#### SEMICONDUCTOR MANUFACTURING INTERNATIONAL CORP

Form SC 13D/A February 11, 2008 CUSIP No. 81663 N206

#### SCHEDULE 13D/A

Page 1 of 22 Pages

#### SECURITIES AND EXCHANGE COMMISSION

**UNITED STATES** 

**WASHINGTON, D.C. 20549** 

## **SCHEDULE 13D**

(Rule 13d-101)

**Under the Securities Exchange Act of 1934** 

(Amendment No. 1)\*

Information to be Included in Statements Filed Pursuant to Rule 13d-1(a) and

Amendments Thereto Filed Pursuant to Rule 13d-2(a)

### SEMICONDUCTOR MANUFACTURING INTERNATIONAL CORPORATION

(Name of Issuer)

Ordinary Shares, Par Value \$0.0004 per share

(Title of Class of Securities)

81663 N206

(CUSIP Number)

Roger L.C. Leung

**Shanghai Industrial Holdings Limited** 

26th Floor, Harcourt House

39 Gloucester Road

**Hong Kong** 

Tel No. (852) 2529-5652

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

#### January 14, 2008

#### (Dates of Event Which Requires Filing of this Statement)

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

**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 the 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 (the 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. 816	663 N	206 SCHED	OULE 13D/A	Page 2 of 22 Pag
1. Name of R	Report	ing Persons/ I.R.S. Identification Nos. of Above Pe	ersons (Entities Only).	
		echnology Production Holdings Limited opriate Box if a Member of a Group	No I.R.S. Identification Number	
(b) " 3. SEC Use (	Only			
4. Source of	Funds			
5. Check if I	Disclo	Applicable Sure of Legal Proceedings Is Required Pursuant to 1 lace of Organization	Items 2(d) or 2(e)	
E		h Virgin Islands Sole Voting Power		
Number of Shares Beneficially	8.	0 Shared Voting Power		
Owned by  Each	9.	1,814,991,340 Sole Dispositive Power		
Reporting Person With	10.	0 Shared Dispositive Power		
11. Aggregate	Amo	1,814,991,340 unt Beneficially Owned by Each Reporting Person		

1,814,991,340

- 12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares
- 13. Percent of Class Represented by Amount in Row (11)

9.8%

14. Type of Reporting Person

CUSIP No. 81663 N206	SCHEDULE 13D/A	Page 3 of 22 Pages
Name of Reporting Persons/ I.R.S. Idea	ntification Nos. of Above Persons (Entities Only).	
SIHL Treasury Limited 2. Check the Appropriate Box if a Member	No I.R.S. Identification Number of a Group	
(a) " (b) x 3. SEC Use Only		
4. Source of Funds		
Not Applicable 5. Check if Disclosure of Legal Proceeding	gs Is Required Pursuant to Items 2(d) or 2(e)	
6. Citizenship or Place of Organization		
Hong Kong 7. Sole Voting Power		
Number of  O Shares 8. Shared Voting Power  Beneficially		
Owned by  Owned by  9. Sole Dispositive Power	r	
Reporting  Person 0 10. Shared Dispositive Po	wer	
0 11. Aggregate Amount Beneficially Owned	d by Each Reporting Person	

0

- 12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares
- 13. Percent of Class Represented by Amount in Row (11)

0%

14. Type of Reporting Person

CUSIP No. 81663	N206	SCHEDULE 13D/A	Page 4 of 22 Page
1. Name of Rep	orting Persons/ I.R.S. Identification	Nos. of Above Persons (Entities Only).	
SII0 2. Check the Ap (a) "	C Treasury (B.V.I.) Limited propriate Box if a Member of a Gro	No I.R.S. Identification Number	
(b) x 3. SEC Use Onl	y		
4. Source of Fu	nds		
	Applicable losure of Legal Proceedings Is Req	uired Pursuant to Items 2(d) or 2(e)	
6. Citizenship o	r Place of Organization		
	rish Virgin Islands . Sole Voting Power		
Number of Shares 8 Beneficially	0 . Shared Voting Power		
Owned by	0 . Sole Dispositive Power		
Reporting  Person  With	0 . Shared Dispositive Power		
11. Aggregate Aı	0 nount Beneficially Owned by Each	Reporting Person	

0

- 12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares
- 13. Percent of Class Represented by Amount in Row (11)

