

TAIWAN SEMICONDUCTOR MANUFACTURING CO LTD

Form 6-K

May 15, 2015

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 May 2015

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: .)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Taiwan Semiconductor Manufacturing Company Ltd.

Date: May 15, 2015

By /s/ Lora Ho
Lora Ho
Senior Vice President & Chief Financial Officer

Taiwan Semiconductor Manufacturing

Company Limited and Subsidiaries

Consolidated Financial Statements for the

Three Months Ended March 31, 2015 and 2014 and

Independent Accountants' Review Report

INDEPENDENT ACCOUNTANTS' REVIEW REPORT

The Board of Directors and Shareholders

Taiwan Semiconductor Manufacturing Company Limited

We have reviewed the accompanying consolidated balance sheets of Taiwan Semiconductor Manufacturing Company Limited and subsidiaries (the "Company") as of March 31, 2015 and 2014 and the related consolidated statements of comprehensive income, changes in equity and cash flows for the three months ended March 31, 2015 and 2014. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to issue a report on these consolidated financial statements based on our reviews.

We conducted our reviews in accordance with Statement on Auditing Standards No. 36, "Review of Financial Statements," issued by the Auditing Standards Committee of the Accounting Research and Development Foundation of the Republic of China. A review consists principally of applying analytical procedures to financial data and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with auditing standards generally accepted in the Republic of China, the objective of which is the expression of an opinion regarding the consolidated financial statements taken as a whole. Accordingly, we do not express such an opinion.

Based on our reviews, we are not aware of any material modifications that should be made to the consolidated financial statements referred to above for them to be in conformity with the Guidelines Governing the Preparation of Financial Reports by Securities Issuers and International Accounting Standard 34, "Interim Financial Reporting," endorsed by the Financial Supervisory Commission of the Republic of China.

April 24, 2015

Notice to Readers

The accompanying consolidated financial statements are intended only to present the consolidated 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 jurisdictions. The standards, procedures and practices to review such consolidated financial statements are those generally accepted and applied in the Republic of China.

For the convenience of readers, the accountants' review report and the accompanying consolidated 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 accountants' review report and consolidated financial statements shall prevail.

Taiwan Semiconductor Manufacturing Company Limited and Subsidiaries

CONSOLIDATED BALANCE SHEETS

(In Thousands of New Taiwan Dollars)

	March 31, 2015		December 31, 2014		March 31, 2014		January 1, 2014	
	(Reviewed) (Note 3)		(Adjusted and Audited) (Note 3)		(Adjusted and Reviewed) (Note 3)		(Adjusted and Audited) (Note 3)	
	Amount	%	Amount	%	Amount	%	Amount	%
ASSETS								
CURRENT ASSETS								
Cash and cash equivalents (Note 6)	\$ 437,412,411	28	\$ 358,449,029	24	\$ 231,697,295	18	\$ 242,695,447	19
Financial assets at fair value through profit or loss (Note 7)	297,698		192,045		11,425		90,353	
Available-for-sale financial assets (Note 8)	68,204,390	5	73,797,476	5	845,002		760,793	
Held-to-maturity financial assets (Note 9)	13,060,038	1	4,485,593		2,394,178		1,795,949	
Notes and accounts receivable, net (Note 11)	98,529,745	6	114,734,743	8	73,774,054	6	71,649,926	6
Receivables from related parties (Note 32)	592,021		312,955		558,970		291,708	
Other receivables from related parties (Note 32)	162,908		178,625		162,444		221,576	
Inventories (Note 12)	64,599,666	4	66,337,971	5	43,481,269	3	37,494,893	3
Noncurrent assets held for sale (Note 30)			944,208					
Other financial assets (Note 33)	3,946,604		3,476,884		584,364		501,785	
Other current assets (Note 17)	3,688,211		3,656,110		2,381,416		2,984,224	
Total current assets	690,493,692	44	626,565,639	42	355,890,417	27	358,486,654	28
NONCURRENT ASSETS								
					59,284,283	5	58,721,959	5

Available-for-sale
financial assets (Note
8)

Financial assets carried at cost (Note 13)	1,817,677		1,800,542		2,055,075		2,145,591	
Investments accounted for using equity method (Note 14)	30,363,144	2	28,255,737	2	29,512,938	2	28,321,241	2
Property, plant and equipment (Note 15)	813,219,884	52	818,198,801	55	828,011,580	64	792,665,913	63
Intangible assets (Note 16)	13,138,963	1	13,531,510	1	12,113,629	1	11,490,383	1
Deferred income tax assets (Note 4)	6,246,031	1	5,138,782		7,799,443	1	7,145,004	1
Refundable deposits (Note 32)	442,633		356,069		2,560,988		2,519,031	
Other noncurrent assets (Note 17)	1,173,031		1,202,006		1,422,102		1,469,577	
Total noncurrent assets	866,401,363	56	868,483,447	58	942,760,038	73	904,478,699	72
TOTAL	\$ 1,556,895,055	100	\$ 1,495,049,086	100	\$ 1,298,650,455	100	\$ 1,262,965,353	100

LIABILITIES AND EQUITY

CURRENT LIABILITIES

Short-term loans (Note 18)	\$ 18,683,595	1	\$ 36,158,520	2	\$ 24,843,645	2	\$ 15,645,000	1
Financial liabilities at fair value through profit or loss (Note 7)	64,929		486,214		188,535		33,750	
Hedging derivative financial liabilities (Note 10)	11,627,838	1	16,364,241	1				
Accounts payable	18,595,310	1	21,878,934	2	15,380,651	1	14,670,260	1
Payables to related parties (Note 32)	1,609,613		1,491,490		1,330,050		1,688,456	
Salary and bonus payable	8,032,667	1	10,573,922	1	6,107,014	1	8,330,956	1
Accrued profit sharing to employees and bonus to directors and supervisors (Note 22)	23,436,465	1	18,052,820	1	16,018,761	1	12,738,801	1
Payables to contractors and equipment suppliers	27,372,814	2	26,980,408	2	53,461,455	4	89,810,160	7
Income tax payable (Note 4)	38,954,401	2	28,616,574	2	28,433,542	2	22,563,286	2
Provisions (Note 19)	8,130,817	1	10,445,452	1	9,964,997	1	7,603,781	1

Liabilities directly associated with noncurrent assets held for sale (Note 30)			219,043					
Accrued expenses and other current liabilities (Note 21)	31,056,696	2	29,746,011	2	18,668,514	2	16,693,484	1
Total current liabilities	187,565,145	12	201,013,629	14	174,397,164	14	189,777,934	15
NONCURRENT LIABILITIES								
Hedging derivative financial liabilities (Note 10)					5,279,032		5,481,616	
Bonds payable (Note 20)	213,208,771	14	213,673,818	14	211,798,101	16	210,767,625	17
Long-term bank loans	40,000		40,000		40,000		40,000	
Deferred income tax liabilities (Note 4)	159,538		199,750					
Obligations under finance leases	799,612		802,108		783,275		776,230	
Net defined benefit liability (Note 4)	6,553,652		6,567,782		6,793,685	1	6,801,663	1
Guarantee deposits (Note 21)	23,715,049	2	25,538,475	2	154,505		151,660	
Others (Note 19)	937,535		885,192		711,901		694,901	
Total noncurrent liabilities	245,414,157	16	247,707,125	16	225,560,499	17	224,713,695	18
Total liabilities	432,979,302	28	448,720,754	30	399,957,663	31	414,491,629	33
EQUITY ATTRIBUTABLE TO SHAREHOLDERS OF THE PARENT								
Capital stock (Note 22)	259,303,020	17	259,296,624	17	259,291,239	20	259,286,171	21
Capital surplus (Note 22)	56,274,436	4	55,989,922	4	55,835,280	4	55,858,626	4
Retained earnings (Note 22)								
Appropriated as legal capital reserve	151,250,682	10	151,250,682	10	132,436,003	10	132,436,003	11
Appropriated as special capital reserve					2,785,741	1	2,785,741	
Unappropriated earnings	632,904,503	40	553,914,592	37	431,536,961	33	383,670,168	30

	784,155,185	50	705,165,274	47	566,758,705	44	518,891,912	41
Others (Note 22)	24,110,858	1	25,749,291	2	16,583,227	1	14,170,306	1
Equity attributable to shareholders of the parent	1,123,843,499	72	1,046,201,111	70	898,468,451	69	848,207,015	67
NONCONTROLLING INTERESTS (Note 22)	72,254		127,221		224,341		266,709	
Total equity	1,123,915,753	72	1,046,328,332	70	898,692,792	69	848,473,724	67
TOTAL	\$ 1,556,895,055	100	\$ 1,495,049,086	100	\$ 1,298,650,455	100	\$ 1,262,965,353	100

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

Taiwan Semiconductor Manufacturing Company Limited and Subsidiaries

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(In Thousands of New Taiwan Dollars, Except Earnings Per Share)

(Reviewed, Not Audited)

	Three Months Ended March 31			
	2015 (Note 3)		2014 (Adjusted) (Note 3)	
	Amount	%	Amount	%
NET REVENUE (Notes 24, 32 and 37)	\$ 222,034,144	100	\$ 148,215,172	100
COST OF REVENUE (Notes 12, 29 and 32)	112,585,333	51	77,839,185	53
GROSS PROFIT BEFORE REALIZED (UNREALIZED)				
GROSS PROFIT ON SALES TO ASSOCIATES	109,448,811	49	70,375,987	47
REALIZED (UNREALIZED) GROSS PROFIT ON SALES TO ASSOCIATES	(19,547)		21,017	
GROSS PROFIT	109,429,264	49	70,397,004	47
OPERATING EXPENSES (Notes 29 and 32)				
Research and development	16,781,463	7	12,067,892	8
General and administrative	4,366,053	2	4,655,977	3
Marketing	1,390,996	1	1,152,780	1
Total operating expenses	22,538,512	10	17,876,649	12
OTHER OPERATING INCOME AND EXPENSES, NET (Note 29)	(264,629)		(2,741)	
INCOME FROM OPERATIONS (Note 37)	86,626,123	39	52,517,614	35
NON-OPERATING INCOME AND EXPENSES				
Share of profits of associates and joint venture	1,134,649	1	955,609	1
Other income	881,782		613,699	
Foreign exchange gain (loss), net (Note 36)	48,183		(36,401)	
Finance costs (Note 25)	(793,942)		(796,580)	
Other gains and losses (Note 26)	362,185		43,384	
Total non-operating income and expenses	1,632,857	1	779,711	1
INCOME BEFORE INCOME TAX	88,258,980	40	53,297,325	36
INCOME TAX EXPENSE (Notes 4 and 27)	9,275,072	4	5,455,495	4

NET INCOME	78,983,908	36	47,841,830	32
------------	------------	----	------------	----

(Continued)

- 3 -

	the Parent		the Parent	
EARNINGS PER SHARE (NT\$, Note 28)				
Basic earnings per share	\$	3.05	\$	1.85
Diluted earnings per share	\$	3.05	\$	1.85

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

(Concluded)

Taiwan Semiconductor Manufacturing Company Limited and Subsidiaries
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY**(In Thousands of New Taiwan Dollars)****(Reviewed, Not Audited)**

Equity Attributable to Shareholders of the Parent									
Retained Earnings					Foreign Currency	Others Unrealized Gain/Loss from Available-			
Capital Surplus	Legal Capital Reserve	Special Capital Reserve	Unappropriated Earnings	Total	Translation Reserve	for-sale Financial Assets	Cash Flow Hedges Reserve	Total	
\$ 55,989,922	\$ 151,250,682	\$	\$ 553,261,982	\$ 704,512,664	\$ 4,502,113	\$ 21,247,483	\$ (305)	\$ 25,749,291	\$
			652,610	652,610					
55,989,922	151,250,682		553,914,592	705,165,274	4,502,113	21,247,483	(305)	25,749,291	
			78,989,911	78,989,911					
						(2,258,112)	619,879	(200)	(1,638,433)
			78,989,911	78,989,911	(2,258,112)	619,879	(200)	(1,638,433)	

23,793

261,752

(1,031)

\$ 56,274,436	\$ 151,250,682	\$	\$ 632,904,503	\$ 784,155,185	\$ 2,244,001	\$ 21,867,362	\$ (505)	\$ 24,110,858	\$
---------------	----------------	----	----------------	----------------	--------------	---------------	----------	---------------	----

\$ 55,858,626	\$ 132,436,003	\$ 2,785,741	\$ 382,971,408	\$ 518,193,152	\$ (7,140,362)	\$ 21,310,781	\$ (113)	\$ 14,170,306	\$
---------------	----------------	--------------	----------------	----------------	----------------	---------------	----------	---------------	----

	698,760	698,760
--	---------	---------

55,858,626	132,436,003	2,785,741	383,670,168	518,891,912	(7,140,362)	21,310,781	(113)	14,170,306
------------	-------------	-----------	-------------	-------------	-------------	------------	-------	------------

	47,866,793	47,866,793
--	------------	------------

				2,807,924	(395,098)	95	2,412,921
--	--	--	--	-----------	-----------	----	-----------

47,866,793	47,866,793	2,807,924	(395,098)	95	2,412,921
------------	------------	-----------	-----------	----	-----------

17,235

(29,636)

(10,945)

\$ 55,835,280	\$ 132,436,003	\$ 2,785,741	\$ 431,536,961	\$ 566,758,705	\$ (4,332,438)	\$ 20,915,683	\$ (18)	\$ 16,583,227	\$
---------------	----------------	--------------	----------------	----------------	----------------	---------------	---------	---------------	----

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

Taiwan Semiconductor Manufacturing Company Limited and Subsidiaries

CONSOLIDATED STATEMENTS OF CASH FLOWS

(In Thousands of New Taiwan Dollars)

(Reviewed, Not Audited)

	Three Months Ended March 31 2014	
	2015	(Adjusted)
CASH FLOWS FROM OPERATING ACTIVITIES		
Income before income tax	\$ 88,258,980	\$ 53,297,325
Adjustments for:		
Depreciation expense	54,706,227	40,985,942
Amortization expense	771,769	636,435
Finance costs	793,942	796,580
Share of profits of associates and joint venture	(1,134,649)	(955,609)
Interest income	(881,782)	(613,699)
Loss (gain) on disposal of property, plant and equipment and intangible assets, net	4,081	(497)
Gain on disposal of available-for-sale financial assets, net	(2,961)	(20,987)
Gain on disposal of financial assets carried at cost, net	(42,243)	(23,758)
Unrealized (realized) gross profit on sales to associates	19,547	(21,017)
Loss (gain) on foreign exchange, net	(1,054,551)	2,665,824
Gain from hedging instruments	(4,592,076)	(325,678)
Loss arising from changes in fair value of available-for-sale financial assets in hedge effective portion	4,602,284	327,961
Changes in operating assets and liabilities:		
Derivative financial instruments	(526,938)	233,713
Notes and accounts receivable, net	16,205,075	(2,124,198)
Receivables from related parties	(279,066)	(267,262)
Other receivables from related parties	15,717	4,415
Inventories	1,738,305	(5,986,376)
Other financial assets	(425,720)	(28,952)
Other current assets	(32,060)	615,697
Accounts payable	(2,573,738)	722,298
Payables to related parties	118,123	(358,406)
Salary and bonus payable	(2,541,255)	(2,223,942)
Accrued profit sharing to employees and bonus to directors and supervisors	5,383,645	3,279,960
Accrued expenses and other current liabilities	(82,857)	2,073,184
Provisions	(2,314,512)	2,359,196
Net defined benefit liability	(14,130)	(7,978)

Cash generated from operations	156,119,157	95,040,171
Income taxes paid	(118,496)	(179,230)
Net cash generated by operating activities	156,000,661	94,860,941

CASH FLOWS FROM INVESTING ACTIVITIES

Acquisitions of:		
Available-for-sale financial assets		(5,181)
Financial assets carried at cost	(31,533)	(3,782)
Held-to-maturity financial assets	(9,372,767)	(1,396,723)

(Continued)

Taiwan Semiconductor Manufacturing Company Limited and Subsidiaries

CONSOLIDATED STATEMENTS OF CASH FLOWS

(In Thousands of New Taiwan Dollars)

(Reviewed, Not Audited)

	Three Months Ended March 31 2014	
	2015	(Adjusted)
Property, plant and equipment	\$ (48,875,682)	\$ (114,905,317)
Intangible assets	(1,151,372)	(1,178,194)
Proceeds from disposal or redemption of:		
Available-for-sale financial assets	36,021	62,843
Held-to-maturity financial assets	800,000	800,000
Financial assets carried at cost	9,125	28,533
Property, plant and equipment	30,161	55,255
Cash received from other long-term receivables		78,060
Interest received	874,723	596,277
Refundable deposits paid	(189,442)	(7,869)
Refundable deposits refunded	101,714	16,506
Net cash inflow from disposal of subsidiary (Note 30)	601,047	
Net cash used in investing activities	(57,168,005)	(115,859,592)
CASH FLOWS FROM FINANCING ACTIVITIES		
Increase (decrease) in short-term loans	(17,341,135)	8,819,028
Interest paid	(861,616)	(863,834)
Guarantee deposits received	176,072	3,744
Guarantee deposits refunded	(174,920)	(1,443)
Proceeds from exercise of employee stock options	30,189	22,303
Decrease in noncontrolling interests	(179)	(29,574)
Net cash generated by (used in) financing activities	(18,171,589)	7,950,224
EFFECT OF EXCHANGE RATE CHANGES ON CASH AND CASH EQUIVALENTS	(1,779,163)	2,050,275
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	78,881,904	(10,998,152)
CASH AND CASH EQUIVALENTS INCLUDED IN NONCURRENT ASSETS HELD FOR SALE, BEGINNING OF PERIOD	81,478	
CASH AND CASH EQUIVALENT ON CONSOLIDATED BALANCE SHEET, BEGINNING OF PERIOD	358,449,029	242,695,447
CASH AND CASH EQUIVALENTS, END OF PERIOD	\$ 437,412,411	\$ 231,697,295

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

(Concluded)

- 7 -

Taiwan Semiconductor Manufacturing Company Limited and Subsidiaries

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

FOR THE THREE MONTHS ENDED MARCH 31, 2015 and 2014

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

(Reviewed, Not Audited)

1. GENERAL

Taiwan Semiconductor Manufacturing Company Limited (TSMC), a Republic of China (R.O.C.) corporation, was incorporated on February 21, 1987. TSMC is a dedicated foundry in the semiconductor industry which engages mainly in the manufacturing, selling, packaging, testing and computer-aided design of integrated circuits and other semiconductor devices and the manufacturing of masks.

