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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)

POLL RESULTS OF EXTRAORDINARY GENERAL MEETING HELD ON 13 FEBRUARY 2020

The Company announces that the proposed resolutions set out in the notice of the EGM were duly passed by the Independent Shareholders by way of poll at the EGM held on 13 February 2020.

Reference is made to the circular of the Company dated 21 January 2020 (the “**Circular**”) in relation to, among other things, the following:

- (1) the SMSC Framework Agreement;
- (2) the revision of the SMNC Framework Agreement Annual Caps;
- (3) the grant of Restricted Share Units to a non-executive Director Dr. Chen Shanzhi;
- (4) the grant of Restricted Share Units to an independent non-executive Director Mr. William Tudor Brown;
- (5) the grant of Restricted Share Units to an independent non-executive Director Dr. Young Kwang Leei; and
- (6) notice of the EGM.

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

POLL RESULTS OF THE EGM

The Company announces that the proposed resolutions set out in the notice of the EGM contained in the Circular were duly passed by the Independent Shareholders by way of poll at the EGM held on 13 February 2020.

As at the date of the EGM, the total number of Shares in issue was 5,097,295,665 Shares. The Shareholders and authorised proxies holding an aggregate of 5,050,005,338 Shares, representing 99.07% of the total Shares in issue were present at the commencement of the EGM.

As at the date of the EGM:

- (1) the total number of Shares entitling the holders to attend and vote for or against the ordinary resolution numbered 1 in respect of the SMSC Framework Agreement was 4,300,240,764 Shares;
- (2) the total number of Shares entitling the holders to attend and vote for or against the ordinary resolution numbered 2 in respect of revision of the SMNC Framework Agreement Annual Caps was 4,300,240,764 Shares;
- (3) the total number of Shares entitling the holders to attend and vote for or against the ordinary resolution numbered 3 in respect of the grant of Restricted Share Units to a non-executive Director Dr. Chen Shanzhi was 5,097,295,665 Shares;
- (4) the total number of Shares entitling the holders to attend and vote for or against the ordinary resolution numbered 4 in respect of the grant of Restricted Share Units to an independent non-executive Director Mr. William Tudor Brown was 5,097,295,665 Shares;
- (5) the total number of Shares entitling the holders to attend and vote for or against the ordinary resolution numbered 5 in respect of the grant of Restricted Share Units to an independent non-executive Director Dr. Young Kwang Leei was 5,097,295,665 Shares;
- (6) the number of Shares entitling the holders to attend the EGM and abstain from voting in favour of the proposed resolutions as set out in Rule 13.40 of the Listing Rules at the EGM was nil; and
- (7) there were no Shares entitling the holders to attend and vote only against the resolution at the EGM.

As set out in the Circular and in accordance with the 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 Listing Rules), holding 797,054,901 Shares representing approximately 15.64 % of the total issued share capital of the Company as at the date of the EGM, were required to abstain from voting on the ordinary resolutions numbered 1 and 2 to approve the SMSC Framework Agreement and the revision of the SMNC Framework Agreement Annual Caps, respectively.

As set out in the Circular and in accordance with the Listing Rules, each of Dr. Chen Shanzhi, Mr. William Tudor Brown, Dr. Young Kwang Leei and their associates are required to abstain from voting on the relevant ordinary resolutions to approve the Proposed RSU Grants to Dr. Chen Shanzhi, Mr. William Tudor Brown and Dr. Young Kwang Leei (as the case may be).

As at the date of the EGM, neither Dr. Chen Shanzhi, Mr. William Tudor Brown, Young Kwang Leei nor their associates hold any Shares.

The Company confirms that each of China IC Fund, its wholly-owned subsidiary Xinxin (Hongkong) Capital Co., Limited, Dr. Chen Shanzhi, Mr. William Tudor Brown, Dr. Young Kwang Leei and their respective associates has abstained from voting at the EGM pursuant to the aforesaid arrangements.

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

ORDINARY RESOLUTIONS		No. of Votes (%)	
		FOR	AGAINST
1.	<p>(a) To approve, confirm and ratify the framework agreement dated 6 December 2019 (the “SMSC Framework Agreement”) entered into between the Company and Semiconductor Manufacturing South China Corporation and the transactions contemplated;</p> <p>(b) To approve and confirm the SMSC Framework Agreement annual caps for the two years ended 31 December 2020 and 2021, respectively; and</p> <p>(c) To authorize any director(s) of the Company, 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 SMSC Framework Agreement and the transactions contemplated thereunder and/or (ii) any amendment, variation or modification of the SMSC Framework Agreement upon such terms and conditions as the board of directors of the Company may think fit.</p>	1,073,885,502 82.81209%	222,888,250 17.18791%
As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed.			
2.	<p>(a) To approve, confirm and ratify the amendment agreement dated 6 December 2019 (the “Amendment Agreement”) and entered into among the Company and Semiconductor Manufacturing North China (Beijing) Corporation and the transactions contemplated thereunder;</p> <p>(b) To approve and confirm the revised annual caps for the year ended 31 December 2020; and</p> <p>(c) To authorize any director(s) of the Company, 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.</p>	1,296,773,552 99.99998%	200 0.00002%
As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed.			

3.	<p>(a) To approve and confirm the proposed grant of 62,500 restricted share units (“RSU(s)”) 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; and</p> <p>(b) To authorize any director(s) of the Company 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.</p>	1,959,811,207 93.59941%	134,017,446 6.40059%
As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed.			
4.	<p>(a) To approve and confirm 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; and</p> <p>(b) To authorize any director(s) of the Company 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.</p>	1,959,811,207 93.59941%	134,017,446 6.40059%
As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed.			
5.	<p>(a) To approve and confirm the proposed grant of 187,500 RSUs to Dr. Young Kwang Leei, 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; and</p> <p>(b) To authorize any director(s) of the Company 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.</p>	1,959,811,207 93.59941%	134,017,446 6.40059%
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 EGM contained in the Circular.

Computershare Hong Kong Investor Services Limited, Hong Kong branch share registrar of the Company, acted as the scrutineer for the vote-taking at the 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 Joint Company Secretary

Shanghai, PRC
13 February 2020

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

Executive Directors

ZHOU Zixue (*Chairman*)

ZHAO Haijun (*Co-Chief Executive Officer*)

LIANG Mong Song (*Co-Chief Executive Officer*)

GAO Yonggang (*Chief Financial Officer and Joint 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*