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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: 00981)

(1) POTENTIAL DISCLOSEABLE TRANSACTION AND CONNECTED TRANSACTION REGARDING THE PROPOSED ACQUISITION OF THE 49% EQUITY INTERESTS IN SMNC INVOLVING ISSUING RMB SHARES UNDER SPECIFIC MANDATE; AND (2) RESUMPTION OF TRADING IN RMB SHARES

THE PROPOSED ACQUISITION OF THE 49% EQUITY INTERESTS IN SMNC

On 8 September 2025, the Company entered into the Acquisition Agreement with the Vendors, pursuant to which, the Company conditionally agreed to purchase and the Vendors conditionally agreed to sell a total of 49% equity interests in SMNC held by the Vendors.

The Company proposed to pay the total consideration for the Proposed Acquisition by way of issuance of the Consideration Shares, i.e. the issuance of RMB Shares. The final consideration for the Proposed Acquisition shall be based on the valuation report to be issued by an asset appraisal institution that is jointly agreed by all parties and complies with requirements of Securities Law of the PRC and the appraised value of the Target Asset as determined by and filed with the competent state-owned assets supervision and administration authorities and subject to negotiations by the parties and will be confirmed by way of entering into the separate Supplemental Agreement.

Further announcement(s) will be made by the Company in respect of, among other things, the appraised value of the Target Asset, the final consideration for the Proposed Acquisition and the number of the Consideration Shares to be issued, upon entering into the Supplemental Agreements by the Company and the Vendors in due course in accordance with the applicable laws and regulations.

HONG KONG LISTING RULES IMPLICATIONS

It is expected that the Proposed Acquisition, if implemented and at its maximum, will constitute a discloseable transaction of the Company under the Hong Kong Listing Rules which is subject to the reporting and announcement requirements under Chapter 14 of the Hong Kong Listing Rules. As the final consideration and certain detailed terms of the Proposed Acquisition have not been finalized, the classification of the Proposed Acquisition under Chapter 14 of the Hong Kong Listing Rules cannot be confirmed. The Company will comply with requirements under Chapter 14 of the Hong Kong Listing Rules when relevant details are finalized.

As at the date of this announcement, as (i) China IC Fund holds 32% equity interests in SMNC; and (ii) E-Town Capital holds 24.51% equity interests in Semiconductor Manufacturing Beijing Corporation* (中芯京城集成電路製造（北京）有限公司), a subsidiary of the Company, each of China IC Fund and E-Town Capital is a connected person of the Company at the subsidiary level. Accordingly, the transaction contemplated under the Proposed

Acquisition constitutes a connected transaction of the Company under Chapter 14A of the Hong Kong Listing Rules. As the Proposed Acquisition involves issue of new RMB Shares by the Company under the Specific Mandate, the Proposed Acquisition does not constitute an exempt connected transaction and hence the Company is subject to the reporting, announcement and independent Shareholders' approval requirements pursuant to Chapter 14A of the Hong Kong Listing Rules.

Upon the confirmation of the final consideration of the Proposed Acquisition, the Company will enter into the Supplemental Agreement with the Vendors. The Company will timely comply with the reporting, announcement and independent Shareholders' approval requirements under Chapter 14 and Chapter 14A of the Hong Kong Listing Rules.

GENERAL

As at the date of this announcement, the asset audit and valuation work for the Proposed Acquisition has not been completed. Following the completion of the afore-mentioned audit and valuation work, the final consideration for the Proposed Acquisition will be confirmed by way of entering into the Supplemental Agreement by the Company and the Vendors and the Company will convene another Board meeting to consider and approve the Supplemental Agreement.

The Consideration Shares will be issued pursuant to the Specific Mandate to be granted by the independent Shareholders at the extraordinary general meeting. The Board anticipates that the Company will continue to maintain sufficient public float to meet the requirements under the Hong Kong Listing Rules upon completion of the Proposed Acquisition.

RESUMPTION OF TRADING IN RMB SHARES

At the request of the Company, trading in the RMB Shares on the STAR Board of the SSE has been suspended from 1 September 2025. An application has been made by the Company to the SSE for the resumption of trading in the RMB Shares on the SSE from 9 September 2025.

