

SEMICONDUCTOR MANUFACTURING INTERNATIONAL CORP
Form SC 13D/A
June 09, 2015

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 5)*

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

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

+ 86-10- 84096969

+86 21 6105 8510

(Name, Address and Telephone Number of Person Authorized to

Receive Notices and Communications)

June 8, 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 SOLE VOTING POWER

NUMBER OF Ø

8 SHARED VOTING POWER

BENEFICIALLY OWNED BY 3,282,080,054¹

9 SOLE DISPOSITIVE POWER

EACH REPORTING PERSON Ø

10 SHARED DISPOSITIVE POWER

3,282,080,054¹

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

3,282,080,054¹

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)

8.0%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 defined below), 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 and (iii) 268,642,465 Ordinary Shares issued on November 27, 2014 pursuant to the Country Hill Pre-emptive Share Subscription Agreement (as defined below) 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.

² This calculation is rounded to the nearest tenth and is based on 40,744,488,888 ordinary shares, par value US\$0.0004 per share (the "Ordinary Shares") of the Issuer outstanding as of June 8, 2015, as reported on the Next Day Disclosure Return of the Issuer dated June 8, 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

7

Ø

SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SHARED VOTING POWER

8

3,282,080,054³

SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SOLE DISPOSITIVE POWER

9

Ø

SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SHARED DISPOSITIVE POWER

10

3,282,080,054³

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

3,282,080,054³

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)

8.0%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 defined below), 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 and (iii) 268,642,465 Ordinary Shares issued on November 27, 2014 pursuant to the Country Hill Pre-emptive Share Subscription Agreement (as defined below) 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.

⁴ This calculation is rounded to the nearest tenth and is based on 40,744,488,888 ordinary shares, par value US\$0.0004 per share (the "Ordinary Shares") of the Issuer outstanding as of June 8, 2015, as reported on the Next Day Disclosure Return of the Issuer dated June 8, 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

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 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SOLE VOTING POWER

7

Ø

SHARED VOTING POWER

8

OWNED BY 3,282,080,054⁵

9 EACH REPORTING PERSON WITH

SOLE DISPOSITIVE POWER

9

Ø

SHARED DISPOSITIVE POWER

10

3,282,080,054⁵

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

3,282,080,054⁵

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)

8.0%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 defined below), 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 and (iii) 268,642,465 Ordinary Shares issued on November 27, 2014 pursuant to the Country Hill Pre-emptive Share Subscription Agreement (as defined below) 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.

⁶ This calculation is rounded to the nearest tenth and is based on 40,744,488,888 ordinary shares, par value US\$0.0004 per share (the "Ordinary Shares") of the Issuer outstanding as of June 8, 2015, as reported on the Next Day Disclosure Return of the Issuer dated June 8, 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.

Item 1. Security and Issuer

This Amendment No.5 (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 and Amendment No 4 to the Original 13D filed on April 27, 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:

From April 24, 2015 to May 7, 2015, Country Hill disposed of 60,027,530 Ordinary Shares on the open market.

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, 3,282,080,054 Ordinary Shares as of June 8, 2015, representing 8.0% 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, 3,282,080,054 Ordinary Shares as of June 8, 2015, representing 8.0% 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, 3,282,080,054 Ordinary Shares as of June 8, 2015, representing 8.0% 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 40,744,488,888 Ordinary Shares of the Issuer outstanding as of June 8, 2015, as reported on the Next Day Disclosure Return of the Issuer dated June 8, 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 since the filing of Amendment No.4 other than the open market transactions set forth below:

| Date of transaction | Date of settlement | Entity | Number of shares sold | Price per share | How the transaction was effected |
|---------------------|--------------------|----------------------|-----------------------|-----------------|----------------------------------|
| April 24, 2015 | April 28, 2015 | Country Hill Limited | 54,380,000 | HKD 0.8376 | Open market |
| May 7, 2015 | May 11, 2015 | Country Hill Limited | 5,890,530 | HKD 0.7869 | Open 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)

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: June 9, 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: June 9, 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: June 9, 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> | <u>Present Principal Occupation or Employment</u> |
|---|---|
| Ding Xuedong | Chairman and Chief Executive Officer of CIC |
| <i>Chairman and Chief Executive Officer</i> Li Keping | |
| <i>Vice Chairman, President and Chief Investment Officer</i> Zhang Xiaoqiang | Vice Chairman, President and Chief Investment Officer of CIC |
| <i>38 South Yuetan Street, Xicheng District, Beijing, China</i> | Vice Chairman of the National Development and Reform Commission of the People’s Republic of China |
| <i>Independent Director</i> Hu Zucui | |
| <i>38 South Yuetan Street, Xicheng District, Beijing, China</i> | Vice Chairman of the National Development and Reform Commission of the People’s Republic of China |
| <i>Non-Executive Director</i> Wang Baoan | |
| 3 Sanlihe Nansanxiang, Xicheng District, Beijing, China | Vice Minister of Finance |
| <i>Non-Executive Director</i> 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

Xie Ping

Executive Vice President of CIC

Executive Vice President

Liang Xiang

Executive Vice President and Secretary of Discipline Inspecting Commission of CIC

Executive Vice President and Secretary of Discipline Inspecting Commission

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 & Chief Risk Officer of CIC

Executive Vice President & Chief Risk Officer

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.

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

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.

| Name and Position | Present Principal Occupation or Employment |
|---------------------------------------|--|
| Li Keping Director of Country Hill | Vice Chairman, President and Chief Investment Officer of CIC |