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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)

**CONNECTED TRANSACTION
THE SECOND AMENDMENT JV AGREEMENT IN RELATION TO
SINO IC LEASING**

THE SECOND AMENDMENT JV AGREEMENT

On 9 December 2020, one of the independent shareholders of Sino IC Leasing entered into an equity transfer agreement with the Company to transfer part of its equity interest in Sino IC Leasing to the Company, which would result in an increase of the Company's equity interest in Sino IC Leasing from 7.44% to 10.14%. As all the applicable percentage ratios under rule 14.07 of the Hong Kong Listing Rules in respect of such transfer are below 5%, it does not constitute a notifiable transaction of the Company under Chapter 14 of the Hong Kong Listing Rules.

On dates before 18 December 2020, certain other shareholders of Sino IC Leasing also entered into equity transfer agreements to transfer their equity interest in Sino IC Leasing in separate transactions. As a result, Zhejiang Qixin, Shenzhen Major, E-Town Capital, Hunan Caixin, Shanghai SITICO, (Z.J.) Holdings and Shaoxing IC Fund became the new shareholders of Sino IC Leasing. On 18 December 2020, such new shareholders and the existing shareholders of Sino IC Leasing entered into the Second Amendment JV Agreement to amend the 2017 First Amendment JV Agreement.

IMPLICATIONS UNDER THE HONG KONG LISTING RULES

As China IC Fund holds approximately 10.46% interest (through shares and derivatives held) in the Company through its wholly-owned subsidiary, Xinxin (Hongkong) Capital Co., Limited as at the date of this announcement, it is a connected person of the Company under the Hong Kong Listing Rules. As Shanghai IC Fund holds approximately 12.31% in SMSC, which is regarded as a subsidiary of the Company since SMIC Holdings is entitled to appoint the majority of the directors in SMSC's board of directors and those directors can veto certain material matters discussed in the board meeting of SMSC at their sole discretion, Shanghai IC Fund is a connected person of the Company at the subsidiary level by way of being a substantial shareholder of SMSC. As E-Town Capital holds 24.51% in SMBC, E-Town Capital is a connected person of the Company at the subsidiary level by way of being a substantial shareholder of SMBC. As China IC Fund holds 37.4% in Beijing Singularity Power, Beijing Singularity Power is an associate of China IC Fund and thus a connected person of the Company. Accordingly, the Company's entering into of the Second Amendment JV Agreement with, amongst others, China IC Fund, Shanghai IC Fund, E-Town Capital and Beijing Singularity Power constitutes a connected transaction under Chapter 14A of the Hong Kong Listing Rules.

As the highest applicable percentage ratios stipulated under rule 14.07 of the Hong Kong Listing Rules in respect of the Second Amendment JV Agreement exceed 0.1% but are less than 5%, the transactions contemplated under the Second Amendment JV Agreement constitute connected transactions of the Company and are subject to the reporting and announcement requirements under the Hong Kong Listing Rules, but are exempt from the independent Shareholders' approval requirements of Chapter 14A of the Hong Kong Listing Rules.

THE SECOND AMENDMENT JV AGREEMENT

Reference is made to the announcement of the Company dated 20 July 2017 in relation to the 2017 First Amendment JV Agreement, pursuant to which the parties to the 2017 First Amendment JV Agreement (including the Company) agreed to amend the previous joint venture agreement in relation to Sino IC Leasing and make capital contributions to Sino IC Leasing. The performance of the capital contribution obligations resulted in an increase in the registered capital of Sino IC Leasing to RMB10,649,940,000. As at the date of this announcement, all such registered capital had been fully paid up by the parties to the 2017 First Amendment JV Agreement.

On 9 December 2020, one of the independent shareholders of Sino IC Leasing entered into an equity transfer agreement with the Company to transfer part of its equity interest in Sino IC Leasing to the Company, which resulted in an increase of the Company's equity interest in Sino IC Leasing from 7.44% to 10.14%. As all the applicable percentage ratios under rule 14.07 of the Hong Kong Listing Rules in respect of such transfer are below 5%, it does not constitute a notifiable transaction of the Company under Chapter 14 of the Hong Kong Listing Rules.