As the implementation of the Proposed Acquisition is subject to the satisfaction of the relevant conditions precedent set out in the Acquisition Agreement and may or may not proceed, Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares of the Company.

I. THE PROPOSED ACQUISITION OF THE 49% EQUITY INTERESTS IN SMNC

On 8 September 2025, the Company entered into the Acquisition Agreement with the Vendors, pursuant to which, the Company conditionally agreed to purchase and the Vendors conditionally agreed to sell a total of 49% equity interests in SMNC held by the Vendors.

The Company proposed to pay the total consideration for the Proposed Acquisition by way of issuance of the Consideration Shares, i.e. the issuance of RMB Shares. The final consideration for the Proposed Acquisition shall be based on the valuation report to be issued by an asset appraisal institution that is jointly agreed by all parties and complies with requirements of Securities Law of the PRC and the appraised value of the Target Asset as determined by and filed with the competent state-owned assets supervision and administration authorities and subject to negotiations by the parties and will be confirmed by way of entering into the Supplemental Agreement.

Further announcement(s) will be made by the Company in respect of, among other things, the appraised value of the Target Asset, the final consideration for the Proposed Acquisition and the number of the Consideration Shares to be issued, upon entering into the Supplemental Agreements by the Company and the Vendors in due course in accordance with the applicable laws and regulations.

The Acquisition Agreement

The principal terms of the Acquisition Agreement are set out below:

Date:	8 September 2025
Parties:	(i) The Company; (ii) China IC Fund; (iii) Semi Investment Center; (iv) E-Town Capital; (v) ZGC Development; and (vi) Beijing Industrial Investment. To the best of the Directors' knowledge, information and belief and having made all reasonable enquiry, other than China IC Fund and E-Town Capital as connected persons of the Company for the reasons disclosed in this announcement, the other parties listed above and their ultimate beneficial owners are third parties independent of the Company and its connected persons.
Target Asset:	The 49% equity interests in SMNC totally held by the Vendors
Consideration and payment method:	The Company and the Vendors agree to conduct the audit and valuation of the Target Asset based on the benchmark date negotiated and determined by the parties. The final consideration for the Target Asset will be determined after negotiations between the parties with reference to the valuation report to be issued by an asset appraisal institution that is jointly agreed by all parties and complies with the requirements of Securities Law of the PRC and the appraised value of the Target Asset as determined by and filed with the competent state-owned assets supervision and administration authorities. Given that the valuation report has not yet been finally issued, all parties agree that the final consideration shall be confirmed by way of entering into the separate Supplemental Agreement. The Company proposed to pay the total consideration for the Proposed Acquisition by way of issuance of the Consideration Shares. The Company shall determine the number of the Consideration Shares to be issued to each Vendor based on the final consideration for the Target Asset (as agreed and confirmed upon by all parties through a Supplemental Agreement) and in accordance with the issue price of the Consideration Shares specified in the Acquisition Agreement. The specific details shall be determined by all parties through a separate Supplemental Agreement.
Type, par value and place of listing of Consideration Shares to be issued:	The Consideration Shares will be the ordinary Shares denominated in RMB (i.e. A Shares) with a par value of US$0.004 per Share and listed on the STAR Board of the SSE. The Consideration Shares, when fully paid and issued, will rank *pari passu* in all respects with the ordinary Shares denominated in RMB in issue at the time of the issuance of such Consideration Shares.
Target subscribers and method of issuance of the Consideration Shares:	The target subscribers are each of the Vendors, and the method of issuance is issuance to specific targets.
Pricing benchmark date, pricing basis and issue price of the Consideration Shares:	The pricing benchmark date of the issuance of Consideration Shares shall be the date of the announcement on the resolutions at the first Board meeting to consider and approve the Proposed Acquisition, being 9 September 2025. The issue price of the Consideration Shares shall be RMB74.20 per Consideration Share, representing not less than 80% of the average trading price at RMB92.75 per RMB Share of the Company for 120 trading days prior to the pricing benchmark date. Such average trading price of the RMB Shares = the

total trading amount of the RMB Shares in the 120 trading days prior to the pricing benchmark date / the total trading volume of the RMB Shares in the 120 trading days prior to the pricing benchmark date.

