

*This Chinese version is for reference only. In case of any ambiguity herein, the English version shall prevail.*

***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 and April 30, 2020 respectively)**

***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. **Member**. The number of members of the Committee shall be determined by the Board, provided always that there shall not be less than three members. Subject to the provisions of the stock exchanges and securities regulatory agencies in the jurisdiction where the shares of the Company are listed, majority of the members must be independent non-executive directors. The members of the Committee shall be appointed by the Board. The term of office of a member of the Committee is the same as that of a Director of the Company.
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. Meeting. Chairman of the Committee shall, in consultation with the members of the Committee, determine the time and frequency of the meetings of the Committee, provided, however, that at least one meeting shall be held every year. Each member has one voting right. Resolutions passed at the meeting must be adopted by more than half of the voting rights (including the voting right of the member attending the meeting and that exercised on behalf of those who fail to attend) available to all members present at the meeting. In case where a member fails to attend the meeting in person due to special circumstances, he/she shall entrust other members of the Committee to attend and exercise relevant functions and powers on his/her behalf.
  
5. Agenda. The chairman of the Committee shall, in consultation with the members of the Committee, the Board and management determine the agenda of each meeting. Appropriate notice shall be given before holding any meeting, unless all members unanimously agree to waive the notice.
  
6. Quorum. The quorum of a meeting shall be a majority of the Committee members present with a minimum of two members, of whom one shall be the chairman of the Committee.
  
7. Report to Board. The Committee shall report to the Board on a regular basis (at least once per year). 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-Assessment. Assessment of Charter. The Committee shall conduct a self-assessment of its performance from time to time and shall report to the Board the results of the self-assessment. The Committee shall assess the adequacy of this Charter from time to time 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.

### ***Authorities and Duties***

10. The Committee shall:

(a) Review the structure, size and composition (including the skills, knowledge and experience, as well as diversity of views and perspectives etc.) 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 members of the Board, 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 adequate 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.

***Supplementary Provisions***

13. Any outstanding matters not covered by the Articles of Association shall be subject to applicable laws, regulations, normative documents released by the stock exchanges and securities regulatory agencies in the jurisdiction where the shares of the Company are listed, and *Memorandum and Articles of Association of Semiconductor Manufacturing International Corporation*, as well as other provisions. In case where the Articles of Association hereof is conflict with any applicable laws, regulations, normative documents released by the stock exchanges and securities regulatory agencies in the jurisdiction where the shares of the Company are listed, as amended, or the *Memorandum and Articles of Association of Semiconductor Manufacturing International Corporation* amended by legal procedures, and relevant systems of the Company, the Articles of Association shall be revised in a timely manner, which shall be reported to the Board for review and approval.

14. Upon review and approval by the Board, the Articles of Association shall take effect as of the date when the IPO RMB Common Shares is completed and listed on the Science and Technology Innovation Board of Shanghai Stock Exchange.

15. The Board shall have the right to interpret and amend the Articles of Association.