

Directors and Senior Management

Members of the Board who served during the year of 2005 were Yang Yuan Wang (Chairman of the Board (as of July 28, 2005) and Independent Non-executive Director); Richard Ru Gin Chang (Chairman of the Board (from March 18, 2004 to July 28, 2005) and Executive Director, President and Chief Executive Officer of the Company), Lai Xing Cai (Non-executive Director), Ta-Lin Hsu (Independent Non-executive Director), Yen-Peng Jou (Independent Non-executive Director), Tsuyoshi Kawanishi (Independent Non-executive Director), Henry Shaw (Independent Non-executive Director), and Lip-Bu Tan (Independent Non-executive Director). As of July 27, 2004, Lai Xing Cai appointed Fang Yao as his alternate Director. On February 6, 2006, Lai Xing Cai resigned from the Board, at which time Fang Yao also ceased being an alternate Director to Lai Xing Cai. On the same date, Fang Yao was appointed as a Non-executive Director of the Company.

Brief biographical details for Board members are set out on pages 28 through 29.

Shareholders are invited to re-elect and elect a Class I Director, the Class II Directors and a Class III Director at the 2006 annual general meeting of the Company's shareholders (the "AGM") to fill the vacancies available due to the retirements of the Directors mentioned below.

Three Directors, Ta-Lin Hsu, Yen-Pong Jou and Lip-Bu Tan, whose initial appointments as Directors took effect on September 25, 2001 (in respect of Ta-Lin Hsu and Yen-Pong Jou) and November 3, 2001 (in respect of Lip-Bu Tan) and who were re-appointed as Directors and designated as Class II Directors on March 18, 2004, will retire from office at the AGM pursuant to Article 90 of the Company's Articles of Association (the "Articles"). Ta-Lin Hsu and Lip-Bu Tan will each offer himself for re-election as

a Class II Director. Jiang Shang Zhou will offer himself for election as a Class II Director. If elected, each of Mr. Hsu, Mr. Tan and Mr. Jiang would hold office until the 2009 annual general meeting of the Company (the "2009 AGM").

One Director, Fang Yao, whose appointment as a Director took effect on 6th February, 2006 and who was designated as a Class III Director, will retire from office at the AGM pursuant to Article 126 of the Articles, and will offer himself for re-election as a Class III Director. If elected, Fang Yao would hold office until the annual general meeting of the Company's shareholders in 2007 (the "2007 AGM").

Following the resignation of Sean Hunkler (appointed as Non-executive Director on April 25, 2004 and ceased to be a Non-executive Director upon his resignation on December 2, 2004), the Board in accordance with the Articles, approved on December 21, 2004, the reduction in the numbers of Directors from nine (9) to eight (8). Pursuant to the resolution passed at a Board meeting held on March 29, 2006, the Board increased the numbers of Directors from eight (8) to nine (9), such increase to take effect on the date of the AGM. The additional member would serve as a Class I Director. Albert Yu will offer himself for election as a Class I Director.

Details of the proposed candidates for re-election and election are set out in the circular to the shareholders sent together with this annual report.

ALTERNATE DIRECTORS

Upon the resignation of Lai Xing Cai as a Director on February 6, 2006, Fang Yao ceased being an alternate Director to Lai Xing Cai. On the same date, Fang Yao was appointed as a Director.

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BOARD OF DIRECTORS

Members of the Board are re-elected or elected by the Company's shareholders. As of December 31, 2005, the Board consisted of eight (8) Directors. At the meeting of the Board on March 29, 2006, the Board increased its size from eight (8) to nine (9) Directors, such increase to take effect on the date of the AGM.

The following table sets forth the names of Directors and the Company's executive officers, including its founder, as of the date of this annual report. The Company's executive officers are appointed by, and serve at the discretion of, the Board.

Name	Age	Position
Yang Yuan Wang	71	Chairman and Independent Non-executive Director
Richard Ru Gin Chang	58	Founder, President, Chief Executive Officer and Executive Director
Ta-Lin Hsu	62	Independent Non-executive Director
Yen-Pong Jou*	45	Independent Non-executive Director
Tsuyoshi Kawanishi	76	Independent Non-executive Director
Henry Shaw	52	Independent Non-executive Director
Lip-Bu Tan	46	Independent Non-executive Director
Fang Yao	36	Non-executive Director
Morning Wu	49	Acting Chief Financial Officer, Chief Accounting Officer and Qualified Accountant
Marco Mora	47	Chief Operating Officer
Toshiaki Ikoma	64	Chief Technology Officer
Akio Kawabata	60	Vice President, Marketing
Jason Ting Chih Hsien	48	Vice President, Human Resources and General Affairs and Joint Compliance Officer
Anne Wai Yui Chen	43	Company Secretary, Hong Kong Representative and Joint Compliance Officer

* *Retiring from office and will not offer himself for re-election at the date of the AGM.*

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CHAIRMAN OF THE BOARD AND INDEPENDENT NON-EXECUTIVE DIRECTOR

Yang Yuan Wang is currently the Chairman and has been a Director since 2001. Professor Wang has more than 40 years of experience related to the semiconductor industry. He is the chairman of SMIC Shanghai, SMIC Beijing and SMIC Tianjin and is also the chief scientist of the Microelectronics Research Institute at Beijing University. He is a fellow of the Chinese Academy of Sciences, The Institute of Electrical and Electronics Engineers (USA), and The Institute of Electrical Engineers (UK).