During the period between the pricing benchmark date and the issuance date of the Consideration Shares, if the Company implements ex-rights and ex-dividend events such as dividend distribution, bonus share issuances, capital reserve conversion to share capital, etc., the issue price of the Consideration Shares will be adjusted accordingly based on the relevant regulations of the CSRC and the SSE.

The number of Consideration Shares to be issued:

The specific number of the Consideration Shares issued to each of the Vendors under the Proposed Acquisition = the consideration paid to each of the Vendors by way of issuing Consideration Shares / the issue price.

The total number of the Consideration Shares to be issued in relation to the Proposed Acquisition = the aggregate number of the Consideration Shares to be issued to all Vendors.

The number of the Consideration Shares to be issued to each of the Vendors shall be a whole number and rounded up to the nearest single digit. If not whole number, each of the Vendors shall waive the fraction of the transfer consideration equivalent to less than one share issued by the Company voluntarily, and the number of Consideration Shares shall be rounded down to a whole number.

During the period between the pricing benchmark date and the issuance date of the Consideration Shares, if the Company implements ex-rights and ex-dividend events such as dividend distribution, bonus share issuances, capital reserve conversion to share capital, etc., which has caused the adjustment of the issue price of the Consideration Shares, the number of Consideration Shares to be issued will be adjusted accordingly.

The number of the Consideration Shares to be issued definitively shall be determined based on the final consideration of the Target Asset and confirmed by way of entering into the Supplemental Agreement, and shall be reviewed and approved by the SSE and registered by CSRC.

Lock-up period:

The lock up period for each of the Vendors for the Consideration Shares acquired in the Proposed Acquisition is 12 months from the date of completion of the issuance of the Consideration Shares. After the expiration of the lock-up period, the transfer and dealing of such Consideration Shares shall follow the relevant effective laws and regulations and the provisions and rules of the CSRC and the SSE at the time. After completion of the issuance of the Consideration Shares, any additional shares obtained by each of the Vendors from the Consideration Shares due to such events as the Company's bonus share issuances or capital reserve conversion to share capital shall also be locked up in accordance with the afore-mentioned arrangements.

If the above-mentioned lock-up period arrangement is inconsistent to any extent with the latest regulatory opinions of the securities regulatory authorities, the parties agree to adjust in accordance with the latest regulatory opinions of the relevant securities regulatory authorities.

Transition period arrangement:

The transition period shall be from the valuation and audit benchmark date of the Proposed Acquisition confirmed by the parties (excluding the day of such benchmark date) to the Completion Date (including the day of the Completion

Date).

During the transition period, the profits and losses generated or incurred by the Target Asset shall be shared or borne by the Company, pro-rata to its shareholding in SMNC after the Completion Date. The accumulated undistributed profits (if any) of SMNC before the Completion Date shall be shared by the shareholders of SMNC after the Completion Date, pro-rata to their respective shareholding in SMNC. Upon completion of the Proposed Acquisition, the accumulated undistributed profits of the Company before issuance of the Consideration Shares shall be shared by all the shareholders of the Company, pro-rata to their respective shareholding in the Company after the issuance.

Precedent conditions: The Acquisition Agreement shall take effect after being executed by the legal representative or managing partner or authorised representative of each party to the Proposed Acquisition and sealed by each party to the Proposed Acquisition, as well as the satisfaction of the following conditions:

(i) upon completion of the audit and valuation work in relation to the Proposed Acquisition, approval of the Board and approval at the general meeting being obtained;

(ii) the asset valuation report being filed with the competent state-owned assets supervision and administrative authorities;

(iii) approval from the competent state-owned assets supervision and administrative authorities of the final plan of the Proposed Acquisition;

(iv) fulfillment by SMNC to approve each of the Vendors to transfer the Target Asset to the Company in accordance with its articles of association;

(v) fulfillment by each of the Vendors to obtain the approval of internal decision-making procedures and external approval for transfer of Target Asset to the Company in accordance with its articles of association or partnership agreement (if required);

(vi) the plan of the Proposed Acquisition being reviewed and approved by the SSE and being registered by CSRC;

(vii) all necessary approval, permits and authorisations from, or filing with relevant authorities having been obtained or completed in accordance with PRC laws (if required);

(viii) all necessary approvals or waivers having been obtained from the Hong Kong Stock Exchange.