0%

14. Type of Reporting Person

CUSIP No. 81663 N206 SCHEDULE 13D/A Page 5 of 22 Pages 1. Name of Reporting Persons/ I.R.S. Identification Nos. of Above Persons (Entities Only). Shanghai Industrial Holdings Limited No I.R.S. Identification Number 2. Check the Appropriate Box if a Member of a Group (a) x (b) " 3. SEC Use Only 4. Source of Funds Not Applicable 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) 6. Citizenship or Place of Organization Hong Kong 7. Sole Voting Power Number of 1,814,991,340 Shares 8. Shared Voting Power Beneficially Owned by 0 9. Sole Dispositive Power Each Reporting 1,814,991,340 Person 10. Shared Dispositive Power With

0

11. Aggregate Amount Beneficially Owned by Each Reporting Person

9

1,814,991,340

- 12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares
- 13. Percent of Class Represented by Amount in Row (11)

9.8%

14. Type of Reporting Person

CUSIP No. 8	81663 N	N206 SCHEDULE 13D/A	Page 6 of 22 Page
1. Name o	of Repor	rting Persons/ I.R.S. Identification Nos. of Above Persons (Entities Only).	
2. Check t		ghai Investment Holdings Limited No I.R.S. Identification Number ropriate Box if a Member of a Group	
(a) x			
(b) " 3. SEC Us	se Only		
4. Source	of Fund	ls .	
5. Check i		Applicable osure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)	
6. Citizens	ship or	Place of Organization	
		sh Virgin Islands Sole Voting Power	
Number of Shares Beneficially	8.	0 Shared Voting Power	
Owned by	9.	1,814,991,340 Sole Dispositive Power	
Reporting Person With	10.	0 Shared Dispositive Power	
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11. Aggregate Amount Beneficially Owned by Each Reporting Person

1,814,991,340

- 12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares
- 13. Percent of Class Represented by Amount in Row (11)

9.8%

14. Type of Reporting Person

SHC Capital (B.V.I.) Limited No I.R.S. Identification Number  Check the Appropriate Box if a Member of a Group  (a) x  (b) " 3. SEC Use Only  4. Source of Funds  Not Applicable 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)  6. Citizenship or Place of Organization  British Virgin Islands 7. Sole Voting Power  Number of Shares 8. Shared Voting Power  Beneficially  Owned by Each 9. Sole Dispositive Power  Reporting  Person 0  Shared Dispositive Power  With	CUSIP No. 81663 N20	SCHEDULE 13D	Page 7 of 22 Pages
2. Check the Appropriate Box if a Member of a Group  (a) x  (b) "  3. SEC Use Only  4. Source of Funds  Not Applicable  5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)  6. Citizenship or Place of Organization  British Virgin Islands 7. Sole Voting Power  Number of Shares 8. Shared Voting Power  Beneficially  Owned by Each 9. Sole Dispositive Power  Reporting Person 1. Shared Dispositive Power	Name of Reporting	g Persons/ I.R.S. Identification Nos. of Above Persons (Er	tities Only).
3. SEC Use Only  4. Source of Funds  Not Applicable 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)  6. Citizenship or Place of Organization  British Virgin Islands 7. Sole Voting Power  Number of Shares 8. Shared Voting Power  Beneficially  Owned by Each 9. Sole Dispositive Power  Reporting Person 0 10. Shared Dispositive Power			n Number
3. SEC Use Only  4. Source of Funds  Not Applicable  5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)  6. Citizenship or Place of Organization  British Virgin Islands 7. Sole Voting Power  Number of Shares 8. Shared Voting Power  Beneficially  Owned by Each 9. Sole Dispositive Power  Reporting  Person 0 10. Shared Dispositive Power	(a) x		
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10. Shared Dispositive Power	Reporting		
	Person 10. S		
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### 1,814,991,340

11. Aggregate Amount Beneficially Owned by Each Reporting Person

1,814,991,340

- 12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares
- 13. Percent of Class Represented by Amount in Row (11)

9.8%

14. Type of Reporting Person

CUSIP No. 8166	53 N206	SCHEDULE 13	D/A	Page 8 of 22 Pages
1. Name of Re	porting Persons/ I.R.S. Identification No	s. of Above Persons (E	Entities Only).	
	Industrial Investment Treasury C Appropriate Box if a Member of a Group	ompany Limited	No I.R.S. Identification Number	
(b) " 3. SEC Use Or	nly			
4. Source of Fu	unds			
	ot Applicable sclosure of Legal Proceedings Is Require	d Pursuant to Items 2(d	d) or 2(e)	
6. Citizenship	or Place of Organization			
	ritish Virgin Islands 7. Sole Voting Power			
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Beneficially Owned by Each	1,814,991,340 9. Sole Dispositive Power			
Reporting  Person  With	0 10. Shared Dispositive Power			
11. Aggregate A	1,814,991,340 Amount Beneficially Owned by Each Rep	porting Person		

