

Declaration of Non-infringement

This Declaration is made by the undersigned (“Supplier”) for Semiconductor Manufacturing International Corporation and its Affiliates, (individually and collectively the “SMIC”), in respect of the hardware, software, services and other tangible or intangible products which Supplier provides to SMIC, (collectively, “Products”). In consideration of the Products prices as are set forth in SMIC’s purchase orders for such Products, Supplier hereby agrees, for such Products, expressly make in this Declaration the following irrevocable commitments and warranties, without further charge, to SMIC:

“**Affiliate**” means corporation, company or other entity which: