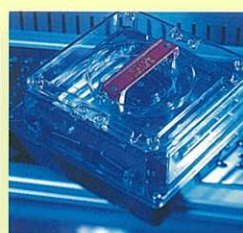
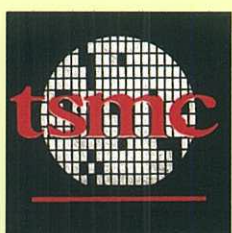
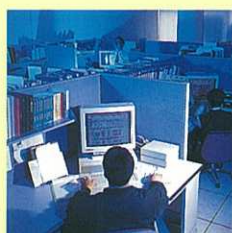


八十三年度年報
ANNUAL REPORT

台灣積體電路製造股份有限公司
TAIWAN SEMICONDUCTOR
MANUFACTURING COMPANY LTD.



1994

企業文化

TSMC CULTURE

誠信篤實

TRUSTWORTHY AND PRAGMATIC

追求卓越

SEARCH FOR EXCELLENCE

創造價值

MANAGE VALUE CREATION

繁榮社會

CONTRIBUTE TO SOCIETY

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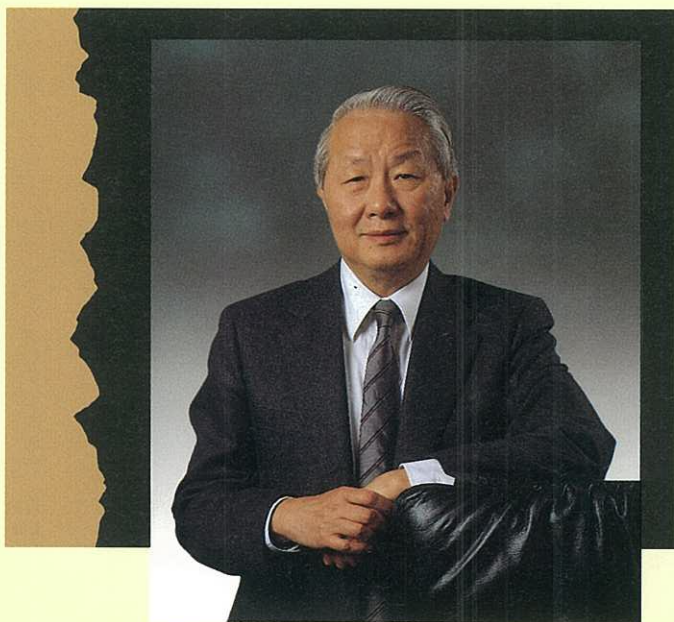
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董事長 張忠謀
Morris Chang, Chairman

致股東書

各位股東女士／先生：

在民國八十三年裡，本公司依舊表現傑出，不但營收、獲利及晶圓產出各方面皆再創新猷，而值得一提的是，本公司已正式在國內證券市場完成掛牌上市目標。而這些成功泰半要歸功於本公司過去所奠定的優良基礎，藉著不斷強化卓越的服務及領先的技術，終於創造了如此的成就。

市場與技術發展概況

0.6微米製程的量產，使本公司得以在民國八十三年保持全球積體電路代工市場的技術領先地位。而0.8微米及其以下的製程銷售比率也自八十二年的49%增加至八十三年度的61%。經由技術層次的提昇，不但使得營收快速成長，總客戶數量也不斷成長，從八十二年底的114家增加至八十三年度的137家，而新增的客戶如Fujitsu, NEC及Siemens等，皆屬全球半導體業界中之佼佼者。

相對於客戶數量之成長，八十三年晶圓銷售量也比八十二年增加43%，而達到921,000片。營業額更由八十二年的新台幣123.3億元大幅成長到八十三年度的193.4億元，年成長率高達56.8%，比全球積體電路業之平均年成長率28%，高出一倍之多。而在三個主要銷售地區中以歐洲成長153.7%最高，亞洲及美國地區則分別呈現51.7%及46.4%的高成長。

藉著不斷精進的技術，讓我們的客戶得到更具價值的服務，同時我們也相對得以提昇獲利能力。我們的技術優勢，已經讓TSMC成為全球積體電路代工市場的第一選擇。

營運概況

藉由生產力提昇計畫的推動，一廠的產能由八十三年初的月產16,000片增加至年底的19,000片。二廠模組A月產能也自28,000片增加至年底的34,000片。二廠模組B更由月產16,000片迅速增加至年底月產30,000片的規模。我們將繼續在二廠模組A及模組B擴充產能，進一步提高現有廠房之利用率。

三廠之廠房建築已經完成，潔淨室工程預計於民國八十四年第一季完工，在第一批生產設備裝置完成後，預計在第二季起即有工程晶圓產出，而到年底月產能可

提昇至4,000片8吋晶圓，並將於八十五年中再將月產能提昇至15,000片8吋晶圓規模。我們相信二廠的擴充及三廠的啓用，將有助於本公司八十四年的營收及獲利繼續大幅成長。

在人員方面，本公司員工自八十二年底之2,294人增加至八十三年底之2,681人，透過全體員工的奉獻與努力，為公司贏得了多項政府機構之頒獎肯定，諸如第三屆優良產業科技發展傑出獎、八十三年度優良職工福利機構、八十三年優良環保廠商、八十三年度優良勞工安全衛生單位等。

財務狀況

在全球半導體市場於八十三年中勁揚28%的情況下，本公司的產能更是發揮得淋漓盡致。因此，八十三年度的銷貨收入及淨利雙雙呈現大幅成長，其中淨利自八十二年的新台幣42.5億元提昇至八十三年度的84.7億元，年成長率高達99.6%。以上傲人的成就，實歸功於客戶滿意我們所提供的服務與技術以及全體員工的努力貢獻。

未來展望

民國八十四年全球半導體業仍將榮景可期，但是一般預料成長幅度可能略低於八十三年，而在15%至20%之間。但是由於客戶對產能之需求遠超過我們所能提供，本公司在八十四年中保持成長是可以確定的。再加上我們在全球各個銷售區域中分別擁有堅強的客戶群，使得本公司在全球半導體產業中已構建了明確的地位。我們相信民國八十四年對台積公司而言，必將能夠更上層樓、再創佳績。

謹此對所有股東的持續支持，敬致謝忱。

董事長

張忠謀

總經理

布魯克





總經理 布魯克
Donald W. Brooks, President

LETTER TO THE SHAREHOLDERS

Dear Shareholders:

1994 was another outstanding year for TSMC, with the company posting record sales, profits, and wafer output. Plus, the year was highlighted by TSMC's listing on the Taiwan Stock Exchange. Our success last year can be attributed to the strong foundation we've built since our founding, and, as the company grows, our continued emphasis in technology and customer service, which made the company what it is today.

Marketing and Technological Developments

The start-up of TSMC's 0.6um production line in 1994 ensured the company's continued role as a technology leader among the world's foundries. In addition, TSMC's production of 0.8um and smaller technology increased from 49% of total output in 1993 to 61% in 1994. Our commitment to continuous and quick technology upgrades has been rewarded by a growing customer base and sales. The number of customers increased from 114 in 1993 to 137 in 1994. Just a few of the new customers TSMC is proud to now work with include Fujitsu, NEC, and Siemens, all top names in the industry.

With a larger customer base came stronger revenues and increased wafer output. Wafer shipments last year rose by 43% from 643,000 in 1993 to 921,000 wafers in 1994. Sales growth was even more impressive, with sales jumping 56.8% over 1993's NT\$12.33 billion to reach NT\$19.34 billion in 1994. This is nearly double the 28% growth achieved by the world semiconductor market last year, and TSMC recorded strong sales gains around the globe: Europe (153.7%), Asia (51.7%), and USA (46.4%).

The importance of improved technology cannot be overstated. It allows TSMC to continue to enhance its profitability while providing value to its customers. Our technology advantage has made TSMC the foundry of choice throughout the world today.

Operational Summary

Due to our productivity-enhancement program, the capacity of Fab I continued to improve, increasing from 16,000 wafers per month at the beginning of 1994 to 19,000 wafers per month by year's end. Fab II A's capacity also rose in 1994, from 28,000 wafers per month to 34,000 wafers per month by the end of the year. With Fab IIB, capacity climbed from 16,000 wafers per month at the end of 1993 to 30,000 wafers per month by the end of 1994. We will continue to add capacity to both Fab IIA and Fab IIB, utilizing the existing facilities.

The building for Fab III has been completed, and the clean room is scheduled to be installed during the first quarter of 1995. Some of the production equipment will also be installed in early 1995, as we plan to begin producing the first engineering wafers in the second quarter. By the end of 1995, Fab III should be generating production capacity of 4,000 8" wafers per month. That will quickly increase to 15,000 8" wafers per month by mid-1996. This facility is critical to TSMC's continued growth and profitability.

On the human resources side, TSMC's personnel increased from 2,294 to 2,681 employees by the end of the year. These dedicated and hard-working employees also helped earn TSMC significant recognition during the year. In 1994, TSMC received the following accolades: the 3rd Annual Award of Distinction for Industrial Technology Advancement by the Chinese Association for Industrial Technology Advancement, the Excellent Employees' Welfare Award by the Council of Labor Affairs of the Executive Yuan, the 1994 Excellent Environmental Protection Company award by the Hsinchu County Government, and the Excellent Labor Safety and Hygiene Company award by the Science Park Administration.

Financial Performance

With the world semiconductor market growing by 28% in 1994, it's not surprising that TSMC's facilities operated at full capacity last year. This led to a substantial improvement in both revenues and net profit. Net income for the year soared 99.6% from NT\$4.25 billion in 1993 to NT\$8.47 billion in 1994. This significant accomplishment can be attributed to the strong customer satisfaction in TSMC's service and technology and to the dedication of our employees.

Outlook

In 1995, the semiconductor industry looks set for another strong year of growth. However, forecasters are predicting a slightly slower year than 1994, with most expecting the semiconductor market to grow by 15% to 20%. TSMC's continued growth seems assured, as our customers have committed to orders that exceed our current capacity. TSMC is well positioned in the industry, thanks to our strong customer base located throughout the major geographical areas of the world. We are confident that 1995 will be an even better year than 1994 for TSMC.

We want to thank you, the Shareholders, for your continued support.

Morris Chang

Chairman



Donald W. Brooks

President



公司概況

一、公司簡介

台灣積體電路製造股份有限公司(台積公司)，係於民國七十六年初結合了中華民國行政院開發基金、荷蘭飛利浦公司，及其他私人投資而設立的高科技企業。

本公司設立於有台灣矽谷之稱的新竹科學工業園區內，是全球第一家以最先進的製程技術提供積體電路製造服務的公司，不設計或生產自有品牌產品，而提供所有的產能為客戶代工生產。基於此項策略與堅持，使得公司成立八年以來，不但成為全球積體電路業者最忠實的伙伴，客戶囊括國內、外各大著名之專業積體電路設計業者、垂直整合積體電路公司及系統製造商，更確立了全球積體電路產業的專業分工模式。

本公司目前擁有生產管理及產品良率皆屬全球一流水準之積體電路製造工廠二座，每月可生產近十萬片之六吋晶圓積體電路產品，民國八十三年在全球晶圓代工市場的佔有率高達23%，為全球最大的專業積體電路製造服務公司。而即將於八十四年第四季加入生產行列之晶圓三廠，為全球最先進之八吋晶圓廠，其單月產能至八十五年中時可高達一萬五千片八吋晶圓積體電路產品。此外，為因應客戶之需求及市場之強勁成長，另一座製程更先進之晶圓四廠亦訂於八十四年中動工興建，將可確保本公司在全球晶圓代工市場之領導地位。

除了保持產能優勢之外，本公司不斷開發新一世代之量產製程技術，目前不但互補金氧半導體邏輯製程達到與全球最先進量產製程能力同步之0.5微米水準，也致力於多樣化製程能力之開發，使得不同的客戶能依其特定需求獲得製造服務。

至民國八十三年底止，本公司擁有2,681位員工，平均年齡為28歲，其中一半的員工具有大專以上的學位。本公司董事長張忠謀先生係美國史丹佛大學電機博士，張董事長曾經擔任美國通用器材公司總裁，以及德州儀器公司資深副總裁並負責半導體營運，是全球知名的半導體業人士。

A BRIEF INTRODUCTION TO TSMC

Company Background

Founded in 1987, Taiwan Semiconductor Manufacturing Company (TSMC) is a high-tech company based in Taiwan's "Silicon Valley", the Hsinchu Science-Based Industrial Park. TSMC is a joint venture between the government of the Republic of China, Philips Electronics N.V., and other private investors.

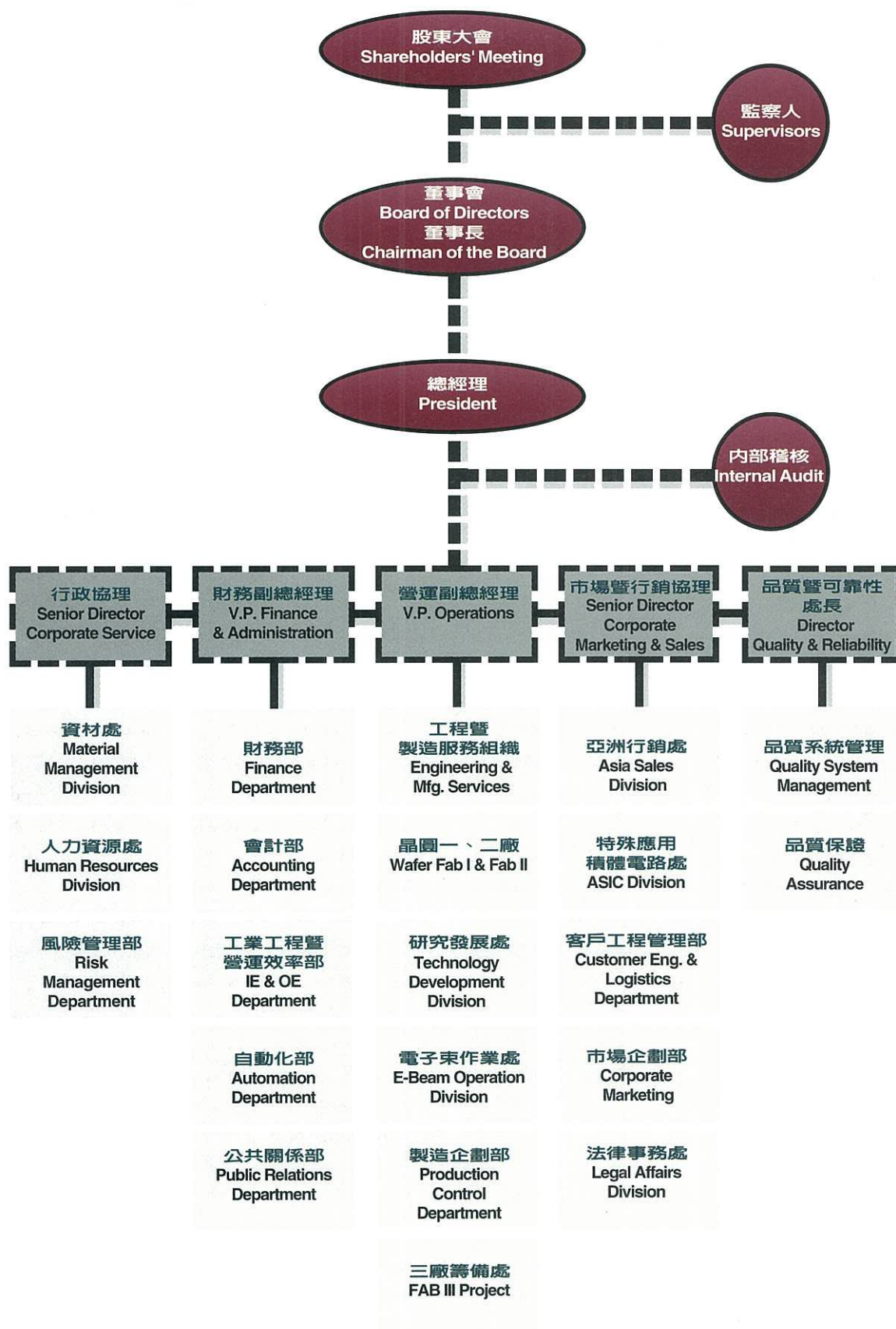
TSMC was the first pure integrated circuit (IC) foundry company in the world. Since its founding, the company has been dedicated to providing manufacturing services for advanced ICs. The company's charter prevents TSMC from designing or making its own brandname IC end products. For this reason, TSMC is a partner, and not a competitor, for other semiconductor companies. Today, TSMC services more than 130 active customers, ranging from IC design houses, vertically-integrated IC firms, and systems companies. TSMC's customers include most of the world's leading IC companies.

