

TAIWAN SEMICONDUCTOR MANUFACTURING CO LTD

Form 6-K

April 20, 2006

**1934 Act Registration No. 1-14700**

**SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549**

**FORM 6-K**

**REPORT OF FOREIGN PRIVATE ISSUER  
PURSUANT TO RULE 13a-16 OR 15d-16 OF  
THE SECURITIES EXCHANGE ACT OF 1934**

**For the month of April 2006**

**Taiwan Semiconductor Manufacturing Company Ltd.**

(Translation of Registrant's Name Into English)

**No. 8, Li-Hsin Rd. 6,  
Hsinchu Science Park,  
Taiwan**

(Address of Principal Executive Offices)

(Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.)

Form 20-F

Form 40-F

(Indicate by check mark whether the registrant by furnishing the information contained in this form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.)

Yes

No

(If "Yes" is marked, indicated below the file number assigned to the registrant in connection with Rule 12g3-2(b):  
82: \_\_\_\_\_.)

---

**Taiwan Semiconductor Manufacturing Company Limited**  
**Financial Statements for the**  
**Years Ended December 31, 2005 and 2004 and**  
**Independent Auditors Report**

---

## **INDEPENDENT AUDITORS' REPORT**

The Board of Directors and Shareholders

Taiwan Semiconductor Manufacturing Company Limited

We have audited the accompanying balance sheets of Taiwan Semiconductor Manufacturing Company Limited as of December 31, 2005 and 2004, and the related statements of income, changes in shareholders' equity and cash flows for the years then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the Rules Governing the Audit of Financial Statements by Certified Public Accountants, and auditing standards generally accepted in the Republic of China. Those rules and standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Taiwan Semiconductor Manufacturing Company Limited as of December 31, 2005 and 2004, and the results of its operations and its cash flows for the years then ended in conformity with Guidelines Governing the Preparation of Financial Reports by Securities Issuers and accounting principles generally accepted in the Republic of China.

We have also audited the consolidated financial statements of Taiwan Semiconductor Manufacturing Company Limited and subsidiaries as of and for the years ended December 31, 2005 and 2004, and have expressed an unqualified opinion on such financial statements.

January 12, 2006

### Notice to Readers

*The accompanying financial statements are intended only to present the financial position, results of operations and cash flows in accordance with accounting principles and practices generally accepted in the Republic of China and not those of any other jurisdiction. The standards, procedures and practices to audit such financial statements are those generally accepted and applied in the Republic of China.*

*For the convenience of readers, the auditors' report and the accompanying financial statements have been translated into English from the original Chinese version prepared and used in the Republic of China. If there is any conflict between the English version and the original Chinese version or any difference in the interpretation of the two versions, the Chinese-language auditors' report and financial statements shall prevail.*

- 1 -

---

**TAIWAN SEMICONDUCTOR MANUFACTURING COMPANY LIMITED****BALANCE SHEETS****DECEMBER 31, 2005 AND 2004****(In Thousands of New Taiwan Dollars, Except Par Value)**

	<b>2005</b>		<b>2004</b>	
	<b>Amount</b>	<b>%</b>	<b>Amount</b>	<b>%</b>
<b>ASSETS</b>				
<b>CURRENT ASSETS</b>				
Cash and cash equivalents (Notes 2, 3 and 4)	\$ 85,383,583	17	\$ 65,531,818	14
Short-term investments, net (Notes 2 and 4)	47,055,347	9	52,979,095	11
Receivables from related parties (Note 18)	21,050,604	4	16,136,039	3
Notes and accounts receivable	20,591,818	4	15,326,881	3
Allowance for doubtful receivables (Note 2)	(976,344)		(980,461)	
Allowance for sales returns and others (Note 2)	(4,269,969)	(1)	(3,327,914)	(1)
Other receivables from related parties (Note 18)	1,797,714	1	1,667,383	
Other financial assets (Notes 2 and 22)	2,403,929	1	2,080,640	1
Inventories, net (Notes 2 and 5)	16,257,955	3	14,171,945	3
Deferred income tax assets (Notes 2 and 12)	7,013,000	1	8,849,000	2
Prepaid expenses and other current assets	1,254,779		1,232,885	
<b>Total current assets</b>	<b>197,562,416</b>	<b>39</b>	<b>173,667,311</b>	<b>36</b>
<b>LONG-TERM INVESTMENTS (Notes 2, 6, 16 and 22)</b>				
Equity method	51,076,803	10	46,828,322	10
Cost method	807,490		772,634	
Long-term bonds	18,548,308	4	15,170,167	3
Other investments	10,227,000	2	10,521,740	2
<b>Total long-term investments</b>	<b>80,659,601</b>	<b>16</b>	<b>73,292,863</b>	<b>15</b>
<b>PROPERTY, PLANT AND EQUIPMENT (Notes 2, 7 and 18)</b>				
<b>Cost</b>				
Buildings	90,769,622	18	84,299,167	17
Machinery and equipment	459,850,773	91	390,719,215	80
Office equipment	7,850,035	1	7,041,132	1
	558,470,430	110	482,059,514	98
Accumulated depreciation	(359,191,829)	(71)	(300,006,201)	(61)
Advance payments and construction in progress	14,867,032	3	45,923,087	10
<b>Property, plant and equipment, net</b>	<b>214,145,633</b>	<b>42</b>	<b>227,976,400</b>	<b>47</b>

GOODWILL (Note 2)	1,567,756		1,916,146	
<b>OTHER ASSETS</b>				
Deferred charges, net (Notes 2, 8 and 21)	6,681,144	1	8,845,144	2
Deferred income tax assets (Notes 2 and 12)	6,759,955	2	1,645,003	
Refundable deposits	83,642		85,413	
Assets leased to others, net (Note 2)	72,879		78,613	
Idle assets (Note 2)	6,789		46,317	
Total other assets	13,604,409	3	10,700,490	2
TOTAL	\$ 507,539,815	100	\$ 487,553,210	100

**LIABILITIES AND SHAREHOLDERS EQUITY****CURRENT LIABILITIES**

Accounts payable	\$ 8,052,106	1	\$ 6,488,617	1
Payables to related parties (Notes 18 and 21)	3,242,197	1	3,198,490	1
Income tax payable (Notes 2 and 12)	3,815,888	1	379,903	
Accrued expenses and other current liabilities (Notes 2, 10, 21 and 22)	8,214,994	1	8,917,533	2
Payables to contractors and equipment suppliers	8,859,230	2	31,154,309	6
Current portion of long-term bonds payable (Note 9)			10,500,000	2
Total current liabilities	32,184,415	6	60,638,852	12

**LONG-TERM LIABILITIES**

Bonds payable (Note 9)	19,500,000	4	19,500,000	4
Other long-term payables (Notes 10 and 21)	1,511,100		1,934,968	
Other payables to related parties (Notes 18 and 21)	1,100,475		2,317,972	1
Total long-term liabilities	22,111,575	4	23,752,940	5

**OTHER LIABILITIES**

Accrued pension cost (Notes 2 and 11)	3,461,392	1	3,101,196	1
Guarantee deposits (Note 21)	2,892,945	1	412,393	
Deferred credits (Notes 2 and 18)	1,259,139		682,530	
Total other liabilities	7,613,476	2	4,196,119	1

Total liabilities	61,909,466	12	88,587,911	18
SHAREHOLDERS' EQUITY (Notes 2, 14, 15 and 16)				
Capital stock \$10 par value				
Authorized: 27,050,000 thousand shares in 2005 and 24,600,000 thousand shares in 2004				
Issued: 24,730,025 thousand shares in 2005 and 23,251,964 thousand shares in 2004	247,300,246	49	232,519,637	48
Capital surplus	57,117,886	11	56,537,259	11
Retained earnings				
Appropriated as legal capital reserve	34,348,208	7	25,528,007	5
Appropriated as special capital reserve	2,226,427			
Unappropriated earnings	106,196,399	21	88,202,009	18
Others				
Cumulative translation adjustments	(640,742)		(2,226,427)	
Treasury stock (at cost) 32,938 thousand shares in 2005 and 45,521 thousand shares in 2004	(918,075)		(1,595,186)	
Total shareholders' equity	445,630,349	88	398,965,299	82
TOTAL	\$ 507,539,815	100	\$ 487,553,210	100

The accompanying notes are an integral part of the financial statements.

**TAIWAN SEMICONDUCTOR MANUFACTURING COMPANY LIMITED**  
**STATEMENTS OF INCOME**  
**FOR THE YEARS ENDED DECEMBER 31, 2005 AND 2004**  
(In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2005		2004	
	Amount	%	Amount	%
GROSS SALES (Notes 2 and 18)	\$ 270,315,064		\$ 260,726,896	
SALES RETURNS AND ALLOWANCES (Note 2)	5,726,700		4,734,469	
NET SALES	264,588,364	100	255,992,427	100
COST OF SALES (Notes 13 and 18)	149,344,315	56	145,831,843	57
GROSS PROFIT	115,244,049	44	110,160,584	43
OPERATING EXPENSES (Notes 13 and 18)				
Research and development	13,395,801	5	12,516,434	5
General and administrative	7,485,011	3	9,367,010	3
Sales and marketing	1,349,413	1	1,454,362	1
Total operating expenses	22,230,225	9	23,337,806	9
INCOME FROM OPERATIONS	93,013,824	35	86,822,778	34
NON-OPERATING INCOME AND GAINS				
Interest (Notes 2 and 22)	2,769,978	1	1,687,681	1
Settlement income (Note 20)	950,046	1		
Gain on disposal of property, plant and equipment (Notes 2 and 18)	494,374		164,147	
Technical service income (Notes 18 and 21)	491,267		423,804	
Equity in earnings of equity method investees, net (Notes 2 and 6)			4,040,319	2
Gain on sales of investments, net (Note 2)			90,319	
Others (Note 18)	366,344		378,778	
Total non-operating income and gains	5,072,009	2	6,785,048	3
NON-OPERATING EXPENSES AND LOSSES				
Interest (Notes 2, 7, 9 and 22)	2,429,568	1	1,278,072	1



Equity in losses of equity method investees, net (Notes 2 and 6)	1,052,045	1	
Unrealized valuation loss on short-term investments (Notes 2 and 4)	337,160		75,212
Loss on sales of investments, net (Note 2)	149,498		

(Continued)

	<b>2005</b>		<b>2004</b>	
	<b>Amount</b>	<b>%</b>	<b>Amount</b>	<b>%</b>
Loss on disposal of property, plant, equipment and idle assets (Note 2)	\$ 59,992		\$ 107,722	
Foreign exchange loss, net (Notes 2 and 22)	34,379		323,080	
Others (Note 2)	203,768		45,156	
Total non-operating expenses and losses	4,266,410	2	1,829,242	1
INCOME BEFORE INCOME TAX	93,819,423	35	91,778,584	36
INCOME TAX BENEFITS (EXPENSES) (Notes 2 and 12)	(244,388)		537,531	
NET INCOME	\$ 93,575,035	35	\$ 92,316,115	36

	<b>2005</b>		<b>2004</b>	
	<b>Before Income Tax</b>	<b>After Income Tax</b>	<b>Before Income Tax</b>	<b>After Income Tax</b>
EARNINGS PER SHARE (NT\$, Note 17)				
Basic earnings per share	\$ 3.80	\$ 3.79	\$ 3.71	\$ 3.73
Diluted earnings per share	\$ 3.80	\$ 3.79	\$ 3.71	\$ 3.73

The pro forma net income and earnings per share (after income tax) are shown as follows, and are based on the assumption that the parent company stock held by its subsidiaries is treated as an investment instead of as treasury stock (Notes 2 and 16):

	<b>2005</b>	<b>2004</b>
NET INCOME	\$ 93,881,698	\$ 92,340,760
EARNINGS PER SHARE (NT\$)		
Basic earnings per share	\$ 3.80	\$ 3.73
Diluted earnings per share	\$ 3.79	\$ 3.73

The accompanying notes are an integral part of the financial statements.

