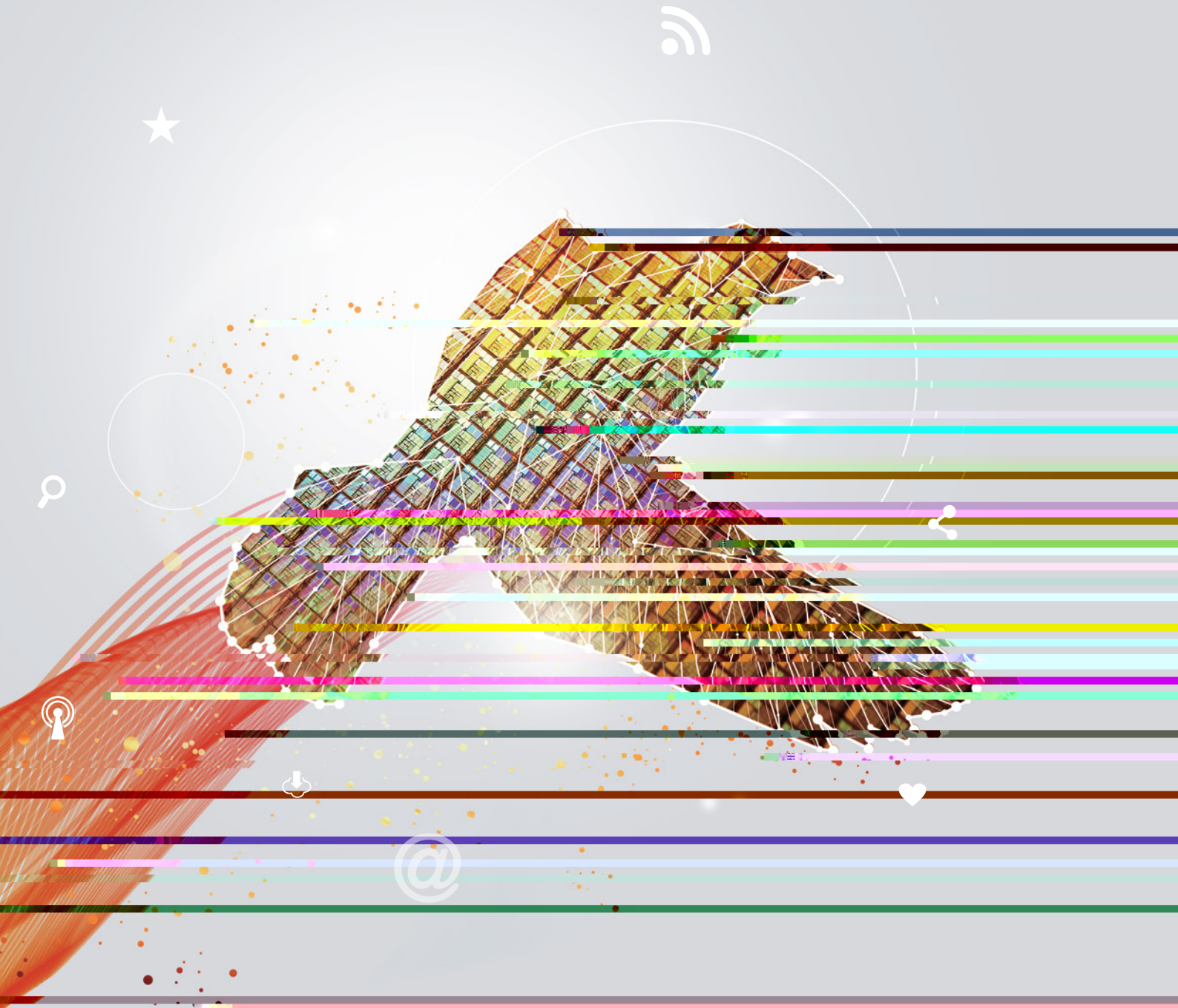




中芯國際集成電路製造有限公司*
Semiconductor Manufacturing International Corporation



2017

form - e f



CA A A AC 1995 A B V A

hi i erim te r ma ai , i a ji hi ri ali rmai , r ar - l i a eme tm
i hi t he mea i t he t a e har } r i i t he g . ri a e e ri le i i a t e tm
A t 1995 a e i 27A he g . e ri le A t 1933 a e t i 21 t he g . e ri le
t ha e A 1934. he e r ar - l i t a eme a e a e t C' r t e a m i t ,
e e a i t a r j e i a w r e e e t . C e r l i e e l l e e t a i i t a e ,
i e e t , e i m a e , e e e t , r j e t a i m a r e e w i e i r ar l i t i
a e m e t , a l h t h a l l r ar - l i t a e m e t a i h e e w r . h e e w ar - l i
t a e m e t a e e e a r i l e i m a e l e l e t i t j t m e t t C' e l r m a a e m e t a i l e
t t i i a t r i , h t a t e r a i t e a w h e r a r h a m a t a e C'
a t a l e r i m a e r i a w a l i i w r e l t e r a i t t e m a t e r i a l l i e e t r m t h e



... e i hi i firim ke t t :

- 2017 A... ake t t he C m a ' a al se-ral meei hel se 23, 2017;
- B ar ake t t he ar ike t r t he C m a ;
- Chi a r he C ake t t he se le' se li Chi a, se l i r t he r se hi i firim ke t t , a a a t ai wa ;
- C m a r C ake t t emi t r a a t ri t e r a i al C r r a i ;
- Di ke t r ake t t he ike t r t he C m a ;
- ake t r ;
- z r ake t t he C m a a i t i i a r i e ;
- \$ ake t K llar ;
- K ha t ha se i i Le ake t t he Le z e r i t he i i se ri le he t ha se K imi e , a ame se r m i me t t im e ;
- ake t t e r a i al i a i al se ri t a ar a i se t he t e r a i al A t i a ar B ar ;
- A ake t a a se se e ;
- A r se W A r t ha se ake t t he se W A r t ha se ;
- r i ar hat e () ake t t he r i ar hat e () , i he hat e a i al he C m a , a \$ 0.0004 se h se ke De-se-m-er 7, 2016 a t he r i ar hat e () a \$ 0.004 se h t he hat e li a i se mi se se i se De-se-m-er 7, 2016;
- B ake t se mi i ;
- C ake t t he a . se ri le a ha se C m m i i ;
- , r K t ha se ake t t he t ha se K imi e ;
- \$ r D ake t a . llar ;
- . z AA ake t t he se-ral a se se a t i ri i le i t he i se a e .

All ke-se se i hi i firim ke t t ili wa-se a i le ake t t 8-i h wa-se i ale t , Le he r i se i le . C se i a i le 12-i h wa-se t t 8-i h wa-se i ale t i a h se m t i l l i he m se r 12-i h wa-se t t 2.25. he we ke-se t he a a i wa-se a r i a i a i l i e , we ake ke-se r i t he i alle wa a i a se se l i a i se t a l i he he ma a t e r he se i me t se i t he a i l i e . se-se se t se r se t e h l se , ha 0.35 mi r , 0.25 mi r , 0.18 mi r , 0.15 mi r , 0.13 mi r , 90 a me-se r , 65 a me-se r , 45 a me-se r a 28 a me-se r i l se he t t he l i he r se t e h l , a well a i se r m e i a se ke l i t he t t i l i t he t t se r se t e h l se i se r ke W i . t se am t e , he t t a e 0.25 mi r r se t e h l , ha al i l se 0.22 mi r , 0.21 mi r , 0.20 mi r wa 0.19 mi r se h l le a t 0.18 mi r t r se t e h l al i l se 0.17 mi r a 0.16 mi r se h l le . he i a i al i r m a i ke-se se t t hi i firim ke t t ha se ke ake i a r a se w t .

DEAR SHAREHOLDERS,

C a a i t e r e h i r i a l h i h i h k e e e a r r i r h e i r h a l h i e a r . r h e i r h a l h e e a r , h e C m a t e r e e e e a r i m a e l \$ 1.544 i l l i , t e e e e i a i t e a e 16.6% e r h e r e i e r i l a t e a r . r r i a m e t \$ 415 m i l l i , t e e e e i a i t e a e a r i m a e l 11.7% e r h e r e i e r i l a t e a r . h e r h t e l w e w h i e a r m a e t h a t h e t e l e a r a a t e l h e l i h e w t m a r t h e m a r t a h e i e r a j m e t e r a i m a j r m e r , w h i l e h e i t e a e i e t e i a i e e e a r i r m h e e a i e w a a i h a a l i m e t e t e h e r i r h . r h e i r h a l h i e a r , t e e e r m A t e i t m e r i t e a e 67.4% e r h e r e i e r i l a t e a r a t e e e e 40.0% h e t a l t e e e e e e e r m C a e m e r i t e a e 7.8% e r h e r e i e r i l a t e a r a t e e e e 46.0% a l t e e e w h i l e r t e e e r m r a l a t e i e t e a e 27.2% m a i l t e l i r m h e i e r a j m e t m a j r m e r , i h i r i i t a l t e e e h a i e e e t e a e t 14.0%. h i e a r , t e a m i t e t r a m 28 m , h i h w l l e e e r r i m a r r h r i e r r h i e a r . e e e r m 28 m t e 13.8 i m e r h e i r h a l h i e a r a m a e t h e r e i e r i l a t e a r , a i t r a t t e a h h i h i t e i i t e e e t r i t h e r h a t e r h i e a r .

D r i h e i r h a l h i e a r , h e w e h a e i h e C m a t m a a e m e m i j i . D r . A i C h i t e i e a C h i e e i e i e r r e r a l , a m i l t e a . m i a i t D r . C h i a a i m e t h e B a r , D r . a j j h a e a m e r e w C h i e e i e i e r t e a h e C m a t i e e e . D r . A i C h i t e m a i a v i e C h a i m a a e e e i e D i r e t r a i e t m a e r i i t r m l a i h e C m a r h r a e a m a j r e i i . W e w l l i e t e t e r h e a r e t r a i e t D r . C h i r h i a l a l e t r i i . D r i h e a t i e a r , D r . C h i h a m a e t m a r a l e a h e m e i h e l i h e C m a r r l a l e t e t e h e r t r m e r , h a t e h l e r a e m l e e , a l e a C t e e m e e h e a e t r i C t t r e i h e w r l . D r . a j j h a j i e C i e r 2010 a i l m e t h r h t h e C m a r a . A r i l 2013, h e e a m e e i e i e t e i e t a C h i e e r a i i e r , a l a m e h e r l e e e e r a l a a e r e m i t r a a a r i r h C h i a (B e j j i) C r r a i i l h e a m e e a r . e t e e h i B . . a h . D . i w e r i t i e e r i r m i h a o i e r t , B e j j i , a B A r m h e o i e r i C h i a . e h a 25 e a r e e r e e i t e h l e e l m e t a C m a a t r i . e r h i l e a e r h i , C w i l l i e t m a i a i i i e r a i a l , i e e e e a r e i a l m a a e m e a e r a i . W t h e t r t r m a a e m e t t e a m , w e a t e i e t h e C m a t t e r e e t .

i h e i h e a r i h i h w e h a e t e h e C i e r r a l a r r a m r C h i l t e . C a t e t w l w a e B 2.56 m i l l i t h e r r a m h i e a r . D r i h e e i e e a r , C h a a l e a a e e r B 11. m i l l i , a e r 200 a l i t e h i l t e h a e e l l t e e l e l i e r r a l a . A l , C i e r r a l a r r a m r C h i l t e h a m i a e a i l e e a i t e a i t m e r t e e l e e r r i e a i t i i a l t m a e t h e r t r i t a h a e m e a i l e j a l i a l r r a m .

SMIC

2017





PROFIT FOR THE PERIOD

he zhi ha a ri qi \$97.5 milli ri he i m t h e e e 30, 2017 m a t e t \$146.3 milli ri he i m t h e e e 30, 2016.

FUNDING SOURCES FOR MATERIAL CAPITAL EXPENDITURE IN THE COMING YEAR

2017, he zhi la t e a r i m a t e l \$2.3 illi i a i a l e e i t e r r e r a i w h i h a t e j e t t a j m e t a e m a r t i j i . h e a i a l e e i t e a t e m a i l r 1) h e e a i a a i i r m a j r i - w e B e j i 300m m a , B e j i 300m m a a h e h e 200m m a , 2) r e w r j e t i h a h a i a w h e h e , 3) a m a j r i - w e j i t e t e m a , w h i h w e e e w i l l t e e a r h a e e l m e t 14 m i t e h l , 4) e h a i r w l i w e m t h e i e r l i a a i l e t r m e t , a 5) t e e a r h a e e l m e t e i m e t m a h a i t e l e t a l r e t a i l i .

a i i , he zhi t e a r i m a t e l \$70 milli i 2017 a a i a l e e i t e r r e r a i . h i i m a i l r t h e t t i l i a t e r t e m l e e a a t h e zhi t e m l e e t e t r a m .

he zhi a t a l e e i t e m a i e r m i t l a e e e i t e r a a t e t e a , i l i h a e i i t i e l a , m a r t i j i e i m e t r i e , r t m e t e i t e m e t . h e zhi w i l l m i t r h e l a l e m , h e e m i t r i r , h e e m a i t t m e t , a i t a h l w r m e r a i a w i l l a j t t a i a l e e i t e l a a e e a r .

he r i m a t r e a i a l e r e a l i i j i l e a h e e r a e r m e r a i , a r r w i a e e t e i i a e a h e r i m i a i . t e a i i , m e t e r , r a e i i e t m e t , r t h e e e l m e t a l m a t e i t e a i i a l i a i . h e a m t a i a l e i t e m e t h e zhi r w h a e e l m e t t a r e i i i t t e i t t h e h i h l l i a l a r a i l h a i e m i t r i t .

630

2015 RMB L a II (SMIC S a , a)

De-em er 2015, e te e i a l a a ili i h e a e a e ri i al am B475.0 milli
 i h Chi a De-el m Ba , hi h i a r a e e C. hi e - e a r a a ili t a e r w r i
 a i a l r e . A e 30, 2017, h a r a w B475.0 milli (a r i m a e l o \$69.9 milli)
 h i l a a ili . h e a i a l a e i e a a l e r m De-em er 2018. De-em er
 2025. h e i t e e t r a e t h i l a a ili t 1.20% e r a m i 2017.

2015 EXIM RMB L a (SMIC S a , a)

De-em er 2015, e te e i a l a a ili i h e a e a e ri i al am B500.0 milli
 i h h e r - m Ba Chi a, hi h i e e . hi h e - e a r a a ili t a e r w r i
 a i a l r e . A e 30, 2017, h a r a w B500.0 milli (a r i m a e l o \$73.6
 milli) h i l a a ili . h e a i a l a e i e a a l e i De-em er 2018. h e i t e e t r a e t h i
 l a a ili t i 2.65% e r a m i 2017.

2017 EXIM RMB L a (SMIC S a , a)

a r h 2017, e te e i a l a a ili i h e a e a e ri i al am B1,000.0 milli
 i h h e r - m Ba Chi a, hi h i e e . hi h e - e a r a a ili t a e r w r i
 a i a l r e . A e 30, 2017, h a r a w B1,000.0 milli (a r i m a e l o \$147.2
 milli) h i l a a ili . h e a i a l a e i e a a l e i a r h 2019. h e i t e e t r a e t h i
 l a a ili t i 2.65% e r a m i 2017.

2016 EXIM RMB L a (SMIC)

a 2016, C e te e i a l a a ili i h e a e a e ri i al am B500.0 milli
 h e r - m Ba Chi a, hi h i e e . hi h e - e a r a a ili t a e r w r i
 a i a l r e . A e 30, 2017, C h a r a w B500.0 milli (a r i m a e l o \$73.6
 milli) h i l a a ili . h e a i a l a e i e a a l e i a 2019. h e i t e e t r a e t h i l a
 a ili t i 2.75% e r a m i 2017.

