

SEMICONDUCTOR MANUFACTURING INTERNATIONAL CORP
Form F-6 POS
December 07, 2016

As filed with the U.S. Securities and Exchange Commission on December 7, 2016
Registration No.333-168228

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT TO
FORM F-6
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933
For Depositary Shares Evidenced by American Depositary Receipts

(Exact name of issuer of deposited securities as specified in its charter)

Semiconductor Manufacturing International Corporation
(Translation of issuer's name into English)

Cayman Islands
(Jurisdiction of incorporation or organization of issuer)

JPMORGAN CHASE BANK, N.A.
(Exact name of depositary as specified in its charter)

4 New York Plaza, Floor 12, New York, New York 10004
Telephone (800) 990-1135
(Address, including zip code, and telephone number, including area code, of depositary's principal executive offices)

C T Corporation System
111 Eighth Avenue
New York, New York 10011
(212) 894-8940
(Address, including zip code, and telephone number, including area code, of agent for service)

Copy to:
Scott A. Ziegler, Esq.
Ziegler, Ziegler & Associates LLP
570 Lexington Avenue, Suite 2405
New York, New York 10022
(212) 319-7600

It is proposed that this filing become effective under Rule 466
o immediately upon filing
x on December 9, 2016 at 8:30 am. (EST)

If a separate registration statement has been filed to register the deposited shares, check the following box.

CALCULATION OF REGISTRATION FEE

| Title of each class of Securities to be registered | Amount to be registered | Proposed maximum aggregate price per unit (1) | Proposed maximum aggregate offering price (2) | Amount of registration fee |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------|-----------------------------------------------|-----------------------------------------------|----------------------------|
| American Depositary Shares evidenced by American Depositary Receipts, each American Depositary Share representing five ordinary shares of Semiconductor Manufacturing International Corporation | n/a | n/a | n/a | n/a |

(1) Each unit represents one American Depositary Share.

(2) Estimated solely for the purpose of calculating the registration fee. Pursuant to Rule 457(k), such estimate is computed on the basis of the maximum aggregate fees or charges to be imposed in connection with the issuance of American Depositary Receipts evidencing American Depositary Shares.

PART I
INFORMATION REQUIRED IN PROSPECTUS

The Prospectus consists of the proposed form of American Depositary Receipt (“ADR” or “American Depositary Receipt”) included as Exhibit A to the Amended and Restated Deposit Agreement (the "Deposit Agreement") filed as Exhibit (a) to this Post-Effective Amendment to Registration Statement on Form F-6, which is incorporated herein by reference.

CROSS REFERENCE SHEET

Item 1. DESCRIPTION OF SECURITIES TO BE REGISTERED

| Item Number and Caption | | Location in Form of American Depositary Receipt Filed Herewith as Prospectus |
|-------------------------|-------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------|
| (1) | Name and address of Depositary | Introductory paragraph |
| (2) | Title of American Depositary Receipts and identity of deposited securities | Face of American Depositary Receipt, top center |
| | Terms of Deposit: | |
| (i) | Amount of deposited securities represented by one unit of American Depositary Shares | Face of American Depositary Receipt, upper right corner |
| (ii) | Procedure for voting, if any, the deposited securities | Paragraph (12) |
| (iii) | Collection and distribution of dividends | Paragraphs (4), (5), (7) and (10) |
| (iv) | Transmission of notices, reports and proxy soliciting material | Paragraphs (3), (8) and (12) |
| (v) | Sale or exercise of rights | Paragraphs (4), (5) and (10) |
| (vi) | Deposit or sale of securities resulting from dividends, splits or plans of reorganization | Paragraphs (4), (5), (10) and (13) |
| (vii) | Amendment, extension or termination of the Deposit Agreement | Paragraphs (16) and (17) |
| (viii) | Rights of holders of receipts to inspect the transfer books of the Depositary and the list of Holders of receipts | Paragraph (3) |

| | | |
|------|------------------------------------------------------------------------------|-----------------------------------|
| (ix) | Restrictions upon the right to deposit or withdraw the underlying securities | Paragraphs (1), (2), (4), and (5) |
| (x) | Limitation upon the liability of the Depositary | Paragraph (14) |
| (3) | Fees and Charges | Paragraph (7) |

Item 2. AVAILABLE INFORMATION

| Item Number and Caption | Location in Form of American Depositary Receipt Filed Herewith as Prospectus |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------|
| (b) Statement that Semiconductor Manufacturing International Corporation is subject to the periodic reporting requirements of the Securities Exchange Act of 1934, as amended, and, accordingly files certain reports with the Securities and Exchange Commission, and that such reports can be inspected by holders of American Depositary Receipts and copied through the Securities and Exchange Commission's EDGAR system or at public reference facilities maintained by the Securities and Exchange Commission located at the date hereof at 100 F Street, NE in Washington, D.C. | Paragraph (8) |