On dates before 18 December 2020, certain other shareholders of Sino IC Leasing also entered into equity transfer agreements to transfer their equity interest in Sino IC Leasing in separate transactions. As a result, Zhejiang Qixin, Shenzhen Major, E-Town Capital, Hunan Caixin, Shanghai SITICO, (Z.J.) Holdings and Shaoxing IC Fund became the new shareholders of Sino IC Leasing. On 18 December 2020, such new shareholders and the existing shareholders of Sino IC Leasing entered into the Second Amendment JV Agreement to amend the 2017 First Amendment JV Agreement.

SUMMARY OF PRINCIPAL TERMS OF THE SECOND AMENDMENT JV AGREEMENT

Date:

18 December 2020

Parties:

1. Zhejiang Qixin
2. Shenzhen Major
3. The Company
4. Zhongyuan Yuzi
5. China IC Fund (a connected person at the issuer level of the Company)
6. E-Town Capital (a connected person at the subsidiary level of the Company)
7. Unisplendour Qingcai
8. Shanghai IC Fund (a connected person at the subsidiary level of the Company)
9. Beijing Singularity Power (an associate of a connected person at the issuer level of the Company)
10. Hunan Caixin

11. Strait Semiconductor
12. Sinopro Enterprises
13. JCET International
14. Shanghai SITICO
15. (Z.J.) Holdings
16. Unisplendour Xiangjiang
17. Shaoxing IC Fund

To the best of the Directors' knowledge, information and belief and having made all reasonable enquiry, other than China IC Fund, Shanghai IC Fund, E-Town Capital and Beijing Singularity Power for the reasons disclosed in this announcement, the parties to the Second Amendment JV Agreement listed above and their ultimate beneficial owners are third parties independent of the Company and its connected persons.

Business Scope of Sino IC Leasing

The business scope of Sino IC Leasing includes financial leasing, leasing business, purchase of leased assets in the PRC or overseas, maintaining and processing of the residual value of the leased properties, consulting and guarantee services in relation to leasing and related business factoring services.

Registered Capital and Capital Commitment

The registered capital of Sino IC Leasing remains unchanged as RMB10,649,940,000. Any increase or decrease in its registered capital will be subject to the approval of the board of Sino IC Leasing.

The details of capital commitment attributable to the shareholders of Sino IC Leasing are as follows:

Shareholder	Capital Commitment (fully paid-up) (RMB'0000)	Equity Interest (%)
Zhejiang Qixin	183,529.9	17.23295
Shenzhen Major	128,021.5	12.02087
The Company	107,962.3	10.13737
Zhongyuan Yuzi	96,037.5	9.01766
China IC Fund	87,925.1	8.25593
E-Town Capital	85,347.7	8.01391
Unisplendour Qingcai	50,000.0	4.69486
Shanghai IC Fund	48,018.7	4.50883
Beijing Singularity Power	45,438.2	4.26651
Hunan Caixin	42,761.9	4.01522
Strait Semiconductor	40,984.2	3.84831
Sinopro Enterprises	33,613.1	3.15618
JCET International	33,613.1	3.15618
Shanghai SITICO (Z.J.) Holdings	26,218.6	2.46185
Unisplendour Xiangjiang	19,245.2	1.80707
Shaoxing IC Fund	19,207.5	1.80353
	<u>17,069.5</u>	<u>1.60277</u>
Total	<u><u>1,064,994.0</u></u>	<u><u>100</u></u>

Composition of the Board and the Supervisory Board of Sino IC Leasing

The board of directors of Sino IC Leasing will comprise eight directors. Zhejiang Qixin is entitled to appoint two directors. Each of Shenzhen Major, the Company, Zhongyuan Yuzi, China IC Fund, E-Town Capital and Hunan Caixin is entitled to appoint one director. Zhejiang Qixin is entitled to nominate the chairman of the board of directors of Sino IC Leasing from the its appointed directors, who will then be elected by the board of directors. The chairman will also act as the legal representative of Sino IC Leasing.

