

**SEMICONDUCTOR MANUFACTURING INTERNATIONAL CORPORATION**  
**(incorporated in the Cayman Islands with limited liability)**

**COMPENSATION COMMITTEE CHARTER**  
**(approved by the Board on January 25, 2005 and amended by the Board on**  
**March 23, 2012, April 24, 2013, February 14, 2017 and November 12, 2019)**

***Purpose***

The primary purpose of the compensation committee (the “Committee”) is to discharge the responsibilities of the board (the “Board”) of directors (the “Directors”) of Semiconductor Manufacturing International Corporation (the “Company”) relating to all compensation, including equity compensation, of the Company’s Executive Directors and Executives. The Committee has overall responsibility for evaluating and making recommendations to the Board regarding (i) compensation of the Directors and (ii) equity-based and incentive compensation plans, policies and programs of the Company.

***Composition***

1. Members. The Committee shall consist of as many members as the Board shall determine, but in any event not fewer than three members, with a majority of members qualifying as independent non-executive Directors under the listing rules of The Stock Exchange of Hong Kong Limited. The members of the Committee shall be appointed annually by the Board.
2. Qualifications. Each member of the Committee shall be qualified to serve on the Committee pursuant to the applicable listing rules of The Stock Exchange of Hong Kong Limited and any additional requirements that the Board deems appropriate. Composition of the Committee shall also comply with any other applicable laws and regulations.
3. Chairman. The chairman of the Committee shall be an independent non-executive Director appointed by the Board.
4. Removal and Replacement. The members of the Committee may be removed or replaced, and any vacancies on the Committee shall be filled, by the Board.

***Operations***

1. Meetings. The chairman of the Committee, in consultation with the Committee members, shall determine the schedule and frequency of the Committee meetings, provided that the Committee shall meet at least four times per year.

2. Agenda. The chairman of the Committee shall develop and set the Committee's agenda, in consultation with other members of the Committee, the Board and management. The management will provide reports, suggestions and analyses to the Compensation Committee regarding compensation matters. The agenda and information concerning the business to be conducted at each Committee meeting shall, to the extent practical, be communicated to the members of the Committee sufficiently in advance of each meeting to permit meaningful review.
3. Report to Board. The Committee shall report periodically, but no less than four times per year, to the Board and shall submit to the Board the minutes of its meetings. The Committee shall also report to the Board on their decisions or recommendations, unless there are legal or regulatory restrictions on their ability to do so (such as restrictions on disclosure due to regulatory requirements).
4. Self-Evaluation; Assessment of Charter. The Committee shall conduct an annual performance self-evaluation and shall report to the Board the results of the self-evaluation. The Committee shall assess the adequacy of this Charter annually and recommend any changes to the Board.
5. Minutes. Minutes of meetings of the Committee shall be kept by the secretary of the Committee and shall be open for inspection at any reasonable time on reasonable notice by any Director. Minutes of meetings of the Committee shall record in sufficient detail the matters considered and decisions reached, including any concerns raised by the Directors or dissenting views expressed. Draft and final versions of minutes shall be sent to all members of the Committee for their comment and records respectively, within a reasonable time after the meeting is held.

#### ***Authority and Duties***

1. The Committee shall make recommendations to the Board on the Company's policy and structure for all Directors' and the Executives' remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy.
2. The Committee shall have the delegated responsibility to determine the remuneration packages of individual Executive Directors and the Executives, including benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment, and make recommendations to the Board on the remuneration of non-executive Directors. The Committee should consider factors, including but not limited to salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the group.
3. The Committee shall approve and oversee the total compensation package for individual Executives including, without limitation, their base salaries, annual incentives, deferred compensation, stock options and other equity-based