2015 CDB RMB L a (SMIC B , ,)

De-em er 2015, e m i r a a a t r i e r a i al (Beiji) C r r a i (B r C
 Beiji) e te e i a B l a , a i e e - e a r w r i a i a l l a a ili i h e ri al am
 B195.0 milli i h Chi De-el m e Ba , hi h i e e . A e 30, 2017, B h a r a w
 B195.0 milli (a r i m a e l o \$28.7milli) h i l a a ili . h e ri i al am i e a a l e
 r m De-em er 2017. De-em er 2030. h e i t e e t r a e t h i l a a ili t 1.20% e r a m i 2017.

2016 CDB RMB L a (SMIC B , ,)

a 2016, B e te e i t a B l a , a i e e - e a r w r i a i a l l a a ili i h e ri i al
 am B1,460.0 milli i h Chi a De-el m e Ba , hi h i a r a e e C. A e 30,
 2017, t B h a r a w B1,460.0 milli (a r i m a e l o \$214.9 milli) h i l a a ili . h e
 ri i al am i e a a l e r m a 2018 t a 2031. h e i t e e t r a e t h i l a a ili t i 1.20%
 e r a m i 2017.

2016 EXIM RMB L a I (SMIC B ...)

December 2016, B... i... a... B l a , a... -ear... r i... a i a l l a... a i l i... i... h e... r i... i... a l... a m... B240.0 milli... h... h... -m... r... B a... C h i... a... h i... h i... e... t... e... h i... t... -ear... a... a... i l l i... t... a... e... r... w... r i... w... a... i... a l... r... e... . A... e... 30, 2017, w... B h a... r a... w... B240.0 milli... (a... r... i... m... a... e... l... o... \$35.3 milli...)... h i... l... a... a... i l l i... . h... e... r... i... i... a... l... a... m... t... i... t... e... a... a... l... e... i... D... e... c... e... m... b... e... r... 2018. h... e... i... t... e... t... r... a... t... e... h i... l... a... a... i l l i... t... i... 2.65%... e... r... a... m... i... 2017.

2016 EXIM RMB L a II (SMIC B ...)

a... ar 2016, B... e... t... e... i... t... a... B l a , a... h... e... -ear... r i... a i a l l a... a i l i... i... h e... r i... i... a l... a m... B400.0 milli... h... h... -m... r... B a... C h i... a... h i... h i... e... t... e... h i... t... h... e... -ear... a... a... i l l i... t... a... e... r... w... r i... w... a... i... a l... r... e... . A... e... 30, 2017, w... B h a... r a... w... B400.0 milli... (a... r... i... m... a... e... l... o... \$58.9 milli...)... h i... l... a... a... i l l i... . h... e... r... i... i... a... l... a... m... t... i... t... e... a... a... l... e... i... a... w... a... r... 2019. h... e... i... t... e... t... r... a... t... e... h i... l... a... a... i l l i... t... i... 2.65%... e... r... a... m... i... 2017.

2017 EXIM RMB L a (SMIC T a ...)

e... r... ar 2017, e... m... i... r... a... a... r i... t... e... r... a... i... a l... (i... a... j i) C... r... r... a... i... (... r... C... i... a... j i)... e... t... e... i... t... a... e... w... B l a , a... h... e... -ear... r i... a i a l l a... a i l i... i... h e... r i... i... a l... a m... B500.0 milli... h... h... -m... r... B a... C h i... a... h i... h i... e... t... e... h i... t... h... e... -ear... a... a... i l l i... t... a... e... r... w... r i... w... a... i... a l... r... e... . A... e... 30, 2017, w... h a... r a... w... B500.0 milli... (a... r... i... m... a... e... l... o... \$73.6 milli...)... h i... l... a... a... i l l i... . h... e... t... a... i... a... l... a... l... e... i... t... e... a... a... l... e... i... e... r... ar 2020. h... e... i... t... e... t... r... a... t... e... h i... l... a... a... i l l i... t... i... 2.65%... e... r... a... m... i... 2017.

2015 CDB USD L a (S J J a , ...)

e... t... e... m... b... e... r... 2015, e... m... i... r... (i... a... i...) C... r... r... a... i... (... i... a... i...)... e... t... e... i... t... h... e... D... l... a , a... e... -ear... w... r i... a i a l l a... a i l i... i... h e... r i... i... a l... a m... o... \$44.5 milli... h... C h i... a... D... e... l... m... e... t... B a... h i... w... a... i l l i... t... a... e... t... e... a... t... h... e... a... a... i... t... i... a... i... '... 300mm... w... t... i... a... . h... e... a... i l l i... i... a... r... a... t... e... e... B... A... e... 30, 2017, t... h... e... a... a... i... t... i... a... i... h a... r a... w... o... \$20.0 milli... a... t... e... a... i... o... \$18.0 milli... h i... l... a... a... i l l i... . h... e... t... t... a... i... a... m... o... \$2.0 milli... i... t... e... a... a... l... e... r... m... e... t... e... m... b... e... r... 2017. e... t... e... m... b... e... r... 2022. h... e... i... t... e... t... r... a... t... e... h i... l... a... a... i l l i... t... a... t... e... r... m... 4.72%... t... 4.83%... e... r... a... m... i... 2017.

2014 Ca a D , ... P ... L a (L F , ...)

a... ar 2014, ... e... t... e... i... t... a... l... a... a... i l l i... i... h... e... a... t... e... r... i... i... a... l... a... m... t... o... 35.8 milli... w... t... C a... a... D... e... i... t... e... t... e... i... . h i... t... e... -ear... a... a... i l l i... t... a... i... t... e... l... a... i... t... h... e... a... m... i... t... r... t... h... e... e... -e... i... t... h... e... h... l... i... a... i... . h... e... a... i l l i... t... e... t... e... a... t... e... i... o... 14.3 milli... t... h... e... m... a... a... t... r... i... e... i... m... e... l... a... t... e... i... r... '... 200mm... a... . A... e... 30, 2017, ... r... h a... r a... w... o... 35.8 milli... a... t... e... a... i... o... 9.9 milli... h i... l... a... a... i l l i... . h... e... t... t... a... i... a... l... a... e... o... 26.4 milli... (i... t... e... t... a... l... e... i... o... 23.2 milli... , a... r... i... m... a... e... l... o... \$26.4 milli...)... i... l... i... r... i... i... a... l... a... m... t... o... 25.9 milli... a... i... t... e... t... a... h... l... o... 0.5 milli... i... t... e... a... a... l... e... r... m... D... e... c... e... m... b... e... r... 2017... t... D... e... c... e... m... b... e... r... 2023. h... e... i... t... e... t... r... a... t... e... h i... l... a... a... i l l i... t... i... 0.5%... e... r... a... m... i... 2017.



2014 MPS Ca _ a S _ L a (LF,)

Share Capital

As at 30, 2017, the total share capital of the Company has increased to RMB1,761.8 million from RMB1,505.7 million as at 30, 2016, an increase of 17.0%. The increase is mainly due to the issue of shares to Siltech Shanghai by JCET and private placement of shares to Siltech Shanghai by JCET. The share premium has increased by RMB1.23 billion from RMB1.23 billion as at 30, 2016.

DISPOSAL OF 19.61% EQUITY INTEREST IN CHANGJIANG XINKE BY SILTECH SHANGHAI TO JCET AND ISSUE OF A SHARES TO SILTECH SHANGHAI BY JCET AND PRIVATE PLACEMENT OF A SHARES TO SILTECH SHANGHAI BY JCET

On April 27, 2016, the Company's subsidiary (Changhai) Changji Xinke (Changji Xinke) issued 19.61% of its equity interest to JCET. The total amount of shares issued was 43,229,166 shares, with a total value of RMB664.0 million. The Company's share capital has increased from RMB150,681,044 to RMB150,681,044. The share premium has increased from RMB2,655.0 million to RMB2,655.0 million. On October 10, 2017, the Company issued shares to Siltech Shanghai by JCET. The total amount of shares issued was 10,000,000 shares, with a total value of RMB100.0 million. The Company's share capital has increased from RMB150,681,044 to RMB160,681,044. The share premium has increased from RMB2,655.0 million to RMB2,655.0 million. On November 19, 2017, the Company issued shares to Siltech Shanghai by JCET. The total amount of shares issued was 10,000,000 shares, with a total value of RMB100.0 million. The Company's share capital has increased from RMB160,681,044 to RMB170,681,044. The share premium has increased from RMB2,655.0 million to RMB2,655.0 million.

COMMITMENTS

As at 30, 2017, the Company has commitments of RMB443.6 million. The commitments are mainly due to the Company's subsidiary (Changhai) Changji Xinke, which has commitments of RMB460.8 million. The commitments are mainly due to the Company's subsidiary (Changhai) Changji Xinke, which has commitments of RMB460.8 million. The commitments are mainly due to the Company's subsidiary (Changhai) Changji Xinke, which has commitments of RMB460.8 million.

DEBT TO EQUITY RATIO

As at 30, 2017, the Company's debt to equity ratio is 48.4%, which is higher than the debt to equity ratio of 25.0% as at 30, 2016. The increase is mainly due to the Company's subsidiary (Changhai) Changji Xinke, which has a debt to equity ratio of 48.4%. The increase is mainly due to the Company's subsidiary (Changhai) Changji Xinke, which has a debt to equity ratio of 48.4%. The increase is mainly due to the Company's subsidiary (Changhai) Changji Xinke, which has a debt to equity ratio of 48.4%.

FOREIGN EXCHANGE RATE FLUCTUATION RISK

The Company's revenue is mainly derived from the sale of products in the domestic market. The Company's revenue is mainly derived from the sale of products in the domestic market. The Company's revenue is mainly derived from the sale of products in the domestic market. The Company's revenue is mainly derived from the sale of products in the domestic market.

mi imi e he re ri , he zt r ha e kei - rre r ar e ha e ra t w h ra t t m
 r mall la i Le ha t w e m h t r e t a ai he a e r e e e t ha e ha e ra e l t ai
 ma ha e kei - rre e mi a e a i i e . he e r ar e ha e ra t a e ri i all
 e mi a e i B , a a e e e r r a t t ali r he e a t i a r a e w h

Q a , F , E a , C a

A e 30, 2017, he zt ha a i kei rre r ar e ha e ra t w h i al
 am t \$56.6 milli , hi h ill ma ke i 2018. A e 30, 2017, he air al e kei rre
 r ar e ha e ra t w a a r ima el \$2.0 milli , hi h a ke r e i he r i a i a e .

A De e m e t 31, 2016, he zt ha a i kei rre r ar e ha e ra t .
 he zt e e e e r i t kei rre e ha e ra t r e la i e r e .

	A J 30, 2017 (US\$ a)		A De e m e t 31, 2016 (i \$ h a)	
	N a	Fa	t i al	air
	a	a	t al e	al e
F a E a , A m				
(e e i e \$ / a \$)				
C ra Am	27,750	1,690		
(e e i e B / a \$)				
C ra Am	28,881	261		
t al C ra Am	56,631	1,951		

CROSS CURRENCY SWAP FLUCTUATION RISK

he zt e e e e i e e e t a l B e mi a e l a a i l i a e e m e t a i e B e (h e t a e r
 l l e i e l e e e r e t a h e B D e t) . A a k e l , he zt wa r i m a r i l e h a e i h e
 e ha e ra e r h e B . m i m i e h e r e r i , he zt e e e e i t r r e wa r a t
 i h a ra t m ma h i h e e a m e h e l e h e w h l e a t h e e B D e t t r e t
 a a i h e a e r e e e t e ha e ra e l t a i a r i r m h e B D e t .

Q a , C C S a C a

A e 30, 2017, he zt ha a i r r e wa ra t w h i al am
 B6,101.0 milli (a r ima el \$898.0 milli) . i al am wa e t e i h e . l l a r e i a e t
 a e ha e ra e a h e e e i e a e . A e 30, 2017, he air al e r r e wa
 r a t w a a r ima el \$(23.0) milli , hi h a r ima el \$(27.8) milli wa ke r e i h e r
 i a i a l l i l i e a a r ima el \$4.8 milli wa ke r e i h e r i a i a l a e . he r r e
 wa r a t w ill ma ke r i h e e r i 2017 2021 .

At December 31, 2016, the carrying amount of the warrants with a fair value of \$5,927.0 million (a net liability of \$854.4 million). The fair value is determined using the Black-Scholes model. At December 31, 2016, the carrying amount of the warrants with a fair value of \$(80.5) million is a net liability. The warrants will mature between 2017 and 2021.

	A	A
	December 31, 2017	December 31, 2016
	(US\$ million)	(US\$ million)
Non-current	-	-
Current	-	-
Total	-	-

C A V A C

he C m a i m m i e k m a i a e e m l a r r r a e i i e a m a i a i a h i h l e l r r a e e r a e i r e t r e t t h e i f e e t i h a h l e r .

CORPORATE GOVERNANCE PRACTICES

he C r r a e z e r a e C e (h e C y C e) a e i A e i 14 t h e K h a e i i l e a i e r i i (h e C e r i i) h i h a l e r , h a h e C m a , i e e e t m l i h r a i e a k a r e i a i w m a k e m m e e t r a i e w i h a i e r i e r a e w t i m l e m e t h e e m m e e r a i e . h e C m a h a a t e a w C r r a e z e r a e l i (h e C y l i) i e a a r t 25 , 2005 a i t r r a e e r a e w h i h i a m e e r m i m e t i m e t m l i h h e C y C e h e C y l i , a w h i h a e t a i e h e C m a ' w e i e a t w w w m i m e r e t r e l a i > C r r a e z e r a e > l i a t r e k e , a t i a l l i r r a e C e r i i a h e e m m e e r a i e h e C y C e h e C m a w i l l e e t m l i h h e C e r i i h e C y C e h e e e r r a i a l e a a i , h e C m a h a a t e r w t i l a e a r i l i l e , r e k e , a r a i e i m l i a e w t h e r i i h e C y l i .

D r i t h e i m t h e e e 30 , 2017 , i t h e i i t h e D i r e t r , h e C m a h a m l i e w t a l l C e r i i e t i t h e C y C e .

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS OF LISTED ISSUERS

he C m a h a a e a i e r r a i C m l i a e r r a m (h e i e r r a i l i) w h i e m a e h e k e i t e m e t h e e l C e r e r i l e r a a i D i r e t r i e e e r a e t i A e i 10 h e h a e l i l e (h e e l C e) . h e C m a , h a i m a e e i i e r a l l D i r e t r , i r m h a a l l D i r e t r h a e w l i e w i h h e i e r r a i l i a h e e l C e h r h t h e i m t h e e e 30 , 2017 . h e e i r m a a e m e t h e C m a a t a l l i e r , i t e r , a e m l e e h e C m a a i i a r i e a l e a l k e i t e t m l i h h e r i i h e i e r r a i l i .

