

**Meeting Notice**  
**of**  
**Annual General Shareholders' Meeting**  
**(Summary Translation)**

The 2009 Annual General Shareholders' Meeting (the "Meeting") of Taiwan Semiconductor Manufacturing Company, Ltd. (the "Company") will be convened at TSMC Fab 12 (No. 8, Li-Hsin Rd. 6, Hsinchu Science Park, Hsinchu, Taiwan) at 9:00 a.m., Wednesday, June 10, 2009.

1. The agenda for the Meeting are as follows:

I. Report Items

- (1) To report the business of 2008
- (2) Audit Committee's review report
- (3) To report the implementation of shares buyback
- (4) To report TSMC's merger of its 100% owned subsidiary - Hsin Ruey Investment Co. Ltd.

II. Proposed Resolutions

- (1) To accept 2008 Business Report and Financial Statements
- (2) To approve the proposal for distribution of 2008 profits
- (3) To approve the capitalization of 2008 dividends, 2008 employee profit sharing, and capital surplus
- (4) To revise internal policies and rules as follows:
  - (a) Procedures for Lending Funds to Other Parties
  - (b) Procedures for Endorsement and Guarantee

III. Directors Election

To elect eight Directors (including four independent directors)

2. The major items of the proposal for distribution of 2008 profits adopted at the meeting of the Board of Directors are as follows:

- (1) Cash dividends to common share holders: Totaling NT\$76,876,311,768.  
Each common share holder will be entitled to receive a cash dividend of NT\$3.0 per share.
- (2) Stock dividends to common share holders: Totaling NT\$512,508,750. Each

common share holder will be entitled to receive a stock dividend of 2 common shares for each 1,000 common shares held by such shareholder.  
(3) Employee profit sharing distributed in cash: Totaling NT\$7,494,987,577;  
Employee profit sharing distributed in stock: Totaling NT\$7,494,987,578.

In addition, it is proposed to capitalize a portion of capital surplus in the amount of NT\$768,763,120. Each common share holder will be entitled to receive, for each 1,000 shares held, 3 shares from such capitalization of capital surplus; and, together with the 2 shares of stock dividend as mentioned above, 5 shares in total for each 1,000 shares held by such shareholder.

(Remarks: The total amount of common shares outstanding may change and the ultimate cash dividend and stock to be distributed to each common share may need to be adjusted accordingly should TSMC subsequently repurchase its common shares, or issue new common shares to its employees as a result of their exercise of stock options.)

After being approved at the Meeting, the cash dividends to common share holders will be distributed on a record date to be determined by the Board of Directors or its designee(s).

After being approved at the Meeting and by the governmental authority in charge, the new shares (capitalization of capital surplus, stock dividends to common share holders and employee profit sharing in stock) will be distributed on a record date to be determined by the Board of Directors or its designee(s).

3. (Omitted – not applicable to ADR holders)
4. (Omitted – not applicable to ADR holders)
5. (Omitted – not applicable to ADR holders)

Board of Directors  
Taiwan Semiconductor  
Manufacturing Company, Ltd.

