

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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)

**DISCLOSEABLE AND CONNECTED TRANSACTION IN RELATION TO
THE ENTRY OF THE NEW SHENZHEN JOINT VENTURE AGREEMENT**

THE ENTRY OF THE NEW SHENZHEN JOINT VENTURE AGREEMENT

Reference is made to the announcement of the Company dated 17 March 2021 in respect of the disclosure of the inside information regarding the entering into of the Cooperation Framework Agreement between the Company and Shenzhen Government pursuant to which the Company and Shenzhen Government (through Shenzhen Major) intended to jointly make capital contribution in SMIC Shenzhen for the development of the Shenzhen Project.

On 27 August 2021, SMIC Holdings (a wholly-owned subsidiary of the Company), SMIC Investment (a wholly-owned subsidiary of the Company) and Shenzhen Major entered into the Shenzhen Joint Venture Agreement, pursuant to which, among others, (i) the parties had agreed that the registered capital of SMIC Shenzhen shall be increased to US\$2,415 million, of which, SMIC Holdings, SMIC Investment and Shenzhen Major agreed to subscribe for capital contribution of US\$1,732.55 million, US\$127 million and US\$555.45 million, respectively, representing 71.74%, 5.26% and 23.00% of the enlarged registered capital of SMIC Shenzhen, respectively, and the Company indirectly held an aggregate of 77.00% equity interests in SMIC Shenzhen through its wholly-owned subsidiaries, SMIC Holdings and SMIC Investment; and (ii) SMIC Holdings has the right to transfer the subscribed capital contribution of US\$531.3 million, representing 22.00% equity interests in SMIC Shenzhen.

On 23 November 2021, the parties to the Shenzhen Joint Venture Agreement and China IC Fund II had entered into the New Shenzhen Joint Venture Agreement, pursuant to which, among others, SMIC Holdings agreed to transfer to China IC Fund II the capital contribution of US\$531.3 million (representing 22.00% equity interests in SMIC Shenzhen) which has been subscribed by SMIC Holdings under the Shenzhen Joint Venture Agreement but not paid up and China IC Fund II shall be responsible for the relevant capital contribution. Upon completion of the Transfer, (i) the registered capital of SMIC Shenzhen will remain unchanged at US\$2,415 million; (ii) the equity interests in SMIC Shenzhen indirectly held by the Company, through its wholly-owned subsidiaries, SMIC Holdings and SMIC Investment, will be reduced from 77.00% to 55.00%; and (iii) SMIC Shenzhen will be owned as to 49.74%, 5.26%, 23.00% and 22.00% by SMIC Holdings, SMIC Investment, Shenzhen Major and China IC Fund II, respectively.

IMPLICATIONS UNDER THE HONG KONG LISTING RULES

As (i) China IC Fund II holds 23.077% equity interests in SMSC, which is regarded as a subsidiary of the Company since SMIC Holdings is entitled to appoint the majority of the directors in SMSC's board of directors and those directors can veto certain material matters discussed in the board meeting of SMSC at its sole discretion; and (ii) China IC Fund II respectively holds 24.49% and 16.77% in SMBC and SMOC, each a subsidiary of the Company, thus China IC Fund II is a connected person of the Company at the subsidiary level by way of being a substantial shareholder (as defined in the Hong Kong Listing Rules) of SMSC, SMBC and SMOC, respectively. Accordingly, the transaction contemplated under the New Shenzhen Joint Venture Agreement constitutes a connected transaction of the Company under Chapter 14A of the Hong Kong Listing Rules.

As the Transfer and the formation of each of SMBC and SMOC are all entered into with China IC Fund II and within a 12-month period, the transactions contemplated under the New Shenzhen Joint Venture Agreement, the SMBC Joint Venture Agreement and the Lin-Gang Joint Venture Agreement are aggregated as one transaction under Rules 14.22 and 14A.81 of the Hong Kong Listing Rules. As certain of the applicable percentage ratios stipulated under Rule 14.07 of the Hong Kong Listing Rules in respect of the New Shenzhen Joint Venture Agreement, the SMBC Joint Venture Agreement and the Lin-Gang Joint Venture Agreement exceed 5% but are less than 25%, the New Shenzhen Joint Venture Agreement, the SMBC Joint Venture Agreement and the Lin-Gang Joint Venture Agreement constitute a discloseable transaction under Chapter 14 of the Hong Kong Listing Rules.