Currently, TSMC manufactures 100,000 top-quality, high-yield 6-inch wafers per month in its Fab I and Fab II facilities. In 1994, TSMC produced nearly 23% of the world's IC foundry market, making TSMC the number one foundry in the world. Its state-of-the-art Fab III will be operational by September, 1995, and will be producing 15,000 8-inch wafers per month by mid-1996. In addition, a fourth Fab is already in the planning stages, with groundbreaking scheduled for mid-1995. All these will ensure TSMC's continued leadership position in the global foundry business.

At the end of 1994, TSMC had 2,681 employees, 50% of which hold a college or advanced degree. The average age of TSMC's employees is 28.

Dr. Morris Chang, former President and Chief Operating Officer of General Instrument Corp. and former corporate Senior Vice President of Texas Instruments, Inc., responsible for TI's worldwide semiconductor business, is the Chairman of TSMC.

二、組織表 Organization



三、董事及監察人 Directors and Supervisors

職稱 Title	姓名 Name	選任日期 Date Elected	任期(年) Term(Year)	持有股份 Shareholding	配偶及未成年子女持有股份 Spouse & Minor Shareholding
董事長 Chairman	張忠謀 Morris Chang	1994.1.28	3	6,512,777	無
董事 Director	羅益強 Y.C. Lo	1994.1.28	3	194,773,062	無
董事 Director	董道和 Doug J. Dunn	1994.1.28	3	194,773,062	無
董事 Director	羅貝茲 J.C. Lobbezoo	1994.1.28	3	194,773,062	無
董事 Director	許祿寶 L.P. Hsu	1994.1.28	3	194,773,062	無
董事 Director	林明德 Ming-Te Lin	1994.1.28	3	186,468,379	無
董事 Director	蕭辜雄 F.S. Shiau	1994.1.28	3	186,468,379	無
董事 Director	劉柏宏 Bor-Hong Liu	1994.1.28	3	186,468,379	無
董事 Director	布魯克 Donald W. Brooks	1994.1.28	3	1,147,472	無
董事 Director	吳亦圭 I-Kwei Wu	1994.1.28	3	4,931,960	無
監察人 Supervisor	歐盛 E.Th. Ausems	1994.1.28	3	194,773,062	無
監察人 Supervisor	史欽泰 Chintay Shih	1994.1.28	3	186,468,379	無
監察人 Supervisor	胡新南 Jerome S.N. Hu	1994.1.28	3	1,248	無

四、主要經理人 Major Officers

總經理 President	布魯克 Donald W. Brooks	1991.3.15		1,147,472	無
副總經理 Vice President	曾繁城 F.C. Tseng	1987.2.21		1,009,580	113,749
副總經理 Vice President	曾宗琳 Gary T.L. Tseng	1991.10.15		243,299	139

註：持有股份依83年12月31日股東名冊帳載股數為準 Shareholding is based on the shareholders list, December 31, 1994

主要學經歷 Education & Experience

備註 Remarks

美國史丹福大學電機博士／世界先進積體電路（股）公司董事長／台灣慧智（股）公司董事長
Ph.D. Electrical Engineering, Stanford University /
Chairman, Vanguard International Semiconductor Corp. / Chairman, WYSE Technology Inc.

國立成功大學物理系／飛利浦在台各企業組織總裁
B.S. Physics, National Cheng-Kung University / President, Philips Taiwan

荷蘭商飛利浦電子股份有限公司代表人
Philips Electronics N.V.
Representative of Legal Entity

英國雪菲爾大學／飛利浦半導體國際（股）公司董事長暨執行長
HNO Sheffield Polytechnic / Chairman and C.E.O., Philips Semiconductors International B.V.

荷蘭商飛利浦電子股份有限公司代表人
Philips Electronics N.V.
Representative of Legal Entity

Erasmus大學商業經濟系／飛利浦半導體國際（股）公司財務總長
Erasmus University, Business Economics /
Chief Finance Officer, Philips Semiconductors International B.V.

荷蘭商飛利浦電子股份有限公司代表人
Philips Electronics N.V.
Representative of Legal Entity

國立成功大學物理系／飛利浦在台各企業組織副總裁
B.S. Physics, National Cheng-Kung University / Vice President, Philips Taiwan

荷蘭商飛利浦電子股份有限公司代表人
Philips Electronics N.V.
Representative of Legal Entity

美國麻省理工學院地球科學碩士／金屬工業發展中心執行副總經理／行政院開發基金管理委員會副執行秘書
M.S. Earth-Science, Massachusetts Institute of Technology / Vice President, Metal Industrial
Development Center / Deputy Executive Secretary, Development Fund, Executive Yuan

行政院開發基金管理委員會代表人
Development Fund, Executive Yuan
Representative of Legal Entity

文化大學經濟學博士／行政院經建會部門計劃處處長
Ph.D. Economics, Chinese Culture University /
Director, Council for Economic Planning and Development, Executive Yuan

行政院開發基金管理委員會代表人
Development Fund, Executive Yuan
Representative of Legal Entity

美國德州大學企管碩士／行政院開發基金管理委員會副組長
M.B.A., Texas University / Deputy Director, Development Fund, Executive Yuan

行政院開發基金管理委員會代表人
Development Fund, Executive Yuan
Representative of Legal Entity

美國南美以美大學電機系／美國德州儀器公司MOS部門副總裁／美國快捷半導體公司總裁
B.S. Electrical Engineering, Southern Methodist University /
Vice President of MOS Dept., Texas Instruments, Inc. / President, Fairchild Semiconductors, Inc.

中國海專／順昶塑膠公司董事長
China Junior College of Marine Technology / Chairman, Swanson Plastics Corp.

懋昌投資股份有限公司代表人
Mou-Chin Investment Company, Ltd.
Representative of Legal Entity

Tilburg大學經濟系／飛利浦在台各企業組織副總裁
Tilburg University, Economics / Executive Vice President, Philips Companies in Taiwan

荷蘭商飛利浦電子股份有限公司代表人
Philips Electronics N.V.
Representative of Legal Entity

美國普林斯頓大學電機博士／工業技術研究院院長
Ph.D. Electrical Engineering, Princeton University /
President, Industrial Technology Research Institute

行政院開發基金管理委員會代表人
Development Fund, Executive Yuan
Representative of Legal Entity

美國密西根州立大學化工碩士／趙廷威文教基金會董事長
M.S. Chemical Engineering, University of Michigan /
Chairman, Chao Ting-Chen Cultural Educational Foundation

美國南美以美大學電機系／美國德州儀器公司MOS部門副總裁／美國快捷半導體公司總裁
B.S. Electrical Engineering, Southern Methodist University /
Vice President of MOS Dept., Texas Instruments, Inc. / President, Fairchild Semiconductors, Inc.

國立成功大學電機工程博士／工業技術研究院電子工業研究所積體電路示範工廠廠長及技術開發組組長
Ph.D. Electrical Engineering, National Cheng-Kung University /
Director of IC Demonstration Fab and Technology Development Division

美國密蘇里大學企管碩士／飛利浦建元電子公司財務會計經理
M.B.A. University of Missouri, Columbia /
Accounting & Finance Manager, Philips Electronic Building Element Industries

營運概況

一、業務內容

(一) 業務範圍

本公司以「領先的技術，優良的製程品質及全球性市場的觀念」深自期許，對客戶提供以下全系列服務：

- 超大型積體電路晶圓製造
- 晶圓針測
- 包裝及測試
- 光罩製作
- 特殊應用功能積體電路設計與製造

(二) 主要產品之用途

本公司經由提供整體性的積體電路製造服務，協助客戶的產品得以落實於電腦、通訊、消費性電子產品及一般工業產品等各項商品市場。

OPERATIONAL HIGHLIGHTS

Business Activity

(1) Business Scope

Through its commitment to technology leadership, manufacturing excellence, and global marketing, TSMC provides the following services:

- VLSI Wafer Manufacturing
- Wafer Probing
- Assembly and Testing
- Mask Production
- ASIC Manufacturing

(2) Customer Applications

The advanced ICs produced for TSMC's customers are used for many different applications, including: computers, communication systems, consumer goods, and industrial products.



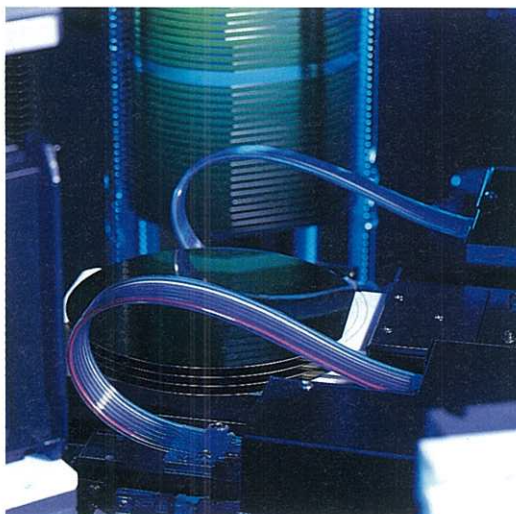
最近五年度生產量值表 Production over the Last Five Years

單位：產能/產量(片) 產值(新台幣仟元)
Unit: Capacity/Quantity(pcs) Amount(NT\$K)

年度 Year	晶圓 Wafers			包裝元件 Package			其他 Others		
	產能 Capacity	產量 Quantity	產值 Amount	產能 Capacity	產量 Quantity	產值 Amount	產能 Capacity	產量 Quantity	產值 Amount
1990	199,200	176,334	1,792,372	--	--	--	--	--	--
1991	335,200	290,866	3,211,017	--	--	--	--	--	--
1992	439,800	405,916	4,213,577	--	--	--	--	--	--
1993	627,500	664,985	6,282,643	--	--	--	--	--	--
1994	915,360	942,617	8,699,044	--	--	--	--	--	--

二、市場及行銷

對 TSMC 而言，民國八十三年是極為豐碩的一年，在全體員工努力下，再度創下營業額新台幣193.4億及獲利新台幣84.7億的高記錄，淨利率更高達43.8%。全公司業務較民國八十二年成長約56.8%，稅後淨利約成長99.6%，其中以美洲業務成長約46.4%，佔全公司57%的營業額；亞洲地區成長約51.7%，佔全公司30%的營業額；歐洲地區約成長153.7%，佔全公司13%營業額。



Marketing and Sales

TSMC had another great year in 1994, achieving record sales and profits of NT\$19.34 billion and NT\$8.47 billion respectively. The company's revenues grew 56.8% over 1993, while net income after taxes climbed 99.6% during the same period. Sales revenue from TSMC's U.S.-based customers rose 46.4% year-on-year, accounting for 57% of the company's total revenues. Other regions also posted strong growth. 1994 sales revenue from the Asia area increased 51.7% over the previous year to account for 30% of the company's total revenues. Sales revenue from Europe posted the largest gain, surging 153.7% over 1993's level and accounting for 13% of the company's total revenues.

最近五年度銷售量值表 Net Sales over the Last Five Years

單位:量(片) 值(新台幣仟元)
Unit:Quantity(pcs) Amount(NT\$K)

年度 Year	晶圓 Wafers				包裝元件 Package				其他 Others				合計 Total			
	內銷 Domestic		外銷 Exports		內銷 Domestic		外銷 Exports		內銷 Domestic		外銷 Exports		內銷 Domestic		外銷 Exports	
	量 Quantity	值 Amount	量 Quantity	值 Amount	量 Quantity	值 Amount	量 Quantity	值 Amount	量 Quantity	值 Amount	量 Quantity	值 Amount	量 Quantity	值 Amount	量 Quantity	值 Amount
1990	55,670	695,295	97,473	1,286,571	--	--	9,067	193,658	--	8,604	--	18,309	55,670	703,899	106,540	1,498,538
1991	112,297	1,658,820	152,665	2,253,437	1,312	24,825	8,230	246,576	--	39,853	--	256,695	113,609	1,723,498	160,868	2,756,708
1992	183,139	2,469,661	169,157	2,756,970	4,129	136,185	32,015	921,878	--	25,614	--	200,459	187,268	2,631,460	201,172	3,879,307
1993	218,567	3,583,516	375,863	6,855,705	1,735	70,871	46,546	1,471,238	--	106,408	--	246,185	220,302	3,760,795	422,409	8,573,128
1994	282,590	5,526,433	578,784	10,748,451	2,883	99,647	56,356	2,212,963	--	312,873	--	435,704	285,473	5,938,953	635,140	13,397,118

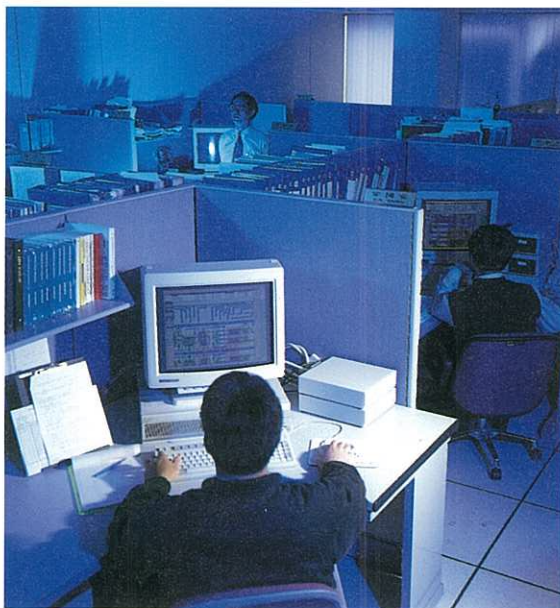
三、市場展望

全球半導體工業於民國八十三年呈現欣欣向榮的一面，有大於28%的高成長率。我們預期民國八十四年全球半導體市場將繼續成長約15-20%。電子工業持續由電腦產業所主導，伴隨消費性電子產品、通訊、網路，及汽車工業等對積體電路的需求日廣，也將加速整體產業的成長，預估各地區的成長率方面，亞洲地區（不含日本）將成長大於19%，美國、歐洲約18%，日本則約5%。

本公司已成功的定位於各個先進技術領域中，並藉由高品質、有信譽的客戶群，充分掌握電腦、通訊及其他產業的高成長，同時，我們將在下述幾個領域繼續努力，使得公司在民國八十四年能持續成功與成長。

（一）先進的互補金氧半導體邏輯製程

客戶已成功運用本公司所提供0.6微米製程發展出新的產品，這些新產品的量產，使本公司的客戶及本公司在民國八十三年創造良好的利潤。為迅速配合市場變遷的需求，此刻，我們正致力於0.5微米及低功率製程的量產，目的即是為了提供我們客戶更高整合度及更具競爭力的市場需求。另外，0.6微米三層金屬接線的製程技術已於民國八十三年進入量產。



Market Outlook

Last year was also outstanding for the entire semiconductor industry, with worldwide sales for the industry rising 28%. In 1995, the global semiconductor market is expected to grow 15% to 20%. In the electronics industry as a whole, the computer market will continue to experience the greatest growth. In addition to personal computer companies, IC manufacturers can expect strong demand from companies in the consumer electronics, telecommunications, networking, and automotive industries. Geographically, Asia market (not including Japan) is expected to post the strongest regional growth, climbing 19% in 1995, while U.S., European, and Japanese markets are forecasted to rise 18%, 18%, and 5%, respectively.

