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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)

(Hong Kong Stock Exchange Stock Code: 981)

(Shanghai Stock Exchange Stock Code: 688981)

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the “AGM”) of Semiconductor Manufacturing International Corporation (the “Company”) will be held on 28 June 2024 at Evergreen Laurel Hotel Shanghai at Conference Hall on the 2nd Floor, 1136 Zuchongzhi Road, Pu Dong New Area, Shanghai, at 2:00 p.m. for the purpose of transacting the following businesses:

ORDINARY BUSINESS

1. To receive and consider the 2023 annual report of the Company (including the audited consolidated financial statements and the reports of the Directors of the Company and the auditors of the Company for the year ended 31 December 2023).
2. To consider and approve the following:
 - 2.1 To re-elect Dr. Liu Xunfeng as an executive Director;
 - 2.2 To re-elect Dr. Chen Shanzhi as a non-executive Director; and
 - 2.3 To re-elect Dr. Fan Ren Da Anthony as an independent non-executive Director.
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 2024 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.

* *For identification purpose only*

4. To consider and, if thought fit, approve the proposal recommended by the Board that, in light of the relatively large capital expenditures of the Company in 2024 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 2020, the Company will not declare or make any dividend or distribution to its shareholders for the year 2023.

SPECIAL BUSINESSES

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

5. **“THAT:** the engagement in hedging business by the Company and its subsidiaries in 2024 with the trading quota not exceeding 50% of the Company’s audited net assets for the year 2023, the credit line or the utilized deposit amount for the hedging business to be determined based on the actual business needs of the Company and the authorization for the management to engage in hedging business and sign the relevant documents within the trading quota and validity period from the date of approval of this resolution 5 to the conclusion of the next annual general meeting of the Company, be and is hereby approved.”
6. **“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 Common Shares of the Company (including any sale or transfer of treasury Hong Kong Shares if permitted under the Hong Kong Listing Rules) and to make, issue or grant offers, agreements, options, warrants and other securities which will or might require the exercise of such powers during or after the end of the Relevant Period, be and is hereby generally and unconditionally approved;
 - (B) the aggregate number of Common 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 together with any sale or transfer of treasury Hong Kong Shares if permitted under the Hong Kong Listing Rules 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 Common Shares or rights to acquire Common Shares, including without limitation pursuant to the Company's (i) 2014 Stock Option Plan and 2014 Equity Incentive Plan; and (ii) 2024 Equity Incentive Plan; 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 Common Shares; or
- (iv) any scrip dividend or similar arrangement providing for the allotment of Common Shares in lieu of the whole or part of a dividend on Common Shares pursuant to the memorandum and articles of association of the Company (the "**Memorandum and Articles of Association**") from time to time,

shall not exceed the aggregate of:

- (a) 20% of the total number of issued Common Shares (excluding any treasury Shares) as at the date of passing this Resolution 6 (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 Hong Kong Shares of the Company purchased by the Company subsequent to the passing of this Resolution 6 (up to a maximum equivalent to 10% of the number of issued Hong Kong Shares of the Company (excluding any treasury Shares) as at the date of passing the Resolution 7),

and the said approval shall be limited accordingly;

- (C) for the purposes of calculating the number of Common Shares that may be issued (including any sale or transfer of treasury Hong Kong Shares) under the Issue Mandate Limit, the number of new Common Shares allotted and issued (including any sale or transfer of treasury Hong Kong Shares) upon the exercise of any right to subscribe for or purchase Common Shares attached to any Common Shares ("**Convertible Shares**") issued pursuant to this resolution shall, to the extent of the amount of the aggregate number of such new Common Shares to be issued and/or such treasury Hong Kong Shares to be sold or transferred 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 Common Shares and/or any sale or transfer of such treasury Hong Kong Shares, be disregarded;
- (D) for the purpose of this Resolution 6:

- (i) **“Relevant Period”** means the period from (and including) the date of passing 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 Memorandum and Articles of Association 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;
- (ii) **“Rights Issue”** means an offer of Common Shares open for a period fixed by the Board to holders of Common 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 Common 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).”

7. **“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 purchase Hong Kong Shares on the Hong Kong 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 Hong Kong Stock Exchange, in accordance with all applicable laws, including the Hong Kong Code on Share Buy-backs and the Hong Kong Listing Rules (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 10% of the number of issued Hong Kong Shares of the Company (excluding any treasury Shares) as at the date of passing of this Resolution 7, and the said approval shall be limited accordingly; and
- (C) for the purpose of this Resolution 7:
 - (i) **“Relevant Period”** means the period from (and including) the passing of this Resolution 7 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 Memorandum and 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 7 by an ordinary resolution of the shareholders of the Company in a general meeting.”
8. “**THAT**, conditional on the passing of Resolutions 6 and 7, the exercise by the Board of the powers referred to in paragraph (A) of Resolution 6 in respect of the share capital of the Company referred to in sub-paragraph (b) of paragraph (B) of Resolution 7, be and is hereby approved and authorized.”

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

Shanghai, 6 June 2024

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 Director:

LIU Xunfeng (*Chairman*)

Non-executive Directors:

LU Guoqing
CHEN Shanzhi
YANG Lumin

Independent Non-executive Directors:

LAU Lawrence Juen-Yee

FAN Ren Da Anthony

LIU Ming

WU Hanming

Notes:

1. Unless the context otherwise stated, capitalized terms used in this notice shall have the meanings as those defined in the circular of the Company dated 6 June 2024.
2. A member entitled to attend and vote at the meeting 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.
3. To be valid, a form of proxy must be delivered to the Company's Hong Kong 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 proxy form 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 Hong Kong share registrar with the proxy form, except that a 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 meeting or any adjournment thereof should he so wish and in such event, the proxy shall be deemed to be revoked.
4. The register of members of the Company will be closed from 25 June 2024 to 28 June 2024 (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, 24 June 2024. All persons who are registered holders of the Hong Kong Shares whose names appear on the register of members of Hong Kong Shares on 28 June 2024 or, registered holders of the RMB Shares whose names appear on the register members of RMB Shares on 24 June 2024, will be entitled to attend and vote at the annual general meeting. Please refer to the announcement of the Company published on the website of SSE regarding the record date and arrangement for registered holders of the RMB Shares.
5. Shareholders are advised to read the circular of the Company dated 6 June 2024 which contains information concerning the resolutions to be proposed at the AGM.
6. The voting at the AGM will be taken by a poll.
7. This notice and the proxy form have also been posted on the websites of the Company and the Hong Kong Stock Exchange respectively.