On September 5, 1994, TSMC's shares were listed on the Taiwan Stock Exchange (TWSE). 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 address of its registered office and principal place of business is No. 8, Li-Hsin Rd. 6, Hsinchu Science Park, Taiwan. The principal operating activities and operating segments information of TSMC and its subsidiaries (collectively as the Company) are described in Notes 4 and 37.

2. THE AUTHORIZATION OF FINANCIAL STATEMENTS

The accompanying consolidated financial statements were reported to the Board of Directors and issued on April 24, 2015.

3. APPLICATION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS

- a. Initial application of the amendments to the Guidelines Governing the Preparation of Financial Reports by Securities Issuers and the 2013 version of the International Financial Reporting Standards, International Accounting Standards (IASs), Interpretations of International Financial Reporting Standards (IFRIC), and Interpretations of IASs (SIC) (collectively, IFRSs) endorsed by the Financial Supervisory Commission (FSC) (collectively, 2013 Taiwan-IFRSs version)

According to Rule No. 1030029342 and Rule No. 1030010325 issued by the FSC, the 2013 Taiwan-IFRSs version and the related amendments to the Guidelines Governing the Preparation of Financial Reports by Securities Issuers should be adopted by the Company starting 2015.

The Company believes that as a result of the adoption of aforementioned 2013 Taiwan-IFRSs version and the related amendments to the Guidelines Governing the Preparation of Financial Reports by Securities Issuers, the following items have impacted the Company's consolidated financial statements.

1) IFRS 12, Disclosure of Interests in Other Entities

IFRS 12 is a new disclosure standard and is applicable to entities that have interests in subsidiaries, joint arrangements, associates and/or unconsolidated structured entities. In general, the disclosure requirements in IFRS 12 for the Company's annual consolidated financial statements are more extensive than in the previous standards.

- 8 -

2) IFRS 13, Fair Value Measurement

IFRS 13 establishes a single source of guidance for fair value measurements and disclosures about fair value measurements. It defines fair value, establishes a framework for measuring fair value, and requires disclosures about fair value measurements. The disclosure requirements in IFRS 13 are more extensive than those required in the current standards. For example, quantitative and qualitative disclosures based on the three-level fair value hierarchy currently required for financial instruments only are extended by IFRS 13 to cover all assets and liabilities within its scope.

The measurement requirements of IFRS 13 shall be applied prospectively from January 1, 2015. Please refer to Note 31 for related disclosures.

3) Amendments to IAS 1, Presentation of Items of Other Comprehensive Income

According to the amendments to IAS 1, the items of other comprehensive income will be grouped into two categories: (a) items that may not be reclassified subsequently to profit or loss; and (b) items that may be reclassified subsequently to profit or loss when specific conditions are met. In addition, income tax on items of other comprehensive income is also required to be allocated on the same basis.

The items that may not be reclassified subsequently to profit or loss include actuarial gains or losses from defined benefit plans, the share of actuarial gains or losses from defined benefit plans of associates and joint venture as well as the related income tax on such items. Items that may be reclassified subsequently to profit or loss include exchange differences arising on translation of foreign operations, changes in fair value of available-for-sale financial assets, cash flow hedges, the share of other comprehensive income of associates and joint venture as well as the related income tax on items of other comprehensive income.

4) Amendments to IAS 19, Employee Benefits

The amendments to IAS 19 require the Company to calculate a net interest amount by applying the discount rate to the net defined benefit liability or asset to replace the interest cost and expected return on planned assets used in current IAS 19. In addition, the amendments eliminate the accounting treatment of either corridor approach or the immediate recognition of actuarial gains and losses to profit or loss when it incurs, and instead, require to recognize all actuarial gains and losses immediately through other comprehensive income. The past service cost, on the other hand, will be expensed immediately when it incurs and no longer be amortized over the average period before vested on a straight-line basis. In addition, the amendments also require a broader disclosure in defined benefit plans.

The impact on the current period is summarized as follows:

	March 31,
Impact on Assets, Liabilities and Equity	2015
Increase in investments accounted for using equity method	\$ 167
Increase in deferred income tax assets	687
Increase in assets	\$ 854

- 9 -

	March 31,
Impact on Assets, Liabilities and Equity	2015
Increase in net defined benefit liability	\$ 5,723
Increase in liabilities	\$ 5,723
Decrease in retained earnings	\$ (4,869)
Decrease in equity	\$ (4,869)

(Concluded)

	Three Months Ended
Impact on Total Comprehensive Income	March 31, 2015
Increase in cost of revenue	\$ (3,687)
Increase in operating expense	(2,036)
Increase in share of profit of associate and joint venture	167
Decrease in income tax expense	687
Decrease in net income and other comprehensive income attributable to shareholders of the parent	\$ (4,869)

The impact on the prior reporting periods is summarized as follows:

Impact on Assets, Liabilities and Equity	As Originally Stated	Adjustments Arising from Initial Application	Adjusted
<u>December 31, 2014</u>			
Noncurrent assets held for sale	\$ 945,356	\$ (1,148)	\$ 944,208
Investments accounted for using equity method	28,251,002	4,735	28,255,737
Deferred income tax assets	5,227,128	(88,346)	5,138,782
Total effect on assets		\$ (84,759)	
Liabilities directly associated with noncurrent assets held for sale	220,191	\$ (1,148)	219,043
Net defined benefit liability	7,303,978	(736,196)	6,567,782
Total effect on liabilities		\$ (737,344)	
Retained earnings	704,512,664	\$ 652,610	705,165,274

Noncontrolling interests	127,246	(25)	127,221
Total effect on equity	\$ 652,585		

(Continued)

- 10 -

Impact on Assets, Liabilities and Equity	As Originally Stated	Adjustments Arising from Initial Application	Adjusted
<u>March 31, 2014</u>			
Investments accounted for using the equity method	\$ 29,507,728	\$ 5,210	\$ 29,512,938
Deferred income tax assets	7,893,479	(94,036)	7,799,443
Total effect on assets		\$ (88,826)	
Net defined benefit liability	7,577,202	\$ (783,517)	6,793,685
Total effect on liabilities		\$ (783,517)	
Retained earnings	566,063,897	\$ 694,808	566,758,705
Noncontrolling interests	224,458	(117)	224,341
Total effect on equity		\$ 694,691	
<u>January 1, 2014</u>			
Investments accounted for using the equity method	28,316,260	\$ 4,981	28,321,241
Deferred income tax assets	7,239,609	(94,605)	7,145,004
Total effect on assets		\$ (89,624)	
Net defined benefit liability	7,589,926	\$ (788,263)	6,801,663
Total effect on liabilities		\$ (788,263)	
Retained earnings	518,193,152	\$ 698,760	518,891,912
Noncontrolling interests	266,830	(121)	266,709
Total effect on equity		\$ 698,639	
<u>Three months ended March 31, 2014</u>			
Cost of revenue	(77,836,093)	\$ (3,092)	(77,839,185)
Operating expense	(17,874,995)	(1,654)	(17,876,649)
Share of the profit or loss of associates and joint ventures	955,380	229	955,609
Income tax expense	(5,456,064)	569	(5,455,495)
Impact on net income for the period		\$ (3,948)	

(Continued)

Impact on Total Comprehensive Income	As Originally Stated	Adjustments Arising from Initial Application	Adjusted
Impact on net income attributable to:			
Shareholders of the parent	\$ 47,870,745	\$ (3,952)	\$ 47,866,793
Noncontrolling interests	(24,967)	4	(24,963)
	\$ 47,845,778	\$ (3,948)	\$ 47,841,830
Impact on total comprehensive income attributable to:			
Shareholders of the parent	\$ 50,283,666	\$ (3,952)	\$ 50,279,714
Noncontrolling interests	(23,743)	4	(23,739)
	\$ 50,259,923	\$ (3,948)	\$ 50,255,975

(Concluded)

b. The IFRSs issued by IASB but not endorsed by FSC

The Company has not applied the following IFRSs issued by the IASB but not endorsed by the FSC. As of the date that the consolidated financial statements were issued, the initial adoption to the following standards and interpretations is still subject to the effective date to be published by the FSC.

New, Revised or Amended Standards and Interpretations	Effective Date Issued by IASB (Note 1)
Annual Improvements to IFRSs 2010 - 2012 Cycle	July 1, 2014 or transactions on or after July 1, 2014
Annual Improvements to IFRSs 2011 - 2013 Cycle	July 1, 2014
Annual Improvements to IFRSs 2012 - 2014 Cycle	January 1, 2016 (Note 2)
IFRS 9 Financial Instruments	January 1, 2018
Amendments to IFRS 9 and IFRS 7 Mandatory Effective Date of IFRS 9 and Transition Disclosure	January 1, 2018
Amendments to IFRS 10 and IAS 28 Sale or Contribution of Assets between an Investor and its Associate or Joint Venture	Prospectively applicable to transactions beginning on or after January 1, 2016
Amendments to IFRS 10, IFRS 12 and IAS 28 Investment Entities: Applying the Consolidation Exception	January 1, 2016
Amendment to IFRS 11 Accounting for Acquisitions of Interests in Joint Operations	January 1, 2016
IFRS 15 Revenue from Contracts with Customers	January 1, 2017
Amendment to IAS 1 Disclosure Initiative	January 1, 2016
Amendments to IAS 16 and IAS 38: Clarification of Acceptable Methods of Depreciation and Amortization	January 1, 2016
Amendment to IAS 19 Defined Benefit Plans: Employee Contributions	July 1, 2014
Amendment to IAS 27 Equity Method in Separate Financial Statements	January 1, 2016

Amendment to IAS 36 Recoverable Amount Disclosures for Non-Financial
Assets

January 1, 2014

Amendment to IAS 39 Novation of Derivatives and Continuation of Hedge
Accounting

January 1, 2014

- 12 -

Note 1: The aforementioned new, revised or amended standards or interpretations are effective after fiscal year beginning on or after the effective dates, unless specified otherwise.

Note 2: The amendment to IFRS 5 is applied prospectively to changes in a method of disposal that occur in annual periods beginning on or after January 1, 2016; the remaining amendments are effective for annual periods beginning on or after January 1, 2016.

Except for the following, the initial application of the above new standards and interpretations has not had any material impact on the Company's accounting policies:

1) IFRS 9, Financial Instruments

All recognized financial assets currently in the scope of IAS 39, Financial Instruments: Recognition and Measurement, will be subsequently measured at either the amortized cost or the fair value. The classification and measurement requirements in IFRS 9 are stated as follows:

For the debt instruments invested by the Company, if the contractual cash flows that are solely for payments of principal and interest on the principal amount outstanding, the classification and measurement requirements are stated as follows:

- a) If the objective of the Company's business model is to hold the financial asset to collect the contractual cash flows, such assets are measured at the amortized cost. Interest revenue should be recognized in profit or loss by using the effective interest method, continuously assessed for impairment and the impairment loss or reversal of impairment loss should be recognized in profit and loss.
- b) If the objective of the Company's business model is to hold the financial asset both to collect the contractual cash flows and to sell the financial assets, such assets are measured at fair value through other comprehensive income and are continuously assessed for impairment. Interest revenue should be recognized in profit or loss by using the effective interest method. A gain or loss on a financial asset measured at fair value through other comprehensive income should be recognized in other comprehensive income, except for impairment gains or losses and foreign exchange gains and losses. When such financial asset is derecognized or reclassified, the cumulative gain or loss previously recognized in other comprehensive income is reclassified from equity to profit or loss.

The other financial assets which do not meet the aforementioned criteria should be measured at the fair value through profit or loss. However, the Company may irrevocably designate an investment in equity instruments that is not held for trading as measured at fair value through other comprehensive income. All relevant gains and losses shall be recognized in other comprehensive income, except for dividends which are recognized in profit or loss. No subsequent impairment assessment is required, and the cumulative gain or loss previously recognized in other comprehensive income cannot be reclassified from equity to profit or loss.

IFRS 9 adds a new expected loss impairment model to measure the impairment of financial assets. A loss allowance for expected credit losses should be recognized on financial assets measured at amortized cost and financial assets mandatorily measured at fair value through other comprehensive income. If the credit risk on a financial instrument has not increased significantly since initial recognition, the Company should measure the loss allowance for that financial instrument at an amount equal to 12-month expected credit losses. If the credit risk on a financial instrument has increased significantly since initial recognition and is not deemed to be a low credit risk, the Company should measure the loss allowance for that financial instrument at an amount equal to the lifetime expected credit losses. The Company should always measure the loss allowance at an amount equal to lifetime expected credit losses for trade

receivables.

- 13 -

The main change in IFRS 9 is the increase of the eligibility of hedge accounting. It allows reporters to reflect risk management activities in the financial statements more closely as it provides more opportunities to apply hedge accounting. A fundamental difference to IAS 39 is that IFRS 9 (a) increases the scope of hedged items eligible for hedge accounting. For example, the risk components of non-financial items may be designated as hedging accounting; (b) revises a new way to account for the gain or loss recognition arising from hedging derivative financial instruments, which results in a less volatility in profit or loss; and (c) is necessary for there to be an economic relationship between the hedged item and hedging instrument instead of performing the retrospective hedge effectiveness testing.

2) IFRS 15, Revenue from Contracts with Customers

IFRS 15 establishes principles for recognizing revenue that apply to all contracts with customers, and will supersede IAS 18, Revenue, IAS 11, Construction Contracts, and a number of revenue-related interpretations.

When applying IFRS 15, the Company shall recognize revenue by applying the following steps:

Identify the contract with the customer;

Identify the performance obligations in the contract;

Determine the transaction price;

Allocate the transaction price to the performance obligations in the contracts; and

Recognize revenue when the entity satisfies a performance obligation.

When IFRS 15 is effective, the Company may elect to apply this Standard either retrospectively to each prior reporting period presented or retrospectively with the cumulative effect of initially applying this Standard recognized at the date of initial application.

3) Amendments to IAS 36, Recoverable Amount Disclosures for Non-Financial Assets

The amendments to IAS 36 clarify that the Company is only required to disclose the recoverable amount in the period of impairment accrual or reversal. Moreover, if the recoverable amount of impaired assets is based on fair value less costs of disposal, the Company should also disclose the discount rate used. The Company expects the aforementioned amendments will result in a broader disclosure of recoverable amount for non-financial assets.

Except for the aforementioned impact, as of the date that the accompanying consolidated financial statements were issued, the Company continues in evaluating the impact on its financial position and financial performance as a result of the initial adoption of the other standards or interpretations. The related impact will be disclosed when the Company completes the evaluation.

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Except for the following, the accounting policies applied in these consolidated financial statements are consistent with those applied in the consolidated financial statements for the year ended December 31, 2014.

For the convenience of readers, the accompanying consolidated 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 consolidated financial statements shall prevail.

Statement of Compliance

The accompanying consolidated financial statements have been prepared in conformity with the Guidelines Governing the Preparation of Financial Reports by Securities Issuers and IAS 34, Interim Financial Reporting, endorsed by the FSC. The consolidated financial statements do not present all the disclosures required for a complete set of annual consolidated financial statements prepared under Taiwan-IFRSs.

Basis of Consolidation

The basis for the consolidated financial statements

The basis for the consolidated financial statements applied in these consolidated financial statements is consistent with those applied in the consolidated financial statements for the year ended December 31, 2014.