1,814,991,340

- 12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares
- 13. Percent of Class Represented by Amount in Row (11)

9.8%

14. Type of Reporting Person

CUSIP No. 81663	N206	SCHEDULE 13D/A	Page 9 of 22 Page
1. Name of Repo	orting Persons/ I.R.S. Identification Nos. of A	Above Persons (Entities Only).	
	C CM Development Funds Limited propriate Box if a Member of a Group	No I.R.S. Identification Number	
(b) x 3. SEC Use Only			
4. Source of Fun	ds		
	Applicable losure of Legal Proceedings Is Required Pur	rsuant to Items 2(d) or 2(e)	
6. Citizenship or	Place of Organization		
	g Kong Sole Voting Power		
Number of Shares 8.	0 Shared Voting Power		
Beneficially Owned by Each	0 Sole Dispositive Power		
Reporting Person 10. With	0 Shared Dispositive Power		
11 Aggregate An	0 Down Repeticially Owned by Each Reporting	ng Parson	

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- 12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares
- 13. Percent of Class Represented by Amount in Row (11)

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14. Type of Reporting Person

CUSIP No. 81663 N206	SCHEDULE 13D/A	Page 10 of 22 Pages
1. Name of Reporting Persons/ I.R.S. Identif	fication Nos. of Above Persons (Entities Only).	
SIIC CM Development Lin 2. Check the Appropriate Box if a Member of	mited No I.R.S. Identification Number of a Group	
(a) " (b) x 3. SEC Use Only		
4. Source of Funds		
Not Applicable 5. Check if Disclosure of Legal Proceedings	Is Required Pursuant to Items 2(d) or 2(e)	
6. Citizenship or Place of Organization		
British Virgin Islands 7. Sole Voting Power		
Number of  O Shares 8. Shared Voting Power  Beneficially		
Owned by  Each  Owned by  O  Sole Dispositive Power		
Reporting  Person 0 10. Shared Dispositive Power With	er	
0 11. Aggregate Amount Beneficially Owned b	oy Each Reporting Person	

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- 12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares
- 13. Percent of Class Represented by Amount in Row (11)

0%

14. Type of Reporting Person

CUSIP No. 81663 N206	SCH	EDULE 13D/A	Page 11 of 22 Pages
Name of Reporting Person	as/ I.R.S. Identification Nos. of Above	Persons (Entities Only).	
SIIC Asset Ma 2. Check the Appropriate Bo (a) "	anagement Company Limited x if a Member of a Group	No I.R.S. Identification Number	
(b) x 3. SEC Use Only			
4. Source of Funds			
Not Applicabl  5. Check if Disclosure of Leg	e gal Proceedings Is Required Pursuant	to Items 2(d) or 2(e)	
6. Citizenship or Place of Or	ganization		
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0	cially Owned by Each Reporting Pers	on	

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- 12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares
- 13. Percent of Class Represented by Amount in Row (11)

0%

14. Type of Reporting Person

CUSIP No. 81663 N20	- 06	SCHEDULE 13D/A	Page 12 of 22 Pag
Name of Reporting	g Persons/ I.R.S. Identification N	Nos. of Above Persons (Entities Only).	
	nance Company Limited oriate Box if a Member of a Grou	No I.R.S. Identification Number	
(a) "			
(b) x 3. SEC Use Only			
4. Source of Funds			
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Number of Shares 8. S	0 hared Voting Power		
Beneficially Owned by Each 9. S	0 Jole Dispositive Power		
Reporting			
Person 10. S	0 hared Dispositive Power		
11. Aggregate Amou	0 nt Beneficially Owned by Each R	Reporting Person	

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- 12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares
- 13. Percent of Class Represented by Amount in Row (11)

