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)

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the "**AGM**") of Semiconductor Manufacturing International Corporation (the "**Company**") will be held on 26 June 2026 at Building 5, No.39 Zhangjiang Road, Pu Dong New Area, Shanghai, PRC, at 2:00 p.m. for the purpose of transacting the following businesses:

ORDINARY RESOLUTIONS

1. To receive and consider the 2025 annual report (including the audited consolidated financial statements, the reports of the Directors and the auditors of the Company for the year ended 31 December 2025).

2. To consider and approve the proposal recommended by the Board that, given that Company will still maintain relatively large capital expenditures in 2026, 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 2025 in order to ensure the Company's normal production and operation and its needs of future development.

3. To consider and approve the engagement in hedging business by the Company and its subsidiaries during the validity period with the aggregate nominal amount of the existing financial derivatives not exceeding 50% of the Company's audited net assets for the year 2025 at any time, with the utilization scale of the credit line or the margin for the hedging business to be determined based on the actual business needs of the Company.

* *For identification purpose only*

4. To consider and approve the re-appointment of Ernst & Young Hua Ming LLP as the auditor for the Company's financial report prepared in accordance with China Accounting Standards for Business Enterprises and the auditor for internal control and the reappointment of Ernst & Young as the auditor for the Company's financial report prepared in accordance with International Financial Reporting Standards for the year 2026, respectively, and to authorize the audit committee of the Board to fix the remuneration of the auditors.

5. To consider and approve the following:

   5.1 To re-elect Mr. Lu Guoqing as a non-executive Director;

   5.2 To re-elect Mr. Huang Dengshan as a non-executive Director;

   5.3 To re-elect Professor Wu Hanming as an independent non-executive Director; and

   5.4 To authorize the Board to determine Directors' remuneration.

6. To consider and approve the amendments to the Policy Governing the Procedures for the Holding of General Meetings as set out in Appendix IV to the Circular.

7. To consider and approve the amendments to the Policy Governing the Procedures for the Holding of Board Meetings as set out in Appendix V to the Circular.

8. To consider and approve and adopt the amended Remuneration Management System for the Directors and Senior Management as set out in Appendix VI to the Circular.

To consider and, if thought fit, to pass the following ordinary resolutions:

9. "**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 Ordinary Shares of the Company (including any sale or transfer of treasury Hong Kong Shares if permitted under the Hong Kong Listing Rules) and to make, issue or grant offers, agreements, options, warrants and other securities which will or might require the exercise of such powers during or after the end of the Relevant Period, be and is hereby generally and unconditionally approved;

   (B) the aggregate number of Ordinary 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 together with any sale or transfer of treasury Hong Kong Shares if permitted under the Hong Kong Listing Rules 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 Ordinary Shares or rights to acquire Ordinary 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 Ordinary Shares; or

(iv) any scrip dividend or similar arrangement providing for the allotment of Ordinary Shares in lieu of the whole or part of a dividend on Ordinary 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) 20% of the total number of issued Ordinary Shares (excluding any treasury Hong Kong Shares) as at the date of passing this Resolution 9 (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 Hong Kong Shares of the Company purchased by the Company subsequent to the passing of this Resolution 9 (up to a maximum equivalent to 10% of the number of issued Hong Kong Shares of the Company (excluding any treasury Hong Kong Shares) as at the date of passing the Resolution 10),

and the said approval shall be limited accordingly;

(C) for the purposes of calculating the number of Ordinary Shares that may be issued (including any sale or transfer of treasury Hong Kong Shares) under the Issue Mandate Limit, the number of new Ordinary Shares allotted and issued (including any sale or transfer of treasury Hong Kong Shares) upon the exercise of any right to subscribe for or purchase Ordinary Shares attached to any Ordinary Shares ("**Convertible Shares**") issued pursuant to this resolution shall, to the extent of the amount of the aggregate number of such new Ordinary Shares to be issued and/or such treasury Hong Kong Shares to be sold or transferred 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 Ordinary Shares and/or any sale or transfer of such treasury Hong Kong Shares, be disregarded;

(D) for the purpose of this Resolution 9:

(i) "**Relevant Period**" means the period from (and including) the date of passing this Resolution 9 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 9 by an ordinary resolution of the shareholders of the Company in a general meeting;

(ii) "**Rights Issue**" means an offer of Ordinary Shares open for a period fixed by the Board to holders of Ordinary 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 Ordinary 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)."

10. "**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 purchase Hong Kong Shares on the Hong Kong 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 Hong Kong Stock Exchange, in accordance with all applicable laws, including the Hong Kong Code on Share Buy-backs and the Hong Kong Listing Rules (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 10% of the number of issued Hong Kong Shares of the Company (excluding any treasury Hong Kong Shares) as at the date of passing of this Resolution 10, and the said approval shall be limited accordingly; and

(C) for the purpose of this Resolution 10:

(i) "**Relevant Period**" means the period from (and including) the passing of this Resolution 10 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 10 by an ordinary resolution of the shareholders of the Company in a general meeting."

11. "**THAT**, conditional on the passing of Resolutions 9 and 10, the exercise by the Board of the powers referred to in paragraph (A) of Resolution 9 in respect of the share capital of the Company referred to in sub-paragraph (b) of paragraph (B) of Resolution 10, be and is hereby approved and authorized."

SPECIAL RESOLUTION

12. To consider and pass the following resolution as a special resolution:

"**THAT**:

(A) The amended and restated articles of association of the Company incorporating the Proposed Amendments as set forth in Appendix III of the Circular and produced to this meeting marked "A" and initialled by the Chairman of the meeting for identification purposes, be and is hereby approved and adopted as the new Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company 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 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, 4 June 2026

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 Director:
LIU Xunfeng *(Chairman)*

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

Notes:

1. Unless the context otherwise stated, capitalized terms used in this notice shall have the meanings as those defined in the circular of the Company dated 4 June 2026.

2. 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.

3. 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.

4. The register of members of the Company will be closed from 23 June 2026 to 26 June 2026 (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 Monday, 22 June 2026. All persons who are registered holders of the Hong Kong Shares whose names appear on the register of members of Hong Kong Shares on 26 June 2026 or, registered holders of the RMB Shares whose names appear on the register members of RMB Shares on 22 June 2026, will be entitled to attend and vote at the annual general meeting. Please refer to the announcement of the Company published on the website of SSE regarding the record date and arrangement for registered holders of the RMB Shares.

5. Shareholders are advised to read the circular of the Company dated 4 June 2026 which contains information concerning the resolutions to be proposed at the AGM.

6. The voting at the AGM will be taken by a poll.

7. This notice and the proxy form have also been posted on the websites of the Company and the Hong Kong Stock Exchange respectively.

8. Due to limited parking spaces around the conference venue, it is recommended that the shareholders and the proxies who are present at the meeting travel green.