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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: 00981)

**POLL RESULTS OF THE 2020 FIFTH EXTRAORDINARY GENERAL MEETING
HELD ON 15 DECEMBER 2020**

The Company announces that the proposed resolutions set out in the notice of the 2020 Fifth EGM were duly passed by the Independent Shareholders by way of poll at the 2020 Fifth EGM held on 15 December 2020.

Reference is made to the circular of the Company dated 20 October 2020 (the “**Circular**”) in relation to, among other things, the following:

- (1) the SMNC Framework Agreement (including the SMNC Framework Agreement CCT and the SMNC Framework Agreement Annual Caps);
- (2) the revision of the SMSC Framework Agreement Existing Annual Caps;
- (3) the Centralised Fund Management Agreement (including the Centralised Fund Management Agreement CCT and the Centralised Fund Management Agreement Annual Caps);
- (4) the Sino IC Leasing Framework Agreement (including the Sino IC Leasing Framework Agreement CCT and the Sino IC Leasing Framework Agreement Annual Caps);
- (5) the Proposed RSU Grants; and
- (6) the notice of the 2020 fifth extraordinary general meeting of the Company (the “**2020 Fifth EGM**”).

Unless otherwise specified, capitalised terms used herein shall have the same meanings as defined in the Circular.

POLL RESULTS OF THE 2020 FIFTH EGM

The Company announces that the proposed resolutions set out in the notice of the 2020 Fifth EGM contained in the Circular were duly passed by the Independent Shareholders by way of poll at the 2020 Fifth EGM held on 15 December 2020.

As at the date of the 2020 Fifth EGM, the total number of Shares in issue was 7,700,203,137 Shares (including 5,761,740,137 Shares listed on the Stock Exchange (“**HK share**”) and 1,938,463,000 Shares listed on the Science and Technology Innovation Board of the SSE (“**RMB share**”), which are subscribed for in RMB by investors in the PRC).

As at the date of the 2020 Fifth EGM:

Number of shareholders and authorized proxies attending the 2020 Fifth EGM	62
including: number of RMB shareholders	61
number of HK shareholders	1
Total number of shares with voting rights held by shareholders attending the 2020 Fifth EGM	2,584,000,182
including: total number of shares held by RMB share holders	318,119,000
total number of shares held by HK share holders	2,265,881,182
Percentage of total shares with voting rights held by shareholders attending the 2020 Fifth EGM (%)	33.557559
including: percentage of total shares held by RMB shareholders (%)	4.131307
percentage of total shares held by HK shareholders (%)	29.426252

- (1) the total number of Shares entitling the holders to attend and vote for or against the ordinary resolution numbered 1 at the 2020 Fifth EGM was 7,078,148,236 Shares;
- (2) the total number of Shares entitling the holders to attend and vote for or against the ordinary resolutions numbered 2 and numbered 3 at the 2020 Fifth EGM was 6,932,481,814 Shares;
- (3) the total number of Shares entitling the holders to attend and vote for or against the ordinary resolution numbered 4 at the 2020 Fifth EGM was 7,078,148,236 Shares;
- (4) the total number of Shares entitling the holders to attend and vote for or against the ordinary resolutions numbered 5, and numbered 7 to numbered 12 at the 2020 Fifth EGM was 7,700,203,137 Shares;
- (5) the total number of Shares entitling the holders to attend and vote for or against the ordinary resolution numbered 6 at the 2020 Fifth EGM was 7,700,202,974 Shares;
- (6) the number of Shares entitling the holders to attend the 2020 Fifth EGM and abstain from voting in favour of the proposed resolutions as set out in rule 13.40 of the Hong Kong Listing Rules at the 2020 Fifth EGM was nil; and
- (7) there were no Shares entitling the holders to attend and vote only against the resolution at the 2020 Fifth EGM.

