



# 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 2024

I/We <sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_ 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 <sup>(Notes 3 to 5, inclusive)</sup> \_\_\_\_\_ 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 2024 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 <sup>(Note 6)</sup>).

Unless otherwise indicated, capitalised terms used herein shall have the same meanings as those defined in the circular of the Company dated 6 June 2024.

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 <sup>(Note 7)</sup>.

ORDINARY RESOLUTIONS		FOR	AGAINST	ABSTAIN
1.	To receive and consider the 2023 annual report of the Company (including the audited consolidated financial statements and the reports of the Directors of the Company and the auditors of the Company for the year ended 31 December 2023).			
2.	2.1 To re-elect Dr. Liu Xunfeng as an executive Director;			
	2.2 To re-elect Dr. Chen Shanzhi as a non-executive Director; and			
	2.3 To re-elect Dr. Fan Ren Da Anthony as an independent non-executive Director.			
3.	To consider and approve the re-appointment of auditors for the year 2024. <sup>#</sup>			
4.	To consider and approve the proposal on profit distribution for the year 2023. <sup>#</sup>			
5.	To consider and approve the engagement in hedging business by the Company and its subsidiaries. <sup>#</sup>			
6.	To grant a general mandate to the Board to allot, issue, grant, distribute and otherwise deal with additional Common Shares in the Company (including any sale or transfer treasury Hong Kong Shares), not exceeding 20% of the total number of issued Shares of the Company (excluding any treasury Shares) as at the date of this Resolution. <sup>#</sup>			
7.	To grant a general mandate to the Board to repurchase Hong Kong Shares of the Company, not exceeding 10% of the number of issued Hong Kong Shares of the Company (excluding any treasury Shares) as at the date of this Resolution. <sup>#</sup>			
8.	Conditional on the passing of Resolutions 6 and 7, to extend the mandate granted to the Board to allot, issue, grant, distribute and otherwise deal with additional Hong Kong Shares of the Company (including any sale or transfer treasury Hong Kong Shares), not exceeding the number of Hong Kong Shares repurchased by the Company under the Resolution 7. <sup>#</sup>			

<sup>#</sup> The full text of the resolution is set out in the Notice of Annual General Meeting of the Company dated 6 June 2024.

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 2024 Shareholder's signature <sup>(Note 8)</sup> \_\_\_\_\_

### 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 INITIALLED BY THE PERSON WHO SIGNS IT.**

\* For identification purpose only