As (i) the Board has approved the New Shenzhen Joint Venture Agreement and the transaction contemplated thereunder; and (ii) the Board (including the independent non-executive Directors) has confirmed that the terms of the New Shenzhen Joint Venture Agreement and the transaction contemplated thereunder are fair and reasonable, on normal commercial terms and in the interests of the Company and its shareholders as a whole, the Company, in relation to the New Shenzhen Joint Venture Agreement, is only subject to reporting and announcement requirements, but is exempted from the circular, independent financial advice and independent shareholders' approval requirements pursuant to Rule 14A.101 of the Hong Kong Listing Rules.

THE ENTRY OF THE NEW SHENZHEN JOINT VENTURE AGREEMENT

Reference is made to the announcement of the Company dated 17 March 2021 in respect of the disclosure of the inside information regarding the entering into of the Cooperation Framework Agreement between the Company and Shenzhen Government pursuant to which the Company and Shenzhen Government (through Shenzhen Major) intended to jointly make capital contribution in SMIC Shenzhen for the development of the Shenzhen Project.

On 27 August 2021, SMIC Holdings (a wholly-owned subsidiary of the Company), SMIC Investment (a wholly-owned subsidiary of the Company) and Shenzhen Major entered into the Shenzhen Joint Venture Agreement, pursuant to which, among others, (i) the parties had agreed that the registered capital of SMIC Shenzhen shall be increased to US\$2,415 million, of which, SMIC Holdings, SMIC Investment and Shenzhen Major agreed to subscribe for capital contribution of US\$1,732.55 million, US\$127 million and US\$555.45 million, respectively, representing 71.74%, 5.26% and 23.00% of the enlarged registered capital of SMIC Shenzhen, respectively, and the Company indirectly held an

aggregate of 77.00% equity interests in SMIC Shenzhen through its wholly-owned subsidiaries, SMIC Holdings and SMIC Investment; and (ii) SMIC Holdings has the right to transfer the subscribed capital contribution of US\$531.3 million, representing 22.00% equity interests in SMIC Shenzhen.

On 23 November 2021, the parties to the Shenzhen Joint Venture Agreement and China IC Fund II had entered into the New Shenzhen Joint Venture Agreement, pursuant to which, among others, SMIC Holdings agreed to transfer to China IC Fund II the capital contribution of US\$531.3 million (representing 22.00% equity interests in SMIC Shenzhen) which has been subscribed by SMIC Holdings under the Shenzhen Joint Venture Agreement but not paid up and China IC Fund II shall be responsible for the relevant capital contribution. As SMIC Holdings had not paid up the relevant equity interests and therefore no consideration is received from China IC Fund II under the Transfer. Upon completion of the Transfer, (i) the registered capital of SMIC Shenzhen will remain unchanged at US\$2,415 million; (ii) the equity interests in SMIC Shenzhen indirectly held by the Company, through its wholly-owned subsidiaries, SMIC Holdings and SMIC Investment, will be reduced from 77.00% to 55.00%; and (iii) SMIC Shenzhen will be owned as to 49.74%, 5.26%, 23.00% and 22.00% by SMIC Holdings, SMIC Investment, Shenzhen Major and China IC Fund II, respectively.

THE NEW SHENZHEN JOINT VENTURE AGREEMENT

The principal terms of the New Shenzhen Joint Venture Agreement are set out as follows:

Date

23 November 2021

Parties

- (a) SMIC Holdings;
- (b) SMIC Investment;
- (c) Shenzhen Major; and
- (d) China IC Fund II.

To the best of the Directors' knowledge, information and belief and having made all reasonable enquiry, save for China IC Fund II as disclosed in this announcement and the 9.69% equity interests held by Shenzhen Major in Sino IC Leasing, an associated company of the Company, Shenzhen Major and its ultimate beneficial owner are third parties independent of the Company and its connected persons (as defined in the Hong Kong Listing Rules).

Scope of Business

The business scope of SMIC Shenzhen includes manufacturing, probing and testing, and test packaging of semiconductor (silicon and various compound semiconductors) integrated circuit chip; development, design and technical services related to integrated circuits; sales, import and export of self-produced products.

Registered Capital and Capital Commitment

As at the date of this announcement, the registered capital of SMIC Shenzhen is US\$2,415 million.

