



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)

FORM OF PROXY FOR USE AT THE 2021 FIRST EXTRAORDINARY  
GENERAL MEETING TO BE HELD ON 25 JUNE 2021

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 2021 First Extraordinary 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 25 June 2021 at 2:20 p.m. (or immediately after the conclusion or adjournment of the 2021 annual general meeting of the Company held at the same place on the same date 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 8 June 2021.

I/We wish my/our proxy to vote as indicated below in respect of the resolutions (with or without amendments) 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 <sup>^</sup>		FOR	AGAINST	ABSTAIN
1.	To approve the proposal in relation to the 2021 STAR Market Restricted Share Incentive Scheme of the Company (draft).			
2.	To approve the proposal in relation to the Assessment Management Measures for the implementation of the 2021 STAR Market Restricted Share Incentive Scheme of the Company.			
3.	To approve the proposal in relation to the authorisation granted by the general meeting to the Board to handle matters related to the 2021 STAR Market Restricted Share Incentive Scheme of the Company.			
4.	To approve and confirm the proposed grant of 400,000 Restricted Shares to Dr. Zhou Zixue, an executive director of the Company, in accordance with the terms of the 2021 STAR Market Restricted Share Incentive Scheme.			
5.	To approve and confirm the proposed grant of 400,000 Restricted Shares to Dr. Chiang Shang-Yi, an executive director of the Company, in accordance with the terms of the 2021 STAR Market Restricted Share Incentive Scheme.			
6.	To approve and confirm the proposed grant of 400,000 Restricted Shares to Dr. Zhao Haijun, an executive director of the Company, in accordance with the terms of the 2021 STAR Market Restricted Share Incentive Scheme.			
7.	To approve and confirm the proposed grant of 400,000 Restricted Shares to Dr. Liang Mong Song, an executive director of the Company, in accordance with the terms of the 2021 STAR Market Restricted Share Incentive Scheme.			
8.	To approve and confirm the proposed grant of 360,000 Restricted Shares to Dr. Gao Yonggang, an executive director of the Company, in accordance with the terms of the 2021 STAR Market Restricted Share Incentive Scheme.			
9.	To approve and confirm the proposed grant of 360,000 Restricted Shares to Dr. Zhou Meisheng, a director of subsidiaries of the Company, in accordance with the terms of the 2021 STAR Market Restricted Share Incentive Scheme.			
10.	To approve and confirm the proposed grant of 320,000 Restricted Shares to Mr. Zhang Xin, a director of subsidiaries of the Company, in accordance with the terms of the 2021 STAR Market Restricted Share Incentive Scheme.			
11.	To approve and confirm the proposed grant of 160,000 Restricted Shares to Mr. Lin Hsin Fa, a director of subsidiaries of the Company, in accordance with the terms of the 2021 STAR Market Restricted Share Incentive Scheme.			
12.	To approve and confirm the proposed grant of 100,000 Restricted Shares to Dr. Wang Yong, a director of subsidiaries of the Company, in accordance with the terms of the 2021 STAR Market Restricted Share Incentive Scheme.			

<sup>^</sup> The full text of the resolutions is set out in the Notice of the 2021 First Extraordinary General Meeting of the Company dated 8 June 2021.

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 2021 Shareholder’s signature(s) <sup>(Note 8)</sup> \_\_\_\_\_

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).
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 authorised in writing, or, if the appointor is a corporation under the hand of an officer or attorney duly authorised 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 (or 24 hours before a poll is taken, if the poll is not taken on the same day as the meeting or adjourned meeting).
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.**

\* For identification purposes only