

SEMICONDUCTOR MANUFACTURING INTERNATIONAL CORP

Form 6-K

December 18, 2014

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

Form 6-K

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

For the month of December, 2014

Commission File Number: 001-31994

Semiconductor Manufacturing International Corporation

(Translation of registrant's name into English)

18 Zhangjiang Road

Pudong New Area, Shanghai 201203

People's Republic of China

(Address of principal executive office)

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

Form 20-F Form 40-F

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

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

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

Yes No

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

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This announcement does not constitute or form a part of any offer or solicitation to purchase or subscribe for securities in the United States. The Datang Pre-emptive Bonds mentioned herein have not been, and will not be, registered under the Securities Act, and may not be offered or sold in the United States except pursuant to registration or an exemption from the registration requirements of the Securities Act. No public offering of the Datang Pre-emptive Bonds will be made in the United States.

SEMICONDUCTOR MANUFACTURING INTERNATIONAL CORPORATION

*

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 0981)

OVERSEAS REGULATORY ANNOUNCEMENT

This overseas regulatory announcement is made by Semiconductor Manufacturing International Corporation (the **Company**) pursuant to Rule 13.10B of the Listing Rules.

Reference is made to the announcement of the Company dated 22 August 2014 in relation to, among others, the proposed issue of the Datang Pre-emptive Bonds (the **Announcement**). Unless the context otherwise requires, capitalised terms in this announcement shall have the same meanings as those defined in the Announcement.

The Datang Pre-emptive Bonds were listed on the Singapore Exchange on 5 December 2014. Please refer to the attached offering circular dated 4 December 2014 in relation to the Datang Pre-emptive Bonds (the **Offering Circular**), which was published on the website of the Singapore Exchange on 8 December 2014. The Singapore Exchange assumes no responsibility for the correctness of any of the statements made or opinions expressed or reports contained therein.

The posting of the Offering Circular on the website of the Hong Kong Stock Exchange is only for the purpose of complying with Rule 13.10B of the Listing Rules, and not for any other purposes.

* For identification purposes only

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

Shanghai, 9 December 2014

As at the date of this announcement, the Directors are:

Executive Directors

Zhang Wenyi (*Chairman*)

Tzu-Yin Chiu (*Chief Executive Officer*)

Gao Yonggang (*Chief Financial Officer*)

Non-executive Directors

Chen Shanzhi (*Li Yonghua as his Alternate*)

Lawrence Juen-Yee Lau (*Datong Chen as his Alternate*)

Zhou Jie

Independent Non-executive Directors

William Tudor Brown

Sean Maloney

Frank Meng

Lip-Bu Tan

Carmen I-Hua Chang

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Restrictions: The attached document is a supplemental offering circular and is being furnished in connection with an offering exempt from registration under the Securities Act solely for the purpose of enabling a Datang Holdings (Hongkong) Investment Company Limited to purchase the securities described herein.

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SEMICONDUCTOR MANUFACTURING INTERNATIONAL CORPORATION

*

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 0981)

US\$22,200,000 Zero Coupon Convertible Bonds due 2018 convertible into ordinary shares of Semiconductor Manufacturing International Corporation (to be consolidated and form a single series with the US\$200,000,000 Zero Coupon Convertible Bonds due 2018 issued on 7 November 2013, the US\$86,800,000 Zero Coupon Convertible Bonds due 2018 issued on 29 May 2014, and the US\$95,000,000 Zero Coupon Convertible Bonds due 2018 issued on 24 June 2014)

Issue Price: 101.5%

The US\$22,200,000 Zero Coupon Convertible Bonds due 2018 (the Further Bonds) will be issued by Semiconductor Manufacturing International Corporation (the Issuer). The issuance of Further Bonds shall constitute a further issue of, and be consolidated and form a single series with, the US\$200,000,000 Zero Coupon Convertible Bonds due 2018 issued on 7 November 2013, the US\$86,800,000 Zero Coupon Convertible Bonds due 2018 issued on 29 May 2014 to Datang Holdings (Hongkong) Investment Company Limited (Datang) and Country Hill Limited (Country Hill) pursuant to their preemptive rights, and the US\$95,000,000 Zero Coupon Convertible Bonds due 2018 issued on 24 June 2014 (collectively referred to as the Original Bonds). The Further Bonds will be fungible with the Original Bonds. The issue price of the Further Bonds shall be 101.5% of the aggregate principal amount of the Further Bonds and the terms and conditions of the Further Bonds are the same in all respects as those for the Original Bonds except for the issue date. The Original Bonds and the Further Bonds are referred to collectively as a Bond or Bonds . Upon the issue of the Further Bonds, the aggregated principal amount of the Bonds will be US\$404,000,000. The Further Bonds shall be issued to Datang.

