

SEMICONDUCTOR MANUFACTURING INTERNATIONAL CORP
Form SC 13D/A
December 28, 2015

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

SCHEDULE 13D

**Under the Securities Exchange Act of 1934
(Amendment No. 6)***

SEMICONDUCTOR MANUFACTURING INTERNATIONAL CORPORATION

(Name of Issuer)

Ordinary Shares, par value US\$0.0004 Per Share
(Title of Class of Securities)

81663 N206
(CUSIP Number)

Bai Xiaoqing
Managing Director
China Investment Corporation
6/F, New Poly Plaza
No. 1, Chaoyangmen Beidajie
Dongcheng District, Beijing 100010, P.R.China
+ 86-10- 84096969

Lance Chen
Baker & McKenzie
Unit 1601, Jin Mao
Tower
88 Century Avenue,
Pudong
Shanghai 20012
People's Republic of
China
+86 21 6105 8510

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

December 28, 2015
(Date of Event Which Requires Filing of this Amendment)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Amendment, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. o

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 81663 N206

1 NAMES OF REPORTING PERSONS

China Investment Corporation

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

- (a)
- (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

WC

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

People's Republic of China

7 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SOLE VOTING POWER

Ø

SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SHARED VOTING POWER

905,598,902¹

SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SOLE DISPOSITIVE POWER

Ø

SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SHARED DISPOSITIVE POWER

905,598,902¹

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

905,598,902¹

12 CHECK IF THE AGGREGATE
AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES (SEE
INSTRUCTIONS)

o

13 PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (11)

2.14%²

14 TYPE OF REPORTING PERSON (SEE
INSTRUCTIONS)

CO

¹ Consist of : i) 3,605,890,530 Ordinary Shares (as defined below) issued upon the conversion of the 360,589,053 convertible preferred shares pursuant to the Share Subscription Agreement, as reported in the Schedule 13D filed on June 13, 2011 (the "Original Schedule 13D"); ii) 313,437,589 Ordinary Shares issuable upon exercise of the conversion option pursuant to the Bond Subscription Agreement, as reported in Amendment No.2 to the Original 13D filed on May 29, 2014, iii) 268,642,465 Ordinary Shares issued on November 27, 2014 pursuant to the Country Hill Pre-emptive Share Subscription Agreement dated August 22, 2014, as reported in Amendment No.3 to the Original 13D filed on April 14, 2015, excluding 905,890,530 Ordinary Shares disposed by Country Hill on the open market from December 12, 2014 to May 7, 2015; iv) 323,518,848 Ordinary Shares issued on September 25, 2015 pursuant to the Country Hill Pre-emptive Share Purchase Agreement dated June 11, 2015 and v) excluding 2,700,000,000 Ordinary Shares disposed of via a block trade pursuant to the Share Purchase Agreement dated October 14, 2015.

² This calculation is rounded to the nearest tenth and is based on 42,072,929,502 ordinary shares, par value US\$0.0004 per share (the "Ordinary Shares") of the Issuer outstanding as of November 30, 2015, as reported on the Monthly Return of the Issuer dated December 4, 2015 published on the Hong Kong Stock Exchange, plus 313,437,589 shares issuable upon exercise of the conversion option which are deemed to be outstanding for the purpose of computing the percentage of the class held by the Reporting Persons.

CUSIP No. 81663 N206

1 NAMES OF REPORTING PERSONS

Bridge Hill Investments Limited

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

WC

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

7 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SOLE VOTING POWER

8 SHARED VOTING POWER

905,598,902³

9 SOLE DISPOSITIVE POWER

10 SHARED DISPOSITIVE POWER

905,598,902³

| | |
|-----------|---|
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON |
| | 905,598,902 ³ |
| 12 | CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) |
| | o |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) |
| | 2.14% ⁴ |
| 14 | TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) |
| | CO |