The supervisory board of Sino IC Leasing will comprise seven supervisors. Each of Zhejiang Qixin, China IC Fund, E-Town Capital and Shaoxing IC Fund is entitled to appoint one supervisor. The remaining three supervisors shall be employee representatives of Sino IC Leasing.

Pre-Emptive Rights of Shareholders

Subject to other requirements under the PRC laws or in the Second Amendment JV Agreement, any transfer of equity interest in Sino IC Leasing by the parties to the Second Amendment JV Agreement to others (whether other parties to the Second Amendment JV Agreement or third parties) will require unanimous consent from other parties to the Second Amendment JV Agreement and the board of Sino IC Leasing. In the event that any party to the Second Amendment JV Agreement proposes to transfer all or part of its equity interest in Sino IC Leasing (the “Transferring Interest”) to a third party, each of the non-transferring parties to the Second Amendment JV Agreement will have a pre-emptive right to purchase the Transferring Interest on terms not less favourable than the terms offered to such third party.

Other Terms

The term of operation of Sino IC Leasing is 30 years from the date of its business license.

REASONS FOR AND BENEFITS OF THE SECOND AMENDMENT JV AGREEMENT

Through the entering into of the Second Amendment JV Agreement, Sino IC Leasing can further optimize its shareholding structure and consolidate its advantageous resources, so as to lay a solid foundation for accelerating business development.

The Directors (including independent non-executive Directors) consider that (i) it is in the best interests of the Company and the Shareholders as a whole for the Company to enter into the Second Amendment JV Agreement and the transactions contemplated thereunder; (ii) the terms of the Second Amendment JV Agreement are fair and reasonable and in the interests of the Shareholders as a whole; and (iii) the entering into of the Second Amendment JV Agreement and transactions contemplated thereunder are on normal commercial terms or better, in the ordinary and usual course of business of the Group and in the interests of the Company and the Shareholders as a whole.

Directors Mr. Ren Kai and Mr. Lu Jun both have abstained from voting on the board resolutions in respect of the Second Amendment JV Agreement, according to the Article 122 of the Twelfth Amended and Restated Articles of Association of the Company. Save as disclosed, no other Director is considered to have a material interest in the Second Amendment JV Agreement which would have required the Director to abstain from voting at the Board meeting authorising the Second Amendment JV Agreement.

IMPLICATIONS UNDER THE HONG KONG LISTING RULES

As China IC Fund holds approximately 10.46% interest (through shares and derivatives held) in the Company through its wholly-owned subsidiary, Xinxin (Hongkong) Capital Co., Limited as at the date of this announcement, it is a connected person of the Company under the Hong Kong Listing Rules. As Shanghai IC Fund holds approximately 12.31% in SMSC, which is regarded as a subsidiary of the Company since SMIC Holdings is entitled to appoint the majority of the directors in SMSC’s board of directors and those directors can veto certain material matters discussed in the board meeting of SMSC at

their sole discretion, Shanghai IC Fund is a connected person of the Company at the subsidiary level by way of being a substantial shareholder of SMSC. As E-Town Capital holds 24.51% in SMBC, E-Town Capital is a connected person of the Company at the subsidiary level by way of being a substantial shareholder of SMBC. As China IC Fund holds 37.4% in Beijing Singularity Power, Beijing Singularity Power is an associate of China IC Fund and thus a connected person of the Company. Accordingly, the Company's entering into of the Second Amendment JV Agreement with, amongst others, China IC Fund, Shanghai IC Fund, E-Town Capital and Beijing Singularity Power constitutes a connected transaction under Chapter 14A of the Hong Kong Listing Rules.

As the highest applicable percentage ratios stipulated under rule 14.07 of the Hong Kong Listing Rules in respect of the Second Amendment JV Agreement exceed 0.1% but are less than 5%, the transactions contemplated under the Second Amendment JV Agreement constitute connected transactions of the Company and are subject to the reporting and announcement requirements under the Hong Kong Listing Rules, but are exempt from the independent Shareholders' approval requirements of Chapter 14A of the Hong Kong Listing Rules.