TSMC is well known for its utilization of leading-edge technology. The company will continue to expand its quality customer base, thereby capturing greater market share in the growing computer and communications industries as well as in other market segments.

To further ensure the company's success in 1995, TSMC will focus on the following technologies:

(1) Advanced CMOS Logic Process

Many of TSMC's customers have successfully developed new products using TSMC's 0.6um CMOS Logic process. Production of this type of IC comprised a significant portion of TSMC's total output in 1994. In order to meet the technological demands of today's fast-changing market, TSMC will begin producing 0.5um CMOS Logic and low-power processes in 1995. The move into this technology will help TSMC's customers remain competitive in both performance and price in the high-density and high-performance IC markets. In another technology upgrade, TSMC began producing and shipping 0.6um triple-layer metal process in 1994.

(2) Advanced Mixed-Mode Process

TSMC has successfully developed the 0.6um double-poly, double-metal process to meet the needs of customers in the mixed digital-and-analog market. With this technology, TSMC is in a unique position of serving the emerging data communication and telecommunication industries. Plus, this mixed-mode process will make it easier for TSMC's customers to integrate digital-single

(二) 先進的類比／數位訊號製程

在類比／數位訊號市場應用上，本公司已成功地開發出0.6微米雙層矽晶、雙層金屬製程，以建立其在資訊傳輸與通訊網路積體電路上獨特的生產服務地位，另外多媒體產品也需要類比／數位混合製程，以利數位訊號處理技術及壓縮技術的應用。

(三) 先進的高速靜態隨機存取記憶體製程

本公司大多數的靜態隨機存取記憶體客戶已成功的將其產品由原先的0.6微米轉變為0.5微米版本，進而鞏固及擴張市場佔有率。而目前本公司正著手進行0.45微米高速靜態隨機存取記憶體製程的研發，將使我們的客戶更具成本效益的優勢。

(四) 先進的動態隨機存取記憶體及非揮發性製程

本公司目前已開發0.5微米動態隨機存取記憶體製程，可協助客戶掌握影像、磁碟機及通訊應用領域中嵌入式動態隨機存取記憶體的廣大商機。另一方面，由於筆記本型和掌上型PC用記憶卡市場，本公司亦已完成快閃式記憶體及光罩式唯讀記憶體的製程開發。

(五) 雙載子互補式金氧半導體製程

在資訊存取及無線通訊市場方面，本公司已成功的協助客戶開發出1.0微米雙載子互補式金氧半導體產品，預計民國八十四年再將製程推進至0.8微米水準。本公司的策略是開發這類相當特殊，但具有高附加價值的製程，以延續晶圓一廠的競爭力。

(六) 特殊應用積體電路

目前0.6微米標準電路元及閘排列資料庫已經開發完成，並且供我們的客戶使用中，短期內更將加入巨集電路元於資料庫中，讓客戶得到更佳的服務。

processor and/or data-compression chips with analog circuitry for the fast-growing multimedia market.

(3) Advanced High-Speed SRAM Process

Most of TSMC's SRAM customers have successfully converted their 0.6um designs to a 0.5um version, allowing them to secure and further expand their market share. TSMC is now developing the 0.45um high-speed SRAM process. This process will be available to TSMC customers in 1995, providing an even further cost reduction.

(4) Advanced DRAM and Non-Volatile Processes

TSMC has developed 0.5um DRAM process, and is preparing for embedded DRAM opportunities in graphics, disk storage, and communication markets. TSMC has also successfully developed, and is now producing, flash-memory and Mask-ROM processes.

(5) BiCMOS Process

For customers in the mass storage and wireless communications markets, TSMC is now producing 1.0um BiCMOS process. TSMC plans to complete development of 0.8um BiCMOS in 1995. The development of this value-added and niche process is part of TSMC's strategy of enhancing the competitiveness of its Fab I facility.

(6) ASIC Technology

TSMC's ASIC group has developed 0.6um standard cells and gate array libraries, and the company plans to include megacells in the library in the near future.

四、最近三年度從業員工人數 Personnel Growth over the Last Three Years

年度 Year	員工人數 Number of Employees				平均 年齡 Average Age	平均 年資 Average Years of Service	學歷分布比率 Percentage by Education					
	直接員工	工程類	管理類	合計			博士	碩士	大專	高中	高中以下	合計
	Direct Labor	Engineer	Manager	Total			Ph. D	MS/MA	BS/BA	High School	Other	Total
1992	873	729	291	1,893	28	2.8	1.1%	10.5%	40.2%	46.8%	1.4%	100.0%
1993	1,114	859	321	2,294	28	2.6	1.3%	10.7%	37.9%	48.0%	2.1%	100.0%
1994	1,241	1,066	374	2,681	28	3.2	1.5%	13.0%	38.1%	46.7%	0.7%	100.0%

五、環境保護措施

1. 八十三年本公司環境保護目標為實施廠內環保自我檢查，以符合環保法規及持續推廣廢棄物減量之觀念。
2. 本公司辦理化學災害緊急應變工作，業務績效優良，獲新竹縣政府評選為八十三年優良環保廠商。
3. 榮獲科學工業園區管理局頒發八十三年度優良勞工安全衛生單位。
4. 總經理於八十三年九月簽署並公佈『TSMC環境保護宣言』，作為全體同仁努力的目標。

六、勞資關係

本公司一向重視員工待遇及福利，並注重勞資溝通，勞資關係和諧。員工並可透過每月舉行之部門會議、座談會、員工意見箱充份表達意見，達到勞資雙方充份溝通及解決問題的目的。



Environmental Protection Measures

In 1994, TSMC's environmental-protection goals were to conduct audits, to ensure the company's compliance with government regulations, and to continually promote waste-reduction processes.

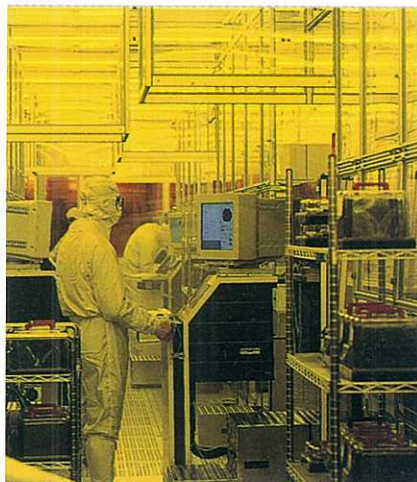
TSMC's efforts in this area have not gone unnoticed. In 1994, TSMC received the "1994 Excellent Environmental Protection Company" award by the Hsinchu County Government. The company was also honored by the Science Park Administration for being an "Excellent Labor Safety and Hygiene company".

A guideline for all employees, entitled, the "TSMC Environmental Protection Commitment", was signed and put into action by President Donald Brooks in September of 1994.

Labor Relations

TSMC is committed to providing competitive salaries and benefits for its employees and to ensuring strong communication between labor and management. Since TSMC's founding, labor and management have maintained a harmonious relationship.

TSMC also believes in freedom of expression and encourages employees to state their opinions in departmental meetings, during round-table discussions, or through suggestion boxes. By doing so, TSMC hopes to provide an environment for excellent communication and problem-solving between labor and management.



七、轉投資事業 Long-term Investments

單位：新台幣仟元
Unit:NT\$k

轉投資事業 Other Investments	主要營業範圍 Business Activities	投資成本 Investment Costs	帳面價值 Book Value	投資股份 Investment Shares		股權淨值 Net Worth	市價 Market Value	會計 處理方法 Accounting Policy	持有公司 股份數額 Investment to TSMC
				股數 Number of Shares	股權比例 Share Percentage (%)				
台灣光罩 股份有限公司 Taiwan Mask Corp.	光罩製作 Mask Making	39,500	39,500	4,996,750	11.3	80,785	--	成本法 Cost Method	無 Nil
台灣積體電路製造 股份有限公司 美國子公司 TSMC-USA	市場行銷 Marketing	28,335	38,074	1,000,000	100.0	38,074	--	權益法 Equity Method	無 Nil
台灣積體電路製造 股份有限公司 歐洲子公司 TSMC-EUROPE	市場行銷 Marketing	2,960	5,866	200	100.0	5,866	--	權益法 Equity Method	無 Nil
鑫成科技股份 有限公司 Caesar Technology Co., Ltd.	積體電路 裝配與測試 IC Assembly & Testing	84,000	105,893	8,610,000	19.6	72,017 (1)	--	權益法 Equity Method	無 Nil
世界先進 積體電路股份 有限公司 Vanguard Int'l Semiconductor Corp.	積體電路製造 IC Manufacturing	2,943,195	2,884,814	294,319,500	21.0	2,884,814	--	權益法 Equity Method	無 Nil

(1)：係按鑫成科技股份有限公司82年12月31日經會計師查核之財務報表計算。

Based on Caesar's Auditing Financial Statements as of December 31, 1993 .

八、重要契約

(一) 技術合作契約

- (1) 契約時間：76年7月9日～86年7月8日
- (2) 契約內容：本公司與飛利浦公司簽訂技術合作契約，並按約定產品銷貨收入淨額之3%支付技術報酬金。
- (3) 契約對象：荷蘭商飛利浦電泡廠股份有限公司

(二) 次微米技術授權契約

- (1) 契約時間：79年11月20日～89年12月31日
- (2) 契約內容：本公司與工研院簽訂次微米技術授權契約，應於五年內支付授權費新台幣壹億貳仟玖佰肆拾萬元，並按約定產品銷貨收入淨額之0.5%-3.5%支付權利金。
- (3) 契約對象：工業技術研究院

(三) 房屋及設備租賃契約

- (1) 契約期間：76年4月1日～86年3月31日
- (2) 契約內容：本公司向工研院租用約定之房屋及機器設備
- (3) 簽約對象：工業技術研究院

(四) 土地及公用設施使用借貸契約

- (1) 契約期間：76年4月1日～86年3月31日
- (2) 契約內容：本公司向工研院租用約定之土地及公用設施
- (3) 簽約對象：工業技術研究院



Important Contracts

Technology Cooperation Agreement

- (1) Term of Agreement: 7/9/1987 - 7/8/1997
- (2) Summary: Under the agreement, TSMC is committed to paying technical assistance fee to N.V. Philips' Gloeilampenfabrieken (N.V.P.G.) of 3% of net sales for certain products.
- (3) Contracting Party:
N.V.Philips' Gloeilampenfabrieken

Submicron Technology Licensing Agreement

- (1) Term of Agreement: 11/20/1990 - 12/31/2000
- (2) Summary: Under the agreement, TSMC is committed to paying a licensing fee of NT\$129,400,000 to the Industrial Technology Research Institute over a five-year period plus royalty fee of 0.5% to 3.5% of net sales for certain products.
- (3) Contracting Party:
The Industrial Technology Research Institute

Building and Equipment Leasing Agreement

- (1) Term of Agreement: 4/1/1987 - 3/31/1997
- (2) Summary: Under the agreement, TSMC is leasing certain buildings and equipment from the Industrial Technology Research Institute.
- (3) Contracting Party:
The Industrial Technology Research Institute

Land and Public Facility Leasing Agreement

- (1) Term of Agreement: 4/1/1987 - 3/31/1997
- (2) Summary: Under the agreement, TSMC is leasing certain land and public facilities from the Industrial Technology Research Institute.
- (3) Contracting Party:
The Industrial Technology Research Institute

Manufacturing Agreement

- (1) Term of Agreement: 11/1/1993 - 6/30/1997
- (2) Summary: TSMC has provided certain equipment to Macronix, while Macronix has in turn manufactured wafer products for TSMC, since May 1994.
- (3) Contracting Party: Macronix International Co., Ltd.

Deposit and Supply Agreement

- (1) Term of Agreement: 9/23/1993 - 5/31/1997
- (2) Summary: TSMC is committed to manufacturing wafer products for Cirrus Logic.
- (3) Contracting Party: Cirrus Logic International, Ltd.

(五) 製造契約

- (1) 契約期間：82年11月1日～86年6月30日
- (2) 契約內容：本公司提供旺宏機器設備，由旺宏自83年5月起為本公司生產晶圓產品。
- (3) 簽約對象：旺宏電子股份有限公司

(六) 供貨契約

- (1) 契約期間：82年9月23日～86年5月31日
- (2) 契約內容：本公司為Cirrus Logic製造生產晶圓產品
- (3) 簽約對象：Cirrus Logic International, Ltd.

(七) 供貨契約

- (1) 契約期間：82年10月29日～86年5月31日
- (2) 契約內容：本公司為Adaptec製造生產晶圓產品
- (3) 簽約對象：Adaptec Manufacturing Pte., Ltd.

(八) 聯貸契約

- (1) 契約期間：83年12月29日～90年12月15日
- (2) 契約內容：本公司向二十五家銀行貸款共計美金2.6億元，以購買晶圓三廠之設備與機器。
- (3) 簽約對象：荷蘭銀行台北分行及中國信託商業銀行等二十五家銀行。

Deposit and Supply Agreement

- (1) Term of Agreement: 10/29/1993 - 5/31/1997
- (2) Summary: Under the agreement, TSMC is committed to manufacturing wafer products for Adaptec.
- (3) Contracting Party:
Adaptec Manufacturing Pte., Ltd.

Syndicated Term Loan Agreement

- (1) Term of Agreement: 12/29/1994 - 12/15/2001
- (2) Summary: Under a contract with a consortium of 25 banks, TSMC can borrow up to US\$260,000,000 to procure equipment and machinery for Fab III.
- (3) Contracting Party: 25 banks, including ABN AMRO Bank, N.V., Taipei Branch, and the China Trust Commercial Bank.

Status of Previous Cash Capital Call or Corporate Bond

The recent cash capital call was approved on October 30, 1992, and completed in the second quarter of 1993.