³ Consist of : i) 3,605,890,530 Ordinary Shares (as defined below) issued upon the conversion of the 360,589,053 convertible preferred shares pursuant to the Share Subscription Agreement, as reported in the Schedule 13D filed on June 13, 2011 (the "Original Schedule 13D"); ii) 313,437,589 Ordinary Shares issuable upon exercise of the conversion option pursuant to the Bond Subscription Agreement, as reported in Amendment No.2 to the Original 13D filed on May 29, 2014; (iii) 268,642,465 Ordinary Shares issued on November 27, 2014 pursuant to the Country Hill Pre-emptive Share Subscription Agreement dated August 22, 2014, as reported in Amendment No.3 to the Original 13D filed on April 14, 2015, excluding 905,890,530 Ordinary Shares disposed by Country Hill on the open market from December 12, 2014 to May 7, 2015; iv) 323,518,848 Ordinary Shares issued on September 25, 2015 pursuant to the Country Hill Pre-emptive Share Purchase Agreement dated June 11, 2015 and v) excluding 2,700,000,000 Ordinary Shares disposed of via a block trade pursuant to the Share Purchase Agreement dated October 14, 2015.

⁴ This calculation is rounded to the nearest tenth and is based on 42,072,929,502 ordinary shares, par value US\$0.0004 per share (the "Ordinary Shares") of the Issuer outstanding as of November 30, as reported on the Monthly Return of the Issuer dated December 4 published on the Hong Kong Stock Exchange, plus 313,437,589 shares issuable upon exercise of the conversion option which are deemed to be outstanding for the purpose of computing the percentage of the class held by the Reporting Persons.

CUSIP No. 81663 N206

1 NAMES OF REPORTING PERSONS

Country Hill Limited

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

WC

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

7 SOLE VOTING POWER

NUMBER OF Ø

8 SHARED VOTING POWER

BENEFICIALLY OWNED BY 905,598,902⁵

9 SOLE DISPOSITIVE POWER

EACH REPORTING PERSON Ø

10 SHARED DISPOSITIVE POWER

WITH 905,598,902⁵

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

905,598,902⁵

12 CHECK IF THE AGGREGATE
AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES (SEE
INSTRUCTIONS)

o

13 PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (11)

2.14%⁶

14 TYPE OF REPORTING PERSON (SEE
INSTRUCTIONS)

CO

⁵ Consist of : i) 3,605,890,530 Ordinary Shares (as defined below) issued upon the conversion of the 360,589,053 convertible preferred shares pursuant to the Share Subscription Agreement, as reported in the Schedule 13D filed on June 13, 2011 (the "Original Schedule 13D"); ii) 313,437,589 Ordinary Shares issuable upon exercise of the conversion option pursuant to the Bond Subscription Agreement, as reported in Amendment No.2 to the Original 13D filed on May 29, 2014; (iii) 268,642,465 Ordinary Shares issued on November 27, 2014 pursuant to the Country Hill Pre-emptive Share Subscription Agreement dated August 22, 2014, as reported in Amendment No.3 to the Original 13D filed on April 14, 2015, excluding 905,890,530 Ordinary Shares sold by Country Hill on the open market from December 12, 2014 to May 7, 2015; iv) 323,518,848 Ordinary Shares issued on September 25, 2015 pursuant to the Country Hill Pre-emptive Share Purchase Agreement dated June 11, 2015 and v) excluding 2,700,000,000 Ordinary Shares disposed of via a block trade pursuant to the Share Purchase Agreement dated October 14, 2015.

⁶ This calculation is rounded to the nearest tenth and is based on 42,072,929,502 ordinary shares, par value US\$0.0004 per share (the "Ordinary Shares") of the Issuer outstanding as of November 30, as reported on the Monthly Return of the Issuer dated December 4 published on the Hong Kong Stock Exchange, plus 313,437,589 shares issuable upon exercise of the conversion option which are deemed to be outstanding for the purpose of computing the percentage of the class held by the Reporting Persons.

