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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 FIFTH
EXTRAORDINARY GENERAL MEETING**

NOTICE IS HEREBY GIVEN THAT the 2020 fifth extraordinary general meeting (“EGM”) of Semiconductor Manufacturing International Corporation (the “**Company**”) will be held at Evergreen Laurel Hotel Shanghai at Conference Hall on the 2nd Floor, 1136 Zuchongzhi Road, Pu Dong New Area, Shanghai, People’s Republic of China on 15 December 2020 at 2:00 p.m. for the purpose of transacting the following businesses:

RESOLUTIONS

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

1. “**THAT:**

- (a) the framework agreement dated 2 September 2020 (the “**SMNC Framework Agreement**”) entered into between the Company (on behalf of itself and its subsidiaries (other than Semiconductor Manufacturing North China (Beijing) Corporation (“**SMNC**”) and its subsidiaries)) and SMNC (on behalf of itself and its subsidiaries), a copy 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) the SMNC Framework Agreement Annual Caps for each of the years ending 31 December 2021, 2022 and 2023 be and are hereby approved and confirmed; and

* *For identification purpose only*

- (c) any director(s) of the Company be and is 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 SMNC Framework Agreement and the transactions contemplated thereunder and/or (ii) any amendment, variation or modification of the SMNC Framework Agreement 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 amendment agreement dated 31 August 2020 (the **“Amendment Agreement”**) entered into between the Company (on behalf of itself and its subsidiaries (other than Semiconductor Manufacturing South China Corporation (**“SMSC”**))) and SMSC, a copy 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) the SMSC Framework Agreement Revised Annual Caps for the each of the years ending 31 December 2020 and 2021 be and are hereby approved and confirmed; and
- (c) any director(s) of the Company be and is 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 implementation and completion of the Amendment Agreement and the transactions contemplated thereunder, and/or (ii) any amendment, variation or modification of the Amendment Agreement and the transactions contemplated thereunder upon such terms and conditions as the board of directors of the Company may think fit.”

3. **“THAT:**

- (a) the centralised fund management agreement dated 31 August 2020 (the **“Centralised Fund Management Agreement”**) entered into among the Company, Semiconductor Manufacturing International (Beijing) Corporation and Semiconductor Manufacturing South China Corporation, a copy of which having been produced to the EGM marked **“C”** 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 Centralised Fund Management Agreement Annual Caps for each of the years ending 31 December 2021, 2022 and 2023 be and are hereby approved and confirmed; and
- (c) any director(s) of the Company be and is 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 implementation and completion of the Centralised Fund Management Agreement and the transactions contemplated thereunder, and/or (ii) any amendment, variation or modification of the Centralised Fund Management Agreement and the transactions contemplated thereunder upon such terms and conditions as the board of directors of the Company may think fit.”

4. “**THAT:**

- (a) the framework agreement dated 4 September 2020 entered into between the Company (on behalf of itself and entities within the scope of its consolidated accounting statements) and Sino IC Leasing Co., Ltd. (on behalf of itself and its subsidiaries) in relation to the provision of finance related services and other related services (the “**Sino IC Leasing Framework Agreement**”), a copy of which having been produced to the EGM marked “**D**” and signed by the chairman of the EGM for identification purpose, and the transactions contemplated thereby be and are hereby approved, confirmed and ratified;
- (b) the Sino IC Leasing Framework Agreement Annual Caps for each of the years ending 31 December 2021, 2022, 2023, 2024 and 2025 be and are hereby approved and confirmed; and
- (c) any director(s) of the Company be and is 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 implementation and completion of the Sino IC Leasing Framework Agreement and the transactions contemplated thereunder, and/or (ii) any amendment, variation or modification of the Sino IC Leasing Framework Agreement and the transactions contemplated thereunder upon such terms and conditions as the board of directors of the Company may think fit.”

5. **“THAT:**

- (a) the proposed grant of 259,808 restricted share units (“**RSU(s)**”) to Dr. Zhou Zixue, an executive director of the Company, in accordance with the terms of the 2014 Equity Incentive Plan, and subject to all applicable laws, rules, regulations and the other applicable documents, be and is hereby approved and confirmed; and
- (b) any director(s) of the Company be and is hereby authorised to exercise the powers of the Company to allot and issue the shares of the Company pursuant to the proposed RSU grant under the specific mandate granted to the Directors by the Shareholders at the annual general meeting of the Company held on 13 June 2013 in accordance with the terms of the 2014 Equity Incentive Plan 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 the implementation and completion of the transactions contemplated pursuant to the proposed RSU grant.”

6. **“THAT:**

- (a) the proposed grant of 86,603 RSUs to Dr. Zhao Haijun, an executive director of the Company, in accordance with the terms of the 2014 Equity Incentive Plan, and subject to all applicable laws, rules, regulations and the other applicable documents, be and is hereby approved and confirmed; and
- (b) any director(s) of the Company be and is hereby authorised to exercise the powers of the Company to allot and issue the shares of the Company pursuant to the proposed RSU grant under the specific mandate granted to the Directors by the Shareholders at the annual general meeting of the Company held on 13 June 2013 in accordance with the terms of the 2014 Equity Incentive Plan 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 the implementation and completion of the transactions contemplated pursuant to the proposed RSU grant.”