九、前各次現金增資或募集公司債計畫尚未完成者之執行情形：

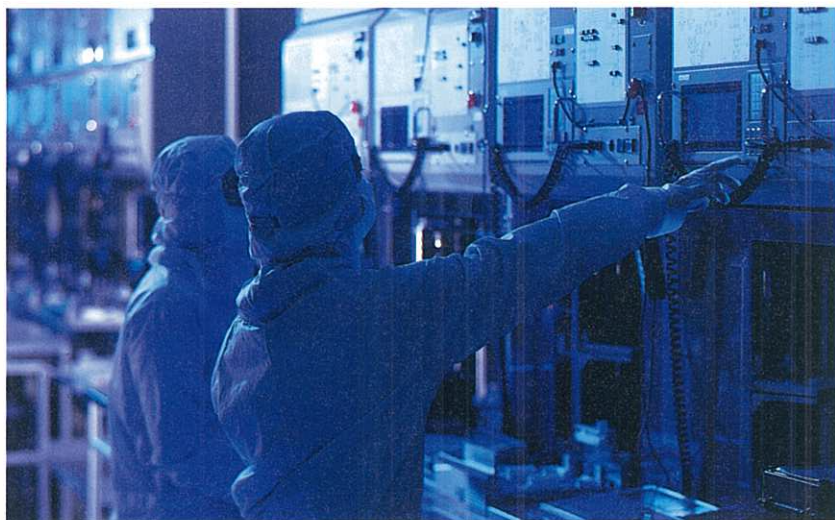
本公司最近一次現金增資日期為民國81年10月30日。該次增資計畫已於82年第二季執行完畢。

十、訴訟事件：

美商Nintendo of America, Inc. 83年9月於美國法院控訴本公司及本公司美國子公司侵害智慧財產權，同時要求損害賠償並停止涉案產品之製造銷售。目前該案仍進行中。

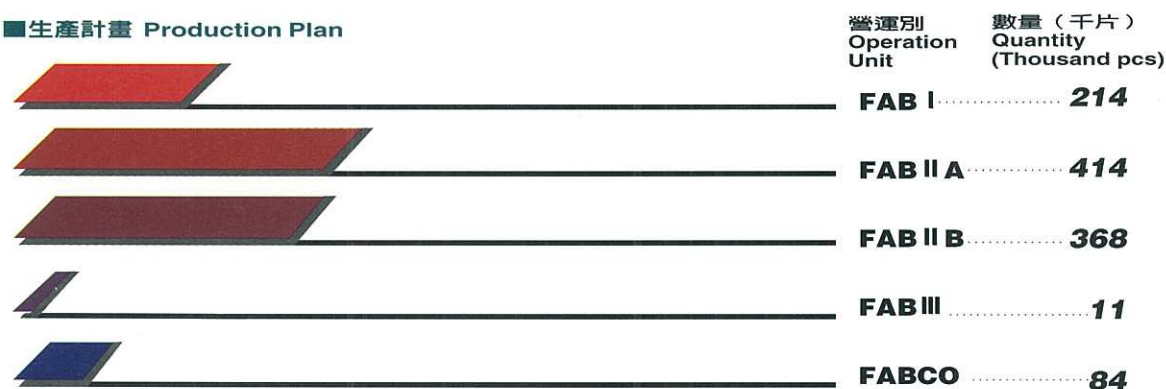
Litigation Proceedings

Nintendo of America, Inc., filed a suit against TSMC and TSMC-USA at the United States District Court Northern District of California in September, 1994. The suit alleges that TSMC and TSMC-USA infringed upon Nintendo's intellectual property rights and requests TSMC halt production of the alleged products and pay damages. The suit is still pending.



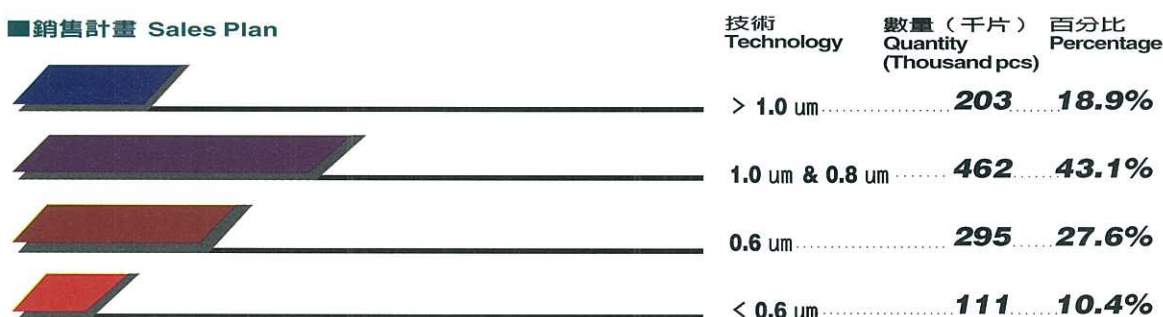
一、八十四年度產銷計畫 Production and Sales Projection for 1995

■生產計畫 Production Plan



合計 Total :1,091 (千片) (Thousand pcs)

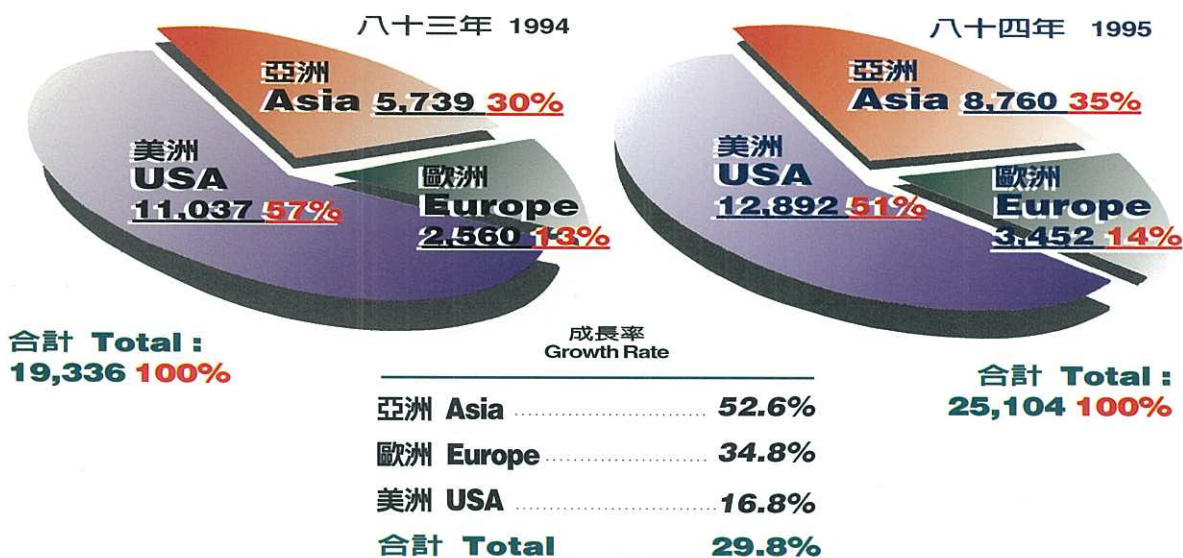
■銷售計畫 Sales Plan



合計 Total :1,071 (千片) (Thousand pcs)

■各地區淨銷售額比例 Net Sales Analysis by Area

單位：新台幣佰萬元 Unit:NT\$ Million



二、八十四年度增資擴充計畫 Capital Increase for Expansion Plan in 1995

■ 八十四年度資本支出之計畫內容及預計產生效益 1995 Capital Investment Plan and Projected Results

項目與金額 (新台幣仟元) Item & Amount (NT\$K)

預計產生效益 Projected Results



1. 二廠產能擴充
Fab II capacity expansion
4,888,000

產能由月產6吋晶圓 64,000片
提升至73,000片
Increase 6" Wafer out capacity from
61,000 to 73,000 pcs/month



2. 晶圓三廠
FAB III project
7,525,000

預計於85年可達月產8吋晶圓15,000片
Scheduled for wafer out 8" wafer
15,000 pcs/month in 1996



3. 設備汰舊換新及其他
**Replacement
and others**
1,473,000

維持技術能力優勢
Maintain technology superiority



4. 晶圓四廠廠房興建
Fab IV Project
468,000

預計85年將廠房硬體設施興建完成
The building for Fab IV will be
completed in 1996

合計 **Total**
14,354,000

綜合效益：84年度預計銷貨淨額成長29.8%達新台幣25,104佰萬元
Total effects: Net sales increase by 29.8% to NT\$25,104 Million



三、研究發展計畫 Research and Development Plans

■ 最近三年度的研究與發展費用及成果 R&D Expenses and Achievements (from 1992 to 1994)

(一) IC製程研發支出 R&D Expenses

單位：新台幣仟元 Unit:NT\$K

年度 Year	費用 Expenses
八十一年 1992	114,655
八十二年 1993	312,673
八十三年 1994	549,898

(二) 研發成果

1994年度對研發處而言是一個充滿挑戰性也是豐收的一年，結合了FAB IIB及產品工程部的力量，研發處得以成功的將0.6微米雙層金屬及參層金屬邏輯，0.6微米數位混合和0.6微米動態隨機存取記憶體製程導入量產階段，並達到穩定之高良率。此外，0.5微米嵌入式記憶體和0.6微米動態隨機存取記憶體製程也通過了客戶最嚴苛的可靠性測試而進入量產。

■ 未來研發方向

研發處除了將已開發完成的技術轉移至生產線外，也同時積極地進行下一代製程的開發，這包括了0.5微米邏輯及特殊應用功能積體電路，0.5微米數位混合，0.45微米靜態隨機存取記憶體，0.5微米動態隨機存取記憶體，以及0.5微米微處理器之製程發展。

R&D Achievements

1994 was a challenging and yet fruitful year for TSMC's Technology Development Division. Through a combined effort of the Technology Development Division, the Fab IIB production team, and the Product Engineering Department, TSMC was able to put into mass production 0.6um double-metal and triple-metal LOGIC, 0.6um Mixed-Mode, and 0.5um SRAM processes. All processes are achieving a steady high yield. Also now in the volume production stage are 0.5um embedded memory and 0.6um DRAM process, which passed stringent reliability tests specified by TSMC's customers.

■ Future Development Direction

To stay ahead of the swift upgrades in technology, TSMC continuously introduces next-generation processes to its production facilities. Currently, process technologies under development include: 0.5um LOGIC/ASIC, 0.5um Mixed-Mode, 0.45um SRAM, 0.5um DRAM, and 0.5um microprocessor.



財務資料 FINANCIAL STATEMENTS

一、簡明資產負債表 Brief Balance Sheet (重編後 After Restatement)

最近五年度財務資料 Financial analysis from 1990 to 1994

單位:新台幣仟元 UNIT:NT\$k

項目	Item	79年 1990	80年 1991	81年 1992	82年 1993	83年 1994
流動資產	Current assets	1,190,038	1,609,011	2,494,159	5,111,310	7,659,444
長期股權投資	Long-term investment	42,413	43,987	67,835	161,156	3,074,147
固定資產	Fixed assets	5,570,913	7,519,236	8,719,163	10,436,047	14,986,932
其他資產	Other current assets	22,563	60,026	110,269	290,639	386,580
流動負債	Current liabilities					
分配前	Before distribution	1,397,058	1,657,222	2,557,733	2,046,034	2,897,189
分配後	After distribution	1,397,058	1,797,377	2,765,256	2,789,825	*
長期借款	Long-term liabilities	1,312,485	2,107,547	1,770,713	2,546,644	3,259,206
其它負債	Other liabilities	*	89	656	305,373	1,119,880
股本	Capital stock	3,911,797	4,738,297	5,510,000	6,083,040	7,800,000
保留盈餘	Retained earnings					
分配前	Before distribution	204,586	729,000	1,551,508	5,016,046	11,029,256
分配後	Before distribution	204,586	399,313	770,944	2,555,295	*
資產總額	Total Assets	6,825,926	9,232,260	11,391,426	15,999,151	26,107,103
負債總額	Total Liabilities					
分配前	Before distribution	2,709,543	3,764,857	4,329,101	4,898,050	7,276,275
分配後	After distribution	2,709,543	3,905,013	4,536,624	5,641,841	*
股東權益總額	Total Equity					
分配前	Before distribution	4,116,383	5,467,403	7,062,325	11,101,101	18,830,828
分配後	After distribution	4,116,383	5,327,247	6,854,802	10,357,310	*

* 俟股東會決議後定案 Subject to change after shareholders' meeting resolution

二、簡明損益表 Brief Statements of Income(重編後 After Restatement)

最近五年度財務資料 Financial analysis from 1990 to 1994

單位:新台幣仟元 UNIT:NT\$K
〔除每股盈餘(純損):新台幣元 EXCEPT EPS:NT\$K〕

項目	Item	79年 1990	80年 1991	81年 1992	82年 1993	83年 1994
營業收入	Net sales	2,202,437	4,480,206	6,510,767	12,333,923	19,336,071
營業毛利	Gross profit	422,810	1,376,223	1,981,261	5,718,409	10,497,341
營業損益	Income(loss) from operation	(12,104)	706,668	1,242,860	4,419,143	8,615,119
利息收入	Interest revenue	3,302	3,759	2,495	55,269	210,135
利息費用	Interest expense	130,907	176,303	152,081	180,412	197,062
稅前損益	Profit (loss) before tax	(147,228)	524,519	1,152,906	4,245,106	8,580,744
稅後損益	Net profit(loss)	(147,228)	524,519	1,152,906	4,245,106	8,474,014
每股盈餘	Earning per share	(0.43)*	1.30*	2.33*	6.98*	10.86*
		(0.29)**	0.88**	1.65**	5.44**	10.86**
利息支出资本化	Capitalized interest	32,122	77,754	57,050	27,467	15,868

* 按各年度流通在外加權平均股數計算之每股盈餘(純損)

*Based on weighted average shares outstanding in each year

**按盈餘轉增資比率,追溯調整後之每股盈餘(純損)

**Retroactive adjustment for capitalizations of unappropriated earnings and bonus to employees

三、財務分析Financial Analysis (重編後After Restatement)

最近五年度財務資料 Financial analysis from 1990 to 1994

項目	Item	79年 1990	80年 1991	81年 1992	82年 1993	83年 1994
財務結構 Capital Structure Analysis						
負債佔資產比率(%)	Debts ratio (%)	39.69	40.80	38.00	30.61	27.87
長期資金佔 固定資產比率(%)	Long-term fund to fixed assets (%)	97.45	100.74	101.31	130.78	147.40
償債能力 Liquidity Analysis						
流動比率(%)	Current ratio (%)	85.18	97.09	97.51	249.82	264.38
速動比率(%)	Quick ratio (%)	49.65	54.49	64.12	189.88	214.33
利息保障倍數(次)	Interest guarantee (times)	(0.10)	2.76	6.24	21.29	41.22
經營能力 Operating Performance Analysis						
應收帳款週轉率(次)	Average collection turn over (times)	4.22	5.35	5.60	7.51	8.55
應收帳款收現日數	Average collection days	86.49	68.22	65.18	48.60	42.69
存貨週轉率(次)	Average inventory turn over (times)	5.37	6.39	6.78	7.21	7.66
平均售貨日數	Average stock turn over days	67.97	57.12	53.83	50.62	47.65
固定資產週轉率(次)	Fixed assets turn over (times)	0.40	0.60	0.75	1.18	1.29
總資產週轉率(次)	Total assets turn over (times)	0.32	0.49	0.57	0.77	0.74
獲利能力 Return on Investment Analysis						
資產報酬率(%)	Return on total assets (%)	(0.27)	8.73	12.66	32.31	41.17
股東權益報酬率(%)	Return ratio on total equity (%)	(3.73)	10.95	18.40	46.74	56.62
營業利益佔 實收資本比率(%)	Operating income to capital stock (%)	(0.31)	14.91	22.56	72.65	110.45
稅前純益(損)佔 實收資本比率(%)	Profit(loss) before tax to capital stock (%)	(3.76)	11.07	20.92	69.79	110.01
純益(損)率(%)	Profit(loss) after tax to net sales (%)	(6.68)	11.71	17.71	34.42	43.82
每股淨值(元)	Net Worth per share (NTD)	10.5	11.5	12.8	18.2	24.1
每股盈餘(元)	Earnings per share (NTD)	(0.29)**	0.88**	1.65**	5.44**	10.86**
每股股利(元)	Dividends per share (NTD)	--	0.5	1.04	3.48	*
現金股利(元)	Cash dividends (NTD)	--	0.1	--	1.00	*
股票股利(元)	Stock dividends (NTD)	--	0.4	1.04	2.48	*
現金流量 Cash Flow						
現金流量比率(%)	Cash flow ratio (%)	(13.78)	92.31	93.68	299.84	394.12
現金流量允當比率(%)	Cash flow adequacy ratio (%)	15.55	27.78	41.53	69.78	103.20
現金再投資比率(%)	Cash flow reinvestment ratio (%)	(3.28)	16.02	19.09	31.59	34.34

