subscription price or premium for such instrument and the initial exercise price at which the holder of such instrument
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may subscribe for ordinary shares;

- (2) in the case of convertible bonds or convertible shares or similar instruments, the initial conversion price at which such instrument may be converted into ordinary shares; or
- (3) in any other case, the aggregate price paid and initially payable by the subscriber of such securities in order to receive ordinary shares; and
- c. in respect of any other issue of ordinary shares by the Company, the relevant issue price for an ordinary share under that issue;
- (iii) the amount which represents a discount of 10% to the arithmetic average of the daily volume weighted average price for an ordinary share as shown on the VAP page of Bloomberg for the:
 - a. ten consecutive trading days immediately after the date on which the relevant issue is announced;
 - b. in the case of a rights issue, ten consecutive trading days immediately after the ex-rights date; or
 - c. if the reference price to determine the issue price is based on share prices for a period after the relevant issue is announced, all the trading days during that period.

The adjustment will become effective immediately following the date of the issuance of the new securities. No adjustment to the conversion rate will be made which has the effect or result of: (i) reducing the initial conversion rate upon the issue of the Convertible Preferred Shares, except upon any consolidation of ordinary shares or any corporate exercise with the effect of increasing the nominal value of the ordinary shares; or (ii) any ordinary share, upon conversion, falling to be issued at a price below the nominal value of the ordinary share.

Voting: The Convertible Preferred Shares will entitle the holders thereof to receive notice of, attend and vote at any meeting of members of the Company. Each Convertible Preferred Share will confer on its holder such number of voting rights as if the Convertible Preferred Share had been converted into ordinary shares.

Consent: Except with the consent or sanction of at least 75 per cent of the vote of the holders of the Convertible Preferred Shares given at a separate class meeting, no resolution may be made by the Company to amend the terms of the Convertible Preferred Shares.

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Transferability: The Convertible Preferred Shares will be freely transferrable save as provided for under the terms of the CIC Subscription Agreement.

Redemption: The Convertible Preferred Shares are non-redeemable.

Protection: The Company has undertaken to each holder of Convertible Preferred Shares (including but not limited to) (i) that all the ordinary shares issued upon conversion will be duly and validly allotted and issued as fully paid or credited as fully paid and free from all liens, charges and encumbrances; (ii) that it will not in any way vary the rights attached to any class or series of shares, or attach any restriction to any class or series of shares, to the extent that such variation would have the effect of varying the rights attaching to the Convertible Preferred Shares, without prior written approval of 75 per cent. of the holders of Convertible Preferred Shares; (iii) that there will not be shares of different nominal values in issue at any time; (iv) it will not, without prior written approval of 75 per cent. of the holders of Convertible Preferred Shares, take any steps to or so as to liquidate, dissolve or windup the Company or any of its subsidiaries unless such liquidation, dissolution or winding-up will not have a material adverse effect; (v) it will not make any reduction or redemption of capital, share premium account or capital redemption reserve involving repayment of money to its shareholders or reduce any uncalled liability in respect of any issued share except in certain situations; and (vi) it will not enter into any agreement, instrument or other document whatsoever binding on it which may result in any breach of the memorandum and articles of association of the Company.

Pre-emptive rights. Country Hill Limited will have the following right to subscribe for (subject to any authorisation, consent, approval, licence or notification required for the purposes of or as a consequence of the CIC Subscription either from governmental, regulatory or other public bodies):

- (i) whilst any Convertible Preferred Shares issued to and beneficially owned by Country Hill Limited (and/or its permitted transferee) remain unconverted and to the extent that the original percentage of issued share capital of the Company held by Country Hill Limited (and/or its permitted transferee) on a fully-diluted basis through such Convertible Preferred Shares immediately prior to the issue is reduced as a result of the issue of any new ordinary shares or preferred shares, any securities convertible into or exchangeable into ordinary shares or preferred shares or any warrants or other rights to subscribe for ordinary shares or preferred shares (which preferred shares carry voting rights in general meetings of the Company) (**Relevant Securities**) (after having taken into account any
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adjustment to the conversion rate), such number of additional Convertible Preferred Shares (bearing the same conversion rate as the existing issued Convertible Preferred Shares having reflected the adjustment) so as to enable the Investor to hold, after the issue of the Relevant Securities, a pro rata portion of the issued share capital of the Company (on a fully diluted basis) equal to the original percentage; and

- (ii) to the extent that any of the Convertible Preferred Shares held by Country Hill Limited have been converted and Country Hill Limited is holding ordinary shares of the Company issued as a result of the conversion, such number of additional Relevant Securities so as to enable Country Hill Limited to hold, after the issue of the Relevant Securities, a pro rata portion of the Relevant Securities equal to the percentage of the issued share capital of the Company represented by the converted ordinary shares then beneficially owned by Country Hill Limited immediately prior to the issuance of the Relevant Securities.

Right to Nominate one member of the Board. Country Hill Limited will have the right to nominate one member of our board of directors, or CIC Nominee, provided that: (i) the nomination and appointment of the CIC Nominee is considered by the board (excluding the Investor Nominee) to be in the best interest of the Company and its shareholders as a whole; and (ii) the CIC Nominee has passed the Company's conflict and background check in accordance with common and usual standards and policies generally applicable to the appointment and nomination of a director of the Company. The Company will use all reasonable efforts to give effect to the appointment of the CIC Nominee to the board as soon as practicable after the completion of the subscription by Country Hill Limited which took place on June 3, 2011, and no later than 31 August 2011.

Lock-up Undertaking. Country Hill Limited will be restricted from selling, or transferring the CIC Initial Preferred Shares, any Convertible Preferred Shares issued upon the exercise of the CIC Warrants and any additional Convertible Preferred Shares or warrants subscribed for a period of 2 years from the Investor Closing Date, except that Country Hill Limited may transfer any Convertible Preference Shares or ordinary shares to any wholly-owned subsidiaries of CIC. The lock-up undertaking will cease to apply where any of the following members of the senior management of the Company, being Mr. David N.K. Wang, Mr. Gary Tseng, Mr. Simon Yang, Mr. Chris Keh-Fei Chi and Mr. Barry Quan, cease their employment with the Company within a period of (2) years commencing from the Investor Closing Date, except where they ceased their employment as a result of misconduct, or as a result of health conditions.

Restriction on transfers to a Competitor. Country Hill Limited has agreed to refrain

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from transferring to any entity that provides or that has the capability to provide, directly or indirectly through any subsidiary or affiliate, semiconductor wafer fabrication or foundry services to third parties (**Competitor**), directly or indirectly, the Convertible Preferred Shares, the CIC Warrants, or any ordinary shares issued upon conversion of the Convertible Preferred Shares except where there is a genuine open market sale, with the written consent of the Company's board of directors, or for accepting a general offer which has become unconditional or where the offeror has become entitled to exercise compulsory acquisition rights.

Warrant Agreement. On June 3, 2011, or the completion date, the Company and Country Hill Limited entered into a warrant agreement (the **CIC Warrant Agreement**) pursuant to the CIC Subscription Agreement whereby the Company issued the CIC Warrants to Country Hill Limited. Major terms of the warrant agreement are as below:

Consideration. The CIC Warrants are issued as part of the Investor Subscription.

Exercise of the CIC Warrants. Country Hill Limited may exercise, in whole or in part, the CIC Warrants on any business day on or prior to 11: 59 p.m., Hong Kong time, on the date that is 12 months from the date of the CIC Warrant Agreement. Upon exercise, the CIC Warrants will be converted into Convertible Preferred Shares (the **Warrant Preferred Shares**). Each partial exercise shall be for a minimum subscription of 15,000,000 Warrant Preferred Shares, or, if less than 15,000,000 Warrant Preferred Shares are issuable under the CIC Warrants then held by Country Hill Limited, for all of such number of Warrant Preferred Shares issuable under the CIC Warrants then held by Country Hill Limited. Any unexercised CIC Warrants will lapse after the date that is 12 months from the date of the CIC Warrant Agreement.

Exercise Price. HK\$5.39 per CIC Warrant is equivalent to the subscription price for the CIC Initial Preferred Shares and is reflective of an effective conversion price of HK\$0.539 per ordinary share (based on the initial conversion rate of ten ordinary shares per Convertible Preferred Share).

Adjustment of Exercise Price. No adjustment will be made to the exercise price of the CIC Warrants nor the number of Warrant Preferred Shares issuable upon exercise of each CIC Warrant.

Warrant Preferred Shares. The Warrant Preferred Shares will not be adjusted but will bear a conversion rate for conversion into ordinary shares that may be adjusted as described in the paragraph Terms of the Convertible Preferred Shares Adjustment to Conversion Rate above. The Warrant Preferred Shares will entitle the holders thereof to receive notice of, attend and vote at any meeting of members of the Company. Each Warrant Preferred Share will confer on its holder such

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number of voting rights as if the Warrant Preferred Share had been converted into ordinary shares.

Transferability. Save as to transfers to any wholly-owned subsidiary of China Investment Corporation, the CIC Warrants are not transferable without the prior written approval of the Company.

No Listing of the Investor Warrants. No application will be made for a listing of the CIC Warrants on The Stock Exchange of Hong Kong Limited or any other stock exchange.

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Datang Further Subscription Agreement (2011)

On May 5, 2011, the Company entered into a subscription agreement (the **Datang Further Subscription Agreement**) with Datang Holdings (Hongkong) Investment Company Limited, or Datang, a wholly owned subsidiary of Datang Telecom Technology & Industry Holdings Co., Ltd., whereby the Company has conditionally agreed to allot and issue to Datang, and Datang has conditionally agreed to subscribe for (i) 84,956,858 Convertible Preferred Shares at a subscription price of HK\$5.39 per share (**Datang Pre-emptive Preferred Shares**) and (ii) warrants to subscribe for up to 16,991,371 Convertible Preferred Shares (subject to adjustment) at an exercise price of HK\$5.39 per warrant (**Datang Pre-emptive Warrants**), together with the Datang Pre-emptive Preferred Shares, the **Datang Pre-emptive Securities**) pursuant to Datang's exercise of its pre-emptive right under the Datang Share Purchase Agreement in connection with the subscription of Convertible Preferred Shares and warrants by Country Hill Limited (the **CIC Subscription**), on the same terms and conditions as reasonably practicable as the CIC Subscription, taking into account the fact that Datang is already an existing shareholder of the Company. The issue of Datang Pre-emptive Securities is conditional on, among other things, the obtaining of the approval of independent shareholders of the Company and necessary governmental approvals. The Company has obtained independent shareholders' approval at its extraordinary general meeting held on May 27, 2011. As of the latest practicable date, the Datang Pre-emptive Securities have not been issued.

Principal terms of the Datang Further Subscription Agreement are as below:

Consideration of the Datang Pre-emptive Securities. The subscription price of HK\$5.39 per Datang Pre-emptive Preferred Share is reflective of an effective conversion price of HK\$0.539 per ordinary share (based on the initial conversion rate of ten ordinary shares per Convertible Preferred Share) and the total cash consideration payable by Datang is US\$58.9 million.

