

UNITED MICROELECTRONICS CORPORATION
FINANCIAL STATEMENTS
WITH REPORT OF INDEPENDENT AUDITORS
FOR THE YEARS ENDED
DECEMBER 31, 2003 AND 2002

The reader is advised that these financial statements have been prepared originally in Chinese. In the event of a conflict between these financial statements and the original Chinese version or difference in interpretation between the two versions, the Chinese language financial statements shall prevail.

REPORT OF INDEPENDENT AUDITORS

English Translation of a Report Originally Issued in Chinese

To the Board of Directors and Shareholders of
United Microelectronics Corporation

We have audited the accompanying balance sheets of United Microelectronics Corporation as of December 31, 2003 and 2002, and the related statements of income, changes in stockholders' equity and cash flows for the years ended December 31, 2003 and 2002. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits. As described in Note 4(7) to the financial statements, certain long-term investments were accounted for under the equity method based on the 2003 and 2002 financial statements of the investees, which were audited by other auditors. Our opinion insofar as it relates to the investment income and loss amounting to NT\$233 million and NT\$146 million for the years ended December 31, 2003 and 2002, respectively, and the related long-term investment balances of NT\$5,048 million and NT\$5,514 million as of December 31, 2003 and 2002, respectively, is based solely on the reports of the other auditors.

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

In our opinion, based on our audits and the reports of other auditors, the financial statements referred to above present fairly, in all material respects, the financial position of United Microelectronics Corporation as of December 31, 2003 and 2002, and the results of its operations and its cash flows for the years ended December 31, 2003 and 2002, in conformity with the "Guidelines Governing the Preparation of Financial Reports by Securities Issuers" and accounting principles generally accepted in the Republic of China.

As described in Note 3 to the financial statements, United Microelectronics Corporation has adopted the Statements of Financial Accounting Standards of the Republic of China No. 30, "Accounting for Treasury Stock", to account for its stock held by subsidiaries as treasury stock since January 1, 2002.

We have also audited the consolidated financial statements of United Microelectronics Corporation as of and for the years ended December 31, 2003 and 2002, and have expressed an unqualified opinion with explanatory paragraph on such financial statements.

January 15, 2004
Taipei, Taiwan
Republic of China

Notice to Readers

The accompanying financial statements are intended only to present the financial position and 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 audit such financial statements are those generally accepted and applied in the Republic of China.

English Translation of Financial Statements Originally Issued in Chinese
 UNITED MICROELECTRONICS CORPORATION
 BALANCE SHEETS
 December 31, 2003 and 2002
 (Expressed in Thousands of New Taiwan Dollars)