THE BOARD

he B a r h a a t t h e C m a ' h a h l e r i t e a e e e h e a a i r h e C m a i r e t m a i m i e h a h l e r a l e h e B a r , a i i e l a h r h i a r i m m i e e , a i e l a r i i a e i a i k e i l e r h e e e m i a i t h e e r a l l r a e h e C m a , h e e a l i h m e t a t m t r i h e a h i e m e t r r a e a l a j e i e , h e e r i h h e C m a ' i a i a l e r r m a e a h e k e a r a i h e a t , h e e a l i h m e t r r a e e r a e r a i e a l i l e , a h e k e i e w h e C m a ' t e m i e r a l r l . h e m a a e m e t h e C m a i k e i l e r h e i m l e m e t a i t h e e r a l l r a e h e C m a a i t a i l e r a i a a m i i r a i . h e B a r h a a e t t h e e i r m a a e m e t h e C m a t i e i r i e m a a e m e t i r m a i .

he B ar i i h i r e e D i t e t r a a h e a e h i i e r i m t e r . D i t e t r m a e e l e t e h l
 i e i l h e e i r a l h e i r t e e i e t e r m a t e l i a e a a l e e h a t e h l e r '
 m e e i h l e r a m a j i t h e C m a ' i e h a t e e i e t i l e t e i e r r i r
 a t h m e e i . h e B a r i i i e i t h e e l a e w i h e l a D i t e t r e l i l e r t e e l e i a
 e a h a a l e e e r a l m e e i h e C m a . a h l a w t D i t e t r (i l i a l l e e e t i e D i t e t r)
 e r e a t e r m t h e e e a r .

h e l l w i t a l e e t h h e a m e , l a e a a t e r i e t h e D i t e t r a a t h e a e h i i e r i m
 t e r :

Na	D	Ca	D	Ca	Y a
				D	R -
h i e		Chairma a	e i e D i t e t r	Cl a	2020
-A i Chi		i e Chairma a	e e e i e D i t e t r	Cl a	2020
z a / a		Chie i a i a l	i e r a e t i e D i t e t r	Cl a	2020
William r Br w		e e e t	e e e i e D i t e t r	Cl a	2020
W z h a		e e e i e	D i t e t r	Cl a	2020
Ch e h a h i		e e e i e	D i t e t r	Cl a	2018
i -B a		e e e t	e e e i e D i t e t r	Cl a	2018
C a r m e - a C h a		e e e t	e e e i e D i t e t r	Cl a	2018
		e e e i e	D i t e t r	Cl a	2018
h i e		e e e i e	D i t e t r	Cl a	2019
e Kai		e e e i e	D i t e t r	Cl a	2019
h a - i Chia		e e e t	e e e i e D i t e t r	Cl a	2019
a i h e C		e e e t	e e e i e D i t e t r	Cl a	2019



A he ake hi i erim ke r, he r le Chairma a Chie e i e i er ake se ke a e a h r le ake er ime Dr. h t i e a Dr. naj ha , ke e i el .

a a al ai , ea hi e e e e e i e Di e r i m hi /her i e e e e e e e e e e e e C m a , a he C m a i er he e Di e r i e i e e e e a h e r m i e i e i he e K ha e i i Le . he e ake i la i hi am m e m e r he B ar , i l i e Wee he Chairma he B ar a he Chie e i e i er .

he B ar mee a Lea r ime a ar a a r ima el ar el i er al a h he r ai a ma e ke i e i a i i i a i e a e i he C m a . he he Le B ar mee i r a i e ar i la e i he e e i ar . he j i m a e e a r i e he C m a (he i C m a e e a r i e) a i he Chairma i ke a r i he a e a r he B ar mee i a al a i he B ar i m l i i h a l i a l e l a w , r l e a e l a i . he ke l e a a e r r he B ar mee i ake i a he B ar m e m e r i a r a e w t h e C y C e Di e r i m a i l e m a e r r i i i i he a e a i he e e a r i e . e he l i he B ar mee i , m i e ake i r l a e t all Di e r i r h e i r l e l e w a m m e r i r h e i r a r al he m i e a he ll w i r e e e B ar mee i . r a w a i i w i h a Di e r i ake i e e t h a e a t l i i e e w i h h e B ar ha e e r m i e e m a e r i a l ake e a l w h h i a l B ar mee i r a h e ha r i e w e l i a he i e e e Di e r i ake t w t he r m h B ar mee i a a a i r m t i he ke l e a t m a e r .

All Di e r i h a e a e t he i C m a e e a r i e , w h ake ke i l e r a i i he B ar i m l i i h a l i a l e r e e e e a r i m l i a e m a e r . e r B ar m e m e r i e t l e t h a e a e t w t m e t a l e a he B ar mee i r i l e i t he C m a ' m i e e . i h e r m ke he B ar ha e a l i h e he r e e e r a w i h a Di e r i , ke a a l e e e y m a e e i e e e e r e i a l a i e a he C m a t t w e e e i r e r r h Di e r i i h a r e h i /h e r i e . he i C m a e e a r i e i l a e a l l Di e r i he l a e t e e l m e t he e K ha e i i Le a h e r a l i a l e l e l a r ke i e m e t e e e he C m a ' m l i a e w i h a m a i e a e r r a e e r a e r a i e . a h e w Di e r i i r i e w i h r a i i w i h e e t t h i /h e r l e i l i l e e r h e e K ha e i i Le a w t t e l a r ke i e m e t a he C m a r r a e e r a e l i l e a r a i e .



- hē a r i hē hiri a em l ee r imē em l ee hē C m a ' i ee ee a i r h a a m e m e r hē a i t e a m r i hē hē ee i hē ee a r a hē hiri a em l ee r imē em l ee hē i ee ee a i r r ee i r i i hē ar lē hē hē r h a e r w a a m e m e r hē C m a ' a i t e a m ;
- hē lē w i hē C m a ' a al, i t e r i m a a r e r l i a i a l a e m e t , a r i hē lē a e , r i j i a l a a i l i l e a r a i e ee hē a hē i a i a l a e m e t , a l e r a i e hē a m e t i a i a l i r m a i , hē ee ee i ee ee hē C m a ' i l hē r l a r ee hē a i m r a t t e a ee l m e t i i a i a l hē r i r a i e a hē i t e m e t ;
- hē lē w i hē ee l a i a a i i t e r a l a i , hē r a i a i , hē i l i l e , l a , hē l , a a a i hē C m a ' i t e r a l A i t D e a r m e t (a ee ee a i ee ee l w) , hē a l i , a e a a ee ee i ee ee hē C m a ' i t e r a l r l a a i i i a t ee l e hē r m a t e r i a l w e a ee ee i hē ee r e r a i i t e r a l r l ;
- i e r i hē a e a hē r e , a a l i a i a ee ee l e ee r a i r r a m a ee hē C m a ' a i a i a i a l hē r i i ;
- hē lē w i hē C m a ' i t e r a l r l , r i a ee m e t a m a a e m e t l i l e ;
- hē lē w i a l e a l m a t e r h a m a h a e a m a t e r i a l i m a a hē a e a a ee ee i ee ee hē C m a ' l e a l a hē l a r m l i a ee r ee hē ;
- ee a l i h i r ee hē r hē hē a m e t m l a i hē ee ee hē C m a hē a r i i a i a l hē r i , i t e r a l r l r i l e i m r r i l e i hē r m a t e r ; a
- a i i a hē lē w i hē r m m a a e m e t , hē C m a ' i t e r a l a i r a hē C m a ' i ee ee a i r hē a r i m l i a ee w i h a l i a l e l e a l a hē l a r hē i t e m e t .

hē A i t C m m i t t e e hē r i t w r , i i a hē m m e a i t t hē B a r hē l a r l .

hē A i t C m m i t t e e m e e a l e a t r i m e a a e a r a a r e r l a i a h h e r a i a m a ee hē i t e t i a t e i i i a i ee . h e m e e i hē l e r a i e a r i l a e i hē hē ee i a e r . hē i C m a ee hē a r e a i hē h a i r m a hē A i t C m m i t t e e i hē a r i hē a e a r m e e i a a l a i t hē A i t C m m i t t e e i m l i w i t hē hē l e a r l e a hē l a i . hē hē l e a a e r r hē A i t C m m i t t e e m e e i a hē i a hē t t hē A i t C m m i t t e e i a r a ee w i h hē C w C ee m e r hē A i t C m m i t t e e m a i l ee m a t e r r i i i hē a e a i hē ee a r i e . w i h i hē a a l e i m e a e r a A i t C m m i t t e e m e e i h e l , m i ee a hē r l a e t hē m e m e r hē A i t C m m i t t e e r hē i r m m e t a hē lē w r i r hē i r a r a l hē m i t e a hē l l w r a ee ee a i t C m m i t t e e m e e i .

A t e a h a r e r l A i t C m m i t t e e m e e i , hē A i t C m m i t t e e hē lē w w i t hē C h i e i a i a l i e r a t hē C m a ' i ee ee a i r hē i a i a l a e m e t r hē i a i a l e r i a hē i a i a l a a a i r i l e , l i l e a r l hē C m a a i i a r i e . a r i l a r , hē C m m i t t e e i ee (i) hē h a ee i a t i l i l e a r a i e , i a ; (ii) hē i t e r a m l ; (iii) m l i a ee w i h a i t a a r a a l i a l e r l e a hē r l e a l hē i t e m e t i

he la i t i a i a l t e t i ; a (i) t h e i t e r a l t i t h e C m a a t h e a t i a i a i a l t e t i t e m . t h e t e m m e a i t h e A i t C m m i t t e e t h e B a r a t t e t h e i a i a l t a e m e t .

C o n c l u s i o n

A t h e a t e h i i t e r i m t e t i , t h e m e m e r t h e C m a ' C m e a i C m m i t t e e (h e C m e a i C m m i t t e e) w e t e t . W i l l i a m t B r w (w w a a i t e a h e h a i r m a C m e a i C m m i t t e e t e r a r 14, 2017), t i - B a , t h i e , D r . h a t - i C h i a (D r . C h i a) a D r . t h a (D r .) . D r . C h i a a D r . w e t e a i t e a m e m e r t h e C m e a i C m m i t t e e h e C m a t e r a r 14, 2017. t h e m e m e r t h e C m e a i C m m i t t e e h a t e e a t e t i e i t e r e m l e e t h e C m a t a i t i a r i e .

h e t e i l l i e t h e C m e a i C m m i t t e e i l e a m t h e t h i :

- a r i a t e t e e i h e t a l m e a i a a e t h e C m a ' t e t i e i t e a a h e t i e r , t e a l a i t h e t e r m a t e a t e r m i i t a a r i t h e m e a i t e a i t h e C m a ' C h i e t e t i e i t e a t e l e i h e t e t h e C h i e t e t i e i t e t e a l a i t h e t e r m a t e t h e C m a ' t h e t e t i e i t e ;
- t e r m i i t h e m e a i a a e t e t i e D i t e t a m a i t e m m e a i t h e B a r w t h e t e t t t e t i e D i t e t i ' m e a i , i l l i e i t - a e m e a i t ;
- a m i i t e r i a t e r i i a l l t e l e i a m a i t e m m e a i t h e B a r t e a r i t h e l - t e r m i t e t i e m e a i t e t l a m a t e a a i l a l e t h e D i t e t i , e m l e e a t l a t ;
- t e l e i a m a i t e m m e a i t h e B a r t e a r i t e t i e m e a i h i l h , t a t e a r i i l e a t e l e i t e w a t e i t i e m l m e t , t i , t e i t m e t a t e t a t e a t e e m e t t e t h e C m a t e t i e i t e ; a
- t e r i a t r i a t e t e r i h t h e C m a ' h m a t e t e l i l e a t e l e i t a t e t e t a l i h e t i l l t h e C m a ' t h i a l , l e a l , a h m a t e t e t e i l l i e .

h e C m e a i C m m i t t e e t e t i t w t , i i a t e m m e a i t t h e B a r t e r i i a l l t t e w e r t h a t i m e t e r t e a r .

h e C m e a i C m m i t t e e m e e a l e a t i m e t e r t e a r a h h e t a i a m a t e t e i t e t i a t e i l l i a t i t e a t e i h e m e a i t i h e C m a . h e m e e i t h e t r a i t e t e a r i l a t e i t h e t e t e i t e a r . h e i t C m a t e t e a r i e a i t h e h a i r m a h e C m e a i C m m i t t e e i t t e a r i h e a t e a t m e e i a a l a i t t h e C m e a i C m m i t t e e i m l i w t h e t e l e a t r l e a t e l a i . h e t e l e a t a t e r t h e C m e a i C m m i t t e e m e e i a t e i a t h e C m e a i C m m i t t e e m e m e r i a t a t e w t h e C y C t e m e r t h e C m e a i C m m i t t e e m a i l e m a t e r t i i i t h e a t e a t h e t e e a r i t . i h i t e a a l e i m e a t a C m e a i C m m i t t e e m e e i i h e l , m i t e a t e i t l a t e t h e m e m e r t h e C m e a i C m m i t t e e t h e i t m m e a t e l e w r i t t h e i t a r a l t h e m i t e a t t h e l l w i r a t e t e t C m e a i C m m i t t e e m e e i .



N a m

A he a e hi i erim te t, he C m a ' mi a i C mmi ee (he mi a i C mmi ee)
m ri e Dr. h i e (hairma mi a i C mmi ee), r. i -B a , r. , r. W illiam r
B r W a . Carme a Cha .

he te i illi te he mi a i C mmi ee i l e:

- te le W he t te i e a m i i (i l i he ill, W le e a e e r i e e a W e l l a i e r t e r e i e) he B ar a l e a a a l l a m a i te m m e a i a r e ha e t he B ar t m l e m e t he C m a ' r r a e r a e ;
- m i r i he im l e m e a i B ar D i e r i l i (i l i a m e r a l e j e i e a he r te i a h e i h e j e i e), a e r i h a a r r i a e i l te a t e m a e te a r i ar i e r i i he C r r a e z e r a e e t t t he C m a ' A a l e t ;
- i e i i i i i a l i a l a l i e t e m e B ar m e m e r , i t e W h r i e r i a a r e he B ar , a m a i te m m e a i t he B ar he t e l e i i l i a l m i a e r t i t e r h i ;
- a e i he i e e e e i e e e t e e i e D i t e r ; a
- m a i te m m e a i he B ar he a i m e r t e a i m e t D i t e r a e i l a i r D i t e r , i t a r i l a r he Chairma t he B ar a he C h e e t i e i e r .

he mi a i C mmi ee m e e a l e a e a e a r a h h e r a i a m a e t e i t e i a t e i i i a t i e t e l a i B ar m i i . he i C m a e t e a r t e a i t he hairma he mi a i C mmi ee i t e a r i he a e a r m e e i a a l a i t he mi a i C mmi ee i m l i i h h e t e l e a r l e a t e l a i . he t e l e a a e r t he mi a i C mmi ee m e e i a t e i a h e mi a i C mmi ee m e m e r i a r a e i h he C y C e v e m e r he mi a i C mmi ee m a i l e m a t t e r r i i i i h e a e a i t e e a r i e . W i h i t e a a l e i m e a r a m i a i C mmi ee m e e i i h e l , m i t e a t e i r l a e t he mi a i C mmi ee m e m e r r h e i t m m e a t e l e W r i t t h e i r a r a l he m i t e a t he l l w i r a e e t m i a i t C mmi ee m e e i

I a A - D , a m

t e r a l A i D e a r m e t W i h a t h e y r ' m a a e m e t e a m a he A i C mmi ee t e a l a e t h e e e i e e a a r i t e h e i m r e m e t r i m a a e m e t i t e r a l r l , a r r a e e r a e e e m . a a a l a i , h e r i - a e a i l a a t e t e a t e l e W e a a r e t he A i C mmi ee . a i i t i t a t e e l a , h e t e r a l A i D e a r m e t a t a t e a e r i e i l e e i r m a a e m e t r t e l e W a i e t i a i a a h a i t . A i t t e l a t e t e t he Chairma he B ar , he C h e e i e i e r a t e l e a m a a e m e t a t e e a r m e t . A m m a r a t t e r t i a t e r l t e t e t t he A i C mmi ee .