Completion: Completion will be conducted once the Vendors have transferred the Target Asset to the Company and have completed the register of such transfer with relevant industrial and commercial authorities.

Since the Completion Date, the Company shall become the lawful owner of the Target Asset and shall enjoy and assume all rights, interests, obligations and liabilities related to the Target Asset.

II. GENERAL INFORMATION OF SMNC

SMNC was established in July 2013 and mainly provides 12-inch integrated circuit wafer foundry services and supporting services based on different process platforms for customers. As at the date of this announcement, SMNC is a subsidiary of the Company, and the shareholding structure of SMNC is as follows:

Shareholders	**Shareholding**
SMIC Holdings Corporation* (中芯國際控股有限公司) *(Notes 1 & 2)*	25.5%
SMIC Investment (Shanghai) Corporation* (中芯集電投資（上海）有限公司) *(Notes 1 & 3)*	13%
Semiconductor Manufacturing International (Beijing) Corporation* (中芯國際集成電路製造（北京）有限公司) *(Notes 1 & 4)*	12.5%
China IC Fund	32%
Semi Investment Center	9%
E-Town Capital	5.75%
ZGC Development	1.125%
Beijing Industrial Investment	1.125%
Total	**100%**

Notes:

1. *Each of SMIC Holdings Corporation, SMIC Investment (Shanghai) Corporation and Semiconductor Manufacturing International (Beijing) Corporation is a wholly-owned subsidiary of the Company.*

2. *SMIC Holdings Corporation is a limited liability company established in July 2015 in the PRC and is primarily engaged in investment.*

3. *SMIC Investment (Shanghai) Corporation is a limited liability company established in September 2003 in the PRC and is primarily engaged in investment.*

4. *Semiconductor Manufacturing International (Beijing) Corporation is a limited liability company established in July 2002 in the PRC and is primarily engaged in the manufacturing and trading of semiconductor products.*

Pursuant to the Chinese Accounting Standards, the audited net profit (before and after taxation) of SMNC for the financial years ended 31 December 2023 and 2024 is as follows:

	For the year ended 31 December	
	2023	**2024**
	(RMB'000)	***(RMB'000)***
Net profit before and after taxation	585,235	1,681,595

Pursuant to the unaudited financial information of SMNC in accordance with the Chinese Accounting Standards, the total assets and net assets of SMNC as at 30 June 2025 were approximately RMB45,033 million and RMB41,707 million, respectively.

III. GENERAL INFORMATION OF THE PARTIES

The Company

SMIC is one of the leading foundries in the world and is the front runner in manufacturing capability, manufacturing scale, and comprehensive service in the Chinese Mainland. SMIC Group provides semiconductor foundry and technology services to global customers on 8-inch and 12-inch wafers. Headquartered in Shanghai, China, SMIC Group has an international manufacturing and service base, with 8-inch and 12-inch wafer fabrication facilities in Shanghai, Beijing, Tianjin and Shenzhen. SMIC Group also has marketing and customer service offices in the U.S., Europe, Japan, and Taiwan, China.

China IC Fund

China IC Fund, incorporated in September 2014, mainly invests in the value chain of integrated circuit industry via equity investment, primarily in integrated circuit chip manufacturing as well as chip designing, packaging test and equipment and materials. As at the date of this announcement, there are 16 fund investors in China IC Fund, including, among others, Ministry of Finance of the PRC (as the single largest shareholder holding 36.47% shareholding interest), China Development Bank Capital Co., Ltd. (holding 22.29% shareholding interest), China National Tobacco Corporation (holding 11.14% shareholding interest), E-Town Capital (holding 10.13% shareholding interest), Shanghai Guosheng (Group) Co., Ltd. (holding 5.06% shareholding interest), China Mobile Communications Group Co., Ltd. (holding 5.06% shareholding interest), Wuhan Financial Holdings (Group) Co., Ltd. (holding 5.06% shareholding interest) and a group of nine shareholders (holding less than 5% shareholding interest each) comprising companies, partnerships and Sino IC Capital Co., Ltd. (which also acts as the fund manager). The voting right of Sino IC Capital Co., Ltd. (as a shareholder but not as the fund manager) at shareholders' meetings of China IC Fund is proportional to its shareholding interest in China IC Fund. China IC Fund is not regarded as a subsidiary of its single largest shareholder.