0%

14. Type of Reporting Person

CUSIP No. 81663 N206	SCHEDULE 13D/A	Page 13 of 22 Pages
Name of Reporting Persons/ I.R.	S. Identification Nos. of Above Persons (Entities Only).	
SF Finance (BVI) C  2. Check the Appropriate Box if a M  (a) "	Company Limited No I.R.S. Identification Number Member of a Group	
(b) x 3. SEC Use Only		
4. Source of Funds		
Not Applicable 5. Check if Disclosure of Legal Pro	ceedings Is Required Pursuant to Items 2(d) or 2(e)	
6. Citizenship or Place of Organizat	ion	
British Virgin Islan 7. Sole Voting Pov		
Number of  O Shares 8. Shared Voting P	Power	
Owned by  Each  Owned by  9. Sole Dispositive	Power	
Reporting  Person 0 10. Shared Disposition	ive Power	
0	Owned by Each Reporting Person	

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- 12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares
- 13. Percent of Class Represented by Amount in Row (11)

0%

14. Type of Reporting Person

CUSIP No. 81663	N206	SCHEDULE 13D/A		Page 14 of 22 Page
1. Name of Repo	rting Persons/ I.R.S. Identification Nos. of	Above Persons (Entities Onl	y).	
	dustrial Financial (Holdings) Com propriate Box if a Member of a Group	pany Limited No I.R.S	S. Identification Number	
(b) x 3. SEC Use Only				
4. Source of Fun	ds			
Not 5. Check if Disch	Applicable osure of Legal Proceedings Is Required Pu	rsuant to Items 2(d) or 2(e)		
6. Citizenship or	Place of Organization			
	g Kong Sole Voting Power			
Number of Shares 8. Beneficially	0 Shared Voting Power			
Owned by	0 Sole Dispositive Power			
Reporting Person 10. With	0 Shared Dispositive Power			
11. Aggregate An	0 ount Beneficially Owned by Each Reporti	ng Person		

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- 12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares
- 13. Percent of Class Represented by Amount in Row (11)

0%

14. Type of Reporting Person

CUSIP No. 81663 N206	SCHEDULE 13D/A	Page 15 of 22 Pages
Name of Reporting I	Persons/ I.R.S. Identification Nos. of Above Persons (Entities Only).	
	Industrial Financial Holdings Limited No I.R.S. Identification Number te Box if a Member of a Group	
(b) x 3. SEC Use Only		
4. Source of Funds		
Not Appl 5. Check if Disclosure	icable of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)	
6. Citizenship or Place	of Organization	
Cayman l 7. Solo	slands Voting Power	
Number of Shares 8. Sha	0 red Voting Power	
Owned by Each  9. Solo	0 Dispositive Power	
Reporting  Person  10. Sha  With	0 red Dispositive Power	
11 Aggregate Amount F	0 Beneficially Owned by Each Reporting Person	

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- 12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares
- 13. Percent of Class Represented by Amount in Row (11)

0%

14. Type of Reporting Person

CUS	IP No. 81	663 N	206 SCHEDULE 13D/A	Page 16 of 22 Pages			
1.	. Name of Reporting Persons/ I.R.S. Identification Nos. of Above Persons (Entities Only).						
			ustrial Investment (Holdings) Company Limited No I.R.S. Identification Number opriate Box if a Member of a Group				
	(a) x (b) " SEC Use	Only					
4.	Source of	Fund					
5.			applicable sure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)				
6.	Citizensh	ip or I	lace of Organization				
	]		Kong Sole Voting Power				
	mber of	8.	0 Shared Voting Power				
Ow	eficially aned by Each	9.	1,814,991,340 Sole Dispositive Power				
Rej	porting erson		0				
	With	10.	Shared Dispositive Power				
11.	Aggregate	e Amo	1,814,991,340 unt Beneficially Owned by Each Reporting Person				

1,814,991,340

- 12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares
- 13. Percent of Class Represented by Amount in Row (11)

9.8%

14. Type of Reporting Person

CUSIP No. 81663 N206 SCHEDULE 13D/A Page 17 of 22 Pages

This Amendment No. 1 amends a Statement on Schedule 13D filed on February 16, 2007 on behalf of the reporting persons named therein with the United States Securities and Exchange Commission (the Schedule 13D). This Amendment No. 1 is being filed to reflect the sale of an aggregate of 992,150,468 Ordinary Shares in the Issuer by SIHL Treasury Limited, SIIC Treasury (B.V.I.) Limited, SIIC CM Development Funds Limited and SIIC Asset Management Company Limited in a series of transactions from February 16, 2007 to January 14, 2008. As of the date of this Amendment No. 1, none of the foregoing companies beneficially owned any shares in the Issuer. SIHL Treasury Limited, SIIC Treasury (B.V.I.) Limited, SIIC CM Development Funds Limited and SIIC Asset Management Company Limited and their respective direct and indirect parent companies, namely, SIIC CM Development Limited, SIIC Finance Company Limited, SF Finance (BVI) Company Limited, Shanghai Industrial Financial (Holdings) Limited), and Shanghai Industrial Financial Holdings Limited disclaim beneficial ownership of the shares beneficially owned by the reporting persons named below and disclaim membership of a group with such reporting persons. Item 5 has been amended accordingly.