(Concluded)

**TAIWAN SEMICONDUCTOR MANUFACTURING COMPANY LIMITED**  
**STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY**  
**FOR THE YEARS ENDED DECEMBER 31, 2005 AND 2004**  
(In Thousands of New Taiwan Dollars, Except Dividends Per Share)

Shares (in thousands)	Capital Stock Amount	Capital Surplus	Legal Capital Reserve	Retained Earnings		Total	Unrealized Loss on Long-term Investments	Cumulative Translation Adjustments	Treasury Stock
				Special Capital Reserve	Unappropriated Earnings				
0,266,619	\$ 202,666,189	\$ 56,855,885	\$ 20,802,137	\$ 68,945	\$ 50,229,008	\$ 71,100,090	\$ (35)	\$ 225,408	\$ (1,633,222)
			4,725,870		(4,725,870)				
				(68,945)	68,945				
					(681,628)	(681,628)			
272,651	2,726,514				(2,726,514)	(2,726,514)			
					(184,493)	(184,493)			
					(12,159,971)	(12,159,971)			
2,837,327	28,373,267				(28,373,267)	(28,373,267)			
					(127,805)	(127,805)			
					92,316,115	92,316,115			

			34,059						
								35	
									(2,451,835)
87	867	2,757							
			22,781						
			1,864						38,04
									(7,059,79
(124,720)	(1,247,200)	(380,087)				(5,432,511)	(5,432,511)		7,059,79
3,251,964	232,519,637	56,537,259	25,528,007			88,202,009	113,730,016	(2,226,427)	(1,595,18
			8,820,201			(8,820,201)			
						2,226,427	(2,226,427)		
						(3,086,215)	(3,086,215)		

308,622	3,086,215				(3,086,215)	(3,086,215)		
					(46,504,097)	(46,504,097)		
1,162,602	11,626,024				(11,626,024)	(11,626,024)		
					(231,466)	(231,466)		
					93,575,035	93,575,035		
			71,405					
							1,585,685	
6,837	68,370	202,559						
			84,285					
				222,378				677,111
4,730,025	\$ 247,300,246	\$ 57,117,886	\$ 34,348,208	\$ 2,226,427	\$ 106,196,399	\$ 142,771,034	\$ (640,742)	\$ (918,071)

The accompanying notes are an integral part of the financial statements.



**TAIWAN SEMICONDUCTOR MANUFACTURING COMPANY LIMITED**  
**STATEMENTS OF CASH FLOWS**  
**FOR THE YEARS ENDED DECEMBER 31, 2005 AND 2004**  
(In Thousands of New Taiwan Dollars)

	<b>2005</b>	<b>2004</b>
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Net income	\$ 93,575,035	\$ 92,316,115
Adjustments to reconcile net income to net cash provided by operating activities		
Depreciation and amortization	67,991,423	63,072,140
Deferred income taxes	(3,278,952)	(1,101,407)
Equity in losses (earnings) of equity method investees, net	1,052,045	(4,040,319)
Gain on sales of long-term investments, net	(3,502)	(2,216)
Amortization of premium/discount from long-term bond investments, net	120,872	28,673
Gain on disposal of property, plant and equipment and idle assets, net	(434,382)	(56,425)
Loss on idle assets	131,849	
Donation of idle assets	7,207	
Provision for pension cost	360,196	500,945
Dividends received from equity method investees	668,464	
Changes in operating assets and liabilities:		
Decrease (increase) in:		
Receivables from related parties	(4,914,565)	(1,301,979)
Notes and accounts receivable	(5,264,937)	(1,409,074)
Allowance for doubtful receivables	(4,117)	(35,561)
Allowance for sales returns and others	942,055	1,201,889
Other receivables from related parties	(1,243,126)	(27,938)
Other financial assets	(98,854)	(1,329,634)
Inventories, net	(2,086,010)	(3,264,787)
Prepaid expenses and other current assets	(21,280)	751,383
Increase (decrease) in:		
Accounts payable	1,563,489	404,741
Payables to related parties	(1,224,371)	(1,771,144)
Income tax payable	3,435,985	252,800
Accrued expenses and other liabilities	(890,473)	(507,984)
Deferred credits	95,744	
 Net cash provided by operating activities	 150,479,795	 143,680,218
 <b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Decrease (increase) in short-term investments, net	5,923,748	(43,822,489)
Acquisitions of:		
Long-term investments	(17,037,788)	(30,290,982)
Property, plant and equipment	(73,659,014)	(76,171,356)
Proceeds from disposal of:		
Long-term investments	10,474,035	7,822

Edgar Filing: TAIWAN SEMICONDUCTOR MANUFACTURING CO LTD - Form 6-K

Property, plant and equipment and idle assets	2,087,236	1,713,934
Increase in deferred charges	(847,721)	(2,404,130)
Decrease in refundable deposits	1,771	91,966
Net cash used in investing activities	(73,057,733)	(150,875,235)

(Continued)

- 6 -

---



	<b>2005</b>	<b>2004</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Cash dividends paid for common stock	\$ (46,504,097)	\$ (12,159,971)
Repayment of long-term bonds payable	(10,500,000)	(5,000,000)
Cash bonus paid to employees	(3,086,215)	(681,628)
Increase (decrease) in guarantee deposits	2,480,552	(351,096)
Proceeds from exercise of stock options	270,929	3,624
Bonus to directors and supervisors	(231,466)	(127,805)
Repurchase of treasury stock		(7,059,798)
Cash dividends paid for preferred stock		(184,493)
Net cash used in financing activities	(57,570,297)	(25,561,167)
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	19,851,765	(32,756,184)
CASH AND CASH EQUIVALENTS, BEGINNING OF YEAR	65,531,818	98,288,002
CASH AND CASH EQUIVALENTS, END OF YEAR	\$ 85,383,583	\$ 65,531,818
<b>SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION</b>		
Cash paid for		
Interest (excluding the amount capitalized of NT\$262,109 thousand in 2004, Note 7)	\$ 2,269,666	\$ 1,304,621
Income tax	\$ 87,351	\$ 309,522
Cash paid for acquisition of property, plant and equipment		
Total acquisitions	\$ 51,363,935	\$ 100,207,781
Decrease (increase) of payables to contractors and equipment suppliers	22,295,079	(24,036,425)
	\$ 73,659,014	\$ 76,171,356
<b>NONCASH INVESTING AND FINANCING ACTIVITIES</b>		
Current portion of long-term bonds payable	\$	\$ 10,500,000
Current portion of other payables to related parties (under payables to related parties)	\$ 693,956	\$ 469,494
Current portion of other long-term payables (under accrued expenses and other current liabilities)	\$ 869,072	\$ 1,505,345
Reclassification of short-term investments to long-term investments	\$	\$ 3,402,413

The accompanying notes are an integral part of the financial statements.

(Concluded)

- 7 -

---

**TAIWAN SEMICONDUCTOR MANUFACTURING COMPANY LIMITED**  
**NOTES TO FINANCIAL STATEMENTS**  
**FOR THE YEARS ENDED DECEMBER 31, 2005 AND 2004**

**(Amounts in Thousands of New Taiwan Dollars, Unless Otherwise Specified)**

**1. GENERAL**

Taiwan Semiconductor Manufacturing Company Limited (the Company or TSMC), a Republic of China (R.O.C.) corporation, was incorporated as a venture among the Government of the R.O.C., acting through the Development Fund of the Executive Yuan; Philips Electronics N.V. and certain of its affiliates (Philips); and certain other private investors. On September 5, 1994, its shares were listed on the Taiwan Stock Exchange (TSE). On October 8, 1997, TSMC listed some of its shares of stock on the New York Stock Exchange (NYSE) in the form of American Depositary Shares (ADSs).

The Company is engaged mainly in the manufacturing, selling, packaging, testing and computer-aided designing of integrated circuits and other semiconductor devices and the manufacturing of masks.

As of December 31, 2005 and 2004, the Company had 19,460 and 18,562 employees, respectively.

**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

The financial statements are presented in conformity with Guidelines Governing the Preparation of Financial Reports by Securities Issuers and accounting principles generally accepted in the R.O.C.

For the convenience of readers, the accompanying financial statements have been translated into English from the original Chinese version prepared and used in the R.O.C. If there is any conflict between the English version and the original Chinese version or any difference in the interpretation of the two versions, the Chinese-language financial statements shall prevail.

Significant accounting policies are summarized as follows:

**Use of Estimates**

The preparation of financial statements in conformity with the aforementioned guidelines and principles requires management to make reasonable assumptions and estimates of matters that are inherently uncertain. The actual results may differ from management's estimates.

**Classification of Current and Noncurrent Assets and Liabilities**

Current assets are those expected to be converted to cash, sold or consumed within one year from the balance sheet date. Current liabilities are obligations due on demand within one year from the balance sheet date. Assets and liabilities that are not classified as current are noncurrent assets and liabilities, respectively.

**Cash Equivalents**

Government bonds under repurchase agreements and notes acquired with maturities less than three months from the date of purchase are classified as cash equivalents.

### **Short-term Investments**

Short-term investments primarily consist of agency bonds, corporate bonds, asset-backed securities, bond funds, government bonds and others.

Short-term investments are recorded at historical cost and are carried at the lower of cost or market value as of the balance sheet date. An allowance for decline in value is provided and is charged to current income when the aggregate carrying amount of the investments exceeds the aggregate market value. A reversal of the allowance is recorded for a subsequent recovery of the aggregate market value.