Assets	Notes	As of December 31,		Liabilities and Stockholders' Equity	Notes	As of December 31,	
		2003	2002			2003	2002
Current assets				Current liabilities			
Cash and cash equivalents	2, 4(1)	\$ 92,865,557	\$ 57,192,459	Short-term loans	4(10)	\$ -	\$ 100,000
Marketable securities, net	2, 4(2)	1,456,402	2,501,748	Accounts payable		3,325,689	2,271,635
Notes receivable	4(3)	8,756	83,001	Accounts payable - related parties	5	789,988	389,906
Notes receivable - related parties	5	101,753	2,370	Income tax payable	2	49,693	63,281
Accounts receivable, net	2, 4(4)	5,016,767	3,214,909	Accrued expenses		4,532,562	3,483,171
Accounts receivable - related parties, net	2, 5	8,995,850	6,066,568	Other payables		4,057,940	7,015,908
Other receivables	2	523,579	990,336	Current portion of long-term interest-bearing liabilities	4(11), 4(12), 5, 6	18,524,077	5,569,098
Other financial assets, current	2, 4(5)	2,446,603	5,286,560	Other current liabilities	7	1,471,414	2,056,419
Inventories, net	2, 4(6)	7,367,759	7,692,278	Total current liabilities		32,751,363	20,949,418
Prepaid expenses		676,145	730,062				
Deferred income tax assets, current	2, 4(18)	2,847,663	2,898,046	Long-term interest-bearing liabilities			
Total current assets		122,306,834	86,658,337	Bonds payable	2, 4(7), 4(11)	48,311,847	45,505,662
				Long-term loans	4(12), 5, 6	240,508	9,560,762
Funds and long-term investments	2, 3, 4(7)			Total long-term interest-bearing liabilities		48,552,355	55,066,424
Long-term investments accounted for under the equity method		59,883,831	39,677,449				
Long-term investments accounted for under the cost method		12,334,648	16,569,295	Other liabilities			
Total funds and long-term investments		72,218,479	56,246,744	Accrued pension liabilities	2, 4(13)	2,252,491	1,934,159
				Deposits-in		7,845	2,698
Other financial assets, noncurrent	4(5)	869,240	-	Deferred credits	2	4,307,860	1,946,584
				Total other liabilities		6,568,196	3,883,441
Property, plant and equipment	2, 4(8), 5, 6, 7			Total liabilities		87,871,914	79,899,283
Land		1,367,344	1,618,731				
Buildings		12,095,043	12,180,376	Capital	4(14)		
Machinery and equipment		247,164,445	233,423,940	Common stock		161,407,435	154,748,456
Transportation equipment		80,684	61,368	Capital reserve	2		
Furniture and fixtures		1,906,651	1,908,301	Premiums		41,729,589	41,729,589
Leased assets		47,783	47,783	Change in equities of long-term investments		21,192,141	22,993,448
Leasehold improvements		-	44,930	Excess from merger		17,152,454	17,152,454
Total cost		262,661,950	249,285,429	Retained earnings	4(16)		
Less : Accumulated depreciation		(153,364,906)	(121,042,789)	Legal reserve		11,410,475	10,686,225
Add : Construction in progress and prepayments		7,887,705	17,833,246	Special reserve		1,346,994	631,982
Property, plant and equipment, net		117,184,749	146,075,886	Unappropriated earnings		14,036,822	8,685,847
				Adjusting items in stockholders' equity	2		
Intangible assets				Unrealized loss on long-term investments		(9,537,237)	(10,795,621)
Patents	2	6,956	18,880	Cumulative translation adjustment		913,877	728,851
Total intangible assets		6,956	18,880	Treasury stock	2, 3, 4(15)	(27,410,626)	(29,127,868)
				Total stockholders' equity		232,241,924	217,433,363
Other assets							
Idle assets	2	-	22,361				
Deferred charges	2	1,640,285	2,079,314				
Deferred income tax assets, noncurrent	2, 4(18)	4,363,241	5,117,101				
Other assets - others	4(9)	1,524,054	1,114,023				
Total other assets		7,527,580	8,332,799				
Total assets		\$ 320,113,838	\$ 297,332,646	Total liabilities and stockholders' equity		\$ 320,113,838	\$ 297,332,646

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

English Translation of Financial Statements Originally Issued in Chinese
UNITED MICROELECTRONICS CORPORATION
STATEMENTS OF INCOME
For the years ended December 31, 2003 and 2002
(Expressed in Thousands of New Taiwan Dollars, Except for Earnings per Share)

	Notes	For the year ended December 31,	
		2003	2002
Operating revenues	2, 5		
Sales revenues		\$ 81,977,207	\$ 65,101,970
Less : Sales returns and discounts		(499,177)	(719,276)
Net sales		81,478,030	64,382,694
Other operating revenues		3,384,040	3,043,051
Net operating revenues		<u>84,862,070</u>	<u>67,425,745</u>
Operating costs	4(17)		
Cost of goods sold	5	(62,862,392)	(53,652,787)
Other operating costs		(2,519,265)	(2,580,669)
Operating costs		<u>(65,381,657)</u>	<u>(56,233,456)</u>
Gross profit		19,480,413	11,192,289
Unrealized intercompany profit	2	(106,702)	(68,558)
Realized intercompany profit	2	68,558	71,419
Net		<u>19,442,269</u>	<u>11,195,150</u>
Operating expenses	4(17)		
Sales and marketing expenses		(1,633,353)	(831,432)
General and administrative expenses		(2,175,815)	(3,190,776)
Research and development expenses		(5,696,767)	(7,031,971)
Subtotal		<u>(9,505,935)</u>	<u>(11,054,179)</u>
Operating income		<u>9,936,334</u>	<u>140,971</u>
Non-operating income			
Interest revenue		966,973	1,332,907
Investment income accounted for under the equity method, net	2, 4(7)	-	490,347
Dividend income		791,259	229,692
Gain on disposal of property, plant and equipment	2, 5	202,242	65,077
Gain on disposal of investments	2, 4(11)	6,573,588	7,879,533
Exchange gain, net	2	253,906	117,896
Other income		245,212	368,083
Subtotal		<u>9,033,180</u>	<u>10,483,535</u>
Non-operating expenses			
Interest expense	4(8), 5	(1,234,134)	(1,418,142)
Investment loss accounted for under the equity method, net	2, 4(7)	(629,404)	-
Other investment loss	2	(713,122)	(976,232)
Loss on disposal of property, plant and equipment	2, 5	(147,195)	(29,539)
Loss on decline in market value and obsolescence of inventories	2	(973,651)	(710,405)
Financial expenses		(365,606)	(348,818)
Depreciation and loss on idle assets	2	-	(50,954)
Other losses	4(11)	(91,033)	(6,322)
Subtotal		<u>(4,154,145)</u>	<u>(3,540,412)</u>
Income before income tax		14,815,369	7,084,094
Income tax expense	2, 4(18)	(795,112)	(12,062)
Net income		<u>\$ 14,020,257</u>	<u>\$ 7,072,032</u>
Earnings per share-basic (in New Taiwan Dollars)	2, 4(19)		
Income before income tax		\$ 0.97	\$ 0.46
Net income		<u>\$ 0.92</u>	<u>\$ 0.46</u>
Earnings per share-diluted (in New Taiwan Dollars)	2, 4(19)		
Income before income tax		\$ 0.95	\$ 0.46
Net income		<u>\$ 0.90</u>	<u>\$ 0.46</u>
Pro forma information on earnings as if subsidiaries' investment in the Company is not treated as treasury stock	2, 4(19)		
Net income		\$ 14,020,257	\$ 7,072,032
Earnings per share-basic (in New Taiwan Dollars)		<u>\$ 0.89</u>	<u>\$ 0.44</u>
Earnings per share-diluted (in New Taiwan Dollars)		<u>\$ 0.87</u>	<u>\$ 0.44</u>