The subsidiaries in the consolidated financial statements

The detail information of the subsidiaries at the end of reporting period was as follows:

Name of Investor	Name of Investee	Main Businesses and Products	Establishment and Operating Location	Percentage of Ownership			Note
				March 31, 2015	December 31, 2014	March 31, 2014	
TSMC	TSMC North America	Selling and marketing of integrated circuits and semiconductor devices	San Jose, California, U.S.A.	100%	100%	100%	
	TSMC Japan Limited (TSMC Japan)	Marketing activities	Yokohama, Japan	100%	100%	100%	a)
	TSMC Partners, Ltd. (TSMC Partners)	Investing in companies involved in the design, manufacture, and other related business in the semiconductor industry	Tortola, British Virgin Islands	100%	100%	100%	a)
	TSMC Korea Limited (TSMC Korea)	Customer service and technical supporting activities	Seoul, Korea	100%	100%	100%	a)
	TSMC Europe B.V. (TSMC Europe)	Marketing and engineering supporting	Amsterdam, the Netherlands	100%	100%	100%	a)

		activities					
	TSMC Global, Ltd. (TSMC Global)	Investment activities	Tortola, British Virgin Islands	100%	100%	100%	
	TSMC China Company Limited (TSMC China)	Manufacturing and selling of integrated circuits at the order of and pursuant to product design specifications provided by customers	Shanghai, China	100%	100%	100%	
	VentureTech Alliance Fund III, L.P. (VTAF III)	Investing in new start-up technology companies	Cayman Islands	98%	98%	50%	a), b)
	VentureTech Alliance Fund II, L.P. (VTAF II)	Investing in new start-up technology companies	Cayman Islands	98%	98%	98%	a)
	Emerging Alliance Fund, L.P. (Emerging Alliance)	Investing in new start-up technology companies	Cayman Islands	99.5%	99.5%	99.5%	a)
	TSMC Solid State Lighting Ltd. (TSMC SSL)	Engaged in researching, developing, designing, manufacturing and selling solid state lighting devices and related applications products and systems	Hsin-Chu, Taiwan		92%	92%	c)
	TSMC Solar Ltd. (TSMC Solar)	Engaged in researching, developing, designing, manufacturing and selling renewable energy and saving related technologies and products	Tai-Chung, Taiwan	99%	99%	99%	TSMC and TSMC GN aggregately have a 99% controlling interest of in TSMC Solar.
	TSMC Guang Neng Investment, Ltd. (TSMC GN)	Investment activities	Taipei, Taiwan	100%	100%	100%	a)
TSMC Partners	TSMC Design Technology	Engineering support activities	Ontario, Canada	100%	100%	100%	a)

Canada Inc. (TSMC Canada)							
TSMC Technology, Inc. (TSMC Technology)	Engineering support activities	Delaware, U.S.A.	100%	100%	100%	a)	
TSMC Development, Inc. (TSMC Development)	Investment activities	Delaware, U.S.A.	100%	100%	100%		
InveStar Semiconductor Development Fund, Inc. (ISDF)	Investing in new start-up technology companies	Cayman Islands	97%	97%	97%	a)	
InveStar Semiconductor Development Fund, Inc. (II) LDC. (ISDF II)	Investing in new start-up technology companies	Cayman Islands	97%	97%	97%	a)	

(Continued)

Name of Investor	Name of Investee	Main Businesses and Products	Establishment and Operating Location	Percentage of Ownership			Note
				March 31, 2015	March 31, 2014	March 31, 2014	
TSMC Development	WaferTech, LLC (WaferTech)	Manufacturing, selling, testing and computer-aided designing of integrated circuits and other semiconductor devices	Washington, U.S.A.	100%	100%	100%	
VTAF III	Mutual-Pak Technology Co., Ltd. (Mutual-Pak)	Manufacturing and selling of electronic parts and researching, developing, and testing of RFID	New Taipei, Taiwan	58%	58%	58%	a)
	Growth Fund Limited (Growth Fund)	Investing in new start-up technology companies	Cayman Islands	100%	100%	100%	a)
VTAF III, VTAF II and Emerging Alliance	VentureTech Alliance Holdings, LLC (VTA Holdings)	Investing in new start-up technology companies	Delaware, U.S.A.	100%	100%	100%	a)
TSMC SSL	TSMC Lighting North America, Inc. (TSMC Lighting NA)	Selling and marketing of solid state lighting related products	Delaware, U.S.A.			100%	a), d)
TSMC Solar	TSMC Solar North America, Inc. (TSMC Solar NA)	Selling and marketing of solar related products	Delaware, U.S.A.	100%	100%	100%	a)
	TSMC Solar Europe B.V. (TSMC Solar Europe)	Investing in solar related business	Amsterdam, the Netherlands	100%	100%	100%	a), e)
	VentureTech Alliance Fund III, L.P. (VTAF III)	Investing in new start-up technology companies	Cayman Islands			49%	b)
TSMC Solar Europe	TSMC Solar Europe GmbH	Selling of solar related products	Hamburg, Germany	100%	100%	100%	a), e)

and providing
customer service

(Concluded)

- Note a: This is an immaterial subsidiary for which the consolidated financial statements are not reviewed by the Company's independent accountants.
- Note b: According to the agreement among TSMC, TSMC Solar and VTAF III, each of the investment held by VTAF III is separately owned by TSMC and TSMC Solar. As the investment owned by VTAF III, which is indirectly owned by TSMC Solar, has entered into liquidation process due to bankruptcy and the bankruptcy trustee confirmed that no residual assets could be reimbursed to the shareholders, in the second quarter of 2014, TSMC Solar's percentage of ownership over VTAF III has decreased to nil. Consequently, TSMC's percentage of ownership over VTAF III has been adjusted to 98%.
- Note c: TSMC and TSMC GN aggregately have a controlling interest of 94% in TSMC SSL as of December 31, 2014 and March 31, 2014. TSMC and TSMC GN have completed the disposal of TSMC SSL in February 2015. Please refer to Note 30.
- Note d: To simplify overseas investment structure, in the second quarter of 2014, the Board of Directors of TSMC SSL approved to file for the liquidation of TSMC Lighting NA. The liquidation procedure has been completed in the third quarter of 2014.
- Note e: To simplify overseas investments structure, in the second quarter of 2014, the Board of Directors of TSMC Solar approved to file for the liquidation of TSMC Solar Europe. After the liquidation, TSMC Solar Europe GmbH, the 100% owned subsidiary of TSMC Solar Europe, will be held directly by TSMC Solar. TSMC Solar Europe GmbH started their liquidation procedure in the third quarter of 2014.

Retirement Benefits

Defined benefit costs (including service cost, net interest and remeasurement) under the defined benefit retirement benefit plans are determined using the Projected Unit Credit Method. Service cost (including current service cost), and net interest on the net defined benefit liability (asset) are recognized as employee benefits expense in the period they occur. Remeasurement, comprising actuarial gains and losses and the return on plan assets (excluding interest), is recognized in other comprehensive income in the period in which they occur. Remeasurement recognized in other comprehensive income is reflected immediately in retained earnings and will not be reclassified to profit or loss.

Net defined benefit liability (asset) represents the actual deficit (surplus) in the Company's defined benefit plan. Any surplus resulting from this calculation is limited to the present value of any refunds from the plans or reductions in future contributions to the plans.

Pension cost for an interim period is calculated on a year-to-date basis by using the actuarially determined pension cost rate at the end of the prior financial year.

Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax. The interim period income tax expense is accrued using the tax rate that would be applicable to expected total annual earnings, that is, the estimated average annual effective income tax rate applied to the pre-tax income of the interim period.

5. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION AND UNCERTAINTY

The same critical accounting judgments and key sources of estimates and uncertainty have been followed in these consolidated financial statements as were applied in the preparation of the Company's consolidated financial statements for the year ended December 31, 2014.

6. CASH AND CASH EQUIVALENTS

	March 31, 2015	December 31, 2014	March 31, 2014
Cash and deposits in banks	\$ 432,069,913	\$ 352,761,240	\$ 224,475,625
Repurchase agreements collateralized by corporate bonds	3,629,594	3,920,562	3,071,910
Commercial paper	999,530	1,159,325	299,851
Repurchase agreements collateralized by short-term commercial paper	448,784	449,180	2,927,812
Repurchase agreements collateralized by government bonds	264,590	158,722	922,097
	\$ 437,412,411	\$ 358,449,029	\$ 231,697,295

Deposits in banks consisted of highly liquid time deposits that were readily convertible to known amounts of cash and were subject to an insignificant risk of changes in value.

7. FINANCIAL ASSETS AND LIABILITIES AT FAIR VALUE THROUGH PROFIT OR LOSS

	March 31, 2015	December 31, 2014	March 31, 2014
<u>Derivative financial assets</u>			
Forward exchange contracts	\$ 297,698	\$ 73,117	\$ 3,935
Cross currency swap contracts		118,928	7,490
	\$ 297,698	\$ 192,045	\$ 11,425
<u>Derivative financial liabilities</u>			
Forward exchange contracts	\$ 64,601	\$ 126,607	\$ 186,105
Cross currency swap contracts	328	359,607	2,430
	\$ 64,929	\$ 486,214	\$ 188,535

The Company entered into derivative contracts to manage exposures due to fluctuations of foreign exchange rates. The derivative contracts entered into by the Company did not meet the criteria for hedge accounting. Therefore, the

Company did not apply hedge accounting treatment for derivative contracts.

- 17 -

Outstanding forward exchange contracts consisted of the following:

	Maturity Date	Contract Amount (In Thousands)
<u>March 31, 2015</u>		
Sell EUR/Buy US\$	April 2015	EUR5,420/US\$5,794
Sell NT\$/Buy US\$	June 2015	NT\$1,777,048/US\$56,000
Sell US\$/Buy EUR	April 2015	US\$20,640/EUR19,000
Sell US\$/Buy JPY	April 2015	US\$2,000/JPY240,130
Sell US\$/Buy NT\$	April 2015 to June 2015	US\$1,965,000/NT\$61,740,851
Sell US\$/Buy RMB	April 2015	US\$177,000/RMB1,103,996
<u>December 31, 2014</u>		
Sell EUR/Buy US\$	January 2015	EUR4,550/US\$5,561
Sell NT\$/Buy US\$	January 2015	NT\$1,632,401/US\$51,900
Sell US\$/Buy EUR	January 2015	US\$29,450/EUR24,100
Sell US\$/Buy JPY	January 2015	US\$226,003/JPY27,150,983
Sell US\$/Buy NT\$	January 2015	US\$170,000/NT\$5,276,500
Sell US\$/Buy RMB	January 2015	US\$181,000/RMB1,129,243
<u>March 31, 2014</u>		
Sell EUR/Buy US\$	April 2014	EUR1,030/US\$1,421
Sell NT\$/Buy EUR	April 2014	NT\$419,405/EUR10,000
Sell NT\$/Buy JPY	April 2014	NT\$941,573/JPY3,150,000
Sell NT\$/Buy US\$	April 2014	NT\$962,307/US\$31,700
Sell US\$/Buy EUR	April 2014	US\$266,577/EUR193,700
Sell US\$/Buy JPY	April 2014	US\$498,716/JPY50,938,160
Sell US\$/Buy RMB	April 2014 to June 2014	US\$86,000/RMB525,831

Outstanding cross currency swap contracts consisted of the following:

Maturity Date	Contract Amount (In Thousands)	Range of Interest Rates Paid	Range of Interest Rates Received
<u>March 31, 2015</u>			
April 2015	NT\$2,758,469/US\$88,130		0.02%
<u>December 31, 2014</u>			
January 2015	NT\$2,511,905/US\$80,080		0.05%-0.13%
January 2015	US\$1,460,000/NT\$45,974,755	0.16%-1.92%	
<u>March 31, 2014</u>			
April 2014	NT\$2,222,031/US\$73,080		0.45%-0.76%

8. AVAILABLE-FOR-SALE FINANCIAL ASSETS

	March 31, 2015	December 31, 2014	March 31, 2014
Publicly traded stocks	\$ 68,204,002	\$ 73,797,085	\$ 60,122,854
Money market funds	388	391	6,431
	\$ 68,204,390	\$ 73,797,476	\$ 60,129,285
Current portion	\$ 68,204,390	\$ 73,797,476	\$ 845,002
Noncurrent portion			59,284,283
	\$ 68,204,390	\$ 73,797,476	\$ 60,129,285

In the second quarter of 2014, the Company reclassified some publicly traded stocks from non-current asset to current asset since the lock-up period will end within a year.

9. HELD-TO-MATURITY FINANCIAL ASSETS

	March 31, 2015	December 31, 2014	March 31, 2014
<u>Current portion</u>			
Commercial paper	\$ 13,060,038	\$ 4,485,593	\$ 2,394,178

10. HEDGING DERIVATIVE FINANCIAL INSTRUMENTS

	March 31, 2015	December 31, 2014	March 31, 2014
<u>Financial liabilities - current</u>			
Fair value hedges			
Stock forward contracts	\$ 11,627,838	\$ 16,364,241	\$
<u>Financial liabilities - noncurrent</u>			
Fair value hedges			
Stock forward contracts	\$	\$	\$ 5,279,032

The Company's investments in publicly traded stocks are exposed to the risk of market price fluctuations. Accordingly, the Company entered into stock forward contracts to sell shares at a contracted price determined by specific percentage of the spot price on the trade date in a specific future period in order to hedge the fair value risk caused by changes in equity prices.

- 19 -

The outstanding stock forward contracts consisted of the following:

	March 31,	December 31,	March 31,
	2015	2014	2014
Contract amount (US\$ in thousands)	\$ 55,611,164 (US\$1,771,000)	\$ 56,172,570 (US\$1,771,000)	\$ 50,253,432 (US\$1,648,572)

11. NOTES AND ACCOUNTS RECEIVABLE, NET

	March 31,	December 31,	March 31,
	2015	2014	2014
Notes and accounts receivable	\$ 99,016,398	\$ 115,221,473	\$ 74,260,712
Allowance for doubtful receivables	(486,653)	(486,730)	(486,658)
Notes and accounts receivable, net	\$ 98,529,745	\$ 114,734,743	\$ 73,774,054

In principle, the payment term granted to customers is due 30 days from the invoice date or 30 days from the end of the month of when the invoice is issued. The allowance for doubtful receivables is assessed by reference to the collectability of receivables by performing the account aging analysis, historical experience and current financial condition of customers.

Except for those impaired, for the rest of the notes and accounts receivable, the account aging analysis at the end of the reporting period is summarized in the following table. Notes and accounts receivable include amounts that are past due but for which the Company has not recognized a specific allowance for doubtful receivables after the assessment since there has not been a significant change in the credit quality of its customers and the amounts are still considered recoverable.

Aging analysis of notes and accounts receivable, net

	March 31,	December 31,	March 31,
	2015	2014	2014
Neither past due nor impaired	\$ 89,431,546	\$ 102,692,871	\$ 66,347,383
Past due but not impaired			
Past due within 30 days	8,299,658	12,041,872	7,426,671
Past due 31-60 days	798,541		
	\$ 98,529,745	\$ 114,734,743	\$ 73,774,054

Movements of the allowance for doubtful receivables

	Individually Assessed for Impairment	Collectively Assessed for Impairment	Total
Balance at January 1, 2015	\$ 8,093	\$ 478,637	\$ 486,730
Provision		290	290
Reversal	(81)	(209)	(290)
Effect of exchange rate changes		(77)	(77)
Balance at March 31, 2015	\$ 8,012	\$ 478,641	\$ 486,653

(Continued)

	Individually Assessed for Impairment	Collectively Assessed for Impairment	Total
Balance at January 1, 2014	\$ 8,058	\$ 478,530	\$ 486,588
Provision		21,147	21,147
Reversal	(230)	(20,917)	(21,147)
Effect of exchange rate changes		70	70
Balance at March 31, 2014	\$ 7,828	\$ 478,830	\$ 486,658

(Concluded)

Aging analysis of accounts receivable that is individually determined as impaired

	March 31, 2015	December 31, 2014	March 31, 2014
Past due 61-120 days	\$	\$	\$ 321
Past due over 121 days	8,012	8,093	7,832
	\$ 8,012	\$ 8,093	\$ 8,153

The Company held bank guarantees and other credit enhancements as collateral for certain impaired accounts receivables. As of March 31, 2015, December 31, 2014 and March 31, 2014, the amount of the bank guarantee and other credit enhancements were nil, nil and NT\$325 thousand (US\$11 thousand), respectively.

12. INVENTORIES

	March 31, 2015	December 31, 2014	March 31, 2014
Finished goods	\$ 10,960,937	\$ 9,972,024	\$ 7,332,318
Work in process	47,725,273	51,027,892	31,895,019
Raw materials	3,742,818	3,222,523	2,444,274
Supplies and spare parts	2,170,638	2,115,532	1,809,658
	\$ 64,599,666	\$ 66,337,971	\$ 43,481,269

Write-down of inventories to net realizable value in the amount of NT\$1,769,358 thousand and NT\$590,034 thousand, respectively, were included in the cost of revenue for the three months ended March 31, 2015 and 2014.

13. FINANCIAL ASSETS CARRIED AT COST

	March 31,	December 31,	March 31,
	2015	2014	2014
Non-publicly traded stocks	\$ 1,593,978	\$ 1,606,659	\$ 1,771,146
Mutual funds	223,699	193,883	283,929
	\$ 1,817,677	\$ 1,800,542	\$ 2,055,075

- 21 -

Since there is a wide range of estimated fair values of the Company's investments in non-publicly traded stocks, the Company concludes that the fair value cannot be reliably measured and therefore should be measured at the cost less any impairment.

The common stock of Alchip Technologies, Ltd. was listed on the Taiwan Stock Exchange Corporation in October 2014. Thus, the Company reclassified the aforementioned investments from financial assets carried at cost to available-for-sale financial assets.

14. INVESTMENTS ACCOUNTED FOR USING EQUITY METHOD

Investments accounted for using the equity method consisted of the following:

	March 31, 2015	December 31, 2014	March 31, 2014
Associates	\$ 26,209,636	\$ 24,968,071	\$ 25,960,124
Joint venture	4,153,508	3,287,666	3,552,814
	\$ 30,363,144	\$ 28,255,737	\$ 29,512,938

a. Investments in associates

Associates consisted of the following:

						% of Ownership and Voting Rights		
Name of Associate	Principal Activities	Place of Incorporation and Operation	Carrying Amount		March 31, 2014	Held by the Company		
			March 31, 2015	December 31, 2014		March 31, 2015	March 31, 2014	March 31, 2014
Vanguard International Semiconductor Corporation (VIS)	Research, design, development, manufacture, packaging, testing and sale of memory integrated circuits, LSI, VLSI and related parts	Hsinchu, Taiwan	\$ 10,560,974	\$ 10,105,485	\$ 11,078,910	33%	33%	39%
Systems on Silicon Manufacturing	Fabrication and supply of integrated circuits	Singapore	8,919,391	8,296,955	8,036,044	39%	39%	39%

Company Pte
Ltd. (SSMC)

Motech Industries, Inc. (Motech)	Manufacturing and sales of solar cells, crystalline silicon solar cell, and test and measurement instruments and design and construction of solar power systems	New Taipei, Taiwan	3,247,436	3,408,945	3,855,061	20%	20%	20%
Xintec Inc. (Xintec)	Wafer level chip size packaging service	Taoyuan, Taiwan	2,360,234	2,053,982	1,863,049	35%	40%	40%
Global Unichip Corporation (GUC)	Researching, developing, manufacturing, testing and marketing of integrated circuits	Hsinchu, Taiwan	1,121,601	1,102,704	1,127,060	35%	35%	35%

\$ 26,209,636 \$ 24,968,071 \$ 25,960,124

In March 2015, Xintec listed its shares on the R.O.C. Over-the-Counter (Taipei Exchange). Consequently, TSMC's percentage of ownership over Xintec was diluted to approximately 35.4%. In April 2015, TSMC sold 2,172 thousand common shares of Xintec and recognized a disposal gain of NT\$43,017 thousand in the second quarter of 2015. After the sale, TSMC owned approximately 34.6% of the equity interest in Xintec.