The costs of funds and listed stocks sold are accounted for using the weighted-average method; whereas the costs of other securities sold are accounted for using the specific identification method.

The market value of funds is determined using the net asset value of the funds at the end of the year, and the market value of listed stocks is determined using the average-closing prices of the listed stocks for the last month of the year. The market value of other short-term investments is determined using the average of bid and ask prices as of the balance sheet date.

Cash dividends are recorded as investment income in the current year.

### **Allowance for Doubtful Receivables**

An allowance for doubtful receivables is provided based on a review of the collectibility of accounts receivables. The Company determines the amount of the allowance for doubtful receivables by examining the aging analysis of outstanding account receivables and current trends in the credit quality of its customers as well as its internal credit policies.

### **Revenue Recognition and Allowance for Sales Returns and Others**

The Company recognizes revenue when evidence of an arrangement exists, shipment is made, price is fixed or determinable, and collectibility is reasonably assured. Revenues from the design and manufacturing of photo masks, which are used as manufacturing tools in the fabrication process, are recognized when the photo masks are qualified by customers. The Company records a provision for estimated future returns and other allowances in the period the related revenue is recorded. Provisions for estimated sales returns and other allowances are generally made based on historical experience, management's judgment, and any known factors that would significantly affect the allowance.

Sales are determined using the fair value taking into account related sales discounts agreed to by the Company and its customers. Sales agreements typically provide that payment is due 30 days from invoice date for a majority of the customers and 30 to 45 days after the end of the month in which sales occur for some customers. Since the receivables from sales are collectible within one year and such transactions are frequent, the fair value of receivables is equivalent to the nominal amount of cash to be received.

### **Inventories**

Inventories are stated at the lower of cost or market value. Inventories are recorded at standard cost and adjusted to the approximate weighted-average cost at the balance sheet date. Market value represents replacement cost for raw materials, supplies and spare parts and net realizable value for finished goods and work in process. The Company assesses the impact of changing technology on its inventories on hand and writes off inventories that are considered obsolete. Year-end inventories are evaluated for estimated excess quantities and obsolescence based on a demand

forecast within a specific time horizon, which is generally 180 days or less. Estimated losses on scrap and slow-moving items are recognized and included in the allowance for losses.

- 9 -

---

## Long-term Investments

Investments in companies wherein the Company exercises significant influence on the operating and financial policy decisions are accounted for using the equity method of accounting. The Company's share of the net income or net loss of investee is recognized in the equity in earnings/losses of equity method investees, net account. When equity investments are made, the difference, if any, between the cost of the investment and the Company's share of investee's net equity is amortized using the straight-line method over five years and is also recorded in the equity in earnings/losses of equity method investees, net account.

When the Company subscribes for additional investee shares at a percentage different from its existing ownership percentage of equity interest, the resulting carrying amount of the investment in the investee differs from the amount of the Company's share of the investee's net equity. The Company records such difference as an adjustment to long-term investments with the corresponding amount charged or credited to capital surplus.

Investments in companies wherein the Company does not exercise significant influence are recorded at historical cost. Cash dividends are recognized as investment income in the year received but are accounted for as reductions to the carrying amount of the investments if the dividends are received in the year of acquisition. Stock dividends are recorded as an increase in the number of shares held and do not affect investment income or the carrying amount of the investment.

Investments in mutual funds are stated at the lower of aggregate cost or net asset value. An allowance is recognized when the net asset value of the funds is lower than their cost, with the corresponding amount recorded as a reduction to shareholders' equity. A reversal of the allowance will result from a subsequent recovery of the net asset value.

The costs of stocks and mutual funds sold are determined using the weighted-average method.

Investments in long-term bonds are stated at amortized cost. The discount or premium is amortized over the duration period using the interest method, and recorded as an adjustment to interest income.

When investments in public-traded securities are reclassified from short-term investments to long-term investments or from long-term investments to short-term investments, the Company recognizes a loss to the extent, if any, that the market value of such investments is lower than the carrying amount and the market value at the time of reclassification becomes the new basis.

If an investee recognizes an unrealized loss on its long-term investments using the lower-of-cost-or-market method, the Company also recognizes a corresponding unrealized loss in proportion to its ownership percentage in the investee and records the amount as a component of shareholders' equity.

When an indication of impairment is identified in an investment, the carrying amount of the investment is reduced to reflect other-than-temporary decline, with the related impairment loss charged to current income.

Gains or losses on sales from the Company to investees accounted for using the equity method are deferred in proportion to the Company's ownership percentages in the investees until realized through transactions with third parties. The entire amount of the gains or losses on sales to investees over which the Company has control is deferred until such gains or losses are realized through subsequent sales of the related products to third parties. Gains or losses on sales from investees to the Company are deferred in proportion to the Company's ownership percentages in the investees until realized through transactions with third parties. Gains or losses on sales between investees accounted for using the equity method are deferred in proportion to the Company's weighted-average

ownership percentages in the investees which record such gains or losses until realized through transactions with third parties.

- 10 -

---

If an investee's functional currency is a foreign currency, translation adjustments will result from the process of translating the investee's financial statements into the reporting currency of the Company. Such adjustments are accumulated and reported as a separate component of shareholders' equity.

### **Property, Plant and Equipment, Assets Leased to Others and Idle Assets**

Property, plant and equipment and assets leased to others are stated at cost less accumulated depreciation. When an indication of impairment is identified, any excess of the carrying amount of an asset over its recoverable amount is recognized as a loss. If the recoverable amount increases in a future period, the amount previously recognized as impairment would be reversed and recognized as a gain. However, the adjusted amount may not exceed the carrying amount that would have been determined, net of depreciation, as if no impairment loss had been recognized. Idle assets are stated at the lower of net realizable value or book value. Significant additions, renewals and betterments incurred during the construction period are capitalized. Maintenance and repairs are expensed in the year incurred. Interest expense incurred during the purchase and construction period is also capitalized.

Depreciation is computed using the straight-line method over the following estimated service lives: buildings 10 to 20 years; machinery and equipment 5 years; and office equipment 3 to 5 years.

Upon sale or disposal of property, plant and equipment, the related cost and accumulated depreciation are removed from the corresponding accounts, with any gain or loss credited or charged to non-operating gains or losses in the year of sale or disposal.

### **Goodwill**

Goodwill represents the excess of the consideration paid for acquisition over the fair market value of identifiable net assets acquired and acquisition costs. Goodwill is amortized using the straight-line method over the estimated life of 10 years. If an event occurs or circumstances change that more likely than not reduce the fair value of goodwill below its carrying amount, an impairment loss is charged to current income. Subsequent recovery in the fair value of the goodwill may not be recorded such as to reverse the impairment loss previously recorded.

### **Deferred Charges**

Deferred charges consist of technology license fees, software and system design costs and other charges. The amounts are amortized as follows: Technology license fees the shorter of the estimated life of the technology or the term of the technology transfer contract; software and system design costs and other charges 3 years. When an indication of impairment is identified, any excess of the carrying amount of an asset over its recoverable amount is recognized as a loss. If the recoverable amount increases in a future period, the amount previously recognized as impairment would be reversed and recognized as a gain. However, the adjusted amount may not exceed the carrying amount that would have been determined, net of amortization, as if no impairment loss had been recognized.

### **Pension Costs**

For employees under defined contribution pension plans, pension costs are recorded based on the actual contributions made to employees' individual pension accounts. For employees under defined benefit pension plans, pension costs are recorded based on actuarial calculations.



## **Income Tax**

The Company uses an inter-period tax allocation method for income tax. Deferred income tax assets and liabilities are recognized for the tax effects of temporary differences and unused tax credits. Valuation allowances are provided to the extent, if any, that it is more likely than not that deferred income tax assets will not be realized. A deferred tax asset or liability is classified as current or noncurrent in accordance with the classification of its related asset or liability. However, if a deferred tax asset or liability does not relate to an asset or liability in the financial statements, then it is classified as either current or noncurrent based on the expected length of time before it is realized or settled.

Any tax credits arising from purchases of machinery, equipment and technology, research and development expenditures, personnel training, and investments in important technology-based enterprises are recognized using the flow-through method.

Adjustments of prior years' tax liabilities are added to or deducted from the current year's tax provision.

Income tax on unappropriated earnings of 10% is expensed in the year of shareholder approval which is the year subsequent to the year the earnings are generated.

## **Stock-based Compensation**

Employee stock option plans that are amended or have options granted on or after January 1, 2004 must be accounted for by the interpretations issued by the Accounting Research and Development Foundation. The Company adopted the intrinsic value method and any compensation cost determined using this method is charged to expense over the employee vesting period.

## **Treasury Stock**

When the Company repurchases its outstanding common stock, the cost of the reacquired such stock is recorded as treasury stock and deducted from shareholders' equity. When the Company retires treasury stock, the treasury stock account is reduced and the common stock as well as the capital surplus—additional paid-in capital are reversed on a pro rata basis. When the book value of the treasury stock exceeds the sum of the par value and additional paid-in capital, the difference is charged to capital surplus—treasury stock transactions and to retained earnings for any remaining amount. The Company's stock held by its subsidiaries is also treated as treasury stock and reclassified from long-term investments to treasury stock. The gains resulted from the disposal of the treasury stock held by the subsidiaries and cash dividends received by the subsidiaries from the Company are recorded under capital surplus—treasury stock transactions.

## **Foreign-currency Transactions**

Foreign currency transactions are recorded in New Taiwan dollars at the rates of exchange in effect when the transactions occur. Exchange gains or losses derived from foreign currency transactions or monetary assets and liabilities denominated in foreign currencies are recognized in current income. At the end of the year, assets and liabilities denominated in foreign currencies are revalued at the prevailing exchange rates with the resulting gains or losses recognized in current income.

### Derivative Financial Instruments

The Company enters into foreign currency forward contracts to manage foreign exchange exposures on foreign-currency-denominated assets and liabilities. The contracts are recorded in New Taiwan dollars at the current rate of exchange at the contract date. The differences in the New Taiwan dollar amounts translated using the current rates and the amounts translated using the contracted forward rates are amortized over the terms of the forward contracts using the straight-line method. At the end of the year, the receivables or payables arising from forward contracts are restated using the prevailing exchange rates with the resulting differences credited or charged to income. In addition, the receivables and payables related to the forward contracts are netted with the resulting amount presented as either an asset or a liability. Any resulting gain or loss upon settlement is credited or charged to income in the year of settlement.