Semi Investment Center

Semi Investment Center is the first integrated circuit industry investment fund initiated by a local government in the PRC. It was established in September 2014 and mainly invests in companies along the integrated circuit industry chain, including fields such as integrated circuit manufacturing and design. As at the date of this announcement, Beijing Integrated Circuit Industry Development Equity Investment Fund Co., Ltd.* (北京集成電路產業發展股權投資基金有限公司) holds approximately 51% of the partnership interests in Semi Investment Center and the ultimate beneficial owner of Beijing Integrated Circuit Industry Development Equity Investment Fund Co., Ltd. is the Beijing Municipal People's Government State-owned Assets Supervision and Administration Commission* (北京市人民政府國有資產監督管理委員會). Beijing Shengshi Hongming Investment Fund Management Co., Ltd.* (北京盛世宏明投資基金管理有限公司) is the managing partner of Semi Investment Center and the ultimate beneficial owner of Beijing Shengshi Hongming Investment Fund Management Co., Ltd. is Jiang Mingming (姜明明).

E-Town Capital

E-Town Capital was established in February 2009 and is an entity solely founded by the Finance and State-owned Assets Supervision and Administration Bureau of Beijing Economic and Technological Development Zone* (北京經濟技術開發區財政國資局), dedicated to equity investment, capital operation and the development of industrial financial service platforms. As the entity for equity investment and capital operation in Beijing Economic and Technological Development Zone, as well as a professional management institution for government-held and managed projects, E-Town Capital undertakes the important mission of serving the industrial development and technological innovation of Beijing Economic and Technological Development Zone. As at the date of this announcement, the ultimate beneficial owner of E-Town Capital is the Finance and State-owned Assets Supervision and Administration Bureau of Beijing Economic and Technological Development Zone.

ZGC Development

ZGC Development was established in March 2010 and is a state-owned enterprise under Beijing Municipality. Since its incorporation，ZGC Development has adhered to the corporate mission of being "centered around innovation and entrepreneurship entities and growing together with them". It focuses on the entire lifecycle of the transformation of technological achievements, striving to improve its core businesses such as equity investment, debt financing, common technologies and park operations, and is committed to providing inclusive, precise and integrated services for technological innovation. Based in Zhongguancun, ZGC Development has built an innovation service network that integrates domestic collaboration and international cooperation, working with innovation and entrepreneurship entities to jointly create an open and win-win innovation ecosystem, promoting technological innovation to better benefit human society. As at the date of this announcement, the ultimate beneficial owner of ZGC Development is the People's Government of Beijing Municipality.

Beijing Industrial Investment

Beijing Industrial Investment was established in February 2002 with a registered capital of RMB1.00 billion. Over the past 20 years, it has always taken serving the construction of Beijing International Science and Technology Innovation Center as its mission, and actively promoted the optimized layout of high-end, precision and advanced industries in the capital. It has now grown into an investment and financing company focusing on fund management, industrial investment and government services, and has actively participated in the innovative development of high-end, precision and advanced industries such as the new generation of information technology, pharmaceutical and healthcare, integrated circuits, intelligent connected vehicles, intelligent manufacturing and equipment, green energy, energy conservation and environmental protection, and future frontier industries. As at the date of this announcement, the ultimate beneficial owner of Beijing Industrial Investment is the People's Government of Beijing Municipality.

IV. REASONS AND BENEFITS OF THE PROPOSED ACQUISTION

The Proposed Acquisition is conducive to further improving the Company's asset quality, strengthening business synergies, and promoting the Company's long-term development.

The Directors (including the independent non-executive directors) consider that the Acquisition Agreement and the transactions contemplated thereunder are on normal commercial terms, and are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

Save for Mr. Yang Lumin and Mr. Huang Dengshan as related Directors who had abstained from voting, none of the other Directors was considered to have a material interest in the Acquisition Agreement and the transactions contemplated thereunder which would have required the Director to abstain from voting on relevant resolutions at the Board meeting.