In the second quarter of 2014, the Company sold 82,000 thousand common shares of VIS and recognized a disposal gain of NT\$2,028,643 thousand. After the sale, the Company owned approximately 33.7% of the equity interest in VIS.

The market prices of the investments accounted for using the equity method in publicly traded stocks calculated by the closing price at the end of the reporting period are summarized as follow. The closing price represents the quoted price in active markets, the level 1 fair value measurement.

Name of Associate	March 31,	December 31,	March 31,
	2015	2014	2014
VIS	\$ 29,059,090	\$ 28,567,489	\$ 28,521,347
Motech	\$ 3,704,769	\$ 4,242,769	\$ 4,688,916
GUC	\$ 3,875,092	\$ 4,327,965	\$ 4,136,544
Xintec	\$ 5,602,050		

b. Investments in joint venture
Joint venture consisted of the following:

Name of Joint Venture	Principal Activities	Place of Incorporation and Operation	Carrying Amount		% of Ownership and Voting Rights Held by the Company		
			March 31, 2015	December 31, 2014	March 31, 2014	March 31, 2015	March 31, 2014
VisEra Holding Company (VisEra Holding)	Investing in companies involved in the design, manufacturing and other related businesses in the semiconductor industry	Cayman Islands	\$ 4,153,508	\$ 3,287,666	\$ 3,552,814	49%	49%

15. PROPERTY, PLANT AND EQUIPMENT

Cost	Land and Land Improvements	Buildings	Machinery and Equipment	Office Equipment	Assets under Lease	Equipment under Installation and Construction in Progress	Total
	\$ 4,036,785	\$ 269,163,850	\$ 1,754,170,227	\$ 27,960,835	\$ 841,154	\$ 109,334,736	\$ 2,165,507,587

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

Balance at January 1, 2015							
Additions	3,562,755	22,835,366	978,950		22,555,321	49,932,392	
Disposals or retirements		(462,676)	(305,318)			(767,994)	
Effect of exchange rate changes	(8,244)	(218,806)	(719,097)	(35,173)	(7,820)	(31,166)	(1,020,306)

Balance at March 31, 2015	\$ 4,028,541	\$ 272,507,799	\$ 1,775,823,820	\$ 28,599,294	\$ 833,334	\$ 131,858,891	\$ 2,213,651,679
---------------------------	--------------	----------------	------------------	---------------	------------	----------------	------------------

Accumulated depreciation and impairment

Balance at January 1, 2015	\$ 459,140	\$ 141,245,913	\$ 1,188,388,402	\$ 16,767,934	\$ 447,397	\$	\$ 1,347,308,786
Additions	7,191	3,907,238	49,864,675	916,304	10,819		54,706,227
Disposals or retirements			(428,452)	(305,300)			(733,752)
Effect of exchange rate changes	(4,619)	(155,227)	(656,474)	(29,001)	(4,145)		(849,466)

Balance at March 31, 2015	\$ 461,712	\$ 144,997,924	\$ 1,237,168,151	\$ 17,349,937	\$ 454,071	\$	\$ 1,400,431,795
---------------------------	------------	----------------	------------------	---------------	------------	----	------------------

Carrying amounts at January 1, 2015	\$ 3,577,645	\$ 127,917,937	\$ 565,781,825	\$ 11,192,901	\$ 393,757	\$ 109,334,736	\$ 818,198,801
-------------------------------------	--------------	----------------	----------------	---------------	------------	----------------	----------------

Carrying amounts at March 31, 2015	\$ 3,566,829	\$ 127,509,875	\$ 538,655,669	\$ 11,249,357	\$ 379,263	\$ 131,858,891	\$ 813,219,884
------------------------------------	--------------	----------------	----------------	---------------	------------	----------------	----------------

Cost

Balance at January 1, 2014	\$ 3,986,909	\$ 229,182,736	\$ 1,413,919,794	\$ 22,062,032	\$ 804,430	\$ 272,173,793	\$ 1,942,129,694
Additions		2,519,647	9,108,620	606,260		63,974,216	76,208,743
Disposals or retirements			(223,116)	(318,888)			(542,004)
Effect of exchange	17,761	198,335	959,428	32,285	2,400	3,217	1,213,426

rate changes

Balance at March 31, 2014	\$ 4,004,670	\$ 231,900,718	\$ 1,423,764,726	\$ 22,381,689	\$ 806,830	\$ 336,151,226	\$ 2,019,009,859
---------------------------------	--------------	----------------	------------------	---------------	------------	----------------	------------------

Accumulated
depreciation
and
impairment

Balance at January 1, 2014	\$ 404,192	\$ 125,234,166	\$ 1,009,213,689	\$ 14,225,771	\$ 385,963	\$	\$ 1,149,463,781
Additions	6,898	3,584,230	36,724,579	659,617	10,618		40,985,942
Disposals or retirements			(223,075)	(318,888)			(541,963)
Effect of exchange rate changes	9,318	144,311	909,022	26,776	1,092		1,090,519

Balance at March 31, 2014	\$ 420,408	\$ 128,962,707	\$ 1,046,624,215	\$ 14,593,276	\$ 397,673	\$	\$ 1,190,998,279
---------------------------------	------------	----------------	------------------	---------------	------------	----	------------------

Carrying amounts at March 31, 2014	\$ 3,584,262	\$ 102,938,011	\$ 377,140,511	\$ 7,788,413	\$ 409,157	\$ 336,151,226	\$ 828,011,580
---	--------------	----------------	----------------	--------------	------------	----------------	----------------

The significant part of the Company's buildings includes main plants, mechanical and electrical power equipment and clean rooms, and the related depreciation is calculated using the estimated useful lives of 20 years, 10 years and 10 years, respectively.

16. INTANGIBLE ASSETS

	Goodwill	Technology License Fees	Software and System Design Costs	Patent and Others	Total
<u>Cost</u>					
Balance at January 1, 2015	\$ 5,888,813	\$ 6,350,253	\$ 18,697,098	\$ 4,292,555	\$ 35,228,719
Additions		78,496	199,110	145,880	423,486
Retirements			(42,737)		(42,737)
Effect of exchange rate changes	(43,186)	(6,053)	(1,425)	(1,305)	(51,969)
Balance at March 31, 2015	\$ 5,845,627	\$ 6,422,696	\$ 18,852,046	\$ 4,437,130	\$ 35,557,499
<u>Accumulated amortization</u>					
Balance at January 1, 2015	\$	\$ 3,778,912	\$ 14,861,146	\$ 3,057,151	\$ 21,697,209
Additions		212,239	421,365	138,165	771,769
Retirements			(42,737)		(42,737)
Effect of exchange rate changes		(6,053)	(1,349)	(303)	(7,705)
Balance at March 31, 2015	\$	\$ 3,985,098	\$ 15,238,425	\$ 3,195,013	\$ 22,418,536
Carrying amounts at January 1, 2015	\$ 5,888,813	\$ 2,571,341	\$ 3,835,952	\$ 1,235,404	\$ 13,531,510
Carrying amounts at March 31, 2015	\$ 5,845,627	\$ 2,437,598	\$ 3,613,621	\$ 1,242,117	\$ 13,138,963
<u>Cost</u>					
Balance at January 1, 2014	\$ 5,627,517	\$ 4,444,828	\$ 17,086,805	\$ 3,729,396	\$ 30,888,546
Additions		371,030	269,160	526,097	1,166,287
Retirements			(20,353)		(20,353)
Effect of exchange rate changes	93,047	(954)	537	380	93,010
Balance at March 31, 2014	\$ 5,720,564	\$ 4,814,904	\$ 17,336,149	\$ 4,255,873	\$ 32,127,490
<u>Accumulated amortization</u>					
Balance at January 1, 2014	\$	\$ 3,341,667	\$ 13,439,135	\$ 2,617,361	\$ 19,398,163
Additions		123,690	359,025	153,720	636,435
Retirements			(20,353)		(20,353)
Effect of exchange rate changes		(954)	526	44	(384)
Balance at March 31, 2014	\$	\$ 3,464,403	\$ 13,778,333	\$ 2,771,125	\$ 20,013,861
Carrying amounts at March 31, 2014	\$ 5,720,564	\$ 1,350,501	\$ 3,557,816	\$ 1,484,748	\$ 12,113,629

The Company's goodwill has been tested for impairment at the end of the annual reporting period and the recoverable amount is determined based on the value in use. The value in use was calculated based on the cash flow forecast from the financial budgets covering the future five-year period, and the Company used annual discount rate of 8.40% and 8.50% in its test of impairment as of December 31, 2014 and 2013, respectively, to reflect the relevant specific risk in the cash-generating unit.

17. OTHER ASSETS

	March 31,	December 31,	March 31,
	2015	2014	2014
Tax receivable	\$ 2,069,072	\$ 2,187,136	\$ 1,327,531
Prepaid expenses	1,598,404	1,399,810	1,068,105
Long-term receivable	341,100	385,700	754,020
Others	852,666	885,470	653,862
	\$ 4,861,242	\$ 4,858,116	\$ 3,803,518
Current portion	\$ 3,688,211	\$ 3,656,110	\$ 2,381,416
Noncurrent portion	1,173,031	1,202,006	1,422,102
	\$ 4,861,242	\$ 4,858,116	\$ 3,803,518

18. SHORT-TERM LOANS

	March 31, 2015	December 31, 2014	March 31, 2014
Unsecured loans Amount	\$ 18,683,595	\$ 36,158,520	\$ 24,843,645
Original loan content			
US\$ (in thousands)	\$ 595,000	\$ 1,140,000	\$ 815,000
Annual interest rate	0.38%-0.47%	0.38%-0.50%	0.38%-0.50%
Maturity date	Due in April 2015	Due in January 2015	Due in April 2014

19. PROVISIONS

	March 31, 2015	December 31, 2014	March 31, 2014
Sales returns and allowances	\$ 8,130,817	\$ 10,445,452	\$ 9,964,997
Warranties	14,853	19,828	12,925
	\$ 8,145,670	\$ 10,465,280	\$ 9,977,922
Current portion	\$ 8,130,817	\$ 10,445,452	\$ 9,964,997
Noncurrent portion (classified under other noncurrent liabilities)	14,853	19,828	12,925
	\$ 8,145,670	\$ 10,465,280	\$ 9,977,922

	Sales Returns and Allowances	Warranties	Total
<u>Three months ended March 31, 2015</u>			
Balance, beginning of period	\$ 10,445,452	\$ 19,828	\$ 10,465,280
Provision	1,427,900	2,809	1,430,709
Reversal		(5,793)	(5,793)
Payment	(3,738,087)	(1,340)	(3,739,427)
Effect of exchange rate changes	(4,448)	(651)	(5,099)
Balance, end of period	\$ 8,130,817	\$ 14,853	\$ 8,145,670

<u>Three months ended March 31, 2014</u>			
Balance, beginning of period	\$ 7,603,781	\$ 10,452	\$ 7,614,233
Provision	4,354,104	3,064	4,357,168
Payment	(1,997,250)	(722)	(1,997,972)
Effect of exchange rate changes	4,362	131	4,493

Balance, end of period	\$	9,964,997	\$	12,925	\$	9,977,922
------------------------	----	-----------	----	--------	----	-----------

- 25 -

Provisions for sales returns and allowances are estimated based on historical experience, management judgment, and any known factors that would significantly affect the returns and allowances, and are recognized as a reduction of revenue in the same period of the related product sales.

The provision for warranties represents the present value of the Company's best estimate of the future outflow of the economic benefits that will be required under the Company's obligations for warranties. The estimate has been made on the basis of historical warranty trends of business and may vary as a result of new materials, altered manufacturing processes or other events affecting product quality.

20. BONDS PAYABLE

	March 31, 2015	December 31, 2014	March 31, 2014
<u>Noncurrent portion</u>			
Domestic unsecured bonds	\$ 166,200,000	\$ 166,200,000	\$ 166,200,000
Overseas unsecured bonds	47,101,500	47,577,000	45,724,500
	213,301,500	213,777,000	211,924,500
Less: Discounts on bonds payable	(92,729)	(103,182)	(126,399)
	\$ 213,208,771	\$ 213,673,818	\$ 211,798,101

The major terms of overseas unsecured bonds are as follows:

Issuance Period	Total Amount (US\$ in Thousands)	Coupon Rate	Repayment and Interest Payment
April 2013 to April 2016	\$ 350,000	0.95%	Bullet repayment; interest payable semi-annually
April 2013 to April 2018	1,150,000	1.625%	The same as above

21. GUARANTEE DEPOSITS

	March 31, 2015	December 31, 2014	March 31, 2014
Capacity guarantee	\$ 29,830,950	\$ 30,132,100	\$
Others	164,299	164,075	154,505
	\$ 29,995,249	\$ 30,296,175	\$ 154,505

Current portion (classified under accrued expenses and other current liabilities)	\$ 6,280,200	\$ 4,757,700	\$
Noncurrent portion	23,715,049	25,538,475	154,505
	\$ 29,995,249	\$ 30,296,175	\$ 154,505

- 26 -

22. EQUITY**a. Capital stock**

	March 31, 2015	December 31, 2014	March 31, 2014
Authorized shares (in thousands)	28,050,000	28,050,000	28,050,000
Authorized capital	\$ 280,500,000	\$ 280,500,000	\$ 280,500,000
Issued and paid shares (in thousands)	25,930,302	25,929,662	25,929,124
Issued capital	\$ 259,303,020	\$ 259,296,624	\$ 259,291,239

A holder of issued common shares with par value of NT\$10 per share is entitled to vote and to receive dividends.

The authorized shares include 500,000 thousand shares allocated for the exercise of employee stock options.

As of March 31, 2015, 1,073,353 thousand ADSs of TSMC were traded on the NYSE. The number of common shares represented by the ADSs was 5,366,767 thousand shares (one ADS represents five common shares).

b. Capital surplus

	March 31, 2015	December 31, 2014	March 31, 2014
Additional paid-in capital	\$ 24,077,758	\$ 24,053,965	\$ 24,034,598
From merger	22,804,510	22,804,510	22,804,510
From convertible bonds	8,892,847	8,892,847	8,892,847
From differences between equity purchase price and carrying amount arising from actual acquisition or disposal of subsidiaries			89,882
From share of changes in equities of subsidiaries	103,304	104,335	
From share of changes in equities of associates and joint venture	395,962	134,210	13,388
Donations	55	55	55
	\$ 56,274,436	\$ 55,989,922	\$ 55,835,280

Under the Company Law, the capital surplus generated from donations and the excess of the issuance price over the par value of capital stock (including the stock issued for new capital, mergers, convertible bonds, the surplus from treasury stock transactions and the differences between equity purchase price and carrying amount arising from actual

acquisition or disposal of subsidiaries) may be used to offset a deficit; in addition, when the Company has no deficit, such capital surplus may be distributed as cash dividends or stock dividends up to a certain percentage of TSMC's paid-in capital. The capital surplus from share of changes in equities of subsidiaries may be used to offset a deficit.

c. Retained earnings and dividend policy

TSMC's Articles of Incorporation provide that, when allocating the net profits for each fiscal year, TSMC shall first offset its losses in previous years and then set aside the following items accordingly:

- 1) Legal capital reserve at 10% of the profits left over, until the accumulated legal capital reserve equals TSMC's paid-in capital;

- 2) Special capital reserve in accordance with relevant laws or regulations or as requested by the authorities in charge;
- 3) Bonus to directors and profit sharing to employees of TSMC of not more than 0.3% and not less than 1% of the remainder, respectively. Directors who also serve as executive officers of TSMC are not entitled to receive the bonus to directors. TSMC may issue profit sharing to employees in stock of an affiliated company meeting the conditions set by the Board of Directors or, by the person duly authorized by the Board of Directors;

4) Any balance left over shall be allocated according to the resolution of the shareholders' meeting. TSMC's Articles of Incorporation also provide that profits of TSMC 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 that the ratio for stock dividend shall not exceed 50% of the total distribution.

Any appropriations of the profits are subject to shareholders' approval in the following year.

TSMC accrued profit sharing to employees based on certain percentage of net income during the period, which amounted to NT\$5,282,686 thousand and NT\$3,200,716 thousand for the three months ended March 31, 2015 and 2014, respectively. Bonuses to members of the Board of Directors were expensed based on estimated amount payable. If the actual amounts subsequently approved by the shareholders differ from the amounts estimated, the differences are recorded in the year such bonuses are approved by the shareholders as a change in accounting estimate. If profit sharing approved for distribution to employees is in the form of common shares, the number of shares is determined by dividing the amount of profit sharing by the closing price (after considering the effect of dividends) of the shares on the day preceding the shareholders' meeting.

The appropriation for legal capital reserve shall be made until the reserve equals the Company's paid-in capital. The reserve may be used to offset a deficit, or be distributed as dividends in cash or stocks for the portion in excess of 25% of the paid-in capital if the Company incurs no loss.

Pursuant to existing regulations, the Company is required to set aside additional special capital reserve equivalent to the net debit balance of the other components of stockholders' equity, such as the accumulated balance of foreign currency translation reserve, unrealized valuation gain/loss from available-for-sale financial assets, gain/loss from changes in fair value of hedging instruments in cash flow hedges, etc. For the subsequent decrease in the deduction amount to stockholders' equity, any special reserve appropriated may be reversed to the extent that the net debit balance reverses.

The appropriations of 2014 and 2013 earnings have been approved by TSMC's Board of Directors in its meeting held on February 10, 2015 and by TSMC's shareholders in its meeting held on June 24, 2014, respectively. The appropriations and dividends per share were as follows:

	Appropriation of Earnings		Dividends Per Share	
	For Fiscal Year 2014	For Fiscal Year 2013	(NT\$)	
			For Fiscal Year 2014	For Fiscal Year 2013
Legal capital reserve	\$ 26,389,879	\$ 18,814,679		

Special capital reserve		(2,785,741)		
Cash dividends to shareholders	116,683,481	77,785,851	\$ 4.50	\$ 3.00

\$ 143,073,360 \$ 93,814,789

The Board of Directors of TSMC also approved on February 10, 2015 the profit sharing to employees and bonus to members of the Board of Directors in the amounts of NT\$17,645,966 thousand and NT\$406,854 thousand in cash for 2014, respectively. There is no significant difference between the aforementioned approved amounts and the amounts charged against earnings of 2014.

The appropriations of earnings, profit sharing to employees and bonus to members of the Board of Directors for 2014 are to be presented for approval in the TSMC's shareholders' meeting to be held on June 9, 2015 (expected).

TSMC's profit sharing to employees and bonus to members of Board of Directors in the amounts of NT\$12,634,665 thousand and NT\$104,136 thousand in cash for 2013, respectively, had been approved by the shareholders in its meeting held on June 24, 2014. The aforementioned approved amount had no difference with the one approved by the Board of Directors in its meetings held on February 18, 2014 and the same amount had been charged against earnings of 2013.

The information about the appropriations of TSMC's profit sharing to employees and bonus to members of the Board of Directors is available at the 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 TSMC on earnings generated since January 1, 1998.

d. Others

Changes in others were as follows:

	Three Months Ended March 31, 2015			
	Foreign Currency Translation Reserve	Unrealized Gain/Loss from Available-for- sale Financial Assets	Cash Flow Hedges Reserve	Total
Balance, beginning of period	\$ 4,502,113	\$ 21,247,483	\$ (305)	\$ 25,749,291
Exchange differences arising on translation of foreign operations	(2,278,865)			(2,278,865)
Changes in fair value of available-for-sale financial assets		(195,085)		(195,085)
Cumulative (gain)/loss reclassified to profit or loss upon disposal of available-for-sale financial assets		(2,902)		(2,902)
Share of other comprehensive income of associates and joint venture	20,753	822,659	(200)	843,212
Income tax effect		(4,793)		(4,793)
Balance, end of period	\$ 2,244,001	\$ 21,867,362	\$ (505)	\$ 24,110,858

Three Months Ended March 31, 2014				
	Foreign Currency Translation Reserve	Unrealized Gain/Loss from Available-for- sale Financial Assets	Cash Flow Hedges Reserve	Total
Balance, beginning of period	\$ (7,140,362)	\$ 21,310,781	\$ (113)	\$ 14,170,306
Exchange differences arising on translation of foreign operations	2,830,754			2,830,754
Changes in fair value of available-for-sale financial assets		(395,296)		(395,296)
Cumulative (gain)/loss reclassified to profit or loss upon disposal of available-for-sale financial assets		(20,649)		(20,649)
Share of other comprehensive income of associates and joint venture	(22,830)	17,891	95	(4,844)
Income tax effect		2,956		2,956
Balance, end of period	\$ (4,332,438)	\$ 20,915,683	\$ (18)	\$ 16,583,227

The exchange differences arising on translation of foreign operation's net assets from its functional currency to TSMC's presentation currency are recognized directly in other comprehensive income and also accumulated in the foreign currency translation reserve.

Unrealized gain/loss on available-for-sale financial assets represents the cumulative gains or losses arising from the fair value measurement on available-for-sale financial assets that are recognized in other comprehensive income, excluding the amounts recognized in profit or loss for the effective portion from changes in fair value of the hedging instruments. When those available-for-sale financial assets have been disposed of or are determined to be impaired subsequently, the related cumulative gains or losses in other comprehensive income are reclassified to profit or loss.

The cash flow hedges reserve represents the cumulative effective portion of gains or losses arising on changes in fair value of the hedging instruments entered into as cash flow hedges. The cumulative gains or losses arising on changes in fair value of the hedging instruments that are recognized and accumulated in cash flow hedges reserve will be reclassified to profit or loss only when the hedge transaction affects profit or loss.

e. Noncontrolling interests

	Three Months Ended March 31	
	2015	2014
Balance, beginning of period	\$ 127,221	\$ 266,709
Share of noncontrolling interests		

Net loss	(6,003)	(24,963)
Exchange differences arising on translation of foreign operations	(273)	627
Changes in fair value of available-for-sale financial assets	(6,769)	838
Cumulative (gain)/loss reclassified to profit or loss upon disposal of available-for-sale financial assets	(59)	(338)
Share of other comprehensive income of associates and joint venture	(49)	97

(Continued)

	Three Months Ended March 31	
	2015	2014
Adjustments to share of changes in equities of associates and joint venture	\$ (26)	\$
From differences between equity purchase price and carrying amount arising from actual acquisition or disposal of subsidiaries		10,945
From share of changes in equities of subsidiaries	1,031	
Decrease in noncontrolling interests	(179)	(29,574)
Effect of disposal of subsidiary	(42,640)	
Balance, end of period	\$ 72,254	\$ 224,341

(Concluded)

23. SHARE-BASED PAYMENT

The Company did not issue employee stock option plans for three months ended March 31, 2015 and 2014. TSMC elected to take the optional exemption for its issued employee stock options from applying IFRS 2 Share-based Payment. The related information is as follows:

	Number of Stock Options (In Thousands)	Weighted- average Exercise Price (NT\$)
<u>Three months ended March 31, 2015</u>		
Balance, beginning of period	718	\$ 47.2
Options exercised	(640)	47.2
Balance, end of period	78	47.2
Balance exercisable, end of period	78	47.2
<u>Three months ended March 31, 2014</u>		
Balance, beginning of period	1,763	\$ 45.9
Options exercised	(507)	44.0
Balance, end of period	1,256	46.7
Balance exercisable, end of period	1,256	46.7

The numbers of outstanding stock options and exercise prices have been adjusted to reflect the distribution of earnings by TSMC in accordance with the plans.

Information about TSMC's outstanding stock options was as follows:

March 31, 2015		December 31, 2014		March 31, 2014	
Range of	Weighted-average	Range of	Weighted-average	Range of	Weighted-average
Exercise Price	Remaining	Exercise Price	Remaining	Exercise Price	Remaining
(NT\$)	Contractual Life	(NT\$)	Contractual Life	(NT\$)	Contractual Life
	(Years)		(Years)		(Years)
\$47.2	0.1	\$47.2	0.4	\$43.2-\$47.2	1.0

- 31 -

24. NET REVENUE

The analysis of the Company's net revenue was as follows:

	Three Months Ended March 31	
	2015	2014
Net revenue from sale of goods	\$ 221,899,524	\$ 147,997,622
Net revenue from royalties	134,620	217,550
	\$ 222,034,144	\$ 148,215,172

25. FINANCE COSTS

	Three Months Ended March 31	
	2015	2014
Interest expense		
Corporate bonds	\$ 763,918	\$ 769,977
Bank loans	24,955	21,628
Finance leases	5,007	4,969
Others	62	6
	\$ 793,942	\$ 796,580

26. OTHER GAINS AND LOSSES

	Three Months Ended March 31	
	2015	2014
Gain on disposal of financial assets, net		
Available-for-sale financial assets	\$ 2,961	\$ 20,987
Financial assets carried at cost	42,243	23,758
Other gains	16,169	47,613
Net gain on financial instruments at FVTPL		
Held for trading	317,555	104,110
Fair value hedges		
Gain from hedging instruments	4,592,076	325,678
Loss arising from changes in fair value of available-for-sale financial assets in hedge effective portion	(4,602,284)	(327,961)
Other losses	(6,535)	(150,801)
	\$ 362,185	\$ 43,384

27. INCOME TAX

- a. Income tax expense recognized in profit or loss
Income tax expense consisted of the following:

	Three Months Ended March 31	
	2015	2014
Current income tax expense		
Current tax expense recognized in the current period	\$ 10,403,960	\$ 6,019,953
Other income tax adjustments	42,039	26,996
	10,445,999	6,046,949
Deferred income tax expense (benefit)		
The origination and reversal of temporary differences	(183,268)	(674,439)
Investment tax credits and operating loss carryforward	(987,659)	82,985
	(1,170,927)	(591,454)
Income tax expense recognized in profit or loss	\$ 9,275,072	\$ 5,455,495

- b. Income tax expense recognized in other comprehensive income

	Three Months Ended March 31	
	2015	2014
Deferred income tax expense (benefit)		
Related to unrealized gain/loss on available-for-sale financial assets	\$ 4,793	\$ (2,956)

- c. Integrated income tax information

	March 31, 2015	December 31, 2014	March 31, 2014
Balance of the Imputation			
Credit Account - TSMC	\$ 35,353,150	\$ 35,353,150	\$ 15,242,724

The estimated creditable ratio for distribution of TSMC's earnings of 2014 was 11.29%; however, effective from January 1, 2015, the creditable ratio for individual shareholders residing in the Republic of China will be half of the original creditable ratio according to the revised Article 66-6 of the Income Tax Law.

The actual creditable ratio for distribution of TSMC's earnings of 2013 was 9.78%, which is calculated based on the Rule No.10204562810 issued by the Ministry of Finance to include the adjustments to retained earnings from the effect of transition to Taiwan-IFRSs in the accumulated unappropriated earnings in the year of first-time adoption of Taiwan-IFRSs.

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

All of TSMC's earnings generated prior to December 31, 1997 have been appropriated.

d. Income tax examination

The tax authorities have examined income tax returns of TSMC through 2011. All investment tax credit adjustments assessed by the tax authorities have been recognized accordingly.

28. EARNINGS PER SHARE

	Three Months Ended March 31	
	2015	2014
Basic EPS	\$ 3.05	\$ 1.85
Diluted EPS	\$ 3.05	\$ 1.85

EPS is computed as follows:

	Amounts (Numerator)	Number of Shares (Denominator) (In Thousands)	EPS (NT\$)
<u>Three months ended March 31, 2015</u>			
Basic EPS			
Net income available to common shareholders of the parent	\$ 78,989,911	25,930,011	\$ 3.05
Effect of dilutive potential common shares		344	
Diluted EPS			
Net income available to common shareholders of the parent (including effect of dilutive potential common shares)	\$ 78,989,911	25,930,355	\$ 3.05
<u>Three months ended March 31, 2014</u>			
Basic EPS			
Net income available to common shareholders of the parent	\$ 47,866,793	25,928,848	\$ 1.85
Effect of dilutive potential common shares		992	
Diluted EPS			
Net income available to common shareholders of the parent (including effect of dilutive potential common shares)	\$ 47,866,793	25,929,840	\$ 1.85

If the Company may settle the obligation by cash, by issuing shares, or in combination of both cash and shares, profit sharing to employees which will be settled in shares should be included in the weighted average number of shares outstanding in calculation of diluted EPS, if the shares have a dilutive effect. The number of shares is estimated by

dividing the amount of profit sharing to employees in stock by the closing price (after considering the dilutive effect of dividends) of the common shares at the end of the reporting period. Such dilutive effect of the potential shares needs to be included in the calculation of diluted EPS until profit sharing to employees to be settled in the form of common stocks are approved by the shareholders in the following year.

- 34 -

29. ADDITIONAL INFORMATION OF EXPENSES BY NATURE

	Three Months Ended March 31	
	2015	2014
a. Depreciation of property, plant and equipment		
Recognized in cost of revenue	\$ 51,041,714	\$ 37,457,425
Recognized in operating expenses	3,658,291	3,522,295
Recognized in other operating income and expenses	6,222	6,222
	\$ 54,706,227	\$ 40,985,942
b. Amortization of intangible assets		
Recognized in cost of revenue	\$ 407,750	\$ 333,467
Recognized in operating expenses	364,019	302,968
	\$ 771,769	\$ 636,435
c. Research and development costs expensed as incurred	\$ 16,781,463	\$ 12,067,892
d. Employee benefits expenses		
Post-employment benefits		
Defined contribution plans	\$ 475,826	\$ 412,452
Defined benefit plans	68,128	89,042
	543,954	501,494
Other employee benefits	22,244,739	16,830,516
	\$ 22,788,693	\$ 17,332,010
Employee benefits expense summarized by function		
Recognized in cost of revenue	\$ 13,294,494	\$ 10,412,071
Recognized in operating expenses	9,494,199	6,919,939
	\$ 22,788,693	\$ 17,332,010

30. DISPOSAL OF SUBSIDIARY

In January 2015, the Board of Directors of TSMC approved a sale of TSMC SSL common shares of 565,480 thousand held by TSMC and TSMC Guang Neng to Epistar Corp. Accordingly, the Company reclassified TSMC SSL as a disposal group held for sale in its consolidated balance sheet as of December 31, 2014. The expected fair value less costs to sell is substantially lower than the carrying amount of the related net assets of TSMC SSL; as such, impairment losses of NT\$734,467 thousand were recognized under other operating gains and losses in the Company's consolidated statement of comprehensive income for the year ended December 31, 2014. The transaction was completed in February 2015. For the major classes of assets and liabilities classified as held for sale, please refer to Note 13 to the consolidated financial statements for the year ended December 31, 2014.

a. Consideration received from the disposal

Total consideration received	\$ 825,000
Expenditure associated with consideration received	(142,475)
Net consideration received	\$ 682,525

- 35 -

b. Analysis of assets and liabilities over which the control was lost

Assets	
Cash and cash equivalents	\$ 81,478
Inventories	28,519
Other current assets	91,331
Property, plant and equipment	643,699
Intangible assets	47,373
Others	51,808
Liabilities	
Salary and bonus payable	(38,151)
Accrued expenses and other current liabilities	(68,132)
Net defined benefit liability	(35,845)
Others	(76,915)
Net assets disposed of	\$ 725,165

c. Gain/loss on disposal of subsidiary

Net consideration received	\$ 682,525
Net assets disposed of	(725,165)
Noncontrolling interests	42,640
Gain/loss on disposal of subsidiary	\$

d. Net cash outflow arising from disposal of subsidiary

Net consideration received	\$ 682,525
Less: balance of cash and cash equivalents disposed of	81,478
	\$ 601,047

31. FINANCIAL INSTRUMENTS

a. Categories of financial instruments

	March 31,	December 31,	March 31,
Note	2015	2014	2014

Financial assets				
FVTPL				
Held for trading derivatives	a)	\$ 297,698	\$ 200,364	\$ 11,425
Available-for-sale financial assets	b)	70,022,067	75,598,018	62,184,360
Held-to-maturity financial assets		13,060,038	4,485,593	2,394,178
Loans and receivables				
Cash and cash equivalents	a)	437,412,411	358,530,507	231,697,295
Notes and accounts receivables (including related parties)	a)	99,121,766	115,057,965	74,333,024
Other receivables	a)	4,450,612	4,051,452	1,377,629
Refundable deposits	a)	442,633	356,582	2,560,988
		\$ 624,807,225	\$ 558,280,481	\$ 374,558,899

(Continued)

		March 31,	December 31,	March 31,
	Note	2015	2014	2014
Financial liabilities				
FVTPL				
Held for trading derivatives	a)	\$ 64,929	\$ 486,614	\$ 188,535
Derivative financial instruments in designated hedge accounting relationships		11,627,838	16,364,241	5,279,032
Amortized cost				
Short-term loans		18,683,595	36,158,520	24,843,645
Accounts payable (including related parties)	a)	20,204,923	23,379,762	16,710,701
Payables to contractors and equipment suppliers	a)	27,372,814	26,983,424	53,461,455
Accrued expenses and other current liabilities	a)	21,517,261	22,248,135	15,528,728
Bonds payable		213,208,771	213,673,818	211,798,101
Long-term bank loans		40,000	40,000	40,000
Other long-term payables (classified under accrued expenses and other current liabilities and other noncurrent liabilities)		18,000	36,000	54,000
Guarantee deposits (including those classified under accrued expense and other current liabilities)	a)	29,995,249	30,297,600	154,505
		\$ 342,733,380	\$ 369,668,114	\$ 328,058,702

(Concluded)

Note a: Including those classified to noncurrent assets held for sale or liabilities directly associated with noncurrent assets held for sale as of December 31, 2014.

Note b: Including financial assets carried at cost.

b. Financial risk management objectives

The Company seeks to ensure sufficient cost-efficient funding readily available when needed. The Company manages its exposure to foreign currency risk, interest rate risk, equity price risk, credit risk and liquidity risk with the objective to reduce the potentially adverse effects the market uncertainties may have on its financial performance.

The plans for material treasury activities are reviewed by Audit Committees and/or Board of Directors in accordance with procedures required by relevant regulations or internal controls. During the implementation of such plans, Corporate Treasury function must comply with certain treasury procedures that provide guiding principles for overall financial risk management and segregation of duties.

c. Market risk

The Company is exposed to the market risks arising from changes in foreign exchange rates, interest rates and the prices in equity investments, and utilizes some derivative financial instruments to reduce the related risks.

- 37 -

Foreign currency risk

Most of the Company's operating activities are denominated in foreign currencies. Consequently, the Company is exposed to foreign currency risk. To protect against reductions in value and the volatility of future cash flows caused by changes in foreign exchange rates, the Company utilizes derivative financial instruments, including currency forward contracts and cross currency swaps, to hedge its currency exposure. These instruments help to reduce, but do not eliminate, the impact of foreign currency exchange rate movements.

The Company also holds short-term borrowings in foreign currencies in proportion to its expected future cash flows. This allows foreign-currency-denominated borrowings to be serviced with expected future cash flows and provides a partial hedge against transaction translation exposure.