The Company enters into cross currency swap contracts to manage currency exposures on foreign-currency-denominated assets and liabilities. The principal amount is recorded using the current rate at the contract date. The differences in the New Taiwan dollar amounts translated using the current rates and the amounts translated using the contracted rates are amortized over the terms of the contracts using the straight-line method. At the end of the year, the receivables or payables arising from cross-currency swap contracts are restated using the prevailing exchange rate with the resulting differences credited or charged to income. In addition, the receivables and payables related to the contracts of the same counter party are netted with the resulting amount presented as either an asset or a liability. The difference in interest computed pursuant to the contracts on each settlement date or the balance sheet date is recorded as an adjustment to the interest income or expense associated with the hedged items. Any resulting gain or loss upon settlement is credited or charged to income in the year of settlement.

The contract amounts of foreign currency option contracts entered into for hedging purposes are not recognized as an asset or liability on the contract dates. Any resulting gain or loss upon settlement is credited or charged to income in the year of settlement.

The Company enters into interest rate swap contracts to manage exposures to changes in interest rates on existing assets or liabilities. The receivable or payable computed pursuant to the contracts on each settlement date or the balance sheet date is recorded as an adjustment to the interest income or expense associated with the hedged items.

### Reclassifications

Certain accounts in the financial statements as of and for the year ended December 31, 2004 have been reclassified to conform to the financial statements as of and for the year ended December 31, 2005.

### 3. CASH AND CASH EQUIVALENTS

	<b>2005</b>	<b>2004</b>
Government bonds acquired under repurchase agreements	\$ 47,963,226	\$ 19,215,153
Cash and deposits in bank	37,007,192	45,838,453
Corporate notes	413,165	478,212
	<b>\$ 85,383,583</b>	<b>\$ 65,531,818</b>

**4. SHORT-TERM INVESTMENTS, NET**

	<b>2005</b>	<b>2004</b>
Agency bonds	\$ 14,607,694	\$ 8,633,889
Corporate bonds	12,463,688	13,554,598
Corporate issued asset-backed securities	11,724,149	11,766,877
Bond funds	6,055,578	10,662,758
Government bonds	2,087,418	7,346,858
Corporate notes	263,249	63,796
Money market funds	260,686	673,888
Public-traded stocks	5,257	6,528
Government bonds acquired under repurchase agreements		249,449
Commercial papers		95,666
	47,467,719	53,054,307
Allowance for valuation	(412,372)	(75,212)
	\$ 47,055,347	\$ 52,979,095
Market value	\$ 47,055,347	\$ 52,979,095

The Company entered into investment management agreements with three well-known financial institutions (fund managers) to manage its investment portfolios. In accordance with the investment guidelines and terms specified in these agreements, the securities invested by the fund managers cannot be below a pre-defined credit rating. As of December 31, 2005, the Company's investment portfolios managed by these fund managers aggregated to an original amount of US\$1,200,000 thousand. The investment portfolios included securities such as agency bonds, corporate bonds, asset-backed securities, government bonds and others. Securities acquired with maturities less than three months from the date of purchase were reclassified as cash equivalents.

**5. INVENTORIES, NET**

	<b>2005</b>	<b>2004</b>
Finished goods	\$ 2,768,575	\$ 3,229,417
Work in process	12,407,286	10,713,178
Raw materials	1,700,314	808,722
Supplies and spare parts	786,772	779,368
	17,662,947	15,530,685
Allowance for valuation	(1,404,992)	(1,358,740)
	\$ 16,257,955	\$ 14,171,945

**6. LONG-TERM INVESTMENTS**

	2005		2004	
	Carrying Amount	% of Ownership	Carrying Amount	% of Ownership
Equity method				
TSMC International Investment Ltd. (TSMC International)	\$ 23,912,812	100	\$ 23,778,997	100
TSMC (Shanghai) Company Limited (TSMC-Shanghai)	9,438,856	100	8,113,511	100
Vanguard International Semiconductor Corporation (VIS)	5,419,747	27	5,401,982	28
Systems on Silicon Manufacturing Company Pte Ltd. (SSMC)	4,215,200	32	3,290,888	32
TSMC Partners, Ltd. (TSMC Partners)	4,091,166	100	3,908,356	100
TSMC North America (TSMC-North America)	1,790,186	100	502,242	100
Emerging Alliance Fund, L.P. (Emerging Alliance)	850,534	99	823,232	99
VentureTech Alliance Fund II, L.P. (VTAF II)	642,479	98	329,968	98
Global UniChip Corporation (GUC)	442,233	46	391,626	47
TSMC Japan K. K. (TSMC-Japan)	94,949	100	102,572	100
Chi Cherng Investment Co., Ltd. (Chi Cherng)	78,139	36	50,570	36
Hsin Ruey Investment Co., Ltd. (Hsin Ruey)	77,415	36	49,823	36
Taiwan Semiconductor Manufacturing Company Europe B.V. (TSMC-Europe)	23,087	100	25,439	100
VisEra Technologies Company Ltd. (VisEra)			59,116	25
	51,076,803		46,828,322	
Cost method				
Unquoted stocks	472,500		482,500	
Funds	334,990		290,134	
	807,490		772,634	
Long-term bonds				
Government bonds	9,922,937		10,260,481	
Corporate bonds				
Taiwan Power Company	3,263,348		915,276	
Nan Ya Plastics Corporation	2,150,842		407,526	
China Steel Corporation	1,010,532		2,978,804	
Formosa Petrochemical Corporation	791,963			
Chinese Petroleum Corporation	705,436			
Far Eastone Telecommunication Co., Ltd.	300,026			
Formosa Plastics Corporation	268,855		405,485	
Formosa Chemical & Fiber Corporation	134,369		202,595	

	18,548,308	15,170,167
Other investments	10,227,000	10,521,740
	\$ 80,659,601	\$ 73,292,863

For the years ended December 31, 2005 and 2004, net equity in losses and earnings recognized from the equity method investees was NT\$1,052,045 thousand and NT\$4,040,319 thousand, respectively. The carrying amounts of investments accounted for under the equity method and the related equity in losses or earnings of equity method investees were determined based on the audited financial statements of the investees as of and for the same periods as the Company.

In November 2005, the Company transferred all of its shares in VisEra to VisEra Holding Company, an investee of TSMC Partners accounted for using the equity method, due to an investment structuring.

Other investments consisted of the following structured time-deposits:

	<b>Principal Amount</b>	<b>Interest Receivable</b>	<b>Range of Interest Rates</b>	<b>Maturity Date</b>
December 31, 2005				
Step-up callable deposits				
Foreign banks Callable range accrual deposits	\$ 3,000,000	\$ 8,145	1.40%-1.50%	Jun. 2007-Oct. 2007
Foreign banks	7,227,000	9,951	(see below)	Sep. 2009-Jan. 2010
	\$ 10,227,000	\$ 18,096		
December 31, 2004				
Step-up callable deposits				
Domestic banks	\$ 2,000,000	\$ 7,681	2.05%-2.20%	Jul. 2007-Aug. 2007
Foreign banks Callable range accrual deposits	2,138,340	14,054	1.44%-4.75%	Jun. 2007-Aug. 2007
Foreign banks	6,383,400	30,751	(see below)	Sep. 2009-Dec.2009
	\$ 10,521,740	\$ 52,486		

The interest rate of the step-up callable deposits is determined by the Company and the related banks. The amount of interest earned by the Company for the callable range accrual deposits is based on a pre-defined range as determined by the 3-month or 6-month LIBOR plus an agreed upon rate ranging between 2.10% and 3.45%. Based on the terms of the deposits, if the 3-month or 6-month LIBOR moves outside of the pre-defined range, the interest paid to the Company is at a fixed rate between zero and 1.5%. Under the terms of the contracts, the bank has the right to cancel the contracts prior to the maturity date.

As of December 31, 2005 and 2004, deposits that resided in banks located in Hong Kong amounted to NT\$2,628,000 thousand and NT\$2,553,360 thousand, respectively; those that resided in banks located in Singapore amounted to NT\$657,000 thousand and NT\$638,340 thousand, respectively.

## 7. PROPERTY, PLANT AND EQUIPMENT

Accumulated depreciation at December 31, 2005 and 2004 consisted of the following:

	<b>2005</b>	<b>2004</b>
Buildings	\$ 42,902,526	\$ 35,546,918

Edgar Filing: TAIWAN SEMICONDUCTOR MANUFACTURING CO LTD - Form 6-K

Machinery and equipment	310,626,317	259,782,721
Office equipment	5,662,986	4,676,562
	\$ 359,191,829	\$ 300,006,201

There was no capitalized interest for the year ended December 31, 2005. Interest expense for the year ended December 31, 2004 was NT\$1,614,847 thousand (before deducting the amount capitalized of NT\$262,109 thousand); the rate used for calculating the capitalized interest was 2.80%.

- 16 -

---

**8. DEFERRED CHARGES, NET**

Deferred charges, net at December 31, 2005 and 2004 consisted of the following:

	<b>2005</b>	<b>2004</b>
Technology license fees	\$ 4,985,806	\$ 6,534,899
Software and system design costs	1,623,276	2,160,636
Other	72,062	149,609
	<b>\$ 6,681,144</b>	<b>\$ 8,845,144</b>

**9. BONDS PAYABLE**

Bonds payable at December 31, 2005 and 2004 consisted of the following:

	<b>2005</b>	<b>2004</b>
Domestic unsecured bonds:		
Issued in December 2000 and repayable in December 2005 and 2007 in two equal payments, 5.25% and 5.36% interest payable annually, respectively	\$ 4,500,000	\$ 15,000,000
Issued in January 2002 and repayable in January 2007, 2009 and 2012 in three equal payments, 2.60%, 2.75% and 3.00% interest payable annually, respectively	15,000,000	15,000,000
	19,500,000	30,000,000
Current portion		(10,500,000)
	<b>\$ 19,500,000</b>	<b>\$ 19,500,000</b>

As of December 31, 2005, future principal repayments for the Company's bonds were as follows:

<b>Year of Repayment</b>	<b>Amount</b>
2007	\$ 7,000,000
2009	8,000,000
2010 and thereafter	4,500,000
	<b>\$ 19,500,000</b>

**10. OTHER LONG-TERM PAYABLES**

Most of the payables resulted from license arrangements related to semiconductor-related patents. Future payments for other long-term payables as of December 31, 2005 were as follows:

<b>Year of Payment</b>	<b>Amount</b>
2006	\$ 869,072
2007	459,900
2008	262,800
2009	262,800

(Continued)





s

<b>Year of Payment</b>	<b>Amount</b>
2010	\$ 262,800
2011 and thereafter	262,800
	2,380,172
Current portion (under accrued expenses and other current liabilities)	(869,072)
	\$ 1,511,100

## 11. PENSION PLAN

The Labor Pension Act (the Act) became effective on July 1, 2005 and the pension mechanism under the Act is deemed a defined contribution plan. The employees who were subject to the Labor Standards Law prior to July 1, 2005 were allowed to choose to be subject to the pension mechanism under the Act or continue to be subject to the pension mechanism under the Labor Standards Law. For those employees who were subject to the Labor Standards Law prior to July 1, 2005 and still work for the same company after July 1, 2005 and have chosen to be subject to the pension mechanism under the Act, their seniority as of July 1, 2005 shall be maintained. The Act prescribes that the rate of contribution by an employer to employees' pension accounts per month shall not be less than 6% of each employee's monthly salary. Pursuant to the Act, the Company has made monthly contributions to employees' pension accounts starting from July 1, 2005, and recognized pension costs of NT\$261,096 thousand for the second half of 2005.