7. **“THAT:**

- (a) the proposed grant of 259,808 RSUs to Dr. Liang Mong Song, an executive director of the Company, in accordance with the terms of the 2014 Equity Incentive Plan, and subject to all applicable laws, rules, regulations and the other applicable documents, be and is hereby approved and confirmed; and

- (b) any director(s) of the Company be and is hereby authorised to exercise the powers of the Company to allot and issue the shares of the Company pursuant to the proposed RSU grant under the specific mandate granted to the Directors by the Shareholders at the annual general meeting of the Company held on 13 June 2013 in accordance with the terms of the 2014 Equity Incentive Plan 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 the implementation and completion of the transactions contemplated pursuant to the proposed RSU grant.”

8. **“THAT:**

- (a) the proposed grant of 231,300 RSUs to Dr. Gao Yonggang, an executive director of the Company, in accordance with the terms of the 2014 Equity Incentive Plan, and subject to all applicable laws, rules, regulations and the other applicable documents, be and is hereby approved and confirmed; and
- (b) any director(s) of the Company be and is hereby authorised to exercise the powers of the Company to allot and issue the shares of the Company pursuant to the proposed RSU grant under the specific mandate granted to the Directors by the Shareholders at the annual general meeting of the Company held on 13 June 2013 in accordance with the terms of the 2014 Equity Incentive Plan 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 the implementation and completion of the transactions contemplated pursuant to the proposed RSU grant.”

9. **“THAT:**

- (a) the proposed grant of 62,500 RSUs to Dr. Chen Shanzhi, a non-executive director of the Company, in accordance with the terms of the 2014 Equity Incentive Plan, and subject to all applicable laws, rules, regulations and the other applicable documents, be and is hereby approved and confirmed; and
- (b) any director(s) of the Company be and is hereby authorised to exercise the powers of the Company to allot and issue the shares of the Company pursuant to the proposed RSU grant under the specific mandate granted to the Directors by the Shareholders at the annual general meeting of the Company held on 13 June 2013 in accordance with the terms of the 2014 Equity Incentive Plan 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 the implementation and completion of the transactions contemplated pursuant to the proposed RSU grant.”

10. **“THAT:**

- (a) the proposed grant of 62,500 RSUs to Mr. William Tudor Brown, an independent non-executive director of the Company, in accordance with the terms of the 2014 Equity Incentive Plan, and subject to all applicable laws, rules, regulations and the other applicable documents, be and is hereby approved and confirmed; and
- (b) any director(s) of the Company be and is hereby authorised to exercise the powers of the Company to allot and issue the shares of the Company pursuant to the proposed RSU grant under the specific mandate granted to the Directors by the Shareholders at the annual general meeting of the Company held on 13 June 2013 in accordance with the terms of the 2014 Equity Incentive Plan 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 the implementation and completion of the transactions contemplated pursuant to the proposed RSU grant.”

11. **“THAT:**

- (a) the proposed grant of 54,966 RSUs to Dr. Tong Guohua, a non-executive director of the Company, in accordance with the terms of the 2014 Equity Incentive Plan, and subject to all applicable laws, rules, regulations and the other applicable documents, be and is hereby approved and confirmed; and
- (b) any director(s) of the Company be and is hereby authorised to exercise the powers of the Company to allot and issue the shares of the Company pursuant to the proposed RSU grant under the specific mandate granted to the Directors by the Shareholders at the annual general meeting of the Company held on 13 June 2013 in accordance with the terms of the 2014 Equity Incentive Plan 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 the implementation and completion of the transactions contemplated pursuant to the proposed RSU grant.”

12. **“THAT:**

- (a) the proposed grant of 54,966 RSUs to Dr. Cong Jingsheng Jason, an independent non-executive director of the Company, in accordance with the terms of the 2014 Equity Incentive Plan, and subject to all applicable laws, rules, regulations and the other applicable documents, be and is hereby approved and confirmed; and

- (b) any director(s) of the Company be and is hereby authorised to exercise the powers of the Company to allot and issue the shares of the Company pursuant to the proposed RSU grant under the specific mandate granted to the Directors by the Shareholders at the annual general meeting of the Company held on 13 June 2013 in accordance with the terms of the 2014 Equity Incentive Plan 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 the implementation and completion of the transactions contemplated pursuant to the proposed RSU grant.”

By Order of the Board
Semiconductor Manufacturing International Corporation
Gao Yonggang

Executive Director, Chief Financial Officer and Joint Company Secretary

Shanghai, PRC, 20 October 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 KY 1-1111

As at the date of this notice, 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.

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 branch 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 branch 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. For holders of Shares listed on the Stock Exchange, the register of members of the Company will be closed from 10 December 2020 to 15 December 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 branch 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 9 December 2020. All persons who are registered holders of the Shares listed on the Stock Exchange on 15 December 2020, the record date for the EGM, will be entitled to attend and vote at the EGM. Further announcement will be made by the Company on the website of the SSE regarding the record date and arrangements for holders of Shares listed on the Science and Technology Innovation Board of the SSE and traded in RMB who are entitled to attend the EGM.
4. Shareholders are advised to read the circular of the Company dated 20 October 2020 (the “**Circular**”) which contains information concerning the resolutions to be proposed at the EGM. Unless otherwise indicated, capitalised terms used in this notice shall have the same meanings as ascribed to them in the Circular.
5. The voting at the EGM will be taken by a poll.