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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)

NOTICE OF THE 2020 THIRD EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 2020 third extraordinary general meeting (“EGM”) of Semiconductor Manufacturing International Corporation (the “**Company**”) will be held at 5 Floor SO1 Building, 18 Zhangjiang Road, Pudong New Area, Shanghai, People’s Republic of China on 23 June 2020 at 2:00 p.m. (or immediately after the conclusion or adjournment of the annual general meeting of the Company held at the same place on the same date at 1:30 p.m.) for the purpose of transacting the following businesses:

ORDINARY RESOLUTION

To consider and, if thought fit, to pass with or without modification the following ordinary resolution:

1. “**THAT:**

- (a) the joint venture agreement dated 15 May 2020 (the “**New JV Agreement**”) entered into among SMIC Holdings Corporation (“**SMIC Holdings**”), China Integrated Circuit Industry Investment Fund Co., Ltd. (“**China IC Fund**”), China Integrated Circuit Industry Investment Fund (Phase II) Co., Ltd. (“**China IC Fund II**”), Shanghai Integrated Circuit Industry Investment Fund Co., Ltd.

* For identification purpose only

(“**Shanghai IC Fund**”) and Shanghai Integrated Circuit Industry Investment Fund (Phase II) Co., Ltd. (“**Shanghai IC Fund II**”) in relation to the proposed capital contribution (the “**Capital Contribution**”) to the registered capital of Semiconductor Manufacturing South China Corporation (“**SMSC**”), a copy of the New JV Agreement having been produced to the EGM marked “**A**” and signed by the chairman of the EGM for identification purpose, and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;

- (b) the capital contribution agreement dated 15 May 2020 (the “**New Capital Contribution Agreement**”) entered into among SMIC Holdings, China IC Fund, China IC Fund II, Shanghai IC Fund, Shanghai IC Fund II and SMSC in relation to the Capital Contribution to the registered capital of SMSC, a copy of the New Capital Contribution Agreement having been produced to the EGM marked “**B**” and signed by the chairman of the EGM for identification purpose, and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and
- (c) any director(s) of the Company be and is/are hereby authorised, for and on behalf of the Company, to enter into any agreement, deed or instrument and/or to execute and deliver all such documents and/or do all such acts on behalf of the Company as he/she may consider necessary, desirable or expedient for the purpose of, or in connection with (i) the implementations and completion of the New JV Agreement, the New Capital Contribution Agreement and transactions contemplated thereunder; and/or (ii) any amendment, variation or modification of the New JV Agreement, the New Capital Contribution Agreement and the transactions contemplated thereunder upon such terms and conditions as the board of directors of the Company may think fit.”

By Order of the Board

Semiconductor Manufacturing International Corporation

Gao Yonggang

Executive Director, Chief Financial Officer and Joint Company Secretary

Shanghai, 6 June 2020

Principal place of business:
18 Zhangjiang Road
PuDong New Area
Shanghai 201203
People's Republic of China

Registered office:
Cricket Square, Hutchins Drive
P.O. Box 2681
Grand Cayman, KY1-1111
Cayman Islands

As at the date of this announcement, the Board comprises four executive Directors, namely Dr. Zhou Zixue (Chairman), Dr. Zhao Haijun (Co-Chief Executive Officer), Dr. Liang Mong Song (Co-Chief Executive Officer) and Dr. Gao Yonggang (Chief Financial Officer and Joint Company Secretary); five non-executive Directors, namely Dr. Chen Shanzhi, Mr. Zhou Jie, Mr. Ren Kai, Mr. Lu Jun and Dr. Tong Guohua; and five independent non-executive Directors, namely Mr. William Tudor Brown, Dr. Cong Jingsheng Jason, Professor Lau Lawrence Juen- Yee, Mr. Fan Ren Da Anthony and Dr. Young Kwang Leei.

Notes:

1. A member entitled to attend and vote at the EGM convened by the above notice is entitled to appoint a proxy or, if such member is a holder of more than one share, more than one proxy to attend and vote instead of such member. Where a member appoints more than one proxy the instrument of proxy shall state which proxy is entitled to vote on a poll. A proxy need not be a member of the Company.
2. To be valid, a form of proxy must be delivered to the Company's share registrar, 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 meeting or adjourned meeting (or 24 hours before a poll is taken, if the poll is not taken on the same day as the meeting or adjourned meeting). If a form of proxy is signed under a power of attorney, the power of attorney or other authority relied on to sign it (or an office copy) must be delivered to the Company's share registrar with the form of proxy, except that the power of attorney which has already been registered with the Company need not be so delivered. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the EGM or any adjournment thereof should he so wish.
3. The register of members of the Company will be closed from Thursday, 18 June 2020 to Tuesday, 23 June 2020 (both days inclusive), during which period no transfer of shares in the Company will be registered. In order to qualify for attending and voting at the EGM, all transfers, accompanied by the relevant certificates, must be lodged with the share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by no later than 4:30 p.m. on Wednesday, 17 June 2020. All persons who are registered holders of the Shares on 23 June 2020, the record date for the EGM, will be entitled to attend and vote at the EGM.
4. Shareholders are advised to read the circular of the Company dated 6 June 2020 which contains information concerning the resolutions to be proposed at the EGM.

5. The voting at the meeting will be taken by a poll.
6. In the event that the containment of the novel coronavirus pneumonia pandemic is still ongoing at the time of the EGM, in order to cooperate with the prevention and control of the pandemic so as to safeguard the health and safety of the shareholders and the participants of the meeting, at the same time ensuring that the shareholders may exercise their respective shareholders' rights, the Company reminds the shareholders who choose to attend the meeting in person that they must comply with the relevant policies and requirements regarding the containment of novel coronavirus pneumonia pandemic. On the way to, from and at the venue of the EGM, please adopt proper personal preventive measures. Upon arrival at the venue of the EGM, please follow the arrangements and guidance of the staff and cooperate with the pandemic prevention and control requirements including, among others, attendee registration, temperature check and wearing of masks.