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

English Translation of Financial Statements Originally Issued in Chinese

UNITED MICROELECTRONICS CORPORATION

STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY

For the years ended December 31, 2003 and 2002

(Expressed in Thousands of New Taiwan Dollars)

	Common Stock	Capital Reserve	Retained Earnings			Treasury Stock	Unrealized Loss on Long-term Investments	Cumulative Translation Adjustment	Total
			Legal Reserve	Special Reserve	Unappropriated Earnings				
Balance as of January 1, 2002	\$ 133,356,954	\$ 82,115,682	\$ 10,686,225	\$ 2,242,284	\$ 21,223,870	\$ (6,078,707)	\$ (9,920,139)	\$ (160,470)	\$ 233,465,699
Appropriation of 2001 retained earnings									
Special reserve	-	-	-	(1,610,302)	1,610,302	-	-	-	-
Stock dividends	19,680,182	-	-	-	(19,680,182)	-	-	-	-
Employees' bonus	1,711,320	-	-	-	(1,711,320)	-	-	-	-
Purchase of treasury stock	-	-	-	-	-	(2,739,918)	-	-	(2,739,918)
Treasury stock held by subsidiaries	-	-	-	-	-	(20,309,243)	-	-	(20,309,243)
Net income in 2002	-	-	-	-	7,072,032	-	-	-	7,072,032
Transfer of capital reserve arising from gain on disposal of property, plant and equipment to retained earnings	-	(170,473)	-	-	170,473	-	-	-	-
Transfer of capital reserve arising from gain on disposal of property, plant and equipment of investees to retained earnings	-	(672)	-	-	672	-	-	-	-
Adjustment of capital reserve accounted for under the equity method	-	(69,046)	-	-	-	-	-	-	(69,046)
Changes in unrealized loss on long-term investments of investees	-	-	-	-	-	-	(875,482)	-	(875,482)
Changes in cumulative translation adjustment	-	-	-	-	-	-	-	889,321	889,321
Balance as of December 31, 2002	154,748,456	81,875,491	10,686,225	631,982	8,685,847	(29,127,868)	(10,795,621)	728,851	217,433,363
Appropriation of 2002 retained earnings									
Legal reserve	-	-	724,250	-	(724,250)	-	-	-	-
Special reserve	-	-	-	715,012	(715,012)	-	-	-	-
Stock dividends	6,079,252	-	-	-	(6,079,252)	-	-	-	-
Directors' and supervisors' remuneration	-	-	-	-	(5,650)	-	-	-	(5,650)
Employees' bonus	579,727	-	-	-	(579,727)	-	-	-	-
Purchase of treasury stock	-	-	-	-	-	(2,056,064)	-	-	(2,056,064)
Treasury stock transferred to employees	-	-	-	-	(565,716)	3,773,306	-	-	3,207,590
Net income in 2003	-	-	-	-	14,020,257	-	-	-	14,020,257
Transfer of capital reserve arising from gain on disposal of property, plant and equipment of investees to retained earnings	-	(325)	-	-	325	-	-	-	-
Adjustment of capital reserve accounted for under the equity method	-	(1,800,982)	-	-	-	-	-	-	(1,800,982)
Changes in unrealized loss on long-term investments of investees	-	-	-	-	-	-	1,258,384	-	1,258,384
Changes in cumulative translation adjustment	-	-	-	-	-	-	-	185,026	185,026
Balance as of December 31, 2003	\$ 161,407,435	\$ 80,074,184	\$ 11,410,475	\$ 1,346,994	\$ 14,036,822	\$ (27,410,626)	\$ (9,537,237)	\$ 913,877	\$ 232,241,924