The Company has a defined benefit plan under the Labor Standards Law that provides benefits based on an employee's length of service and average monthly salary for the six-month period prior to retirement. The Company contributes an amount equal to 2% of salaries paid each month to a pension fund (the Fund). The Fund is administered by a pension fund monitoring committee (the Committee) and deposited in the Committee's name in the Central Trust of China.

Pension information on the defined benefit plan is summarized as follows:

a. Components of net periodic pension cost for the year

	<b>2005</b>	<b>2004</b>
Service costs	\$ 468,044	\$ 632,594
Interest costs	163,294	128,315
Projected return on plan assets	(49,627)	(41,925)
Amortization	8,300	8,300
Net periodic pension costs	\$ 590,011	\$ 727,284

b. Reconciliation of the funded status of the plan and accrued pension cost at December 31, 2005 and 2004

	<b>2005</b>	<b>2004</b>
Benefit obligation		
Vested benefit obligation	\$ 62,302	\$ 67,104

Edgar Filing: TAIWAN SEMICONDUCTOR MANUFACTURING CO LTD - Form 6-K

Nonvested benefit obligation	3,356,213	2,704,251
Accumulated benefit obligation	3,418,515	2,771,355
Additional benefits based on future salaries	2,546,186	2,132,721
Projected benefit obligation	5,964,701	4,904,076
Fair value of plan assets	(1,681,365)	(1,447,540)
Funded status	4,283,336	3,456,536
		(Continued)

- 18 -

---

	<b>2005</b>	<b>2004</b>
Unrecognized net transitional obligation	\$ (124,491)	\$ (132,791)
Unrecognized net loss	(697,453)	(222,549)
Accrued pension cost	\$ 3,461,392	\$ 3,101,196
Vested benefits	\$ 67,752	\$ 76,003

## c. Actuarial assumptions

**GAINSCO, INC. AND SUBSIDIARIES**  
Notes to Consolidated Financial Statements  
December 31, 2005, 2004 and 2003

	<b>2005</b>	<b>2004</b>
Discount rated used in determining present values	2.75%	3.25%
Future salary increase rate	3.00%	3.00%
Expected rate of return on plan assets	2.75%	3.25%
d. Contributions to the Fund for the year	\$ 223,654	\$ 226,339
e. Payments from the Fund for the year	\$ 8,419	\$ 1,446

**12. INCOME TAX**

- a. A reconciliation of income tax expense based on income before income tax at statutory rate and current income tax expense before tax credits was as follows:

	<b>2005</b>	<b>2004</b>
Income tax expense based on income before income tax at statutory rate (25%)	\$ 23,454,856	\$ 22,944,646
Tax-exempt income	(12,243,435)	(15,372,913)
Temporary and permanent differences	860,918	2,077,362
Current income tax expense before tax credits	\$ 12,072,339	\$ 9,649,095

- b. Income tax expense (benefit) consisted of the following:

Current income tax expense before tax credits	\$ 12,072,339	\$ 9,649,095
Additional tax at 10% on unappropriated earnings	1,489,709	821,767
Income tax credits	(10,110,561)	(10,470,862)
Other income tax adjustments	71,853	563,876
Net change in deferred income tax assets		
Investment tax credits	2,018,813	(234,690)
Temporary differences	(1,768,265)	(1,034,916)
Adjustment in valuation allowance	(3,529,500)	168,199

Income tax expense (benefit)	\$ 244,388	\$ (537,531)
------------------------------	------------	--------------

c. Net deferred income tax assets consisted of the following:

Current deferred income tax assets		
Investment tax credits	\$ 7,013,000	\$ 8,849,000

(Continued)

- 19 -

---

	<b>2005</b>	<b>2004</b>
Non-current deferred income tax assets, net		
Investment tax credits	\$ 16,852,771	\$ 17,035,584
Temporary differences	(682,270)	(2,450,535)
Valuation allowances	(9,410,546)	(12,940,046)
	<b>\$ 6,759,955</b>	<b>\$ 1,645,003</b>

d. Integrated income tax information:

The balance of the imputation credit account as of December 31, 2005 and 2004 was NT\$20,087 thousand and zero, respectively.

The expected and actual creditable ratios for distribution of earnings of 2005 and 2004 were 0.02% and 0.11%, respectively.

The imputation credit allocated to the shareholders is based on its balance as of the date of dividend distribution. The expected creditable ratio may change when the actual allocation of the imputation credits is made.

e. All earnings generated prior to December 31, 1997 have been appropriated.

f. As of December 31, 2005, investment tax credits consisted of the following:

<b>Law</b>	<b>Item</b>	<b>Total Creditable Amounts</b>	<b>Remaining Creditable Amounts</b>	<b>Expiry Year</b>
Statute for Upgrading Industries	Purchase of machinery and equipment	\$ 134,467	\$	2005
		4,886,421		2006
		4,138,857	4,054,072	2007
		11,001,460	11,001,460	2008
		4,160,396	4,160,396	2009
		<b>\$ 24,321,601</b>	<b>\$ 19,215,928</b>	
Statute for Upgrading Industries	Research and development expenditures	\$ 3,127,586	\$	2005
		1,789,437		2006
		1,382,993	1,382,993	2007
		1,605,567	1,605,567	2008
		1,597,296	1,597,296	2009

		\$ 9,502,879	\$ 4,585,856	
Statute for Upgrading Industries	Personnel training	\$ 29,448	\$	2005
		20,381		2006
		26,780	26,780	2007
		37,207	37,207	2008
		\$ 113,816	\$ 63,987	
Statute for Upgrading Industries	Investments in important technology-based enterprises	\$ 38,036	\$	2005

- g. The profits generated from the following expansion and construction projects are exempt from income tax:

	<b>Tax-Exemption Period</b>
Construction of Fab 8 module B	2002 to 2005
Expansion of Fab 2 modules A and B, Fab 3, Fab 4, Fab 5 and Fab 6	2003 to 2006
Construction of Fab 12	2004 to 2007

- h. The tax authorities have examined income tax returns of the Company through 2001.

### 13. LABOR COST, DEPRECIATION AND AMORTIZATION EXPENSES

	<b>Year Ended December 31, 2005</b>			<b>Year Ended December 31, 2004</b>		
	<b>Classified as Operating Cost of Sales</b>	<b>Classified as Operating Expenses</b>	<b>Total</b>	<b>Classified as Operating Cost of Sales</b>	<b>Classified as Operating Expenses</b>	<b>Total</b>
Labor cost						
Salary	\$ 9,160,576	\$ 3,682,390	\$ 12,842,966	\$ 8,546,255	\$ 4,068,927	\$ 12,615,182
Labor and health insurance	625,744	297,483	923,227	571,853	309,585	881,438
Pension	576,776	274,280	851,056	471,646	255,482	727,128
Meal	429,307	141,259	570,566	391,834	150,297	542,131
Welfare benefit	167,218	95,208	262,426	150,754	90,611	241,365
Other	159,724	44,783	204,507	141,909	207,909	349,818
	\$ 11,119,345	\$ 4,535,403	\$ 15,654,748	\$ 10,274,251	\$ 5,082,811	\$ 15,357,062
Depreciation	\$ 61,576,001	\$ 3,031,796	\$ 64,607,797	\$ 56,001,719	\$ 2,429,967	\$ 58,431,686
Amortization	\$ 1,763,527	\$ 1,603,496	\$ 3,367,023	\$ 2,496,827	\$ 2,137,893	\$ 4,634,720

### 14. SHAREHOLDERS EQUITY

The Company has issued a total of 864,194 thousand ADSs which are traded on the NYSE as of December 31, 2005. The number of common shares represented by the ADSs is 4,320,969 thousand (one ADS represents five common shares).

Capital surplus can only be used to offset a deficit under the Company Law. However, the capital surplus generated from donations and the excess of the issue price over the par value of capital stock (including the stock issued for new capital, mergers, convertible bonds and the surplus from treasury stock transactions) may be appropriated as stock dividends, which are restricted to a certain percentage of the paid-in capital of the Company.

As of December 31, 2005 and 2004, the capital surplus consisted of the following:

<b>2005</b>	<b>2004</b>
-------------	-------------



Edgar Filing: TAIWAN SEMICONDUCTOR MANUFACTURING CO LTD - Form 6-K

From merger	\$ 24,003,546	\$ 24,003,546
Additional paid-in capital	23,254,234	23,051,675
From convertible bonds	9,360,424	9,360,424
From treasury stock transactions	306,868	205
From long-term investments	192,759	121,354
Donations	55	55
	\$ 57,117,886	\$ 56,537,259

- 21 -

---

The Company's Articles of Incorporation as revised on May 10, 2005 provide that, when allocating the net profits for each fiscal year, the Company shall first offset its losses in previous years and then set aside the following items accordingly:

- a. Legal capital reserve at 10% of the net profits left over, until the accumulated legal capital reserve has equaled the Company's paid-in capital;
- b. Special capital reserve in accordance with relevant laws or regulations or as requested by the authorities in charge;
- c. Bonus to directors and supervisors and bonus to employees of the Company equal to not more than 0.3% and not less than 1% of the remainder, respectively. Directors who also serve as executive officers of the Company are not entitled to receive the bonus to directors and supervisors. The Company may issue stock bonuses to employees of an affiliated company meeting the conditions set by the Board of Directors or, by the person duly authorized by the Board of Directors;

d. Any balance left over shall be allocated according to the resolution of the shareholders' meeting.

The Company's Articles of Incorporation also stipulate that profits of the Company may be distributed by way of cash dividend and/or stock dividend. However, distribution of profits shall be made preferably by way of cash dividend. Distribution of profits may also be made by way of stock dividend; provided, however, the ratio for stock dividend shall not exceed 50% of total distribution.

Any appropriations of the net profits are recorded in the financial statement in the year of shareholder approval.