- compensation, incentive compensation, special benefits, perquisites, and incidental benefits. The Committee shall make all determinations and take any actions that are reasonably appropriate or necessary in the course of establishing the compensation of the Executives, after taking the recommendations from the Executive Directors.
4. The Committee should consult the chairman of the Board and/or Chief Executive Officer about their remuneration proposals for other Executive Directors.
  5. The Committee shall review and approve corporate goals and objectives relevant to the compensation of the Company's Chief Executive Officer, evaluate the performance of the Company's Chief Executive Officer in light of those goals and objectives, and, either as a Committee or together with the other independent Directors (as directed by the Board), determine and approve the compensation level of the Company's Chief Executive Officer based on this evaluation. In determining the long-term incentive component of the Company's Chief Executive Officer's compensation, the Committee shall consider, without limitation, the Company's performance and relative shareholder return, the value of similar incentive awards to Chief Executive Officers at comparable companies, and the awards given to the Company's Chief Executive Officer in past years.
  6. The Committee shall review and approve the Executives' remuneration proposals with reference to the Board's corporate goals and objectives.
  7. The Committee shall review the results of the evaluation of the performance of the Executives by the Company's Chief Executive Officer.
  8. The Committee shall review periodically and make recommendations to the Board regarding any long-term incentive compensation or equity plans, programs or similar arrangements that the Company establishes for, or makes available to, its Directors, employees and consultants (collectively, the "Plans"), the appropriateness of the allocation of benefits under the Plans and the extent to which the Plans are meeting their intended objectives and, where appropriate, recommend that the Board modify any Plan that yields payments and benefits that are not reasonably related to employee performance.
  9. The Committee shall administer the Plans in accordance with their terms, construe all terms, provisions, conditions and limitations of the Plans and make factual determinations required for the administration of the Plans.
  10. The Committee shall review and make recommendations to the Board regarding all new employment, consulting, retirement and severance agreements and arrangements proposed for the Executive Directors and Executives. The Committee shall periodically evaluate existing agreements with the Executive Directors and Executives for continuing appropriateness.
  11. The Committee shall review and approve compensation payable to Executive Directors and the Executives for any loss or termination of office or appointment to

- ensure that it is consistent with contractual terms and is otherwise fair and not excessive.
12. The Committee shall review and approve compensation arrangements relating to dismissal or removal of Directors for misconduct to ensure that they are consistent with contractual terms and are otherwise reasonable and appropriate.
  13. The Committee shall ensure that no Director or any of his associates is involved in deciding his own remuneration.
  14. The Committee shall determine and certify the attainment of performance goals.
  15. The Committee shall adopt and periodically review a comprehensive statement of executive compensation philosophy, strategy and principles covering Directors and Executives that has the support of management and the Board, and administer the Company's compensation program (the "Program") fairly and consistently in accordance with these principles.
  16. The Committee shall select peer groups of companies that shall be used for purposes of determining competitive compensation packages.
  17. The Committee shall review annually the Company's Stock Ownership Guidelines to determine appropriateness against stated objectives and to determine that those officers subject to the Program are in compliance and that the Program continues to function in the best interests of the Company and its stockholders and, if appropriate, make recommendations to the Board regarding the modification of such Program.
  18. The Committee shall ensure the appropriate oversight of the Company's human resources policies, including, without limitation, periodically reviewing major strategies established to fulfill the Company's ethical and legal human resources responsibilities.
  19. The foregoing list of duties is not exhaustive, and the Committee may, in addition, perform such other functions as may be necessary or appropriate for the performance of its duties. The Committee shall have the power to delegate its authority and duties to subcommittees or individual members of the Committee, as it deems appropriate in accordance with applicable laws and regulations.
  20. The Committee shall have the authority, in its sole discretion, to select, retain, or obtain the advice of an outside independent compensation consultant and legal counsel, or other adviser, and shall be directly responsible for the appointment, compensation and oversight of the work of such person. The Committee shall receive appropriate funding from the Company, as determined by the Committee, for the payment of reasonable compensation to its compensation consultant, independent legal counsel or other adviser retained by the Committee.
  21. Before selecting any compensation consultant, legal counsel (other than in-house counsel) or other adviser to be retained by it, the Committee shall evaluate that

person's independence from management by considering the following factors:

- the provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other adviser;
- the amount of fees received from the Company by the person that employs the compensation consultant, legal counsel or other adviser as a percentage of such person or entity's total revenue;
- the policies and procedures of the person that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest;
- any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the Committee;
- any equity of the Company owned by the compensation consultant, legal counsel or other adviser;
- any business or personal relationship of the compensation consultant, legal counsel or the person employing the adviser with a Director or Executive of the Company; and
- any other factors the Committee deems relevant to its assessment of the independence of the compensation consultant, legal counsel or other adviser,

*provided however*, that the Committee is not required to assess the independence of any compensation consultant or other adviser that acts in a role limited to consulting on any broad-based plan that does not discriminate in scope, terms or operation in favor of Directors and Executives and that is generally available to all salaried employees or providing information that is not customized for a particular company or that is customized based on parameters that are not developed by the consultant or adviser, and about which the consultant or adviser does not provide advice.

### ***Annual General Meeting***

22. The chairman of the Committee, or in his absence, another member of the Committee or his duly appointed delegate shall attend the annual general meeting of the Company and be prepared to respond to questions at the meeting in relation to the work and responsibilities of the Committee.