FOUNDER, PRESIDENT, CHIEF EXECUTIVE OFFICER AND EXECUTIVE DIRECTOR

Richard Ru Gin Chang founded the Company in April 2000 and is currently President, Chief Executive Officer and Executive Director. Dr. Chang is also a director of SMIC Shanghai, SMIC Beijing, SMIC Tianjing, Semiconductor Manufacturing International (AT) Corporation, Semiconductor Manufacturing International (Solar Cell) Corporation and Magnificent Tower Limited. Dr. Chang has over 27 years of semiconductor experience in foundry operations, wafer fabrication and research and development. From 1998 to 1999, Dr. Chang was President of Worldwide Semiconductor Manufacturing Corp., or WSMC, after joining the company in 1997. Prior to joining WSMC, Dr. Chang worked for 20 years at Texas Instruments Incorporated, where he helped build and manage the technology development and operations of ten semiconductor fabs and integrated circuit operations in the United States, Japan, Singapore, Italy and Taiwan. Dr. Chang received a PhD in Electrical Engineering from Southern Methodist University and a master's degree in Engineering Science from the State University

of New York. In December 2003, Dr. Chang was selected by the China Center of Information Development as one of the ten "China IT Economic People of 2003" for his role in influencing and contributing to the development of China's information technology industry. In February 2004, Dr. Chang received The Magnolia Silver Award, which is generally recognized as the highest award an individual may receive from the Shanghai Municipal Foreign Affairs Office. The award recognizes Dr. Chang's contributions to Shanghai's economy, social development and interchange and cooperation with foreign companies. In April 2005, Dr. Chang received The International Scientific and Technological Cooperation Award of The People's Republic of China. In November 2005, Dr. Chang received the Award of 2005 China IT Person of the Year and in February 2006, he received the 2004-2005 China Semiconductor Industry Leadership Award.

NON-EXECUTIVE DIRECTOR

Fang Yao was an alternate Director to Lai Xing Cai, a Director, from July 2004 until February 6, 2006, at which time Mr. Cai resigned as a Director and Mr. Yao ceased to be an alternate Director. On the same date, Mr. Yao was appointed as a Director. Mr. Yao is an executive director of Shanghai Industrial Holdings Limited ("SIHL"). Mr. Yao also serves as a director and general manager of Shanghai Industrial United Holdings Co., Ltd., chairman of Guangdong Techpool Biochem-Pharma Co., Ltd. and Shanghai Sunway Biotech Co., Ltd., vice chairman of Bright Dairy and Food Co., Ltd. and Shenzhen Kangtai Biological Products Co., Ltd. and a director of Microport Medical (Shanghai) Co., Ltd., XiaMen Traditional Chinese Medicine Co., Ltd. and Shanghai Industrial Development Co., Ltd. He graduated from Chinese University of Hong Kong with a master's degree in Business Administration and has over 10 years' experience in money and capital markets.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Ta-Lin Hsu has been a Director since 2001 and is a director of SMIC Beijing. Dr. Hsu is the founder and chairman of H&Q Asia Pacific. Prior to founding H&Q Asia Pacific in 1986, Dr. Hsu was a general partner at Hambrecht & Quist and held the position of senior manager in the Corporate Research Division of IBM. Dr. Hsu has served on the boards of a number of public and private companies, and he currently serves on the board of trustees of the Asia Foundation and as a member of the Council of Foreign Relations. Dr. Hsu received his PhD in Electrical Engineering from the University of California at Berkeley and his undergraduate degree in Physics from National Taiwan University. Dr. Hsu is a member of the Advisory Board of the Haas School of Business at the University of California at Berkeley.

Yen-Pong Jou has been a Director since 2001 and will retire from office on the date of the AGM. Mr. Jou is the senior partner of Jou & Associates. Between 1985 and November 2003, Mr. Jou was general counsel of a public company. Mr. Jou received a law degree from the FuJen Catholic University School of Law in Taiwan.