As set out in the Circular and in accordance with the Hong Kong Listing Rules, as China IC Fund is a connected person of the Company, its wholly-owned subsidiary Xinxin (Hongkong) Capital Co., Limited and its other associates (as defined in the Hong Kong Listing Rules), holding 622,054,901 Shares, representing approximately 8.08% of the total issued share capital of the Company as at the date of the 2020 Fifth EGM, were required to abstain from voting ordinary resolutions numbered 1, 2, 3 and 4 to approve the SMNC Framework Agreement (including the SMNC Framework Agreement CCT and the SMNC Framework Agreement Annual Caps), the Amendment Agreement (including the SMSC Framework Agreement Revised Annual Caps), the Centralised Fund Management Agreement (including the Centralised Fund Management Agreement CCT and the Centralised Fund Management Agreement Annual Caps), the Sino IC Leasing Framework Agreement (including the Sino IC Leasing Framework Agreement CCT and the Sino IC Leasing Framework Agreement Annual Caps), respectively.

As set out in the Circular and in accordance with the Hong Kong Listing Rules, as China IC Fund II and Shanghai IC Fund are connected persons of the Company and each of China IC Fund II and Shanghai IC Fund holds 127,458,120 Shares and 18,208,302 Shares, representing approximately 1.66% and 0.24% of the total issued share capital of the Company as at the date of the 2020 Fifth EGM, respectively, China IC Fund II and Shanghai IC Fund and their associates were also required to abstain from voting on the ordinary resolutions numbered 2 and 3 to approve the Amendment Agreement (including the SMSC Framework Agreement Revised Annual Caps) and the Centralised Fund Management Agreement (including the Centralised Fund Management Agreement CCT and the Centralised Fund Management Agreement Annual Caps), respectively.

As set out in the Circular and in accordance with the Hong Kong Listing Rules, each of Dr. Zhou, Dr. Zhao, Dr. Liang, Dr. Gao, Dr. Chen, Mr. Brown, Dr. Tong and Dr. Cong and their associates are required to abstain from voting on the ordinary resolutions numbered 5, 6, 7, 8, 9, 10, 11 and 12, respectively, to approve the Proposed RSU Grants to Dr. Zhou, Dr. Zhao, Dr. Liang, Dr. Gao, Dr. Chen, Mr. Brown, Dr. Tong and Dr. Cong (as the case may be).

As at the date of the 2020 Fifth EGM, Dr. Zhao held 163 Shares, representing approximately 0.000002% of the total issued share capital of the Company. As at the date of the 2020 Fifth EGM, neither Dr. Zhou, Dr. Liang, Dr. Gao, Dr. Chen, Mr. Brown, Dr. Tong, Dr. Cong nor their associates hold any Shares.

The Company confirms that each of China IC Fund, its wholly-owned subsidiary Xinxin (Hongkong) Capital Co., Limited, China IC Fund II, Shanghai IC Fund, Dr. Zhou, Dr. Zhao, Dr. Liang, Dr. Gao, Dr. Chen, Mr. Brown, Dr. Tong and Dr. Cong and their respective associates had abstained from voting at the 2020 Fifth EGM pursuant to the aforesaid arrangements.

The number of Shares represented by votes for and against the respective resolutions at the 2020 Fifth EGM was as follows:

ORDINARY RESOLUTIONS*		No. of Votes (%)		
		FOR	AGAINST	ABSTAIN
1.	To approve the framework agreement dated 2 September 2020 entered into between the Company and Semiconductor Manufacturing North China (Beijing) Corporation, and the SMNC Framework Agreement Annual Caps for each of the years ending 31 December 2021, 2022 and 2023.	1,559,540,517 79.489501%	401,975,665 20.488628%	429,100 0.021871%
		As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed.		
2.	To approve the amendment agreement dated 31 August 2020 entered into between the Company and Semiconductor Manufacturing South China Corporation, and the SMSC Framework Agreement Revised Annual Caps for the each of the years ending 31 December 2020 and 2021.	1,833,998,551 99.973365 %	59,510 0.003244%	429,100 0.023391%
		As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed.		
3.	To approve the centralised fund management agreement dated 31 August 2020 entered into among the Company, Semiconductor Manufacturing International (Beijing) Corporation and Semiconductor Manufacturing South China Corporation, and the Centralised Fund Management Agreement Annual Caps for each of the years ending 31 December 2021, 2022 and 2023.	1,580,546,561 86.157407%	253,511,300 13.819191%	429,300 0.023402%
		As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed.		
4.	To approve the framework agreement dated 4 September 2020 entered into between the Company and Sino IC Leasing Co., Ltd., and the Sino IC Leasing Framework Agreement Annual Caps for each of the years ending 31 December 2021, 2022, 2023, 2024 and 2025.	1,961,458,868 99.975208%	57,113 0.002911%	429,300 0.021881%
		As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed.		