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

English Translation of Financial Statements Originally Issued in Chinese

UNITED MICROELECTRONICS CORPORATION

STATEMENTS OF CASH FLOWS

For the years ended December 31, 2003 and 2002

(Expressed in Thousands of New Taiwan Dollars)

	For the year ended December 31,	
	2003	2002
Cash flows from operating activities:		
Net income	\$ 14,020,257	\$ 7,072,032
Adjustments to reconcile net income to net cash provided by (used in) operating activities:		
Depreciation	35,855,265	33,531,540
Amortization	1,556,282	2,193,472
Bad debt expenses (reversal on allowance for doubtful accounts)	82,389	(62,695)
Loss on decline in market value and obsolescence of inventories	973,651	710,405
Cash dividends received under the equity method	232,167	146,064
Investment loss (income) accounted for under the equity method	629,404	(490,347)
Impairment loss on long-term investments	713,122	976,232
Gain on disposal of investments	(6,573,588)	(7,879,533)
Gain on disposal of property, plant and equipment	(55,047)	(35,538)
Donation of property, plant and equipment	22,584	-
Depreciation and loss on idle assets	-	50,954
Exchange gain on long-term liabilities	(519,544)	(145,671)
Amortization of bond premiums	(19,386)	-
Loss on reacquisition of bonds	5,098	-
Changes in assets and liabilities:		
Notes receivable	(25,138)	217,922
Accounts receivable	(5,391,660)	(2,731,240)
Other receivables	849,336	(146,072)
Inventories	(649,132)	(3,212,549)
Prepaid expenses	128,434	7,312
Deferred income tax assets	804,243	-
Accounts payable	1,563,186	309,997
Income tax payable	(13,588)	-
Accrued expenses	1,027,902	(1,938,438)
Other current liabilities	45,124	(43,661)
Compensation interest payable	67,938	78,977
Capacity deposits	(50,179)	(984,835)
Accrued pension liabilities	318,332	425,196
Net cash provided by operating activities	45,597,452	28,049,524
Cash flows from investing activities:		
Decrease (increase) in marketable securities, net	1,041,707	(1,381,478)
Decrease (increase) in other financial assets, net	1,970,717	(3,623,416)
Acquisition of long-term investments	(17,994,271)	(3,546,762)
Proceeds from disposal of long-term investments	8,830,794	11,415,056
Acquisition of property, plant and equipment	(12,582,596)	(27,897,707)
Proceeds from disposal of property, plant and equipment	1,326,646	601,845
Increase in deferred charges	(683,685)	(1,580,610)
Decrease (increase) in other assets, net	65,024	(296,323)
Net cash used in investing activities	(18,025,664)	(26,309,395)

English Translation of Financial Statements Originally Issued in Chinese

UNITED MICROELECTRONICS CORPORATION

STATEMENTS OF CASH FLOWS

For the years ended December 31, 2003 and 2002

(Expressed in Thousands of New Taiwan Dollars)

	For the year ended December 31,	
	2003	2002
(continued)		
Cash flows from financing activities:		
(Decrease) increase in short-term loans, net	\$ (100,000)	\$ 100,000
Repayment of long-term loans	(11,870,397)	(5,718,446)
Proceeds from bonds issued	22,217,589	8,095,500
Redemption of bonds	(1,139,998)	(1,140,000)
Reacquisition of bonds	(2,156,908)	-
Remuneration paid to directors and supervisors	(5,650)	-
Increase in deposits-in, net	5,147	1,152
Purchase of treasury stock	(2,056,063)	(2,739,918)
Treasury stock transferred to employees	3,207,590	-
Net cash provided by (used in) financing activities	8,101,310	(1,401,712)
Net increase in cash and cash equivalents	35,673,098	338,417
Cash and cash equivalents at beginning of year	57,192,459	56,854,042
Cash and cash equivalents at end of year	\$ 92,865,557	\$ 57,192,459
Supplemental disclosures of cash flow information		
Cash paid for interest	\$ 1,513,463	\$ 1,941,517
Cash paid for income tax	\$ 76,545	\$ 101,240
Investing activities partially paid by cash		
Acquisition of property, plant and equipment	\$ 9,624,628	\$ 25,020,104
Add: Payable at beginning of year	7,015,908	9,893,511
Less: Payable at end of year	(4,057,940)	(7,015,908)
Cash paid for acquiring property, plant and equipment	\$ 12,582,596	\$ 27,897,707
Investing and financing activities not affecting cash flows:		
Principal amount of exchangeable bonds exchanged by bondholders	\$ 194,304	\$ -
Book value of reference shares delivered for exchange	(75,505)	-
Elimination of related balance sheet accounts	4,348	-
Recognition of gain on disposal of investments	\$ 123,147	\$ -

