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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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting (“AGM”) of Semiconductor Manufacturing International Corporation (the “**Company**”) will be held wholly via electronic means (of which there will be a live webcast comprising both video (audio-visual) and audio-only feeds) on 24 June 2022 at 2:00 p.m. for the purpose of transacting the following businesses:

ORDINARY BUSINESS

1. To receive and consider the 2021 annual report of the Company (including the audited consolidated financial statements and the reports of the directors of the Company (“**Director(s)**”) and the auditors of the Company for the year ended 31 December 2021.
2. To:
 - 2.1 Re-elect Mr. Ren Kai a non-executive Director.
 - 2.2 Re-elect Dr. Liu Ming as an independent non-executive Director.
 - 2.3 Authorize the board of Directors (the “**Board**”) to fix the remuneration of the re-elected Directors.
3. To consider and, if thought fit, approve the re-appointment of Ernst & Young and Ernst & Young Hua Ming LLP as the auditors of the Company for the financial reporting in accordance with International Financial Reporting Standards and the financial reporting in accordance with China Accounting Standards for Business Enterprises purposes, respectively, and to authorize the audit committee of the Board to fix their remuneration.
4. To consider and, if thought fit, approve the proposal recommended by the Board that, in light of the large capital demand of the Company in 2022 and the needs of future development of the Company which will render the Company not being able to satisfy certain conditions for making

profit distribution in accordance with the profit distribution policy adopted pursuant to the ordinary resolution passed by the shareholders of the Company on 1 June 2021, the Company will not declare or make any dividend or distribution to its shareholders for the year 2021.

SPECIAL BUSINESSES

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

5. **“THAT:**

- (A) subject to paragraph (B) below, the exercise by the Board during the Relevant Period (as defined below) of all the powers of the Company to allot, issue, grant, distribute and otherwise deal with additional Hong Kong Shares (as defined below) and to make, issue or grant offers, agreements, options, warrants and other securities which will or might require the Hong Kong Shares to be allotted, issued, granted, distributed or otherwise dealt with during or after the end of the Relevant Period, be and is hereby generally and unconditionally approved;
- (B) the aggregate number of shares allotted, issued, granted, distributed or otherwise dealt with or agreed conditionally or unconditionally to be allotted, issued, granted, distributed or otherwise dealt with (whether pursuant to an option, conversion or otherwise) by the Board pursuant to the approval in paragraph (A) above, otherwise than pursuant to:
 - (i) a Rights Issue (as defined below); or
 - (ii) any option scheme or similar arrangement for the time being adopted for the grant or issue to the Directors and/or officers and/or employees of the Company and/or any of its subsidiaries of Shares or rights to acquire Shares, including without limitation pursuant to the Company’s (i) 2004 Stock Option Plan, 2004 Employee Stock Purchase Plan and 2004 Equity Incentive Plan; and (ii) 2014 Stock Option Plan, 2014 Employee Stock Purchase Plan and 2014 Equity Incentive Plan adopted by the Company at the annual general meeting of the Company held on 13 June 2013; or
 - (iii) the exercise of rights of subscription or conversion under the terms of any warrant issued by the Company or any securities which are convertible into Shares; or
 - (iv) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares pursuant to the articles of association of the Company (the **“Articles of Association”**) from time to time,

shall not exceed the aggregate of:

- (a) twenty per cent. of the number of issued Hong Kong Shares as at the date of passing this Resolution 5 (the “**Issue Mandate Limit**”); and
- (b) (if the Board is so authorized by a separate resolution of the shareholders of the Company) the aggregate number of shares of the Company purchased by the Company subsequent to the passing of this Resolution 5 (up to a maximum equivalent to ten per cent. of the number of issued Hong Kong Shares of the Company as at the date of passing this Resolution 5),

and the said approval shall be limited accordingly;

- (C) for the purposes of calculating the number of Hong Kong Shares that may be issued under the Issue Mandate Limit, the number of new Hong Kong Shares allotted and issued upon the exercise of any right to subscribe for or purchase Hong Kong Shares attached to any Hong Kong Shares (“**Convertible Shares**”) issued pursuant to this resolution shall, to the extent of the amount of the aggregate number of such new Hong Kong Shares to be issued that is equal to the aggregate number of such Convertible Shares and provided that such Convertible Shares are cancelled on or after the issue of such new Hong Kong Shares, be disregarded;
- (D) for the purpose of this Resolution 5:
 - (i) “**Relevant Period**” means the period from (and including) the date of passing this Resolution 5 until the earlier of:
 - (a) the conclusion of the next annual general meeting of the Company;
 - (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or by law to be held; or
 - (c) the revocation or variation of the authority given under this Resolution 5 by an ordinary resolution of the shareholders of the Company in a general meeting;
 - (ii) “**Rights Issue**” means an offer of Shares open for a period fixed by the Board to holders of Shares on the register of members (and, if appropriate, to the holders of warrants and other securities which carry a right to subscribe or purchase shares in the Company on the relevant register) on a fixed record date in proportion to their then holdings of such Shares (and, if appropriate, such warrants and other securities) (subject to such exclusions or other arrangements as the Board may deem necessary or expedient in relation to fractional entitlements or having regard to any legal or practical restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any jurisdiction or territory applicable to the Company);