The capital commitment of each shareholder of SMIC Shenzhen and the proportion in the registered capital of SMIC Shenzhen as at the date of this announcement and upon completion of the Transfer are set out as follows:

As at the date of this announcement

Shareholders	Capital commitment	Shareholding
SMIC Holdings	US\$1,732.55 million	71.74%
SMIC Investment	US\$127 million	5.26%
Shenzhen Major	US\$555.45 million	23.00%
Total	US\$2,415 million	100.00%

Upon completion of the Transfer

Shareholders	Capital commitment	Shareholding
SMIC Holdings	US\$1,201.25 million	49.74%
SMIC Investment	US\$127 million	5.26%
Shenzhen Major	US\$555.45 million	23.00%
China IC Fund II	US\$531.3 million	22.00%
Total	US\$2,415 million	100.00%

With the approval of the board of directors of SMIC Shenzhen, SMIC Shenzhen may raise funds in respect of the difference between the total investment and its registered capital from banks or other financial or non-financial institutions within the PRC and abroad or from parties to the New Shenzhen Joint Venture Agreement. SMIC Shenzhen may mortgage or pledge its assets for the purpose of raising and obtaining the aforesaid funds with the approval of the board of directors of SMIC Shenzhen.

Each shareholder of SMIC Shenzhen is required to paid up its capital contribution according to the following schedule:

Shareholders	Amount of capital contribution paid up as at the date of this announcement (US\$, million)	Amount of capital contribution to be paid up by 31 December 2021 (US\$, million)	Amount of capital contribution to be paid up by 31 December 2022 (US\$, million)	Amount of capital contribution to be paid up by 31 December 2023 (US\$, million)	Amount of total capital contribution (US\$, million)
SMIC Holdings	1,064.30	–	91.30	45.65	1,201.25
SMIC Investment	127.00	–	–	–	127.00
Shenzhen Major	222.18	–	222.18	111.09	555.45
China IC Fund II	–	212.52	212.52	106.26	531.30
Total	1,413.48	212.52	526.00	263.00	2,415.00

The amount of the contribution paid up in each phase shall not be higher than the amount of the contribution in the corresponding period as agreed under the New Shenzhen Joint Venture Agreement. If any of the parties fails to fulfill its obligation to pay its capital contribution as agreed, the other parties shall be entitled to refuse to pay their capital contribution.

Composition of the Board of SMIC Shenzhen

The board of SMIC Shenzhen comprised nine directors, with five directors nominated by SMIC Holdings, two directors nominated by Shenzhen Major and two directors nominated by China IC Fund II. The directors shall be elected by the shareholders' general meeting. The chairman of the board of SMIC Shenzhen shall be nominated by SMIC Holdings and elected by a majority of all the directors.

Composition of the Supervisory Committee of SMIC Shenzhen

The supervisory committee of SMIC Shenzhen comprises three supervisors, with one supervisor nominated by Shenzhen Major and elected by the shareholders' general meeting, one supervisor nominated by China IC Fund II and elected by the shareholders' general meeting, and one employee representative supervisor elected by the meeting of employee representatives. The chairman of the supervisory committee shall be nominated by China IC Fund II and elected by a majority of all the supervisors.

Restriction on Transfer

On the premise that SMIC Holdings and SMIC Investment effectively control SMIC Shenzhen and collectively remains as the largest shareholder of SMIC Shenzhen, all parties to the New Shenzhen Joint Venture Agreement may transfer all or part of the equity interests in SMIC Shenzhen to each other. Unless otherwise agreed under the New Shenzhen Joint Venture Agreement, if a party proposes to transfer any of its equity interests in SMIC Shenzhen to a third party entity, the other parties shall have the right of first refusal to purchase all of such equity interests at a price, on terms and conditions no less favourable than those offered to such third party entity.

On the premise that SMIC Holdings or SMIC Investment remains as the shareholders of SMIC Shenzhen, without the consent of SMIC Holdings or SMIC Investment, the proposed transferee of the equity transfer made by China IC Fund II and Shenzhen Major pursuant to the above provision shall not be a competing entity of the Company and its controlled affiliates (i.e. the top ten semiconductor manufacturing entities for the latest year in terms of revenue generated globally according to the relevant semiconductor advisory services firms and the top ten semiconductor manufacturing entities in terms of revenue generated in the PRC according to the China Semiconductor Industry Association for the latest year) or a related party of the aforesaid competing entity.

Other Terms

To the extent that SMIC Holdings and SMIC Investment collectively remain as the largest shareholder of SMIC Shenzhen with an aggregate equity interests of not less than 30% and have effective control over SMIC Shenzhen, SMIC Holdings and SMIC Investment collectively agree and warrant that the Company or/and its designated affiliates agree to license to SMIC Shenzhen the process and manufacturing technologies that the aforesaid companies own or have been legally authorized to use, including but not limited to technologies of 28 nanometers and above. Such licensing arrangements are to be agreed between the Company and its designated affiliates and SMIC Shenzhen in a separate license agreement after the date of the New Shenzhen Joint Venture Agreement.

