

*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)**

**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, September 13, 2019 and November 12, 2019, April 30, 2020 and May 13, 2021 respectively)**

***Purpose***

The Compensation Committee (the “Committee”) aims to perform the responsibility of evaluating the directors (the “Directors”) of the Board of Directors (the “Board”) of Semiconductor Manufacturing International Corporation (the “Company”) with regard to all compensations of executive Directors and senior management (i.e. personnel with job grade of Executive Vice President and above and the Board Secretary who have been approved and appointed by the Board) including equity compensation. Overall, the Committee is responsible for evaluating (i) compensation of Directors of the Company, and (ii) equity compensation and incentive compensation plans, policies and programs of the Company, and make recommendations to the Board in this connection.

***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, more than half of the Committee’s 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 thereof as a Director.

2. Qualifications. The members of the Committee shall be subject to the provisions

of the stock exchanges and securities regulatory agencies in the jurisdiction where the shares of the Company are listed, and any other relevant requirements as the Board deems fit. The composition of the Committee shall conform to 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. 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 four meetings 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.

2. Agenda. Chairman of the Committee shall, in consultation with other members of the Committee, the Board and the management, determine the agenda of each meeting. The management shall provide relevant reports, recommendations and analysis pertaining to compensation matters to the Compensation Committee. Where practicable, the business-related agenda and information to be conducted at each meeting shall be communicated to the members of the Committee in advance so that they can carry out targeted deliberations.

3. Quorum. The quorum of a meeting shall be a majority of the Committee members with a minimum of two members, of whom one shall be the chairman of the meeting.

4. Report to the Board. The Committee shall report to the Board on a regular basis

(at least four times a year), and submit minutes of the meeting to the Board. 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).

5. Self-Assessment; Assessment of the 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.

6. 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***

1. The Committee shall make recommendations to the Board on the Company's policy and structure for all Directors' and senior management's remuneration and on the establishment of a formal and transparent procedure for developing the remuneration policy.

2. The Committee shall have the delegated responsibility to determine the remuneration packages of individual executive Directors and the senior management, 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 similar comparable companies, time commitment and responsibilities of Directors, and employment conditions elsewhere in the group.

3. The Committee shall approve and oversee the overall compensation package for individual senior management including but not limited to their base salaries, annual

incentives, deferred compensation, stock options and other equity-based compensation, incentive compensation, special benefits, allowances, 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 senior management, after taking the recommendations from the executive Directors.

4. The Committee shall consult with the Chairman and/or Chief Executive Officer (the “CEO”) with regard to the proposed compensation for other executive Directors.

5. The Committee shall review and approve corporate goals and objectives related to the compensation of the CEO, evaluate the performance of the CEO 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 CEO based on this evaluation. In determining the long-term incentive component of the CEO’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 CEO in past years.

6. The Committee shall review and approve the senior management’s 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 senior management made by the CEO.

8. The Committee shall, at regular intervals, review the long-term incentive compensation or equity plans, schemes or similar arrangements (hereinafter, collectively, referred to as the “Plans”) established or provided by the Company to Directors, employees and consultants, and the appropriateness of welfare distribution under the Plans, and the extent to which the Plans achieved the scheduled goals, and shall make relevant recommendations to the Board. Besides, if any compensation and benefits provided by the Plans do not commensurate with the performance of employees, the Board shall be advised by the Committee to revise the Plans as appropriate.

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 senior management. The Committee shall periodically evaluate existing agreements with the executive Directors and senior management for continuing appropriateness.

11. The Committee shall review and approve compensation payable to executive Directors and the senior management 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, and is appropriate for the company.

12. The Committee shall express its opinions on service contracts (which are subject to the approval of shareholders) between the Company or its subsidiaries and Directors or proposed Directors thereof in accordance with relevant listing rules of the Stock Exchange of Hong Kong Limited and Shanghai Stock Exchange.

13. 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.

14. The Committee shall ensure that no Director or any of his associates is involved in deciding his own remuneration.

15. The Committee shall determine and certify the attainment of performance goals.

16. The Committee shall adopt and review, at regular intervals, compensation policies, strategies and summary of principles of Directors and senior management supported by the management and the Board, and implement the compensation schemes (the “Scheme”) in a fair and consistent manner in accordance with these principles.

17. The Committee shall select peer groups of companies that shall be used for the purposes of determining competitive compensation packages.

18. The Committee shall review annually the Company's stock ownership guidelines (the "Guidelines") to determine whether the stated objectives in the Guidelines are appropriate and to determine whether those senior management subject to the Guidelines are in compliance and that the Guidelines 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 Guidelines.

19. The Committee shall ensure the appropriate supervision 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.

20. 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.

21. 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 supervision 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.

22. 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;
- Any conflict of interests arising from the employment of the compensation consultant, legal counsel or other adviser;
- 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 senior management 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.

23. The Committee shall be provided with adequate resources to perform its duties and responsibilities.

However, 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 senior management and that it 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.

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

24. 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***

1. 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.
2. Upon review and approval by the Board, the Articles of Association shall take effect.
3. The Board shall have the right to interpret and amend the Articles of Association.