The Company's entering into of the equity transfer agreement with the independent shareholder and the Second Amendment JV Agreement does not constitute a related transaction under the listing rules of the Science and Technology Innovation Board of the SSE.

GENERAL INFORMATION ABOUT SINO IC LEASING

Sino IC Leasing is a company established in the PRC, principally engaged in the financing leases and other lease businesses. Sino IC Leasing is not a subsidiary of the Company and will not be a subsidiary of the Company after entering into the Second Amendment JV Agreement.

Under the China Accounting Standards for Business Enterprises, the net profit before taxation of Sino IC Leasing for the financial years ended 31 December 2018, 31 December 2019 and the 9 months ended 30 September 2020 are RMB587.3 million (audited), RMB717.3 million (audited) and RMB585.8 million (audited), respectively.

Under the China Accounting Standards for Business Enterprises, the net profit after taxation of Sino IC Leasing for the financial years ended 31 December 2018, 31 December 2019 and the 9 months ended 30 September 2020 are RMB455.1 million (audited), RMB554.0 million (audited) and RMB443.1 million (audited), respectively.

According to the audited accounts prepared by Sino IC Leasing under the China Accounting Standards for Business Enterprises, the total assets, total liabilities and net assets of Sino IC Leasing as of 31 December 2019 amounted to approximately RMB51.4 billion, RMB38.4 billion and RMB13.0 billion, respectively.

INFORMATION ABOUT THE PARTIES

The Company

The Company and its subsidiaries collectively constitute one of the leading foundries in the world, is Mainland China's most advanced and largest foundry, broadest in technology coverage, and most comprehensive in semiconductor manufacturing services. The Group provides IC foundry and technology services on process nodes from 0.35 micron to 14 nanometer. Headquartered in Shanghai, China, the Group has an international manufacturing and service base. In China, the Company has a 300mm wafer fabrication facility (fab), a 200mm fab and an effectively-controlled-joint-venture 300mm fab for advanced nodes in Shanghai; a 300mm fab and a majority-owned 300mm fab in Beijing; two 200mm fabs in Tianjin and Shenzhen; and a majority-owned joint-venture 300mm bumping facility in Jiangyin. The Group also has marketing and customer service offices in the United States, Europe, Japan, and Taiwan China, and a representative office in Hong Kong.

Zhejiang Qixin

Zhejiang Qixin is a company established in the PRC with limited liability. Zhejiang Qixin is owned as to 99.9% by Jiaxing Qixin Equity Investment Partnership (Limited Partnership)* (嘉興齊芯股權投資合夥企業 (有限合夥)) ("Jiaxing Qixin").

Jiaxing Yangtze River Delta Innovation Investment Group Co., Ltd.* (嘉興長三角創新投資集團有限公司) ("Jiaxing Yangtze River") and Haining Industrial Assets Management Co., Ltd.* (海寧市實業資產經營有限公司) ("Haining Industrial Assets") collectively hold approximately 37.92% partnerships in Jiaxing Qixin, being the largest capital contributors and also the investment platforms through which the governments of Jiaxing City and Haining City jointly participated in this transaction. The ultimate beneficial owner of Jiaxing Yangtze River is the Financial Bureau of Jiaxing City (嘉興市財政局). The ultimate beneficial owner of Haining Industrial Assets is State-owned Assets Supervision and Administration Office of People's Government of Haining City* (海寧市人民政府國資委). Each of the remaining four partners holds less than 25% of partnerships in Jiaxing Qixin.

Shenzhen Major

Shenzhen Major, which was established in May 2019, is a wholly-owned enterprise directly managed by the State-owned Assets Supervision and Administration Commission of Shenzhen Municipal (“Shenzhen SASAC”). As a market-oriented leading and investment and management platform for major industries in Shenzhen, Shenzhen Major is committed to upgrading Shenzhen’s industrial foundation, modernizing its industrial chain and introducing innovative resources for major industrial projects as well as nurturing and cultivating strategic emerging industries in Shenzhen. It also gives full play to the functions of leading investment in major industrial projects and the development and growth of strategic emerging industries in integrated circuit, 5G and artificial intelligence, bio-medicine and other key sectors of major industries. The ultimate beneficial owner of Shenzhen Major is Shenzhen SASAC.