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 3. EXHIBITS

- (a) Form of Deposit Agreement. Form of Amended and Restated Deposit Agreement dated as of _____, 2016 among Semiconductor Manufacturing International Corporation, JPMorgan Chase Bank, N.A., as depositary (the "Depositary"), and all holders from time to time of ADRs issued thereunder, including the Form of American Depositary Receipt, is filed herewith as Exhibit (a).
- (b) Any other agreement to which the Depositary is a party relating to the issuance of the American Depositary Shares registered hereunder or the custody of the deposited securities represented thereby. Not Applicable.
- (c) Every material contract relating to the deposited securities between the Depositary and the issuer of the deposited securities in effect at any time within the last three years. Not Applicable.
- (d) Opinion of Ziegler, Ziegler & Associates LLP, counsel to the Depositary, as to the legality of the securities being registered. Previously filed.
- (e) _____ Certification under Rule 466. Filed herewith as Exhibit (e).
- (f) _____ Power of Attorney. Included as part of the signature pages hereto.

Item 4. UNDERTAKINGS

- (a) The Depositary hereby undertakes to make available at the principal office of the Depositary in the United States, for inspection by holders of the American Depositary Receipts, any reports and communications received from the issuer of the deposited securities which are both (1) received by the Depositary as the holder of the deposited securities, and (2) made generally available to the holders of the underlying securities by the issuer.
 - (b) If the amounts of fees charged are not disclosed in the prospectus, the Depositary undertakes to prepare a separate document stating the amount of any fee charged and describing the service for which it is charged and to deliver promptly a copy of such fee schedule without charge to anyone upon request. The Depositary undertakes to notify each registered holder of an American Depositary Receipt thirty days before any change in the fee schedule.
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SIGNATURE

Pursuant to the requirements of the Securities Act of 1933, as amended, JPMorgan Chase Bank, N.A., on behalf of the legal entity created by the Deposit Agreement, certifies that it has reasonable grounds to believe that all the requirements for filing on Form F-6 are met and has duly caused this Post-Effective Amendment to Registration Statement on Form F-6 to be signed on its behalf by the undersigned, thereunto duly authorized, in The City of New York, State of New York, on December 6, 2016.

Legal entity created by the form of Deposit Agreement
for the issuance of ADRs evidencing American
Depositary Shares

By: JPMORGAN CHASE BANK, N.A.,
as Depositary

By: /s/ Gregory A. Levendis
Name: Gregory A. Levendis
Title: Executive Director

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, Semiconductor Manufacturing International Corporation certifies that it has reasonable grounds to believe that all the requirements for filing on Form F-6 are met and has duly caused this Post-Effective Amendment to Registration Statement on Form F-6 to be signed on its behalf by the undersigned, thereunto duly authorized, on December 7, 2016.

SEMICONDUCTOR MANUFACTURING
INTERNATIONAL CORPORATION

By: /s/ Tzu-Yin Chiu
Name: Tzu-Yin Chiu
Title: Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each individual whose signature appears below constitutes and appoints Zhou Zixue, Tzu-Yin Chiu and Gao Yonggang, jointly and severally, as his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including pre-effective and post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she may or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment to Registration Statement on Form F-6 has been signed by the following persons in the capacities indicated as of December 7, 2016.

| Signatures | Title |
|------------------------------------------------|------------------------------------------------|
| /s/ Zhou Zixue Zhou Zixue | Chairman of the Board and Executive Director |
| /s/ Tzu-Yin Chiu Tzu-Yin Chiu | Chief Executive Officer and Executive Director |
| /s/ Gao Yonggang Gao Yonggang | Chief Financial Officer and Executive Director |
| /s/ Chen Shanzhi Chen Shanzhi | Non-Executive Director |
| /s/ Zhou Jie Zhou Jie | Non-Executive Director |
| Ren Kai | Non-Executive Director |
| Lu Jun | Non-Executive Director |
| Lip-Bu Tan | Independent Non-Executive Director |
| /s/ William Tudor Brown William Tudor Brown | Independent Non-Executive Director |

/s/ Carmen I-Hua Chang
Carmen I-Hua Chang

Independent Non-Executive Director

SIGNATURE OF AUTHORIZED REPRESENTATIVE OF THE REGISTRANT

Pursuant to the requirements of the Securities Act of 1933, as amended, the undersigned, the duly authorized representative in the United States of Semiconductor Manufacturing International Corporation, has signed this Post-Effective Amendment to Registration Statement on Form F-6 in Santa Clara on December 7, 2016.

SMIC AMERICAS

By: /s/ Mike Rekuc
Name: Mike Rekuc
Title: Authorized Representative

INDEX TO EXHIBITS

Exhibit
Number

- (a) Form of Amended and Restated Deposit Agreement
- (e) Rule 466 Certification