The appropriation for legal capital reserve shall be made until the reserve equals the Company's paid-in capital. The reserve can be used to offset a deficit, or be distributed as dividends and bonuses for the portion in excess of 50% of the paid-in capital if the Company has no unappropriated earnings and the reserve balance has exceeded 50% of the Company's paid-in capital. The Company Law also prescribes that, when the reserve has reached 50% of the Company's paid-in capital, up to 50% of the reserve may be transferred to capital.

A special capital reserve equivalent to the net debit balance of the other components of shareholder's equity (for example, unrealized loss on long-term investments and cumulative translation adjustments, but excluding treasury stock), shall be made from unappropriated earnings pursuant to existing regulations promulgated by the Securities and Futures Bureau (SFB). Any special reserve appropriated may be reversed to the extent that the net debit balance reverses.

The appropriations of earnings for 2004 and 2003 had been approved in the shareholders' meetings held on May 10, 2005 and May 11, 2004, respectively. The appropriations and dividends per share were as follows:

	<b>Appropriation of Earnings</b>		<b>Dividends Per Share (NT\$)</b>	
	<b>For Fiscal</b>	<b>For Fiscal</b>	<b>For</b>	<b>For</b>
	<b>Year 2004</b>	<b>Year 2003</b>	<b>Fiscal Year 2004</b>	<b>Fiscal Year 2003</b>
Legal capital reserve	\$ 8,820,201	\$ 4,725,870		
Special capital reserve	2,226,427	(68,945)		
Employees' profit sharing in cash	3,086,215	681,628		
Employees' profit sharing in stock	3,086,215	2,726,514		

(Continued)

	Appropriation of Earnings		Dividends Per Share (NT\$)	
	For Fiscal	For Fiscal	For	For
	Year 2004	Year 2003	Fiscal Year 2004	Fiscal Year 2003
Cash dividends to preferred shareholders	\$	\$ 184,493	\$	\$ 0.35
Cash dividends to common shareholders	46,504,097	12,159,971	2.00	0.60
Stock dividends to common shareholders	11,626,024	28,373,267	0.50	1.41
Bonus to directors and supervisors	231,466	127,805		
	\$ 75,580,645	\$ 48,910,603		

The amounts of the above appropriations of earnings for 2004 and 2003 are consistent with the resolutions of the meetings of the Board of Directors held on February 22, 2005 and February 17, 2004, respectively. However, the Company Law prescribes that TSMC, as a holder of treasury stock, shall not participate in the appropriation of earnings. Therefore, the actual cash dividend per share and stock dividend per share are slightly more than those in the aforementioned resolutions. If the above bonus to employees, directors and supervisors had been paid entirely in cash and charged against earnings for 2004 and 2003, the after income tax basic earnings per share for the years ended December 31, 2004 and 2003 would have decreased from NT\$3.97 to NT\$3.70 and NT\$2.33 to NT\$2.15, respectively. The shares distributed as a bonus to employees represented 1.33% and 1.35% of the Company's total outstanding common shares as of December 31, 2004 and 2003, respectively.

As of January 12, 2006, the board of directors have not resolved the appropriation for earnings of 2005.

The above information about the appropriations of bonus to employees, directors and supervisors is available at Market Observation Post System website.

Under the Integrated Income Tax System that became effective on January 1, 1998, the R.O.C. resident shareholders are allowed a tax credit for their proportionate share of the income tax paid by the Company on earnings generated since January 1, 1998.

## 15. STOCK-BASED COMPENSATION PLANS

The Company's Employee Stock Option Plans under the 2005 Plan, 2003 Plan and 2002 Plan were approved by the SFB on January 6, 2005, October 29, 2003 and June 25, 2002, respectively. The maximum number of options authorized to be granted under the 2005 Plan, the 2003 Plan and the 2002 Plan was 11,000 thousand, 120,000 thousand and 100,000 thousand, respectively, with each option eligible to subscribe for one common share when exercisable. The options may be granted to qualified employees of the Company or any of its domestic or foreign subsidiaries, in which the Company's shareholding with voting rights, directly or indirectly, is more than fifty percent (50%). The options of all the plans are valid for ten years and exercisable at certain percentages subsequent to the second anniversary of the grant date. Under the terms of the plans, the options are granted at an exercise price equal to the closing price of the Company's common shares listed on the TSE on the grant date.

Options that had never been granted or had been granted and subsequently cancelled under the 2003 Plan and the 2002 Plan were expired as of December 31, 2005.

Information about outstanding stock options for the years ended December 31, 2005 and 2004 was as follows:

	<b>Number of Options (in Thousands)</b>	<b>Weighted- average Exercise Price (NT\$)</b>
Year ended December 31, 2005		
Balance, beginning of year	64,367	\$ 40.5
Options granted	14,864	48.4
Options exercised	(6,837)	39.6
Options cancelled	(4,636)	44.1
Balance, end of year	67,758	42.1
Year ended December 31, 2004		
Balance, beginning of year	49,357	\$ 43.0
Options granted	20,400	47.3
Options exercised	(87)	41.8
Options cancelled	(5,303)	45.9
Balance, end of year	64,367	44.1

The numbers of outstanding options and exercise prices have been adjusted to reflect the appropriations of dividends in accordance with the plans.

As of December 31, 2005, information about outstanding and exercisable options was as follows:

<b>Range of Exercise Price (NT\$)</b>	<b>Options Outstanding</b>			<b>Options Exercisable</b>	
	<b>Number of Options (in Thousands)</b>	<b>Weighted- average Remaining Contractual Life (Years)</b>	<b>Weighted- average Exercise Price (NT\$)</b>	<b>Number of Options (in Thousands)</b>	<b>Weighted- average Exercise Price (NT\$)</b>
\$29.9 - \$42.1	45,787	7.10	\$ 38.73	27,143	\$ 38.59
47.0 - 54.5	21,971	8.82	49.20	327	54.50
	67,758			27,470	

No compensation cost was recognized under the intrinsic value method for the years ended December 31, 2005 and 2004. Had the Company used the fair value based method (based on the Black-Scholes model) to evaluate the options granted after January 1, 2004, the assumptions and pro forma results of the Company for the years ended December 31, 2005 and 2004 would have been as follows:

	<b>2005</b>	<b>2004</b>
Assumptions:		
Expected dividend yield	1.00%-3.44%	1.00%
Expected volatility	43.77%-46.15%	43.77%-46.15%
Risk free interest rate	3.07%-3.85%	3.07%-3.85%
Expected life	5 years	5 years

(Continued)

- 24 -

---

	2005	2004
Net income:		
Net income as reported	\$93,575,035	\$92,316,115
Pro forma net income	93,458,191	92,257,355
Earnings per share (EPS) after income tax (NT\$):		
Basic EPS as reported	\$ 3.79	\$ 3.73
Pro forma basic EPS	3.79	3.73
Diluted EPS as reported	3.79	3.73
Pro forma diluted EPS	3.78	3.73

The estimated weighted average fair value per unit for the options granted during the years ended December 31, 2005 and 2004 was NT\$17.69 and NT\$19.73, respectively.

## 16. TREASURY STOCK (COMMON STOCK)

(Shares in Thousands)

	Beginning Shares	Increase/ Stock Dividends	Disposal	Ending Shares
Year ended December 31, 2005				
Reclassification of parent company stock held by subsidiaries from long-term investment	45,521	2,242	14,825	32,938
Year ended December 31, 2004				
Reclassification of parent company stock held by subsidiaries from long-term investment	40,597	5,676	752	45,521
Repurchase under share buyback plan		124,720	124,720	
	40,597	130,396	125,472	45,521

Proceeds from disposal of treasury stock for the years ended December 31, 2005 and 2004 were NT\$899,489 thousand and NT\$39,906 thousand, respectively. As of December 31, 2005 and 2004, the book value of the treasury stock was NT\$918,075 thousand and NT\$1,595,186 thousand, respectively; the market value was NT\$2,047,126 thousand and NT\$2,241,009 thousand, respectively. The Company's stocks held by its subsidiaries are treated as treasury stock and the holders are entitled to the rights of shareholders, except that starting from June 24, 2005, pursuant to the revised Company Law, the holders are no longer entitled to the right to vote.

The Company held a special meeting of the Board of Directors and approved a share buyback plan to repurchase the Company's common shares listed on the TSE during the period from March 24, 2004 to May 23, 2004. The Company repurchased 124,720 thousand common shares for a total cost of NT\$7,059,798 thousand. All the treasury stock repurchased under the buyback plan was retired on August 16, 2004.

**17. EARNINGS PER SHARE**

EPS is computed as follows:

	Amounts (Numerator)		Number of Shares (Denominator) (in Thousands)	EPS (NT\$)	
	Before Income Tax	After Income Tax		Before Income Tax	After Income Tax
Year ended December 31, 2005					
Basic EPS					
Income available to common shareholders	\$ 93,819,423	\$ 93,575,035	24,679,947	\$ 3.80	\$ 3.79
Effect of dilutive potential common stock stock options			13,165		
Diluted EPS					
Income available to common shareholders (including effect of dilutive potential common stock)	\$ 93,819,423	\$ 93,575,035	24,693,112	\$ 3.80	\$ 3.79
Year ended December 31, 2004					
Basic EPS					
Income available to common shareholders	\$ 91,778,584	\$ 92,316,115	24,717,531	\$ 3.71	\$ 3.73
Effect of dilutive potential common stock stock options			6,484		
Diluted EPS					
Income available to common shareholders (including effect of dilutive potential common stock)	\$ 91,778,584	\$ 92,316,115	24,724,015	\$ 3.71	\$ 3.73

**18. RELATED PARTY TRANSACTIONS**

The Company engages in business transactions with the following related parties:

- a. Industrial Technology Research Institute (ITRI); the chairman of the Company is one of its directors.
- b. Philips, a major shareholder of the Company.
- c. Subsidiaries

TSMC-North America  
TSMC-Europe  
TSMC-Japan  
TSMC-Shanghai

d. Investees

VIS (accounted for using equity method)  
SSMC (accounted for using equity method)  
GUC (with controlling financial interest)

e. Indirect subsidiaries

WaferTech, LLC (WaferTech)  
TSMC Technology, Inc. (TSMC Technology)

f. Indirect investee

VisEra, originally an investee over which the Company has control; starting from November 2005, VisEra became an indirect investee accounted for using the equity method after an investment structuring.