*俟股東會決議後定案

*Subject to change after shareholders' meeting resolution

**按盈餘轉增資比率,追溯調整後之每股盈餘(純損)

**Retroactive adjustment for capitalizations of unappropriated earnings and bonus to employees

四、最近五年度簽證會計師姓名及查核意見 Auditors' Opinion from 1990 to 1994

年度	Year	會計師姓名	CPA	查核意見	Audit Opinion
79年	1990	張銘政、蔡紹禧	Michael Chang, Jerry Tsai	無保留意見	An Unqualified Opinion
80年	1991	張銘政、蔡紹禧	Michael Chang, Jerry Tsai	無保留意見	An Unqualified Opinion
81年	1992	張銘政、蔡紹禧	Michael Chang, Jerry Tsai	無保留意見	An Unqualified Opinion
82年	1993	張銘政、蔡紹禧	Michael Chang, Jerry Tsai	無保留意見	An Unqualified Opinion
83年	1994	黃樹傑、蔡紹禧	S.C. Huang, Jerry Tsai	無保留意見	An Unqualified Opinion

台北市民生東路3段156號12樓
電話:(02)545-9988

Address:12th Fl.,No.156,Min Sheng E.Rd.,Sec.3,Taipei,Taiwan,R.O.C.
Tel:(02)545-9988

五、監察人審查報告書

董事會造送經勤業會計師查核之本公司八十三年度決算報告書表及所提意見，本監察人業已依照公司法第二一九條之規定審查屬實，茲檢附年度報告書一併報告如上。

此上

本公司八十四年度股東常會

台灣積體電路製造股份有限公司

監察人 歐盛

Signature of Ou Sheng

監察人 史欽泰



監察人 胡新南



中華民國八十四年三月十一日

六、財務報表暨會計師查核報告書

台灣積體電路製造股份有限公司民國八十三年及八十二年十二月三十一日之資產負債表，暨民國八十三年及八十二年一月一日至十二月三十一日之損益表、股東權益變動表及現金流量表，業經本會計師依照會計師查核簽證財務報表規則暨一般公認審計準則，採用必要之查核程序，包括各項會計記錄之抽查在內，予以查核竣事。

依本會計師之意見，上開財務報表係依照證券發行人財務報告編製準則及一般公認會計原則，於前後一致之基礎上編製，足以公正表示台灣積體電路製造股份有限公司民國八十三年及八十二年十二月三十一日之財務狀況，暨民國八十三年及八十二年一月一日至十二月三十一日之營業成績及現金流量。

此 致

台灣積體電路製造股份有限公司 公鑒

勤業會計師事務所

會計師 黃樹傑



會計師 蔡紹禧



台灣省會計師公會會員證第1723號

財政部證券管理委員會核准文號

(83)台財證(一)第12213號

中華民國八十四年二月八日

台灣省會計師公會會員證第1115號

財政部證券管理委員會核准文號

(78)台財證(一)第27282號

Supervisors' Report

TO : 1995 Regular Shareholders Meeting

The 1994 financial reports and statements of the company, prepared by the Board of Directors and duly audited by CPAs of T. N. SOONG & CO. and the auditors' comments have been further examined as being correct and accurate by the undersigned, the Supervisor of Taiwan Semiconductor Manufacturing Co., Ltd. and are hereby submitted along with such reports and statements in accordance with Article 219 of the Company Law.

TSMC

Supervisor

E. Th. Ausems



Supervisor

Chintay Shih



Supervisor

Jerome S.N. Hu



March 11, 1995

Financial Statements & Independent Auditors' Report

We have examined the balance sheets of Taiwan Semiconductor Manufacturing Company Ltd. as of December 31, 1994 and 1993, and the related statements of income, changes in shareholders' equity, and cash flows for the years then ended. Our examinations were made in accordance with the regulations governing such examinations and generally accepted auditing standards and, accordingly, included such tests of the accounting records and such other auditing procedures as we considered necessary in the circumstances.

In our opinion, the financial statements referred to above present fairly the financial position of Taiwan Semiconductor Manufacturing Company Ltd. as of December 31, 1994 and 1993, and the results of its operations and its cash flows for the years then ended, in conformity with generally accepted accounting principles applied on a consistent basis.



February 8, 1995

資產負債表 BALANCE SHEETS

民國八十三年及八十二年十二月三十一日 December 31, 1994 and 1993

單位：除每股面額外，均為新台幣仟元
UNIT: NT\$, Except Earnings Per Share

資產	ASSETS	八十三年底 1994 金額 Amount	%	八十二年底 1993 金額 Amount	%
流動資產	CURRENT ASSETS				
現金	Cash	\$ 3,491,289	13.4	\$ 2,082,278	13.0
應收關係人款項（附註十二）	Receivable from related companies(Note 12)	390,165	1.5	191,830	1.2
應收票據	Notes receivable	48,620	0.2	15,603	0.1
應收帳款	Accounts receivable	2,676,306	10.2	1,923,502	12.1
備抵呆帳	Allowance for doubtful accounts	(107,814)	(0.4)	(106,546)	(0.7)
備抵退貨及折讓損失（附註二）	Allowance for sales return and allowances(Note 2)	(288,912)	(1.1)	(221,674)	(1.4)
存貨（附註二及三）	Inventories(Notes 2 and 3)	1,216,824	4.7	1,090,670	6.8
預付費用及其他流動資產（附註十二）	Prepayments and other current assets(Note 12)	232,966	0.9	135,647	0.8
流動資產合計	TOTAL CURRENT ASSETS	7,659,444	29.4	5,111,310	31.9
長期股權投資（附註二及四）	LONG-TERM INVESTMENTS (Notes 2 and 4)	3,074,147	11.8	161,156	1.0
固定資產（附註二、五及十三）	PROPERTIES(Notes 2 and 5)				
成本	COST				
建築物	Buildings	3,619,287	13.9	2,998,963	18.8
機器設備	Machinery and equipment	16,185,896	62.0	11,428,931	71.4
辦公設備	Office equipment	409,413	1.5	298,666	1.8
預付款項及未完工程	Prepayments and construction in progress	3,042,936	11.6	1,159,834	7.3
	TOTAL COST	23,257,532	89.0	15,886,394	99.3
減：累積折舊	LESS ACCUMULATED DEPRECIATION	(8,270,600)	(31.6)	(5,450,347)	(34.1)
固定資產淨額	NET PROPERTIES	14,986,932	57.4	10,436,047	65.2
其他資產	OTHER ASSETS				
遞延借項（附註二）	Deferred charges (Note2)	56,308	0.2	73,419	0.5
存出保證金（附註十三）	Refundable deposits (Note13)	321,022	1.2	217,219	1.4
其他	Other	9,250	-	-	-
其他資產合計	TOTAL OTHER ASSETS	386,580	1.4	290,638	1.9
資產總計	TOTAL ASSETS	\$26,107,103	100.0	\$15,999,151	100.0

後附之附註係本財務報表之一部分。 The accompanying notes are an integral part of the financial statements.

負債及股東權益	LIABILITIES AND SHAREHOLDERS' EQUITY	八十三年底 1994 金額 Amount	%	八十二年底 1993 金額 Amount	%
流動負債	CURRENT LIABILITIES				
短期借款（附註六）	Short-term loans(Note 6)	\$ -	-	\$ 48,044	0.3
應付關係人款項（附註十二）	Intercompany payable(Note 12)	360,344	1.4	251,324	1.6
應付帳款	Accounts payable	1,749,565	6.7	1,041,278	6.5
應計負債	Accrued expenses	568,948	2.2	442,243	2.8
應付所得稅（附註十一）	Income tax payable(Note11)	89,549	0.3	-	-
一年內到期之長期借款 （附註五及七）	Current portion of long-term debt (Notes 5 and 7)	103,000	0.4	242,000	1.5
其他流動負債	Other current liabilities	<u>25,783</u>	<u>0.1</u>	<u>21,145</u>	<u>0.1</u>
流動負債合計	TOTAL CURRENT LIABILITIES	2,897,189	11.1	2,046,034	12.8
長期借款（附註五及七）	Long-term bank loans(Notes 5 and 7)	3,259,206	12.5	2,546,643	15.9
退休金準備（附註二及十）	Reserve for retirement benefits(Note 2 and 10)	114,000	0.4	44,400	0.3
預收出售設備款（附註十三）	Advance received for sale of equipment (Note13)	103,588	0.4	-	-
存入保證金（附註十三）	Deposits received(Note13)	<u>902,292</u>	<u>3.5</u>	<u>260,973</u>	<u>1.6</u>
負債合計	TOTAL LIABILITIES	7,276,275	27.9	4,898,050	30.6
股東權益（附註八）	SHAREHOLDERS' EQUITY(Note 8)	7,800,000	29.9	6,083,040	38.1
股本，每股面額10元，額定780,000,000股，發行--八十三年780,000,000股，八十二年608,304,000股。	Capital stock, \$10 par value, Authorized--780,000,000 shares; issued--780,000,000 shares in 1994 and 608,304,000 shares in 1993.				
資本公積（附註二）	Capital surplus(Note 2)	875	-	822	-
法定公積	Legal reserve	638,755	2.4	214,245	1.3
未分配盈餘	Unappropriated earnings	10,390,501	39.8	4,801,801	30.0
換算調整數（附註二）	Translation adjustment(Note 2)	<u>697</u>	<u>-</u>	<u>1,193</u>	<u>-</u>
股東權益合計	TOTAL SHAREHOLDERS' EQUITY	18,830,828	72.1	11,101,101	69.4
負債及股東權益總計	TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	\$26,107,103	100.0	\$15,999,151	100.0

後附之附註係本財務報表之一部分。 The accompanying notes are an integral part of the financial statements.

損益表 STATEMENTS OF INCOME

民國八十三年及八十二年一月一日至十二月三十一日 For the Years Ended December 31, 1994 and 1993

單位：除每股純益外，為新台幣仟元
UNIT:NT\$, Except Earnings Per Share

		八十三年底 1994 金額 Amount	%	八十二年底 1993 金額 Amount	%
銷貨收入總額	GROSS SALES	\$ 19,572,631		\$ 12,713,997	
減：銷貨退回及折讓	LESS SALES RETURNS AND ALLOWANCES	<u>236,560</u>		<u>380,074</u>	
銷貨收入淨額	NET SALES	19,336,071	100.0	12,333,923	100.0
銷貨成本	Cost of sales	<u>8,838,730</u>	<u>45.7</u>	<u>6,615,514</u>	<u>53.7</u>
銷貨毛利	Gross profit	<u>10,497,341</u>	<u>54.3</u>	<u>5,718,409</u>	<u>46.3</u>
營業費用	Operating expenses				
管理費用	General and administrative	927,867	4.8	681,711	5.5
銷售費用	Selling	404,457	2.1	304,882	2.5
研究發展費用	Research and development	<u>549,898</u>	<u>2.8</u>	<u>312,673</u>	<u>2.5</u>
合計	TOTAL OPERATING EXPENSES	<u>1,882,222</u>	<u>9.7</u>	<u>1,299,266</u>	<u>10.5</u>
營業利益	INCOME FROM OPERATIONS	<u>8,615,119</u>	<u>44.6</u>	<u>4,419,143</u>	<u>35.8</u>
營業外收入	Non-operating income				
利息收入	Interest	210,135	1.1	55,269	0.4
投資收益（附註二）	Investment (Note 2)	17,347	0.1	10,664	0.1
處分固定資產利益	Gain on disposal of properties	53	-	5	-
其他收入	Other	<u>45,776</u>	<u>0.2</u>	<u>9,527</u>	<u>0.1</u>
合計	TOTAL NON-OPERATING INCOME	<u>273,311</u>	<u>1.4</u>	<u>75,465</u>	<u>0.6</u>
營業外支出	NON-OPERATING EXPENSES AND LOSSES				
利息費用（附註五）	Interest (Note 5)	197,062	1.0	180,412	1.5
投資損失（附註二）	Investment loss (Note 2)	58,381	0.3	-	-
出售短期投資損失	Loss on sale of short-term investments	17,310	0.1	-	-
兌換損失－淨額（附註二）	Foreign exchange loss - net (Note 2)	14,631	0.1	36,957	0.3
處分固定資產損失	Loss on disposal of properties	3,928	-	29,664	0.2
其他損失	Other	<u>16,374</u>	<u>0.1</u>	<u>2,469</u>	-
合計	TOTAL NON-OPERATING EXPENSES	<u>307,686</u>	<u>1.6</u>	<u>249,502</u>	<u>2.0</u>
稅前利益	INCOME BEFORE INCOME TAX	8,580,744	44.4	4,245,106	34.4
所得稅（附註二及十一）	INCOME TAX (NOTES 2 AND 11)	<u>106,730</u>	<u>0.6</u>	-	-
純益	NET INCOME	<u>\$ 8,474,014</u>	<u>43.8</u>	<u>\$ 4,245,106</u>	<u>34.4</u>
每股純益	EARNINGS PER SHARE	<u>\$10.86</u>		<u>\$ 6.98</u>	
按各年度流通在外加權平均股數 計算八十三年度780,000,000股， 八十二年度608,304,000股計算	Based on weighted average shares outstanding during the year--780,000,000 shares in 1994 and 608,304,000 shares in 1993				
均按八十三年度流通在外加權平均 股數計算	Based on weighted average shares outstanding during 1994			<u>\$ 5.44</u>	

後附之附註係本財務報表之一部分。 The accompanying notes are an integral part of the financial statements.

