

*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)*

**(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 (“AGM”) of Semiconductor Manufacturing International Corporation (the “**Company**”) will be held on 28 June 2023 at Evergreen Laurel Hotel Shanghai at Conference Hall on the 2nd Floor, 1136 Zuchongzhi Road, Pu Dong New Area, Shanghai, People’s Republic of China (the “**PRC**”) at 2:00 p.m. for the purpose of transacting the following businesses:

**ORDINARY BUSINESS**

1. To receive and consider the 2022 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 2022).
2. To consider and approve the following:
  - 2.1 To re-elect Dr. Gao Yonggang as an executive Director;
  - 2.2 To re-elect Dr. Liu Xunfeng as an executive Director;
  - 2.3 To re-elect Mr. Lu Guoqing as a non-executive Director;
  - 2.4 To re-elect Mr. Yang Lumin as a non-executive Director; and
  - 2.5 To re-elect Academician Wu Hanming 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 2023 for the financial reporting in accordance with International Financial Reporting Standards and the financial reporting in

\* *For identification purpose only*

accordance with China Accounting Standards for Business Enterprises purposes, respectively, and to authorize the audit committee of the board of Directors (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 2023 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 2022.

### **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) 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 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 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) 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 Memorandum and 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 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 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**, subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**) granting the listing of, and permission to deal in, the Hong Kong Shares of US\$0.004 each in the capital of the Company to be issued pursuant to the exercise of granted awards under the 2024 Equity Incentive Plan (the **“Plan”**) (the rules of which are summarised in the circular of the Company dated 2 June 2023 and contained in the document marked “A” produced to this meeting and initialled by the Chairman of the meeting for identification purpose only), the rules of the Plan be and are hereby approved and adopted and that the Directors be and are hereby authorised to:
- (i) allot, issue and grant from time to time such number of Hong Kong Shares as may be required pursuant to the implementation of each of the Plan or any exercise of granted awards under the Plan;
  - (ii) administer the Plan under which awards will be granted to eligible participants under the Plan to subscribe for Hong Kong Shares and/or Hong Kong Shares will be issued to eligible participants;
  - (iii) modify and/or amend the rules of the Plan from time to time subject to the provisions of such rules; and
  - (iv) make application at the appropriate time to the Stock Exchange, and any other stock exchange upon which the Hong Kong Shares may for the time being be listed, for the listing of, and permission to deal in, the Hong Kong Shares which may from time to time be allotted and issued pursuant to the exercise of the granted awards under, or otherwise pursuant to, the Plan.”

9. **“THAT:**

- 9.1 the grant of 277,500 restricted share units (“**RSU(s)**”) to Academician Wu Hanming on 5 September 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; and
- 9.2 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 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 RSU grant on 5 September 2022.”

10. **“THAT:**

- 10.1 the grant of 159,565 RSUs to Dr. Gao Yonggang on 1 April 2023, the chairman of the Board and the 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;
- 10.2 the grant of 92,500 RSUs to Professor Lau Lawrence Juen-Yee on 1 April 2023, the 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;
- 10.3 the grant of 92,500 RSUs to Dr. Fan Ren Da Anthony on 1 April 2023, the 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;
- 10.4 the grant of 159,565 RSUs to Dr. Zhao Haijun on 1 April 2023, 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;
- 10.5 the grant of 159,565 RSUs to Dr. Liang Mong Song on 1 April 2023, 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;

- 10.6 the grant of 46,482 RSUs to Dr. Wu Junfeng on 1 April 2023, the 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;
- 10.7 the grant of 45,953 RSUs to Mr. Zhang Xin on 1 April 2023, the 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;
- 10.8 the grant of 61,062 RSUs to Mr. John Peng on 1 April 2023, the 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;
- 10.9 the grant of 91,385 RSUs to Mr. Lin Hsin-Fa on 1 April 2023, the 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;
- 10.10 the grant of 29,312 RSUs to Dr. Wang Yong on 1 April 2023, the 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
- 10.11 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 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 RSU grant on 1 April 2023.”
11. To consider and approve the amendments of policy governing the procedures for the holding of general meetings in the form as set forth in Appendix V to the Circular.
12. To consider and approve the amendments of policy governing the procedures for the holding of board meetings in the form as set forth in Appendix VI to the Circular.

## Special Resolution

13. To consider and if thought fit, pass the following resolution as a special resolution:

“**THAT:**

- (A) the amended and restated memorandum of association and articles of association of the Company (the “**New Memorandum and Articles of Association**”), as set forth in Appendix IV to the Circular which has been produced to this meeting and marked “B” and initialled by the chairman of the meeting, be and is hereby approved and adopted as the amended and restated memorandum of association and articles of association of the Company, in substitution for and to the exclusion of the Memorandum and Articles of Association with immediate effect; and
- (B) any Director or company secretary of the Company be and is hereby authorised to do all such acts, deeds and things and execute all such documents and make all such arrangements that he/she shall, in his/her absolute discretion, deem necessary or expedient to give effect to the adoption of the New Memorandum and Articles of Association, including without limitation, attending to the necessary filings with the Registrar of Companies in the Cayman Islands and Hong Kong.”

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

Shanghai, 2 June 2023

*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 (*Chairman*)

LIU Xunfeng (*Vice 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. 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.
2. 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.
3. The register of members of the Company will be closed from 23 June 2023 to 28 June 2023 (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 Wednesday, 21 June 2023. 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 2023 or, registered holders of the RMB Shares whose names appear on the register members of RMB Shares on 21 June 2023, 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 the record date and arrangements for holders of Shares listed on the Science and Technology Innovation Board of the SSE in accordance with the requirements of the SSE.

4. Shareholders are advised to read the circular of the Company dated 2 June 2023 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.