5.	To approve the proposed grant of 259,808 restricted share units to Dr. Zhou Zixue, an executive director of the Company, in accordance with the terms of the 2014 Equity Incentive Plan.	2,334,192,004 90.332502%	249,231,007 9.645162%	577,171 0.022336%
As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed.				
6.	To approve the proposed grant of 86,603 restricted share units to Dr. Zhao Haijun, an executive director of the Company, in accordance with the terms of the 2014 Equity Incentive Plan.	2,334,192,304 90.332513%	249,230,707 9.645151%	577,171 0.022336%
As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed.				
7.	To approve the proposed grant of 259,808 restricted share units to Dr. Liang Mong Song, an executive director of the Company, in accordance with the terms of the 2014 Equity Incentive Plan.	2,334,192,304 90.332513%	249,230,707 9.645151%	577,171 0.022336%
As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed.				
8.	To approve the proposed grant of 231,300 restricted share units to Dr. Gao Yonggang, an executive director of the Company, in accordance with the terms of the 2014 Equity Incentive Plan.	2,334,192,304 90.332513%	249,230,707 9.645151%	577,171 0.022336%
As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed.				
9.	To approve the proposed grant of 62,500 restricted share units to Dr. Chen Shanzhi, a non-executive director of the Company, in accordance with the terms of the 2014 Equity Incentive Plan.	2,334,192,304 90.332513%	249,230,707 9.645151%	577,171 0.022336%
As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed.				
10.	To approve the proposed grant of 62,500 restricted share units to Mr. William Tudor Brown, an independent non-executive director of the Company, in accordance with the terms of the 2014 Equity Incentive Plan.	2,334,188,324 90.332359%	249,234,687 9.645305%	577,171 0.022336%
As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed.				
11.	To approve the proposed grant of 54,966 restricted share units to Dr. Tong Guohua, a non-executive director of the Company, in accordance with the terms of the 2014 Equity Incentive Plan.	2,334,188,324 90.332359%	249,234,687 9.645305%	577,171 0.022336%
As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed.				
12.	To approve the proposed grant of 54,966 restricted share units to Dr. Cong Jingsheng Jason, an independent non-executive director of the Company, in accordance with the terms of the 2014 Equity Incentive Plan.	2,334,188,324 90.332359%	249,234,687 9.645305%	577,171 0.022336%
As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed.				

** The full text of the resolutions above is set out in the Notice of the 2020 Fifth EGM contained in the Circular.*

Computershare Hong Kong Investor Services Limited, Hong Kong share registrar of the Company, acted as the scrutineer for the vote-taking at the 2020 Fifth EGM. The work performed by Computershare Hong Kong Investors Services Limited did not include provision of any assurance or advice on matters of legal interpretation or legal entitlement to vote.

By order of the Board
Semiconductor Manufacturing International Corporation
Gao Yonggang
Executive Director, Chief Financial Officer and Company Secretary

Shanghai, PRC
15 December 2020

As at the date of this announcement, the directors of the Company are:

Executive Directors

ZHOU Zixue (*Chairman*)
CHIANG Shang-Yi (*Vice Chairman*)
ZHAO Haijun (*Co-Chief Executive Officer*)
LIANG Mong Song (*Co-Chief Executive Officer*)
GAO Yonggang (*Chief Financial Officer and Company Secretary*)

Non-executive Directors

CHEN Shanzhi
ZHOU Jie
REN Kai
LU Jun
TONG Guohua

Independent Non-executive Directors

William Tudor BROWN
CONG Jingsheng Jason
LAU Lawrence Juen-Yee
FAN Ren Da Anthony
YOUNG Kwang Leei

** For identification purposes only*