

3.3 Major Resolutions of Shareholders' Meeting and Board Meetings

3.3.1 Major Resolutions of Shareholders' Meeting and Implementation Status

TSMC's 2009 regular Shareholders' Meeting was held in Hsinchu, Taiwan on June 10, 2009. At the meeting, shareholders present in person or by proxy approved the following resolutions:

- (1) The 2008 Business Report and Financial Statements
- (2) The distribution of 2008 profits
- (3) The capitalization of 2008 dividends, 2008 employee profit sharing, and capital surplus
- (4) The amendments to internal policies and rules as follows:
 - Procedures for Lending Funds to Other Parties
 - Procedures for Endorsement and Guarantee
- (5) Election of eight directors (including four independent directors)

Implementation Status: All the resolutions of the Shareholders' Meeting have been fully implemented in accordance with the resolutions.

The eight newly elected directors: Morris Chang, F.C. Tseng, Peter Leahy Bonfield (Independent Director), Stan Shih (Independent Director), Carleton Sneed Fiorina (Independent Director), Thomas J. Engibous (Independent Director), Tain-Jy Chen (representative of National Development Fund, Executive Yuan) and Rick Tsai

3.3.2 Major Resolutions of Board Meetings

During the 2009 calendar year, and through the period of January 1 to February 28, 2010, five regular board meetings and three special board meetings were convened. Major resolutions approved at these meetings are summarized below:

- (1) Regular Board Meeting of February 10, 2009:
 - approving 2008 business report and financial statements
 - approving distribution of 2008 profits, and the capitalization of dividends, employee profit sharing and capital surplus
 - convening the 2009 Annual Shareholders' Meeting
 - appointment of Dr. L. John Liang as the head of Internal Audit of TSMC
- (2) Special Board Meeting of April 17, 2009:
 - listing four qualified candidates for independent directors to stand for election at TSMC's 2009 regular Shareholders' Meeting
- (3) Regular Board Meeting of June 11, 2009:
 - election of Dr. Morris Chang as the Chairman and Dr. F.C. Tseng as the Vice Chairman of the Board of Directors
 - appointment of Dr. Morris Chang as Chief Executive Officer concurrent with his position as Chairman of the Board, effective June 12, 2009

- appointment of Dr. Rick Tsai as President of New Businesses, effective June 12, 2009
 - approving capital appropriation of US\$130 million
- (4) Regular Board Meeting of August 11, 2009:
 - approving capital appropriations of US\$1,166.8 million
 - approving 2009 semi-annual financial statements
 - appointment of L.C. Tu as Vice President of TSMC
 - (5) Regular Board Meeting of November 10, 2009:
 - approving capital appropriations of US\$2,541.4 million
 - appointment of Dr. Shang-yi Chiang as Senior Vice President of TSMC
 - appointment of Dr. Jack Sun as Chief Technology Officer of TSMC
 - approving acquisition of shares of Semiconductor Manufacturing International Corporation (SMIC) in accordance with relevant agreements executed between TSMC and SMIC. The actual acquisition of the SMIC shares shall be subject to the approval of the relevant regulatory authorities in charge.
 - (6) Special Board Meeting of December 9, 2009
 - approving investment in an amount not exceeding NT\$6,300 million in Motech Industries, Inc.
 - (7) Regular Board Meeting of February 8 & 9, 2010:
 - approving 2009 business report and financial statements
 - approving distribution of 2009 profits, and cash dividends and employee profit sharing
 - approving 2010 R&D and sustaining capital appropriations of US\$534.6 million
 - approving capital appropriations of US\$2,272.4 million
 - approving amendments to TSMC's Articles of Incorporation expanding the Company's business scope to encompass LED lighting and solar energy
 - convening the 2010 Annual Shareholders' Meeting

3.3.3 Major Issues of Record or Written Statements Made by Any Director Dissenting to Important Resolutions Passed by the Board of Directors from January 1, 2009 to February 28, 2010: None.