Ba... hi a... al a... i... la, the... al A... i... De... ar... me... t... a... i... the... ra... i... e, r... e... ke... e... e... i... ke... a... i... r... ma... i... r... l... the... a... ri... e... ar... me... t... i... the... y... r... . he... e... the... a... i... i... l... e...:

- the... e... W... i... ma... a... e... me... t... r... l... e... the... he... k... e... l... i... a... i... the... r... i... i... a... i... a... l... a... r... a... i... i... r... ma... i... a... the... me... a... e... t... i... e... t... i... , me... a... ke... l... a... i... , a... the... r... the... hi... r... ma... i... ;
- the... e... W... i... the... t... e... m... e... t... a... l... i... he... r... t... e... e... t... a... l... i... he... t... e... the... m... l... i... a... e... i... h... l... i... e... , l... a... , r... e... ke... , l... a... W... , a... the... l... a... i... ha... t... l... ha... e... a... i... i... l... a... t... i... m... a... t... r... a... i... a... the... r... t... , a... r... e... t... m... i... W... h... e... h... e... r... the... y... r... i... i... m... l... i... a... e...;
- the... e... W... i... the... me... a... a... e... a... r... i... a... e... a... , W... h... e... a... r... r... i... a... e... r... e... i... i... the... e... i... f... e... e... a... e... ;
- a... r... a... i... the... e... m... a... e... i... e... w... i... h... h... i... h... ke... r... e... a... k... e... m... l... e... ;
- i... e... i... i... i... i... a... r... i... , i... l... i... r... a... r... i... , the... a... i... l... i... the... y... r... t... me... a... i... i... e... j... e... i... e... , m... m... i... a... i... the... m... ma... a... e... me... t... a... e... r... i... the... ha... ma... a... e... me... t... ha... t... a... e... a... r... r... i... a... e... a... i... t... a... r... a... a... l... t... h... e... r... i... ; a...
- e... a... l... a... i... the... e... e... i... e... e... r... l... r... i... the... r... a... i... the... y... r... a... r... i... i... the... m... m... e... a... i... a... t... h... W... h... e... t... r... l... l... e... i... m... r... e... .

i... the... e... a... i... , the... r... e... r... al... A... i... De... ar... me... t... ha... k... e... a... l... l... a... e... t... all... e... e... a... r... t... i... , the... r... , r... e... f... e... l... e... a... r... e... r... e... l... .

A... e... r... m... l... e... i... a... a... i... , the... r... e... r... al... A... i... De... ar... me... t... r... i... h... e... the... y... r... '... ma... a... e... me... t... t... e... a... m... i... h... a... l... i... , a... r... a... i... a... l... , the... m... m... e... a... i... , e... l... , a... i... r... ma... i... r... e... r... i... the... a... i... i... l... e... the... e... W... e... . A... r... r... i... a... e... ma... a... e... r... the... y... r... a... i... e... t... i... e... a... e... i... e... i... e... the... the... r... e... r... al... A... i... De... ar... me... t... W... h... i... h... W... i... l... l... .

the... r... e... r... al... A... i... De... ar... me... t... ha... i... z... e... a... e... t... the... B... a... r... h... r... h... h... e... h... a... i... r... m... a... the... A... i... C... m... m... i... t... e... e... a... m... a... m... e... a... r... i... a... e... l... w... i... h... the... A... i... C... m... m... i... t... e... e... , w... i... h... the... k... e... e... e... m... e... m... e... r... the... y... r... '... ma... a... e... me... t... r... the... i... e... e... e... t... a... t... i... m... k... e... e... t... .

CODE OF BUSINESS CONDUCT AND ETHICS

the... B... a... r... h... a... a... t... e... a... e... i... e... i... e... a... e... h... i... (the... C... e... C... t...)... h... i... h... r... i... e... i... a... e... a... i... t... e... i... e... w... i... h... i... e... r... i... a... t... r... e... i... a... l... i... m... the... C... e... C... t... a... k... e... e... i... e... i... l... i... a... m... t... h... e... r... , r... a... , l... i... i... e... e... t... , r... r... a... e... r... i... e... , r... e... i... i... t... e... l... e... t... a... l... r... e... r... , r... a... a... i... i... the... C... m... a... '... e... r... i... e... , e... the... C... m... a... '... a... e... , a... k... e... l... a... i... h... i... w... i... h... t... m... e... r... a... t... h... i... r... a... r... i... e... . A... i... l... a... i... the... C... e... C... t... i... k... e... k... e... t... the... C... m... a... t... , C... m... l... i... a... e... i... e... , w... h... i... h... t... i... l... l... e... e... l... k... e... r... t... h... i... l... a... i... t... the... A... i... C... m... m... i... t... e... e... .



U.S. C a G a P a

C m a l e l i e h e w A r t h a m m l w h e r a i r r a e e r a e a a r
303A h e w A r t h a e i e C m a a a l , r h e A a a r . B e a e
h e C m a ' A m e r i a D e i a r t h a e a e i e e w i h h e U i e a e e r i t e a h a e
C m m i i a a e l i e h e w A r t h a e h e C m a i a l e t e r a i U .
r r a e e r a e e i t e m e t , i l i m a r i i h e a r a e - L e A 2002. w e r ,
e a e h e C m a i a t e i r i a e i e r , h e C m a i e r m i t t e t l l w r r a e e r a e
r a i e i a r a e w i h C a m a l a l a a h e K h a e i i L e i l i e
e r a i r r a e e r a e t a a r t a i e i h e A a a r t .

h e l w i a r e m m a r h e i i i a i e e e w e e r r r a e e r a e r a i e
a h e r r a e e r a e t a a r a l i a l e t U . m e t m a l e l i e h e A , r U .
m e t i i e r :

No requirement for majority of independent directors

A e i 303A.01 h e i t e a A - l i e U . m e i m a t h a e a m a j r i i e e e t
i t e r h e a r i t e r . W h a e e l e e t l l w h e K h a e i i l e ,
h i h e i t e a m a ' a r w i l e a l e a t e h i r (t h e h a t h e e) h e m e m e r a
w m a ' a r e i e e e t e e t i e i t e r . h e l a w h e C a m a l a t h e m e m e r a
e i i i r t e i t e m e t t e l a i t i e e e t i t e r r i e i t e a m e m e r a m a t , a r
e i e e e e :

Different standards to evaluate director independence

A e i 303A.02 r i e a i l e e t h a A - l i e U . m e i i e r m t e r e r m i i
i e e e e e i t e r . W h i l e w e m a e i i a l a l h e A e t , r B a r , h i h i
m i a i m m i e e a e e i e e e e i a r a e w i h K h a e i i l e ,
a i a r a e w i h L e 10A-3 e r h e h a e A i h e a e a t m m i e e m e m e r , a
i e r w h e h e r h e e a e a t e l a i h i r i r m a e h a a e l i e t a e t h i t e r
i e e e e e r m m a a e m e t .

Executive sessions

A e i 303A.03 h e i t e h e e e i e i t e r a A - l i e U . m e i m a t m e e
i t e l a r h e l e e e i e e i r l e - r e i w i h m a a e m e t a l e a t e a e a r .
r e e e i e i t e r a i e e e e t i t e r m e e w i h h e C h a i r m a h e B a r , w h i a
e e i e i t e r , a l e a t e a e a r . r e e e i e i t e r a m a a e m e t a e t e e e t a h e e
m e e l .

No nominating/corporate governance committee composed entirely of independent directors

A e i 303A.04 h e i t e A - l i e U . m e i i e r t h a e a m i a i / r r a e e r a e
m m i e e m e e e i t e l i e e e e t i t e r . h e m i a i / r r a e e r a e m m i e e m t
h a e a w i h h a r t h a e t t a e e r a e r a i m i m m e i l i l e h e i t e e r A
e i 303A.04 () (i) a r i e r a a a l e r m a e e a l a i h e m m i e e .
e a a m i a i / r r a e e r a e m m i e e r B a r h a e t a l i h e a m i a i m m i e e
w i h i e m m e r . h e e m m e r a t e i e e e e t e e e i e i t e r w h i l e e m e m e r i a e e i e
w i t h e r a e i a e e e i e i t e r . W e a e t e i t e e r h e l a w h e C a m a l a r
h e K h a e i i l e t h a e a m i a i / r r a e e r a e m m i e e m e



While the hirer is not a shareholder of the Company, the Company has a policy of not appointing non-executive directors who are not shareholders of the Company.

Audit committee requirements

Under sections 303A.06 and 303A.07 of the Companies Act, 2008, the audit committee must have at least three members, at least one of whom must be an independent non-executive director. The audit committee must also have a written charter of responsibilities.

The audit committee has three members, all of whom are independent non-executive directors. The audit committee has a written charter of responsibilities. Under sections 303A.06 and 303A.07(a) of the Companies Act, 2008, the audit committee must have at least three members, at least one of whom must be an independent non-executive director. The audit committee must also have a written charter of responsibilities. The audit committee has three members, all of whom are independent non-executive directors. The audit committee has a written charter of responsibilities.

Internal audit requirements

Under section 303A.07(b) of the Companies Act, 2008, the internal audit function must be performed by a qualified person. The internal audit function must also be performed by a person who is not a shareholder of the Company. The internal audit function must also be performed by a person who is not a shareholder of the Company.

No shareholder vote on equity compensation plans

Under section 303A.08 of the Companies Act, 2008, the board of directors must not recommend or authorize the payment of any bonus or commission to any director or officer of the Company unless the board of directors has first obtained the approval of the shareholders of the Company.

No explicit requirement for Board self-evaluation and succession planning

Under section 303A.09 of the Companies Act, 2008, the board of directors must not recommend or authorize the payment of any bonus or commission to any director or officer of the Company unless the board of directors has first obtained the approval of the shareholders of the Company.

Code of Business Conduct and Ethics

Article 303A.10 of the Florida Constitution requires that every public officer or employee of the state shall have a code of business conduct and ethics. We have a Code of Business Conduct and Ethics, which is available on the CMA website. We have a similar provision in the state constitution, Article 303A.10.

No explicit requirement for corporate governance certification

Article 303A.12(a) of the Florida Constitution requires that every public officer or employee of the state shall have a code of business conduct and ethics. Article 303A.12(b) of the Florida Constitution requires that every public officer or employee of the state shall have a code of business conduct and ethics. We have a Code of Business Conduct and Ethics, which is available on the CMA website. We have a similar provision in the state constitution, Article 303A.12(a). We have a similar provision in the state constitution, Article 303A.12(b). We have a similar provision in the state constitution, Article 303A.12(c). We have a similar provision in the state constitution, Article 303A.12(d). We have a similar provision in the state constitution, Article 303A.12(e). We have a similar provision in the state constitution, Article 303A.12(f). We have a similar provision in the state constitution, Article 303A.12(g). We have a similar provision in the state constitution, Article 303A.12(h). We have a similar provision in the state constitution, Article 303A.12(i). We have a similar provision in the state constitution, Article 303A.12(j). We have a similar provision in the state constitution, Article 303A.12(k). We have a similar provision in the state constitution, Article 303A.12(l). We have a similar provision in the state constitution, Article 303A.12(m). We have a similar provision in the state constitution, Article 303A.12(n). We have a similar provision in the state constitution, Article 303A.12(o). We have a similar provision in the state constitution, Article 303A.12(p). We have a similar provision in the state constitution, Article 303A.12(q). We have a similar provision in the state constitution, Article 303A.12(r). We have a similar provision in the state constitution, Article 303A.12(s). We have a similar provision in the state constitution, Article 303A.12(t). We have a similar provision in the state constitution, Article 303A.12(u). We have a similar provision in the state constitution, Article 303A.12(v). We have a similar provision in the state constitution, Article 303A.12(w). We have a similar provision in the state constitution, Article 303A.12(x). We have a similar provision in the state constitution, Article 303A.12(y). We have a similar provision in the state constitution, Article 303A.12(z).

1. DIVIDENDS

The Board has recommended a final dividend of 100% for the year ended 30, 2017 (in million) (2016: nil).

2. SHARE CAPITAL

As at 30, 2017, the Company has 4,142,430 and 3,102,735 shares of RM1.00 each (2016: 4,142,430 and 3,102,735) respectively. The Company has issued 1,039,700 shares of RM1.00 each (2016: 1,039,700) under the Share Incentive Plan (SIP) for the year ended 30, 2017. The Company has also issued 1,039,700 shares of RM1.00 each (2016: 1,039,700) under the SIP for the year ended 30, 2016. The Company has also issued 1,039,700 shares of RM1.00 each (2016: 1,039,700) under the SIP for the year ended 30, 2015. The Company has also issued 1,039,700 shares of RM1.00 each (2016: 1,039,700) under the SIP for the year ended 30, 2014. The Company has also issued 1,039,700 shares of RM1.00 each (2016: 1,039,700) under the SIP for the year ended 30, 2013. The Company has also issued 1,039,700 shares of RM1.00 each (2016: 1,039,700) under the SIP for the year ended 30, 2012. The Company has also issued 1,039,700 shares of RM1.00 each (2016: 1,039,700) under the SIP for the year ended 30, 2011. The Company has also issued 1,039,700 shares of RM1.00 each (2016: 1,039,700) under the SIP for the year ended 30, 2010. The Company has also issued 1,039,700 shares of RM1.00 each (2016: 1,039,700) under the SIP for the year ended 30, 2009. The Company has also issued 1,039,700 shares of RM1.00 each (2016: 1,039,700) under the SIP for the year ended 30, 2008. The Company has also issued 1,039,700 shares of RM1.00 each (2016: 1,039,700) under the SIP for the year ended 30, 2007. The Company has also issued 1,039,700 shares of RM1.00 each (2016: 1,039,700) under the SIP for the year ended 30, 2006. The Company has also issued 1,039,700 shares of RM1.00 each (2016: 1,039,700) under the SIP for the year ended 30, 2005. The Company has also issued 1,039,700 shares of RM1.00 each (2016: 1,039,700) under the SIP for the year ended 30, 2004.

Number of Shares	
Authorized Share Capital as at 30, 2017:	4,650,874,001

The Company has issued 1,039,700 shares of RM1.00 each (2016: 1,039,700) under the SIP for the year ended 30, 2017. The Company has also issued 1,039,700 shares of RM1.00 each (2016: 1,039,700) under the SIP for the year ended 30, 2016. The Company has also issued 1,039,700 shares of RM1.00 each (2016: 1,039,700) under the SIP for the year ended 30, 2015. The Company has also issued 1,039,700 shares of RM1.00 each (2016: 1,039,700) under the SIP for the year ended 30, 2014. The Company has also issued 1,039,700 shares of RM1.00 each (2016: 1,039,700) under the SIP for the year ended 30, 2013. The Company has also issued 1,039,700 shares of RM1.00 each (2016: 1,039,700) under the SIP for the year ended 30, 2012. The Company has also issued 1,039,700 shares of RM1.00 each (2016: 1,039,700) under the SIP for the year ended 30, 2011. The Company has also issued 1,039,700 shares of RM1.00 each (2016: 1,039,700) under the SIP for the year ended 30, 2010. The Company has also issued 1,039,700 shares of RM1.00 each (2016: 1,039,700) under the SIP for the year ended 30, 2009. The Company has also issued 1,039,700 shares of RM1.00 each (2016: 1,039,700) under the SIP for the year ended 30, 2008. The Company has also issued 1,039,700 shares of RM1.00 each (2016: 1,039,700) under the SIP for the year ended 30, 2007. The Company has also issued 1,039,700 shares of RM1.00 each (2016: 1,039,700) under the SIP for the year ended 30, 2006. The Company has also issued 1,039,700 shares of RM1.00 each (2016: 1,039,700) under the SIP for the year ended 30, 2005. The Company has also issued 1,039,700 shares of RM1.00 each (2016: 1,039,700) under the SIP for the year ended 30, 2004.