Item 1. Security and Issuer

This Amendment No.6 (this "Amendment") amends the Schedule 13D filed with the Securities and Exchange Commission (the "SEC") on June 13, 2011 (the "Original 13D") by the Reporting Persons with respect to the ordinary shares, par value US\$0.0004 per share (the "Ordinary Shares"), of Semiconductor Manufacturing International Corporation ("SMIC" or the "Issuer"), a company incorporated in the Cayman Islands, with its principal executive offices at 18 Zhangjiang Road, Pudong New Area, Shanghai 201203, People's Republic of China, as previously amended by Amendment No. 1 to the Original 13D filed on June 6, 2012, Amendment No. 2 to the Original 13D filed on May 29, 2014, Amendment No. 3 to the Original 13D filed on April 14, 2015, Amendment No. 4 to the Original 13D filed on April 27, 2015 and Amendment No. 5 to the Original 13D filed on June 9, 2015. Unless otherwise stated herein, the Original Schedule 13D, as amended, remains in full force and effect. Terms used therein and not defined herein have the meanings ascribed thereto in the Original Schedule 13D, as amended.

Item 4. Purpose of Transaction

Item 4 is hereby supplemented as follows:

Pursuant to the Share Subscription Agreement dated on April 18, 2011 between the Issuer and Country Hill Limited ("Country Hill"), if the Issuer proposes to issue new Ordinary Shares or securities convertible into Ordinary Shares, Country Hill has a pre-emptive right to subscribe for a pro rata portion of such new securities issued equivalent to the percentage of the issued share capital of the Issuer then owned by Country Hill prior to the issue of such securities. The Issuer notified Country Hill in writing on February 13, 2015, specifying the numbers and type of securities to be offered and the subscription price of the proposed offer. Country Hill delivered an irrevocable notice to the Issuer to exercise its pre-emptive right to subscribe for securities on March 2, 2015. On June 11, 2015, the Issuer and Country Hill entered into a share subscription agreement (the "Country Hill Share Subscription Agreement"), pursuant to which the Issuer will issue, and Country Hill will subscribe for, 323,518,848 Ordinary Shares, with a subscription price of HK\$0.6593 per Ordinary Share. Pursuant to the Country Hill Share Purchase Agreement, 323,518,848 Ordinary Shares were issued to the Country Hill on September 25, 2015. The Country Hill Share Purchase Agreement is described in and attached hereto as Exhibit 5.

On October 14, 2015, Country Hill and China Integrated Circuit Industry Investment Fund Co., Ltd. (the "Purchaser") entered into a Share Purchase Agreement (the "SPA"), pursuant to which Country Hill agreed to sell, and the Purchaser agreed to purchase 2,700,000,000 shares, at a purchase price of HKD 0.75 per share for an aggregate price of HKD 2,025,000,000 subject to the terms and conditions set out in the SPA (the "Block Trade"). The Block Trade was closed on December 28, 2015. The SPA is described in and attached hereto as Exhibit 6.

Item 5. Interest in Securities of the Issuer

Item 5 is hereby amended in its entirety as follows:

The information set forth in Item 4 is hereby incorporated by reference in its entirety into this Item 5.

(a) — (b) CIC, by virtue of being the parent of CIC International Co., Ltd. (“CIC International”), which is the parent of Bridge Hill, may be deemed to have (i) beneficial ownership and (ii) shared power with Bridge Hill and Country Hill to vote or direct the vote of, and shared power with Bridge Hill and Country Hill to dispose or direct disposition of, 905,598,902 Ordinary Shares as of December 28, 2015, representing 2.14% of the outstanding Ordinary Shares. CIC, by virtue of being the parent of CIC International, which is the parent of Country Hill, may be deemed to be the beneficial owner of the Ordinary Shares of the Issuer.