Terms of the Convertible Preferred Shares. The terms of the Convertible Preferred Shares (as set out in Appendix III to the shareholders circular of the Company dated May 11, 2011) are set out in Item 7. Major Shareholders and Related Party Transactions B. Preferred Shares. Below are their principal terms:

Dividend entitlements. The Convertible Preferred Shares will rank pari passu in respect of entitlement to dividends and other income distribution as ordinary shares as if the Convertible Preferred Shares had been converted into ordinary shares for the relevant accounting period.

Capital. Upon a liquidation, dissolution, winding up (whether voluntary or

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involuntary) or return or reduction of capital of the Company (but not on conversion of the Convertible Preferred Shares or any repurchases by the Company of any Convertible Preferred Shares or ordinary shares) the assets of the Company available for distribution among the shareholders will be applied first in paying to the holders of the Convertible Preferred Shares and holders of other preference shares of the Company an amount in repayment of capital equal to the amount paid up or credited as paid up on such shares in priority to:

(A) any payment to the holders of ordinary shares; and

(B) any other obligations ranking pari passu with the claims of the holders of ordinary shares.

Ranking. The Datang Pre-emptive Preferred Shares will, upon issue, rank (a) pari passu with the claims of holders of (i) any class of preferred share capital of the Company and (ii) other obligations of the Company which rank pari passu with the Convertible Preferred Shares or such preferred shares, and (b) in priority (including with respect to distribution of proceeds upon any liquidation event up to the amount paid up) to any payment to the holders of ordinary shares of the Company and other obligations of the Company, incurred directly or indirectly by it, which rank, or are expressed to rank, pari passu the claims of the ordinary shares.

Conversion right. The holders of the Convertible Preferred Shares will have the right at any time to convert (in whole or in part) their Convertible Preferred Shares into fully paid ordinary shares at the conversion rate which is initially ten ordinary shares per Convertible Preferred Share and subject to adjustment(s) (which shall be for a minimum amount of 70,000,000 Convertible Preferred Shares or, if less than 70,000,000 Convertible Preferred Shares are then held by Datang, all of such Convertible Preferred Shares). The holders of the Convertible Preferred Shares are not required to pay any amount for conversion of their Convertible Preferred Shares into ordinary shares. The ordinary shares issued upon conversion will be credited as fully paid, and will rank pari passu in all respects with the other ordinary shares in issue as at the date of the conversion, and will be allotted and issued free from all liens, charges and encumbrances and together with all rights attaching thereto upon allotment and issue and at any time thereafter, including all rights to any dividend or other distribution declared, made or payable by reference to a record date falling on or after the date of the conversion notice.

Mandatory Conversion Date. The Convertible Preferred Shares will be

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mandatorily converted into ordinary shares at the then applicable conversion rate on the day immediately following the expiry of twelve months commencing from the completion date of the subscription of Datang Pre-emptive Securities as if the holder of the Convertible Preferred Shares has elected to convert its Convertible Preferred Shares into ordinary shares on the mandatory conversion date.

Adjustment to Conversion Rate. The initial conversion rate of ten ordinary shares per Convertible Preferred Share is subject to adjustment upon the occurrence of certain prescribed events, among other things, capitalisation of profits or reserves, consolidations, sub-divisions and re-classifications of shares, capital distributions, issue of shares or other securities, and the issue of a new class of shares carrying voting rights.

In the event of any issue of any ordinary share or any securities which by their terms are convertible into or exchangeable for, or carry right(s) of subscription for, any ordinary share, the conversion rate in force immediately before such issue will be adjusted to compensate the holders of Convertible Preference Shares by reference to the lowest of:

- (i) the reference price per ordinary share which initially is HK\$0.5390 (subject to adjustment as described in this section);
 - (ii) the amount which represents:
 - a. in respect of any rights issue of ordinary shares by the Company, 90% of the relevant theoretical ex-rights price for an ordinary share under that rights issue;
 - b. in respect of any issue of securities which by their terms are convertible into or exchangeable for, or carry right(s) of subscription for, ordinary share(s):
 - (1) in the case of options, warrants or similar instruments, the aggregate of the subscription price or premium for such instrument and the initial exercise price at which the holder of such instrument may subscribe for ordinary shares;
 - (2) in the case of convertible bonds or convertible shares or similar instruments, the initial conversion price at which such instrument may be converted into ordinary shares; or
 - (3) in any other case, the aggregate price paid and initially payable by the subscriber of such securities in order to receive ordinary shares; and
 - c. in respect of any other issue of ordinary shares by the Company, the
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- relevant issue price for an ordinary share under that issue;
- (iii) the amount which represents a discount of 10% to the arithmetic average of the daily volume weighted average price for an ordinary share as shown on the VAP page of Bloomberg for the:
- a. ten consecutive trading days immediately after the date on which the relevant issue is announced; or
 - b. in the case of a rights issue, ten consecutive trading days immediately after the ex-rights date; or
 - c. if the reference price to determine the issue price is based on share prices for a period after the relevant issue is announced, all the trading days during that period.

The adjustment will become effective immediately following the date of the issuance of the new securities. No adjustment to the conversion rate will be made which has the effect or result of: (i) reducing the initial conversion rate upon the issue of the Convertible Preferred Shares, except upon any consolidation of ordinary shares or any corporate exercise with the effect of increasing the nominal value of the ordinary shares; or (ii) any Ordinary Share, upon conversion, falling to be issued at a price below the nominal value of the ordinary share.

Voting. The Convertible Preferred Shares will entitle the holders thereof to receive notice of, attend and vote at any meeting of members of the Company. Each Convertible Preferred Share will confer on its holder such number of voting rights as if the Convertible Preferred Share had been converted into ordinary shares.

Consent. Except with the consent or sanction of at least 75 per cent. of the vote of the holders of the Convertible Preferred Shares given at a separate class meeting, no resolution may be made by the Company to amend the terms of the Convertible Preferred Shares.

Transferability. The Convertible Preferred Shares will be freely transferrable save as provided for under the terms of the Datang Further Subscription Agreement.

Redemption. The Convertible Preferred Shares are non-redeemable.

Protection. The Company has undertaken to each holder of Convertible Preferred Shares (including but not limited to) (i) that all the ordinary shares upon conversion will be duly and validly allotted and issued as fully paid or

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credited as fully paid and free from all liens, charges and encumbrances; (ii) that it will not in any way vary the rights attached to any class or series of shares, or attach any restriction to any class or series of shares, to the extent that such variation would have the effect of varying the rights attaching to the Convertible Preferred Shares, without prior written approval of 75 per cent. of the holders of Convertible Preferred Shares; (iii) that there will not be shares of different nominal values in issue at any time; (iv) it will not without prior written approval of 75 per cent. of the holders of Convertible Preferred Shares, take any steps to or so as to liquidate, dissolve or windup the Company or any of its subsidiaries unless such liquidation, dissolution or winding-up will not have a material adverse effect; (v) it will not make any reduction or redemption of capital, share premium account or capital redemption reserve involving repayment of money to its shareholders or reduce any uncalled liability in respect of any issued share except in certain situations; and (vi) it will not enter into any agreement, instrument or other document whatsoever binding on it which may result in any breach of the memorandum and articles of association of the Company.

Pre-emptive Rights. Datang will have the following right to subscribe for (subject to any authorisation, consent, approval, licence or notification required for the purposes of or as a consequence of the Datang Further Subscription either from governmental, regulatory or other public bodies):

- (i) whilst any Convertible Preferred Shares issued to and beneficially held by Datang (and/or its permitted transferee) remain unconverted, and to the extent that the percentage (the **Original Percentage**) of the issued share capital of the Company held by Datang on a fully-diluted basis through such Convertible Preferred Shares immediately prior to the issue is reduced as a result of the issue of any new ordinary shares or preferred shares, any securities convertible into or exchangeable into ordinary shares or preferred shares or any warrants or other rights to subscribe for ordinary shares or preferred shares (which preferred shares carry voting rights in general meetings of the Company) (the **Relevant Securities**) (after having taken into account any adjustment to the conversion rate), such number of additional Convertible Preferred Shares (bearing the same conversion rate as the existing issued Convertible Preferred Shares having reflected the adjustment) so as to
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enable Datang to hold, after the issue of the Relevant Securities, a pro rata portion of the issued share capital of the Company (on a fully-diluted basis) equal to the Original Percentage; and

- (ii) to the extent that any of the Convertible Preferred Shares held by Datang have been converted and Datang is holding ordinary shares issued as a result of the said conversion, such number of additional Relevant Securities so as to enable Datang to hold, after the issue of the Relevant Securities, a pro rata portion of the Relevant Securities equal to the percentage of the issued share capital of the Company represented by the converted ordinary shares then beneficially owned by Datang immediately prior to the issuance of the Relevant Securities,

provided that Datang's shareholding in the issued share capital of the Company represented by the Convertible Preferred Shares or converted ordinary shares shall be excluded and ignored for the purpose of determining the number of securities that Datang is able to acquire pursuant to its pre-emptive rights under the Datang Share Purchase Agreement.

Lock-up Undertaking. Datang will be restricted from selling, or transferring the Datang Pre-emptive Preferred Shares, any Convertible Preferred Shares issued upon the exercise of the Datang Pre-emptive Warrants and any additional Convertible Preferred Shares or Datang Pre-emptive Warrants subscribed for a period of 2 years from the completion date for the subscription of Datang Pre-emptive Securities (**Datang Closing**), except that Datang may transfer any Convertible Preference Shares or ordinary shares to a permitted transferee. The lock-up undertaking will cease to apply where any of the following members of the senior management of the Company, being Mr. David N.K. Wang, Mr. Gary Tseng, Mr. Simon Yang, Mr. Chris Keh-Fei Chi and Mr. Barry Quan, cease their employment with the Company within a period of two (2) years commencing from the Datang Closing date, except where they ceased their employment as a result of misconduct, or as a result of health conditions.

Restriction on transfers to a Competitor. Datang has agreed to refrain from transferring to any entity that provides or that has the capability to provide, directly or indirectly through any subsidiary or affiliate, semiconductor wafer fabrication or foundry services to third parties (**Competitor**), directly or indirectly, the Convertible Preferred Shares, the Datang Pre-emptive Warrants, or any ordinary shares issued upon conversion of the Convertible Preferred Shares except where there is a genuine open market sale, with the written consent of the Board of Directors, or for accepting a general offer which has

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become unconditional or where the offeror has become entitled to exercise compulsory acquisition rights. *Completion of the Datang Further Subscription.* The first business day after the satisfaction or waiver of the conditions to the Datang Closing, or at such other time, date and location as is mutually agreed in writing by the Company and Datang.

Datang Warrant Agreement. To be entered into between the Company as the issuer and Datang as the subscriber of Warrants to subscribe for 16,991,371 Convertible Preferred Shares on the Datang Closing date, pursuant to the Datang Further Subscription Agreement. Major terms of this warrant agreement are as below:

Consideration. The Datang Pre-emptive Warrants are issued as part of the subscription of the Datang Pre-emptive Securities.