The term of SMIC Shenzhen shall be 50 years from the date of its establishment and the remaining term of SMIC Shenzhen is also the term of the New Shenzhen Joint Venture Agreement. The term may be extended subject to the unanimous agreement of the parties to the New Shenzhen Joint Venture Agreement.

The terms of the parties under the New Shenzhen Joint Venture Agreement are subject to compliance with applicable laws (including requirements of regulatory authorities (including but not limited to the Hong Kong Stock Exchange and the SSE)).

REASONS FOR AND BENEFITS FOR THE ENTERING INTO OF THE NEW SHENZHEN JOINT VENTURE AGREEMENT

Through the entering into of the New Shenzhen Joint Venture Agreement, it is conducive to further optimizing SMIC Shenzhen's shareholding structure and consolidating the parties' advantageous resources, so as to lay a solid foundation for accelerating business development of SMIC Shenzhen, which in turn promote the Company's sustainable development.

The Board (including the independent non-executive Directors) considers that the terms of the New Shenzhen Joint Venture Agreement are fair and reasonable, and the entering into of the New Shenzhen Joint Venture Agreement and the transactions contemplated thereunder are on normal commercial terms, in the ordinary and usual course of business of the Company and in the interests of the Company and its shareholders as a whole.

IMPLICATIONS UNDER THE HONG KONG LISTING RULES

As (i) China IC Fund II holds 23.077% equity interests in SMSC, which is regarded as a subsidiary of the Company since SMIC Holdings is entitled to appoint the majority of the directors in SMSC's board of directors and those directors can veto certain material matters discussed in the board meeting of SMSC at its sole discretion; and (ii) China IC Fund II respectively holds 24.49% and 16.77% in SMBC and SMOC, each a subsidiary of the Company, thus China IC Fund II is a connected person of the Company at the subsidiary level by way of being a substantial shareholder (as defined in the Hong Kong Listing Rules) of SMSC, SMBC and SMOC, respectively. Accordingly, the transaction contemplated under the New Shenzhen Joint Venture Agreement constitutes a connected transaction of the Company under Chapter 14A of the Hong Kong Listing Rules.

As the Transfer and the formation of each of SMBC and SMOC are all entered into with China IC Fund II and within a 12-month period, the transactions contemplated under the New Shenzhen Joint Venture Agreement, the SMBC Joint Venture Agreement and the Lin-Gang Joint Venture Agreement are aggregated as one transaction under Rules 14.22 and 14A.81 of the Hong Kong Listing Rules. As certain of the applicable percentage ratios stipulated under Rule 14.07 of the Hong Kong Listing Rules in respect of the New Shenzhen Joint Venture Agreement, the SMBC Joint Venture Agreement and the Lin-Gang Joint Venture Agreement exceed 5% but are less than 25%, the New Shenzhen Joint Venture Agreement, the SMBC Joint Venture Agreement and the Lin-Gang Joint Venture Agreement constitute a discloseable transaction under Chapter 14 of the Hong Kong Listing Rules.

As (i) the Board has approved the New Shenzhen Joint Venture Agreement and the transaction contemplated thereunder; and (ii) the Board (including the independent non-executive Directors) has confirmed that the terms of the New Shenzhen Joint Venture Agreement and the transaction contemplated thereunder are fair and reasonable, on normal commercial terms and in the interests of the Company and its shareholders as a whole, the Company, in relation to the New Shenzhen Joint Venture Agreement, is only subject to reporting and announcement requirements, but is exempted from the circular, independent financial advice and independent shareholders' approval requirements pursuant to Rule 14A.101 of the Hong Kong Listing Rules.

The New Shenzhen Joint Venture Agreement and the transactions contemplated thereunder are also required to be disclosed at the SSE as they constitute related transactions pursuant to the Listing Rules of the Science and Technology Innovation Board of the SSE.

