

SEMICONDUCTOR MANUFACTURING INTERNATIONAL CORP  
Form 20-F/A  
July 10, 2006

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

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**FORM 20-F/A**

(Amendment No. 1)

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(Mark One)

**REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE SECURITIES EXCHANGE ACT OF 1934**

OR

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2005

OR

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

OR

**SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

Date of event requiring this shell company report \_\_\_\_\_

Commission file number 1-31994

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**Semiconductor Manufacturing International Corporation**

(Exact name of Registrant as specified in its charter)

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**Cayman Islands**

(Jurisdiction of incorporation or organization)

**18 Zhangjiang Road, Pudong New Area, Shanghai, China 201203**

(Address of principal executive offices)

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**Securities registered or to be registered pursuant to Section 12(b) of the Act.**

| <b>Title of each class</b>                   | <b>Name of each exchange on which registered</b> |
|--|--|
| <b>Ordinary Shares, par value US\$0.0004</b> | <b>The Stock Exchange of Hong Kong Limited*</b>  |
| <b>American Depositary Shares</b>            | <b>The New York Stock Exchange, Inc.</b>         |

**Securities registered or to be registered pursuant to Section 12(g) of the Act.**

**None**

(Title of Class)

**Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act.**

**None**

(Title of Class)

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Indicate the number of outstanding shares of each of the issuer's classes of capital or ordinary shares as of the close of the period covered by the annual report.

As of December 31, 2005, there were 18,301,680,867 ordinary shares, par value US\$0.0004 per share, outstanding, of which 889,517,900 ordinary shares were held in the form of 17,790,358 ADSs. Each ADS represents 50 ordinary shares.

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934. Yes  No

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Securities Exchange Act of 1934. (Check one):

Large accelerated filer  Accelerated filer  Non-accelerated filer

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Indicate by check mark which financial statement item the registrant has elected to follow. Item 17  Item 18

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Securities Exchange Act of 1934). Yes  No

\* Not for trading, but only in connection with the listing of American Depositary Shares on the New York Stock Exchange, Inc.

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EXPLANATORY NOTE

This Amendment No. 1 on Form 20-F/A is provided solely to correct a typographical error that appeared in the certification of Morning Wu under Section 302 of the U.S. Sarbanes-Oxley Act of 2002 that was furnished as Exhibit 12.2 to the Form 20-F filed on June 29, 2006, with respect to the date Ms. Wu signed such certification. The certification with the original signature of Ms. Wu is correctly dated June 29, 2006.

The remainder of the Form 20-F filed on June 29, 2006 is unchanged and is not reproduced in this Amendment No. 1. This Amendment No. 1 makes no changes to the financial statements of SMIC as contained in the Form 20-F filed on June 29, 2006. This Amendment No. 1 does not, and does not purport to, amend, update or restate the information in any other Item of the Form 20-F or reflect any events that have occurred after the Form 20-F was filed on June 29, 2006.

**Item 19. Exhibits**

- Exhibit 1.1 Tenth Amended and Restated Articles of Association, as adopted at the Registrant's annual general meeting of shareholders on May 6, 2005\*
- Exhibit 4.1 Asset Purchase Agreement dated September 23, 2003 among Semiconductor Manufacturing International Corporation, Motorola, Inc. and Motorola (China) Electronics Limited\*\*
- Exhibit 4.2 Sixth Amended and Restated Registration Rights Agreement dated February 23, 2003 among Semiconductor Manufacturing International Corporation and the shareholders listed therein\*\*\*
- Exhibit 4.3 Settlement Agreement dated January 31, 2005 by and between Semiconductor Manufacturing International Corporation and Taiwan Semiconductor Manufacturing Corporation, Ltd., including Patent License Agreement\*
- Exhibit 4.4 English language summary of Chinese language Syndicate Loan Agreement dated May 26, 2005, between Semiconductor Manufacturing International (Beijing) Corporation, Semiconductor Manufacturing International Corporation, as guarantor, and China Development Bank, China Construction Bank, Bank of China, Agricultural Bank of China, China Merchants Bank, HuaXia Bank, China Mingsheng Bank, Bank of Communications, Bank of Beijing, Industrial and Commercial Bank of China (Asia) and CITIC Ka Wah Bank\*
- Exhibit 4.5 Form of Indemnification Agreement, as adopted at the Registrant's annual general meeting of shareholders on May 6, 2005\*
- Exhibit 4.6 English language summary of Chinese language Syndicate Loan Agreement dated May 31, 2006, between Semiconductor Manufacturing International (Tianjin) Corporation, Semiconductor Manufacturing International Corporation, as guarantor, and China Construction Bank, China MingSheng Bank, China Development Bank, Industrial And Commercial Bank Of China, Agricultural Bank of China, Bank of China, China Merchants Bank, China BoHai Bank, Bank of Communications and Bangkok Bank\*\*\*\*
- Exhibit 4.7 English language summary of Chinese language Syndicate Loan Agreement dated June 8, 2006, between Semiconductor Manufacturing International (Shanghai) Corporation, Semiconductor Manufacturing International Corporation, as guarantor, and ABN AMRO Bank N.V., Bank of China (Hong Kong) Limited, Bank of Communications, The Bank of Tokyo-Mitsubishi UFJ, Ltd., China Construction Bank, DBS Bank Ltd., Fubon Bank (Hong Kong) Limited, Industrial and Commercial Bank of China and Shanghai Pudong Development Bank\*\*\*\*
- Exhibit 8.1 List of Subsidiaries\*\*\*\*
- Exhibit 12.1 Certification of CEO under Section 302 of the U.S. Sarbanes-Oxley Act of 2002\*\*\*\*
- Exhibit 12.2 Certification of Acting CFO under Section 302 of the U.S. Sarbanes-Oxley Act of 2002
- Exhibit 13.1 Certification of CEO and Acting CFO under Section 906 of the U.S. Sarbanes-Oxley Act of 2002\*\*\*\*
- Exhibit 99.1 Consent of Deloitte Touche Tohmatsu\*\*\*\*

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\* Previously filed as an exhibit to the Registrant's Annual Report on Form 20-F for the fiscal year ended December 31, 2004, filed June 28, 2005.

- \*\* Previously filed as an exhibit to the Registrant's Form F-1 dated February 11, 2004.
- \*\*\* Previously filed as an exhibit to the Registrant's Form F-1/A dated February 25, 2004.
- \*\*\*\* Previously filed as an exhibit to the Registrant's Annual Report on Form 20-F for the fiscal year ended December 31, 2005, filed June 29, 2006.

**SIGNATURES**

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F/A and that it has duly caused and authorized the undersigned to sign this annual report on its behalf.

SEMICONDUCTOR MANUFACTURING  
INTERNATIONAL CORPORATION

Date: July 10, 2006

By: /s/ Richard Ru Gin Chang  
Name: Richard Ru Gin Chang  
Title: President and Chief Executive Officer

**EXHIBIT INDEX**

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