Bridge Hill may be deemed to have (i) beneficial ownership and (ii) shared power with CIC and Country Hill to vote or direct the vote of, and shared power with CIC and Country Hill to dispose or direct disposition of, 905,598,902 Ordinary Shares as of December 28, 2015, representing 2.14% of the outstanding Ordinary Shares. Bridge Hill may be deemed to be the beneficial owner of the Ordinary Shares of the Issuer because Country Hill, the record owner of the Ordinary Shares, is Bridge Hill’s wholly-owned subsidiary.

Country Hill may be deemed to have (i) beneficial ownership and (ii) shared power with CIC and Bridge Hill to vote or direct the vote of, and shared power with CIC and Bridge Hill to dispose or direct disposition of, 905,598,902 Ordinary Shares as of December 28, 2015, representing 2.14% of the outstanding Ordinary Shares. Country Hill may be deemed to be the beneficial owner of the Ordinary Shares of the Issuer because Country Hill is the record owner of the Ordinary Shares.

The foregoing percentage is based on 42,072,929,502 Ordinary Shares of the Issuer outstanding as of November 30, 2015, as reported on the Monthly Return of the Issuer dated December 4, 2015 published on the Hong Kong Stock Exchange, plus 313,437,589 shares issuable upon exercise of the conversion option which are deemed to be outstanding for the purpose of computing the percentage of the class held by the Reporting Persons.

(c) None of the Reporting Persons nor, to their best knowledge, any of the persons set forth on Schedule A below, has effected any transaction in the Ordinary Shares of the Issuer during the past sixty (60) days other than the off market transactions set forth below:

| Date of transaction | Date of settlement | Entity | Number of shares bought / (sold) | Price per share | How the transaction was effected |
|---------------------|--------------------|----------------------|----------------------------------|-----------------|----------------------------------|
| June 11, 2015 | September 25, 2015 | Country Hill Limited | 323,518,848 | HKD 0.6593 | Off market |
| October 14, 2015 | December 28, 2015 | Country Hill Limited | (2,700,000,000) | HKD 0.75 | Off market |

(d) Not applicable.

(e) Not applicable.

Item 7. Material to be Filed as Exhibits

Exhibit 1 Share Subscription Agreement, dated April 18, 2011, by and between Semiconductor Manufacturing International Corporation and Country Hill Limited (incorporated by reference to Exhibit 1 to the Schedule 13D filed by the Reporting Persons on June 13, 2011)

Exhibit 2 Country Hill Subscription Agreement dated December 18, 2013, by and between Semiconductor Manufacturing International Corporation and Country Hill Limited (incorporated by reference to Exhibit 2 to the Amendment No. 2 to the Schedule 13D filed by the Reporting Persons on May 29, 2014)

Exhibit 3 Agreement of Joint Filing, dated June 13, 2011, by and between China Investment Corporation, Bridge Hill Investments Limited and Country Hill Limited (incorporated by reference to Exhibit 3 to the Schedule 13D filed by the Reporting Persons on June 13, 2011)

Exhibit 4 Country Hill Subscription Agreement dated August 22, 2014, by and between Semiconductor Manufacturing International Corporation and Country Hill Limited (incorporated by reference to Exhibit 4 to the Amendment No. 3 to the Schedule 13D filed by the Reporting Persons on April 14, 2015)

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Exhibit 5 Country Hill Share Purchase Agreement dated June 11, 2015, by and between Semiconductor Manufacturing International Corporation and Country Hill Limited.

Exhibit 6 Share Purchase Agreement dated October 14, 2015, by and between China Integrated Circuit Industry Investment Fund Co., Ltd. and Country Hill Limited.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, the undersigned certifies that the information set forth in the Amendment is true, complete and correct.

DATED: December 28, 2015

**China Investment
Corporation**

By: /s/ Ding Xuedong
Name: Ding Xuedong
Title: Chairman and CEO

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, the undersigned certifies that the information set forth in the Amendment is true, complete and correct.