V. IMPACT ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

As at the date of this announcement, the audit results and valuation work of the Target Asset have not been completed and the final consideration of the Proposed Acquisition has not to be determined, thus the number of the Consideration Shares to be issued have not been determined. The impact on the shareholding structure of the Company will be set out in further announcement(s) of the Company.

VI. FINANCIAL IMPACT OF THE PROPOSED ACQUISITION

Upon completion of the Proposed Acquisition, SMNC will become a wholly-owned subsidiary of the Company and the financial information of the SMNC will remain consolidated into the consolidated financial statements of the Group.

VII. FUND-RAISING ACTIVITIES IN THE PAST 12 MONTHS

The Company has not conducted any equity fund raising activities during the 12 months immediately preceding the date of this announcement.

VIII. HONG KONG LISTING RULES IMPLICATIONS

Proposed Acquisition and Issuance of Consideration Shares

It is expected that the Proposed Acquisition, if implemented and at its maximum, will constitute a discloseable transaction of the Company under the Hong Kong Listing Rules which is subject to the reporting and announcement requirements under Chapter 14 of the Hong Kong Listing Rules. As the final consideration and certain detailed terms of the Proposed Acquisition have not been finalized, the classification of the Proposed Acquisition under Chapter 14 of the Hong Kong Listing Rules cannot be confirmed. The Company will comply with requirements under Chapter 14 of the Hong Kong Listing Rules when relevant details are finalized.

As at the date of this announcement, as (i) China IC Fund holds 32% equity interests in SMNC; and (ii) E-Town

Capital holds 24.51% equity interests in Semiconductor Manufacturing Beijing Corporation* (中芯京城集成電路製造（北京）有限公司), a subsidiary of the Company, each of China IC Fund and E-Town Capital is a connected person of the Company at the subsidiary level. Accordingly, the transaction contemplated under the Proposed Acquisition constitutes a connected transaction of the Company under Chapter 14A of the Hong Kong Listing Rules. As the Proposed Acquisition involves issue of new RMB Shares by the Company under the Specific Mandate, the Proposed Acquisition does not constitute an exempt connected transaction and hence the Company is subject to the reporting, announcement and independent Shareholders' approval requirements pursuant to Chapter 14A of the Hong Kong Listing Rules.

Upon the confirmation of the final consideration of the Proposed Acquisition, the Company will enter into the Supplemental Agreement with the Vendors. The Company will timely comply with the reporting, announcement and independent Shareholders' approval requirements under Chapter 14 and Chapter 14A of the Hong Kong Listing Rules.

Application for Waiver from Strict Compliance with Certain Provisions of the Hong Kong Listing Rules

As the RMB Shares to be issued under the Proposed Acquisition will be of the same class as the Hong Kong Shares (i.e. both are ordinary Shares carrying the same rights), but will not be listed on the Hong Kong Stock Exchange, the Company will apply to the Hong Kong Stock Exchange for a one-off waiver from strict compliance with Rules 8.20 and 13.26 of the Hong Kong Listing Rules such that there is no need to seek listing in respect of the Consideration Shares to be issued under the Proposed Acquisition on the Hong Kong Stock Exchange under Rules 8.20 and 13.26 of the Hong Kong Listing Rules.

IX. GENERAL INFORMATION

As at the date of this announcement, the asset audit and valuation work for the Proposed Acquisition has not been completed. Following the completion of the afore-mentioned audit and valuation work, the final consideration for the Proposed Acquisition will be confirmed by way of entering into the Supplemental Agreement by the Company and the Vendors and the Company will convene another Board meeting to consider and approve the Supplemental Agreement.

The Consideration Shares will be issued pursuant to the Specific Mandate to be granted by the independent Shareholders at the extraordinary general meeting. The Board anticipates that the Company will continue to maintain sufficient public float to meet the requirements under the Hong Kong Listing Rules upon completion of the Proposed Acquisition.

X. RESUMPTION OF TRADING IN RMB SHARES

At the request of the Company, trading in the RMB Shares on the STAR Board of the SSE has been suspended from 1 September 2025. An application has been made by the Company to the SSE for the resumption of trading in the RMB Shares on the SSE from 9 September 2025.