Exercise of the Datang Pre-emptive Warrants. Datang may exercise, in whole or in part, the Datang Pre-emptive Warrants on any business day on or prior to 11: 59 p.m., Hong Kong time, on the date that is 12 months from the date of the CIC Warrant Agreement. Upon exercise, the warrants will be converted into Convertible Preferred Shares. Each partial exercise will be for a minimum subscription of 15,000,000 Convertible Preferred Shares, or, if less than 15,000,000 Convertible Preferred Shares are issuable under the warrants then held by Datang, for all of such number of Convertible Preferred Shares issuable under the warrants then held by Datang. Any unexercised Datang Pre-emptive Warrants will lapse after the date that is 12 months from the date of completion of the CIC Subscription.

Exercise Price. HK\$5.39 per Datang Pre-emptive Warrant is equivalent to the subscription price for the Datang Pre-emptive Preferred Shares and is reflective of an effective conversion price of HK\$0.539 per ordinary share (based on the initial conversion rate of ten ordinary shares per Convertible Preferred Share).

Adjustment of Exercise Price. No adjustment will be made to the exercise price of the Datang Pre-emptive Warrants nor the number of Convertible Preferred Shares issuable upon exercise of each warrant.

Datang Warrant Preferred Shares. The Convertible Preferred Shares issuable upon exercise of Datang Pre-emptive Warrants (**Warrant Preferred Shares**) will not be adjusted but will bear a conversion rate for conversion into ordinary shares that may be adjusted as described in the paragraph Terms of the Convertible Preferred Shares Adjustment to Conversion Rate above. The Warrant Preferred Shares will entitle the holders thereof to receive notice of, attend and vote at any meeting of members of the Company. Each Warrant Preferred Share will confer on its holder such number of voting rights as if the Warrant

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Preferred Share had been converted into ordinary shares.

Transferability. Save as to transfers to any wholly-owned subsidiary of Datang, the Datang Pre-emptive Warrants are not transferable without the prior written approval of the Company.

No Listing of the Datang Pre-emptive Warrants. No application will be made for a listing of the Datang Pre-emptive Warrants on The Stock Exchange of Hong Kong Limited or any other stock exchange.

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Joint Venture Agreement and JV Memorandum with Hubei Science & Technology Investment Group Co., Ltd.

On May 12, 2011, the Company entered into a joint venture agreement (the **Joint Venture Agreement**) and a memorandum (the **JV Memorandum**) with Hubei Science & Technology Investment Group Co., Ltd., or Hubei Science & Technology, a company incorporated in the PRC and wholly-owned by The Wuhan East Lake Hi-Tech Development Zone Administrative Committee, to invest in and manage Wuhan Xinxin Semiconductor Manufacturing Corporation, or Wuhan Xinxin's 12-inch wafer production line.

(i) **Joint Venture Agreement**

Pursuant to the Joint Venture Agreement, the parties shall establish Semiconductor Manufacturing International (Wuhan) Corp., a joint venture company to be established in Wuhan, Hubei Province, the PRC (the **JV Company**), for the purpose of the joint venture to be formed to further develop 12-inch wafer production facilities and implement advanced technologies for the manufacturing of integrated circuits.

Hubei Science & Technology shall contribute 33.34% of the registered capital of the JV Company in an aggregate amount of US\$500,000,000 over a period of time as described below through the injection of all of the capital of Wuhan Xinxin into the JV Company plus a cash injection of US\$226,168,955. The Company shall contribute 66.66% of the registered capital of the JV Company in an aggregate amount of US\$1,000,000,000 over a period of time as described below.

The capital contribution shall be made in two stages:

- (a) not less than 20% of the registered capital of the JV Company upon the application of the business licence of the JV Company, made up of:
 - a. US\$45,233,791 contribution in cash plus all the capital of Wuhan Xinxin in the amount of US\$273,831,045 (based on the value of the paid-up registered capital of Wuhan Xinxin) by Hubei Science & Technology; and
 - b. US\$200,000,000 contribution in cash by the Company; and
- (b) the balance of the outstanding capital contributions from both parties within two years after the establishment of the JV Company.

Hubei Science & Technology shall be entitled to appoint three of the directors of the JV

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Company, including the managing director, and the Company shall be entitled to appoint two of the directors of the JV Company.

Pursuant to the Joint Venture Agreement, the Company authorises the JV Company to use the patents and other technologies necessary for the 12-inch wafer production facilities to be operated by the JV Company that the Company could lawfully employ. The JV Company is also authorised to use the relevant trademarks of the Company in the areas of manufacturing, operations and sales.

The obligations of the parties under the Joint Venture Agreement are subject to compliance with applicable laws (including the rules of regulatory authorities such as The Stock Exchange of Hong Kong Limited)). The establishment of the joint venture is subject to obtaining the necessary PRC approvals and shareholders' approval. The implementation of the joint venture may also be dependent on market conditions.

(ii) JV Memorandum

Pursuant to the JV Memorandum:

- (a) the Company will have the right to purchase the equity interests of Hubei Science & Technology in the JV Company; and
- (b) the Company will have the right to appoint three directors of the JV Company and Hubei Science & Technology will have the right to appoint two directors after the Company's capital contribution in the JV Company exceeds 50% of the total capital contribution.

(iii) The JV Company

Upon Completion, all of the capital of Wuhan Xinxin will be injected into the JV Company as part of the capital contribution of Hubei Science & Technology. The paid-up registered capital of Wuhan Xinxin is equivalent to US\$273,831,045 using the exchange rate at the time such registered capital was paid up. Wuhan Xinxin is a wholly-owned subsidiary of Hubei Xinxin and is engaged in the operation of a 300mm wafer fab in Wuhan.

Table of Contents**Other Contracts***Management Service Contracts with Cension Semiconductor Manufacturing Corporation and Wuhan Xinxin Semiconductor Manufacturing Corporation*

The Company provided management services to Cension Semiconductor Manufacturing Corporation (Cension), a foundry owned by a municipal government. Prior to the termination of the management service in October 2010, management service revenues for 2010, 2009 and 2008 were \$4,500,000, \$6,000,000 and \$12,000,000, respectively. The Company also provided management services to Wuhan Xinxin Semiconductor Manufacturing Corporation (Xinxin), which is a government-owned foundry. In 2009, the Company ceased its recognition of management service revenue due to issues of collectability and no revenue was recorded in 2010.

Furthermore, the Company recorded a \$115.8 million bad debt provision in the second half of 2009, of which \$93.5 million and \$21.1 million were due to long outstanding overdue receivables relating primarily to the revenue for management services rendered and related equipment sold, respectively. The Company further negotiated with Cension and reached an agreement to settle the balances between the two parties. Cension agreed to make cash payment of \$47.2 million to the Company. The remaining balances were relinquished. The Company collected \$28.5 million of payments from Cension during 2010 and recorded as a deduction of general and administrative expense in the consolidated statements of operations.

TSMC Share and Warrant Issuance Agreement

The share and warrant issuance agreement dated as of November 9, 2009 and entered into by us and TSMC in connection with the 2009 Settlement Agreement (the TSMC Share and Warrant Issuance Agreement) includes, among others, the following terms:

- 1) Commitment to grant to TSMC 1,789,493,218 shares of SMIC and one or more warrants exercisable within three years of issuance to subscribe for an aggregate of 695,914,030 shares of SMIC, subject to adjustment, at a purchase price of HK\$1.30 per share, subject to adjustment (referred to collectively as the TSMC Warrant). Issuance of the shares and the TSMC Warrant are subject to receipt of required government and regulatory approvals;
- 2) TSMC 's agreement that, subject to certain exceptions, it will not, except with the prior written consent of our Board of Directors, acquire any of our ordinary shares or other voting securities or securities convertible into or exchangeable for any such securities or take certain specified actions such as making a tender offer or commencing a proxy solicitation with respect to our shares, for so long as TSMC holds any of the securities to be issued to it under the 2009 Settlement Agreement and we have not become the subject of certain specified transactions related to a change of control of SMIC;
- 3) Pre-emptive rights in favor of TSMC which permit TSMC to purchase its pro rata portion (based on the percentage of the issued share capital of SMIC beneficially owned by TSMC) of new equity issuances by SMIC, subject to certain specified exceptions and conditions, including compliance with the rules of the Stock Exchange of Hong Kong;
- 4) Agreement by TSMC to vote all of the ordinary shares of SMIC held by it as recommended by our Board of Directors other than with respect to certain change of control transactions involving SMIC; and
- 5) An obligation of SMIC, if the conditions to the issuance of our shares and the TSMC Warrant to be issued under the 2009 Settlement Agreement have not been satisfied prior to June 30, 2010, and if requested by TSMC, to sell the shares which would otherwise have been issued to TSMC (including the shares issuable under the TSMC Warrant if the trading price for SMIC 's shares exceeds the applicable exercise price for specified periods) in underwritten public offerings or share placements and to deliver the proceeds of any such offerings or placements (net of underwriters discounts or commissions to the placement agent, as applicable) to TSMC.

TSMC Warrant Agreement

The Warrant Agreement entered into (subject to receipt of required government and regulatory approvals) by SMIC and TSMC on July 5, 2010 in connection with the 2009 Settlement Agreement (the TSMC Warrant Agreement) provides for adjustments to the number of shares issuable under the TSMC Warrant, the per share exercise price of the TSMC Warrant and/or the nature of the property issuable upon exercise of the TSMC Warrant including the following:

- 1) In the event of stock dividends, stock splits and similar transactions, the number of shares issuable under the TSMC Warrant and the per share exercise price of the TSMC Warrant will be adjusted so as to make such dividend, split or similar transaction not affect the economic value of the TSMC Warrant;
 - 2) In the event of certain specified change of control transactions involving SMIC, the TSMC Warrant will become exercisable for the same consideration as would have been payable with respect to the shares of stock issuable under the TSMC Warrant in connection with that change of control transaction if such shares of stock had been issued prior to the change of control transaction; and
 - 3) In the event of the issuance by SMIC following November 9, 2009, of any new shares or securities exercisable for, convertible into or exchangeable for common shares of SMIC or similar rights, for a consideration per share (as determined in accordance with certain guidelines in the Warrant Agreement) less than the then-applicable per share exercise price for the TSMC Warrant then the number of shares issuable under the TSMC Warrant will be increased by multiplying such number by a fraction (A) the numerator of which is the then applicable per share exercise price under the TSMC Warrant and (B) the denominator of which is determined by dividing (i) the sum of (x) the then-applicable per share exercise price under the TSMC Warrant multiplied by the number of shares of SMIC outstanding prior to the new issuance plus (y) the total consideration received by SMIC in the new issuance (as determined in accordance with certain guidelines in the Warrant Agreement) by (ii) the number of shares of SMIC outstanding following the new issuance.
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Exchange Controls

We receive a portion of our sales in Renminbi, which is currently not a freely convertible currency. Approximately 5.4% of our sales for the year ended December 31, 2008, approximately 0.16% of our sales for the year ended December 31, 2009, and approximately 10.2% of our sales for the year ended December, 31, 2010 were denominated in Renminbi. While we have used these proceeds for the payment of our Renminbi expenses, we may in the future need to convert these sales into foreign currencies to allow us to purchase imported materials and equipment, particularly as we expect the proportion of our sales to China-based companies to increase in the future. Under China's existing foreign exchange regulations, payments of current account items, including profit distributions, interest payments and expenditures from trade may be made in foreign currencies without government approval, except for certain procedural requirements. The Chinese government may, however, at its discretion, restrict access in the future to foreign currencies for current account transactions and prohibit us from converting our Renminbi sales into foreign currencies.