DATED: December 28, 2015

**Bridge Hill
Investments Limited**

By: /s/ Li Keping
Name: Li Keping
Title: Director

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, the undersigned certifies that the information set forth in the Amendment is true, complete and correct.

DATED: December 28, 2015

Country Hill Limited

By: /s/ Li Keping
Name: Li Keping
Title: Director

Schedule A

Officers and Directors of China Investment Corporation

The following table sets forth the name, position with China Investment Corporation (“CIC”) and present principal occupation of each director and executive officer of CIC. Unless otherwise indicated below, the business address of each such person is New Poly Plaza, No.1 Chaoyangmen Beidajie, Dongcheng District, Beijing, 100010, People’s Republic of China, and each such person is a citizen of the People’s Republic of China.

| <u>Name, Business Address and Position with CIC</u> | Present Principal Occupation or Employment |
|---|---|
| Ding Xuedong <i>Chairman and Chief Executive Officer</i> | Chairman and Chief Executive Officer of CIC |
| Li Keping <i>Vice Chairman, President and Chief Investment Officer</i> | Vice Chairman, President and Chief Investment Officer of CIC |
| Zhang Xiaoqiang <i>38 South Yuetan Street, Xicheng District, Beijing, China</i> <i>Independent Director</i> | Vice Chairman of the National Development and Reform Commission of the People’s Republic of China |
| Hu Zucui <i>38 South Yuetan Street, Xicheng District, Beijing, China</i> <i>Non-Executive Director</i> | Vice Chairman of the National Development and Reform Commission of the People’s Republic of China |
| Wang Baoan <i>3 Sanlihe Nansanxiang, Xicheng District, Beijing, China</i> <i>Non-Executive Director</i> | Vice Minister of Finance |

Zhang Xiangchen

No.2 Dong Chang'an Avenue, Dongcheng
District, Beijing, China

Assistant Minister of the Ministry of Commerce of the People's
Republic of China

Non-Executive Director

Hu Xiaolian

**32 Chengfang Street, Xicheng District, Beijing,
China** Non-Executive Director of CIC

Non-Executive Director

Fang Shangpu

Huarong Plaza, No. 18 Fucheng Road, Haidian
District, Beijing, China

Deputy Administrator of the State Administration of Foreign
Exchange (SAFE)

Non-Executive Director

Li Xin

Employee Director and Head of Human Resource Department of
CIC

Employee Director

Guo Haoda

Chairman of the Board of Supervisors of CIC

Chairman of the Board of Supervisors

Ju Weimin

Executive Vice President of CIC

Executive Vice President

Liu Guiping

Executive Vice President of CIC

Executive Vice President

Guo Xiangjun

Executive Vice President & Deputy Chief
Investment Officer

Executive Vice President & Deputy Chief Investment Officer of CIC

Director of Bridge Hill Investments Limited

The following table sets forth the name, position with Bridge Hill and present principal occupation of the director of Bridge Hill. The business address of the director is INTERTRUST CORPORATE SERVICES (CAYMAN) LIMITED, 190 Elgin Avenue, George Town, Grand Cayman, Cayman Islands KY1-9005, and the director is a citizen of the People's Republic of China.

| <u>Name and Position</u> | <u>Present Principal Occupation or Employment</u> |
|--------------------------|--|
| Li Keping | Vice Chairman, President and Chief Investment Officer of CIC |
| Director of Bridge Hill | |

Director of Country Hill Limited

The following table sets forth the name, position with Country Hill Limited and present principal occupation of the director of Country Hill Limited. The business address of the director is INTERTRUST CORPORATE SERVICES (CAYMAN) LIMITED, 190 Elgin Avenue, George Town, Grand Cayman, Cayman Islands KY1-9005, and the director is a citizen of the People's Republic of China.

| <u>Name and Position</u> | <u>Present Principal Occupation or Employment</u> |
|--------------------------|--|
| Li Keping | Vice Chairman, President and Chief Investment Officer of CIC |

Director of Country Hill