

*This charter is made in Chinese and English. In case of any ambiguity herein, the English version shall prevail.*

**Semiconductor Manufacturing International Corporation**

- Article 4 The chairman of the Committee shall be appointed by the Board and shall be an independent non-executive Director.
- Article 5 The members of the Committee may be removed or replaced and any vacancies on the Committee shall be filled by the Board.
- Article 6 The Committee should make recommendations to the Board on the Company's policy and structure for the remuneration of all Directors and senior management and on the establishment of a formal and transparent procedure for formulating the remuneration policy.
- Article 7 The Committee should adopt and review regularly the compensation policies, strategies and summary of principles related to Directors and senior management which are supported by the management and the Board, and shall implement the compensation plan in a fair and consistent manner in accordance with these principles.
- Article 8 The Committee should consider factors in determining the remuneration packages of Directors and senior management, including but not limited to salaries paid by similar comparable companies, time commitment and responsibilities and employment conditions elsewhere in the group.
- Article 9 The Committee should express its opinions on service contracts (which are subject to the approval of shareholders) between the Company or its subsidiaries (if any) with Directors or proposed Directors.
- Article 10 The Committee should ensure that no Director or any of his associates is involved in deciding that Director's own remuneration.
- Article 11 The Committee should be provided with sufficient resources to perform its duties.

Article 12 In addition to the list of responsibilities and duties in this charter, the Committee is responsible for other matters in accordance with the applicable laws and regulations, the Company's articles of association, and authorized by the Board.

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Article 13 The Committee should determine the remuneration packages for the executive Directors and senior management, including but not limited to basic salary, bonuses, share options, share awards, benefits, additional allowances, and other compensation arrangements.

Article 14 The Committee should review the compensation plans for the executive Directors and senior management when they are first appointed or when there is a change in their position that requires approval from the Board, and make relevant recommendations to the Board.

Article 15 The Committee should review and approve the senior management's remuneration proposals with reference to the Board's performance targets.

Article 16 The Committee should consult with the chairman of the Board and/or chief executive officer with regard to the remuneration proposals for other executive Directors. The Committee should have access to independent professional advice if necessary.

Article 17 The Committee should review and approve any compensation payable to the executive Directors and senior management for dismissal, termination of appointment or removal for reasons including but not limited to misconduct to ensure that it is consistent with relevant contractual terms and is fair and reasonable, and appropriate for the Company.

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Article 18 The Committee should make recommendations to the Board on the remuneration of non-executive Directors and independent non-executive

Directors.

Article 19 The Committee should review and approve compensation arrangements relating to dismissal or removal of non-executive Directors and independent non-executive Directors for misconduct to ensure that they are consistent with contractual terms and are reasonable and appropriate.

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Article 20 The Committee should review and/or approve matters related to the Company's share schemes, and manage and implement them in accordance with the relevant schemes.

Article 21 The Committee shall hold at least one meeting each year, and may increase the number of meetings or act by unanimous written resolutions if circumstances require.

Article 22 The chairman of the Committee should determine the agenda of the Committee after consulting with the management. Appropriate notice must be given before the meeting is held, unless all members unanimously waive such notice. When practicable, the relevant agenda and meeting documents to be reviewed at the meeting of the Committee should be served on the Committee members at least three days before the date of the meeting. All meeting proposals must be reviewed and approved by the management before their submission to the Committee for approval.

Article 23 The quorum for each meeting shall be a majority of the Committee members and at least two members shall be present for each meeting. Where a member fails to attend the meeting in person due to special circumstances, he/she may entrust other members of the Committee to attend and exercise relevant functions and powers on his/her behalf.

- Article 24 The Committee shall report resolutions or recommendations to the Board on a regular basis, unless there are legal or regulatory restrictions on their ability to do so (such as regulatory restrictions on disclosure).
- Article 25 Each Committee member is entitled to one vote. Resolutions passed at the meeting must be passed by a majority of the votes exercisable by all members present at the meeting (including the votes of the members present and the votes cast on behalf of the members unable to present at the meeting).
- Article 26 Full minutes of the meetings of the Committee should be kept by the Board secretary/Company secretary and should be open for inspection at any reasonable time on reasonable notice by any Director. Minutes of the meetings of the Committee should record in detail the matters considered and decisions reached, including any concerns raised by the Directors or dissenting views expressed. Draft and final versions of minutes should be sent to all members of the Committee for their comment and records respectively, within a reasonable period of time.
- Article 27 The chairman of the Committee (in the absence of the chairman, another member of the Committee or a representative duly delegated by the chairman) shall attend the annual general meeting of the Company and be prepared to answer the questions in relation to the work and responsibilities of the Committee at the meeting.
- Article 28 Any outstanding matters not covered in this charter shall be implemented in accordance with applicable laws, regulations, normative documents, rules of securities regulatory authorities, and the provisions of the Company's articles of association. To such extent this charter is inconsistent with any laws, regulations, normative documents or the Company's articles of association that may be promulgated or revised in the future, the relevant laws, regulations, normative documents and the Company's articles of association shall prevail.
- Article 29 The Committee shall review the completeness of this charter from time to time and recommend revisions to the Board.

Article 30 This charter shall come into effect and be implemented after being reviewed and approved by the Board.

Article 31 The Board is responsible for the interpretation and revision of this charter.