Taxation

The following discussion of the material U.S. federal income and Cayman Islands tax consequences of an investment in our ADSs or ordinary shares is based upon laws and relevant interpretations thereof in effect as of the date of this prospectus, all of which are subject to change, possibly with retroactive effect. This discussion does not deal with all possible tax consequences relating to an investment in our ADSs or ordinary shares, such as the tax consequences under U.S. state, local and non-U.S. tax laws.

United States Federal Income Taxation

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Except where noted, this summary deals only with the ownership and disposition of the ADSs and ordinary shares that are held as capital assets by U.S. Holders. This summary does not represent a detailed description of the U.S. federal income tax consequences applicable to U.S. Holders that are subject to special treatment under the U.S. federal income tax laws, including:

banks;

dealers in securities or currencies;

financial institutions;

real estate investment trusts;

insurance companies;

tax-exempt organizations;

persons holding ADSs or ordinary shares as part of a hedging, integrated or conversion transaction, constructive sale or straddle;

traders in securities that have elected the mark-to-market method of accounting;

persons liable for the alternative minimum tax;

persons who have ceased to be U.S. citizens or to be taxed as resident aliens;

persons who own or are deemed to own more than 10% of our voting shares; or

U.S. persons whose functional currency is not the U.S. dollar.

This summary is based in part on representations by the depositary and assumes that each obligation under the deposit agreement and any related agreement will be performed in accordance with its terms. Furthermore, the discussion below is based upon the provisions of the Internal Revenue Code of 1986, as amended, or the Code, and U.S. Treasury regulations, rulings and judicial decisions thereunder as of the date hereof, and such authorities may be replaced, revoked or modified, possibly on a retroactive basis, so as to result in U.S. federal income tax consequences different from those discussed below.

A U.S. Holder that holds ADSs or ordinary shares is urged to consult its own tax advisor concerning the U.S. federal income tax consequences as well as any consequences arising under the laws of any other taxing jurisdiction (including any U.S. state or locality) or any aspect of U.S. federal gift or estate law in light of the particular circumstances of the U.S. Holder.

A U.S. Holder is a beneficial owner of ADSs or ordinary shares that is a U.S. person. A U.S. person is:
a citizen or resident of the United States;

a corporation or other entity taxable as a corporation created or organized in or under the laws of the United States, any state thereof, or the District of Columbia;

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an estate the income of which is subject to U.S. federal income taxation, regardless of its source; or

a trust if it is subject to the primary supervision of a court within the United States and one or more U.S. persons have the authority to control all substantial decisions of the trust or has a valid election in effect under applicable U.S. Treasury regulations to be treated as a U.S. person.

If a partnership holds ADSs or ordinary shares, the tax treatment of a partner will generally depend on the status of the partner and the activities of the partnership. A U.S. Holder that is a partner of a partnership holding ADSs or ordinary shares is urged to consult its own tax advisors.

ADSs or Ordinary Shares. In general, for U.S. federal income tax purposes, a U.S. Holder of ADSs will be treated as the owner of the underlying ordinary shares that are represented by such ADSs. Deposits and withdrawals of ordinary shares in exchange for ADSs will not be subject to U.S. federal income taxation.

Distributions on ADSs or Ordinary Shares. Subject to the discussion under -Passive Foreign Investment Company Rules below, the gross amount of the cash distributions on the ADSs or ordinary shares will be taxable to a U.S. Holder as dividends to the extent of our current and accumulated earnings and profits, as determined under U.S. federal income tax principles. Subject to certain limitations, dividends paid to noncorporate U.S. Holders, including individuals, may be eligible for a reduced rate of taxation if we are deemed to be a qualified foreign corporation for U.S. federal income tax purposes. A qualified foreign corporation includes:

a foreign corporation that is eligible for the benefits of a comprehensive income tax treaty with the United States that includes an exchange of information program; and

a foreign corporation if its stock with respect to which a dividend is paid or its ADSs backed by such stock are readily tradable on an established securities market within the United States, but does not include an otherwise qualified corporation that is a passive foreign investment company. We believe that we will be a qualified foreign corporation for so long as we are not a passive foreign investment company and the ordinary shares or ADSs are considered to be readily tradable on an established securities market within the United States. A U.S. Holder that exchanges its ADSs for ordinary shares may not be eligible for the reduced rate of taxation on dividends if the ordinary shares are not readily tradable on an established securities market within the United States. Our status as a qualified foreign corporation, however, may change.

Dividends will be includable in a U.S. Holder's gross income on the date actually or constructively received by such U.S. Holder, in the case of ordinary shares, or by the depository, in the case of ADSs. These dividends will not be eligible for the dividends-received deduction generally allowed to U.S. corporations in respect of dividends received from other U.S. corporations.

To the extent that the amount of any cash distribution exceeds our current and accumulated earnings and profits, the distribution will first be treated as a tax-free return of capital, causing a reduction in the adjusted basis of the ADSs or ordinary shares (thereby increasing the amount of gain, or decreasing the amount of loss, a U.S. Holder would recognize on a subsequent disposition of the ADSs or ordinary shares), and the balance in excess of adjusted basis will be subject to tax as capital gain.

To the extent we pay dividends on the ADSs or the ordinary shares in Hong Kong dollars, the U.S. dollar value of such dividends should be calculated by reference to the exchange rate prevailing on the date of actual or constructive receipt of the

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dividend, regardless of whether the Hong Kong dollars are converted into U.S. dollars at that time. If Hong Kong dollars are converted into U.S. dollars on the date of actual or constructive receipt of such dividends, the tax basis of the U.S. holder in such Hong Kong dollars will be equal to their U.S. dollar value on that date and, as a result, the U.S. Holder generally should not be required to recognize any foreign currency exchange gain or loss. Any gain or loss recognized on a subsequent conversion or other disposition of the Hong Kong dollars generally will be treated as U.S. source ordinary income or loss.

It is possible that distributions of ADSs or ordinary shares that are received as part of a pro rata distribution to all of our ordinary shareholders may not be subject to U.S. federal income tax. The basis of the new ADSs or ordinary shares so received will be determined by allocating a U.S. Holder's basis in the old ADSs or ordinary shares between the old ADSs or ordinary shares and the new ADSs or ordinary shares received, based on their relative fair market values on the date of distribution.

Dividends paid on the ADSs or ordinary shares will be income from sources outside of the United States and for tax years beginning before January 1, 2007, generally will constitute *passive income* or, in the case of certain U.S. Holders, *financial services income* and for tax years beginning after December 31, 2006, generally will constitute *passive category income* or, in the case of certain U.S. Holders, *general category income* for U.S. foreign tax credit limitation purposes.

Sale, Exchange or Other Disposition of ADSs or Ordinary Shares. Subject to the discussion under *-Passive Foreign Investment Company Rules* below, upon the sale, exchange or other disposition of ADSs or ordinary shares, a U.S. Holder generally will recognize capital gain or loss equal to the difference between the amount realized upon the sale, exchange or other disposition and the adjusted tax basis of the U.S. Holder in the ADSs or ordinary shares. A U.S. Holder's tax basis in an ADS or an ordinary share will be, in general, the price it paid for that ADS or ordinary share. The capital gain or loss generally will be long-term capital gain or loss if, at the time of sale, exchange or other disposition, the U.S. Holder has held the ADS or ordinary share for more than one year. Net long-term capital gains of noncorporate U.S. Holders, including individuals, are eligible for reduced rates of taxation. The deductibility of capital loss is subject to limitations. Any gain or loss that a U.S. Holder recognizes generally will be treated as gain or loss from sources within the United States for U.S. foreign tax credit limitation purposes.

Passive Foreign Investment Company Rules. We believe that we were not a passive foreign investment company for 2007. Based on the projected composition of our income, the timing of our anticipated capital expenditures and valuation of our assets, we do not expect to be a passive foreign investment company for 2008 and do not expect to become one in the future, although this may change.

In general, we will be deemed to be a passive foreign investment company for any taxable year in which either (i) at least 75% of our gross income is passive income or (ii) at least 50% of the value (determined on the basis of a quarterly average) of our assets is attributable to assets that produce or are held for the production of passive income. For this purpose, passive income generally includes dividends, interest, royalties, rents (other than rents and royalties derived in the active conduct of a trade or business and not derived from a related person), annuities and gains from assets that produce passive income.

If we are a PFIC in any taxable year, unless a mark-to-market election described below is made, U.S. Holders will generally be subject to additional taxes and interest charges on certain *excess* distribution we make and on any gain realized on the disposition or deemed disposition of ADSs or ordinary shares regardless of whether we continue to be a PFIC in the year of the *excess* distribution or disposition. Distributions in respect of a U.S. Holder's ADSs or ordinary shares during the taxable year will generally constitute *excess* distributions if, in the aggregate, they exceed 125% of the average amount of distributions in respect of the U.S. Holder's ADSs or ordinary shares over the three preceding taxable years or, if shorter, the portion of the U.S. Holder's holding period before such taxable year.

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To compute the tax on excess distributions or any gain, (i) the excess distribution or the gain will be allocated ratably to each day in the holding period; (ii) the amount allocated to the current year and any tax year before we became a PFIC will be taxed as ordinary income in the current year; (iii) the amount allocated to other taxable years will be taxable at the highest applicable marginal rate in effect for that year; and (iv) an interest charge at the rate for underpayment of taxes will be imposed with respect to any portion of the excess distribution or gain described under (iii) above that is allocated to such other taxable years. In addition, if we are PFIC, no distribution will qualify for taxation at the preferential rate for non-corporate holders discussed in -Distributions on ADSs or Ordinary Shares above.

If we are a PFIC in any year in which our ADSs or ordinary shares are marketable, a U.S. Holder will be able to avoid the excess distribution rules described above if such U.S. Holder makes a timely mark-to-market election with respect to its ADSs or ordinary shares. The ADSs or ordinary shares will be marketable as long as they remain regularly traded on a national securities exchange, such as the New York Stock Exchange or the Hong Kong Stock Exchange. If this election is made in a timely fashion, the U.S. Holder will generally recognize as ordinary income or ordinary loss the difference between the fair market value of the ADSs or ordinary shares on the last day of any taxable year and the U.S. Holder's adjusted tax basis in the ADSs or ordinary shares. Any ordinary income resulting from this election will generally be taxed at ordinary income rates. Any ordinary losses will be deductible only to the extent of the net amount of previously included income as a result of the mark-to-market election, if any. The U.S. Holder's adjusted tax basis in the ADSs or ordinary shares will be adjusted to reflect any such income or loss.