Hunan Caixin

Hunan Caixin was an investment-oriented partnership established by Hunan Chasing Fund Management Co., Ltd. which is a wholly-owned subsidiary of Hunan Chasing Financial Holding Group Co., Ltd., the only province-level local financial holding company in Hunan province and a provincial state-owned large-scale backbone enterprise. The business scope of Hunan Caixin includes the investment, operation and management of state-owned assets under the authorisation of the provincial government; capital operation and asset management, equity investment and management, entrusted management of special funds, investment and financing services, corporate restructuring, M&A consulting and other operation businesses; and investment in and management of financial enterprises and related industries including trusts, securities, insurance, asset management and funds as well as other businesses authorised by capital contributors. The ultimate beneficial owner of Hunan Caixin is the People’s Government of Hunan Province.

Zhongyuan Yuzi

Zhongyuan Yuzi, established in May 2011, is a provincial investment and financing company approved by Henan Provincial Government, which is formed to support new urbanization construction and promote the integrated development of urban and rural areas in Henan Province. Its business scope includes investment and financing as well as asset operation and management, investment in and management of major government-sponsored construction projects, investment in and operation of strategic emerging industries, modern service industries and high-tech industries, holding of state-owned shares and capital operation, investment and financing policy research and economic consultancy for urbanization construction. The ultimate beneficial owner of Zhongyuan Yuzi is Henan Provincial Department of Finance.

China IC Fund

China IC Fund, incorporated in September 2014, mainly invests in the value chain of integrated circuit industry via equity investment, primarily in integrated circuit chip manufacturing as well as chip designing, packaging test and equipment and materials. There are 16 fund investors in China IC Fund, including, among others, Ministry of Finance of the PRC (as the single largest shareholder holding 36.47% shareholding interest), CDB Capital (holding 22.29% shareholding interest), China National Tobacco Corporation (holding 11.14% shareholding interest), Beijing Yizhuang International Investment and Development Co., Ltd. (holding 10.13% shareholding interest), Shanghai Guosheng (Group) Co., Ltd. (holding 5.06% shareholding interest), China Mobile Communications Group Co., Ltd. (holding 5.06% shareholding interest), Wuhan Financial Holdings (Group) Co., Ltd. (holding 5.06% shareholding interest) and a group of nine shareholders (holding less than 5% shareholding interest each) comprising companies and partnerships. For further details about China IC Fund, please refer to the circular of the Company dated 6 June 2020.

E-Town Capital

E-Town Capital was founded in February 2009 and is a wholly-owned subsidiary of the Beijing Economic-Technological Development Area Financial Audit Bureau. As a state-owned investment corporation for industrial transformations and improvements in the Beijing Economic-Technological Development Area, it can provide innovative financial services in response to development demands of local enterprises. Through long-cycle investment strategies, development of full-flow Fund of Funds systems (FOFs) and use of its market strength, it develops diverse industrial investment and financial service and aims to promote the development of integrated circuit and create intelligent industrial clusters. As at the date of this announcement, E-Town Capital holds 5.75% equity interest in SMNC and 24.51% equity interest in SMBC.

Unisplendour Qingcai

Established in 2015, Unisplendour Qingcai is a wholly-owned subsidiary of Tsinghua Unigroup Co., Ltd.. Tsinghua Unigroup, a large-scale backbone enterprise of Tsinghua Holding Co., Ltd. which is the state-owned asset management company of Tsinghua University, is a large-scale comprehensive IC enterprise and a leading cloud network equipment and services provider covering the entire industry chain in the PRC. The ultimate beneficial owner of Unisplendour Qingcai is Tsinghua University.