3. SUBSTANTIAL SHAREHOLDERS' INTERESTS



4. DIRECTOR'S INTERESTS IN SECURITIES OF THE COMPANY

As at 30, 2017, the interests of the Director in the securities of the Company are as follows:

(1) The Director's interests in the securities of the Company are as follows:

(i) The Director's interests in the securities of the Company are as follows:

(ii) The Director's interests in the securities of the Company are as follows:

(iii) The Director's interests in the securities of the Company are as follows:

(iv) The Director's interests in the securities of the Company are as follows:

(v) The Director's interests in the securities of the Company are as follows:

Name of Director	Type of Shares	Number of Shares	Number of Shares			Total Number of Shares	Percentage of Total Shares
			Owned	Owned & Controlled	Controlled		
Mr. [Name]	Ordinary Shares	49,311	188,233	237,544	0.005%		

EMC / S a MCID 1244 BDC6BT/T1 1 T 7 0 0 7 96.0315 489.2487 55.62 a Ha, Z, MC / S a MCID 1244 BDC6BT 0

- (3) a 20, 2015, Dr. h wa ra fe i r ha e 2,521,163 r i ar ha e a a ri e \$8.30 r i ar ha e r a t t h e 2014 i la . h e e i w i l l e i t e h e a r l i e r a 19, 2025 r 120 a a f e r m i a i h i e r i e a a D i t e r t h e B a r . A e 30, 2017, e h e e i h a e e e r i e .
- (4) a 20, 2015, Dr. h wa ra fe a a w a r 1,080,498 e r i e h a e u i (e a h e e e i h e r i h e e e e r i ar ha e) r a t t h e 2014 i e i e l a . h e e u , 25% w i h w i l l e t e a h a i e r a r a r h 6, 2015, h a l l l e t a r h 6, 2019. A e 30, 2017, 540,249 e r i e h a e u i w e e e e .
- (5) h e e i m r i e : (a) i w i h w e e r a f e t D r . z a a 24, 2010 r h a e 314,531 r i ar ha e a a ri e \$6.4 e r r i ar ha e r a t t h e 2004 i l a a w i l l e i t e h e a r l i e r a 23, 2020 r 120 a a f e r m i a i h i e r i e a a D i t e r t h e B a r . () i w i h w e e r a f e t D r . z a e 17, 2013 r h a e 1,360,824 r i ar ha e a a ri e \$6.24 e r r i ar ha e r a t t h e 2004 i l a a w i l l e i t e h e a r l i e r e 16, 2023 r 120 a a f e r m i a i h i e r i e a a D i t e r t h e B a r . () i w i h w e e r a f e t D r . z a e 12, 2014 r h a e 288,648 r i ar ha e a a ri e \$6.4 e r r i ar ha e r a t t h e 2014 i l a a w i l l e i t e h e a r l i e r e 11, 2024 r 120 a a f e r m i a i h i e r i e a a D i t e r t h e B a r . A e 30, 2017, e h e e i h a e e e r i e .
- (6) e m e r 17, 2014, Dr. z a w a ra fe a a w a r 291,083 e r i e h a e u i r a t t h e 2014 i e i e l a , i i (a) 240,145 e r i e h a e u i , 25% w i h e t e a h a i e r a r e 17, 2013 a w i h h a l l l e e 17, 2017, a () 50,938 e r i e h a e u i , 25% w i h e t e a h a i e r a r a r h 1, 2014 a w i h h a l l l e t a r h 1, 2018. A e 30, 2017, a t t a l 205,578 e r i e h a e u i w e e e e , a w e e e e i a h .
- (7) h e e i m r i e : (a) e m e r 8, 2011, Dr. C h i w a ra fe i r h a e 8,698,753 r i ar ha e a a ri e \$4.55 e r r i ar ha e r a t t h e 2004 i l a . h e e i w i l l e i t e h e a r l i e r e m e r 7, 2021 r 120 a a f e r m i a i h i e r i e a a D i t e r t h e B a r . () a 25, 2016, i r h a e 703,106 h a e a a ri e \$6.42 e r r i ar ha e r a t t h e 2014 i l a w e e r a f e t D r . C h i . h e e i a k e e e i m m e i a e l a w i l l e i t e h e a r l i e r a 24, 2026 r 120 a a f e r m i a i h i e r i e a a D i t e r t h e B a r . () e m e r 12, 2016, i r h a e 150,252 h a e a a ri e \$8.72 e r r i ar ha e r a t t h e 2014 i l a w e e r a f e t D r . C h i . h e e i a k e e e i m m e i a e l a w i l l e i t e h e a r l i e r e m e r 11, 2026 r 120 a a f e r m i a i h i e r i e a a D i t e r t h e B a r . () A r i l 5, 2017, i r h a e 2,109,318 h a e a a ri e \$9.834 e r r i ar ha e r a t t h e 2014 i l a w e e r a f e t D r . C h i . h e e i a k e e e i m m e i a e l a w i l l e i t e h e a r l i e r A r i l 4, 2027 r 120 a a f e r m i a i h i e r i e a a D i t e r t h e B a r . (a) a 22, 2017, i r h a e 1,054,659 h a e a a ri e \$8.48 e r r i ar ha e r a t t h e 2014 i l a w e e r a f e t D r . C h i . h e e i a k e e e e 30, 2017 a w i l l e i t e h e a r l i e r e 29, 2027 r 120 a a f e r m i a i h i e r i e a a D i t e r t h e B a r . A e 30, 2017, 1,800,000 h e e i h a e e e r i e .
- (8) h e e e r i e h a e i m r i e : (a) a 25, 2016, 703,106 e r i e h a e u i w e e r a f e t D r . C h i r a t t h e 2014 i e i e l a . D r . C h i e r i e h a e u i a k e e e i m m e i a e l . () e m e r 12, 2016, 150,252 e r i e h a e u i w e e r a f e t D r . C h i r a t t h e 2014 i e i e l a . D r . C h i ' e r i e h a e u i a k e e e i m m e i a e l . () A r i l 5, 2017, 2,109,318 e r i e h a e u i w e e r a f e t D r . C h i r a t t h e 2014 i e i e l a . D r . C h i ' e r i e h a e u i a k e e e i m m e i a e l . () a 22, 2017, 1,054,659 e r i e h a e u i w e e r a f e t D r . C h i r a t t h e 2014 i e i e l a . D r . C h i ' e r i e h a e u i a k e e e e 30, 2017 a i e t t h e e e e t h a e h l e r ' a r e a t h e z w . A e 30, 2017, 853,358 e r i e h a e u i w e e e e r i e .
- (9) h e e i m r i e : (a) a 24, 2010, Dr. C h e w a ra fe i r h a e 314,531 r i ar ha e a a ri e \$6.4 e r r i ar ha e r a t t h e 2004 i l a . h e e i w i l l e i t e h e a r l i e r a 23, 2020 r 120 a a f e r m i a i h i e r i e a a D i t e r t h e B a r . () a 25, 2016, i r h a e 98,958 h a e a a ri e \$6.42 e r r i ar ha e r a t t h e 2014 i l a w e e r a f e t D r . C h e . h e e i a k e e e i m m e i a e l a w i l l e i t e h e a r l i e r a 24, 2026 r 120 a a f e r m i a i h i



... a Dițe... h... B...) ... 12, 2016, ... 1,198 hațe... a... ri... \$8.72 ...
 ... h... 2014 ... la ... Dr. Ch... h... i... ațe... im... i...
 a ... ițe ... h... 11, 2026 ... 120 a ... i... a Dițe... h... B...
 () A ril 5, 2017, ... h... 62,500 hațe... a... ri... \$9.834 ...
 ... h... 2014 ... la ... Dr. Ch... h... i... ațe... im... i...
 a ... ițe ... h... A ril 4, 2027 ... 120 a ... i... a Dițe... h... B... A ... 30, 2017, ... h... i...
 ha ... e... i... .

(10) h... e... ri... h... i... m... ri... (a) ... a 25, 2016, 98,958 ... ri... h... i... w... e... ra... f... Dr. Ch... r... a...
 h... 2014 ... i... e... i... la ... Dr. Ch... e... ri... h... i... ațe... im... i... () ... e... m... 12, 2016,
 1,198 ... ri... h... i... w... e... ra... f... Dr. Ch... r... a... h... 2014 ... i... e... i... la ... Dr. Ch... e... ri... h... i...
 h... i... ațe... im... i... () A ril 5, 2017, 62,500 ... ri... h... i... w... e... ra... f... Dr. Ch... r... a...
 h... 2014 ... i... e... i... la ... Dr. Ch... e... ri... h... i... ațe... im... i... A ... 30, 2017, ...
 h... e... i... ha ... e... i... .

(11) A ril 5, 2017, Dr. ... a ... ra... f... i... r... h... 187,500 ... ri... h... a... a... ri... \$9.834 ...
 h... i... a... h... 2014 ... i... la ... h... e... i... w... i... l... e... ițe ... h... e... a... r... i... A ril 4, 2027 ... 120 a ...
 i... a... h... i... a... Dițe... h... B... A ... 30, 2017, ... h... e... i... ha ... e... i... .

(12) A ril 5, 2017, Dr. ... a ... ra... f... a ... a ... ar ... 187,500 ... ri... h... i... (e... h... e... i... i... h... e... ri... h... e... e...
 ... r... i... a... h... 2014 ... i... e... i... la ... h... e... i... w... i... l... e... ițe ... h... e... a... r... i... h... e... a... h... e... ra... f...
 33%, 33% a ... 34% ... h... i... h... w... i... l... e... ițe ... h... e... a... h... a... i... e... ar ... e... r... ar ... 14, 2017, h... all ... ll ... e... r... ar ... 14, 2020. A
 ... 30, 2017, ... h... e... i... ha ... e... i... .

(13) h... e... i... m... ri... (a) ... i... ra... f... r... a ... r... ar ... 17, 2009 ... r... h... 100,000 ... ri... h... a... a... ri...
 \$2.7 ... r... i... a... h... 2004 ... i... la ... h... i... h... w... i... l... e... ițe ... h... e... a... r... i... e... r... ar ... 16, 2019
 ... 120 a ... i... a... h... i... a... Dițe... h... B... ar , () ... i... ra... f... r... a ... e... r... ar ...
 23, 2010 ... r... h... 313,487 ... ri... h... a... a... ri... \$7.7 ... r... i... a... h... 2004 ... i...
 la ... h... i... h... w... i... l... e... ițe ... h... e... a... r... i... e... r... ar ... 22, 2020 ... 120 a ... i... a... h... i... a... Dițe... r...
 h... B... ar , () ... i... ra... f... r... a ... a 25, 2016 ... r... h... 114,583 hațe... a... ri... \$6.42 ...
 ... r... i... a... h... 2014 ... i... la ... h... e... i... ațe... im... i... a... w... i... l... e... ițe ... h... e... a... r... i...
 a 24, 2026 ... 120 a ... i... a... h... i... a... Dițe... h... B... ar , () ... i... ra... f... r... a ...
 ... e... m... 12, 2016 ... r... h... 856 hațe... a... ri... \$8.72 ... r... i... a... h... 2014 ... i...
 la ... h... e... i... ațe... im... i... a... w... i... l... e... ițe ... h... e... a... r... i... e... m... 11, 2026 ... 120 a ... i... a... h... i... a...
 h... i... a... Dițe... h... B... ar , a ... () ... i... ra... f... r... a ... A ril 5, 2017 ... r... h... 62,500 hațe...
 a... ri... \$9.834 ... r... i... a... h... 2014 ... i... la ... h... e... i... ațe... im... i... a...
 a ... i... l... e... ițe ... h... e... a... r... i... A ril 4, 2027 ... 120 a ... i... a... h... i... a... Dițe... h... B... ar . A
 ... 30, 2017, ... h... e... i... ha ... e... i... .

(14) h... e... e... ri... h... i... m... ri... (a) ... a 25, 2016, 114,583 ... ri... h... i... w... e... ra... f... r... a ... r... a...
 h... 2014 ... i... e... i... la ... r... a ... e... ri... h... i... ațe... im... i... () ... e... m... 12, 2016, 856
 ... ri... h... i... w... e... ra... f... r... a ... r... a... h... 2014 ... i... e... i... la ... r... a ... e... ri... h... i... ațe... im... i...
 ațe... im... i... () A ril 5, 2017, 62,500 ... ri... h... i... w... e... ra... f... r... a ... r... a... h... 2014
 ... i... e... i... la ... r... a ... e... ri... h... i... ațe... im... i... A ... 30, 2017, 115,439 ... ri... h... i...
 i... w... e... e... i... .

(15) ... e... m... 6, 2013, ... r... Br ... w... a ... ra... f... i... r... h... 449,229 ... ri... h... a... a... ri... \$5.62 ...
 ... r... i... a... h... 2004 ... i... la ... h... e... i... w... i... l... e... ițe ... h... e... a... r... i... e... m... 5, 2023 ...
 ... 120 a ... i... a... h... i... a... Dițe... h... B... ar . A ... 30, 2017, ... h... e... i... ha ... e...
 e... i... .

- (16) 2017-18-17, 2014, Dr. Chia Wah ra fa fe i i t r ha se 488,730 r i ar ha te a t a ri se \$8.5 er r i ar ha te r a t t t he 2014 t i la . he se i will se i te t he ar li er em er 16, 2024 r 120 a a t er t er mi a t i h er er i se a a Di ce t r t t he B ar . A se 30, 2017, se t he se i ha se se er i se .
- (17) A ril 5, 2017, Dr. Chia Wah ra fa fe i i t r ha se 187,500 r i ar ha te a t a ri se \$9.834 er r i ar ha te r a t t t he 2014 t i la . he se i will se i te t he ar li er A ril 4, 2027 r 120 a a t er t er mi a t i hi er i se a a Di ce t r t t he B ar . A se 30, 2017, se t he se i ha se se er i se .
- (18) A ril 5, 2017, Dr. Chia Wah ra fa fe a a ar 187,500 se ri fe ha te t i (ea h te te se i t he ri h t t te se se er r i ar ha te) r a t t t he 2014 t i se i se la . he se t , se a eri t he se ar a t t he ra fe 33%, 33% a 34% whi h will se t ea h a i er ar De em er 20, 2016, hall II se t De em er 20, 2019. A se 30, 2017, se t he se t ha se se er i se .
- (19) A ril 5, 2017, Dr. C Wah ra fa fe i i t r ha se 187,500 r i ar ha te a t a ri se \$9.834 er r i ar ha te r a t t t he 2014 t i la . he se i will se i te t he ar li er A ril 4, 2027 r 120 a a t er t er mi a t i hi er i se a a Di ce t r t t he B ar . A se 30, 2017, se t he se i ha se se er i se .
- (20) A ril 5, 2017, Dr. C Wah ra fa fe a a ar 187,500 se ri fe ha te t i (ea h te te se i t he ri h t t te se se er r i ar ha te) r a t t t he 2014 t i se i se la . he se t , se a eri t he se ar a t t he ra fe 33%, 33% a 34% whi h will se t ea h a i er ar er ar 14, 2017, hall II se t er ar 14, 2020. A se 30, 2017, se t he se t ha se se er i se .
- (21) he se i t er te t ha se se a j fe t he ha te C li a i t he a i se er fe r i ar ha te t \$0.0004 ea h i t se r i ar ha te t \$0.004 ea h a i se se t r m De em er 7, 2016.