Alternatively, the excess distribution rules described above may generally be avoided by electing to treat us as a Qualified Electing Fund, or QEF, under Section 1295 of the Internal Revenue Code of 1986, as amended. A QEF election is available only if the U.S. Holder receives an annual information statement from the PFIC setting forth its ordinary earnings and net capital gains, as calculated for U.S. federal income tax purposes. We will not provide our U.S. Holders with the information statement necessary to make a QEF election. Accordingly, U.S. Holders will not be able to make or maintain such an election.

A U.S. Holder is urged to consult its own tax advisors concerning the availability of making a mark-to-market election or a qualified electing fund election and the U.S. federal income tax consequences of holding the ADSs or ordinary shares if we are deemed to be a passive foreign investment company in any taxable year.

Information Reporting and Backup Withholding. In general, unless a U.S. Holder belongs to a category of certain exempt recipients (such as corporations), information reporting requirements will apply to distributions on ADSs or ordinary shares made within the United States and to the proceeds of sales of ADSs or ordinary shares that are effected through the U.S. office of a broker or the non-U.S. office of a broker that has certain connections with the United States. Backup withholding currently imposed at a rate of 28% may apply to these payments if a U.S. Holder fails to provide a correct taxpayer identification number or certification of exempt status, fails to report in full dividend and interest income or, in certain circumstances, fails to comply with applicable certification requirements.

Any amounts withheld under the backup withholding rules may generally be allowed as a refund or a credit against a U.S. Holder's U.S. federal income tax, provided the U.S. Holder furnishes the required information to the Internal Revenue Service in a timely manner.

Cayman Islands Taxation

The following summary constitutes the opinion of Conyers Dill & Pearman to the material Cayman Islands tax consequences of acquiring, owning, and transferring our ADSs and ordinary shares.

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The Cayman Islands currently levy no taxes on individuals or corporations based upon profits, income, gains or appreciation and there is no taxation in the nature of inheritance tax or estate duty. You will not be subject to Cayman Islands taxation on payments of dividends or upon the repurchase by us of your ADSs or ordinary shares. In addition, you will not be subject to withholding tax on payments of dividends or distributions, including upon a return of capital, nor will gains derived from the disposal of ADSs or ordinary shares be subject to Cayman Islands income or corporation tax.

No Cayman Islands stamp duty will be payable by you in respect of the issue or transfer of ADSs or ordinary shares. However, an instrument transferring title to an ADS, if brought to or executed in the Cayman Islands, would be subject to Cayman Islands stamp duty. The Cayman Islands are not party to any double taxation treaties. There are no exchange control regulations or currency restrictions in the Cayman Islands.

We were incorporated under the laws of the Cayman Islands as an exempted company and, as such, obtained an undertaking in April 2000 from the Governor in Council of the Cayman Islands substantially that, for a period of twenty years from the date of such undertaking, no law which is enacted in the Cayman Islands imposing any tax to be levied on profit or income or gains or appreciation shall apply to us and no such tax and no tax in the nature of estate duty or inheritance tax will be payable, either directly or by way of withholding, on our ADSs or ordinary shares.

Documents on Display

We are subject to the information requirements of the Securities Exchange Act of 1934, as amended. In accordance with these requirements, we file reports and other information with the Securities and Exchange Commission. These materials, including this annual report and the exhibits thereto, may be inspected and copied at the Commission's Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549. The public may obtain information on the operation of the Commission's Public Reference Room by calling the Commission in the United States at 1-800-SEC-0330. The Commission also maintains a website at <http://www.sec.gov> that contains reports, proxy statements and other information regarding registrants that file electronically with the Commission.

Table of Contents**Item 11. Quantitative and Qualitative Disclosures About Market Risk**

Market risk is the risk of loss related to adverse changes in market prices, including foreign currency exchange rates and interest rates of financial instruments. We are exposed to these risks in the ordinary course of our business. Our exposure to these risks derives primarily from changes in interest rates and foreign currency exchange rates. To mitigate some of these risks, we utilize spot, forward, and derivative financial instruments.

Foreign Exchange Rate Fluctuation Risk

Our revenue, expense, and capital purchasing activities are primarily transacted in U.S. dollars. However, since we have operations consisting of manufacturing, sales activities and capital purchasing outside of the U.S., we enter into transactions in other currencies. We are primarily exposed to changes in exchange rate for the Euro, Japanese Yen, and Rmb.

To minimize these risks, we purchase 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 activities. These forward exchange contracts are principally denominated in Rmb, Japanese Yen or Euros, and do not qualify for hedge accounting. As of December 31, 2010, we had outstanding foreign currency forward exchange contracts with notional amounts of US\$92.8 million. As of December 31, 2010, the fair value of foreign currency forward exchange contracts was approximately a gain of US\$0.2 million, which is recorded in other income and other current assets.

We do not enter into foreign currency exchange contracts for speculative purposes. See Risk Factors-Risks Related to Our Financial Condition and Business-Exchange rate fluctuations could increase our costs, which could adversely affect our operating results and the value of our ADSs and -Risks Related to Conducting Operations in China-Devaluation or appreciation in the value of the Renminbi or restrictions on convertibility of the Renminbi could adversely affect our business and operating results.

	As of December 31, 2010 (in US\$ thousands)	
	Notional Amount	Fair Value
	2010	
Forward Exchange Agreement		
(Receive RMB/Pay US\$)		
Contract Amount	82,685	305
(Receive EUR/Pay US\$)		
Contract Amount	10,175	(90)
Total Contract Amount	92,860	215

Cross Currency Swap Fluctuation Risk

On December 15, 2005, the Company entered into a long-term loan facility agreement in the aggregate principal amount of EUR 85 million. The company is primarily exposed to changes in the exchange rate for the Euro.

To minimize the risk, the company entered into cross currency swap contracts with a contract term fully matching the repayment schedule of the long-term loan to protect against the adverse effect of exchange rate fluctuations arising from foreign-currency denominated loans. The cross currency swap contract does not qualify for hedge accounting in accordance with ASC 815.

For the portion of the Euro long-term loan that is not covered by cross currency swap contracts, we have separately entered into foreign exchange forward contracts to minimize the currency risk. These foreign exchange forward contracts do not qualify for hedge accounting in accordance with ASC 815.

As of December 31, 2010, the Company had outstanding cross currency swap contracts with notional amounts of US\$11.3 million. Notional amounts are stated in the U.S. dollar equivalents at spot exchange rates as of the respective

dates. As of December 31, 2010, the fair value of cross currency swap contracts was approximately US\$1.3 million.

Table of Contents**Interest Rate Risk**

Our exposure to interest rate risks relates primarily to our long-term debt obligations, which we generally assume to fund capital expenditures and working capital requirements. The table below presents annual principal amounts due and related weighted average implied forward interest rates by year of maturity for our debt obligations outstanding as of December 31, 2010. Our long-term debt obligations are all subject to variable interest rates. The interest rates on our U.S. dollar-denominated loans are linked to the LIBOR rate, while our EUR-denominated loans have interest rates linked to the EURIBOR rates. As a result, the interest rates on our loans are subject to fluctuations in the underlying interest rates to which they are linked.

	As of December 31,	
	2011	2012
	(Forecast)	
	(in US\$ thousands, except percentages)	
US\$ denominated		
Average balance	310,181	103,738
Average interest rate	2.04%	2.26%
EUR denominated		
Average balance	15,388	3,245
Average interest rate	1.61%	1.96%
Weighted average forward interest rate	2.01%	2.25%

Table of Contents**Item 12. Description of Securities Other Than Equity Securities****American Depositary Shares*****Fees and Charges That An ADR Holder May Have To Pay***

Category (as defined by SEC)	Depositary Actions	Associated Fee
(a) Depositing or substituting the underlying shares	Each person to whom ADSs are issued against deposits of Shares, including deposits in respect of Share Distributions, Rights and Other Distributions (as such terms are defined in paragraph (10) of the Deposit Agreement as filed with the SEC on March 10, 2004 which we are referred to herein as the Depositary Agreement)	\$5.00 for each 100 ADSs (or portion thereof) evidenced by the new ADRs delivered
(b) Receiving or distributing dividends	Distribution of dividends	\$0.02 or less per ADS (or portion thereof)
(c) Selling or exercising rights	Distribution or sale of securities	Such fee being in an amount equal to the fee for the execution and delivery of ADSs referred to above which would have been charged as a result of the deposit of such securities
(d) Withdrawing an underlying security	Each person surrendering ADSs for withdrawal of Deposited Securities	\$5.00 for each 100 ADSs (or portion thereof) surrendered.
(e) Transferring, splitting or grouping receipts;	Transfers, combining or grouping of depositary receipts	\$1.50 per ADR
(f) General depositary services, particularly those charged on an annual basis.	Not applicable	Not applicable
(g) Expenses of the depositary	Fees and expenses incurred by the Depositary (including without limitation expenses incurred on behalf of Holders in connection with compliance with foreign exchange control regulations or any law or regulation relating to foreign investment) in delivery of Deposited Securities or otherwise in connection with the Depositary's or its Custodian's compliance with	The Company will pay all other charges and expenses of the Depositary and any agent of the Depositary (except the Custodian) pursuant to agreements from time to time between the Company and the Depositary, except (i) stock transfer or other taxes and other governmental charges (which are payable by Holders or persons depositing Shares), (ii) cable, telex

applicable law, rule or regulation. and facsimile transmission and delivery charges incurred at the request of persons depositing, or Holders delivering Shares, ADRs or Deposited Securities (which are payable by such persons or Holders), (iii) transfer or registration fees for the registration of transfer of Deposited Securities on any applicable register in connection with the deposit or withdrawal of Deposited Securities (which are payable by persons depositing Shares or Holders withdrawing Deposited Securities; there are no such fees in respect of the Shares as of the date of the Deposit Agreement), and

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Category (as defined by SEC)	Depository Actions	Associated Fee
		(iv) expenses of the Depository in connection with the conversion of foreign currency into U.S. dollars (which are paid out of such foreign currency). These charges may be changed in the manner indicated in paragraph (16) of the Depository Agreement

Fees and Payments Made By The Depository To The Company**DIRECT
PAYMENTS**

J.P. Morgan, as depository, has agreed to reimburse certain reasonable Company expenses related to the Company's ADR Program and incurred by the Company in connection with the Program. In the year ended 2010, the total reimbursed amount was \$18,730 among which \$10,000 was for investor relations, and \$8,730 was for broker reimbursement. The amounts the depository reimbursed are not performance related to the fees collected by the depository from ADR holders.

**INDIRECT
PAYMENTS**

As part of its service to the Company, J.P. Morgan has agreed to waive \$120,000 annually for on-going ADR Program maintenance. The table below sets forth the fees that J.P. Morgan has agreed to waive and/or expenses that J.P. Morgan has agreed to pay in the year ended December 31, 2010.

Category of Expenses	Amount Waived or Paid for Fiscal Year Ended December 31, 2010
Third-party expenses paid directly	\$
Fees waived	\$ 120,000

Item 13. Defaults, Dividend Arrearages, and Delinquencies

None.

Item 14. Material Modifications to the Rights of Security Holders and Use of Proceeds

Not applicable.

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Item 15. Controls and Procedures

Disclosure Controls and Procedures

Our Chief Executive Officer and our Chief Financial and Accounting Officer have evaluated the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934). They have concluded that as of December 31, 2010, our disclosure controls and procedures were effective.