Shanghai IC Fund

Shanghai IC Fund is the local integrated circuit industry investment fund of Shanghai, the eight investors of which include Shanghai Technology Venture Capital (Group) Co., Ltd. (as the single largest shareholder holding 30.70% shareholding interest), Shanghai Automotive Group Equity Investment Co., Ltd. (holding 21.05% shareholding interest), Shanghai International Trust Co., Ltd. (holding 10.53% shareholding interest), China IC Fund (holding 10.53% shareholding interest), Shanghai International Group Co., Ltd. (holding 9.21% shareholding interest), Shanghai Guosheng (Group) Co., Ltd. (holding 9.21% shareholding interest), Shanghai Pudong Emerging Industry Investment Co., Ltd. (holding 7.02%

shareholding interest), and Shanghai Jiading Venture Capital Management Co., Ltd. (holding 1.75% shareholding interest), with a total amount of 1st phase investment of RMB28.5 billion and being the largest state-owned integrated circuit industry investment fund in Shanghai. For further details about Shanghai IC Fund, please refer to the circular of the Company dated 6 June 2020.

Beijing Singularity Power

Beijing Singularity Power was established in 2015 with its headquarters located in Beijing Economic-Technological Development Area, and has established several branch centers in Zhongguancun of Beijing (北京中關村), Silicon Valley of the United States and other key IC innovation areas. Singularity Power Fund mainly invests in companies that are engaged in industries such as integrated circuit design, equipment and materials applied in the fields of display and human-computer interaction, internet of things and artificial intelligence. The largest limited partners of Beijing Singularity Power are China IC Fund and BOE Technology Group Co., Ltd., each of which holds 37.4% of the fund. The second largest limited partner is E-Town Capital, which holds 24.9% of the fund. The general partner of the fund is Beijing Yichen Qidian Investment Center (Limited Partnership), with Mr. Wang Jiaheng being its ultimate single largest shareholder.

Strait Semiconductor

Strait Semiconductor is a Hong Kong-based professional investment platform under Jumbo Sheen Group (宏兆集團) which was established in 1995 with its headquarters located in Shenzhen. Rooted in Shenzhen and expanding throughout the entire country, Jumbo Sheen Group has established three operation bases in Shenzhen, Beijing and Shanghai respectively, and has service coverage across the country. Its business scope includes industrial investments, communication research and development, advertisement design, storage logistics, film and television culture communication, international trade, etc. The ultimate beneficial owner of Strait Semiconductor is Ms. Chu, Chia-Huei.

Shaoxing IC Fund

Shaoxing IC Fund was established in August 2020, and the size of the fund is RMB10 billion. The fund was founded by the Management Committee of Shaoxing IC Fund New Area, with China Grand Prosperity Investment, a famous domestic equity FOF, as its manager. The Management Committee of Shaoxing BinHai New Area has authorized Shaoxing High Technology Industrial Development Zone Didang New Town Investment Development Co., Ltd. to perform the obligation of capital contributor on its behalf, and the fund primarily adopts the investment mode of “sub-fund + direct investment”. The ultimate beneficial owner of Shaoxing IC Fund is the Management Committee of Shaoxing IC Fund New Area.

Sinopro Enterprises

Sinopro Enterprises is a wholly-owned subsidiary of GCL Group, which was established in July 2008 and is an offshore holding platform of the coal-fired power segment of GCL Group. Sinopro Enterprises primarily controls and operates Taicang GCL Power Co., Ltd. (太倉港協鑫發電有限公司) which is the most important large-scale coal-fired power plant under Sinopro Enterprises. The ultimate beneficial owner of Sinopro Enterprises is Mr. Zhu Gongshan.

JCET International

JCET International is a wholly-owned subsidiary of JCET Group Co., Ltd. (江蘇長電科技股份有限公司) (“JCET”, a company listed on the SSE, A share stock code: 600584). JCET International is mainly engaged in import and export trade as well as investment, and is a leading global semiconductor microsystem integration packaging and test service provider which provides comprehensive one-stop services on microsystem integration, including system integration package design for integrated circuit, technological development, product accreditation, wafer probing (晶圓中測), wafer-level packaging and test (晶圓級中道封裝測試), system-in-package test (系統級封裝測試), final test (芯片成品測試), and could provide direct shipment for semiconductor suppliers around the world.