The Company's sensitivity analysis to foreign currency risk mainly focuses on the foreign currency monetary items at the end of the reporting period. Assuming an unfavorable 10% movement in the levels of foreign exchanges against the New Taiwan dollar, the net income for the three months ended March 31, 2015 and 2014 would have decreased by NT\$211,761 thousand and NT\$306,019 thousand, respectively, after taking into consideration of the hedging contracts and the hedged items.

Interest rate risk

The Company is exposed to interest rate risk arising from borrowing at both fixed and floating interest rates. All of the Company's long-term bonds have fixed interest rates and are measured at amortized cost. As such, changes in interest rates would not affect the future cash flows. On the other hand, because interest rates of the Company's long-term bank loans are floating, changes in interest rates would affect the future cash flows but not the fair value.

Assuming the amount of floating interest rate bank loans at the end of the reporting period had been outstanding for the entire period and all other variables were held constant, a hypothetical increase in interest rates of 100 basis point (1%) would have resulted in an increase in the interest expense, net of tax, by approximately NT\$83 thousand for both three months ended March 31, 2015 and 2014.

Other price risk

The Company is exposed to equity price risk arising from available-for-sale equity investments. To reduce the equity price risk, the Company utilizes some stock forward contracts to partially hedge its exposure.

Assuming a hypothetical decrease of 5% in equity prices of the equity investments at the end of the reporting period, the net income for the three months ended March 31, 2015 and 2014 would have been unaffected as they were classified as available-for-sale; however, the other comprehensive income for the three months ended March 31, 2015 and 2014 would have decreased by NT\$135,041 thousand and NT\$326,779 thousand, respectively.

d. Credit risk management

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Company. The Company is exposed to credit risk from operating activities, primarily trade receivables, and from financing activities, primarily deposits, fixed-income investments and other financial instruments with banks. Credit risk is managed separately for business related and financial related exposures. As of the end of the reporting period, the Company's maximum credit risk exposure is mainly from the carrying amount of financial assets recognized in the consolidated balance sheet.

- 38 -

Business related credit risk

The Company has considerable trade receivables outstanding with its customers worldwide. A substantial majority of the Company's outstanding trade receivables are not covered by collateral or credit insurance. While the Company has procedures to monitor and limit exposure to credit risk on trade receivables, there can be no assurance such procedures will effectively limit its credit risk and avoid losses. This risk is heightened during periods when economic conditions worsen.

As of March 31, 2015, December 31, 2014 and March 31, 2014, the Company's ten largest customers accounted for 68%, 76% and 66% of accounts receivable, respectively. The Company believes the concentration of credit risk is insignificant for the remaining accounts receivable.

Financial credit risk

The Company regularly monitors and reviews the transaction limit applied to counterparties and adjusts the concentration limit according to market conditions and the credit standing of the counterparties. The Company mitigates its exposure by selecting counterparties with investment-grade credit ratings.

e. Liquidity risk management

The objective of liquidity risk management is to ensure the Company has sufficient liquidity to fund its business requirements associated with existing operations over the next 12 months. The Company manages its liquidity risk by maintaining adequate cash and banking facilities.

As of March 31, 2015, December 31, 2014 and March 31, 2014, the unused of financing facilities of the Company amounted to NT\$93,399,467 thousand, NT\$73,534,805 thousand and NT\$72,980,416 thousand, respectively.

The table below summarizes the maturity profile of the Company's financial liabilities based on contractual undiscounted payments, including principal and interest.

	Less Than 1 Year	2-3 Years	4-5 Years	5+ Years	Total
<u>March 31, 2015</u>					
<u>Non-derivative financial liabilities</u>					
Short-term loans	\$ 18,685,301	\$	\$	\$	\$ 18,685,301
Accounts payable (including related parties)	20,204,923				20,204,923
Payables to contractors and equipment suppliers	27,372,814				27,372,814
Accrued expenses and other current liabilities	21,517,261				21,517,261
Bonds payable	3,072,885	83,163,353	102,525,541	36,555,015	225,316,794
Long-term bank loans	1,450	22,115	20,665		44,230
Other long-term payables (classified under accrued expenses and other current liabilities and other noncurrent		18,000			18,000

liabilities)					
Obligations under finance leases	29,392	58,784	792,972		881,148
Guarantee deposits (including those classified under accrued expense and other current liabilities)	6,280,200	12,724,699	10,990,350		29,995,249
	97,164,226	95,986,951	114,329,528	36,555,015	344,035,720
<u>Derivative financial instruments</u>					
Forward exchange contracts					
Outflows	67,083,597				67,083,597
Inflows	(67,143,691)				(67,143,691)
	(60,094)				(60,094)

(Continued)

	Less Than 1 Year	2-3 Years	4-5 Years	5+ Years	Total
Cross currency swap contracts					
Outflows	\$ 2,758,469	\$	\$	\$	\$ 2,758,469
Inflows	(2,767,416)				(2,767,416)
	(8,947)				(8,947)
Stock forward contracts					
Outflows	55,611,164				55,611,164
Inflows	(55,611,164)				(55,611,164)
	\$ 97,095,185	\$ 95,986,951	\$ 114,329,528	\$ 36,555,015	\$ 343,966,679

December 31, 2014Non-derivative financial liabilities

Short-term loans	\$ 36,164,316	\$	\$	\$	\$ 36,164,316
Accounts payable (including related parties)	23,370,424				23,370,424
Payables to contractors and equipment suppliers	26,980,408				26,980,408
Accrued expenses and other current liabilities	22,177,901				22,177,901
Bonds payable	3,079,862	66,720,514	98,460,598	58,320,169	226,581,143
Long-term bank loans	1,450	19,792	20,846	2,504	44,592
Other long-term payables (classified under accrued expenses and other current liabilities and other noncurrent liabilities)	18,000	18,000			36,000
Obligations under finance leases	29,667	59,335	800,409		889,411
Guarantee deposits (including those classified under accrued expense and other current liabilities)	4,757,700	12,851,275	12,687,200		30,296,175
	116,579,728	79,668,916	111,969,053	58,322,673	366,540,370

Derivative financial instruments

Forward exchange contracts					
Outflows	17,327,250				17,327,250
Inflows	(17,283,079)				(17,283,079)
	44,171				44,171
Cross currency swap contracts					
Outflows	47,291,943				47,291,943
Inflows	(46,970,942)				(46,970,942)
	321,001				321,001

Stock forward contracts		
Outflows	56,172,570	56,172,570
Inflows	(56,172,570)	(56,172,570)

\$ 116,944,900	\$ 79,668,916	\$ 111,969,053	\$ 58,322,673	\$ 366,905,542
----------------	---------------	----------------	---------------	----------------

March 31, 2014Non-derivative financial liabilities

Short-term loans	\$ 24,847,820	\$	\$	\$	\$ 24,847,820
Accounts payable (including related parties)	16,710,701				16,710,701
Payables to contractors and equipment suppliers	53,461,455				53,461,455
Accrued expenses and other current liabilities	15,528,728				15,528,728
Bonds payable	3,051,998	38,560,734	99,689,272	85,635,101	226,937,105
Long-term bank loans	1,450	12,689	21,390	10,151	45,680
Other long-term payables (classified under accrued expenses and other current liabilities and other noncurrent liabilities)	18,000	36,000			54,000
Obligations under finance leases	28,456	56,913	796,191		881,560
Guarantee deposits		154,505			154,505
	113,648,608	38,820,841	100,506,853	85,645,252	338,621,554

(Continued)

	Less Than 1 Year	2-3 Years	4-5 Years	5+ Years	Total
<u>Derivative financial instruments</u>					
Forward exchange contracts					
Outflows	\$ 28,316,400	\$	\$	\$	\$ 28,316,400
Inflows	(28,118,463)				(28,118,463)
	197,937				197,937
Cross currency swap contracts					
Outflows	2,222,031				2,222,031
Inflows	(2,227,698)				(2,227,698)
	(5,667)				(5,667)
Stock forward contracts					
Outflows		50,253,432			50,253,432
Inflows		(50,253,432)			(50,253,432)
	\$ 113,840,878	\$ 38,820,841	\$ 100,506,853	\$ 85,645,252	\$ 338,813,824
					(Concluded)

f. Fair value of financial instruments

1) Fair value of financial instruments carried at amortized cost

Except as detailed in the following table, the Company considers that the carrying amounts of financial assets and financial liabilities recognized in the consolidated financial statements approximate their fair values.

	March 31, 2015		December 31, 2014		March 31, 2014	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value	Carrying Amount	Fair Value
<u>Financial assets</u>						
Held-to-maturity financial assets						
Commercial paper	\$ 13,060,038	\$ 13,075,689	\$ 4,485,593	\$ 4,486,541	\$ 2,394,178	\$ 2,397,299
<u>Financial liabilities</u>						
Measured at amortized cost						
Bonds payable	213,208,771	213,488,410	213,673,818	213,177,122	211,798,101	210,788,163

2) Valuation techniques and assumptions used in fair value measurement

The fair values of financial assets and financial liabilities are determined as follows:

The fair values of financial assets and financial liabilities with standard terms and conditions and traded on active liquid markets are determined with reference to quoted market prices (includes publicly traded stocks and money market funds).

Forward exchange contracts and cross currency swap contracts are measured using quoted forward exchange rates and yield curves derived from quoted interest rates matching maturities of the contracts; interest rate swaps are measured at the present value of future cash flows estimated and discounted based on the applicable yield curves derived from quoted interest rates; and stock forward contracts are measured at the difference between the present value of stock forward price discounted based on the applicable yield curve derived from quoted interest rates and the stock spot price.

The fair values of other financial assets and financial liabilities are determined in accordance with generally accepted pricing models based on discounted cash flow analysis.

3) Fair value measurements recognized in the consolidated balance sheets

The following table provides an analysis of financial instruments that are measured subsequent to initial recognition at fair value, grouped into Levels 1 to 3 based on the degree to which the fair value is observable:

Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and

Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

Financial assets and liabilities measured at fair value on a recurring basis

The following table presents the Company's financial assets and liabilities measured at fair value on a recurring basis:

	March 31, 2015			
	Level 1	Level 2	Level 3	Total
<u>Financial assets at FVTPL</u>				
Derivative financial instruments	\$	\$ 297,698	\$	\$ 297,698
<u>Available-for-sale financial assets</u>				
Publicly traded stocks	\$ 68,204,002	\$	\$	\$ 68,204,002
Money market funds	388			388
	\$ 68,204,390	\$	\$	\$ 68,204,390
<u>Financial liabilities at FVTPL</u>				
Derivative financial instruments	\$	\$ 64,929	\$	\$ 64,929
<u>Hedging derivative financial liabilities</u>				
Stock forward contract	\$	\$ 11,627,838	\$	\$ 11,627,838

December 31, 2014				
	Level 1	Level 2	Level 3	Total
<u>Financial assets at FVTPL</u>				
Derivative financial instruments (Note)	\$	\$ 200,364	\$	\$ 200,364
<u>Available-for-sale financial assets</u>				
Publicly traded stocks	\$ 73,797,085	\$	\$	\$ 73,797,085
Money market funds	391			391
	\$ 73,797,476	\$	\$	\$ 73,797,476

(Continued)

	December 31, 2014			
	Level 1	Level 2	Level 3	Total
<u>Financial liabilities at FVTPL</u>				
Derivative financial instruments (Note)	\$	\$ 486,614	\$	\$ 486,614
<u>Hedging derivative financial liabilities</u>				
Stock forward contract	\$	\$ 16,364,241	\$	\$ 16,364,241

(Concluded)

Note: Including those classified to noncurrent assets held for sale or liabilities directly associated with noncurrent assets held for sale.

	March 31, 2014			
	Level 1	Level 2	Level 3	Total
<u>Financial assets at FVTPL</u>				
Derivative financial instruments	\$	\$ 11,425	\$	\$ 11,425
<u>Available-for-sale financial assets</u>				
Publicly traded stocks	\$ 60,122,854	\$	\$	\$ 60,122,854
Money market funds	6,431			6,431
	\$ 60,129,285	\$	\$	\$ 60,129,285
<u>Financial liabilities at FVTPL</u>				
Derivative financial instruments	\$	\$ 188,535	\$	\$ 188,535
<u>Hedging derivative financial liabilities</u>				
Stock forward contract	\$	\$ 5,279,032	\$	\$ 5,279,032

For assets and liabilities held as of March 31, 2015, December 31, 2014 and March 31, 2014 that are measured at fair value on a recurring basis, there were no transfers between Level 1 and Level 2 of the fair value hierarchy.

There were no purchases and disposals for assets on Level 3 for the three months ended March 31, 2015 and 2014, respectively.

Financial assets and liabilities not measured at fair value but for which the fair value is disclosed

For investments in commercial paper, the fair value is determined at the present value of future cash flows based on the observable yield curves.

The fair value of the Company's bonds payable is determined using active market prices.

- 43 -

The table below sets out the balances for the Company's assets and liabilities at amortized cost but for which the fair value is disclosed as of March 31, 2015:

	March 31, 2015			
	Level 1	Level 2	Level 3	Total
	NT\$	NT\$	NT\$	NT\$
	(In Millions)	(In Millions)	(In Millions)	(In Millions)
<u>Assets</u>				
Held-to-maturity securities				
Commercial paper	\$	\$ 13,075,689	\$	\$ 13,075,689
<u>Liabilities</u>				
Bonds payable	\$ 213,488,410	\$	\$	\$ 213,488,410

32. RELATED PARTY TRANSACTIONS

Intercompany balances and transactions between TSMC and its subsidiaries, which are related parties of TSMC, have been eliminated upon consolidation; therefore those items are not disclosed in this note. The following is a summary of transactions between the Company and other related parties:

a. Net revenue

		Three Months Ended March 31	
		2015	2014
<u>Item</u>	<u>Related Party Categories</u>		
Net revenue from sale of goods			
	Associates	\$ 1,014,662	\$ 992,706
	Joint venture	384	335
		\$ 1,015,046	\$ 993,041
Net revenue from royalties	Associates	\$ 131,976	\$ 127,490

b. Purchases

		Three Months Ended March 31	
		2015	2014
<u>Related Party Categories</u>			
Associates		\$ 3,004,276	\$ 2,616,635

c. Receivables from related parties

		March 31,	December 31,	March 31,
		2015	2014	2014
<u>Item</u>	<u>Related Party Categories</u>			
Receivables from related parties	Associates	\$ 591,801	\$ 312,641	\$ 558,757
	Joint venture	220	314	213
		\$ 592,021	\$ 312,955	\$ 558,970
Other receivables from related parties	Associates	\$ 162,908	\$ 178,625	\$ 162,444

d. Payables to related parties

		March 31, 2015	December 31, 2014	March 31, 2014
<u>Item</u>	<u>Related Party Categories</u>			
Payables to related parties	Associates	\$ 1,608,521	\$ 1,490,997	\$ 1,328,422
	Joint venture	1,092	493	1,628
		\$ 1,609,613	\$ 1,491,490	\$ 1,330,050

e. Others

		March 31, 2015	December 31, 2014	March 31, 2014
<u>Item</u>	<u>Related Party Categories</u>			
Refundable deposits	Associates	\$	\$	\$ 5,813

		Three Months Ended March 31	
		2015	2014
<u>Item</u>	<u>Related Party Categories</u>		
Manufacturing expenses	Associates	\$ 714,514	\$ 478,338
	Joint venture	2,340	2,586
		\$ 716,854	\$ 480,924
Research and development expenses	Associates	\$ 19,053	\$ 8,031
	Joint venture	60	608
		\$ 19,113	\$ 8,639

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

The Company leased machinery and equipment from Xintec. The lease terms and prices were determined in accordance with mutual agreements. The rental expense was paid quarterly and the related expense was classified under manufacturing expenses.

The Company deferred the disposal gain/loss derived from sales of property, plant and equipment to related parties (transactions with associates and joint venture), and then recognized such gain/loss over the depreciable lives of the disposed assets.

- 45 -

f. Compensation of key management personnel

The compensation to directors and other key management personnel for the three months ended March 31, 2015 and 2014 were as follows:

	Three Months Ended March 31	
	2015	2014
Short-term employee benefits	\$ 486,043	\$ 332,337
Post-employment benefits	1,005	32,954
	\$ 487,048	\$ 365,291

The compensation to directors and other key management personnel were determined by the Compensation Committee of TSMC in accordance with the individual performance and the market trends.

33. PLEDGED ASSETS

The Company provided certificate of deposits recorded in other financial assets as collateral mainly for litigation and building lease agreements. As of March 31, 2015, December 31, 2014 and March 31, 2014 the aforementioned other financial assets amounted to NT\$290,149 thousand, NT\$293,409 thousand and NT\$123,199 thousand, respectively.

34. SIGNIFICANT OPERATING LEASE ARRANGEMENTS

The Company leases several parcels of land, factory and office premises from the Science Park Administration and entered into lease agreements for its office premises and certain office equipment located in the United States, Europe, Japan, Shanghai and Taiwan. These operating leases expire between June 2015 and July 2034 and can be renewed upon expiration.

Future minimum lease payments under the above non-cancellable operating leases are as follows:

	March 31,	December 31,	March 31,
	2015	2014	2014
Not later than 1 year	\$ 893,878	\$ 891,767	\$ 876,502
Later than 1 year and not later than 5 years	3,338,430	3,490,783	2,993,556
Later than 5 years	6,199,795	6,576,218	5,515,717
	\$ 10,432,103	\$ 10,958,768	\$ 9,385,775

35. SIGNIFICANT CONTINGENT LIABILITIES AND UNRECOGNIZED COMMITMENTS

Significant contingent liabilities and unrecognized commitments of the Company as of the end of the reporting period, excluding those disclosed in other notes, were as follows:

- a. Under a technical cooperation agreement with Industrial Technology Research Institute, the R.O.C. Government or its designee approved by TSMC can use up to 35% of TSMC's capacity provided TSMC's outstanding commitments to its customers are not prejudiced. 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. As of March 31, 2015, the R.O.C. Government did not invoke such right.