Report By Management On Internal Control Over Financial Reporting

The management of Semiconductor Manufacturing International Corporation (SMIC) is responsible for establishing and maintaining adequate internal control over financial reporting. SMIC 's internal control system was designed to provide reasonable assurance to our management and board of directors regarding the reliability of financial reporting and the preparation and fair presentation of financial statements issued for external purposes in accordance with generally accepted accounting principles.

All internal control systems, no matter how well designed, have inherent limitations and may not prevent or detect misstatements. Therefore, even those systems determined to be effective can only provide reasonable assurance with respect to financial reporting reliability and financial statement preparation and presentation.

SMIC management assessed the effectiveness of internal control over financial reporting as of December 31, 2010. In making this assessment, we used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (the COSO criteria) in Internal Control – Integrated Framework. Based on our assessment we believe that, as of December 31, 2010, our internal control over financial reporting is effective based on COSO criteria.

Attestation Report of the Registered Public Accounting Firm

The effectiveness of internal control over financial reporting as of December 31, 2010 has been audited by our independent registered public accounting firm, Deloitte Touche Tohmatsu as stated in its report (See F-2).

Changes In Internal Control Over Financial Reporting

In 2009, Management identified material weaknesses related to the following:

the control procedures to ensure adequate communication occurs among internal functions so that proper accounting analysis is conducted by those charged with financial reporting and accounting prior to closing the financial accounts and that all relevant information relating to non-routine transactions and significant accounting estimates known to senior management and other internal functions is communicated timely to those charged with the responsibility of financial reporting and maintaining the Company 's books and records did not operate effectively.

During 2010, Management has taken the following steps to remedy the identified material weaknesses:

added additional internal control procedures to ensure regular and timely communications among the financial accounting and reporting functions and other departments, including operational functions as well as legal and administrative personnels;

increased our in-house expertise and reporting capabilities through regular training for our accounting and operational personnel; and

designated managers and staff to timely research and analyze non-routine transactions and significant accounting estimates and added internal control procedures for the documentation of such research and analysis.

Except for the changes mentioned above, there were no other changes in the design in our internal controls over financial reporting that occurred during the period covered by this annual report that have materially affected, or are reasonably likely to materially affect, our internal controls over financial reporting.

Table of Contents**Item 16A. Audit Committee Financial Expert**

Our board has determined that Mr. Lip-Bu Tan is an audit committee financial expert as defined under the applicable rules of the SEC issued pursuant to Section 407 of the Sarbanes-Oxley Act of 2002. Mr. Tan is independent as such term is defined under Section 303A.02 of the New York Stock Exchange Listed Company Manual.

Item 16B. Code of Ethics

We have adopted a Code of Business Conduct and Ethics which is applicable to all of our employees, including our Chief Executive Officer, Chief Financial and Accounting Officer, and any other persons performing similar functions.

Our Code of Business Conduct and Ethics is available, free of charge, to any person who sends a request for a paper copy to us at Semiconductor Manufacturing International Corporation, 18 Zhangjiang Road, Pudong New Area, Shanghai, China 201203, Attention: Investor Relations.

Item 16C. Principal Accountant Fees and Services

The following table sets forth the aggregate audit fees, audit-related fees, tax fees and all other fees we paid or incurred for audit services, audit-related services, tax services and other services rendered by our principal accountants during the fiscal years ended December 31, 2009 and December 31, 2010.

	2009	2010
	US	US
Audit Fees	\$1,291,969	\$1,250,000
Audit-Related Fees	US \$	US \$
Tax Fees	US \$	US \$
	US	US
Total	\$1,291,969	\$1,250,000

Audit fees consist of the standard work associated with U.S. GAAP and statutory audits of our annual financial statements including the review of our quarterly financial results and filings with the Securities and Exchange Commission, Hong Kong Stock Exchange and other regulators.

Audit-related fees include services relating to our compliance with the requirements of the Sarbanes-Oxley Act and services relating to our resolution of SEC related comments.

Tax services include tax compliance, tax advice, tax planning and transfer pricing with respect to the various regulations to which we are subject.

The audit committee has approved all audit-related services performed by Deloitte Touche Tohmatsu, 35/F, One Pacific Place, 88, Queensway, Hong Kong. The audit committee has also approved and will continue to consider, on a case-by-case basis, all non-audit services. According to the charter of our audit committee, before our principal accountants are engaged by us to render audit or non-audit services, the engagement, including the nature and scope of the work to be performed and the associated fees, must be approved by our audit committee. Our audit committee has not established any pre-approval policies and procedures.

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Item 16D. Exemptions from the Listing Standards of Audit Committees

Not applicable.

Item 16E. Purchases of Equity Securities by the Issuer and Affiliated Purchasers

Pursuant to the terms of our 2001 Stock Plan, 2001 Preference Shares Stock Plan, 2001 Regulation S Stock Plan and 2001 Regulation S Preference Shares Stock Plan recipients of stock options to purchase our ordinary shares are entitled to early exercise their options, subject to our right of repurchase. When employees, directors, or service providers who have early exercised their options terminate their employment with us, we may repurchase the unvested shares subject to the option, at a price which is the lower of the exercise price of the option and the fair market value of our ordinary shares as of the date of repurchase. Other than repurchases of unvested shares upon termination of employment pursuant to these employee stock option plans, we have not repurchased any of our outstanding capital stock during 2010.

Item 16G. Corporate Governance

We are incorporated under the laws of the Cayman Islands. The principal trading market for our shares is the Hong Kong Stock Exchange. We have adopted a set of corporate governance guidelines in accordance with the applicable laws, rule and regulations, including our Corporate Governance Policy and our Code of Business Conduct and Ethics, each of which are posted on our website.

Because our American Depositary Shares are registered with the United States Securities and Exchange Commission and are listed on the New York Stock Exchange, or the NYSE, we are also subject to certain U.S. corporate governance requirements, including many of the provisions of the Sarbanes-Oxley Act of 2002. However, because we are a foreign private issuer, many of the corporate governance rules in the NYSE Listed Company Manual, or the NYSE Standards, do not apply to us. We are permitted to follow corporate governance practices in accordance with Cayman Islands law and the Hong Kong Stock Exchange Listing Rules in lieu of most of the corporate governance standards contained in the NYSE Standards.

Set forth below is a brief summary of the significant differences between our corporate governance practices and the corporate governance standards applicable to U.S. domestic companies listed on the NYSE, or U.S. domestic issuers:

The NYSE Standards require U.S. domestic issuers to have a nominating/corporate governance committee composed entirely of independent directors. We are not subject to this requirement, and we have not established a nominating/corporate governance committee.

The NYSE Standards provide detailed tests that U.S. domestic issuers must use for determining independence of directors. While we may not specifically apply the NYSE tests, our board assesses independence in accordance with Hong Kong Stock Exchange Listing Rules, and in the case of audit committee members in accordance with Rule 10A-3 under the U.S. Securities and Exchange Act of 1934, as amended, and considers whether there are any relationships or circumstances which are likely to affect such director's independence from management.

We believe that the composition of our board and its committees and their respective duties and responsibilities are otherwise generally responsive to the relevant NYSE Standards applicable to U.S. domestic issuers. However, the charters for our audit and compensation committees may not address all aspects of the NYSE Standards. For example, NYSE Standards require compensation committees of U.S. domestic issuers to produce a compensation committee report

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annually and include such report in their annual proxy statements or annual reports on Form 10-K. We are not subject to this requirement, and we have not addressed this in our compensation committee charter. We disclose the amounts of compensation of our directors on a named basis and the five highest individuals on an aggregate basis in our annual report in accordance with the requirements of the Hong Kong Stock Exchange Listing Rules.

The NYSE Standards require that shareholders must be given the opportunity to vote on all equity compensation plans and material revisions to those plans. We comply with the requirements of Cayman Islands law and the Hong Kong Stock Exchange Listing Rules in determining whether shareholder approval is required, and we do not take into consideration the NYSE's detailed definition of what are considered material revisions.

The above summary is not a detailed, item-by-item analysis of the differences between our corporate governance practices and the corporate governance standards applicable to U.S. domestic issuers, but rather is intended to provide our U.S. shareholders with a brief, general summary of the significant ways that our corporate governance practices differ from those of a U.S. domestic issuer.

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Item 17. Financial Statements

We have elected to provide the financial statements and related information specified in Item 18 in lieu of Item 17.

Item 18. Financial Statements

See pages F-1 to F-50.

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Item 19. Exhibits

- Exhibit 1.1 Eleventh Amended and Restated Articles of Association, as adopted at the Registrant's annual general meeting of shareholders on June 2, 2008 ⁽¹⁾
- Exhibit 4.1 Settlement Agreement dated January 31, 2005 by and between Semiconductor Manufacturing International Corporation and Taiwan Semiconductor Manufacturing Corporation, Ltd., including Patent License Agreement ⁽²⁾
- Exhibit 4.2 English language summary of Chinese language Syndicate Loan Agreement dated May 26, 2005, between Semiconductor Manufacturing International (Beijing) Corporation, Semiconductor Manufacturing International Corporation, as guarantor, and China Development Bank, China Construction Bank, Bank of China, Agricultural Bank of China, China Merchants Bank, HuaXia Bank, China Mingsheng Bank, Bank of Communications, Bank of Beijing, Industrial and Commercial Bank of China (Asia) and CITIC Ka Wah Bank ⁽²⁾
- Exhibit 4.3 Form of Indemnification Agreement, as adopted at the Registrant's annual general meeting of shareholders on May 6, 2005⁽²⁾
- Exhibit 4.4 Form of Service Contract between the Company and each of its executive officers⁽³⁾
- Exhibit 4.5 Form of Service Contract between the Company and each of its directors⁽³⁾
- Exhibit 4.6 English language summary of Chinese language Syndicate Loan Agreement dated May 31, 2006, between Semiconductor Manufacturing International (Tianjin) Corporation, Semiconductor Manufacturing International Corporation, as guarantor, and China Construction Bank, China Minsheng Bank, China Development Bank, Industrial and Commercial Bank of China, Agricultural Bank of China, Bank of China, China Merchants Bank, China Bo Hai Bank, Bank of Communications and Bangkok Bank ⁽⁴⁾
- Exhibit 4.7 English language summary of Chinese language Syndicate Loan Agreement dated June 8, 2006, between Semiconductor Manufacturing International (Shanghai) Corporation, Semiconductor Manufacturing International Corporation, as guarantor, and ABN AMRO Bank N.V., Bank of China (Hong Kong) Limited, Bank of Communications, The Bank of Tokyo-Mitsubishi UFJ, Ltd., China Construction Bank, DBS Bank Ltd., Fubon Bank (Hong Kong) Limited, Industrial and Commercial Bank of China and Shanghai Pudong Development Bank ⁽⁴⁾
- Exhibit 4.8 Share Purchase Agreement, dated November 6, 2008, by and between the Company and Datang Telecom Technology & Industry Holdings Limited Co., Ltd.⁽⁵⁾
- Exhibit 4.9 English language translation of Strategic Cooperation Agreement, dated December 24, 2008 by and between the Company and Datang Telecom Technology & Industry Holdings Co., Ltd. ⁽⁶⁾
- Exhibit 4.10 Settlement Agreement dated November 9, 2009 by and between the Company and Taiwan Semiconductor Manufacturing Corporation, Ltd., including Share and Warrant Agreements⁽⁷⁾
- Exhibit 4.11 Placing Agreement dated July 8, 2010 by and between the Company as the Issuer and J.P. Morgan (Asia Pacific) Limited and The Royal Bank of Scotland N.V., Hong Kong Branch as placing agents.