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Terms used in this Supplemental Offering Circular shall have the same meaning as defined in the Offering Circular dated 20 June 2014 relating to the Original Bonds (the "Original Offering Circular"). The Supplemental Offering Circular is supplemental to, and should be read in conjunction with, the Original Offering Circular.

The Bonds constitute direct, unsubordinated, unconditional, and subject to the Conditions (as defined in "Terms and Conditions of the Bonds"), unsecured obligations of the Issuer and shall at all times rank pari passu and without any preference or priority among themselves. The payment obligations of the Issuer shall, save for such exceptions as may be provided by mandatory provisions of applicable law and subject to the Conditions (as defined in "Terms and Conditions of the Bonds"), at all times rank at least equally with all of its other present and future direct, unsubordinated, unconditional and unsecured obligations.

Each of the Bonds will, at the option of the holder, be convertible (unless previously redeemed or purchased and cancelled) at any time on and after 18 December 2013 up to the close of business (at the place where the Certificate evidencing such Bond is deposited for conversion) on the seventh day prior to the Maturity Date (as defined in "Terms and Conditions of the Bonds") (but, except as provided in the Conditions (as defined in "Terms and Conditions of the Bonds"), in no event thereafter) or if such Bond shall have been called for redemption before the Maturity Date, then up to the close of business (at the place aforesaid) on a date no later than seven business days (at the place aforesaid) prior to the date fixed for redemption thereof or if notice requiring redemption has been given by the holder of such Bond, then up to the close of business (at the place aforesaid) on the day prior to the giving of such notice into shares of US\$0.0004 each in the issued share capital of the Company (the "Shares") at an initial conversion price of HK\$0.7965 per Share (the "Initial Conversion Price"). The conversion price is subject to adjustment in the circumstances described under "Terms and Conditions of the Bonds - Conversion". The closing price of the Shares on The Stock Exchange of Hong Kong Limited ("HKSE" or the "Hong Kong Stock Exchange") on 24 October 2013 was HK\$0.59 per Share.

Unless previously redeemed, converted or purchased and cancelled as provided herein, the Issuer will redeem each Bond at its principal amount on the Maturity Date. At any time the Issuer may, having given not less than 30 nor more than 60 days' notice, redeem all and not some only of the Bonds at their principal amount, if the Issuer has or will become obliged to pay additional amounts as a result of any change in, or amendment to, the laws or regulations of the Cayman Islands, Hong Kong or any political subdivision or any authority thereof or therein having power to tax, or any change in the general application or official interpretation of such laws or regulations, which change or amendment becomes effective on or after 24 October 2013, and such obligation cannot be avoided by the Issuer taking reasonable measures available to it, subject to the non-redemption option of each Bondholder after the exercise by the Issuer of its tax redemption option as described herein. At any time after 7 November 2015 the Issuer may, having given not less than 45 nor more than 60 days' notice, redeem all and not some only of the Bonds on the Option Redemption Date (as defined in the "Terms and Conditions of the Bonds") at their principal amount if the Closing Price (as defined in the "Terms and Conditions of the Bonds") of a Share (translated into US dollars at the Prevailing Rate) for any 20 consecutive Trading Days not more than 10 days prior to the date upon which notice of such redemption is given, was at least 120% of the Conversion Price (as defined in the "Terms and Conditions of the Bonds") (translated into US dollars at the Fixed Exchange Rate) then in effect immediately prior to the date upon which notice of such redemption is given. If at any time the aggregate principal amount of the Bonds outstanding is less than 10% of the aggregate principal amount originally issued, the Issuer may redeem all and not some only of such outstanding Bonds at their principal amount. Each holder of the Bonds shall have the right to require the Issuer to redeem all or some only of such holder's Bonds on the Relevant Event Redemption Date at their principal amount upon the occurrence of a Relevant Event (each as defined in "Terms and Conditions of the Bonds"). Each holder of the Bonds shall have the right to require the Issuer to redeem, all or some only of such holder's Bonds on 7 November 2016 at their principal amount. See "Terms and Conditions of the Bonds - Redemption, Purchase and Cancellation".