股東權益變動表 STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

民國八十三年及八十二年一月一日至十二月三十一日 For the Years Ended December 31, 1994 and 1993 單位：除每股面額及股利外，為新台幣仟元

UNIT:NT\$, Except Earnings Per Share

	發行股本 (每股面額10元) CAPITAL STOCK ISSUED (\$10 Par Value)		資本 公積 (附註二及八) CAPITAL SURPLUS (Notes 2 and 8)	保留盈餘 (附註八) RETAINED EARNINGS (Note 8)			換算 調整數 (附註二) TRANSLATION ADJUSTMENT (Note 2)	合計 SHARE- HOLDERS' EQUITY
	股數 (仟股) Shares	金額 Amount		法定公積 Legal Reserve	未分配盈餘 Unappropriated Earnings	合計 Total		
民國八十二年一月一日餘額 BALANCE, JANUARY 1, 1993	551,000	\$5,510,000	\$817	\$ 96,521	\$1,454,987	\$1,551,508	\$ -	\$7,062,325
盈餘分配 (附註八) Appropriations of prior year's earnings (Note 8)								
法定公積 Legal reserve	-	-	-	117,724	(117,724)	-	-	-
員工紅利 Bonus to employees	-	-	-	-	(207,523)	(207,523)	-	(207,523)
股票股利--每股1.04元 Stock dividends -- \$1.04 per share	57,304	573,040	-	-	(573,040)	(573,040)	-	-
民國八十二年度純益 Net income for 1993	-	-	-	-	4,245,106	4,245,106	-	4,245,106
處分固定資產利益轉列資本公積 Transfer of gain on disposal of properties	-	-	5	-	(5)	(5)	-	-
長期股權投資換算調整數 Translation adjustment on long-term investments	-	-	-	-	-	-	1,193	1,193
民國八十二年十二月三十一日餘額 BALANCE, DECEMBER 31, 1993	608,304	6,083,040	822	214,245	4,801,801	5,016,046	1,193	11,101,101
盈餘分配 (附註八) Appropriations of prior year's earnings (Note 8)								
法定公積 Legal reserve	-	-	-	424,510	(424,510)	-	-	-
員工紅利 Bonus to employees	-	-	-	424,510	(424,510)	-	-	-
現金 Cash	-	-	-	-	(97,281)	(97,281)	-	(97,281)
股票 Stock	20,837	208,366	-	-	(208,366)	(208,366)	-	-
現金股利--每股1.00元 Cash dividends -- \$1.00 per share	-	-	-	-	(608,304)	(608,304)	-	(608,304)
股票股利--每股2.48元 Stock dividends -- \$2.48 per share	150,859	1,508,594	-	-	(1,508,594)	(1,508,594)	-	-
董監事酬勞 Bonus to directors and supervisors	-	-	-	-	(38,206)	(38,206)	-	(38,206)
民國八十三年度純益 Net income for 1994	-	-	-	-	8,474,014	8,474,014	-	8,474,014
處分固定資產利益轉列資本公積 Transfer of gain on disposal of properties	-	-	53	-	(53)	(53)	-	-
長期股權投資換算調整數 Translation adjustment on long-term investments	-	-	-	-	-	-	(496)	(496)
民國八十三年十二月三十一日餘額 BALANCE, DECEMBER 31, 1994	780,000	\$7,800,000	\$875	\$638,755	\$10,390,501	\$11,029,256	\$ 697	\$18,830,828

後附之附註係本財務報表之一部分。 The accompanying notes are an integral part of the financial statements.

現金流量表 STATEMENTS OF CASH FLOWS

民國八十三年及八十二年一月一日至十二月三十一日 For the Years Ended December 31, 1994 and 1993

單位：新台幣仟元
UNIT:NT\$K

		八十三年度 1994 金額 Amount	八十二年度 1993 金額 Amount
營業活動之現金流量：	CASH FLOWS FROM OPERATING ACTIVITIES		
純益	NET INCOME	\$ 8,474,014	\$ 4,245,106
折舊及攤銷	Depreciation and amortization	2,897,584	2,147,161
權益法認列之投資損失（收益）— 淨額	Investment loss (income) recognized by equity method-net	49,028	(5,168)
提列備抵呆帳	Provision for doubtful accounts	1,268	22,960
提列備抵退貨及折讓損失	Provision for sales returns and allowances	67,238	128,898
提列退休金準備	Provision for retirement benefits	69,600	44,400
匯率影響數	Effect of exchange rate changes on cash	8,021	(16,532)
資產及負債科目之增減變動	CHANGES IN OPERATING ASSETS AND LIABILITIES		
應收關係人款項	Receivable from related companies	(198,335)	(94,547)
應收票據	Notes receivable	(33,017)	1,657
應收帳款	Accounts receivable	(752,804)	(379,982)
存貨	Inventories	(126,154)	(310,545)
預付費用及其他流動資產	Prepayments and other current assets	(97,319)	(61,691)
應付關係人款項	Payable to related companies	109,020	184,154
應付帳款	Accounts payable	708,287	232,968
應計負債	Accrued expenses	126,705	57,994
應付所得稅	Income tax payable	89,549	-
其他流動負債	Other current liabilities	4,638	(91,681)
其他	Other	21,185	29,660
營業活動之淨現金流入	NET CASH PROVIDED BY OPERATING ACTIVITIES	<u>11,418,508</u>	<u>6,134,812</u>
投資活動之現金流量	CASH FLOWS FROM INVESTING ACTIVITIES		
購置固定資產	Acquisitions of properties	(7,407,672)	(3,855,551)
長期股權投資增加	Increase in long-term investments	(2,962,515)	(86,960)
出售短期投資價款	Proceeds from sale of short-term investments	479,992	-
增加短期投資	Increase in short-term investments	(497,302)	-
出售固定資產價款	Proceeds from disposal of properties	519	31
遞延借項增加	Increase in deferred charges	(28,080)	(33,904)

八十三年度 1994
金額 Amount

八十二年度 1993
金額 Amount

存出保證金增加	Increase in refundable deposits	(103,803)	(184,650)
預收出售設備款	Advance received for sale of equipment	103,588	-
其他	Other	(9,250)	-
投資活動之淨現金流出	NET CASH USED IN INVESTING ACTIVITIES	<u>(10,424,523)</u>	<u>(4,161,034)</u>
理財活動之現金流量	CASH FLOWS FROM FINANCING ACTIVITIES		
現金股利	Cash dividends	(608,304)	-
員工現金紅利	Bonus to employees	(97,281)	(207,523)
董監事酬勞	Bonus to directors and supervisors	(38,206)	-
短期借款減少	Decrease in short-term debts	(48,044)	(584,135)
舉借長期借款	Additional long-term bank loans	1,953,078	1,368,395
償還長期借款	Repayments of long-term bank loans	(1,379,515)	(903,464)
存入保證金增加	Increase in deposits received	<u>641,319</u>	<u>260,318</u>
理財活動之淨現金流入(流出)	NET CASH PROVIDED BY (USED IN) FINANCING ACTIVITIES	<u>423,047</u>	<u>(66,409)</u>
匯率影響數	EFFECT OF EXCHANGE RATE CHANGES ON CASH	<u>(8,021)</u>	<u>16,532</u>
本年度現金增加	NET INCREASE IN CASH	1,409,011	1,923,901
年初現金餘額	CASH, BEGINNING OF YEAR	<u>2,082,278</u>	<u>158,377</u>
年底現金餘額	CASH, END OF YEAR	<u>\$3,491,289</u>	<u>\$2,082,278</u>
現金流量資訊之補充揭露	SUPPLEMENTAL INFORMATION		
本年度支付利息 (不含資本化利息)	INTEREST PAID (EXCLUDING CAPITALIZED INTEREST)	\$ 195,652	\$ 171,425
本年度支付所得稅	INCOME TAX PAID	17,181	-

後附之附註係本財務報表之一部分。 The accompanying notes are an integral part of the financial statements.

一、公司沿革

本公司係由行政院開發基金管理委員會及荷蘭商飛利浦電子股份有限公司（飛利浦公司）等共同投資。本公司股票八十三年九月起於台灣證券交易所上市買賣。

本公司主要業務為(1)製造及銷售積體電路及其他半導體裝置，及提供前述產品之封裝、測試與電腦輔助設計服務，(2)製造及銷售光罩。

二、主要會計政策

■備抵退貨及折讓損失

估計可能發生之產品退回及折讓損失，於產品出售年度列為費用。實際發生損失時，先沖轉負債，倘有不足，則列為實際支付年度費用。

■存貨

存貨係按成本與市價孰低計價。存貨成本平時按標準成本計算，結帳日時再予調整使其接近按加權平均法計算之成本。市價之決定，原料、物料及零件係以重置成本為準，在製品及製成品則以淨變現價值為準。

■長期股權投資

本公司持有股權百分之二十以上或具有重大影響力之長期股權投資係按權益法計價，餘按成本法計價。

■固定資產

固定資產係以成本減累積折舊計價。重大之增添、更新及改良列為資本支出，修理及維護支出，則列為當年度費用。固定資產報廢或處分時，其成本及相關之累積折舊均自帳上予以減除，處分損失或利益列為當年度損益。處分利益扣除有關所得稅後之淨額再於當年底轉列資本公積。固定資產在購建期間，為該資產所支出款項而負擔之利息予以資本化為成本之一部分。

折舊係以直線法按下列耐用年數計提：建築物／十至二十年；機器設備／五至十年；辦公設備／主要為五年。

■遞延借項

遞延借項（電腦軟體及制度設計費用）係按三年攤銷。

■員工退休金

提撥或提列之退休金列為當年度費用。實際支付退休金時，先由退休基金及退休金準備支付，倘有不足，則以支付年度費用列帳。

■所得稅

所得稅係按課稅所得額計算。投資、研究發展支出及人才培訓支出稅額抵減列為實際抵減年度所得稅之減項。

■外幣換算

非遠期外匯買賣合約之外幣交易係按交易當日匯率折算之新台幣金額入帳。外幣現金實際兌換成新台幣或外幣應收應付款以新台幣收付結清時，因適用不同匯率所產生之損失或盈益，列為兌換或結清年度之損益。外幣現金、應收款及應付款之結帳日餘額，再按結帳日匯率予以折算，所產生之兌換差額如下處理：

1. ORGANIZATION AND OPERATIONS

The Company was initially established as a venture among the Development Fund of the Executive Yuan, N.V. Philips' Gloeilampenfabrieken, and certain other private investors. In September 1994, its shares were listed on the Taiwan Stock Exchange.

The Company is engaged mainly in a) the manufacture and sale of integrated circuits and other semiconductor devices and providing assembly, testing, and computer-aided design services for these products, and b) the manufacture and sale of masks.

2. SIGNIFICANT ACCOUNTING POLICIES

■ Allowance for sales returns and allowances

Estimated sales returns and allowances are provided when sales are recognized. Actual sales returns and allowances incurred are charged to the reserve and any excess is charged to expense.

■ Inventories

Inventories are stated at the lower of standard cost adjusted to approximate weighted average cost or market value. Market value represents net realizable value for finished goods and work in process and replacement value for raw materials, supplies, and spare parts.

■ Long-term investments

Investments representing 20% or more of the total common shares of each investee or for which the Company exercises significant influence on the investees are accounted for by the equity method. Other investments are carried at cost.

■ Properties

Properties are stated at cost less accumulated depreciation. Major renewals and betterments and interest expense incurred during the construction period are capitalized while maintenance and repairs are expensed currently. Depreciation is provided on the straight-line method over estimated service lives which range as follows: buildings - 10 to 20 years; machinery and equipment - 5 to 10 years; office equipment - mainly 5 years. Upon sale or disposal of properties, the related cost and accumulated depreciation are removed from the accounts, and any gain or loss is credited or charged to income. Any such gain, less applicable income tax, is transferred to capital surplus at the end of the year.

■ Deferred charges

These consist of deferred software and system design costs which are amortized on the straight-line method over 3 years.

■ Retirement benefits

Contributions to the retirement fund and provision for retirement benefits are charged to expense when paid or accrued. Actual retirement benefits in excess of the fund and reserve shall be charged to expense when paid.

(1)按權益法認列之長期股權投資—列為股東權益項下之外幣換算調整數。

(2)其他資產及負債：作為當年度之損失或盈益。

避險性質之遠期外匯買賣合約，於訂約日以該日之即期匯率衡量入帳。訂約日外幣金額按即期匯率與約定遠期匯率折算之差額於合約期間攤銷，應收或應付遠期外匯結帳日餘額，再按結帳日之即期匯率調整，所產生之兌換差額，列為當期損益。

■科目重分類

八十二年度財務報表若干科目經予重新分類，俾配合八十三年度財務報表之表達。

三、存貨

	八十三年底	八十二年底
製成品	\$ 92,634	\$ 87,831
在製品	742,035	672,348
原料	123,404	147,611
物料及零件	<u>300,060</u>	<u>280,407</u>
	1,258,133	1,188,197
減：備抵存貨損失	<u>(41,309)</u>	<u>(97,527)</u>
	<u>\$1,216,824</u>	<u>\$1,090,670</u>

四、長期股權投資

	八十三年底		八十二年底	
	持股比例	帳列金額	持股比例	帳列金額
按成本法計價				
台灣光罩股份有限公司	11.3	\$ 39,500	11.3	\$ 39,500
按權益法計價				
台灣積體電路製造股份有限公司美國子公司	100.0	38,074	100.0	34,542
台灣積體電路製造股份有限公司歐洲子公司	100.0	5,866	100.0	3,114
鑫成科技股份有限公司	19.6	105,893	20.0	84,000
世界先進積體電路股份有限公司	21.0	<u>2,884,814</u>	-	-
		<u>\$3,074,147</u>		<u>\$161,156</u>

世界先進積體電路股份有限公司係由以本公司為首，包含其他十二家公司組成的一企業組合，與經濟部合資於八十三年十二月設立。

截至八十三年十二月三十一日止，該公司實收股本總額14,002,008仟元，其中本公司出資金額2,943,195仟元。

本公司因無法及時取得鑫成科技股份有限公司經會計師查核後之財務報表，因此相關投資收益或損失均於次一年度認列。

■ Income tax

Income tax is provided based on taxable income. Tax credits arising from investments, research and development, and personnel training are recognized in the year when they reduce income tax payable.

■ Foreign-currency transactions

Foreign-currency transactions other than forward exchange contracts are recorded in New Taiwan dollars at the rates of exchange in effect when the transactions occur. Gains or losses caused by the application of different foreign exchange rates when cash in foreign -currency is converted into New Taiwan dollars or when foreign-currency receivables and payables are settled are credited or charged to income in the year of conversion or settlement. At year end, the balances of foreign-currency assets and liabilities are restated based on the prevailing exchange rates and the resulting differences are recorded as follows:

- a. Long-term investments accounted for by the equity method - as cumulative translation adjustment under share holders' equity.
- b. Other assets and liabilities - credited or charged to current income.

Forward-exchange contracts for hedging purposes are recorded at the spot rates on the contract dates. The foreign-currency amounts of the contracts multiplied by the differences between the spot rates on the contract dates and the contracted forward rates are amortized over the contract periods. At year-end , the balances of forward-exchange receivables or payables are translated based on prevailing exchange rates and the resulting differences are credited or charged to current income.

■ Reclassifications

Certain accounts for 1993 have been reclassified to conform to 1994 classifications.