Exhibit 4.12	Subscription Agreement with Datang Telecom Technology & Industry Holdings Co., Ltd. dated August 16, 2010
Exhibit 4.13	Subscription Agreement with Country Hill Limited, a wholly-owned subsidiary of China Investment Corporation dated April 18, 2011
Exhibit 4.14	Further Subscription Agreement with Datang Holdings (Hongkong) Investment Company Limited, a wholly-owned subsidiary of Datang Telecom Technology & Industry Holdings Co., Ltd., dated May 5, 2011
Exhibit 4.15	English language translation of Chinese language Joint Venture Agreement and Joint Venture Memorandum dated May 12, 2011, between Semiconductor Manufacturing International Corporation and Hubei Science & Technology Investment Group Co., Ltd.
Exhibit 8.1	List of Subsidiaries
Exhibit 12.1	Certification of CEO under Section 302 of the U.S. Sarbanes-Oxley Act of 2002
Exhibit 12.2	Certification of CFO under Section 302 of the U.S. Sarbanes-Oxley Act of 2002
Exhibit 13.1	Certification of CEO and CFO under Section 906 of the U.S. Sarbanes-Oxley Act of 2002
Exhibit 99.1	Consent of Deloitte Touche Tohmatsu
Exhibit 101.INS	XBRL Instance Document
Exhibit 101.SCH	XBRL Taxonomy Extension Schema Document
Exhibit 101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
Exhibit 101.DEF	XBRL Taxonomy Extension Definition Linkbase Document
Exhibit 101.LAB	XBRL Taxonomy Extension Label Linkbase Document
Exhibit 101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document

- (1) Previously filed as an exhibit to the Registrant's Annual Report on Form 20F for the fiscal year ended December 31, 2007, filed June 27, 2008 and amended November 28, 2008.
- (2) Previously filed as an exhibit to the Registrant's Annual Report on Form 20F for the fiscal year ended December 31, 2004, filed June 28, 2005. With respect to Exhibit 4.1, please refer to Item 8 – Litigation in the Registrant's Annual Report on Form 20F for the fiscal year ended December 31, 2008.
- (3) Previously filed as an exhibit to the Registrant's Annual Report on Form 20F for the fiscal year ended December 31, 2008, filed June 22, 2009.
- (4) Previously filed as an exhibit to the Registrant's Annual Report on Form 20F for the fiscal year ended December 31, 2005, filed June 28, 2006.
- (5)

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Previously filed as an exhibit to the Registrant's Form 6-K dated January 5, 2009. Portions of this exhibit were omitted and filed separately with the Commission pursuant to Rule 24b-2 of the Securities Exchange Act of 1934, as amended, concerning confidential treatment.

- (6) Previously filed as an exhibit to the Registrant's Form 6-K dated January 5, 2009. Portions of this exhibit were omitted and filed separately with the Commission pursuant to Rule 24b-2 of the Securities Exchange Act of 1934, as amended, concerning confidential treatment.
 - (7) Previously filed as an exhibit to the Registrant's Annual Report on Form 20F for the fiscal year ended December 31, 2009, filed June 29, 2010.
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- (4) Previously filed as an exhibit to the Registrant's Form 6-K dated November 17, 2008. Portions of this exhibit were omitted and filed separately with the Commission pursuant to Rule 24b-2 of the Securities Exchange Act of 1934, as amended, concerning confidential treatment.
 - (5) Previously filed as an exhibit to the Registrant's Form 6-K dated January 5, 2009. Portions of this exhibit were omitted and filed separately with the Commission pursuant to Rule 24b-2 of the Securities Exchange Act of 1934, as amended, concerning confidential treatment.
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SIGNATURES

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F and that it has duly caused and authorized the undersigned to sign this annual report on its behalf.

SEMICONDUCTOR MANUFACTURING
INTERNATIONAL CORPORATION

Date: June 28, 2011

By: /s/ David NK Wang

Name: David NK Wang
Title: President and Chief Executive
Officer

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**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM
TO THE BOARD OF DIRECTORS AND STOCKHOLDERS OF
SEMICONDUCTOR MANUFACTURING INTERNATIONAL CORPORATION**

We have audited the accompanying consolidated balance sheets of Semiconductor Manufacturing International Corporation and subsidiaries (the Company) as of December 31, 2010, 2009 and 2008, and the related consolidated statements of operations, equity and comprehensive income (loss), and cash flows for each of the three years in the period ended December 31, 2010, and the related financial statement schedule. These financial statements and financial statement schedule are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements and financial statement schedule based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, such consolidated financial statements present fairly, in all material respects, the financial position of Semiconductor Manufacturing International Corporation and subsidiaries as of December 31, 2010, 2009 and 2008, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2010, in conformity with accounting principles generally accepted in the United States of America. Also, in our opinion, such financial statement schedule, when considered in relation to the basic consolidated financial statements taken as whole, present fairly, in all material respects, the information set forth therein.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the Company's internal control over financial reporting as of December 31, 2010, based on the criteria established in *Internal Control - Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated March 30, 2011 expressed an unqualified opinion on the Company's internal control over financial reporting.

Deloitte Touche Tohmatsu
Certified Public Accountants

Hong Kong

March 30, 2011, except for Note 30, as to which the date is June 28, 2011.

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**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM
TO THE BOARD OF DIRECTORS AND STOCKHOLDERS OF
SEMICONDUCTOR MANUFACTURING INTERNATIONAL CORPORATION**

We have audited the internal control over financial reporting of Semiconductor Manufacturing International Corporation and subsidiaries (the Company) as of December 31, 2010, based on the criteria established in *Internal Control - Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission. The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Report by Management on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed by, or under the supervision of, the company's principal executive and principal financial officers, or persons performing similar functions, and effected by the company's board of directors, management, and other personnel to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of the inherent limitations of internal control over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may not be prevented or detected on a timely basis. Also, projections of any evaluation of the effectiveness of the internal control over financial reporting to future periods are subject to the risk that the controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

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In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2010, based on the criteria established in *Internal Control – Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission. We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated financial statements as of and for the year ended December 31, 2010, of the Company and our report dated March 30, 2011, except for Note 30, as to which the date is June 28, 2011, which expressed an unqualified opinion on those financial statements.

Deloitte Touche Tohmatsu
Certified Public Accountants
Hong Kong
March 30, 2011

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Table of Contents**Consolidated Statements of Operations****(In US dollars, except share data)**

	Year ended December 31,		
	2010	2009	2008
Sales	\$ 1,554,788,587	\$ 1,070,387,103	\$ 1,353,711,299
Cost of sales	1,244,714,305	1,184,589,553	1,412,851,079
Gross profit (loss)	310,074,282	(114,202,450)	(59,139,780)
Operating expenses (income):			
Research and development	174,900,381	160,753,629	102,239,779
General and administrative	43,762,351	218,688,042	67,036,672
Selling and marketing	29,498,495	26,565,692	20,661,254
Amortization of acquired intangible assets	27,167,870	35,064,589	32,191,440
Impairment loss of long-lived assets	8,442,050	138,294,783	106,740,667
Loss (gain) from sale of plant and equipment and other fixed assets	(658,535)	3,832,310	(2,877,175)
Litigation settlement		269,637,431	
Other operating income	(16,493,049)		
Total operating expenses, net	266,619,563	852,836,476	325,992,637
Income (loss) from operations	43,454,719	(967,038,926)	(385,132,417)
Other income (expense):			
Interest income	4,127,252	2,591,284	11,542,339
Interest expense	(22,655,830)	(24,699,336)	(50,766,958)
Change in the fair value of commitment to issue shares and warrants	(29,815,453)	(30,100,793)	
Foreign currency exchange gain	5,024,930	7,302,121	11,425,279
Others, net	8,771,701	4,626,008	7,428,721
Total other expense, net	(34,547,400)	(40,280,716)	(20,370,619)
Income (loss) before income tax	8,907,319	(1,007,319,642)	(405,503,036)
Income tax benefit (expense)	4,818,497	46,624,242	(26,432,993)
Gain (loss) from equity investment	284,830	(1,782,142)	(444,211)
Net income (loss)	14,010,646	(962,477,542)	(432,380,240)
Accretion of interest to noncontrolling interest	(1,050,000)	(1,059,663)	(7,850,880)
Loss attributable to noncontrolling interest	139,751		
Income (loss) attributable to Semiconductor Manufacturing International Corporation	13,100,397	(963,537,205)	(440,231,120)
Earnings (loss) per share, basic	\$ 0.00	\$ (0.04)	\$ (0.02)

Earnings (loss) per share, diluted	\$	0.00	\$	(0.04)	\$	(0.02)
Shares used in calculating basic earnings (loss) per share		24,258,437,559		22,359,237,084		18,682,544,866
Shares used in calculating diluted earnings (loss) per share		25,416,597,405		22,359,237,084		18,682,544,866

The accompanying notes are an integral part of these consolidated financial statements.