As the implementation of the Proposed Acquisition is subject to the satisfaction of the relevant conditions precedent set out in the Acquisition Agreement and may or may not proceed, Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares of the Company.

DEFINITIONS

In this announcement, the following expressions have the meanings set out below unless the context other requires:

"Acquisition Agreement"	the acquisition agreement entered between the Company and the Vendors on 8 September 2025 in relation to the Proposed Acquisition by issuance of the Consideration Shares by the Company

"Beijing Industrial Development"	Beijing Industrial Development Investment Management Co., Ltd.*(北京工業發展投資管理有限公司), a limited liability company established in the PRC
"Board"	the board of Directors
"China IC Fund"	China Integrated Circuit Industry Investment Fund Co., Ltd.* (國家集成電路產業投資基金股份有限公司), a joint stock limited liability company established in the PRC
"Company" or "SMIC"	Semiconductor Manufacturing International Corporation (中芯國際集成電路製造有限公司*), a limited liability company incorporated in the Cayman Islands, the shares of which are listed on the Main Board of the Hong Kong Stock Exchange and the STAR Board of the SSE
"Completion Date"	the date on which the Vendors have transferred the Target Asset to the Company and the register of such transfer has been completed with relevant industrial and commercial authorities.
"connected person(s)"	has the meaning ascribed to it under the Hong Kong Listing Rules
"Consideration Shares"	the RMB Shares to be issued pursuant to the Specific Mandate as consideration for the Proposed Acquisition
"CSRC"	China Securities Regulatory Commission
"Director(s)"	the director(s) of the Company
"E-Town Capital"	Beijing E-town International Investment and Development Co., Ltd.* (北京亦莊國際投資發展有限公司), a limited liability company established in the PRC
"Group"	the Company and its subsidiaries
"Hong Kong"	Hong Kong Special Administrative Region of the PRC
"Hong Kong Listing Rules"	the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange
"Hong Kong Stock Exchange"	The Stock Exchange of Hong Kong Limited
"PRC"	the People's Republic of China
"Proposed Acquisition"	the proposed acquisition of the 49% equity interests in SMNC by way of issuing the Consideration Shares
"RMB"	Renminbi, the lawful currency of the PRC
"RMB Share(s)" or "A Share(s)"	the ordinary Share(s) issued by the Company which are listed on the SSE and traded in RMB (stock code: 688981)
"Semi Investment Center"	Beijing Semiconductor Manufacturing and Equipment Equity Investment Center (Limited Partnership)* (北京集成電路製造和裝備股權投資中心(有限合夥)), a limited partnership established in the PRC
"Share(s)"	any share(s) in the capital of the Company with a nominal value of US$0.004 each

"Shareholder(s)"	holder(s) of the share(s) of the Company
"SMNC"	Semiconductor Manufacturing North China (Beijing) Corporation*(中芯北方集成電路製造(北京)有限公司), a limited liability company established in the PRC
"Specific Mandate"	the specific mandate to be granted by the Shareholders to the Board in relation to the issue of the Consideration Shares
"SSE"	the Shanghai Stock Exchange
"STAR Board"	the Science and Technology Innovation Board
"Supplemental Agreement"	the supplemental agreement to be entered between the Company and the Vendors to further confirm the final consideration, the number of the Consideration Shares and etc. for the Proposed Acquisition
"Target Asset"	the 49% equity interests in SMNC totally held by the Vendors to be acquired under the Proposed Acquisition
"Vendors"	China IC Fund, Semi Investment Center, E-Town Capital, ZGC Development and Beijing Industrial Development, collectively
"ZGC Development"	Beijing Zhongguancun Development Group Co., Ltd.*(中關村發展集團股份有限公司), a joint stock limited company established in the PRC
"%"	per cent.

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

Shanghai, PRC
8 September 2025

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

Executive Director
LIU Xunfeng

Non-executive Directors
LU Guoqing
CHEN Shanzhi
YANG Lumin
HUANG Dengshan

Independent Non-executive Directors
FAN Ren Da Anthony
LIU Ming
WU Hanming
CHEN Xinyuan

* *For identification purposes only*