Shanghai SITICO

Shanghai SITICO is a subsidiary of Shanghai International Group Co., Ltd.. Shanghai SITICO was established in 2015 and is primarily engaged in asset management business, mainly including equity investment and debt investment, with a current registered capital of RMB1 billion. The ultimate beneficial owner of Shanghai SITICO is Shanghai State-owned Assets Supervision and Administration Commission.

(Z.J.) Holdings

(Z.J.) Holdings, a wholly-owned subsidiary of Shanghai Zhangjiang Hi-Tech Park Development Co., Ltd. (“Zhangjiang Hi-Tech”, SSE stock code: 600895), is one of the overseas investment business platforms of Zhangjiang Hi-Tech. As an important listed company on the construction core area of Shanghai Science and Technology Innovation Center, Zhangjiang Hi-Tech’s business activities mainly include industrial park development and operation, commercial high-tech project investment and operation. The ultimate beneficial owner of (Z.J.) Holdings is State-owned Assets Supervision and Administration Commission of Pudong New District.

Unisplendour Xiangjiang

Incorporated in July 2017 in Hong Kong, Unisplendour Xiangjiang is an overseas strategic investment platform of the Tsinghua Unigroup, focusing on integrated circuit and relevant fields. Tsinghua Unigroup, as a large-scale backbone enterprise of Tsinghua Holding Co., Ltd. which is the operational investment holding company of the state-owned assets of Tsinghua University, is a large-scale comprehensive IC enterprise and a leading cloud network equipment and services provider covering the entire industrial chain in the PRC. The company is beneficially controlled by Tsinghua University.

DEFINITIONS

In this announcement, the following words have the following meanings unless the context requires otherwise:

“(Z.J.) Holdings”	Shanghai (Z.J.) Holdings Limited (上海張江控股有限公司), a limited liability company established and validly existing under the laws of the Cayman Islands;
“2017 First Amendment JV Agreement”	the amended and restated joint venture agreement dated 20 July 2017 entered into among the then existing shareholders of Sino IC Leasing (the Company, China IC Fund and its sole manager, and seven independent third parties) and six other independent third parties, the details of which were disclosed in the announcement of the Company dated 20 July 2017;
“associate(s)”	shall have the same meaning as ascribed to it under the Hong Kong Listing Rules;
“Beijing Singularity Power”	Beijing Singularity Power Investment Fund (Limited Partnership)* (北京芯動能投資基金 (有限合夥)), a limited partnership established and validly existing under the laws of the PRC;
“Board”	the board of Directors;
“China IC Fund”	China Integrated Circuit Industry Investment Fund Co., Ltd.* (國家集成電路產業投資基金股份有限公司), a limited share company established and validly existing under the laws of the PRC;
“Company”	Semiconductor Manufacturing International Corporation (中芯國際集成電路製造有限公司*), a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange and the Science and Technology Innovation Board of the SSE;
“Director(s)”	the director(s) of the Company;
“E-Town Capital”	Beijing E-Town International Investment & Development Co., Ltd.* (北京亦莊國際投資發展有限公司), a limited liability company established and validly existing under the laws of the PRC;
“Group”	the Company and its subsidiaries;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;

“Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited;
“Hunan Caixin”	Hunan Caixin Emerging Industries Investment Partnership (Limited Partnership)* (湖南省財信新興投資合夥企業 (有限合夥)), a limited partnership established and validly existing under the laws of the PRC;
“JCET International”	JCET International (Hong Kong) Trading & Investing Limited (長電國際 (香港) 貿易投資有限公司), a limited liability company incorporated and validly existing in Hong Kong;
“PRC”	the People’s Republic of China;
“Second Amendment JV Agreement”	the second amended and restated joint venture agreement dated 18 December 2020 entered into among the parties listed in the section headed “Summary of Principal Terms of the Second Amendment JV Agreement – Parties” in this announcement;
“Shanghai IC Fund”	Shanghai Integrated Circuit Industry Investment Fund* (上海集成電路產業投資基金), a limited share company established and validly existing under the laws of the PRC and is owned as to approximately 10.53% by China IC Fund;
“Shanghai SITICO”	Shanghai SITICO Assets Management Co., Ltd* (上海上國投資資產管理有限公司), a limited liability company established and validly existing under the laws of the PRC;
“Shaoxing IC Fund”	Shaoxing IC Fund New Area IC Industry Equity Investment Fund Partnership (Limited Partnership)* (紹興濱海新區集成電路產業股權投資基金合夥企業 (有限合夥)), a limited partnership established and validly existing under the laws of the PRC;
“Shareholder(s)”	the holder(s) of the Share(s);
“Shares”	ordinary shares of par value US\$0.004 each in the share capital of the Company;
“Shenzhen Major”	Shenzhen Major Industry Investment Group Co., Ltd.* (深圳市重大產業投資集團有限公司), a limited liability company established and validly existing under the laws of the PRC;
“Sino IC Leasing”	Sino IC Leasing Co., Ltd.* (芯鑫融資租賃有限責任公司), a limited liability company established and validly existing under the laws of the PRC;

“Sinopro Enterprises”	Sinopro Enterprises Limited* (華寶企業有限公司), a limited liability company established and validly existing under the laws of the British Virgin Islands;
“SMBC”	Semiconductor Manufacturing Beijing Corporation* (中芯京城集成電路製造(北京)有限公司), a limited liability company established under the laws of the PRC and a non wholly-owned subsidiary of the Company;
“SMNC”	Semiconductor Manufacturing North China (Beijing) Corporation* (中芯北方集成電路製造(北京)有限公司), a company established under the laws of the PRC and a non wholly-owned subsidiary of the Company;
“SMSC”	Semiconductor Manufacturing South China Corporation* (中芯南方集成電路製造有限公司), a Chinese-foreign joint venture established under the laws of the PRC and a non wholly-owned subsidiary of the Company;
“SSE”	the Shanghai Stock Exchange;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Strait Semiconductor”	Strait Semiconductor Industry Development Limited (海峽半導體產業發展有限公司), a limited liability company incorporated and validly existing in Hong Kong;
“substantial shareholder(s)”	shall have the same meaning as ascribed to it under the Hong Kong Listing Rules;
“Unisplendour Qingcai”	Tibet Unisplendour Qingcai Investment Co., Ltd* (西藏紫光清彩投資有限公司), a limited liability company established and validly existing under the laws of the PRC;
“Unisplendour Xiangjiang”	Unisplendour Xiangjiang Limited (紫光香江有限公司), a limited liability company incorporated and validly existing in Hong Kong;
“United States”	the United States of America;
“US\$”	United States dollar, the lawful currency of the United States;
“Zhejiang Qixin”	Zhejiang Qixin Technology Co., Ltd.* (浙江齊芯科技有限責任公司), a limited liability company established and validly existing under the laws of the PRC;

“Zhongyuan Yuzi”

Zhongyuan Yuzi Investment Holding Group Co., Ltd.* (中原豫資投資控股集團有限公司), a limited liability company established and validly existing under the laws of the PRC; and

“%”

per cent.

By order of the Board
Semiconductor Manufacturing International Corporation
Gao Yonggang
*Executive Director, Chief Financial Officer
and Company Secretary*

Shanghai, PRC
18 December 2020

As at the date of this announcement, the directors of the Company are:

Executive Directors

ZHOU Zixue (*Chairman*)

CHIANG Shang-Yi (*Vice Chairman*)

ZHAO Haijun (*Co-Chief Executive Officer*)

LIANG Mong Song (*Co-Chief Executive Officer*)

GAO Yonggang (*Chief Financial Officer and Company Secretary*)

Non-executive Directors

CHEN Shanzhi

ZHOU Jie

REN Kai

LU Jun

TONG Guohua

Independent Non-executive Directors

William Tudor BROWN

CONG Jingsheng Jason

LAU Lawrence Juen-Yee

FAN Ren Da Anthony

YOUNG Kwang Leei

* *For identification purposes only*