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: 00981)

(Shanghai Stock Exchange Stock Code: 688981)

FORM OF PROXY FOR USE AT THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON 12 FEBRUARY 2026

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 Extraordinary General Meeting of the Company to be held at No. 5 Building, No. 39 Zhangjiang Road, Pu Dong New Area, Shanghai, People's Republic of China on 12 February 2026 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 28 January 2026.

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 consider and approve the resolution on the Transaction complying with the relevant laws and regulations			
2.	To consider and approve the resolution on the proposal in respect of the Transaction			
	2.1 the overall proposal of the Transaction			
	2.2 the Transaction – type, par value and place of listing of the shares to be issued			
	2.3 the Transaction – target subscribers and subscription method			
	2.4 the Transaction – pricing benchmark date, pricing basis and issue price of the shares to be issued			
	2.5 the Transaction – number of shares to be issued			
	2.6 the Transaction – lock-up period arrangements			
	2.7 the Transaction – attribution of profits and losses of the Target Asset for the transition period and arrangements for accumulated undistributed profits			
	2.8 the Transaction – payment arrangements for the cash consideration			
	2.9 the Transaction – transfer of ownership of the Target Asset and liability for breach of agreement			
	2.10 the Transaction – validity period of the resolutions			
3.	To consider and approve the resolution on the "Draft Report on the Purchase of Assets through the Issuance of Shares and the Related Transaction" and its summary			
4.	To consider and approve the resolution on the Transaction constituting related transaction			
5.	To consider and approve the resolution on the Transaction not constituting major asset restructuring			
6.	To consider and approve the resolution on entering into the Supplemental Agreement with counterparties with conditions to its effectiveness			
7.	To consider and approve the resolution on the Transaction not constituting reorganization and listing as stipulated in Article 13 of the Administrative Measures for the Major Asset Restructuring of Listed Companies			

* *For identification purpose only*

	ORDINARY RESOLUTIONS	FOR	AGAINST	ABSTAIN
8.	To consider and approve the resolution on the Transaction complying with Article 4 of the Regulatory Guidelines for Listed Companies No. 9 – Regulatory Requirements for the Planning and Implementation of Major Assets Restructurings by Listed Companies			
9.	To consider and approve the resolution on the Transaction complying with Articles 11, 43 and 44 of the Administrative Measures for the Major Asset Restructuring of Listed Companies, Article 20 of the Measures for the Ongoing Supervision of Listed Companies on the Science and Technology Innovation Board (Trial Implementation), Rule 11.2 of the STAR Market Listing Rules, Rule 8 of Rules Governing the Review of Major Asset Restructurings of Listed Companies on SSE			
10.	To consider and approve the resolution on non-existence of the relevant circumstances prohibiting the relevant parties under the Transaction from participating in any major asset restructuring of listed companies pursuant to Article 12 of the Regulatory Guidelines for Listed Companies No. 7 – Regulation of Abnormal Stock Transactions Related to Major Asset Restructurings of Listed Companies or Article 30 of the Self – Regulatory Guidelines No. 6 for Listed Companies of the SSE – Major Asset Restructuring			
11.	To consider and approve the resolution on the explanation of the completeness and compliance of the statutory procedures performed for the Transaction and the validity of the legal documents submitted			
12.	To consider and approve the resolution on the Company's purchase and sale of assets within 12 months prior to the Transaction			
13.	To consider and approve the resolution on the explanation of the basis for the consideration under the Transaction and its fairness and reasonableness			
14.	To consider and approve the resolution on the independence of the valuation institution, the reasonableness of the valuation assumptions, the relevance of the valuation methodologies to the valuation purposes, and the fairness of the valuation pricing			
15.	To consider and approve the resolution on the audit reports, asset valuation report and pro forma review report relating to the Transaction			
16.	To consider and approve the resolution on the circumstances regarding the dilution of immediate return arising from the Transaction and the remedial measures			
17.	To consider and approve the resolution on the circumstances regarding the fluctuation of the Company's Shares prior to the announcement of the Transaction			
18.	To consider and approve the resolution on non-existence of the direct or indirect paid engagement of other third-party institutions or individuals in the Transaction			
19.	To consider and approve the resolution on the confidentiality measures and confidentiality procedures adopted in connection with the Transaction			
20.	To consider and approve the resolution on proposing to the general meeting of the Company to authorize the Board to handle all matters relating to the Transaction			

Dated this __________ day of __________, 2026 Shareholder's signature *(Note 8)* ____________________

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.

2. 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).

3. 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.**

4. 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.

5. 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.

6. The person appointed as proxy may exercise all the rights conferred on proxies under law, regulation or the articles of association of the Company.

7. **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.

8. 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.

9. 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.

10. 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.

11. 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.

12. The proxy need not be a member of the Company but must attend the meeting in person to represent you.

13. **ANY ALTERATION MADE IN THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**