2004 STOCK OPTION PLAN

Participant Name	Grant Date	Expiration Date	Number of Shares	Exercise Price (\$)	Number of Shares	Number of Shares	Number of Shares	Number of Shares	Number of Shares	Number of Shares	Number of Shares	Number of Shares	Number of Shares	Number of Shares	Number of Shares	Number of Shares	Number of Shares	Number of Shares		
					12/31/16										6/30/17					
				(/D)											(/D)			(/D)		
ml -cc	16/05/2007	5/16/2007-5/15/2017	122,828,000	\$1.48	2,949,800		2,862,200													
h-t	16/05/2007	5/16/2007-5/15/2017	5,421,000	\$1.48	30,000		30,000													
ml -cc	28/12/2007	12/28/2007-12/27/2017	89,839,000	\$1.00	769,500															
ml -cc	12/02/2008	2/12/2008-2/11/2018	126,941,000	\$0.83	1,293,580															
h-t	12/02/2008	2/12/2008-2/11/2018	600,000	\$0.83	30,000															
ml -cc	18/11/2008	11/18/2008-11/17/2018	117,224,090	\$0.23	902,623															
ml -cc	17/02/2009	2/17/2009-2/16/2019	131,943,000	\$0.35	1,143,100															
i-B a	17/02/2009	2/17/2009-2/16/2019	1,000,000	\$0.35	100,000															
h-t	17/02/2009	2/17/2009-2/16/2019	400,000	\$0.35	5,000															
ml -cc	11/05/2009	5/11/2009-5/10/2019	24,102,002	\$0.43	293,800															
i B a	23/02/2010	2/23/2010-2/22/2020	3,134,877	\$0.99	313,487															
ml -cc	23/02/2010	2/23/2010-2/22/2020	337,089,466	\$0.99	9,063,841		10,900													
A a a	24/05/2010	5/24/2010-5/23/2020	3,145,319	\$0.82	314,531															
ha hi Ch	24/05/2010	5/24/2010-5/23/2020	3,145,319	\$0.82	314,531															
ml -cc	24/05/2010	5/24/2010-5/23/2020	18,251,614	\$0.82	154,100															
ml -cc	08/09/2010	9/8/2010-9/7/2020	46,217,577	\$0.67	387,031															
ml -cc	12/11/2010	11/12/2010-11/11/2020	39,724,569	\$0.83	1,015,515															
ml -cc	31/05/2011	5/31/2011-5/30/2021	148,313,801	\$0.85	4,961,834		282,400													
h-t	08/09/2011	9/8/2011-9/7/2021	21,746,883	\$0.58	624,688															
i Chi	08/09/2011	9/8/2011-9/7/2021	86,987,535	\$0.58	6,898,753															
ml -cc	08/09/2011	9/8/2011-9/7/2021	42,809,083	\$0.58	582,200		1,925													
ml -cc	17/11/2011	11/17/2011-11/16/2021	16,143,147	\$0.51	351,827		1,800													
ml -cc	22/05/2012	5/22/2012-5/21/2022	252,572,706	\$0.45	9,593,346		1,600													
i i a a a	22/05/2012	5/22/2012-5/21/2022	5,480,000	\$0.45	96,000															
ml -cc	12/09/2012	9/12/2012-9/11/2022	12,071,250	\$0.37	197,031		2,200													
i i a a a	12/09/2012	9/12/2012-9/11/2022	3,500,000	\$0.37	350,000															
ml -cc	15/11/2012	11/15/2012-11/14/2022	18,461,000	\$0.47	367,215		1,662													
ml -cc	07/05/2013	5/7/2013-5/6/2023	24,367,201	\$0.76	905,737		495													
ml -cc	11/06/2013	6/11/2013-6/10/2023	102,810,000	\$0.82	5,907,832		10,979													
i i a a a	11/06/2013	6/11/2013-6/10/2023	74,755,756	\$0.82	1,957,194															
A a a	17/06/2013	6/17/2013-6/16/2023	13,608,249	\$0.80	1,360,824															
h-t	17/06/2013	6/17/2013-6/16/2023	4,490,377	\$0.80	336,778															
W A W	06/09/2013	9/6/2013-9/5/2023	4,492,297	\$0.72	449,229															
ml -cc	06/09/2013	9/6/2013-9/5/2023	22,179,070	\$0.72	750,015		2,291													
ml -cc	04/11/2013	11/4/2013-11/3/2023	19,500,000	\$0.74	721,138		4,762													
					55,492,080		3,213,214								4,142,430					
															48,136,436					

2004 EQUITY INCENTIVE PLAN

Name	Grant Date	Expiration Date	Number of Shares	Exercise Price	RSU Balance 12/31/16	RSU Balance 6/30/17	Current Price	Exercise Price
Michael	11/06/2013	6/11/2013-6/10/2023	133,510,000	\$0.00	2,796,250	13,750	2,782,500	\$1.29
Michael	11/06/2013	6/11/2013-6/10/2023	17,826,161	\$0.00	320,235		320,235	\$1.29
					3,116,485	13,750	3,102,735	

2014 STOCK OPTION PLAN

Name	Grant Date	Expiration Date	Number of Shares	Exercise Price	Options Balance 12/31/16	Options Balance 6/30/17	Current Price	Exercise Price	
Michael	12/06/2014	6/12/2014-6/11/2024	2,886,486	\$0.82	288,648	288,648	\$	\$0.82	
Michael	12/06/2014	6/12/2014-6/11/2024	26,584,250	\$0.82	1,269,349	999,301	\$1.31	\$0.82	
Michael	17/11/2014	11/17/2014-11/16/2024	4,887,303	\$1.09	488,730	488,730	\$	\$1.10	
Michael	17/11/2014	11/17/2014-11/16/2024	11,758,249	\$1.09	582,778	582,778	\$	\$1.10	
Michael	17/11/2014	11/17/2014-11/16/2024	107,881,763	\$1.09	7,761,395	7,390,667	\$1.34	\$1.10	
Michael	24/02/2015	2/24/2015-2/23/2025	12,293,017	\$0.91	1,087,550	1,077,216	\$1.22	\$0.88	
Michael	20/05/2015	5/20/2015-5/19/2025	12,235,000	\$1.06	930,622	876,372	\$1.50	\$1.05	
Michael	20/05/2015	5/20/2015-5/19/2025	25,211,633	\$1.06	2,521,163	2,521,163	\$	\$1.05	
Michael	11/09/2015	9/11/2015-9/10/2025	1,120,000	\$0.89	72,400	72,400	\$	\$0.91	
Michael	25/05/2016	5/25/2016-5/24/2026	5,146,000	\$0.82	426,000	410,163	\$1.22	\$0.83	
Michael	25/05/2016	5/25/2016-5/24/2026	1,145,833	\$0.82	114,583	114,583	\$	\$0.83	
Michael	25/05/2016	5/25/2016-5/24/2026	989,583	\$0.82	98,958	98,958	\$	\$0.83	
Michael	25/05/2016	5/25/2016-5/24/2026	7,031,061	\$0.82	703,106	703,106	\$	\$0.83	
Michael	25/05/2016	5/25/2016-5/24/2026	280,000	\$0.82	28,000	28,000	\$	\$0.83	
Michael	12/09/2016	9/12/2016-9/11/2026	8,561	\$1.12	856	856	\$	\$1.13	
Michael	12/09/2016	9/12/2016-9/11/2026	11,986	\$1.12	1,198	1,198	\$	\$1.13	
Michael	12/09/2016	9/12/2016-9/11/2026	1,502,528	\$1.12	150,252	150,252	\$	\$1.13	
Michael	12/09/2016	9/12/2016-9/11/2026	4,574,317	\$1.12	457,431	457,431	\$	\$1.13	
Michael	18/11/2016	11/18/2016-11/17/2026	76,650	\$1.38	7,665	7,665	\$	\$1.31	
Michael	05/04/2017	4/5/2017-4/4/2027	187,500	\$1.26	187,500	187,500	\$	\$1.24	
Michael	05/04/2017	4/5/2017-4/4/2027	187,500	\$1.26	187,500	187,500	\$	\$1.24	
Michael	05/04/2017	4/5/2017-4/4/2027	62,500	\$1.26	62,500	62,500	\$	\$1.24	
Michael	05/04/2017	4/5/2017-4/4/2027	187,500	\$1.26	187,500	187,500	\$	\$1.24	
Michael	05/04/2017	4/5/2017-4/4/2027	62,500	\$1.26	62,500	62,500	\$	\$1.24	
Michael	05/04/2017	4/5/2017-4/4/2027	2,109,318	\$1.26	2,109,318	2,109,318	\$	\$1.24	
Michael	22/05/2017	5/22/2017-5/21/2027	345,000	\$1.09	345,000	345,000	\$	\$1.07	
Michael	22/05/2017	5/22/2017-5/21/2027	1,054,659	\$1.09	1,054,659	1,054,659	\$	\$1.07	
					16,990,684	4,196,477	135,477	585,720	20,465,964

2014 EQUITY INCENTIVE PLAN

Name	Grant Date	Performance Period	Number of Shares	Exercise Price	RSU	RSU	RSU	RSU	RSU	RSU	RSU	Warrant	
												Number of Shares	Exercise Price
Chairman	17/11/2014	2014/11/17-2024/11/16	2,910,836	\$0.00	85,505							85,505	\$1.17
Executive Director	17/11/2014	2014/11/17-2024/11/16	2,476,456	\$0.00	123,822				5,800			118,022	\$1.29
Director	17/11/2014	2014/11/17-2024/11/16	109,339,600	\$0.00	4,894,837		50,711		2,441,824			2,402,302	\$1.29
Director	20/05/2015	5/20/2015-5/19/2025	134,008,000	\$0.00	9,316,050		112,725		3,099,525			6,103,800	\$1.29
Executive Director	20/05/2015	5/20/2015-5/19/2025	10,804,985	\$0.00	1,080,498							1,080,498	\$1.29
Director	11/09/2015	9/11/2015-9/10/2025	1,640,000	\$0.00	93,000				21,000			72,000	\$1.15
Director	23/11/2015	11/23/2015-11/22/2025	400,000	\$0.00	30,000							30,000	\$
Director	25/05/2016	5/25/2016-5/24/2026	68,070,000	\$0.00	6,635,400		57,000		1,643,850			4,934,550	\$1.29
Chairman	25/05/2016	5/25/2016-5/24/2026	989,583										

5. REPURCHASE SALE OR REDEMPTION OF SECURITIES

The Company repurchased its ordinary shares of \$200.0 million in 2018, of which \$86.8 million was repurchased in 2018, of which \$95.0 million was repurchased in 2018 and \$22.2 million was repurchased in 2018 (the "Repurchase"). On March 10, 2017, the Company announced that it had repurchased all the B shares of the Company at a price of 100% of the B share price of \$7.965, and a premium of \$1.027. On March 3, 2017, the Company repurchased all the B shares of the Company at a price of 100% of the B share price of \$7.965, and a premium of \$1.027. All the B shares of the Company were repurchased by the Company in 2017. On March 30, 2017, the Company repurchased all the B shares of the Company at a price of 100% of the B share price of \$7.965, and a premium of \$1.027.

6. UPDATES TO INFORMATION RELATING TO DIRECTORS AND CHIEF EXECUTIVE

- Chairman, Executive Director, and Chairman of the Board**
- At the meeting on March 13, 2017, the Board of Directors of the Company held a meeting to discuss the resignation of Mr. Wang Jie as Chairman of the Board and as Executive Director of the Company.
- On March 14, 2017:
 - Dr. Zhang Hua has been appointed as a member of the Company's Board of Directors;
 - Dr. Han Jie has been appointed as a member of the Company's Board of Directors;
 - Mr. Wang Jie has resigned as Chairman of the Company's Board of Directors and as Executive Director of the Company;
 - Mr. William Wang has been appointed as Chairman of the Company's Board of Directors.
 - On March 10, 2017, Mr. Wang Jie has resigned as Chairman of the Board of Directors of the Company and as Executive Director of the Company.
 - On March 3, 2017, Mr. Wang Jie has resigned as Chairman of the Board of Directors of the Company and as Executive Director of the Company.
 - On March 7, 2017, Mr. Wang Jie has resigned as Chairman of the Board of Directors of the Company and as Executive Director of the Company.

7. WAIVER FROM COMPLIANCE WITH THE HONG KONG STOCK EXCHANGE LISTING RULES

On 18 March 2017, the Company applied to the Exchange for a waiver from compliance with the Listing Rules. The Exchange has granted the waiver on the basis that the Company is a listed issuer and the waiver will not affect the Company's ability to raise capital.

8. REVIEW BY AUDIT COMMITTEE

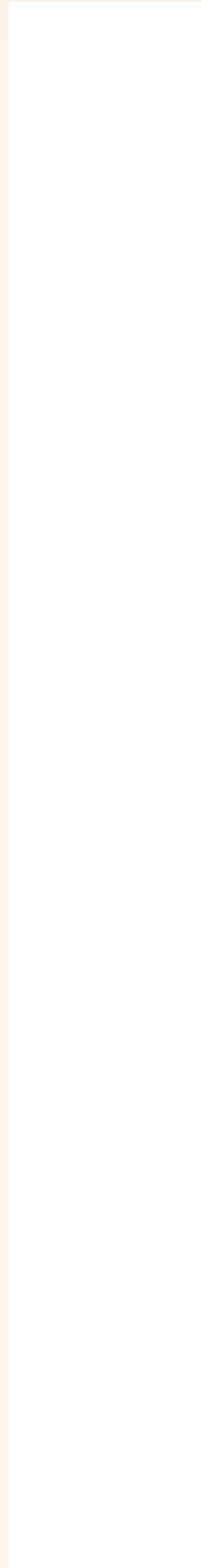
The Audit Committee has reviewed the financial statements of the Company for the year ended 31 December 2017. The Audit Committee has concluded that the financial statements of the Company for the year ended 31 December 2017 are true and fair.

By order of the Board
S. Ma, Chairman
D. Ha, Z. a
Chief Executive Officer

Ma Hai, C
A 30, 2017

C D C A AC A A C A A D B DA
 C D DC DA D A A CA
 A 30, 2017 a December 31, 2016

(In USD'000)



C D C A A C A A D B DA
 C D DC DA D A C A
 30, 2017 a 2016

(I USD'000)

	(22)	(23)	(27)	(24)									
Baa a D b 30, 2015													
(g . .)	16,830	4,903,861	70,459	(3,956)	447	29,564		130	(1,287,479)	3,729,856	460,399	4,190,255	
h i h e i									159,061	159,061	(12,808)	146,253	
h e m h e i e i m e				(7,326)	(472)			4	(7,794)		(4)	(7,798)	
h e m h e i e i m e				(7,326)	(472)			4	159,061	151,267	(12,812)	138,455	
h e i e i	46	10,524	(9,902)						668			668	
h e a e m e i			7,960						7,960		103	8,063	
C a i i i i m												636,000	
h e i	46	10,524	(1,942)						8,628		636,103	644,731	
Baa a J 30, 2016													
(g . .)	16,876	4,914,385	68,517	(11,282)	(25)	29,564		134	(1,128,418)	3,889,751	1,083,690	4,973,441	
Baa a D b 30, 2016													
(g . .)	17,012	4,950,948	65,703	(22,087)	1,245	81,678	1,520	(34,627)	131	(910,849)	4,150,674	1,252,553	5,403,227
h i h e i									106,062	106,062	(8,533)	97,529	
h e m h e i e i m e				8,600	(1,840)		88	30,118	(131)	36,835	450	37,285	
h e m h e i e i m e				8,600	(1,840)		88	30,118	(131)	106,062	142,897	(8,083)	134,814
h e i e i	60	15,380	(11,767)							3,673		3,673	
h e a e m e i			10,848							10,848	217	11,065	
C a i i i i m													
h e i e i	1,531	419,517				(28,743)				392,305		392,305	
h e e m i m e i *		(910,849)							910,849				
h e i	1,591	(475,952)	(919)			(28,743)			910,849	406,826	217	407,043	
Baa a J 30, 2017													
(g . .)	18,603	4,474,996	64,784	(13,487)	(595)	52,935	1,608	(4,509)	106,062	4,700,397	1,244,687	5,945,084	

* h e i r t h a l 2017, h e B a r i e t e e h e a m t t a i t h e e i t h e h a e e m i m a t h e C m a a a m t \$910.8 m i l l i a t a l h a m t t e l i m i a e h e a m l a e l e h e C m a a D e m e t 31, 2016. h e i e h a e e m i m e i h a e e a r e h e h a e h l e r a t h e A a l a e e r a l v e e i h e l e 23, 2017.



C D C A AC A A C A A D B DA
 C D DC DA D A CA W
 the im h e e e 30, 2017 a 2016

(in USD'000)

	06/30/17	06/30/16
	(a -)	(a i e)
Ca		
Ca h e e r a t e r i m e r a i	415,501	386,617
f e e t a i	(31,554)	(16,873)
f e e t e e l e e	8,517	3,165
m e p a e a i	(322)	(755)
N	392,142	372,154
Ca		
a m e t r i t e f , l a t a e i m e t	(1,239,784)	(1,511,323)
a m e t r i a i l e a	(29,128)	(37,012)
h a e i e r i e a h e l a i t i e i a i i e	63,361	(288)
a m e t t a i l e i a i a l a	(643,470)	(378,518)
r e e a l e i a i a l a	162,438	359,675
r e e a t e r i l a a t e i a i a r m i a l		
r e f , l a t a e i m e t a a t l a i l e a h e l		
r a l e	259,054	5,098
r e e r m i a l a a i l e r a l e i e m e t		3,083
a m e t t a i l e l e r m i e m e t	(422,748)	(64,650)
a m e t r i e m i a i		(3,391)
N	(1,850,277)	(1,627,326)
Ca		
r e e r m r r	529,558	1,026,044
e a m e t r r	(238,525)	(134,770)
r e e r m i a e m e i m e r m a h r e r m e		316,627
e a m e t h r e r m	(87,858)	
r e e r m e e r l e e m l e e t	3,673	668
r e e r m - r l l i i e e t a t a l r i i		636,000
N	206,848	1,844,569
N (a) a a a a	(1,251,287)	589,397
Ca a a , b	2,126,011	1,005,201
E a a , b a a	1,394	(7,927)
Ca a a	876,118	1,586,671

5. FINANCIAL RISK MANAGEMENT

he zyr ' a i i l e e e i t t a a r i e i a i a l r i : m a r e r i (i l i i r e r i , a i r a l e i f e e t r a e r i , a h l w i f e e t r a e r i a r i e r i) , t e i r i a l i i i r i .

he e e e l i a e i a i a l a e m e t i l e a l l i a i a l r i m a a e m e t i r m a i a i l t e t e i t e h e a a l i a i a l a e m e t , a h l e t e a i j t i w h t h e z y r ' a a l i a i a l a e m e t a a D e e m e r 31 , 2016 .

h e t e h a e e e h a e i h e r i m a a e m e t e a t m e t i e D e e m e r 31 , 2016 r i a r i m a a e m e t l i e i e D e e m e r 31 , 2016 .

