

*This charter is made in Chinese and English. In case of any ambiguity herein, the English version shall prevail.*

**Semiconductor Manufacturing International Corporation**  
*(Incorporated in the Cayman Islands with limited liability)*

**AUDIT COMMITTEE CHARTER**

*(Approved by the Board on January 25, 2005 and amended by the Board on February 6, 2006, March 23, 2012, November 10, 2015, August 8, 2019, April 30, 2020 and February 6, 2024 respectively)*

**Article 1** Semiconductor Manufacturing International Corporation (the "**Company**") formulates this charter in accordance with the relevant provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and the special provisions of the Rules Governing the Listing of Securities on the Science and Technology Innovation Board of the Shanghai Stock Exchange for red chip enterprises.

**Article 2** The Audit Committee (the "**Committee**") shall be established by the board **Board** of directors **Directors** and shall be mainly responsible for (1) supervising the accounting and financial reporting system and procedures of the Company; (2) reviewing the Company's financial statements and related disclosures; (3) supervising and evaluating the work of the Company's internal audit department and external auditor; (4) supervising the Company's risk management and internal control system.

**Article 3** The number of members of the Committee shall be determined by the Board and shall consist of at least three members. The members of the Committee shall be appointed by the Board and their term of office as a member is consistent with their tenure as Directors. According to the provisions of the listing rules in the jurisdiction where the shares of the Company are listed, the Committee shall consist of at least one independent non-executive Director with appropriate professional qualifications or accounting or related

financial management expertise. The Committee shall comprise non-executive Directors only, with a majority of independent non-executive Directors.

**Article 4** The chairman of the Committee shall be appointed by the Board and shall be an independent non-executive Director.

**Article 5** The members of the Committee may be removed or replaced and any vacancies on the Committee shall be filled by the Board.

**Article 6** A former partner of the Company prohibited from acting as a member of the Committee for a period of two years from the date of the person ceasing: (a) to be a partner of the firm; or (b) to have any financial interest in the firm, whichever is later.

**Article 7** Supervision and Evaluation of the Auditor's Work

1 to be primarily responsible for making recommendations to the Board on the appointment, reappointment and removal of the external auditor, and to approve the remuneration and terms of engagement of the external auditor, and any questions of its resignation or dismissal;

2 and the effectiveness of the audit process in accordance with applicable standards. The Committee should discuss with the auditor the nature and scope of the audit and reporting obligations before the audit commences;

3 to develop and implement policy on engaging an external auditor to supply non-entity that is under common control, ownership or management with the audit firm or any entity that a reasonable and informed third party knowing all relevant information would reasonably conclude to be part of the audit firm nationally or internationally. The Committee should report to the Board, identifying and making recommendations on any matters where action or improvement is needed;

4 to act as the key representative body for overseeing the Company

should focus particularly on:

- (i) any changes in accounting policies and practices;
- (ii) major judgmental areas;
- (iii) significant adjustments resulting from audit;
- (iv) the going concern assumptions and any qualifications;
- (v) compliance with accounting standards;
- (vi) paying particular attention to the possibility of fraud, fraudulent practices, and material misstatements related to financial accounting reports; and
- (vii) compliance with the listing rules and legal requirements of the place where the shares are listed in relation to financial reporting.

2 Regarding (1) above:

- (i) members of the Committee should liaise with the Board and senior management; and
- (ii) the Committee should consider any significant or unusual items that are, or may need to be, reflected in the report and accounts, it should give due consideration to any matters that have been raised by the Company financial reporting function or auditor;

**Article 9** Oversight of the Company

internal control systems

- 1 to review the Company Company
- 2 to discuss the risk management and internal control systems with management to ensure that management has performed its duty to have effective systems. This discussion should include the adequacy of resources, staff qualifications and experience, training programmes and budget of the Company
- 3 to consider major investigation findings on risk management and internal control matters as delegated by the Board or on its own initiative and se findings;
- 4 to ensure co-ordination between the internal and external auditor, and to ensure that the internal audit function is adequately resourced and has appropriate standing within the Company, and to review and monitor its effectiveness;
- 5 to review t practices;
- 6

queries raised by the auditor to management about accounting records,  
financial response;

7 to ensure that the Board will provide a timely response to the  
issues

8 to review arrangements employees of the Company can use, in  
confidence, to raise concerns about possible improprieties in financial  
reporting, internal control or other matters. The Committee should  
ensure that proper arrangements are in place for fair and independent  
investigation of these matters and for appropriate follow-up action.