- 46 -

- b. 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, which is an integrated circuit foundry in Singapore. TSMC's equity interest in SSMC was 32%. Nevertheless, in September 2006, Philips spun-off its semiconductor subsidiary which was renamed as NXP B.V. Further, TSMC and NXP B.V. purchased all the SSMC shares owned by EDB Investments Pte Ltd. pro rata according to the Shareholders Agreement on November 15, 2006. After the purchase, TSMC and NXP B.V. currently own approximately 39% and 61% of the SSMC shares, respectively. TSMC and NXP B.V. are required, in the aggregate, to purchase at least 70% of SSMC's capacity, but TSMC alone is not required to purchase more than 28% of the capacity. If any party defaults on the commitment and the capacity utilization of SSMC falls below a specific percentage of its capacity, the defaulting party is required to compensate SSMC for all related unavoidable costs. There was no default from the aforementioned commitment as of March 31, 2015.
- c. In June 2010, Keranos, LLC. filed a complaint in the U.S. District Court for the Eastern District of Texas alleging that TSMC, TSMC North America, and several other leading technology companies infringe three expired U.S. patents. In response, TSMC, TSMC North America, and several co-defendants in the Texas case filed a lawsuit against Keranos in the U.S. District Court for the Northern District of California in November 2010, seeking a judgment declaring that they did not infringe the asserted patents, and that those patents were invalid. These two litigations have been consolidated into a single lawsuit in the U.S. District Court for the Eastern District of Texas. In February 2014, the Court entered a final judgment in favor of TSMC, dismissing all of Keranos' claims against TSMC with prejudice. The final judgment is currently being appealed to the U.S. Court of Appeals for the Federal Circuit. The outcome cannot be determined and the Company cannot make a reliable estimate of the contingent liability at this time.
- d. In December 2010, Ziptronix, Inc. filed a complaint in the U.S. District Court for the Northern District of California accusing TSMC, TSMC North America and one other company of infringing several U.S. patents. In September 2014, the Court granted summary judgment of noninfringement in favor of TSMC and TSMC North America. Ziptronix, Inc. can appeal the Court's order. The outcome cannot be determined and the Company cannot make a reliable estimate of the contingent liability at this time.
- e. TSMC joined the Customer Co-Investment Program of ASML and entered into the investment agreement in August 2012. The agreement includes an investment of EUR837,816 thousand by TSMC Global to acquire 5% of ASML's equity with a lock-up period of 2.5 years. TSMC Global has acquired the aforementioned equity on October 31, 2012. Both parties also signed the research and development funding agreement whereby TSMC shall provide EUR276,000 thousand to ASML's research and development programs from 2013 to 2017. As of March 31, 2015, TSMC has paid EUR123,458 thousand to ASML under the research and development funding agreement.
- f. In September 2013, Zond Inc. filed a complaint in U.S. District Court for the District of Massachusetts against TSMC, certain TSMC subsidiaries and other companies alleging infringing of several U.S. patents. Subsequently, TSMC and Zond initiated additional legal actions in the U.S. District Courts for the District of Delaware and the District of Massachusetts over several additional patents owned by Zond. In March 2015, all pending litigations between the parties in the U.S. District Courts for the District of Massachusetts and the District of Delaware were dismissed.
- g.

In March 2014, DSS Technology Management, Inc. (DSS) filed a complaint in the U.S. District Court for the Eastern District of Texas alleging that TSMC, TSMC North America, TSMC Development and several other companies infringe one U.S. patent. TSMC Development has subsequently been dismissed. In view of the Claim Construction Order issued by the Court in April 2015, DSS requested that the Court stay the litigation so that it may file a stipulation for judgment of noninfringement. DSS may appeal upon the entry of the judgment of noninfringement by the Court. The case is currently stayed. The outcome cannot be determined and the Company cannot make a reliable estimate of the contingent liability at this time.

- 47 -

- h. Amounts available under unused letters of credit as of March 31, 2015, December 31, 2014 and March 31, 2014 were NT\$219,807 thousand, NT\$222,026 thousand and NT\$91,449 thousand, respectively.

36. EXCHANGE RATE INFORMATION OF FOREIGN-CURRENCY FINANCIAL ASSETS AND LIABILITIES

The following information was summarized according to the foreign currencies other than the functional currency of each subsidiary of the Company. The exchange rates disclosed were used to translate the foreign currencies into the functional currency of each subsidiary. The significant financial assets and liabilities denominated in foreign currencies were as follows:

	Foreign Currencies (In Thousands)	Exchange Rate (Note 1)	Carrying Amount
<u>March 31, 2015</u>			
<u>Financial assets</u>			
Monetary items			
USD	\$ 4,303,475	31.401	\$ 135,133,422
USD	237,194	6.200(Note 2)	7,448,123
EUR	41,782	34.11	1,425,179
JPY	37,695,164	0.2622	9,883,672
Non-monetary items			
HKD	158,285	4.05	641,056
<u>Financial liabilities</u>			
Monetary items			
USD	2,619,790	31.401	82,264,028
USD	60,802	6.200(Note 2)	1,909,235
EUR	62,574	34.11	2,134,416
JPY	37,333,072	0.2622	9,788,731
<u>December 31, 2014</u>			
<u>Financial assets</u>			
Monetary items			
USD	5,002,082	31.718	158,656,051
EUR	22,887	38.57	882,741
JPY	704,925	0.2652	186,946
Non-monetary items			
HKD	149,844	4.09	612,860
<u>Financial liabilities</u>			
Monetary items			
USD	3,348,306	31.718	106,201,584
EUR	44,152	38.57	1,702,926
JPY	28,734,248	0.2652	7,620,323

(Continued)

	Foreign Currencies (In Thousands)	Exchange Rate (Note 1)	Carrying Amount
<u>March 31, 2014</u>			
<u>Financial assets</u>			
Monetary items			
USD	\$ 2,710,009	30.483	\$ 82,609,207
EUR	72,007	41.89	3,016,359
JPY	5,027,589	0.2958	1,487,161
Non-monetary items			
HKD	160,055	3.93	629,017
<u>Financial liabilities</u>			
Monetary items			
USD	2,068,120	30.483	63,042,501
EUR	273,217	41.89	11,445,055
JPY	57,864,266	0.2958	17,116,250

(Concluded)

Note 1: Except as otherwise noted, exchange rate represents the number of N.T. dollars for which one foreign currency could be exchanged.

Note 2: The exchange rate represents the number of RMB dollars for which one USD could be exchanged. The realized and unrealized foreign exchange gain and loss was a net gain of NT\$48,183 thousand and a net loss of NT\$36,401 thousand for the three months ended March 31, 2014 and 2015, respectively. Since there were varieties of foreign currency transactions and functional currencies within the subsidiaries of the Company, the Company was unable to disclose foreign exchange gain (loss) towards each foreign currency with significant impact.

37. OPERATING SEGMENTS INFORMATION

a. Operating segments

The Company's only reportable segment is the foundry segment. The foundry segment engages mainly in the manufacturing, selling, packaging, testing and computer-aided design of integrated circuits and other semiconductor devices and the manufacturing of masks. The Company also had other operating segments that did not exceed the quantitative threshold for separate reporting. These segments mainly engage in the researching, developing, designing, manufacturing and selling of renewable energy and efficiency related technologies and products.

The Company uses the income from operations as the measurement for segment profit and the basis of performance assessment. There was no material differences between the accounting policies of the operating segment and the accounting policies described in Note 4.

b. Segment revenue and operating results

	Foundry	Others	Elimination	Total
<u>Three months ended March 31, 2015</u>				
Net revenue from external customers	\$ 221,895,133	\$ 139,011	\$	\$ 222,034,144
Income from operations	86,975,767	(349,644)		86,626,123
<u>Three months ended March 31, 2014</u>				
Net revenue from external customers	148,075,125	140,047		148,215,172
Net revenue from sales among intersegments		14,573	(14,573)	
Income from operations	53,195,724	(678,110)		52,517,614

38. ADDITIONAL DISCLOSURES

Following are the additional disclosures required by the Securities and Futures Bureau (SFB) for TSMC:

- a. Financings provided: Please see Table 1 attached;
- b. Endorsement/guarantee provided: Please see Table 2 attached;
- c. Marketable securities held (excluding investments in subsidiaries, associates and jointly controlled entities): Please see Table 3 attached;
- d. Marketable securities acquired and disposed of at costs or prices of at least NT\$300 million or 20% of the paid-in capital: Please see Table 4 attached;
- e. Acquisition of individual real estate properties at costs of at least NT\$300 million or 20% of the paid-in capital: None;
- f. Disposal of individual real estate properties at prices of at least NT\$300 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. Receivables from related parties amounting to at least NT\$100 million or 20% of the paid-in capital: Please see Table 6 attached;
- i. Information about the derivative financial instruments transaction: Please see Notes 7 and 10;

- j. Others: The business relationship between the parent and the subsidiaries, and significant transactions between them: Please see Table 7 attached;
- k. Names, locations, and related information of investees over which TSMC exercises significant influence (excluding information on investment in Mainland China): Please see Table 8 attached;
- l. 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, income (losses) of the investee, share of profits/losses of investee, ending balance, amount received as dividends from the investee, and the limitation on investee: Please see Table 9 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 reports: Please see Table 7 attached.

TABLE 1**Taiwan Semiconductor Manufacturing Company Limited and Subsidiaries****FINANCINGS PROVIDED****FOR THE THREE MONTHS ENDED MARCH 31, 2015**

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

Financial Statement Account	Related Party	Maximum Balance for the Period (US\$ in Thousands) (Note 4)	Ending Balance (US\$ in Thousands) (Note 4)	Amount Actually Drawn (US\$ in Thousands)	Interest Rate	Nature for Financing	Transaction Amount	Reason for Financing	Allowance for Bad Debt	Collateral Value	Fin Li
Other receivables from related parties	Yes	\$ 5,338,170 (US\$ 170,000)	\$ 5,338,170 (US\$ 170,000)	\$ 4,804,353 (US\$ 153,000)	0.38%	The need for short-term financing	\$	Operating capital	\$	\$	\$ 19
Other receivables from related parties	Yes	1,570,050 (US\$ 50,000)			0.38%	The need for short-term financing		Operating capital			19
Other receivables from related parties	Yes	18,841 (US\$ 600)	18,841 (US\$ 600)			The need for short-term financing		Operating capital			

Note 1: The total amount for lending to a company for funding for a short-term period shall not exceed ten percent (10%) of the net worth of TSMC Partners. In addition, the total amount lendable to any one borrower shall be no more than thirty percent (30%) of the borrower's net worth. The above restriction does not apply to the subsidiaries whose voting shares are 90% and up owned, directly or indirectly, by TSMC (90% and up owned subsidiaries). However, the aggregate amounts lendable to 90% and up owned subsidiaries and the total amount lendable to one such borrower of 90% and up owned subsidiaries shall not exceed forty percent (40%) of the net worth of TSMC Partners.

Note 2: The total amount for lending to a company for funding for a short-term period shall not exceed ten percent (10%) of the net worth of TSMC Solar. In addition, the total amount lendable to any one borrower shall be no more than thirty percent (30%) of the borrower's net worth; however, this restriction does not apply to the subsidiaries whose voting shares are 100% owned, directly or indirectly, by TSMC Solar.

Note 3: The total amount available for lending purpose shall not exceed the net worth of TSMC Partners and twenty percent (20%) of the net worth of TSMC Solar.

Note 4:

The maximum balance for the period and ending balance represent the amounts approved by the Board of Directors.

- 51 -

TABLE 2**Taiwan Semiconductor Manufacturing Company Limited and Subsidiaries****ENDORSEMENTS/GUARANTEES PROVIDED****FOR THE THREE MONTHS ENDED MARCH 31, 2015**

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

Guaranteed Party	Nature of Relationship	Limits on Endorsement/ Guarantee Amount Provided to Each Guaranteed Party (Notes 1 and 2)	Maximum Balance for the Period (US\$ in Thousands) (Note 3)	Ending Balance (US\$ in Thousands) (Note 3)	Amount Actually Drawn (US\$ in Thousands)	Ratio of Accumulated Endorsement/ Guarantee Amount to of Net Equity per Collateralized by Financial Statements	Maximum Endorsement/ Guarantee Amount Allowable (Note 2)	Guarantee Provided by Parent Company
Global	Subsidiary	\$ 280,960,875	\$ 47,101,500	\$ 47,101,500	\$ 47,101,500	\$ 4.19%	\$ 280,960,875	Yes
			(1,500,000) US\$	(1,500,000) US\$	(1,500,000) US\$			
North	Subsidiary	280,960,875	2,612,981	2,612,981	2,612,981	0.23%	280,960,875	Yes
			(83,213) US\$	(83,213) US\$	(83,213) US\$			

Note 1: The total amount of the guarantee provided by TSMC to any individual entity shall not exceed ten percent (10%) of TSMC's net worth, or the net worth of such entity. However, subsidiaries whose voting shares are 100% owned, directly or indirectly, by TSMC are not subject to the above restrictions after the approval of the Board of Directors.

Note 2: The total amount of guarantee shall not exceed twenty-five percent (25%) of TSMC's net worth.

Note 3: The maximum balance for the period and ending balance represent the amounts approved by the Board of Directors.

TABLE 3**Taiwan Semiconductor Manufacturing Company Limited and Subsidiaries****MARKETABLE SECURITIES HELD****MARCH 31, 2015****(Amounts in Thousands of New Taiwan Dollars, Unless Specified Otherwise)**

Held Company Name	Marketable Securities Type and Name	Relationship with the Company	Financial Statement Account	Shares/Units (In Thousands)	March 31, 2015			Fair Value (Foreign Currencies in Thousands)	Note
					Carrying Value (Foreign Currencies in Thousands)	Percentage of Ownership (%)			
TSMC	<u>Commercial Paper</u>								
	CPC Corporation, Taiwan	Held-to-maturity financial assets		250	\$ 2,493,056	N/A	\$	2,497,582	
	Taiwan Power Company			1,060	10,566,982	N/A		10,578,107	
	<u>Stock</u>								
	Semiconductor Manufacturing International Corporation	Available-for-sale financial assets		211,047	641,056	1		641,056	Note 1
	United Industrial Gases Co., Ltd.	Financial assets carried at cost		21,230	193,584	10		486,519	
	Shin-Etsu Handotai Taiwan Co., Ltd.			10,500	105,000	7		345,632	
	W.K. Technology Fund IV			4,000	39,280	2		34,519	
	<u>Fund</u>								
	Horizon Ventures Fund	Financial assets carried at cost			17,029	12		17,029	Note 2
	Crimson Asia Capital				18,265	1		18,265	Note 3
TSMC Global	<u>Stock</u>								
	ASML	Available-for-sale financial assets		20,993	US\$ 2,138,968	5	US\$	2,138,968	Note 4
	<u>Money market fund</u>								

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

	Ssga Cash Mgmt Global Offshore	Available-for-sale financial assets	12	US\$	12	N/A	US\$	12
TSMC Partners	<u>Stock</u>							
	Mcube Inc.	Financial assets carried at cost	6,333			16		
	<u>Fund</u>							
	Shanghai Walden Venture Capital Enterprise	Financial assets carried at cost		US\$	5,000	6	US\$	5,000
	China Walden Venture Investments II, L.P.			US\$	1,000	11	US\$	1,000
Emerging Alliance	<u>Common stock</u>							
	Global Investment Holding Inc.	Financial assets carried at cost	11,124	US\$	3,065	6	US\$	3,065
	RichWave Technology Corp.		4,074	US\$	1,545	10	US\$	1,545
	<u>Preferred stock</u>							
	Next IO, Inc.	Financial assets carried at cost	8					Note 5
	QST Holdings, LLC			US\$	141	4	US\$	141
ISDF	<u>Preferred stock</u>							
	Sonics, Inc.	Financial assets carried at cost	230			2		Note 6
ISDF II	<u>Common stock</u>							
	Alchip Technologies Limited	Available-for-sale financial assets	6,581	US\$	12,111	11	US\$	12,111
	Sonics, Inc.	Financial assets carried at cost	278			3		
	Goyatek Technology, Corp.		745			6		
	<u>Preferred stock</u>							
	Sonics, Inc.	Financial assets carried at cost	264			3		Note 7
VTAF II	<u>Common stock</u>							
	Sentelic	Financial assets carried at cost	1,806	US\$	2,607	8	US\$	2,607
	Aether Systems, Inc.		2,600	US\$	2,243	28	US\$	2,243
	RichWave Technology Corp.		1,267	US\$	1,036	3	US\$	1,036

(Continued)

- 53 -

Held Company Name	Market Securities Type and Name	Relationship with the Company	Financial Statement Account	Shares/Units (In Thousands)	March 31, 2015			Note
					Carrying Value (Foreign Currencies in Thousands)	Percentage of Ownership (%)	Fair Value (Foreign Currencies in Thousands)	
VTAF II	<u>Preferred stock</u>							
	5V Technologies, Inc.		Financial assets carried at cost	963	US\$ 2,168	2	US\$ 2,168	
	Aquantia			4,643	US\$ 4,441	2	US\$ 4,441	
	Cresta Technology Corporation			92	US\$ 28		US\$ 28	
	Impinj, Inc.			711	US\$ 1,100		US\$ 1,100	
	Next IO, Inc.			179		1		Note 8
	QST Holdings, LLC				US\$ 588	13	US\$ 588	
VTAF III	<u>Common stock</u>							
	Synaptics		Available-for-sale financial assets	7	US\$ 539		US\$ 539	
	Accton Wireless Broadband Corp.		Financial assets carried at cost	2,249	US\$ 315	6	US\$ 315	
	<u>Preferred stock</u>							
	BridgeLux, Inc.		Financial assets carried at cost	7,522	US\$ 9,379	3	US\$ 9,379	
	GTBF, Inc.			1,154	US\$ 1,500	N/A	US\$ 1,500	
	LiquidLeds Lighting Corp.			1,600	US\$ 800	11	US\$ 800	
	Neoconix, Inc.			4,147	US\$ 170		US\$ 170	Note 9
	<u>Preferred stock</u>							
	Powervation, Ltd.		Financial assets carried at cost	568	US\$ 8,878	14	US\$ 8,878	

Note 1: The carrying value represents carrying amount less accumulated impairment of NT\$315,787 thousand.