6. SEGMENT INFORMATION

he z y r i e a e r i i a l l i h e m e t r a i e e i , m a a r i a r a i i t e r a e i r i t . h e z y r ' h i e e r a i e e i m a e r h a e e i e i l e a h e C h i e e i e i e r , w h t e i e w l i a e t e l t w h e m a i e i i a t e r e a l l a i a a e i e r r m a e h e z y r . h e z y r e r a e i e e e m e t h e m e a t e m e t e m e t r i t i a e r i t r m e r a i a e e e t h e a e m e t r i t r l a t h e r m t h e i e i m e .

he z y r e r a e i t h e e r i i a l e r a h i a l a t e a o i e t t e a e , r e a A i a a i i . h e z y r ' e r a i e e e e r m t m e r , a e h e l a i t h e r h e a a r e r , i e a i l e e l w i

	R	m
	S	m
	06/30/17	06/30/16
	USD'000	D'000
o i e t a e ⁽²⁾	618,058	369,205
ai la Chi a a	710,040	658,453
ra ia ⁽¹⁾	216,180	296,875
	1,544,278	1,324,533

⁽¹⁾ i l i a i l a Chi a a

⁽²⁾ e e e i t h e e e e t h e m a i e w h e h e a a r e r a t e i t h e o i e t a e , t l i m a t d e l l i r t t h e r l a l t m e r .

6. SEGMENT INFORMATION (CONTINUED)

Segment information is reported in the following table:

	RMB million	US\$ million
	06/30/17	06/30/16
	USD'000	USD'000
Operating assets	1,496,585	1,268,195
Operating liabilities	47,693	56,338
Operating assets less operating liabilities	1,544,278	1,324,533

Segment information is reported in the following table:

	RMB million	US\$ million
	06/30/17	12/31/16
	USD'000	USD'000
Operating assets	56	69
Operating liabilities	137,431	125,339
Operating assets less operating liabilities	83	97
Operating assets less operating liabilities	2,720	2,839
Operating assets less operating liabilities	6,342,236	5,559,013
Operating assets less operating liabilities	6,482,526	5,687,357

* Operating assets less operating liabilities include the following:

7. OTHER OPERATING INCOME (EXPENSE), NET

	S	
	06/30/17	06/30/16
	USD'000	D'000
Income from the sale of property, plant and equipment	2,286	5,204
Income from the sale of intangible assets	14,153	1,726
Other		10
	16,439	6,940

The above net operating income, excluding the income from the sale of property, plant and equipment, is primarily derived from the sale of intangible assets. The income from the sale of intangible assets is primarily derived from the sale of patents.

The above net operating income, excluding the income from the sale of property, plant and equipment, is primarily derived from the sale of intangible assets. The income from the sale of intangible assets is primarily derived from the sale of patents.

8. FINANCE COSTS

	S	
	06/30/17	06/30/16
	USD'000	D'000
Interest expense:		
Bank loans	6,920	6,416
Other loans	2,234	1,361
Interest income	117	
Interest expense	8,244	6,784
Interest income	11,193	11,154
Interest expense	1,164	225
Interest income	4,012	691
Net interest expense	33,884	26,631
Net interest income	(12,377)	(14,083)
	21,507	12,548

The weighted average interest rate for the period ended June 30, 2016: 2.82% (annual).

The weighted average interest rate for the period ended June 30, 2017: 2.36% (annual).

9. OTHER GAINS AND LOSSES, NET

For the month ended June 30, 2017, net other gains were \$29.3 million, which includes fair value adjustments of \$0.4 million, net of foreign exchange gains of \$1.5 million, net of other gains of \$0.2 million, net of other losses of \$2.0 million, net of other gains of \$18.5 million.

For the month ended June 30, 2016, net other gains were \$15.9 million, which includes fair value adjustments of \$2.5 million, net of other gains of \$5.6 million, net of other losses of \$16.8 million.

10. PROFIT BEFORE TAX

	\$ million	
	06/30/17	06/30/16
	USD'000	D'000
Interest expense	443,400	301,558
Amortization	1,124	678
Amortization of intangible assets	31,921	26,356
Impairment loss	31,137	13,175
Impairment loss (reversal) of intangible assets	2,535	(490)
Net other gains	10,201	(153)

11. INCOME TAX EXPENSE

	S	
	06/30/17	06/30/16
	USD'000	D'000
Current income tax	1,117	22
Current income tax	127	670
Deferred tax	2,414	343
Total income tax expense	3,658	1,035

On June 1, 2008, the Company's wholly owned subsidiary, SMIC (China) Inc. ("SMIC China") was established in China. Pursuant to the Company's investment agreement with SMIC China, the Company will be

11. INCOME TAX EXPENSE (C D)

Pe 28 martie 2011, compania a achiziționat un teren în București (Căminarii Noi) în valoare de 4 milioane de lei (Căminarii Noi 4), care a fost clasificat ca teren de dezvoltare în bilanțul de la 31 decembrie 2011. În urma vânzării terenului în valoare de 1 milion de lei pe 31 decembrie 2011, compania a înregistrat o pierdere de 3 milioane de lei.

Pe 20 aprilie 2012, compania a achiziționat un teren în București (Căminarii Noi) în valoare de 27 milioane de lei (Căminarii Noi 27), care a fost clasificat ca teren de dezvoltare în bilanțul de la 31 decembrie 2012. În urma vânzării terenului în valoare de 1 milion de lei pe 31 decembrie 2012, compania a înregistrat o pierdere de 26 milioane de lei.

Pe 25 iulie 2013, compania a achiziționat un teren în București (Căminarii Noi) în valoare de 43 milioane de lei (Căminarii Noi 43), care a fost clasificat ca teren de dezvoltare în bilanțul de la 31 decembrie 2013. În urma vânzării terenului în valoare de 1 milion de lei pe 31 decembrie 2013, compania a înregistrat o pierdere de 42 milioane de lei.

Pe 4 februarie 2016, compania a achiziționat un teren în București (Căminarii Noi) în valoare de 49 milioane de lei (Căminarii Noi 49), care a fost clasificat ca teren de dezvoltare în bilanțul de la 31 decembrie 2016. În urma vânzării terenului în valoare de 1 milion de lei pe 31 decembrie 2016, compania a înregistrat o pierdere de 48 milioane de lei.

Compania a achiziționat terenurile de dezvoltare în valoare de 117 milioane de lei în perioada 2011-2016.

1) Sistemul de impozitare aplicabil terenurilor de dezvoltare (SMIS SMIC S a)

În conformitate cu prevederile Legii nr. 10/2004 privind unele măsuri pentru asigurarea transparenței în achiziționarea imobilelor de teren, la data de 10 februarie 2004, compania a achiziționat terenurile de dezvoltare în valoare de 117 milioane de lei. În urma vânzării terenurilor de dezvoltare în valoare de 1 milion de lei pe 31 decembrie 2016, compania a înregistrat o pierdere de 116 milioane de lei.

2) Sistemul de impozitare aplicabil terenurilor de dezvoltare (T a) C a (SMIT SMIC T a)

În conformitate cu prevederile Legii nr. 10/2004 privind unele măsuri pentru asigurarea transparenței în achiziționarea imobilelor de teren, la data de 10 februarie 2004, compania a achiziționat terenurile de dezvoltare în valoare de 117 milioane de lei. În urma vânzării terenurilor de dezvoltare în valoare de 1 milion de lei pe 31 decembrie 2016, compania a înregistrat o pierdere de 116 milioane de lei.

11. INCOME TAX EXPENSE (C D)

3) SMMa, a, I a a (B) C, a (SMIB SMIC B)

a r a e i h Cir lar . 43 a Cir lar . 1, B i a l i e a a i e r a e i r i t e r i e a e j i a 10- e a r a h l i a (i e e a r l l e e m i l l w e i e e a r h a l k e t i) e i i r m 2015 a t e r i l i i a l l r i r e a r a l e . h e i m e a r a e r B a 0% r m 2015 t 2019 a 12.5% r m 2020 t 2024. A t e r h a , h e i m e a r a e w l e 15%.

4) SMMa, a, I a a (S) C, a (SMIC S), SMMa, a, N C a (B) C, a (SMNC) a SJ S m(Ja) C, a (SJ Ja)

a r a e i h Cir lar . 43, Cir lar . 1 a Cir lar . 27, C h e h e , C a i a i a e e i l e t t h e k e e t i a l a r a e 15% a 10- e a r a h l i a (i e e a r l l e e m i l l w e i e e a r h a l k e t i) e e t t i r i - m a i e a r a e r i l i i a l l r i r a l e r e k e D e s e m b e r 31, 2017. C h e h e , C a i a i w e i a m l a i e l i i a e 30, 2017 a t e a h l i a h a t e t t a e e e t .

All h e h e r C e i l e C a t e j e t t i m e a r a e 25%. e r h e l a w t a l e e r i e i m e a , r . l' (r , a m a j r i - w e i a r i A e a , a l) i m e a () r a e i 24%.

12. DIVIDEND

h e B a r i t e m m e h e a m e t a i i e r t h e i m t h e e e 30, 2017 (i m t h e e e 30, 2016: il).

13.

13. EARNINGS PER SHARE (C D)

	S	m
	06/30/17	06/30/16
	USD'000	D'000
Earnings per share		
Basic	106,062	159,061
Diluted	8,244	6,784
Weighted average number of shares outstanding	114,306	165,845
Weighted average number of shares outstanding - basic	4,566,648,399	4,213,320,657
Weighted average number of shares outstanding - diluted	43,424,095	28,400,453
Weighted average number of shares outstanding - diluted (including restricted stock units)	455,004,655	393,257,099
Weighted average number of shares outstanding - diluted (including restricted stock units and convertible preferred stock)	5,065,077,149	4,634,978,209

The number of shares outstanding as of June 30, 2017, was 4,325,059 (as of June 30, 2016: 35,284,759). The weighted average number of shares outstanding for the period ended June 30, 2017, was 4,566,648,399. The weighted average number of shares outstanding for the period ended June 30, 2016, was 4,213,320,657.

* The weighted average number of shares outstanding for the period ended June 30, 2017, includes 4,325,059 shares of common stock and 4,325,059 shares of restricted stock units. The weighted average number of shares outstanding for the period ended June 30, 2016, includes 35,284,759 shares of common stock and 35,284,759 shares of restricted stock units. The weighted average number of shares outstanding for the period ended June 30, 2017, also includes 4,325,059 shares of convertible preferred stock. The weighted average number of shares outstanding for the period ended June 30, 2016, also includes 4,325,059 shares of convertible preferred stock.

14. ASSETS CLASSIFIED AS HELD FOR SALE

	06/30/17	12/31/16
	USD'000	D'000
Assets held for sale	49,654	50,813

The assets held for sale consist of the assets of the subsidiary, which are held for sale. The assets held for sale are classified as held for sale because their carrying amount is less than fair value less costs to sell, and the company has committed to a course of action to sell them. The assets held for sale are classified as held for sale because their carrying amount is less than fair value less costs to sell, and the company has committed to a course of action to sell them.

15. PROPERTY, PLANT AND EQUIPMENT

C

The net carrying amount of property, plant and equipment at the end of 30, 2017, remained at \$1,140.7 million, compared with \$1,140.7 million at the end of 31, 2016. The increase of \$175.0 million was mainly due to the acquisition of 300mm wafer fab in Beijing, of \$175.0 million, and the acquisition of 300mm wafer fab in Taiwan, of \$479.9 million, partially offset by depreciation of \$83.8 million, impairment loss of \$18.3 million, and the disposal of property, plant and equipment. The disposal of property, plant and equipment included the disposal of CA and the disposal of CA and Design & Development (hereinafter referred to as "CA") of \$82.9 million, which were disposed of in 2017.

L

The net carrying amount of property, plant and equipment at the end of 30, 2017 is 2016.

A

At the end of 30, 2017, the net carrying amount of property, plant and equipment was \$576.2 million (December 31, 2016: net carrying amount of \$631.4 million), which was mainly due to the acquisition of 300mm wafer fab in Taiwan, of \$479.9 million, and the acquisition of 300mm wafer fab in Beijing, of \$175.0 million, partially offset by depreciation of \$83.8 million, impairment loss of \$18.3 million, and the disposal of property, plant and equipment.



16. INVESTMENTS IN ASSOCIATES

Detail here 'a' iae, whi h ake all li se m a le se se t r C li se t he ha hai
t ha se at t here t he se ri t ake a ll w :



16. INVESTMENTS IN ASSOCIATES (C D)

- * ...
- ** ...
- *** ...

... li a i a i a l

17. INVESTMENTS IN JOINT VENTURES

Detail ...

Name	Partners	Percentage	
		06/30/17	12/31/16
... (im...)	... C ...	49.0%	49.0%
... (im...)	... C ...	42.0%	42.0%

18. INVENTORIES

	06/30/17	12/31/16
	USD'000	D'000
Raw material	136,321	126,526
Work in process	328,493	280,216
Finished goods	112,365	57,474
Total	577,179	464,216

19. TRADE AND OTHER RECEIVABLES

	06/30/17	12/31/16
	USD'000	D'000
Trade receivable	490,875	491,018
All other receivables	(4,026)	(1,491)
Total	486,849	489,527
Trade receivable allowance	236,062	156,295
Total	722,911	645,822

The carrying amount of trade receivables is determined based on the aging method. The carrying amount of trade receivables is determined based on the aging method. The carrying amount of trade receivables is determined based on the aging method.

The carrying amount of trade receivables is determined based on the aging method. The carrying amount of trade receivables is determined based on the aging method. The carrying amount of trade receivables is determined based on the aging method.

	06/30/17	12/31/16
	USD'000	D'000
Within 30 days	273,348	274,087
Between 31-60 days	151,116	179,453
Over 60 days	66,411	37,478
Total	490,875	491,018

The carrying amount of trade receivables (net of all other receivables) is determined based on the aging method. The carrying amount of trade receivables (net of all other receivables) is determined based on the aging method.

	06/30/17	12/31/16
	USD'000	D'000
Contract receivable	409,850	444,145
Contract receivable allowance		
Within 30 days	51,639	34,872
Between 31-60 days	14,082	8,875
Over 60 days	11,278	1,635
Total	486,849	489,527

22. SHARES AND ISSUED CAPITAL

Balance sheet as at 30 June 2017 and 30 June 2016

	30 June 2017		30 June 2016	
	Number of shares	USD'000	Number of shares*	USD'000
Balance at 1 January	4,252,922,259	17,012	4,207,374,896	16,830
Issuance of shares during the period	15,207,492	60	11,656,849	46
Share repurchases during the period	382,744,250	1,531		
Balance at 30 June	4,650,874,001	18,603	4,219,031,745	16,876

All shares are ordinary shares, which have a par value of \$0.004, and are fully paid up.