**Article 10** The Committee is responsible for other matters in accordance with the  
applicable laws and regulations, the Company's articles of association, and  
authorized by the Board.

**Article 11** The Committee should be provided with sufficient resources to perform its  
duties.

**Article 12** The Committee shall hold at least four meetings each year, and may increase  
the number of meetings or act by unanimous written resolutions if  
circumstances require.

**Article 13** The Committee shall meet with the external auditor at least twice a year,  
review internal audit work reports at least twice a year, and review risk  
management work reports at least once a year.

**Article 14** The chairman of the Committee should determine the agenda of the  
Committee after consulting with the management. Appropriate notice must  
be given before the meeting is held, unless all members unanimously waive  
such notice. When practicable, the relevant agenda and meeting documents  
to be reviewed at the meeting of the Committee should be served on the  
Committee members at least three days before the date of the meeting. All  
meeting proposals must be reviewed and approved by the management before  
their submission to the Committee for approval.

**Article 15** The quorum for each meeting shall be a majority of the Committee members  
and at least two members shall be present for each meeting. Where a member  
fails to attend the meeting in person due to special circumstances, he/she may  
entrust

- Article 16** The Committee shall report resolutions or recommendations to the Board on a regular basis, unless there are legal or regulatory restrictions on their ability to do so (such as regulatory restrictions on disclosure).
- Article 17** Each Committee member is entitled to one vote. Resolutions passed at the meeting must be passed by a majority of the votes exercisable by all members present at the meeting (including the votes of the members present and the votes cast on behalf of the members unable to present at the meeting).
- Article 18** Full minutes of the meetings of the Committee should be kept by the Board secretary/Company secretary and should be open for inspection at any reasonable time on reasonable notice by any Director. Minutes of the meetings of the Committee should record in detail the matters considered and decisions reached, including any concerns raised by the Directors or dissenting views expressed. Draft and final versions of minutes should be sent to all members of the Committee for their comment and records respectively, within a reasonable period of time.
- Article 19** The chairman of the Committee (in the absence of the chairman, another member of the Committee or a representative duly delegated by the chairman) shall attend the annual general meeting of the Company and be prepared to answer the

and approved by the Board.

**Article 23** The Board is responsible for the interpretation and revision of this charter.

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**Article 1** The Committee may consider establishing procedure to review and monitor the independence of the external auditors as follows:

- i. Consider all relationships between the Company and the auditors (including non-audit services);
- ii. Obtain from the auditors annually, information about policies and processes for maintaining independence and monitoring compliance with relevant requirements, including those for rotation of audit partners and staff; and
- iii. Meet with the auditor, at least annually, in the absence of management, to discuss matters relating to its audit fees, any issues arising from the audit and any other matters the auditor may wish to raise.

**Article 2** The Committee may consider agreeing with the Board the Company policies on hiring employees or former employees of the external auditors and monitoring the application of these policies. The Committee should then be in a position to consider whether there has been or appears to be any

**Article 3**

audit services does not impair its independence or objectivity. When

non-audit services, the Committee is encouraged to consider:

- i. Whether the skills and experience of the auditors make it a suitable supplier of non-audit services;
- ii. Whether there are safeguards in place to ensure that there is no threat to the objectivity and independence of the audit because the external auditor provides non-audit services;
- iii. The nature of the non-audit services, the related fee levels and fee levels individually and in total relative to the auditors; and
- iv. The criteria for the compensation of the individuals performing the audit.

**Article 4** The Committee may consult directly with the external auditor:

- i. its scope of work, key risks areas, how the audit plan responds to the risk of misstatement in financial statements, and approving modifications to the annual audit plan;
- ii. the need to engage any other audit firms to involve in audit-related works (for subsidiaries) and understanding the rationale

behind such decisions.

**Article 5** The Committee needs to assess whether there are internal control and risk management procedures in place to ensure adherence to management policies, the safeguarding of assets, the prevention and detection of fraud and error, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information.

The Committee may focus particularly on:

- i. Understanding the current high risks areas and corresponding solutions