

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

NOMINATION COMMITTEE CHARTER

**(approved by the Board on March 23, 2012, and as amended and approved by the
Board on August 8, 2013)**

Purpose

The purpose of the nomination committee (“**Committee**”) of the board (“**Board**”) of directors (“**Directors**”) of Semiconductor Manufacturing International Corporation (“**Company**”) is to ensure that the Company has a Board of an effective size, structure and composition to be able to meet its fiduciary obligations to shareholders and deliver its corporate strategy.

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 independent non-executive Directors under the listing rules of The Stock Exchange of Hong Kong Limited. The members of the Committee shall be appointed by the Board.
2. Chairman. The chairman of the Committee shall be the chairman of the Board or an independent non-executive Director of the Company appointed by the Board.
3. 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

4. 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 once a year.
5. 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.
6. Quorum. The quorum of a meeting shall be a majority of the Committee members,

of whom one shall be the chairman of the Committee.

7. Report to Board. The Committee shall report periodically, but no less than once per year, to the Board. The Committee shall also report to the Board on their decisions and recommendations, unless there are legal or regulatory restrictions on their ability to do so (such as a restriction on disclosure due to regulatory requirements).
8. 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.
9. 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

10. The Committee shall:
 - (a) review the structure, size and composition (including the skills, knowledge and experience, as well as diversity of perspectives) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
 - (b) monitor the implementation of Board Diversity Policy (including any measurable objectives and the progress in achieving those objectives), and ensure that appropriate disclosures are made regarding board diversity in the Corporate Governance Report set out in the Company's Annual Report;
 - (c) identify individuals suitably qualified to become Board members, consistent with criteria approved by the Board, and make recommendations to the Board on the selection of individuals nominated for directorships;

- (d) assess the independence of independent non-executive Directors; and
 - (e) make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, in particular the chairman of the Board and the Chief Executive Officer.
11. The Committee should be provided with sufficient resources to perform its duties. Where necessary, the Committee should seek independent professional advice, at the Company's expense, to perform its responsibilities.

Annual General Meeting

12. 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.