



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 21 SEPTEMBER, 2010

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 (the "Meeting") of the Company to be
held at 18 Zhangjiang Road, PuDong New Area, Shanghai, People's Republic of China on 21 September, 2010 at 1:30 p.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 resolution 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.	To approve, ratify and confirm the Datang Subscription Agreement and the transactions contemplated thereunder (including but not limited to the issue of Datang Subscription Shares in accordance with the terms and conditions of the Datang Subscription Agreement). #		
2.	To approve, ratify and confirm the Amendment Letter and the transactions contemplated thereunder. #		

Dated this _____ day of _____, 2010 Shareholder's signature _____ (Note 8)

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
- 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).
- 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.**
- 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.
- 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 proxy form. You are entitled to appoint proxy of your own choice.
- The person appointed as proxy may exercise all the rights conferred on proxies under law, regulation or the Articles of Association of the Company.
- 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).
- 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 in that behalf.
- Where there are joint registered holders of any share, any one of such person may sign this proxy form 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.
- 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.
- 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.
- The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- ANY ALTERATION MADE IN THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.

The full text of the resolution is set out in the Notice of Extraordinary General Meeting.

* For identification purpose only