GENERAL INFORMATION ABOUT SMIC SHENZHEN

SMIC Shenzhen is a company established in the PRC and is principally engaged in manufacturing of semiconductor products. SMIC Shenzhen will continue to be a subsidiary of the Company upon completion of the Transfer. The net loss (before and after taxation) of SMIC Shenzhen under the China Accounting Standards for Business Enterprises for the financial years ended 31 December 2019 and 2020 and the six months ended 30 June 2021 are set out as follows:

	For the year ended 31 December		For the six months ended 30 June
	2019	2020	2021
	<i>RMB (million)</i>	<i>RMB (million)</i>	<i>RMB (million)</i>
	(audited)	(audited)	(unaudited)
Net loss before taxation	148.70	918.90	158.68
Net loss after taxation	148.70	918.90	158.68

According to the unaudited accounts prepared by SMIC Shenzhen under the China Accounting Standards for Business Enterprises, the total assets, total liabilities and net assets of SMIC Shenzhen as at 30 June 2021 amounted to approximately RMB11,241.91 million, RMB7,439.35 million and RMB3,802.56 million, respectively.

INFORMATION ABOUT THE PARTIES

The Company, SMIC Holdings and SMIC Investment

The Company and its subsidiaries are one of the leading foundries in the world and is the most advanced and the largest foundry with the broadest technology coverage and the most comprehensive semiconductor manufacturing services in Chinese Mainland. SMIC Group provides integrated circuit (“**IC**”) foundry and technology services on process nodes from 0.35 micron to 14 nanometer. Headquartered in Shanghai, China, SMIC Group has an international manufacturing and service base. In China, SMIC has a 200mm wafer fabrication facility (“**fab**”) and an effectively controlled joint-venture 300mm fab for advanced nodes in Shanghai; a 300mm fab and a majority-owned 300mm fab in Beijing; a 200mm fabs in Tianjin and a majority-owned 200mm fab in Shenzhen. SMIC Group also has marketing and customer service offices in the U.S., Europe, Japan, and Taiwan China, and a representative office in Hong Kong China.

SMIC Holdings, as a multinational company’s regional headquarters, was formed in 2015 and is a wholly-owned subsidiary of the Company principally functioning as an investment holding platform.

SMIC Investment was established under the laws of the PRC in 2003 and is a wholly-owned subsidiary of the Company principally functioning as an investment holding platform.

China IC Fund II

China IC Fund II, established in October 2019, mainly invests in the value chain of integrated circuit industry via equity investment, primarily in integrated circuit chip manufacturing as well as chip designing, packaging test and equipment and materials. There are 27 fund investors in China IC Fund II, including, among others, the Ministry of Finance of the PRC (as the single largest shareholder holding 11.02% shareholding interest), CDB Capital (holding 10.78% shareholding interest), Chengdu Tianfu Guoji Investment Co., Ltd (holding 7.35% shareholding interest), Chongqing Strategic Emerging Industries Equity Investment Fund Partnership (Limited Partnership) (holding 7.35% shareholding interest), Wuhan Optics Valley Financial Holding Group Co., Ltd. (holding 7.35% shareholding interest), China National Tobacco Corporation (holding 7.35% shareholding interest), Shanghai Guosheng (Group) Co., Ltd. (holding 7.35% shareholding interest), Zhejiang Fuzhe Integrated Circuit Industry Development Co., Ltd. (holding 7.35% shareholding interest) and a group of 19 shareholders (holding less than 7.00% shareholding interest each) comprising companies, partnerships and Sino IC Capital Co., Ltd. (which also acts as the fund manager). For further details about China IC Fund II, please refer to the circular of the Company dated 6 June 2020.

Shenzhen Major

Shenzhen Major, which was established in May 2019, is a wholly-owned enterprise directly managed by the State-owned Assets Supervision and Administration Commission of Shenzhen Municipal (“**Shenzhen SASAC**”). As a market-oriented leading and investment and management platform for major industries in Shenzhen, Shenzhen Major is committed to upgrading Shenzhen’s industrial foundation, modernizing its industrial chain and introducing innovative resources for major industrial projects as well as nurturing and cultivating strategic emerging industries in Shenzhen. It also gives full play to the functions of leading investment in major industrial projects and the development and growth of strategic emerging industries. The ultimate beneficial owner of Shenzhen Major is Shenzhen SASAC.