- (iii) **“Hong Kong Shares”** means the common shares of US\$0.004 each in the share capital of the Company which are listed on The Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**) and warrants and other securities which carry a right to subscribe for or purchase such shares in the Company; and
- (iv) **“Shares”** means shares of all classes in the capital of the Company (including but not limited to common shares and preferred shares of par value US\$0.004 each in the capital of the Company) and warrants and other securities which carry a right to subscribe for or purchase shares in the Company.”

6. **“THAT:**

- (A) subject to paragraph (B) below, the exercise by the Board during the Relevant Period of all the powers of the Company to purchase Hong Kong Shares on the Stock Exchange or any other stock exchange on which the Hong Kong Shares may be listed and which is recognised for this purpose by the Hong Kong Securities and Futures Commission and the Stock Exchange, in accordance with all applicable laws, including the Hong Kong Code on Share Buy-backs and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time), be and is hereby generally and unconditionally approved;
- (B) the aggregate number of Hong Kong Shares which may be purchased or agreed conditionally or unconditionally to be purchased pursuant to the approval in paragraph (A) above shall not exceed ten per cent. of the number of issued Hong Kong Shares of the Company as at the date of passing of this Resolution 6, and the said approval shall be limited accordingly; and
- (C) for the purpose of this Resolution 6:
 - (i) **“Relevant Period”** means the period from (and including) the passing of this Resolution 6 until the earlier of:
 - (a) the conclusion of the next annual general meeting of the Company;
 - (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or by law to be held; or
 - (c) the revocation or variation of the authority given under this Resolution 6 by an ordinary resolution of the shareholders of the Company in a general meeting; and

- (ii) “**Hong Kong Shares**” means the common shares of US\$0.004 each in the share capital of the Company which are listed on the Stock Exchange and warrants and other securities which carry a right to subscribe for or purchase such shares in the Company.”

7. “**THAT**, conditional on the passing of Resolutions 5 and 6, the exercise by the Board of the powers referred to in paragraph (A) of Resolution 5 in respect of the share capital of the Company referred to in sub-paragraph (b) of paragraph (B) of Resolution 5, be and is hereby approved and authorized.”

8. “**THAT**:

8.1 the proposed grant of 147,482 restricted share units (“**RSU(s)**”) to Dr. Gao Yonggang on 31 May 2021, 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;

8.2 the proposed grant of 138,050 RSUs to Dr. Zhao Haijun on 31 May 2021, 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;

8.3 the proposed grant of 187,500 RSUs to Mr. Lu Guoqing on 31 May 2021, 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;

8.4 the proposed grant of 62,500 RSUs to Dr. Chen Shanzhi on 31 May 2021, 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;

8.5 the proposed grant of 62,500 RSUs to Mr. William Tudor Brown on 31 May 2021, 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;

8.6 the proposed grant of 32,877 RSUs to Professor Lau Lawrence Juen-Yee on 31 May 2021, 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;

- 8.7 the proposed grant of 32,877 RSUs to Mr. Fan Ren Da Anthony on 31 May 2021, 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;
- 8.8 the proposed grant of 187,500 RSUs to Dr. Liu Ming on 31 May 2021, 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;
- 8.9 the proposed grant of 138,050 RSUs to Dr. Zhou Zixue on 31 May 2021, a former 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;
- 8.10 the proposed grant of 61,138 RSUs to Dr. Zhou Meisheng on 31 May 2021, a director of the subsidiary 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;
- 8.11 the proposed grant of 38,330 RSUs to Mr. Zhang Xin on 31 May 2021, a director of the subsidiary 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;
- 8.12 the proposed grant of 21,504 RSUs to Mr. Lin Hsin-Fa on 31 May 2021, a director of the subsidiary 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;
- 8.13 the proposed grant of 5,562 RSUs to Dr. Wang Yong on 31 May 2021, a director of the subsidiary 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
- 8.14 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 on 31 May 2021 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 on 31 May 2021.”

