



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)

FORM OF PROXY FOR USE AT THE ANNUAL GENERAL MEETING TO BE HELD ON 28 JUNE 2023

I/We ^(Note 1) _____
of _____
being the registered holder(s) of ^(Note 2) _____ shares, par value of US\$0.004 each, in the
share capital of SEMICONDUCTOR MANUFACTURING INTERNATIONAL CORPORATION (the "Company"), HEREBY APPOINT THE
CHAIRMAN OF THE MEETING or ^(Notes 3 to 5, inclusive) _____
of _____

to act as my/our proxy to attend and vote for me/us at the Annual General Meeting of the Company to be held 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 on 28 June 2023 at 2:00 p.m. and at
any adjournment thereof (and to exercise all rights conferred on proxies under law, regulation and the articles of association of the Company ^(Note 6)).

Unless otherwise indicated, capitalised terms used herein shall have the same meanings as those defined in the circular of the Company dated 2 June 2023.

I/We wish my/our proxy to vote as indicated below in respect of the resolutions to be proposed at the meeting. Please indicate how you wish your vote(s)
to be cast on a poll by ticking the appropriate box next to each resolution ^(Note 7).

ORDINARY RESOLUTIONS		FOR	AGAINST	ABSTAIN
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 (the "Director(s)") and the auditors of the Company for the year ended 31 December 2022).			
2.	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 approve the re-appointment of auditors for the year 2023.*			
4.	To consider and approve the proposal for not making profit distribution for the year 2022.*			
5.	To grant a general mandate to the Board to allot, issue, grant, distribute and otherwise deal with Hong Kong Shares in the Company, not exceeding twenty per cent. of the number of issued Hong Kong Shares of the Company at the date of this Resolution.*			
6.	To grant a general mandate to the Board to repurchase Hong Kong Shares of the Company, not exceeding ten per cent. of the number of issued Hong Kong Shares of the Company at the date of this Resolution.*			
7.	Conditional on the passing of Resolutions 5 and 6, to authorize the Board to exercise the powers to allot, issue, grant, distribute and otherwise deal with the additional authorized but unissued Hong Kong Shares in the Company repurchased by the Company.*			
8.	To consider and approve the adoption of the 2024 Equity Incentive Plan and the issue of Shares thereunder.*			
9.	9.1 To approve the proposed 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.			
	9.2 To authorize any Director(s) of the Company to exercise the powers of the Company to allot and issue the shares of the Company 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 5 September 2022.*			

* For identification purposes only

ORDINARY RESOLUTIONS		FOR	AGAINST	ABSTAIN
10.	10.1 To approve the proposed 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.			
	10.2 To approve the proposed 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.			
	10.3 To approve the proposed 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.			
	10.4 To approve the proposed 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.			
	10.5 To approve the proposed 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.			
	10.6 To approve the proposed 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.			
	10.7 To approve the proposed 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.			
	10.8 To approve the proposed 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.			
	10.9 To approve the proposed 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.			
	10.10 To approve the proposed 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.			
	10.11 To authorize any Director(s) of the Company to exercise the powers of the Company to allot and issue the shares of the Company 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 1 April 2023.*			
11.	To consider and approve the amendments of policy governing the procedures for the holding of general meetings.*			
12.	To consider and approve the amendments of policy governing the procedures for the holding of board meetings.*			
SPECIAL RESOLUTION		FOR	AGAINST	ABSTAIN
13.	To consider and approve the adoption of the New Memorandum and Articles of Association.*			

* The full text of the resolution is set out in the Notice of Annual General Meeting of the Company dated 2 June 2023.

Dated this _____ day of _____, 2023

Shareholder's signature ^(Note 8) _____

Notes:

- Full name(s) and address(es) to be inserted in BLOCK CAPITALS. The names of all joint holders should be stated.
- Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the share capital of the Company registered in your name(s).
- Please insert the name and address in BLOCK CAPITALS of the proxy desired. IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.
- If you are a shareholder who is entitled to attend and vote at the meeting, you are entitled to appoint a proxy or, if you are holding more than one share, proxies to attend instead of you and to vote on your behalf on a poll.
- As a matter of law, you have the right to appoint separate proxies to represent respectively such number of the shares you hold as you may specify in this form of proxy. You are entitled to appoint proxies of your own choice.
- The person appointed as proxy may exercise all the rights conferred on proxies under law, regulation or the articles of association of the Company.
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, TICK THE BOX MARKED "FOR" BESIDE THE APPROPRIATE RESOLUTION. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, TICK THE BOX MARKED "AGAINST" BESIDE THE APPROPRIATE RESOLUTION. IF YOU WISH TO ABSTAIN IN A RESOLUTION, TICK IN THE BOX MARKED "ABSTAIN". Failure to complete any or all boxes will entitle your proxy to cast his votes on the relevant resolution at his discretion. Your proxy will also be entitled to vote or abstain from voting at his discretion on other business (including amendments to resolutions which may be properly put to the meeting). If you mark the box "abstain", it will mean that your proxy will abstain from voting and, accordingly, your vote will not be counted either for or against the relevant resolution. Abstention will be counted for the purpose of determining the presence or absence of a quorum. The shares abstained will not be counted in the calculation of the required majority by the Company.
- The instrument appointing a proxy shall be in writing and shall be executed under the hand of the appointor or of his attorney duly authorized in writing, or, if the appointor is a corporation under the hand of an officer or attorney duly authorized on its behalf.
- Where there are joint registered holders of any share, any one of such person may sign this form of proxy and vote at any meeting, either personally or by proxy, in respect of such shares as if he were solely entitled thereto. The vote of the senior joint registered holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint registered holders and for this purpose seniority will be determined by the order in which the names stand in the register of members in respect of the joint shareholding.
- To be valid, this form of proxy must be completed and deposited at 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 time for holding the meeting or any adjourned meeting thereof.
- Completion and return of the form of proxy will not preclude you from attending and voting at the meeting or any adjourned meeting if you so wish and in such event, the form of proxy will be deemed to be so revoked.
- The proxy need not be a member of the Company but must attend the meeting in person to represent you.
- ANY ALTERATION MADE IN THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.