Approval in-principle has been received for the listing and quotation of the Further Bonds on the Singapore Exchange Securities Trading Limited (the "SGX-ST"). The SGX-ST assumes no responsibility for the correctness of any of the statements made or opinions expressed or reports contained herein. Approval in-principle granted by the SGX-ST for the listing and quotation of the Further Bonds on the SGX-ST is not to be taken as an indication of the merits of the Issuer or any other subsidiary or associated company of the Issuer, the Bonds or the Shares. Conditional approval for the listing of the Shares to be issued on conversion of the Further Bonds has been granted by the Hong Kong Stock Exchange. The Further Bonds are not rated.

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Investing in the Further Bonds and the Shares involves certain risks. See **Risk Factors** beginning on page 19 of the Original Offering Circular for a discussion of certain factors to be considered in connection with an investment in the Bonds.

The Bonds and the Shares to be issued upon conversion of the Further Bonds have not been and will not be registered under the United States Securities Act of 1933, as amended (the **Securities Act**) and, subject to certain exceptions, may not be offered or sold within the United States. The Bonds and the Shares to be issued upon conversion of the Further Bonds may only be offered outside the United States in reliance on Regulation S under the Securities Act. For a description of these and certain further restrictions on offers and sales of the Bonds and the Shares to be issued upon conversion of the Further Bonds and the distribution of this Offering Circular, see **Subscription and Sale**.

The US\$200,000,000 Zero Coupon Convertible Bonds due 2018 issued on 7 November 2013, the US\$86,800,000 Zero Coupon Convertible Bonds due 2018 issued on 29 May 2014, and the US\$95,000,000 Zero Coupon Convertible Bonds due 2018 issued on 24 June 2014 are represented by global certificates (together, the **Original Global Certificates**) and the Further Bonds will be initially represented by a further global certificate (the **Third Further Global Certificate**) registered in the name of a nominee of, and deposited with a common depository for, Euroclear Bank S.A./N.V. (**Euroclear**) and Clearstream Banking, société anonyme (**Clearstream**) and together with Euroclear, the **Clearing Systems**). Beneficial interests in the Third Further Global Certificate will be shown on, and transfers thereof will be effected only through, records maintained by Euroclear and Clearstream. Except as described therein, certificates for Bonds will not be issued in exchange for interests in the Third Further Global Certificate.

4 December 2014

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THE OFFERING

The following summary contains basic information about the Further Bonds and is not intended to be complete. It does not contain all the information that is important to you. For a more complete description of the Bonds, please refer to the section of the Original Offering Circular entitled Terms and Conditions of the Bonds. Phrases used in this summary and not otherwise defined shall have the meaning given to them in the section entitled Terms and Conditions of the Bonds.

Issuer	Semiconductor Manufacturing International Corporation.
Further Issue	<p>US\$22,200,000 zero coupon convertible bonds due 2018 (the Further Bonds).</p> <p>The issue of the Further Bonds was authorised by a resolution of the Board of Directors of the Issuer passed on 17 Feb 2014.</p>
Pre-emptive Rights	<p>Country Hill Limited (Country Hill), a subsidiary of China Investment Corporation, and Datang Holdings (Hongkong) Investment Company Limited (Datang), a wholly-owned subsidiary of Datang Telecom Technology & Industry Holdings Co., Ltd. (Datang Telecom), each have a pre-emptive right to subscribe for a pro rata portion of new securities being issued equivalent to the percentage of the issued share capital of the Issuer owned prior to the issue of such new securities by Country Hill and Datang, respectively (Pre-emptive Rights). The Pre-emptive Rights apply to the US\$95,000,000 Zero Coupon Convertible Bonds due 2018 issued on 24 June 2014, and the Further Bonds issued follow the exercise of the Pre-emptive Rights by Datang.</p> <p>As Datang is a substantial Shareholder of the Issuer and thus a connected person, any Further Bonds issued to Datang will constitute a connected transaction of the Issuer and will be subject to independent Shareholders approval under the Hong Kong Listing Rules. Datang has delivered an irrevocable notice to the Issuer that it will be fully exercising its Pre-emptive Rights to subscribe for the Further Bonds, up to the number it is entitled to under its agreements with the Issuer. Country Hill has delivered an irrevocable notice to the Issuer that it will not exercise its Pre-emptive Rights to subscribe for further Bonds.</p> <p>The Further Bonds issued pursuant to the Pre-emptive Rights are to be consolidated and form a single series with the Original Bonds.</p> <p>For further details on the Pre-emptive Rights and Datang and Country Hill, see Substantial Shareholders and Directors Interests in the Original Offering Circular.</p>
Issue Price	The Further Bonds will be issued at 101.5 per cent. of their principal amount.
Issue Date	4 December 2014.