9. **“THAT:**

- 9.1 the proposed grant of 400,764 RSUs to Dr. Gao Yonggang on 8 April 2022, 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;
- 9.2 the proposed grant of 401,538 RSUs to Dr. Zhao Haijun on 8 April 2022, 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;
- 9.3 the proposed grant of 92,500 RSUs to Dr. Chen Shanzhi on 8 April 2022, 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;
- 9.4 the proposed grant of 92,500 RSUs to Mr. William Tudor Brown on 8 April 2022, 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;
- 9.5 the proposed grant of 92,500 RSUs to Professor Lau Lawrence Juen-Yee on 8 April 2022, 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;
- 9.6 the proposed grant of 92,500 RSUs to Mr. Fan Ren Da Anthony on 8 April 2022, 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;
- 9.7 the proposed grant of 382,349 RSUs to Dr. Zhou Zixue on 8 April 2022, a former 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;
- 9.8 the proposed grant of 401,538 RSUs to Dr. Liang Mong Song on 8 April 2022, the co-chief executive officer 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

- 9.9 the proposed grant of 158,070 RSUs to Dr. Zhou Meisheng on 8 April 2022, a director of the subsidiary 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;
- 9.10 the proposed grant of 148,649 RSUs to Mr. Zhang Xin on 8 April 2022, a director of the subsidiary 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;
- 9.11 the proposed grant of 98,713 RSUs to Mr. John Peng on 8 April 2022, a director of the subsidiary 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;
- 9.12 the proposed grant of 62,547 RSUs to Mr. Lin Hsin-Fa on 8 April 2022, a director of the subsidiary 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;
- 9.13 the proposed grant of 27,500 RSUs to Dr. Wang Yong on 8 April 2022, a director of the subsidiary 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
- 9.14 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 on 8 April 2022 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 on 8 April 2022.”

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

Shanghai, 1 June 2022

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 notice, the Directors of the Company are:

Executive Directors:

GAO Yonggang
ZHAO Haijun

Non-executive Directors:

LU Guoging
CHEN Shanzhi
HUANG Dengshan
REN Kai

Independent Non-executive Directors:

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

Notes:

1. The AGM will be held by way of electronic means and will be broadcasted by live webcast. For Shareholders who wish to attend the AGM, please contact Company's Hong Kong share registrar at +852 2862 8555 as soon as possible for arrangement from 9:00 a.m. to 5:00 p.m., Monday to Friday (excluding Hong Kong public holidays), but in any event not later than 5:00 p.m. on 22 June 2022. If Shareholders have any enquiries regarding the above arrangement, they should contact the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, at the same hotline and office hours stated above from Monday to Friday (excluding Hong Kong public holidays). Shareholders participate in the AGM may submit questions related to the resolutions of the AGM in advance by 2:00 p.m. on 22 June 2022 to the Company by email at IR@smics.com; and/or via electronic means in writing via the online platform during the AGM.

2. **Voting (in real time via electronic means or by the appointment of the chairman of the AGM as proxy):** Shareholders who wish to vote at the AGM can either (i) pre-register to attend and vote (in real time) at the AGM via electronic means; or (ii) if they do not wish to attend and vote (in real time) at the AGM, submit a proxy form to appoint the chairman of the AGM or other person to vote on their behalf via electronic means. All proxy forms must be received by the Company by 2:00 p.m. on 22 June 2022 (being 48 hours before the time appointed for the holding of the AGM). Where a Shareholder has chosen to appoint the chairman of the AGM or other person as his/her proxy, the Shareholder should specifically direct the proxy on how he/she is to vote for or vote against (or abstain from voting on) the resolutions to be tabled at the AGM. If no specific direction as to voting is given, the proxy (including the chairman as proxy, where applicable) will vote or abstain from voting at his/her discretion. For the avoidance of doubt, pre-registration is not required if a Shareholder only intends to appoint the chairman as proxy and does not intend to attend the AGM.
3. The register of members of the Company will be closed from 21 June 2022 to 24 June 2022 (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 AGM, all transfers of Hong Kong Shares, accompanied by the relevant certificates, must be lodged with the Hong Kong 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 Monday, 20 June 2022. All persons who are registered holders of the Hong Kong Shares whose names appear on the register of members of Hong Kong Shares on 24 June 2022 or, registered holders of the RMB Shares whose names appear on the register members of RMB Shares on 20 June 2022, will be entitled to attend and vote at the annual general meeting. Further announcement will be made by the Company on the website of the SSE regarding arrangements for holders of Shares listed on the STAR Market of the SSE in accordance with the requirements of the SSE.
4. Shareholders are advised to read the circular of the Company dated 1 June 2022 which contains information concerning the resolutions to be proposed at the AGM.
5. The voting at the AGM will be taken by a poll.
6. This notice and the proxy form have also been posted on the websites of the Company and the Stock Exchange respectively.
7. Shareholders should note that the manner of conduct of the AGM may be subject to further changes at short notice. Shareholders are advised to check the Stock Exchange's website and the Company's website regularly for updates.