- 26 -

---



Transactions with the aforementioned parties, excluding those disclosed in other notes, are summarized as follows:

	2005		2004	
	Amount	%	Amount	%
For the year				
Sales				
TSMC-North America	\$ 153,618,916	57	\$ 142,271,732	55
Philips	3,298,770	1	5,463,565	2
Others	650,239		466,345	
	\$ 157,567,925	58	\$ 148,201,642	57
Purchases				
WaferTech	\$ 11,137,313	28	\$ 15,203,047	34
SSMC	5,729,672	15	5,869,123	13
VIS	4,142,457	10	9,169,602	21
TSMC-Shanghai	1,405,030	4	12,752	
	\$ 22,414,472	57	\$ 30,254,524	68
Manufacturing expenses technical assistance fee (Note 21a)				
Philips	\$ 581,059		\$ 907,047	1
Marketing expenses commission				
TSMC-Japan	\$ 243,646	18	\$ 253,341	17
TSMC-Europe	221,164	16	202,678	14
	\$ 464,810	34	\$ 456,019	31
General and administrative expense rental expenses GUC	\$ 16,744		\$ 13,186	
Research and development expenses GUC	\$ 19,467		\$ 11,688	
Proceeds from sales of property, plant and equipment				

Edgar Filing: TAIWAN SEMICONDUCTOR MANUFACTURING CO LTD - Form 6-K

VisEra	\$	534,279	52	\$		
TSMC-Shanghai		125,381	13		2,969,347	96
VIS					33,974	1
	\$	659,660	65	\$	3,003,321	97
Non-operating income and gains						
SSMC (primarily for technical service income, Note 21e)	\$	316,243	6	\$	364,505	5
VisEra		308,071	6		28,917	1
VIS (primarily for technical service income, Note 21j)		210,720	4		117,760	2
TSMC-Shanghai		180,234	4			
WaferTech					3,267	
	\$	1,015,268	20	\$	514,449	8

(Continued)

	2005		2004	
	Amount	%	Amount	%
At end of year				
Receivables				
TSMC-North America	\$ 20,407,621	97	\$ 15,476,920	96
Philips	573,565	3	581,487	4
Others	69,418		77,632	
	\$ 21,050,604	100	\$ 16,136,039	100
Other receivables				
TSMC Technology	\$ 972,563	54	\$ 2,880	
VisEra	374,202	21	30,279	2
TSMC-North America	198,505	11	50,044	3
SSMC	149,251	8	63,701	4
VIS	74,457	4	47,599	3
TSMC-Shanghai	28,593	2	1,472,880	88
Others	143			
	\$ 1,797,714	100	\$ 1,667,383	100
Payables				
WaferTech	\$ 1,133,217	35	\$ 913,107	29
Philips	693,956	21	469,494	15
VIS	563,240	17	1,533,938	48
SSMC	485,873	15	207,794	6
TSMC-Shanghai	274,820	9	12,591	
Others	91,091	3	61,566	2
	\$ 3,242,197	100	\$ 3,198,490	100
Other long-term payables				
Philips (Note 21a)	\$ 1,100,475	100	\$ 2,317,972	100
Deferred credits				
TSMC-Shanghai	\$ 641,762	51	\$ 682,530	100
VisEra	186,525	15		
	\$ 828,287	66	\$ 682,530	100

The terms of sales to related parties were not significantly different from those to third parties. For other related party transactions, prices were determined in accordance with related contractual agreements.

The Company deferred the gains (classified under the deferred credits) derived from sales of property, plant and equipment to TSMC-Shanghai and VisEra, and then recognized such gains (classified under the non-operating income and gains) over the depreciable lives of the disposed assets.

- 28 -

---

**19. SIGNIFICANT LONG-TERM LEASES**

The Company leases land from the Science-Based Industrial Park Administration. These operating lease agreements expire on various dates from March 2008 to December 2020 and can be renewed upon their expiration.

As of December 31, 2005, future lease payments were as follows:

<b>Year</b>	<b>Amount</b>
2006	\$ 258,069
2007	248,185
2008	222,450
2009	213,872
2010	166,803
2011 and thereafter	1,103,708
	<b>\$ 2,213,087</b>

**20. SETTLEMENT INCOME**

TSMC, TSMC-North America and WaferTech filed a series of lawsuits in late 2003 and 2004 against Semiconductor Manufacturing International Corporation ( SMIC ), SMIC (Shanghai) and SMIC Americas. The lawsuits alleged that SMIC companies infringed multiple TSMC patents and misappropriated TSMC's trade secrets. These suits were settled out of court on January 30, 2005. As part of the settlement, SMIC shall pay TSMC US\$175 million over six years to resolve TSMC's claims.

**21. SIGNIFICANT COMMITMENTS AND CONTINGENCIES**

The significant commitments and contingencies of the Company as of December 31, 2005 were as follows:

- a. On June 20, 2004, the Company and Philips amended the Technical Cooperation Agreement, which was originally signed on May 12, 1997. The amended Technical Cooperation Agreement is for five years beginning from January 1, 2004. Upon expiration, this amended Technical Cooperation Agreement will be terminated and will not be automatically renewed; however, the patent cross license arrangement between the Company and Philips will survive the expiration of the amended Technical Cooperation Agreement. Under this amended Technical Cooperation Agreement, the Company will pay Philips royalties based on a fixed amount mutually agreed-on, rather than under certain percentage of the Company's annual net sales. The Company and Philips agreed to cross license the patents owned by each party. The Company also obtained through Philips a number of cross patent licenses.
- b. Under a technical cooperation agreement with ITRI, the Company shall reserve and allocate up to 35% of certain of its production capacity for use by the Ministry of Economic Affairs (MOEA) or any other party designated by the MOEA. The term of this agreement is for five years beginning from January 1, 1987 and is automatically renewed for successive periods of five years unless otherwise terminated by either party with one year prior notice. The agreement was automatically renewed in 1992 and 1997 and on January 1, 2002.
- c. Under several foundry agreements, the Company shall reserve a portion of its production capacity for certain major customers that have guarantee deposits with the Company. As of December 31, 2005, the Company had a total of US\$87,660 thousand of guarantee deposits.



- d. Under a Shareholders Agreement entered into with Philips and EDB Investments Pte Ltd. on March 30, 1999, the parties formed a joint venture company, SSMC, for the purpose of constructing an integrated circuit foundry in Singapore. The Company's equity interest in SSMC was 32%. The Company and Philips committed to buy specific percentages of the production capacity of SSMC. The Company and Philips are required, in the aggregate, to purchase up to 70% of SSMC's full capacity, but the Company alone is not required to purchase more than 28% of the annual installed capacity. If any party defaults on the commitment and the capacity utilization of SSMC falls below a specific percentage of its total capacity, the defaulting party is required to compensate SSMC for all related unavoidable costs.
- e. The Company provides technical services to SSMC under a Technology Cooperation Agreement (the Agreement) entered into on May 12, 1999. The Company receives compensation for such services computed at a specific percentage of net selling price of all products sold by SSMC. The Agreement shall remain in force for ten years and may be automatically renewed for successive periods of five years each unless pre-terminated by either party under certain conditions.
- f. Under a Technology Transfer Agreement (TTA) with National Semiconductor Corporation (National) entered into on June 27, 2000, the Company shall receive payments for the licensing of certain technology to National. The agreement was to remain in force for ten years and could be automatically renewed for successive periods of two years thereafter unless either party gives notice for early termination under certain conditions. In January 2003, the Company and National entered into a Termination Agreement whereby the TTA was terminated for convenience. Under the Termination Agreement, the Company will be relieved of any further obligation to transfer any additional technology. In addition, the Company granted National an option to request the transfer of certain technologies under the same terms and conditions as the terminated TTA. The option will expire in January 2008.
- g. Beginning in 2001, the Company entered into several licensing arrangements for certain semiconductor patents. The terms of the contracts vary with payments to be made in the form of royalties. The Company has recorded the related amounts as a liability with the corresponding amounts recorded as deferred charges which are amortized and charged to cost of sales on a straight-line basis over the estimated life of the technology or the term of the contract, whichever is shorter.
- h. In November 2002, the Company entered into an Amended and Restated Joint Technology Cooperation Agreement with Philips, Freescale Semiconductor, Inc. and STMicroelectronics to jointly develop 90-nm to 65-nm advanced CMOS Logic and e-DRAM technologies. The Company also agreed to align 0.12 micron CMOS Logic technology to enhance its foundry business opportunities. The Company will contribute process technologies and share a portion of the costs associated with this joint development project. This agreement expired on December 31, 2005.
- i. In December 2003, the Company entered into a Technology Development and License Agreement with Freescale Semiconductor, Inc. to jointly develop 65-nm SOI (silicon on insulator) technology. The Company will also license related 90-nm SOI technology from Freescale Semiconductor, Inc. Any intellectual properties arising out of the co-development project shall be jointly owned by the parties. In accordance with the agreement, the Company will pay royalties to Freescale Semiconductor, Inc. and will share a portion of the costs associated with the joint development project.
- j. The Company provides a technology transfer to VIS under a Manufacturing License and Technology Transfer Agreement entered into on April 1, 2004. The Company receives compensation for such technology transfer in the form of royalty payments from VIS computed at specific percentages of net selling price of certain products sold by VIS. VIS agreed to reserve its certain capacity to manufacture for the Company certain

products at prices as agreed by the parties.

- k. Amounts available under unused letters of credit as of December 31, 2005 were NT\$6,480 thousand.
- l. The Company provided guarantees on loans amounting to US\$40,000 thousand for TSMC-North America.

- 30 -

---



**22. ADDITIONAL DISCLOSURES**

Following are the additional disclosures required by the SFB for the Company and its investees:

- a. Financing provided: Please see Table 1 attached;
- b. Endorsement/guarantee provided: Please see Table 2 attached;
- c. Marketable securities held: Please see Table 3 attached;
- d. Marketable securities acquired or disposed of at costs or prices of at least NT\$100 million or 20% of the paid-in capital: Please see Table 4 attached;
- e. Acquisition of real estate properties at costs of at least NT\$100 million or 20% of the paid-in capital: None;
- f. Disposal of real estate properties at prices of at least NT\$100 million or 20% of the paid-in capital: None;
- g. Total purchases from or sales to related parties of at least NT\$100 million or 20% of the paid-in capital: Please see Table 5 attached;
- h. Receivable from related parties amounting to at least NT\$100 million or 20% of the paid-in capital: Please see Table 6 attached;
- i. Names, locations, and related information of investees on which the Company exercises significant influence: Please see Table 7 attached;
- j. Financial instrument transactions:
  - 1) Derivative financial instruments

The Company and TSMC-Shanghai entered into derivative financial instrument transactions during the years ended December 31, 2005 and 2004 to manage exposures related to foreign exchange rate and interest rate fluctuations. Certain information on these contracts was as follows:

- a) Outstanding forward exchange contracts as of December 31, 2005 and 2004:
  - i) The Company

	<b>Financial Instruments</b>	<b>Currency</b>	<b>Maturity</b>	<b>Contract Amount (in Thousands)</b>
December 31, 2005				
	Sell	US\$/NT\$	Jan. 2006	US\$ 60,000
December 31, 2004				
	Sell	US\$/NT\$	Jan. 2005 to Mar. 2005	US\$ 733,000
	Sell	US\$/EUR	Jan. 2005	US\$ 159,081

- 31 -

As of December 31, 2005 and 2004, receivables resulted from forward exchange contracts (classified under current assets) aggregated NT\$26,720 thousand, and NT\$392,534 thousand, respectively. As of December 31, 2004, payables resulted from forward exchange contracts (classified under current liabilities) aggregated NT\$559 thousand.

