Semiconductor Manufacturing International Corporation

中芯國際集成電路製造有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 981)

FORM OF PROXY FOR USE AT THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON 10 AUGUST 2016

I/We *(Note 1)* ____

of ____

being the registered holder(s) of *(Note 2)* ____________________ shares, par value of US$0.0004 each, in the capital of SEMICONDUCTOR MANUFACTURING INTERNATIONAL CORPORATION (the "**Company**"), HEREBY APPOINT THE CHAIRMAN OF THE MEETING or *(Notes 3 to 5, inclusive)* ____

of ____

to act as my/our proxy to attend and vote for me/us at the Extraordinary General Meeting of the Company to be held at 18 Zhangjiang Road, PuDong New Area, Shanghai, People's Republic of China on Wednesday, 10 August 2016 at 11:30 a.m. and at any adjournment thereof (and to exercise all rights conferred on proxies under law, regulation and the Articles of Association of the Company *(Note 6)*).

I/We wish my/our proxy to vote as indicated below in respect of the resolutions (with or without amendments) to be proposed at the meeting. Please indicate how you wish your vote(s) to be cast on a poll by ticking the appropriate box next to each resolution *(Note 7)*.

		ORDINARY RESOLUTIONS	FOR	AGAINST
1	(a)	To receive, consider, approve, confirm and ratify the framework agreement dated 30 March 2016 entered into between the Company and Sino IC Leasing Co., Ltd and all transactions contemplated thereunder; and to approve and confirm the annual caps in respect of the framework agreement; and		
	(b)	To authorise any director of the Company to enter into any agreement, deed or instrument and/or to execute and deliver all such documents and/or do all such acts on behalf of the Company as he/she may consider necessary, desirable or expedient for the purpose of, or in connection with (i) the implementation and completion of the framework agreement and transactions contemplated thereunder, and/or (ii) any amendment, variation or modification of the framework agreement and the transactions contemplated thereunder upon such terms and conditions as the board of directors of the Company may think fit.		

The full text of the resolution is set out in the circular of the Company dated 26 July 2016.

Dated this __________ day of __________ , 2016   Shareholder's signature ______________________ *(Note 8)*

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
2. Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
3. Please insert the name and address in **BLOCK CAPITALS** of the proxy desired. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY**.
4. If you are a shareholder who is entitled to attend and vote at the meeting, you are entitled to appoint a proxy or, if you are holding more than one share, proxies to attend instead of you and to vote on your behalf on a poll.
5. As a matter of law, you have the right to appoint separate proxies to represent respectively such number of the shares you hold as you may specify in this form of proxy. You are entitled to appoint proxies of your own choice.
6. The person appointed as proxy may exercise all the rights conferred on proxies under law, regulation or the Articles of Association of the Company.
7. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, TICK THE BOX MARKED "FOR" BESIDE THE APPROPRIATE RESOLUTION. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, TICK THE BOX MARKED "AGAINST" BESIDE THE APPROPRIATE RESOLUTION.** Failure to complete any or all boxes will entitle your proxy to cast his votes on the relevant resolution at his discretion. Your proxy will also be entitled to vote or abstain from voting at his discretion on other business (including amendments to resolutions which may be properly put to the meeting).
8. The instrument appointing a proxy shall be in writing and shall be executed under the hand of the appointor or of his attorney duly authorized in writing, or, if the appointor is a corporation under the hand of an officer or attorney duly authorized on its behalf.
9. Where there are joint registered holders of any share, any one of such person may sign this form of proxy and vote at any meeting, either personally or by proxy, in respect of such shares as if he were solely entitled thereto. The vote of the senior joint registered holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint registered holders and for this purpose seniority will be determined by the order in which the names stand in the register of members in respect of the joint shareholding.
10. To be valid, this form of proxy must be completed and deposited at the Company's Hong Kong share registrars, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time for holding the meeting or any adjourned meeting thereof.
11. Completion and return of the form of proxy will not preclude you from attending and voting at the meeting or any adjourned meeting if you so wish and in such event, the form of proxy will be deemed to be so revoked.
12. The proxy need not be a member of the Company but must attend the meeting in person to represent you.
13. **ANY ALTERATION MADE IN THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT**.

* *for identification purposes only*