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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: 981)**

**GRANT OF RESTRICTED SHARE UNITS**

The Board announces that on 1 July 2024, the Company granted 47,008 RSUs to Dr. FAN Ren Da Anthony (“**Dr. Fan**”), an independent non-executive Director, under the 2024 Equity Incentive Plan. The RSU granted to the grantee represents the right to receive a Hong Kong Share on its vesting date.

Details of the grant of the RSUs are as follows:

<b>Date of grant:</b>	1 July 2024
<b>Number of RSUs granted:</b>	47,008 RSUs
<b>Consideration for the grant:</b>	HK\$0.031 per RSU
<b>Purchase price:</b>	Nil
<b>Closing price of the Hong Kong Shares immediately preceding the date of grant:</b>	HK\$17.12 per Hong Kong Share
<b>Vesting period of the RSUs:</b>	All of the 47,008 RSUs will vest on 1 January 2025.

The vesting period for the grant of all of the RSUs to Dr. Fan is shorter than 12 months because this grant forms part of his remuneration package and has been approved by the Compensation Committee, therefore the date of such grant would have been earlier if not for certain administrative requirements. The Compensation Committee believed that such arrangement aligns with the purpose and terms of the 2024 Equity Incentive Plan as it retains and motivates Dr. Fan for his contributions to the growth and profits of the Company.

<b>Performance targets:</b>	The granting of the RSUs shall be conditional upon the achievement of certain targets based on individual performance indicators, including but not limited to the
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participation of meetings as an independent non-executive Director and performance of the duties of the individual. Each target can be presented on an absolute and/or relative basis.

**Clawback mechanism:**

Any unvested RSUs will automatically lapse under below circumstances, including but not limited to:

- (i) the relevant grantee's employment or service with the Group terminates for any reason, save as the retirement, death and disability and other special circumstances;
- (ii) the portion of the awards subject to vesting which had not been vested due to the failure to achieve certain vesting condition; or
- (iii) the portion of the awards subject to vesting which had not been vested due to violation of the internal code of the Group and had been subject to internal disciplinary action.

The RSUs granted will entitle Dr. Fan to subscribe for up to a total of 47,008 new Hong Kong Shares which represent approximately 0.0006% of the issued shares of the Company as at the date of this announcement.

The grant of the RSUs to Dr. Fan was approved by the independent non-executive Directors in accordance with Rule 17.04(1) of Hong Kong Listing Rules, and he has abstained from voting on the resolution relating to the grant.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiry, Dr. Fan is not (i) a participant with options and awards granted and to be granted exceeding the 1% individual limit under Rule 17.03D of the Hong Kong Listing Rules, or (ii) a related entity participant or service provider with options and awards granted and to be granted in any 12-month period exceeding 0.1% of the Shares in issue.

**ISSUE OF NEW SHARES UNDER THE GRANT OF THE RSU**

The RSUs granted will be issued under the specific mandate granted to the Directors by the Shareholders at the annual general meeting of the Company held on 28 June 2023 in relation to the issue of the Hong Kong Shares under the 2024 Equity Incentive Plan. The Listing Committee of the Hong Kong Stock Exchange has previously granted its approval for the listing of, and permission to deal in, Hong Kong Shares to be issued under the 2024 Equity Incentive Plan, subject to the fulfilment of all other conditions of the 2024 Equity Incentive Plan.

## REASONS FOR AND BENEFITS OF THE GRANT OF THE RSU

The grant of the RSUs is part of the Company's remuneration system, the purpose of which is to recognize contributions rendered by Dr. Fan; and provide sufficient incentives to motivate Dr. Fan to make further contributions for the future development of the Group.

In this regard, the Directors (including the independent non-executive Directors) consider that the terms of the grant of the RSUs are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

## NUMBER OF HONG KONG SHARES AVAILABLE FOR FUTURE GRANT

The total number of such new Hong Kong Shares which may be issued under the 2024 Equity Incentive Plan and other share schemes will not exceed 596,812,206. The number of Hong Kong Shares available for future grant after this grant of the RSUs will be 588,065,714.

## DEFINITIONS

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

“2024 Equity Incentive Plan”	the 2024 equity incentive plan adopted by the Company pursuant to a resolution passed by the Shareholders at the annual general meeting of the Company held on 28 June 2023 and effective from 10 November 2023 upon its registration with the PRC State Administration of Foreign Exchange
“Board”	the board of Directors
“Company”	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 Shanghai Stock Exchange Science and Technology Innovation Board
“Compensation Committee”	the compensation committee of the Board
“Director(s)”	the director(s) of the Company
“Group”	The Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“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 Shares”	the existing common Shares which are listed on the Hong Kong Stock Exchange

“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“PRC”	the People’s Republic of China
“RSU(s)”	the restricted share unit(s) granted under the 2024 Equity Incentive Plan
“Shareholder(s)”	holder(s) of the Shares
“Share(s)”	share(s) of all classes in the capital of the Company and warrants and other securities which carry a right to subscribe for or purchase shares of the Company

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

Shanghai, PRC  
1 July 2024

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

**Executive Director**

LIU Xunfeng (*Chairman*)

**Non-executive Directors**

LU Guoqing  
CHEN Shanzhi  
YANG Lumin

**Independent Non-executive Directors**

FAN Ren Da Anthony  
LIU Ming  
WU Hanming

\* *For identification purposes only*