

Policy and Procedures

Procedures for Shareholders to propose a person for election as a Director

Shareholders of Semiconductor Manufacturing International Corporation (the “Company”) may propose a person for election as a director of the Company at a general meeting by serving notice on the Company Secretary. A summary of the relevant procedures and requirements under the Company’s Articles of Association is set out below. The following procedures (i) are subject to the Company’s Articles of Association, the Companies Act, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands and applicable legislation and regulations and (ii) shall not apply to any nomination of a director in an election in which only the holders of one or more series of Preferred Shares of the Company (as defined in the memorandum of association of the Company) are entitled to vote (unless otherwise provided in the terms of such series of Preferred Shares).

Requirements and Procedures for Nominations

In order for a shareholder to put forth a proposal to nominate a person for election as a director of the Company at a general meeting, such shareholder must:-

- (A) be a member of record on both (i) the date of giving the notice as referred to in paragraph (D) below and (ii) the record date for the determination of members entitled to vote at the relevant general meeting,
- (B) for a nomination of non-independent director candidates, such members must individually or collectively hold 3% or more of the total number of shares issued by the Company with voting rights; and in the case of a nomination of independent director candidates, such members shall individually or collectively hold 1% or more of the total number of shares issued by the Company with voting rights,
- (C) if a member is entitled to vote only for a specific class or category of directors at a meeting of the members, such member’s right to nominate one or more persons for election as a director at the meeting shall be limited to such class or category of directors; and
- (D) deliver a written notice in proper form to the Company Secretary at the principal executive offices of the Company as stated below during the period commencing no earlier than the day after the despatch of the notice of the general meeting, and ending no later than 7 days before the scheduled date of the general meeting and shall be for a minimum period of 7 days.

To be in proper form, the written notice must contain the information as set out in the paragraph below heading "Content of Notice", and be accompanied by a written consent of each proposed candidate(s) to be named as a nominee and to serve as director if elected.

Content of Notice

Shareholder's written notice of nomination should contain:

- (A) the following information of each candidate nominated by the shareholder
 - (1) the name, age, business address and residence address
 - (2) the principal occupation or employment
 - (3) the class or series and number of shares of the Company, if any, which are owned beneficially or of record by each proposed candidate, and
 - (4) any other information relating to each proposed candidate that would be required to be disclosed pursuant to any relevant code, rules and regulations applicable as a result of the listing of any shares of the Company on any securities exchange; and

- (B) the following information of the shareholder giving nomination notice
 - (1) the name and record address
 - (2) the class or series and number of shares of the Company which are owned beneficially or of record by such shareholder
 - (3) a description of all arrangements and understandings between such shareholder and each proposed candidate and any other person or persons (including their names) pursuant to which the nominations are to be made by such shareholder
 - (4) a representation that such shareholder intends to appear in person or by proxy at the general meeting to nominate the person(s) named in its notice and
 - (5) any other information relating to such shareholder that would be required to be disclosed pursuant to any relevant code, rules and regulations applicable as a result of the listing of any shares of the Company on any securities exchange.

Company Secretary Contact

Notice of nomination or any query related to the nomination procedures should be addressed to the Company Secretary at the principal executive offices of the Company as stated below:

The Company Secretary
Semiconductor Manufacturing International Corporation
Suite 3003, 30th Floor, No. 9 Queen's Road Central, Hong Kong
Tel: +852 2537-8588
Fax: +852 2537-8206