3.INVENTORIES

	<u>1994</u>	<u>1993</u>
Finished goods	\$ 92,634	\$ 87,831
Work in process	742,035	672,348
Raw materials	123,404	147,611
Supplies and spare parts	<u>300,060</u>	<u>280,407</u>
	1,258,133	1,188,197
Allowance for losses	<u>(41,309)</u>	<u>(97,527)</u>
	<u>\$1,216,824</u>	<u>\$1,090,670</u>

五、固定資產－淨額

	八十三年底	八十二年底
累積折舊		
建築物	\$1,082,492	\$ 776,995
機器設備	6,961,226	4,499,478
辦公設備	<u>226,882</u>	<u>173,874</u>
	<u>\$8,270,600</u>	<u>\$5,450,347</u>

截至八十三年十二月三十一日止，本公司擴建積體電路第二廠尚未動支之預算約6,315,276 仟元。

本公司於八十二年十二月動工建造積體電路第三廠。該廠之總投資預算約計18,700,000仟元，其中第一期預算（晶圓之月產量為15,000片）計13,752,500仟元業經董事會核准。截至八十三年十二月三十一日止，已支出約2,007,701 仟元。該廠預計自八十四年十月開始生產。

八十三年度及八十二年度利息資本化金額分別為15,868仟元及27,467仟元。

截至八十三年十二月三十一日止，帳列未折減餘額計約5,286,030仟元之固定資產業已抵押作為長期借款之擔保品。

六、短期借款

	八十三年底	八十二年底
信用狀借款：		
一百八十天內到期，年利率為3.3% - 4.23%	-	27,958
銀行借款：		
八十二年－八十三年五月到期，年利率為4.39%	\$ -	\$20,086
	<u>\$ -</u>	<u>\$48,044</u>

截至八十三年十二月三十一日止，本公司尚未使用之短期信用額度約為3,468,230仟元。

七、長期借款

	八十三年底	八十二年底
新台幣銀行借款：		
以三個月為一期，分期償還，至八十六年二月還清，年利率為7.5%	\$ 297,616	\$ 535,712
以三個月為一期，分期償還，至八十七年四月還清，年利率為7.25%	246,577	351,337
以三個月為一期，分期償還，至八十七年三月還清，年利率為7.25%	239,400	345,800
美金銀行借款：		
八十三年及八十二年餘額分別為美金2,668仟元及5,336仟元，以三個月為一期，分期償還，至八十五年十月還清，年利率八十三年为5.55% - 8.07%，八十二年為4.36% - 4.49%	69,902	142,204
美金1,582 仟元，以一個月為一期，分期償還，至八十四年十二月還清，年利率為4.36% - 4.49%（於八十三提前還清）	-	42,165
美金4,933 仟元，以半年為一期，分期償還，至八十五年八月還清，年利率為4.43%（於八十三提前還清）	-	131,464

4. LONG-TERM INVESTMENTS

	<u>% of</u>	<u>1994</u>	<u>% of</u>	<u>1993</u>
	<u>Ownership</u>	<u>Carrying</u>	<u>Ownership</u>	<u>Carrying</u>
		<u>Value</u>		<u>Value</u>
Accounted for by cost method				
Taiwan Mask Corporation	11.3	\$ 39,500	11.3	\$ 39,500
Accounted for by equity method				
TSMC - U.S.A.	100.0	38,074	100.0	34,542
TSMC - Europe	100.0	5,866	100.0	3,114
Caesar Technology Inc. (CTI)	19.6	105,893	20.0	84,000
Vanguard International Semiconductor Corporation (VIS)	21.0	<u>2,884,814</u>	-	-
		<u>\$3,074,147</u>		<u>\$ 161,156</u>

VIS was established in December 1994 as a venture between the Ministry of Economic Affairs and a syndicate of 12 companies led by the Company. As of December 31, 1994, the issued capital of VISC amounted to \$14,002,008, including \$2,943,195 contributed by the Company.

The carrying values of the stock investments accounted for by equity method are based on audited financial statements, except for CTI whose statements will only be available in the following year.

5. PROPERTIES

Accumulated depreciation consists of the following:

	<u>1994</u>	<u>1993</u>
Buildings	\$ 1,082,492	\$ 776,995
Machinery and equipment	6,961,226	4,499,478
Office equipment	<u>226,882</u>	<u>173,874</u>
	<u>\$ 8,270,600</u>	<u>\$ 5,450,347</u>

As of December 31, 1994, the unexpended budget for expansion of the second manufacturing plant is about \$6,315,276.

The Company started the construction of its third manufacturing plant in December, 1993, at a total cost of about \$18,700,000, of which \$13,752,500 for the first phase has been approved by the Board of Directors, and expects to start operations in October, 1995. As of December 31, 1994, the amount aggregating about \$2,007,701 has been incurred.

Interest costs capitalized in 1994 and 1993 amounted to \$15,868 and \$27,467 respectively.

As of December 31, 1994, properties with an aggregate net book value of about \$5,286,030 are mortgaged as collateral for long-term bank loans.

6. SHORT-TERM DEBTS

	<u>1994</u>	<u>1993</u>
L/C loans : due within 180 days, 3.3% - 4.23% interest	\$ -	\$ 27,958
Bank loans : due in May 1994, 4.39% interest	-	<u>20,086</u>
	<u>\$ -</u>	<u>\$ 48,044</u>

As of December 31, 1994, the Company has unused short-term credit lines of about \$3,468,230.

	八十三年底	八十二年底
八十三年及八十二年餘額分別為美金12,852仟元及19,278仟元，以 半年為一期，分期償還，至八十七年一月還清，年利率八十三 年為6.34%，八十二年為4.36%	336,722	513,759
美金3,716 仟元，以半年為一期，分期償還，至八十七年九月還清， 年利率為4.36%（於八十三提前還清）	-	99,026
八十三及八十二年餘額分別為美金6,159 仟元及美金9,239仟元， 以半年為一期，分期償還，至八十七年十二月還清，年利率八十 三年為8.06%，八十二年為4.41%	\$ 161,374	\$ 246,218
八十三及八十二年餘額分別為美金5,434 仟元及美金8,695仟元， 以半年為一期，分期償還，至八十七年四月還清，年利率八十 三年為6.28%，八十二年為4.37%	142,369	231,718
八十三及八十二年餘額分別為美金3,733 仟元及美金5,600仟元， 以半年為一期，分期償還，至八十七年十一月還清，年利率八十 三年為7.47%，八十二年為4.56%	97,814	149,240
美金14,954仟元，以三個月為一期，分期償還，至八十八年七月還 清，年利率為6.17% -8.02%	391,790	-
美金10,000仟元，於八十六年九月到期一次償還，年利率為7.11%	262,000	-
美金7,838 仟元，以半年為一期，分期償還，至八十六年四月還清， 年利率為6.74%	205,343	-
美金10,000仟元，於八十六年五月一次償還，年利率為7.14%	262,000	-
美金11,513仟元，以半年為一期，分期償還，至八十六年五月還清， 年利率為7.17%	301,627	-
美金2,842 仟元，於八十五年十二月到期一次償還，年利率為6.98% -7.19%	74,456	-
美金10,428仟元，以半年為一期，分期償還，至九十一年一月還清， 年利率為7.03% -7.23%	273,216	-
	3,362,206	2,788,643
減：一年內到期部分	<u>103,000</u>	<u>242,000</u>
	<u>\$3,259,206</u>	<u>\$2,546,643</u>

截至八十三年十二月三十一日止，本公司尚未使用之長期借款額度約為778,670 仟元。

7. LONG-TERM BANK LOANS

	<u>1994</u>	<u>1993</u>
New Taiwan dollar loans		
Repayable in quarterly installments through February 1997; 7.5% interest	\$ 297,616	\$ 535,712
Repayable in quarterly installments through April 1998; 7.25% interest	246,577	351,337
Repayable in quarterly installments through March 1998; 7.25% interest	239,400	345,800
U.S. dollar loans		
US\$2,668 in 1994 and US\$5,336 in 1993, repayable in quarterly installments through October 1996; 5.55% - 8.07% interest in 1994 and 4.36% - 4.49% in 1993	69,902	142,204
US\$1,582, repayable in monthly installments through December 1995 (prepaid in 1994); 4.36% - 4.49% interest	-	42,165
US\$4,933, repayable in semi-annual installments through August 1996 (prepaid in 1994); 4.43% interest	-	131,464
US\$12,852 in 1994 and US\$19,278 in 1993, repayable in semi-annual installments through January 1998; 6.34% interest in 1994 and 4.36% in 1993	336,722	513,759
US\$3,716, repayable in semi-annual installments through September 1998 (prepaid in 1994); 4.36% interest	-	99,026
US\$6,159 in 1994 and US\$9,239 in 1993, repayable in semi-annual installments through December 1998; 8.06% interest in 1994 and 4.41% in 1993	\$ 161,374	\$ 246,218
US\$5,434 in 1994 and US\$8,695 in 1993, repayable in semi-annual installments through April 1998; 6.28% interest in 1994 and 4.37% in 1993	142,369	231,718
US\$3,733 in 1994 and US\$5,600 in 1993, repayable in semi-annual installments through November 1998; 7.47% interest in 1994 and 4.56% in 1993	97,814	149,240
US\$14,954, repayable in quarterly installments through July 1999, 6.17% - 8.02% interest	391,790	-
US\$10,000, repayable in September 1997, 7.11% interest	262,000	-
US\$7,838, repayable in semi-annual installments through April 1997, 6.74% interest	205,343	-
US\$10,000, repayable in May 1997, 7.14% interest	262,000	-
US\$11,513, repayable in semi-annual installments through May 1997, 7.17% interest	301,627	-
US\$2,842, repayable in December 1996, 6.98% - 7.19% interest	74,456	-
US\$10,428, repayable in semi-annual installments through January 2002, 7.03% - 7.23% interest	<u>273,216</u>	-
	<u>3,362,206</u>	<u>2,788,643</u>
Portion due within one year	<u>103,000</u>	<u>242,000</u>
	<u>\$3,259,206</u>	<u>\$2,546,643</u>

As of December 31, 1994, the Company has unused long-term credit lines of about \$778,670.

八、股東權益

依據公司法之規定，資本公積只能用於彌補虧損或撥充股本。

依據本公司章程規定，每年度純益於彌補虧損及繳納稅捐後，應分配如下：

(一)先提列百分之十為法定公積；

(二)次提每年度純益減法定公積後餘額之百分之一為董監事酬勞，及不低於百分之一為員工紅利；

(三)剩餘盈餘依股東會決議分派之。

上述盈餘分配案應於翌年召開股東常會時予以決議通過，並於該年度入帳。

依公司法之規定，法定公積應繼續提撥直至其餘額達股本總額為止。

法定公積得用以彌補公司之虧損；又當該項公積已達實收股本百分之五十時，得以其半數撥充股本。

九、重大長期租賃

本公司積體電路第一廠之土地、廠房及部分機器設備係向工業技術研究院（工研院）承租，租期十年，至八十六年三月三十一日止。租金為每月6,866仟元。租約到期時可再續約，且雙方均可隨時於兩個月前以書面通知對方而解約。

本公司積體電路第二廠及第三廠之土地係向科學工業園區管理局承租，租期於九十七年三月至二零二年五月間到期。

租金每年共計23,328仟元，租約到期時可再續約。

前述租約未來五年及以後年度之租金如下：

年度	金額
八十四年度	\$105,720
八十五年度	105,720
八十六年度	43,926
八十七年度	23,328
八十八年度	23,328
八十九至二零二年度	251,077
	<u>\$ 553,099</u>

十、員工退休金

本公司對正式員工訂有退休辦法。依該辦法之規定，員工退休金係按服務年資及退休時之平均薪資計算。本公司每月按員工薪資總額之百分之二提撥員工退休基金，交由職工退休準備金監督委員會以該委員會名義存入中央信託局之專戶。

該退休基金變動如下：

	八十三年度	八十二年度
年初餘額	\$52,895	\$35,592
本年提撥	20,528	14,235
利息收入	<u>4,272</u>	<u>3,068</u>
年底餘額	<u>\$77,695</u>	<u>\$52,895</u>

本公司八十三年度及八十二年度分別依薪資總額百分之七·三及百分之六提列員工退休金準備以補退休基金之不足。

截至八十三年及八十二年十二月三十一日止，退休金準備餘額分別為114,000 仟元及44,400仟元。

8.SHAREHOLDERS' EQUITY

Under the Company Law, capital surplus can only be used to offset a deficit or capitalized.

The Company's Articles of Incorporation provide that the following shall be appropriated from the annual net income (less deficit, if any):

- a. 10% thereof as legal reserve;
- b. Bonus to directors and supervisors and to employees equal to 1% and at least 1% of the remainder, respectively.

These appropriations and the disposition of the remaining net income shall be resolved in the following year and given effect to in the financial statements of that year.

Under the Company Law, the aforementioned appropriation for legal reserve shall be made until the reserve equals the Company's capital. Such reserve may be used to offset a deficit; also, when the reserve has reached 50% of the paid-in capital, up to 50% thereof may be transferred to capital.

9.LONG-TERM LEASES

The Company leases the land, building and certain machinery and equipment of its first manufacturing plant from the Industrial Technology Research Institute under two ten-year lease agreements which will expire on March 31, 1997, at monthly rentals aggregating \$6,866. The agreements are renewable upon expiration and can be terminated by either party. The Company leases the land for its second and third manufacturing plants from the Science-Based Industrial Park Administration Bureau under several lease agreements, which will expire on various dates from March 2008 to May 2013, at annual rentals of aggregating \$23,328. Each agreement is renewable upon expiration.

Minimum annual rentals for the next five years and thereafter are summarized as follows:

<u>Year</u>	<u>Amount</u>
1995	\$ 105,720
1996	105,720
1997	43,926
1998	23,328
1999	23,328
2000 - 2013	251,077
	<u>\$553,099</u>

10.RETIREMENT PLAN

The Company has a retirement plan covering all regular employees. Benefits under this plan are based on length of service and average monthly salary at the time of retirement.

The Company makes monthly contributions, equal to 2% of salaries and wages, to a retirement fund which is administered by the employees retirement fund monitoring committee and deposited in the committee's name in the Central Trust of China which acts as trustee. The changes in the fund are summarized as follows:

	<u>1994</u>	<u>1993</u>
Balance, beginning of year	\$ 52,895	\$ 35,592
Contributions	20,528	14,235
Interest income	4,272	3,068
Balance, end of year	<u>\$77,695</u>	<u>\$52,895</u>

The Company provided a reserve for retirement benefits, at 7.3% in 1994 and 6% in 1993 of salaries and wages, to cover the unfunded retirement liability. As of December 31, 1994 and 1993, such reserve amounted to \$114,000 and \$44,400 respectively.