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Table of Contents**Consolidated Balance Sheets****(In US dollars, except share data)**

	December 31,		
	2010	2009	2008
ASSETS			
Current assets:			
Cash and cash equivalents	\$ 515,808,332	\$ 443,462,514	\$ 450,229,569
Restricted cash	161,350,257	20,360,185	6,254,813
Short-term investments	2,453,951		19,928,289
Accounts receivable, net of allowances of \$49,373,296, \$96,144,543 and \$5,680,658 at December 31, 2010, 2009 and 2008, respectively	206,622,841	204,290,545	199,371,694
Inventories	213,404,499	193,705,195	171,636,868
Prepaid expense and other current assets	75,824,180	28,881,866	56,299,086
Receivable for sale of equipment and other fixed assets			23,137,764
Assets held for sale		8,184,462	
Current portion of deferred tax assets	3,638,427	8,173,216	
Total current assets	1,179,102,487	907,057,983	926,858,083
Prepaid land use rights	78,798,287	78,111,788	74,293,284
Plant and equipment, net	2,351,862,787	2,251,614,217	2,963,385,840
Acquired intangible assets, net	173,820,851	182,694,105	200,059,106
Deferred cost, net			47,091,516
Equity investment	9,843,558	9,848,148	11,352,186
Other long-term assets	215,178	391,741	1,895,337
Deferred tax assets	109,050,066	94,358,635	45,686,470
TOTAL ASSETS	\$ 3,902,693,214	\$ 3,524,076,617	\$ 4,270,621,822
LIABILITIES AND EQUITY			
Current liabilities:			
Accounts payable	\$ 515,577,285	\$ 228,882,804	\$ 185,918,539
Short-term borrowings	372,055,279	286,864,063	201,257,773
Current portion of long-term debt	333,458,941	205,784,080	360,628,789
Accrued expenses and other current liabilities	146,986,675	111,086,990	122,173,803
Current portion of promissory notes	29,374,461	78,608,288	29,242,001
Commitment to issue shares and warrants relating to litigation settlement		120,237,773	
Income tax payable	1,892,691	58,573	552,006
Total current liabilities	1,399,345,332	1,031,522,571	899,772,911

Table of Contents**Consolidated Balance Sheets**

	December 31,		
	2010	2009	2008
Long-term liabilities:			
Non-current portion of promissory notes	56,327,268	83,324,641	23,589,958
Long-term debt	178,596,008	550,653,099	536,518,281
Long-term payables relating to license agreements		4,779,562	18,169,006
Other long-term liabilities	58,788,806	21,679,690	
Deferred tax liabilities	1,094,257	1,035,164	411,877
Total long-term liabilities	294,806,339	661,472,156	578,689,122
Total liabilities	1,694,151,671	1,692,994,727	1,478,462,033
Non-controlling interest	39,004,168	34,841,507	42,795,288
Commitments			
Equity:			
Ordinary shares, \$0.0004 par value, 50,000,000,000 shares authorized, 27,334,063,747, 22,375,886,604, and 22,327,784,827 shares issued and outstanding at December 31, 2010, 2009 and 2008, respectively	10,933,625	8,950,355	8,931,114
Additional paid-in capital	3,858,642,606	3,499,723,153	3,489,382,267
Accumulated other comprehensive loss	(1,092,291)	(386,163)	(439,123)
Accumulated deficit	(1,698,946,565)	(1,712,046,962)	(748,509,757)
Total equity	2,169,537,375	1,796,240,383	2,749,364,501
TOTAL LIABILITIES, NONCONTROLLING INTEREST AND EQUITY	\$ 3,902,693,214	\$ 3,524,076,617	\$ 4,270,621,822

The accompanying notes are an integral part of these consolidated financial statements.

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Table of Contents**Consolidated Statements of Equity and Comprehensive Income (Loss)**
(In US dollars, except share data)

	Ordinary Share	Amount	Additional paid-in capital	Accumulated other comprehensive loss	Accumulated deficit	Total comprehensive equity	Total comprehensive loss
Balance at January 1, 2008	18,558,919,712	\$ 7,423,568	\$ 3,313,375,972	\$ (1,881)	\$ (308,278,637)	\$ 3,012,519,022	
Exercise of stock options	69,770,815	27,908	768,361			796,269	
Issuance of ordinary shares	3,699,094,300	1,479,638	163,620,362			165,100,000	
Share-based compensation			11,617,572			11,617,572	
Net loss					(440,231,120)	(440,231,120)	(440,231,120)
Foreign currency translation adjustments				(437,242)		(437,242)	(437,242)
Balance at December 31, 2008	22,327,784,827	\$ 8,931,114	\$ 3,489,382,267	\$ (439,123)	\$ (748,509,757)	\$ 2,749,364,501	\$ (440,668,362)
Exercise of stock options	48,101,777	19,241	195,785			215,026	
Share-based compensation			10,145,101			10,145,101	
Net loss					(963,537,205)	(963,537,205)	(963,537,205)
Foreign currency translation adjustments				52,960		52,960	52,960
Balance at December 31, 2009	22,375,886,604	\$ 8,950,355	\$ 3,499,723,153	\$ (386,163)	\$ (1,712,046,962)	\$ 1,796,240,383	\$ (963,484,245)
Exercise of stock options	140,645,464	56,258	2,161,420			2,217,678	
Issuance of ordinary shares relating to litigation settlement	1,789,493,218	715,797	137,050,128 13,002,275			137,765,925 13,002,275	

Issuance of warrant relating to litigation settlement								
Issuance of ordinary shares	3,028,038,461	1,211,215	197,910,997			199,122,212		
Share-based compensation			8,794,633			8,794,633		
Net income					13,100,397	13,100,397		13,100,397
Foreign currency translation adjustments				(706,128)		(706,128)		(706,128)
Balance at December 31, 2010	27,334,063,747	\$ 10,933,625	\$ 3,858,642,606	\$ (1,092,291)	\$ (1,698,946,565)	\$ 2,169,537,375	\$	12,394,269

The accompanying notes are an integral part of these consolidated financial statements

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Table of Contents**Consolidated Statements of Cash Flows****(In US dollars)**

	Year ended December 31,		
	2010	2009	2008
Operating activities:			
Net income (loss)	\$ 14,010,646	\$ (962,477,542)	\$ (432,380,240)
Adjustments to reconcile net income (loss) to net cash provided by operating activities:			
Deferred taxes	(10,097,549)	(56,222,094)	11,035,809
(Gain) loss from sale of plant and equipment and other fixed assets	(658,535)	3,832,310	(2,877,175)
Depreciation	584,241,805	748,185,169	761,808,822
Non-cash interest expense on promissory notes and long-term payables relating to license agreements	4,038,189	3,844,324	6,915,567
Amortization of acquired intangible assets	27,167,870	35,064,589	32,191,440
Share-based compensation	8,794,633	10,145,101	11,617,572
(Gain) loss from equity investment	(284,830)	1,782,142	444,211
Impairment loss of long-lived assets	8,442,050	138,294,783	106,740,667
Litigation settlement (non-cash portion)		239,637,431	
Change in the fair value of commitment to issue shares and warrants	29,815,453	30,100,793	
Allowance for doubtful accounts	1,076,767	111,584,756	1,188,568
Other non-cash expense	711,469		
Changes in operating assets and liabilities:			
Accounts receivable	(2,402,228)	(95,382,736)	97,827,390
Inventories	(19,699,304)	(22,068,328)	76,672,897
Prepaid expense and other current assets	(46,335,851)	28,920,815	(23,968,264)
Prepaid land use right	(686,498)		
Accounts payable	34,205,945	35,788,601	(76,827,049)
Accrued expenses and other current liabilities	53,406,989	11,349,772	(7,487)
Other long-term liabilities	37,109,116	21,679,690	
Income tax payable	1,834,118	(493,433)	(600,624)
Changes in restricted cash relating to operating activities	(30,077,566)		
Net cash provided by operating activities	694,612,689	283,566,143	569,782,104
Investing activities:			
Purchase of plant and equipment	(491,538,600)	(217,269,234)	(669,054,599)
Proceeds from government subsidy to purchase plant and equipment	26,876,268	54,125,325	4,181,922
Proceeds received from sale of Assets held for sale	7,810,382	1,482,716	563,008
Proceeds from sale of plant and equipment	6,375,042	3,715,641	2,319,597
Purchase of intangible assets	(21,681,441)	(59,096,987)	(79,277,586)
Purchase of short-term investments	(25,812,871)	(49,974,860)	(291,007,766)
Sale of short-term investments	23,400,000	69,903,150	278,717,347
Change in restricted cash relating to investing activities	(110,912,506)	(14,105,371)	(6,254,813)
Purchase of equity investment		(278,103)	(1,900,000)

Net cash received upon purchase of a subsidiary	1,770,603		
Net cash used in investing activities	(583,713,123)	(211,497,723)	(761,712,890)

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Consolidated Statements of Cash Flows

	Year ended December 31,		
	2010	2009	2008
Financing activities:			
Proceeds from short-term borrowings	716,676,446	726,897,421	422,575,386
Repayment of short-term borrowings	(631,485,230)	(641,291,131)	(328,317,613)
Repayment of promissory notes	(80,000,000)	(15,000,000)	(30,000,000)
Proceeds from long-term debt	10,000,000	100,945,569	285,929,954
Repayment of long-term debt	(254,382,231)	(241,655,460)	(345,770,415)
Proceeds from exercise of employee stock options	2,217,678	215,026	796,269
Proceeds from issuance of ordinary shares	199,122,212		168,100,000
Redemption of noncontrolling interest		(9,013,444)	
Net cash (used in) provided by financing activities	(37,851,125)	(78,902,019)	173,313,581
Effect of exchange rate changes	(702,623)	66,544	(437,239)
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	72,345,818	(6,767,055)	(19,054,444)
CASH AND CASH EQUIVALENTS, beginning of year	443,462,514	450,229,569	469,284,013
CASH AND CASH EQUIVALENTS, end of year	\$ 515,808,332	443,462,514	\$ 450,229,569
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:			
Income taxes paid	\$ 3,444,934	9,636,901	\$ 15,997,808
Interest paid	\$ 33,686,823	37,934,992	\$ 54,423,059
SUPPLEMENTAL DISCLOSURES OF NON-CASH, INVESTING AND FINANCING ACTIVITIES			
Accounts payable for plant and equipment	\$(342,373,019)	(105,618,026)	\$ (99,592,362)
Long-term payable for acquired intangible assets	\$ (5,015,672)	\$ (28,966,666)	\$ (70,100,000)
Receivable for sales of manufacturing equipment	\$	\$ 23,137,764	\$ 17,231,000

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Notes to the Consolidated Financial Statements

1. General

Semiconductor Manufacturing International Corporation was incorporated under the laws of the Cayman Islands on April 3, 2000. The addresses of the registered office and principal place of business of the Company are disclosed in the introduction to the annual report. The Company 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, packaging, testing and trading of integrated circuits and other semiconductor services, as well as manufacturing and designing semiconductor masks. The principal subsidiaries and their activities are set out in Appendix 1.

2. Summary of Significant Accounting Policies

(a) Basis of presentation

The consolidated financial statements of the Company are prepared in accordance with accounting principles generally accepted in the United States of America (US GAAP).

(b) Principles of consolidation

The consolidated financial statements include the accounts of the Company, its majority owned subsidiaries and its consolidated affiliate. All inter-company transactions and balances have been eliminated upon consolidation.

(c) Use of estimates

The preparation of financial statements in conformity with US GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and revenue and expenses in the financial statements. Significant accounting estimates reflected in the Company's financial statements include contingent liabilities, valuation allowance for deferred tax assets, allowance for doubtful accounts, inventory valuation, non-marketable equity investment valuation, useful lives of plant and equipment and acquired intangible assets, impairment of long-lived assets, accrued expenses, contingencies and assumptions related to the valuation of share-based compensation and related forfeiture rates. The Company believes that the accounting estimates employed are appropriate and the resulting balances are reasonable; however, due to the inherent uncertainties in making estimates, actual results could differ from the original estimates, requiring adjustments to these balances in future periods.

(d) Cash and cash equivalents

Cash and cash equivalents consist of cash on hand and highly liquid investments which are unrestricted as to withdrawal or use, and which have maturities of three months or less when purchased.

(e) Restricted Cash

Restricted cash consists of bank deposits pledged against short-term credit facilities and unused government subsidies for fab construction and certain research and development projects.

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Notes to the Consolidated Financial Statements (continued)

2. Summary of Significant Accounting Policies (*continued*)

(f) Investments

Short-term investments primarily consist of trading securities, which are recorded at fair value with unrealized gains and losses included in earnings.

Equity investments are recorded in long-term