The Schedule 13D is hereby amended as follows:

#### Item 5. Interest in Securities of the Issuer

- (a) As of the date of this Amendment No. 1, S.I. Technology Production Holdings Limited directly beneficially owned 1,814,991,340 Ordinary Shares, which represents approximately 9.8% of the Issuer s outstanding capital stock, based on 18,558,919,712 Ordinary Shares outstanding as of December 31, 2007. Such Ordinary Shares may also be deemed to be beneficially owned by the direct or indirect parent companies of S.I. Technology Production Holdings Limited, namely, Shanghai Industrial Holdings Limited, Shanghai Investment Holdings Limited, SIIC Capital (B.V.I.) Limited, Shanghai Industrial Investment Treasury Company Limited and Shanghai Industrial Investment (Holdings) Company Limited (collectively, the Reporting Persons ).
- (b) The Reporting Persons have shared voting power to vote or direct the vote, and dispose or direct the disposition of, all the Ordinary Shares.
- (c) Attached as Schedule 1 hereto, which Schedule is incorporated herein by reference, is the list of transactions in the Ordinary Shares effected by the above-named sellers during the 60 days prior to the date of this Amendment No. 1.

CUSIP No. 81663 N206 SCHEDULE 13D/A Page 18 of 22 Pages

#### **SIGNATURE**

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

Dated: February 11, 2008

#### S.I. Technology Production Holdings Limited

By: /s/ Roger L.C. Leung Authorized Signatory

#### **SIHL Treasury Limited**

By: /s/ Roger L.C. Leung Authorized Signatory

#### SIIC Treasury (B.V.I.) Limited

By: /s/ Roger L.C. Leung Authorized Signatory

#### **Shanghai Industrial Holdings Limited**

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#### **Shanghai Investment Holdings Limited**

By: /s/ Roger L.C. Leung Authorized Signatory

#### SIIC Capital (B.V.I.) Limited

By: /s/ Roger L.C. Leung Authorized Signatory

# **Shanghai Industrial Investment Treasury Company Limited**

By: /s/ Roger L.C. Leung Authorized Signatory

#### **SIIC CM Development Funds Limited**

CUSIP No. 81663 N206 SCHEDULE 13D/A Page 20 of 22 Pages

#### **SIIC CM Development Limited**

By: /s/ Roger L.C. Leung Authorized Signatory

#### **SIIC Asset Management Company Limited**

By: /s/ Roger L.C. Leung Authorized Signatory

#### **SIIC Finance Company Limited**

By: /s/ Roger L.C. Leung Authorized Signatory

#### SF Finance (BVI) Company Limited

By: /s/ Roger L.C. Leung Authorized Signatory

# Shanghai Industrial Financial (Holdings) Company Limited

CUSIP No. 81663 N206 SCHEDULE 13D/A Page 21 of 22 Pages

#### **Shanghai Industrial Financial Holdings Limited**

By: /s/ Roger L.C. Leung Authorized Signatory

Shanghai Industrial Investment (Holdings) Company Limited

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#### Schedule 1

## Transactions in the Ordinary Shares of the Issuer during the 60 days prior to the date of this Amendment No. 1

#### SIIC TREASURY (B.V.I.) LIMITED

Date of Transaction		Number of Shares			
(MM/DD/YYYY)	Buy/Sell	Purchased/Sold	Nature of Purchase/Sale	Average Price Per Share in Hong Kong dollars (HK\$)	
12/21/2007	Buy	50,000,000	Open Market	0.7400	
01/03/2008	Sell	13,690,000	Open Market	0.7900	
01/04/2008	Sell	5,000,000	Open Market	0.7900	
01/07/2008	Sell	8,000,000	Open Market	0.7700	
01/08/2008	Sell	3,000,000	Open Market	0.7800	
01/10/2008	Sell	5,000,000	Open Market	0.7780	
01/11/2008	Sell	5,000,000	Open Market	0.7700	
01/14/2008	Sell	10,310,000	Open Market	0.7551	