In the interim financial report for the period ended 30 June 2017, the Board resolved to issue the authorized shares of the Company of \$42,000,000 in the form of 10,000,000,000 ordinary shares at a 500,000,000 share premium. The total authorized shares of the Company are 5,000,000,000 ordinary shares. The authorized shares of the Company, which will be issued, are all in the form of ordinary shares. The Board resolved to issue the authorized shares of the Company of \$42,000,000 in the form of 10,000,000,000 ordinary shares at a 500,000,000 share premium on 23 June 2017.

* The number of shares of the Company held by the public is 4,219,031,745 shares as at 30 June 2016. The number of shares of the Company held by the public is 4,207,374,896 shares as at 30 June 2016. The number of shares of the Company held by the public is 4,207,374,896 shares as at 30 June 2016.

23. SHARE-BASED PAYMENTS

Share-based payments

The Company has issued shares to all employees of the Company as part of its share-based payment plan. The share-based payment plan is a long-term incentive plan.

The share-based payment plan is a long-term incentive plan. The share-based payment plan is a long-term incentive plan.

	30 June 2017		30 June 2016	
	Number of shares	USD'000	Number of shares	USD'000
Share-based payment expense	11,065		8,063	

23. SHARE-BASED PAYMENTS (CONTINUED)

M

(i) The following table illustrates the measurement of the fair value of the share-based payments (WAP) at the grant date, the fair value of the share-based payments (WAP) at the end of the reporting period (31 December):

	2017	2017	2016	2016
	Number	WAP	Number*	WAP
At the beginning of the year	72,482,764	US\$0.82	100,295,578	US\$0.82
Granted during the year	4,196,477	US\$1.20	1,459,247	US\$0.83
Expired during the year	(3,348,691)	US\$1.38	(3,618,791)	US\$1.21
Forfeited during the year	(4,728,150)	US\$0.77	(1,203,176)	US\$0.52
At the end of the year	68,602,400	US\$0.81	96,932,858	US\$0.81

The weighted average share price was US\$0.81 at the end of the year, compared to US\$0.81 at the end of the year. At the end of the year, the share price was US\$0.81, compared to US\$0.81 at the end of the year.

The weighted average share price was US\$1.29 at the end of the year, compared to US\$1.29 at the end of the year.

The following table illustrates the fair value of the share-based payments (WAP) at the grant date, the fair value of the share-based payments (WAP) at the end of the reporting period (31 December):

	2017	2016
Dividend yield (%)		
Weighted average	43.38%	45.66%
Share-based payments	1.91%	1.47%
Weighted average	6	5

The weighted average share price was US\$0.81 at the end of the year, compared to US\$0.81 at the end of the year. At the end of the year, the share price was US\$0.81, compared to US\$0.81 at the end of the year.

The weighted average share price was US\$1.29 at the end of the year, compared to US\$1.29 at the end of the year.

* The weighted average share price was US\$0.81 at the end of the year, compared to US\$0.81 at the end of the year. At the end of the year, the share price was US\$0.81, compared to US\$0.81 at the end of the year.

23. SHARE-BASED PAYMENTS (C and D)

M (ii) (C and D)

(ii) The following table illustrates the number of weighted average shares (WAV) and the weighted average share price (WASP) for the period ended 31 December 2017 and 2016:

	2017	2017	2016	2016
	Number	WAV	Number*	WAV
at 1 January	26,489,152	US\$0.98	30,451,267	\$0.99
Share repurchases	11,696,477	US\$1.13	7,745,648	\$0.82
Share awards	(344,786)	US\$1.08	(624,900)	\$1.00
Share cancellations	(10,479,342)	US\$0.96	(10,453,673)	\$0.92
at 31 December	27,361,501	US\$1.05	27,118,342	\$0.97

The weighted average share price for the period ended 31 December 2017 and 2016 is based on the closing share price of the Company's ordinary shares on the New York Stock Exchange on 31 December 2017 and 2016, which was \$1.13.

The weighted average share price for the period ended 31 December 2017 and 2016 is based on the closing share price of the Company's ordinary shares on the New York Stock Exchange on 31 December 2017 and 2016, which was \$1.29.

The following table illustrates the weighted average share price for the period ended 31 December 2017 and 2016:

	2017	2016
Dividend yield (%)		
Weighted average	39.72%	39.60%
Share repurchases	1.22%	0.91%
Share awards	2%	2%

The weighted average share price for the period ended 31 December 2017 and 2016 is based on the closing share price of the Company's ordinary shares on the New York Stock Exchange on 31 December 2017 and 2016, which was \$1.13.

The weighted average share price for the period ended 31 December 2017 and 2016 is based on the closing share price of the Company's ordinary shares on the New York Stock Exchange on 31 December 2017 and 2016, which was \$1.29.

* The number of shares repurchased for the period ended 31 December 2017 and 2016 is based on the number of shares repurchased for the period ended 31 December 2017 and 2016, which was 11,696,477 and 7,745,648 respectively.

23. SHARE-BASED PAYMENTS (C D)

M (C D)

(iii) The following table illustrates the number of weighted average shares (WA) , a measure of the dilution of the interest in the equity (excluding the impact of the):

	2017	2017	2016	2016
	Number	WAEP	Number	WA
As at January 1	14,598,750	US\$0.19	7,000,000	\$0.06
Weighted average shares	(315,000)	US\$0.31		
As at December 31	14,283,750	US\$0.19	7,000,000	\$0.06

The restricted shares, have the interest in the company.

The weighted average share price has the interest in the company as at the end of the year was \$0.05 to \$0.31 (as at the end of 2016: \$0.05 to \$0.08).

24. CASH FLOW HEDGES

The following table illustrates the amount of the hedge in the balance sheet as at the end of the reporting period. The amount of the hedge is included in the balance sheet as at the end of the reporting period. The amount of the hedge is included in the balance sheet as at the end of the reporting period.

The hedge is the amount of the hedge in the balance sheet as at the end of the reporting period. The amount of the hedge is included in the balance sheet as at the end of the reporting period.

	6/30/17
	USD'000
Balance at the beginning of the year	(34,627)
Change in fair value of the hedge	56,810
Change in fair value of the hedge	(26,692)
Change in fair value of the hedge	30,118
Balance at the end of the year	(4,509)

The change in fair value of the hedge is included in the balance sheet as at the end of the reporting period.

25. TRADE AND OTHER PAYABLES

	06/30/17	12/31/16
	USD'000	D'000
Trade payable	1,038,577	781,161
Accounts payable - related parties	66,351	60,157
Deferred liabilities	48,545	41,324
Other payable	114,685	57,911
	1,268,158	940,553

Trade payable are classified as current liability for 30-day and 60-day term.

As at June 30, 2017, trade payable were \$1,038.6 million (as at December 31, 2016: \$781.2 million), which is higher than the related party payable, the amount was \$726.9 million (as at December 31, 2016: \$483.0 million).

The following table details trade payable by the related parties:

	06/30/17	12/31/16
	USD'000	D'000
As at June 30	861,533	630,896
Between 31-60 days	50,041	43,984
As at June 30	127,003	106,281
Total	1,038,577	781,161

Accounts payable to related parties:

	06/30/17	12/31/16
	USD'000	D'000
Current	899,036	659,094
As at June 30	51,832	55,394
Between 31-60 days	19,624	7,658
As at June 30	68,085	59,015
Total	1,038,577	781,161

26. BORROWINGS

	06/30/17	12/31/16
	USD'000	D'000
A a		
h r-term mmer ial a l a	256,685	176,957
	256,685	176,957
2013 D a t (C ha t hai)	10,760	10,760
2015 D a (C ha hai)	33,034	39,641
2015 B a (C ha hai)	147,189	144,155
2015 B a (C ha hai)	69,915	68,473
2015 CDB D a ia i)	2,000	2,000
2015 CDB B a (C B eiji)	28,702	28,110
2016 CDB B a (C B eiji)	214,895	210,466
2015 X B a (C ha hai)	73,594	72,077
2017 X B a (C ha hai)	147,189	
2016 X B a (C B eiji)	35,325	34,597
2016 X B a (C B eiji)	58,875	57,662
2016 X B a (C)	73,594	72,077
2017 X B a (C ia ji)	73,594	
2014 Ca a De iie i e i i l a (r)	26,426	26,026
2014 Ca ial e r i e l a (r)	4,924	4,578
2014 i i e i e h i a a (r)	4,003	3,926
2017 Ba a e l e i r a (r)	1,455	
i a e e a e a a l e	6,666	7,057
a r m - r l l i i e e t h a r e h l e r	10,634	1,627
t h e r	482,547	482,579
	1,505,321	1,265,811

26. BORROWINGS (C and D)

As at 30, 2017, the borrowings were of \$482.5 million (December 31, 2016: \$482.6 million). The borrowings are primarily in the form of bank loans, which are denominated in US dollars. As at 30, 2017, the borrowings are primarily in the form of bank loans, which are denominated in US dollars. As at 30, 2017, the borrowings are primarily in the form of bank loans, which are denominated in US dollars.

27. CONVERTIBLE BONDS

(A) RMB Convertible Bonds

The Company issued in RMB convertible bonds of \$200.0 million in 2018, of which \$86.8 million were issued in 2018, of which \$95.0 million were issued in 2018 and \$22.2 million were issued in 2018 (the Bonds). On March 10, 2017, the Company issued in US dollars convertible bonds of \$7.965 million, of which \$1.027 million were issued in 2017, of which \$1.027 million were issued in 2017. All the Bonds are convertible into the Company's ordinary shares at the option of the bondholders.

(B) US\$450.0 million Convertible Bonds 2022

On July 7, 2016, the Company issued in US dollars convertible bonds of \$450.0 million (the 2016 Convertible Bonds). The 2016 Convertible Bonds are convertible into the Company's ordinary shares at the option of the bondholders. The 2016 Convertible Bonds were issued in US dollars and are denominated in US dollars. The 2016 Convertible Bonds were issued in US dollars and are denominated in US dollars.

	D'000
US\$450.0 million	450,000
RMB	(9,194)
US\$450.0 million	(387,871)
US\$52.9 million	52,935

27. CONVERTIBLE BONDS (C D)

() I US\$450.0 m b b 2022 (C D)

The initial term of the convertible bonds issued in 2016 is 3.78% per annum. The convertible bonds were issued on December 31, 2016, with a maturity date of December 30, 2017. The convertible bonds are convertible into shares of the Company at the option of the bondholders.

	Lab	E	T a
	C	0	m
	USD'000	USD'000	USD'000
At December 31, 2016	395,210	52,935	448,145
Interest accrued	7,339		7,339
At December 30, 2017	402,549	52,935	455,484

The convertible bonds will remain convertible until the maturity date of December 30, 2017. The convertible bonds are convertible into shares of the Company at the option of the bondholders.

28. MEDIUM-TERM NOTES

On August 8, 2016, the Company issued three-year medium-term notes of B1,500.0 million (a net amount of \$226.2 million) with a fixed annual interest rate of 3.35% per annum. The notes are convertible into shares of the Company at the option of the bondholders. On August 8, 2017, August 8, 2018 and August 8, 2019, the Company issued three-year medium-term notes of B1,485.2 million (a net amount of \$223.9 million).

	D'000
Initial amount	226,162
Interest accrued	(2,226)
At December 31, 2016	223,936

The medium-term notes are convertible into shares of the Company at the option of the bondholders.

	D'000
At the end of the period	223,936
Interest accrued	691
Interest accrued	(631)
At December 30, 2016	223,996
At December 31, 2016	214,502
Interest accrued	4,012
Interest accrued	(3,662)
At December 31, 2017	4,518
At December 30, 2017	219,370

29. BONDS PAYABLE

On December 31, 2014, the City has issued 5-year bonds with a face value of \$500.0 million. The interest rate on these bonds is 4.125% with semi-annual payments on March 31 and September 30. As of December 31, 2014, the City has \$491.2 million of bonds payable, consisting of (1) \$5.2 million of bonds payable and (2) \$3.6 million of bonds payable.

	D'000
Original issue	500,000
Discount	(5,185)
Amortization	(6,634)
Bonds payable, December 31, 2014	491,181

	D'000
As of December 31, 2015	493,207
Amortization	11,154
Issuance of bonds	(10,313)
As of December 31, 2016	494,048
As of December 31, 2016	

31. OTHER LIABILITIES

	06/30/17	12/31/16
	USD'000	D'000
Deferred tax liabilities	26,035	24,213
Other	3,736	13,284
	29,771	37,497

33. FAIR VALUE OF FINANCIAL INSTRUMENTS (CONTINUED)

	Valuation Method	06/30/17			
		L1	L2	L3	Total
		USD'000	USD'000	USD'000	USD'000
Financial Assets	FVTPL				
Derivative financial instruments	Derivative financial instruments		86,763		86,763
Derivative financial instruments	Derivative financial instruments		1,951		1,951
Available-for-sale	Quoted market prices	2,942			2,942
Available-for-sale	Other			16,406	16,406
Current	Derivative financial instruments		4,756		4,756
Total		2,942	93,470	16,406	112,818

34. RELATED PARTY TRANSACTIONS (CONTINUED)

Transactions

During the period, the following transactions with related parties have taken place:

	Sales		Sales	
	06/30/17	06/30/16	06/30/17	06/30/16
	USD'000	D'000	USD'000	D'000
Data center related	10,105	5,453		
Data center	119	528		
Other	2,953	757		
			2,197	1,923
Bridge	24,688	19,308		
China			31	33
China	17	6	16	1

	Purchases		Purchases	
	06/30/17	06/30/16	06/30/17	06/30/16
	USD'000	D'000	USD'000	D'000
Other	5,570	4,515	24	138
China				4
Bridge		25	857	898
China			461	17
Data center				15
China			869	1,218
China			16,696	

34. RELATED PARTY TRANSACTIONS (C D)

Table 34.1 (C D)

The following table sets forth a summary of the related party transactions:

	As at		As at	
	June 30, 2017		December 31, 2016	
	USD'000	D'000	USD'000	D'000
Debt payable to related parties	6,446	6,354		
Accounts payable to related parties	1,715			
Accounts payable	1,254	615	619	2,414
Bridge loan	11,563	6,507		279
China related expenses		38		
China related liabilities	34	2	2	192

35. SUBSEQUENT EVENTS

() Ca a C b S ICL a ,

In 2017, the Company's total assets were RMB600.0 million (RMB588.3 million in 2016), an increase of 2.1% compared with the end of 2016. The total liabilities were RMB117.8 million (RMB105.6 million in 2016), an increase of 11.5% compared with the end of 2016. The net assets were RMB482.2 million (RMB482.7 million in 2016), a decrease of 0.1% compared with the end of 2016.

() Fa A a , S ICL a ,

In 2017, the Company's total assets were RMB410.8 million (RMB410.8 million in 2016), an increase of 0% compared with the end of 2016. The total liabilities were RMB117.8 million (RMB117.8 million in 2016), an increase of 0% compared with the end of 2016. The net assets were RMB293.0 million (RMB293.0 million in 2016), an increase of 0% compared with the end of 2016. The Company's total assets were RMB410.8 million (RMB410.8 million in 2016), an increase of 0% compared with the end of 2016. The total liabilities were RMB117.8 million (RMB117.8 million in 2016), an increase of 0% compared with the end of 2016. The net assets were RMB293.0 million (RMB293.0 million in 2016), an increase of 0% compared with the end of 2016.

() Ca a C b SMNC

As of 10, 2017, the Company's total assets were RMB2,224 million (RMB2,224 million in 2016), an increase of 0% compared with the end of 2016. The total liabilities were RMB1,056 million (RMB1,056 million in 2016), an increase of 0% compared with the end of 2016. The net assets were RMB1,168 million (RMB1,168 million in 2016), an increase of 0% compared with the end of 2016. The Company's total assets were RMB2,224 million (RMB2,224 million in 2016), an increase of 0% compared with the end of 2016. The total liabilities were RMB1,056 million (RMB1,056 million in 2016), an increase of 0% compared with the end of 2016. The net assets were RMB1,168 million (RMB1,168 million in 2016), an increase of 0% compared with the end of 2016.

