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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 2020 FOURTH  
EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the 2020 fourth extraordinary general meeting (the “**EGM**”) of Semiconductor Manufacturing International Corporation (the “**Company**”) will be held at 5 Floor SO1 Building, 18 Zhangjiang Road, Pu Dong New Area, Shanghai, People’s Republic of China on Tuesday, 23 June 2020 at 2:15 p.m. (or immediately after the conclusion or adjournment of the 2020 third extraordinary general meeting of the Company held at the same place on the same date at 2:00 p.m.) for the purpose of considering and, if thought fit, passing the following resolution (with or without modifications). Unless otherwise indicated, capitalised terms used herein shall have the same meanings as ascribed to them in the circular dated 6 June 2020 issued by the Company (the “**Circular**”).

**Ordinary Resolutions**

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

1. “**THAT:**

- (a) the subscription agreement dated 2 June 2020 (the “**CICT Subscription Agreement**”) and the deferred delivery agreement dated 2 June 2020 (the “**CICT Deferred Delivery Agreement**”, together with the CICT Subscription Agreement, the “**CICT Agreements**”), both entered into among the Company, China Information and Communication Technology Group Co., Ltd. (“**CICT**”), Haitong Securities Co., Ltd and China International Capital Corporation Limited, copies of which 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) subject to obtaining the necessary Regulatory Approvals, the Board be and is hereby authorised to utilise the Specific Mandate approved by the Shareholders on 1 June 2020 to the extent of allotting and issuing such number of RMB Shares to CICT in accordance with the terms of the CICT Agreements;
- (c) any director of the Company be and is hereby authorized, 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 CICT Agreements and their implementation and completion, and/or (ii) any amendment, variation or modification of the CICT Agreements and the transactions contemplated thereunder upon such terms and conditions as the board of directors of the Company may think fit.”

2. “**THAT:**

- (a) the subscription agreement dated 2 June 2020 (the “**Shanghai IC Fund Subscription Agreement**”) and the deferred delivery agreement dated 2 June 2020 (the “**Shanghai IC Fund Deferred Delivery Agreement**”, together with the Shanghai IC Fund Subscription Agreement, the “**Shanghai IC Fund Agreements**”), both entered into among the Company, 上海集成電路產業投資基金股份有限公司 (Shanghai Integrated Circuit Industry Investment Fund\*) (“**Shanghai IC Fund**”), Haitong Securities Co., Ltd and China International Capital Corporation Limited, copies of which 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;
- (b) subject to obtaining the necessary Regulatory Approvals, the Board be and is hereby authorised to utilise the Specific Mandate approved by the Shareholders on 1 June 2020 to the extent of allotting and issuing such number of RMB Shares to Shanghai IC Fund in accordance with the terms of the Shanghai IC Fund Agreements;
- (c) any director of the Company be and is hereby authorized, 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 Shanghai IC Fund Agreements and their implementation

and completion, and/or (ii) any amendment, variation or modification of the Shanghai IC Fund Agreements 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, PRC, 6 June 2020

*Principal place of business:*

18 Zhangjiang Road  
Pu Dong 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); 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.*

*\* For identification purpose only*

*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 and in such event, the proxy shall be deemed to be revoked.

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 properly completed transfer forms, accompanied by the relevant share 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 which contains information concerning the resolution to be proposed at the EGM.
5. The voting at the EGM 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.