

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 Board Secretary/Company Secretary. A summary of the relevant procedures and requirements under the Company's Amended and Restated Articles of Association ("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 (as 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 Articles 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 on record on both the date of giving the notice by such member and the record date for determination of members entitled to vote at such annual general meeting;
- (B) have given timely notice thereof in proper written form to the Board Secretary/ Company Secretary;
- (C) individually or collectively hold 3% or more of the total number of Shares issued by the Company with voting rights; in the case of nomination of independent director candidates, such member(s) shall individually or collectively hold 1% or more of the total number of Shares issued by the Company with voting rights;
- (D) if such member is entitled to vote only for a specific class or category of directors at the general meeting, his right to nominate persons for election as a director at the relevant meeting shall be limited to such class or category of directors;
- (E) to be given timely, in the event the Company calls an extraordinary general meeting for the purpose of electing one or more directors to the board, any member entitled to vote for the election of such director(s) at such meeting and satisfying the requirements specified above may nominate a person or persons

(as the case may be) for election to such position(s) as are specified in the Company's notice of such meeting, but only if the notice required thereof shall be lodged at least fourteen (14) days prior to the date of the general meeting of election but no earlier than the day after despatch of the notice of the general meeting appointed for such election;

(F) to be in proper written form, the notice must include the information set forth below under the heading "Content of Notice" and must be accompanied by a written consent of each proposed nominee to be named as a nominee and to serve as a director if elected;

(G) no person shall be eligible for election as a Director unless nominated in accordance with the procedures set forth above. If the chairman of the general meeting determines that a nomination was not made in accordance with the foregoing procedures, the chairman shall declare to the meeting as such and that such defective nomination shall be disregarded.

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 of the person;
- (3) the class or series and number of shares of the Company which are owned beneficially or registered in the name of the person (if any);
- (4) any other information relating to the person that would be required to be disclosed pursuant to any Exchange Rules.

(B) the following information of the shareholder giving nomination notice

- (1) the name and record address as recorded in the Register of Members;
- (2) the class or series and number of shares of the Company which are owned beneficially or registered in the name of such shareholder;
- (3) a description of all arrangements or consensus between such shareholder and each proposed nominee and any other person or persons (including their names) pursuant to which the nomination(s) 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 Exchange Rules.

Board Secretary/Company Secretary Contact

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

The Board Secretary/Company Secretary
Semiconductor Manufacturing International Corporation
18 Zhangjiang Road, Pudong New Area, Shanghai, P.R.C.
Tel: +86 (21) 2081 2800
Email: IR@smics.com