十一、所得稅

	八十三年度	八十二年度
應納稅額	\$297,243	\$ 66,520
投資、研究發展支出及人才培訓支出稅額抵減	(190,513)	(66,520)
	<u>\$106,730</u>	<u>\$ -</u>

本公司可享受之免稅案如下：

免稅案	免稅期間
一廠	七十八年一月一日至八十二年十二月三十一日
二廠第一生產單位	八十一年一月一日至八十四年十二月三十一日
二廠第二生產單位	八十二年一月一日至八十五年十二月三十一日
電腦輔助設計	八十三年一月一日至八十六年十二月三十一日
一廠及二廠之擴建	尚未選定免稅期間

八十三年度及八十二年度之免稅所得分別約為7,072,116 仟元及3,934,572 仟元。

截至八十三年十二月三十一日止，本公司可用以扣抵以後年度稅額之投資抵減如下：

到期年度	投資抵減
八十五	\$ 16,938
八十六	83,171
八十七	169,120
	<u>\$269,229</u>

本公司八十三年底之應付所得稅係減除預付所得稅17,181仟元後之淨額。

本公司截至八十年度止之所得稅申報案件，業經稅捐稽徵機關核定。

十二、關係人交易

除已於財務報表及其他附註中揭露者外，重大之關係人交易及餘額彙總如下：

(一)關係人之名稱及關係

關係人名稱	與本公司之關係
工研院	本公司董事長為工研院之監事
飛利浦公司	本公司之主要股東
台灣積體電路製造股份有限公司美國子公司（美國子公司）	本公司之子公司
台灣積體電路製造股份有限公司歐洲子公司（歐洲子公司）	本公司之子公司
鑫成科技股份有限公司	本公司採權益法計價之被投資公司
世界先進積體電路股份有限公司（世界先進）	本公司採權益法計價之被投資公司

11. INCOME TAX

	<u>1994</u>	<u>1993</u>
Based on taxable income	\$297,243	\$ 66,520
Credits arising from investments, research and development, and personnel training	(190,513)	(66,520)
	<u>\$106,730</u>	<u>\$ -</u>

The Company's income attributable to the following projects and services are exempt from income tax:

	<u>Tax-Exemption Period</u>
First manufacturing plant	January 1, 1989 to December 31, 1993
Module A of second manufacturing plant	January 1, 1992 to December 31, 1995
Module B of second manufacturing plant	January 1, 1993 to December 31, 1996
Computer-aided design services	January 1, 1994 to December 31, 1997
Expansions of the first and second manufacturing plants	Not yet decided
The tax-exempt income for the year ended December 31, 1994 and 1993, amounted to about \$7,072,116 and \$3,934,572 respectively.	

As of December 31, 1994, the Company has unused tax credits arising from investments and research and development and personnel training expiring as follows:

<u>Year of Expiry</u>	<u>Amount</u>
1996	\$ 16,938
1997	83,171
1998	169,120
	<u>\$269,229</u>

Income tax payable as of December 31, 1994, is net of prepayments of \$17,181.

Income tax returns have been examined by the tax authorities through 1991.

12. RELATED PARTY TRANSACTIONS

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

- a. Industrial Technology Research Institute (ITRI); its supervisor is the Company's chairman.
- b. N.V. Philips' Gloeilampenfabrieken (PHILIPS), a major shareholder, and its affiliates.
- c. Subsidiaries
 - TSMC - U.S.A.
 - TSMC - Europe
- d. Investees accounted by equity method
 - Caesar Technology Inc. (CTI)
 - Vanguard International Semiconductor Corporation (VIS)

The transactions with the aforementioned parties are summarized as follows:

	<u>1994</u>		<u>1993</u>	
<u>During the year</u>	<u>Amount</u>	<u>%</u>	<u>Amount</u>	<u>%</u>
Sales				
ITRI	\$ 30,285	0.2	\$ 28,617	0.2
PHILIPS and its affiliates	<u>2,209,311</u>	<u>11.3</u>	<u>1,210,368</u>	<u>9.5</u>
	<u>\$2,239,596</u>	<u>11.5</u>	<u>\$1,238,985</u>	<u>9.7</u>

(二)關係人交易

	八十三年度		八十二年度	
	金額	百分比	金額	百分比
銷貨收入				
工研院	\$ 30,285	0.2	\$ 28,617	0.2
飛利浦公司及其聯屬公司	<u>2,209,311</u>	<u>11.3</u>	<u>1,210,368</u>	<u>9.5</u>
	<u>\$2,239,596</u>	<u>11.5</u>	<u>\$1,238,985</u>	<u>9.7</u>
租金支出				
工研院	\$ <u>84,129</u>	<u>85.6</u>	\$ <u>82,430</u>	<u>91.1</u>
製造費用				
飛利浦公司（技術報酬金）（附註十三）	\$ <u>445,476</u>	<u>96.6</u>	\$ <u>282,293</u>	<u>97.0</u>
鑫成科技股份有限公司（加工費）	\$ <u>148,438</u>	<u>38.2</u>	\$ <u>155,477</u>	<u>27.0</u>
（註）係佔全部委外加工費之比例		（註）		（註）
銷售費用（佣金支出）				
美國子公司	\$ 238,614	59.0	\$ 174,664	57.3
歐洲子公司	<u>39,118</u>	<u>9.7</u>	<u>8,303</u>	<u>2.7</u>
	<u>\$ 277,732</u>	<u>68.7</u>	<u>\$ 182,967</u>	<u>60.0</u>
研究發展費用				
工研院（授權費）（附註十三）	\$ <u>24,762</u>	<u>4.5</u>	\$ <u>24,762</u>	<u>7.9</u>
營業外收入－其他				
世界先進	\$ <u>16,736</u>	<u>6.1</u>	\$ -	-

	八十三年底		八十二年底	
	金額	百分比	金額	百分比
應收關係人款項				
工研院	\$ 11,141	0.4	\$ 1	-
飛利浦公司及其聯屬公司	361,730	11.6	191,829	9.0
世界先進	<u>17,294</u>	<u>0.6</u>	-	-
	<u>\$ 390,165</u>	<u>12.6</u>	<u>\$ 191,830</u>	<u>9.0</u>
預付費用及其他流動資產				
預付租金－工研院	\$ <u>21,106</u>	<u>9.1</u>	\$ <u>20,979</u>	<u>15.5</u>
應付關係人款項				
飛利浦公司	\$ 176,802	8.4	\$ 149,115	11.5
美國子公司	148,584	7.0	83,907	6.5

		<u>1994</u>		<u>1993</u>	
		<u>Amount</u>	<u>%</u>	<u>Amount</u>	<u>%</u>
Rental expense					
ITRI		\$ 84,129	85.6	\$ 82,430	91.1
Manufacturing expenses					
Technical assistance fee - PHILIPS (Note 13)		\$ 445,476	96.6	\$ 282,293	97.0
Processing charges - CTI		\$ 148,438	38.2 *	\$ 155,477	27.0 *
* % of processing charges					
Selling expenses (commissions)					
TSMC - U.S.A.		\$ 238,614	59.0	\$ 174,664	57.3
TSMC - Europe		39,118	9.7	8,303	2.7
		\$ 277,732	68.7	\$ 182,967	60.0
Research and development expenses					
License fee - ITRI (Note 13)		\$ 24,762	4.5	\$ 24,762	7.9
Nonoperating income - other					
VIS		\$ 16,736	6.1	\$ -	-
<u>At end of year</u>					
Receivable					
ITRI		\$ 11,141	0.4	\$ 1	-
PHILIPS and its affiliates		361,730	11.6	191,829	9.0
VIS		17,294	0.6	-	-
		\$ 390,165	12.6	\$ 191,830	9.0
Prepayments and other current assets					
Prepaid rental - ITRI		\$ 21,106	9.1	\$ 20,979	15.5
Payable					
PHILIPS		\$ 176,802	8.4	\$ 149,115	11.5
TSMC - U.S.A.		148,584	7.0	83,907	6.5
TSMC - Europe		15,236	0.7	7,477	0.6
CTI		15,122	0.7	10,825	0.8
ITRI		4,600	0.2	-	-
		\$ 360,344	17.0	\$ 251,324	19.4

The sales to related parties are based on normal selling prices and collection terms. The processing charges are also based on normal rates and payment terms.

	八十三年底		八十二年底	
	金額	百分比	金額	百分比
歐洲子公司	\$ 15,236	0.7	\$ 7,477	0.6
鑫成科技股份有限公司	15,122	0.7	10,825	0.8
工研院	<u>4,600</u>	<u>0.2</u>	-	-
	<u>\$360,344</u>	<u>17.0</u>	<u>\$251,324</u>	<u>19.4</u>

本公司對關係人銷貨之價格及收款條件均與本公司對其他客戶之銷貨價格及收款條件相當。

本公司支付關係人加工費之價格及付款條件與本公司支付其他加工廠商之價格及付款條件相當。

十三、承諾事項

依據本公司與飛利浦公司簽訂之技術合作合約，本公司應自七十七年一月一日起，按約定產品銷貨收入淨額之若干比率支付技術報酬金。合約有效期間為十年，除非任何一方在特定條件下預先以書面通知終止合約，合約到期後應自動展期，每次五年。合約終止後，本公司尚須續付三年技術報酬金。

依據本公司與工研院簽訂之次微米技術授權契約，本公司應於五年內支付授權費129,400 仟元（含5%加值型營業稅），並按約定產品銷貨收入淨額之一定百分比支付權利金至八十九年十二月三十一日止。截至八十三十二月三十一日止，已支付之授權費為111,400 仟元。

本公司亦向飛利浦公司及其聯屬公司承諾該等公司有權每年預訂本公司最高達百分之三十之產能，惟應於合理時間前通知本公司。

本公司於八十二年十月與兩家客戶簽訂二保證金及供應合約。依據該等合約，（一）該等客戶應提供本公司保證金共計美金34,200仟元；（二）本公司應以上述保證金購買機器設備，俾於八十三年五月至八十六年六月間按最優惠價格供應該等客戶252,000 片晶圓；（三）倘該等客戶無法購足約定產能且本公司亦無法出售該未使用產能予其他客戶，則該等客戶應依未使用產能按最優惠價格或一約定單價兩者孰低補償本公司。

為能供應前述晶圓，本公司亦於八十二年十月與一廠商訂立一製造合約。依據該製造合約，（一）本公司應購買機器設備最高達2,200,000 仟元（截至八十三十二月三十一日止，已支出約1,956,740 仟元）並安裝在該廠商之工廠；（二）該廠商應自八十三五月至八十六年六月間供應本公司252,000 片晶圓；（三）該廠商應按約定價格支付本公司以購買每月約2,000 片晶圓之剩餘產能；（四）該廠商應於八十六年六月按帳面淨額購買上述機器設備，並於八十三五月至八十六年六月間按月預付價款予本公司（截至八十三十二月三十一日止，已預付本公司103,588 仟元，帳列預收出售設備款）；（五）倘本公司無法購足約定產能且該廠商亦無法出售或利用該未使用產能，則本公司應依未使用產能按約定單價補償該廠商。本公司於八十二年十月提供200,000 仟元予該廠商作為保證金。

十四、訴訟事項

美商Nintendo of America Inc. 於八十三九月向美國法院控訴本公司及本公司之美國子公司侵害智慧財產權，同時要求損害賠償並停止涉案產品之製造銷售，目前該案仍在進行中。本公司生產之產品係受客戶委託製造，且通常與委託公司簽有合約，若有被告侵權情形得向其求償，因是本公司認為本案將不致對公司產生重大損失。

十五、外銷銷貨資訊

本公司之外銷銷貨明細如下：

	八十三年度	八十二年度
國家		
美國	\$ 11,172,106	\$ 7,772,202
其他	<u>2,663,848</u>	<u>1,065,086</u>
	<u>\$ 13,835,954</u>	<u>\$ 8,837,288</u>

13. COMMITMENTS

- a. Payment of technical assistance fee to PHILIPS at an agreed percentage of net sales of certain products for ten years starting January 1, 1988. At expiration, the agreement shall automatically continue for successive periods of five years, unless terminated by either party under certain circumstances. The Company shall continue to pay the fee for three years after the final expiration of the agreement.
- b. Payment of submicron technology license fee of \$129,400 (including 5% value-added tax) to ITRI for five years, plus royalty fee at an agreed percentage of net sales of certain products through December 31, 2000. As of December 31, 1994, the Company has paid such license fee of \$111,400.
- c. PHILIPS and its affiliates are entitled to claim each year up to 30% of the Company's capacity, provided that sufficient and timely notice is given to the Company.
- d. In October 1993, the Company entered into two deposit and supply agreements with two customers. Under the agreements, a) the customers shall make available US\$34,200 to the Company as guarantee deposits, b) the Company shall use these deposits to purchase machinery in order to supply the customers with 252,000 wafers from May 1994 to June 1997 at most favored customer prices, and c) if the customers are unable to purchase the agreed quantity and the Company is also unable to sell such quantity to other customers, the customers shall compensate the Company at most favored customer prices or specified prices, whichever is less.

In order to supply the abovementioned wafers, the Company has entered into a manufacturing agreement with a contractor in October 1993. Under the agreement, a) the Company shall purchase machinery valued at about \$2,200,000 (as of December 31, 1994, about \$1,956,740 had been purchased), which shall be installed in the contractor's plant, b) the contractor shall supply the Company with 252,000 wafers from May 1994 to June 1997, c) the contractor shall purchase about 2,000 wafers per month for its own account from the Company at a specified price, d) the contractor shall purchase the machinery at its net book value in June 1997 and make monthly advance payments to the Company from May 1994 to June 1997 (as of December 31, 1994, such payments aggregated \$103,588, and e) if the Company is unable to purchase the agreed quantity and the contractor is also unable to sell or use the unused capacity, the Company shall compensate the contractor at a specified price per wafer. In October 1993, the Company placed a guaranty deposit of \$200,000 with the contractor.

14. LITIGATION

In September 1994, Nintendo of America, Inc. sued the Company and its subsidiary TSMC-U.S.A. for infringement of intellectual property rights, and is seeking compensation and termination of the production and sale of the products involved. As of December 31, 1994, this lawsuit is in progress. The Company manufactures the products based on orders from customers, with whom it normally enters into contracts which provide that the Company can obtain indemnification if it is sued for infringement of intellectual property rights. Accordingly, the Company believes that it may not suffer any significant loss from this litigation.

15. SEGMENT INFORMATION

Export sales

<u>Country</u>	<u>1994</u>	<u>1993</u>
U.S.A	\$11,172,106	\$7,772,202
Other	<u>2,663,848</u>	<u>1,065,086</u>
	<u>\$13,835,954</u>	<u>\$8,837,288</u>

主要辦事處 MAJOR FACILITIES

辦事處名稱 Facility Name	地址 Address	電話 Telephone	傳真 Fax
公司本部及晶圓製造二廠 Corporate Headquarters & FAB II	中華民國新竹市科學工業園區園區三路121號 No. 121, Park Ave. III, Science-Based Industrial Park, Hsin-Chu, Taiwan, R.O.C.	(035)780221	(035)781546
晶圓製造一廠 FAB I	新竹縣竹東鎮中興路四段195號67館 Building 67, No. 195, Sec. 4, Chung-Hsing Road, Chu-Tung, Hsin-Chu, Taiwan, R.O.C.	(035)821240	(035)822616
晶圓製造三廠 FAB III	新竹市科學園區研新一路9號 No. 9, Creation Rd. I, Science-Based Industrial Park, Hsin-Chu, Taiwan, R.O.C.	(035)772069	(035)781548
美國子公司 TSMC-USA	1740 Technology Drive, Suite 660, San Jose, CA 95110, USA	1-408-4378762	1-408-4417713
歐洲子公司 TSMC-Europe	World Trade Center, Strawinskylaan 1145, 1077 XX Amsterdam, The Netherlands	31-20-5753105	31-20-5753106

本公司發言人

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職稱：副總經理

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TSMC Spokesman

NAME: GRAY T.L.TSENG

TITLE: VICE PRESIDENT

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科技領先

TECHNOLOGY LEADERSHIP

卓越服務

SERVICE EXCELLENCE

參與管理

MANAGEMENT BY PARTICIPATION

客戶滿意

CUSTOMERS' SATISFACTION

台灣積體電路製造股份有限公司



董事長 張忠謀



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