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Global Certificate	For as long as the Further Bonds are represented by the Third Further Global Certificate and the Third Further Global Certificate is held by or on behalf of a common depository, payments of principal in respect of the Bonds represented by the Third Further Global Certificate will be made without presentation or, if no further payment fails to be made in respect of the Bonds, against presentation and surrender of the Third Further Global Certificate to or to the order of the Principal Agent for such purpose. The Further Bonds which are represented by the Third Further Global Certificate will be transferable only in accordance with the rules and procedures for the time being of the relevant Clearing System.
Listing	<p>Approval in-principle has been received for the listing and quotation of the Further Bonds on the SGX-ST. Approval in-principle granted by the SGX-ST for the listing and quotation of the Bonds on the SGX-ST is not to be taken as an indication of the merits of the Issuer or any other subsidiary or associated company of the Issuer, the Bonds or the Shares. The Bonds will be traded on the SGX-ST in a minimum board lot size of US\$200,000 for so long as any of the Bonds remains listed on the SGX-ST.</p> <p>For so long as the Bonds are listed on the SGX-ST and the rules of the SGX-ST so require, the Issuer shall appoint and maintain a paying agent in Singapore, where the Bonds may be presented or surrendered for payment or redemption, in the event that the Global Certificates are exchanged for definitive Certificates. In addition, in the event that the Global Certificates are exchanged for definitive Certificates, an announcement of such exchange shall be made by or on behalf of the Issuer through the SGX-ST and such announcement will include all material information with respect to the delivery of the definitive Certificates, including details of the paying agent in Singapore.</p> <p>The Issuer has received in-principle approvals for listing of the Shares issuable upon conversion of the Further Bonds on the Hong Kong Stock Exchange and the Issuer has undertaken to apply to have the Shares, issuable upon conversion of the Further Bonds, approved for listing on the Hong Kong Stock Exchange and any Alternative Stock Exchange (as defined in the Conditions) on which its Shares are listed from time to time.</p>
Trustee	The Bank of New York Mellon, London Branch.
Principal Agent	The Bank of New York Mellon, London Branch.
Registrar	The Bank of New York Mellon (Luxembourg) S.A

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USE OF PROCEEDS

We estimate that the net proceeds (net of fees, commissions and expenses) from the sale of the Further Bonds will be approximately US\$22.4 million.

We intend to use the net proceeds (net of fees, commissions and expenses) from the issue of the Further Bonds for capital expenditure in relation to capacity expansion associated with 8-inch and 12-inch manufacturing facilities, and general corporate purposes.

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CAPITALISATION

The following table sets forth the Issuer's consolidated capitalisation and indebtedness as at 30 September 2014 and as adjusted to give effect to the issue of the Further Bonds after deducting the related issuance cost. This table should be read in conjunction with the Issuer's consolidated financial statements and the accompanying notes, which are included elsewhere in this Offering Circular.

	As at 30 September 2014	
	Actual US\$ '000	As adjusted US\$ '000
Borrowings-current	376,978	376,978
Long term borrowings		
Borrowings-noncurrent	217,000	217,000
Convertible Bonds	185,461	185,461
Convertible Bonds issued on 29 May 2014	81,986	81,986
Convertible Bonds issued on 24 June 2014	87,915	87,915
Convertible Bonds to be issued		22,200
Total	572,362	594,562
Equity		
Ordinary Shares	12,917	12,917
Ordinary Shares issued on 12 June 2014	1,036	1,036
Share Premium	4,105,107	4,105,107
Share Premium issued on 12 June 2014	196,161	196,161
Reserves	88,954	88,954
Accumulated deficit	(1,569,277)	(1,569,277)
Non-controlling interests	109,872	109,872
Total equity	2,944,770	2,944,770
Total capitalisation (1)	3,517,132	3,539,332

Notes:

- (1) Total capitalisation is defined to be the sum of Total equity and Long term borrowings.

Except as otherwise disclosed herein there has been no material change in the consolidated capitalisation and indebtedness of the Issuer since 30 September 2014.

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ANNEX ORIGINAL OFFERING CIRCULAR

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