Note 2: The carrying value represents carrying amount less accumulated impairment of NT\$61,274 thousand.

Note 3: The carrying value represents carrying amount less accumulated impairment of NT\$29,500 thousand.

Note 4: In October 2012, TSMC Global acquired 5% of the outstanding equity of ASML with a lock-up period of 2.5 years starting from the acquisition date.

Note 5: The carrying value represents carrying amount less accumulated impairment of US\$500 thousand.

Note 6: The carrying value represents carrying amount less accumulated impairment of US\$497 thousand.

Note 7: The carrying value represents carrying amount less accumulated impairment of US\$456 thousand.

Note 8: The carrying value represents carrying amount less accumulated impairment of US\$1,219 thousand.

Note 9: The carrying value represents carrying amount less accumulated impairment of US\$4,672 thousand.

(Concluded)

- 54 -

TABLE 4**Taiwan Semiconductor Manufacturing Company Limited and Subsidiaries****MARKETABLE SECURITIES ACQUIRED AND DISPOSED OF AT COSTS OR PRICES OF AT LEAST NT\$300 MILLION OR 20% OF THE PAID-IN CAPITAL****FOR THE THREE MONTHS ENDED MARCH 31, 2015**

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

Financial Statement Account	Counter-party	Nature of Relationship	Beginning Balance		Acquisition		Shares/ Units (In Thousands)	Disposal		Gain/ Loss on Disposal
			Shares/ Units (In Thousands)	Amount	Shares/ Units (In Thousands)	Amount		Amount	Carrying Value	
Held-to-maturity financial assets			230	\$ 2,293,579	100	\$ 997,799	80	\$ 800,000	\$ 798,322	\$ 1,678
			220	2,192,014	840	8,374,968				
Noncurrent assets held for sale	EPISTAR	Subsidiary	554,674	669,472			554,674	782,701	669,472	113,229
								(Note)		

Note: The amount of disposal is the selling price less associated expenditure.

TABLE 5**Taiwan Semiconductor Manufacturing Company Limited and Subsidiaries****TOTAL PURCHASES FROM OR SALES TO RELATED PARTIES OF AT LEAST NT\$100 MILLION OR 20% OF THE PAID-IN CAPITAL****FOR THE THREE MONTHS ENDED MARCH 31, 2015****(Amounts in Thousands of New Taiwan Dollars, Unless Specified Otherwise)**

Company Name	Related Party	Nature of Relationships	Purchases/Sales	Transaction Details			Abnormal Transaction		Notes/Accounts Payable or Receivable Ending Balance	
				Amount (Foreign Currencies in Thousands)	% to Total	Unit Payment Terms (Note 2)	Price Terms (Note 2)		Currencies in Thousands)	% to Total
TSMC North America	Subsidiary	Sales	\$	148,401,962	67	Net 30 days from invoice date (Note 1)	(Note 1)	\$	63,317,935	65
GUC	Associate	Sales		814,974		Net 30 days from the end of the month of when invoice is issued			539,894	1
TSMC China	Subsidiary	Purchases		5,409,081	28	Net 30 days from the end of the month of when invoice is issued			(1,944,918)	9
WaferTech	Indirect subsidiary	Purchases		2,358,445	12	Net 30 days from the end of the			(689,641)	3

					month of when invoice is issued			
VIS	Associate	Purchases	1,869,311	10	Net 30 days from the end of the month of when invoice is issued	(697,036)	3	
SSMC	Associate	Purchases	1,134,965	6	Net 30 days from the end of the month of when invoice is issued	(469,079)	2	
MC Solar	TSMC Solar Europe GmbH	Subsidiary	Sales	132,514	84	Net 90 days from the end of the month of when invoice is issued	179,380	90
MC North America	GUC	Associate of TSMC	Sales	168,592	Net 30 days	49,942		
				(US\$ 5,347)	from invoice date	(US\$ 1,590)		

Note 1: The tenor is 30 days from TSMC's invoice date or determined by the payment terms granted to its clients by TSMC North America.

Note 2: The sales prices and payment terms to related parties were not significantly different from those of sales to third parties. For other related party transactions, prices and terms were determined in accordance with mutual agreements.

TABLE 6**Taiwan Semiconductor Manufacturing Company Limited and Subsidiaries****RECEIVABLES FROM RELATED PARTIES AMOUNTING TO AT LEAST NT\$100 MILLION OR 20% OF THE PAID-IN CAPITAL****MARCH 31, 2015****(Amounts in Thousands of New Taiwan Dollars, Unless Specified Otherwise)**

Company Name	Related Party	Nature of Relationships	Ending Balance (Foreign Currencies in Thousands)	Turnover Days (Note 1)	Overdue Amount	Action Taken	Amounts Received in Allowance Subsequent Period	Debt
TSMC	TSMC North America	Subsidiary	\$ 63,623,861	47	\$ 4,028,434		\$ 7,446,211	\$
	GUC	Associate	539,894	45				
	VIS	Associate	102,542	(Note 2)				
TSMC Partners	TSMC Solar	The same parent company	4,813,274	(Note 2)				
			(US\$ 153,284)					
TSMC China	TSMC	Parent company	1,944,918	33				
			(RMB 383,991)					
TSMC Technology	TSMC	Parent company	251,368	(Note 2)				
			(US\$ 8,005)					
ferTech	TSMC	Parent company	689,641	27				
			(US\$ 21,962)					
TSMC Solar	TSMC Solar Europe GmbH	Subsidiary	179,380	118	52,205	Accelerate collection process	47,491	

Note 1: The calculation of turnover days excludes other receivables from related parties.

Note 2: The ending balance is primarily consisted of other receivables, which is not applicable for the calculation of turnover days.

TABLE 7**Taiwan Semiconductor Manufacturing Company Limited and Subsidiaries****INTERCOMPANY RELATIONSHIPS AND SIGNIFICANT INTERCOMPANY TRANSACTIONS****MARCH 31, 2015****(Amounts in Thousands of New Taiwan Dollars)****A. FOR THE THREE MONTHS ENDED MARCH 31, 2015**

			Intercompany Transactions			Percentage of Consolidated Net Revenue Total Assets
No.	Company Name	Counter Party	Nature of Relationship (Note 1)	Financial Statements Item	Amount (Note 2)	
0	TSMC	TSMC North America	1	Net revenue from sale of goods	\$ 148,401,962	67%
				Receivables from related parties	63,317,935	4%
				Other receivables from related parties	305,926	
				Payables to related parties	62,783	
		TSMC China	1	Purchases	5,409,081	2%
				Marketing expenses - commission	27,791	
				Disposal of property, plant and equipment	50,345	
				Gain on disposal of property, plant and equipment	5,440	
				Other receivables from related parties	24,233	

			Payables to related parties	1,944,918	
	TSMC Japan	1	Marketing expenses - commission	52,950	
			Payables to related parties	79,725	
	TSMC Europe	1	Marketing expenses - commission	94,418	
			Research and development expenses	14,884	
			Payables to related parties	40,083	
	TSMC Korea	1	Purchases	2,187	
			Marketing expenses - commission	6,064	
			Payables to related parties	2,426	
	TSMC Technology	1	Purchases	1,293	
			Research and development expenses	359,980	
			Payables to related parties	251,368	
	WaferTech	1	Net revenue from sale of goods	1,364	
			Purchases	2,358,445	1%
			Payables to related parties	689,641	
	TSMC Canada	1	Research and development expenses	56,048	
			Payables to related parties	18,331	
	TSMC Solar	1	Other gains and losses	1,707	
			Other receivables from related parties	3,284	
1	TSMC Development	WaferTech	1	Other receivables from related parties	54,996
2	TSMC North America	TSMC Technology	3	Other receivables from related	1,676

3	TSMC Solar	TSMC Solar Europe GmbH	1	parties	
				Net revenue from sale of goods	132,514
				Receivables from related parties	179,380
		TSMC Solar NA	1	Net revenue from sale of goods	6,111
				Receivables from related parties	20,819
		TSMC Partners	3	Finance costs	4,477
				Other payables to related parties	4,813,274

Note 1: No. 1 represents the transactions from parent company to subsidiary.

No. 3 represents the transactions between subsidiaries.

Note 2: The sales prices and payment terms of intercompany sales are not significantly different from those to third parties. For other intercompany transactions, prices and terms are determined in accordance with mutual agreements.

TABLE 8**Taiwan Semiconductor Manufacturing Company Limited and Subsidiaries****NAMES, LOCATIONS, AND RELATED INFORMATION OF INVESTEEES OVER WHICH THE COMPANY EXERCISES SIGNIFICANT INFLUENCE (EXCLUDING INFORMATION ON INVESTMENT IN MAINLAND CHINA)****MARCH 31, 2015****(Amounts in Thousands of New Taiwan Dollars, Unless Specified Otherwise)**

Investee Company	Location	Main Businesses and Products	Original Investment Amount		Balance as of March 31, 2015			Net Income (Losses) of the Investee (Foreign Currencies in Thousands)	Shares Owned (Thousands)	Percentage of Ownership (%)	Carrying Value (Foreign Currencies in Thousands)	Net Income (Losses) of the Investee (Foreign Currencies in Thousands)	Shares Owned (Thousands)
			March 31, 2015 (Foreign Currencies in Thousands)	December 31, 2014 (Foreign Currencies in Thousands)	Shares (Thousands)	Ownership (%)	Carrying Value (Foreign Currencies in Thousands)						
Global	Tortola, British Virgin Islands	Investment activities	\$ 103,114,868	\$ 103,114,868	3	100	\$ 131,132,553	\$ 124,800	\$ 1				
	Tortola, British Virgin Islands	Investing in companies involved in the design, manufacture, and other related business in the semiconductor industry	31,456,130	31,456,130	988,268	100	48,064,663	480,727	4				
	Hsin-Chu, Taiwan	Research, design, development, manufacture, packaging, testing and sale of memory integrated circuits, LSI, VLSI and related parts	11,789,048	11,789,048	546,223	33	10,560,974	1,368,808	4				
	Singapore		5,120,028	5,120,028	314	39	8,919,391	1,800,714	6				

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

		Fabrication and supply of integrated circuits							
olar	Tai-Chung, Taiwan	Engaged in researching, developing, designing, manufacturing and selling renewable energy and saving related technologies and products	11,180,000	11,180,000	1,118,000	99	2,353,164	(522,980)	(5
orth	San Jose, California, U.S.A.	Selling and marketing of integrated circuits and semiconductor devices	333,718	333,718	11,000	100	3,980,858	36,461	
	Taoyuan, Taiwan	Wafer level chip size packaging service	1,357,890	1,357,890	94,950	35	2,360,234	129,736	
	Hsin-Chu, Taiwan	Researching, developing, manufacturing, testing and marketing of integrated circuits	386,568	386,568	46,688	35	1,121,601	111,140	
I	Cayman Islands	Investing in new start-up technology companies	1,852,339	1,850,782		98	842,725	33,612	
	Cayman Islands	Investing in new start-up technology companies	608,562	605,479		98	466,308	(1,892)	
	Amsterdam, the Netherlands	Marketing and engineering supporting activities	15,749	15,749		100	285,090	9,620	
g	Cayman Islands	Investing in new start-up technology companies	844,775	844,775		99.5	152,870	(708)	
apan	Yokohama, Japan	Marketing activities	83,760	83,760	6	100	120,126	1,388	
N			260,000	200,000		100	56,156	(68,354)	

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

	Taipei, Taiwan	Investment activities							
orea	Seoul, Korea	Customer service and technical supporting activities	13,656	13,656	80	100	33,316	703	
	New Taipei, Taiwan	Manufacturing and sales of solar cells, crystalline silicon solar cell, and test and measurement instruments and design and construction of solar power systems	6,228,661	6,228,661	87,480	20	3,247,436	(487,097)	
olar	Amsterdam, the Netherlands	Investing in solar related business	514,955	504,107	1	100	8,640	(5,421)	
olar	Delaware, U.S.A.	Selling and marketing of solar related products	236,025	236,025	1	100	14,396	(1,150)	
ment	Delaware, U.S.A.	Investment activities	0.03	0.03		100	23,895,721	427,502	
		(US\$ 0.001) (US\$ 0.001)					(US\$ 760,986) (US\$ 13,557)		
	Cayman Islands	Investing in companies involved in the design, manufacturing, and other related businesses in the semiconductor industry	1,350,243	1,350,243	43,000	49	4,153,508	90,699	
		(US\$ 43,000) (US\$ 43,000)					(US\$ 132,273) (US\$ 2,876)		
gy	Delaware, U.S.A.	Engineering support activities	0.03	0.03		100	488,794	17,504	
		(US\$ 0.001) (US\$ 0.001)					(US\$ 15,566) (US\$ 555)		
	Cayman Islands	Investing in new start-up technology companies	291,998	291,998	9,299	97	461,765	(386)	
		(US\$ 9,299) (US\$ 9,299)					(US\$ 14,705) (US\$ (12))		
	Cayman Islands	Investing in new start-up technology	18,307	18,307	583	97	3,951	(387)	
		(US\$ 583) (US\$ 583)					(US\$ 126) (US\$ (12))		

	companies											
Ontario, Canada	Engineering		72,222		72,222		2,300	100		145,724		5,278
	support activities	(US\$	2,300)	(US\$	2,300)			(US\$	4,641)	(US\$	167)	

(Continued)

Investee Company	Location	Main Businesses and Products	Original Investment Amount		Balance as of March 31, 2015				Net Income (Losses) of the Investee (Foreign Currencies in Thousands)	Share of Profits/Losses of Investee (Note 1) (Foreign Currencies in Thousands)	
			March 31, 2015 (Foreign Currencies in Thousands)	December 31, 2014 (Foreign Currencies in Thousands)	Shares (In Thousands)	Percentage of Ownership (%)	Carrying Value (Foreign Currencies in Thousands)				
WaferTech	Washington, U.S.A.	Manufacturing, selling, testing and computer-aided designing of integrated circuits and other semiconductor devices	\$	\$	293,637	100	\$	7,353,951	\$	409,150	Note 2
							(US\$	234,195)	(US\$	12,975)	
Mutual-Pak	New Taipei, Taiwan	Manufacturing and selling of electronic parts and researching, developing, and testing of RFID	163,683	163,683	15,643	58		26,773		(4,064)	Note 2
			(US\$ 5,212)	(US\$ 5,212)			(US\$	853)	(US\$	(129))	
Growth Fund	Cayman Islands	Investing in new start-up technology companies	70,024	68,454		100		51,524		32,887	Note 2
			(US\$ 2,230)	(US\$ 2,180)			(US\$	1,641)	(US\$	1,043)	
VTA Holdings	Delaware, U.S.A.	Investing in new start-up technology companies				62					Note 2
VTA Holdings	Delaware, U.S.A.	Investing in new start-up technology companies				31					Note 2
VTA Holdings	Delaware, U.S.A.	Investing in new start-up technology companies				7					Note 2
TSMC Solar Europe GmbH	Hamburg, Germany	Selling of solar related products and providing customer service	433,197	422,964	1	100		6,405		(5,420)	Note 2
			(EUR 12,700)	(EUR 12,400)			(EUR	188)	(EUR	(151))	
			54,392	53,092	5,439	-		11,299		(522,980)	Note 2

TSMC Solar	Tai-Chung, Taiwan	Engaged in researching, developing, designing, manufacturing and selling renewable energy and saving related technologies and products
---------------	----------------------	--

Note 1: The share of profits/losses of investee includes the effect of unrealized gross profit on intercompany transactions.

Note 2: The share of profits/losses of the investee company is not reflected herein as such amount is already included in the share of profits/losses of the investor company.

Note 3: Please refer to Table 9 for information on investment in Mainland China.

(Concluded)

TABLE 9**Taiwan Semiconductor Manufacturing Company Limited and Subsidiaries****INFORMATION ON INVESTMENT IN MAINLAND CHINA****FOR THE THREE MONTHS ENDED MARCH 31, 2015**

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

Businesses and Products	Total Amount of Paid-in Capital (Foreign Currencies in Thousands)	Method of Investment	Investment Flows		Accumulated Outflow of Investment from Taiwan as of March 31, 2015 (US\$ in Thousands)	Net Income (Losses) of the Company	Percentage of Ownership	Share of Profits/Losses	
			Accumulated Outflow of Investment from Taiwan as of January 1, 2015 (US\$ in Thousands)	Outflow/Inflow					
Manufacturing	\$ 18,939,667	(Note 1)	\$ 18,939,667	\$ \$	\$ 18,939,667	\$ 2,080,807	100%	\$ 2,063,194	\$
...ing of	(RMB 4,502,080)		(US\$ 596,000)		(US\$ 596,000)			(Note 2)	
...ted									
...at the									
...f and									
...nt to									
...t design									
...cations									
...ed by									
...ers									

Investment Amounts Authorized by		
Accumulated Investment in Mainland China as of March 31, 2015 (US\$ in Thousands)	Investment Commission, MOEA (US\$ in Thousands)	Upper Limit on Investment (US\$ in Thousands)
\$ 18,939,667	\$ 18,939,667	\$ 18,939,667
(US\$ 596,000)	(US\$ 596,000)	(US\$ 596,000)

Note 1: TSMC directly invested US\$596,000 thousand in TSMC China.

Note 2: Amount was recognized based on the reviewed financial statements.