- ii) As of December 31, 2005, TSMC-Shanghai did not have any outstanding forward exchange contract. TSMC-Shanghai did not enter into any derivative financial instrument transaction during the year ended December 31, 2004.
- b) Cross currency swaps

Outstanding cross currency swap contracts as of December 31, 2005 and 2004 were as follows:

<b>Maturity Date</b>	<b>Contract Amount (in Thousands)</b>	<b>Range of Interest Rate Paid</b>	<b>Range of Interest Rate Received</b>
December 31, 2005			
Jan. 2006 to Mar. 2006	US\$ 2,089,000	4.15%-4.54%	0.02%-2.12%
December 31, 2004			
Jan. 2005 to Jun. 2005	US\$ 1,420,000	1.28%-2.72%	0.49%-1.17%

As of December 31, 2005 and 2004, receivables resulted from cross currency swap contracts (classified under current assets) were NT\$1,119,905 thousand and NT\$761,030 thousand, respectively.

- c) Option contracts

As of December 31, 2005, the Company did not have any outstanding foreign currency option contract. The Company did not enter into any foreign currency option contract for the year ended December 31, 2004.

During the years ended December 31, 2005 and 2004, the net exchange gain or loss arising from forward exchange contracts, cross currency swap contracts and foreign currency option contracts was recognized in the foreign exchange gain/loss, net account and the difference in interest was recorded in interest income/expense.

- d) Interest rate swap contracts

The Company rescinded all interest rate swap contracts in the first quarter of 2005 before their original maturities. The rescission loss of NT\$28,295 thousand was recognized in the interest expense account. There was no outstanding contract as of December 31, 2005.

Outstanding contracts as of December 31, 2004 were as follows:

<b>Contract Date</b>	<b>Period</b>	<b>Contract Amount (in Thousands)</b>
Sep. 2003	Sep. 2003 to Dec. 2005	NT\$500,000
Oct. 2003	Oct. 2003 to Dec. 2005	500,000
Oct. 2003	Oct. 2003 to Dec. 2005	500,000
Oct. 2003	Oct. 2003 to Dec. 2005	500,000
Oct. 2003	Oct. 2003 to Dec. 2005	500,000
Nov. 2003	Nov. 2003 to Dec. 2005	500,000

e) Transaction risk

- i) Credit risk. Credit risk represents the positive net settlement amount of those contracts with positive fair values at the balance sheet date. The positive net settlement amount represents the loss to be incurred by the Company if the counter-parties breached the contracts. The banks, which are the counter-parties to the foregoing derivative financial instruments, are reputable financial institutions. Management believes its exposure related to the potential default by those counter-parties is low.
- ii) Market price risk. All derivative financial instruments are intended as hedges for fluctuations in foreign exchange rates and interest rates. Gains or losses from these hedging instruments are likely to be offset by gains or losses from the hedged items. Thus, market price risk is believed to be low.
- iii) Cash flow risk and the amount and period of future cash needs.

As of December 31, 2005, the Company's future cash needs for outstanding forward exchange contracts and cross currency swap contracts were as follows:

<b>Term</b>	<b>Inflow (In Thousands)</b>	<b>Outflow (In Thousands)</b>
Within one year	NT\$71,820,892	US\$ 2,149,000

The Company has sufficient operating capital to meet the above cash needs. In addition, there will be corresponding cash inflow for the cash outflow. Therefore, the cash flow risk is low.

2) Fair values of financial instruments were as follows:

	<b>2005</b>		<b>2004</b>	
	<b>Carrying Amount</b>	<b>Fair Value</b>	<b>Carrying Amount</b>	<b>Fair Value</b>
Non-derivative financial instruments				
Assets				
Short-term investments, net	\$ 47,055,347	\$ 47,055,347	\$ 52,979,095	\$ 52,979,095
Long-term investments (securities with market price)	34,213,151	39,470,482	20,572,150	23,657,754
Liabilities				
Bonds payable (including current portion)	19,500,000	19,924,923	30,000,000	30,607,341

(Continued)



	2005		2004	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Derivative financial instruments				
Assets (liabilities)				
Forward exchange contracts (sell)	\$ 26,720	\$ 28,474	\$ 391,975	\$ 317,090
Cross currency swap contracts	1,119,905	789,903	761,030	760,012
Interest rate swap contracts			4,361	(22,714)

The above financial instruments do not include cash and cash equivalents, receivables, other financial assets, payables, and payable to contractors and equipment suppliers. The carrying amounts of the aforementioned financial instruments reported in the balance sheet approximate their fair values.

The above financial instruments also exclude refundable deposits, guarantee deposits, long-term investments that do not have quoted market prices as well as other long-term payables. The future cash inflow and outflow of the deposits approximate their fair values. Some of the long-term investments do not have quoted market prices; therefore, fair values for those long-term investments are not shown above. The fair value of other long-term payables is determined using the discounted value of expected cash flows, which approximates their carrying amount.

Fair values of financial instruments were determined as follows:

- a) Fair value of short-term and publicly traded long-term investments is based on quoted market prices.
- b) Fair value of bonds payable is based on their quoted market price.
- c) Fair value of derivative financial instruments is the amount receivable from or payable to the counter-party if the contracts were terminated on the balance sheet date.

The fair values of some financial and non-financial instruments were not included in the fair values disclosed above. Accordingly, the sum of the fair values of the financial instruments listed above does not represent the fair value of the Company as a whole.

k. Information on investment in Mainland China

- 1) The name of the investee in mainland China, the main businesses and products, its issued capital, method of investment, information on inflow or outflow of capital, percentage of ownership, equity in the net gain or net loss, ending balance, amount received as dividends from the investee, and the limitation on investment: Please see Table 8 attached.
- 2) Significant direct or indirect transactions with the investee, its prices and terms of payment, unrealized gain or loss, and other related information which is helpful to understand the impact of investment in mainland China on financial statements: Please see Note 18.

## 23. SEGMENT FINANCIAL INFORMATION

a. Industry financial information

The Company operates in one industry. Therefore, the disclosure of industry financial information is not applicable to the Company.

b. Export sales

	<b>Area</b>	<b>2005</b>	<b>2004</b>
Americas		\$ 119,838,520	\$ 113,948,320
Asia and others		101,698,615	91,057,215
Europe		17,937,376	19,084,530
		\$ 239,474,511	\$ 224,090,065

The export sales information is based on amounts billed to customers within the areas.

c. Major customers representing at least 10% of total net sales

The Company only has one customer that accounts for at least 10% of its total net sales in the year ended December 31, 2005. The net sales to such customer amounted to \$29,258,338 thousand and \$25,299,856 thousand in the years ended December 31, 2005 and 2004, representing 11% and 10% of its total net sales, respectively.

**TABLE 1**

**TAIWAN SEMICONDUCTOR MANUFACTURING COMPANY LIMITED AND INVESTEEES  
FINANCING PROVIDED**

**FOR THE YEAR ENDED DECEMBER 31, 2005**

**(Amounts in Thousands of New Taiwan Dollars, Unless Otherwise Specified)**

Financing No.	Name of Company	Maximum Balance for the Period (US\$ in Thousands)	Ending Balance (US\$ in Thousands)	Type of Financing (Note 1)	Reasons for Allowance Bad Debt	Collateral Value	Financing Limit for Each Borrowing Company	Financing Company's Financing Amount Limits (US\$ in Thousands)
1	TSMC Other Development	\$ 1,971,000 US\$ (60,000)	\$ 1,149,750 US\$ (35,000)	1.50%	2	Operating capital	\$ N/A	\$ 32,454,757 (US\$ 987,968) (Note 2)
2	TSMC Other Development	2,628,000 US\$ (80,000)		1.50%	2	Operating capital	N/A	(Note 3)

Note 1: The type No. 2 represents necessary for short-term financing.

Note 2: Not exceeding the issued capital of the Company.

Note 3: Generally not exceeding the issued capital of the Company, unless approved by all members of the board.

**TABLE 2**

**TAIWAN SEMICONDUCTOR MANUFACTURING COMPANY LIMITED  
ENDORSEMENT/GUARANTEE PROVIDED  
FOR THE YEAR ENDED DECEMBER 31, 2005  
(Amounts in Thousands of New Taiwan Dollars, Unless Otherwise Specified)**

No.	Endorsement/ Guarantee Provider	Relationship (Not 2)	Counter-party Limits on Nature Each Counter-party s Maximum	Balance for the Period (US\$ in Thousands)	Ending Balance (US\$ in Thousands)	Value of Collateral Plant and Equipment	Ratio of Accumulated Amount of Collateral to Net Equity of the Latest Financial Statement	Maximum Collateral/Guarantee Amounts Allowable (Note 1)
0	TSMC-North Company	America	2	\$ 1,314,000 (40,000)	\$ 1,314,000 (40,000)	\$	0.29%	\$ 111,407,587
			3	US\$ (60,000)				

Note 1: 25% of the net worth of the Company as of December 31, 2005.



Note 2: The No. 2 represents a subsidiary in which the Company holds directly over 50% of the equity interest.

The No. 3 represents an investee in which the Company holds directly and indirectly over 50% of the equity interest.

**TABLE 3****TAIWAN SEMICONDUCTOR MANUFACTURING COMPANY LIMITED AND INVESTEEES  
MARKETABLE SECURITIES HELD****DECEMBER 31, 2005****(Amounts in Thousands of New Taiwan Dollars, Unless Otherwise Specified)**

Company Name	Marketable Securities Type and Name	Relationship with the Company	Financial Statement Account	Shares/Units (In Thousands)	December 31, 2005	
					Carrying Value (US\$ in thousands)	Market Value (US\$ in thousands)
	<u>Government bonds</u>					
	United States Treas Nts		Short-term investment	US\$	47,516	N/A
	Kreditanstal Fur Wiederaufbau		Short-term investment	US\$	6,881	N/A
	2004 Government Bond Series E		Short-term investment	\$	300,472	N/A
	2002 Government Bond Series B		Long-term investment		355,936	N/A
	2002 Government Bond Series F		Long-term investment		149,441	N/A
	2004 Government Bond Series A		Long-term investment		2,349,973	N/A
	2004 Government Bond Series E		Long-term investment		3,898,610	N/A