DEFINITIONS

In this announcement, the following expressions have the meanings set out below unless the context other requires:

“Board”	the board of Directors
“China IC Fund II”	China Integrated Circuit Industry Investment Fund (Phase II) Co., Ltd.* (國家集成電路產業投資基金二期股份有限公司), a company established under the laws of the PRC

“Company”	Semiconductor Manufacturing International Corporation (中芯國際集成電路製造有限公司*), a limited liability company incorporated in the Cayman Islands, the shares of which are listed on the Main Board of the Hong Kong Stock Exchange and the Science and Technology Innovation Board of the Shanghai Stock Exchange
“Cooperation Framework Agreement”	a cooperation framework agreement entered into between the Company and Shenzhen Government in respect of, among other matters, the proposed capital contribution to SMIC Shenzhen, details of which please refer to the announcement of the Company dated 17 March 2021
“Director(s)”	the director(s) of the Company
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Lin-Gang Joint Venture Agreement”	the joint venture agreement entered into between, among others, SMIC Holdings and China IC Fund II on 12 November 2021 in relation to the formation of SMOC, details of which please refer to the announcement of the Company dated 12 November 2021
“New Shenzhen Joint Venture Agreement”	the new joint venture agreement entered into between SMIC Holdings, SMIC Investment, Shenzhen Major and China IC Fund II on 23 November 2021 in relation to the capital contribution to SMIC Shenzhen
“PRC”	the People’s Republic of China
“RMB”	Renminbi, the lawful currency of the PRC
“Shenzhen Government”	Shenzhen Municipal People’s Government (深圳市人民政府)
“Shenzhen Joint Venture Agreement”	the joint venture agreement entered into between SMIC Holdings, SMIC Investment and Shenzhen Major on 27 August 2021 in relation to the capital contribution to SMIC Shenzhen
“Shenzhen Major”	Shenzhen Major Industry Investment Group Co., Ltd.* (深圳市重大產業投資集團有限公司), a company established under the laws of the PRC

“Shenzhen Project”	the development of 12-inch wafer production facilities of SMIC Shenzhen
“Sino IC Leasing”	Sino IC Leasing Co., Ltd.* (芯鑫融資租賃有限責任公司), a limited liability company established and validly existing under the laws of the PRC and an associated company of the Company
“SMBC”	Semiconductor Manufacturing Beijing Corporation* (中芯京城集成電路製造(北京)有限公司), a limited liability company established in the PRC and a non-wholly-owned subsidiary of the Company
“SMBC Joint Venture Agreement”	the joint venture agreement entered into among SMIC Holdings, China IC Fund II and Beijing E-Town International Investment & Development Co., Ltd.* (北京亦莊國際投資發展有限公司) on 4 December 2020 in relation to the formation of SMBC, details of which please refer to the announcement of the Company dated 4 December 2020
“SMOC”	Semiconductor Manufacturing Oriental Corporation* (中芯東方集成電路製造有限公司), a limited liability company established in the PRC and a non-wholly-owned subsidiary of the Company
“SMIC Group”	the Company and its subsidiaries
“SMIC Holdings”	SMIC Holdings Corporation* (中芯國際控股有限公司), a limited liability company established under the laws of the PRC and a wholly-owned subsidiary of the Company
“SMIC Investment”	SMIC Investment (Shanghai) Corporation* (中芯集電投資(上海)有限公司), a limited liability company established under the laws of the PRC and a wholly-owned subsidiary of the Company
“SMIC Shenzhen”	Semiconductor Manufacturing International (Shenzhen) Corporation* (中芯國際集成電路製造(深圳)有限公司), a limited liability company established under the laws of the PRC and a non-wholly-owned subsidiary of the Company
“SMSC”	Semiconductor Manufacturing South China Corporation* (中芯南方集成電路製造有限公司), a limited liability company established under the laws of the PRC and a non-wholly-owned subsidiary of the Company

“SSE”	Shanghai Stock Exchange
“Transfer”	the transfer of the capital contribution of US\$531.3 million (which has been subscribed for but not paid up) in SMIC Shenzhen by SMIC Holdings to China IC Fund II under the New Shenzhen Joint Venture Agreement
“US\$”	United States Dollars, the lawful currency of the United States of America
“%”	per cent.

By order of the Board
Semiconductor Manufacturing International Corporation
Guo Guangli
Board Secretary and Joint Company Secretary

Shanghai, PRC
23 November 2021

As at the date of this announcement, the Directors are:

Executive Directors

GAO Yonggang (*Acting Chairman and Chief Financial Officer*)
ZHOU Zixue
ZHAO Haijun (*Co-Chief Executive Officer*)

Non-executive Directors

LU Guoqing
CHEN Shanzhi
HUANG Dengshan
REN Kai

Independent Non-executive Directors

William Tudor BROWN
LAU Lawrence Juen-Yee
FAN Ren Da Anthony
LIU Ming

* *For identification purposes only*