Tsuyoshi Kawanishi has been a Director since 2001 and is also the chairman of SMIC Japan Corporation. Mr. Kawanishi has more than 50 years of experience in the electronics industry with Toshiba Corporation, where he served as, among other positions, senior executive vice

president and senior advisor. Mr. Kawanishi currently serves on the board of directors of Asyst Technologies, Inc., FTD Technology Pte. Ltd. and T.C.S. Japan, and acts as an advisor to Accenture Ltd., Kinetic Holdings Corporation and a number of private companies. Mr. Kawanishi is also the chairman of the Society of Semiconductor Industry Seniors in Japan and the Chairman of the SIP Consortium of Japan.

Henry Shaw has been a Director since 2001. Mr. Shaw is currently the senior partner of AsiaVest Partners TCW/YFY Ltd. Prior to joining AsiaVest Partners, Mr. Shaw was a vice president at Transpac Capital Pte. Ltd. and founded and served as chief financial officer of Mosel Vitelic Inc. Mr. Shaw serves on the board of directors of InterVideo, Inc. Mr. Shaw received a master's degree in Business Administration from National Cheng-Chi University in Taiwan.

Lip-Bu Tan has been a Director since 2002 and is a director of SMIC Tianjin. Mr. Tan is the founder and chairman of Walden International, a venture capital firm. Mr. Tan currently serves on the board of directors of Cadence Design Systems, Inc., Centillum Communications, Inc., Creative Technology Ltd., Flextronics International Ltd., Integrated Silicon Solution, Inc., Leadis Technology, Inc. and SINA Corporation, as well as a number of private companies. Mr. Tan received a master's degree in Nuclear Engineering from the Massachusetts Institute of Technology and a master's degree in Business Administration from the University of San Francisco.

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SENIOR MANAGEMENT

Morning Wu joined the Company as Associate Vice President of Finance and Accounting in January 2003 and was appointed as Acting Chief Financial Officer, Chief Accounting Officer and Qualified Accountant of the Company as of March 28, 2005. Ms. Wu has over 25 years of experience in the investment and finance field. Prior to joining the Company, Ms. Wu held management positions with First Taiwan Securities Inc. and Grand Cathay Securities Co. Ltd. Her responsibilities at these companies included strategic planning, mergers & acquisitions and designing and monitoring risk management systems. She holds a licence for Accounting and Auditor with the Senior Civil Service Examination of Taiwan. Ms. Wu obtained a bachelor's degree in Accounting from the National Chengchi University, Taiwan and received a Business Administration master's degree and an Accounting master's degree from the National Taiwan University.

Marco Mora joined the Company in 2000 as Vice President of Operations and was named the Chief Operating Officer in November 2003. Mr. Mora has more than 20 years of experience in the semiconductor industry. Prior to joining the Company, Mr. Mora held management positions with STMicroelectronics N.V., Texas Instruments Italia S.p.A, Micron Technology Italia S.p.A and WSMC. Mr. Mora received a master's degree in Physics from the University of Milan.

Toshiaki Ikoma joined the Company as Chief Technology Officer in January 2004. Dr. Ikoma has extensive semiconductor experience in both academia and industry. Dr. Ikoma was the president of Texas Instruments Japan, Inc. for five years and, prior to that position, served as a professor of Electronics at the Institute of Industrial Science at the University of Tokyo from 1968 to 1994. Prior to joining the Company, he was a professor of Technology Management at the Graduate School of International Corporate

Strategy of Hitotsubashi University, Tokyo, beginning in 2002. Dr. Ikoma received a PhD in Electronics from the University of Tokyo.

Akio Kawabata joined the Company in 2002 and is currently the Vice President of Marketing. Mr. Kawabata has over 32 years of experience in the semiconductor industry. Prior to joining the Company, Mr. Kawabata held various management positions with Toshiba Corporation, including general manager of Toshiba's International Division, president of Toshiba Electronics Europe GmbH and managing director of Toshiba Asia Pacific. Mr. Kawabata received a master's degree in Electrical Engineering from Stanford University.

Jason Ting Chih Hsien joined the Company in January 2002 and became Vice President for Human Resources and General Affairs in January 2004. Dr. Ting also serves as one of the Joint Compliance Officers. He previously served as senior director of sales and marketing. Prior to joining the Company, Dr. Ting served as a Director of Walsin Lihwa Corporation in Taiwan. Dr. Ting received a PhD in Material Science from the University of Illinois.

COMPANY SECRETARY

Anne Wai Yui Chen joined the Company in 2001 and is the Company's Hong Kong Representative, Company Secretary and one of the Joint Compliance Officers. Ms. Chen is admitted as a solicitor in Hong Kong, England and Wales and Australia and was admitted as an advocate and solicitor in Singapore. She had served as a deputy adjudicator of the Small Claims Tribunal in Hong Kong in 1999 and had served as the president from 2000 to 2002 and is currently a council member of the Hong Kong Federation of Women Lawyers. Prior to joining the Company in 2001, she had been a practicing solicitor in Hong Kong since 1987.