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

UNITED MICROELECTRONICS CORPORATION

NOTES TO FINANCIAL STATEMENTS

December 31, 2003 and 2002

(Expressed in Thousands of New Taiwan Dollars unless Otherwise Specified)

1. HISTORY AND ORGANIZATION

United Microelectronics Corporation (the Company) was incorporated in May 1980 and commenced operations in April 1982. The Company is a full service semiconductor wafer foundry, and provides a variety of services to fit individual customer needs. These services include intellectual property, embedded IC design, design verification, mask tooling, wafer fabrication, and testing. The Company's common shares were publicly listed on the Taiwan Stock Exchange (TSE) in July 1985 and its American Depositary Shares (ADSs) were listed on the New York Stock Exchange in September 2000.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The financial statements were prepared in conformity with the "Guidelines Governing the Preparation of Financial Reports by Securities Issuers" and accounting principles generally accepted in the Republic of China (ROC).

Summary of significant accounting policies is as follows:

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that will affect the amount of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amount of revenues and expenses during the reported period. Actual results could differ from those estimates.

Foreign Currency Transactions

The accounts of the Company are maintained in New Taiwan Dollars, the functional currency. Transactions denominated in foreign currencies are translated into New Taiwan Dollars at the exchange rates prevailing at the transaction dates. Receivables, other monetary assets, and liabilities denominated in foreign currencies are translated into New Taiwan Dollars at the exchange rates prevailing at the balance sheet date. Exchange gains or losses are included in the current year's results. However, exchange gains or losses from investments in foreign entities are recorded as cumulative translation adjustments in stockholders' equity.

Cash Equivalents

Cash equivalents are short-term, highly liquid investments that are readily convertible to known amount of cash and with maturity dates that do not present significant risks on changes in value resulting from changes in interest rates, including commercial paper with original maturities of 3 months or less.

Marketable Securities

Marketable securities are recorded at cost when acquired and are stated at the lower of aggregate cost or market value at the balance sheet date. Costs of money market funds and short-term notes are identified specifically while other marketable securities are determined on the weighted average method. The market value of listed debt and equity securities, or closed-end funds is determined by the average closing price during the last month of the fiscal year. The market value of open-end funds is determined by the equity per unit at the balance sheet date. The amount by which the aggregate cost exceeds the market value is reported as a loss in the current year. In subsequent periods, recoveries of the market value are recognized as a gain to the extent that the market value does not exceed the original aggregate cost of the investment.

Allowance for Doubtful Accounts

The allowance for doubtful accounts is provided based on management's judgment and on the evaluation of collectibility and aging analysis of accounts and other receivables.

Inventories

Inventories are accounted for on a perpetual basis. Raw materials are recorded at actual purchase costs, while the work in process and finished goods are recorded at standard costs and adjusted to actual costs using the weighted average method at the end of each month. Inventories are stated at the lower of aggregate cost or market value at the balance sheet date. The market values of raw materials and supplies are determined on the basis of replacement cost while the work in process and finished goods are determined by net realizable values. An allowance for loss on decline in market value and obsolescence is provided, when necessary.

Long-term Investments

Long-term investments are recorded at cost when acquired. Investments acquired by contribution of technological know-how are credited to deferred credits among affiliates, which will be amortized to income over a period of 5 years.

Investments of less than 20% of ownership interest in listed investees, where significant influence on operational decisions of the investees does not reside with the Company, are accounted for by the lower of aggregate cost or market value method. The unrealized loss resulting from the decline in market value of investments that are held for long-term investment purposes is deducted from the stockholders' equity. The market value is determined by the average closing price during the last month of the fiscal year. Investments of less than 20% of ownership interest in unlisted investees are accounted for under the cost method. Impairment losses for the investees will be recognized if an other than temporary impairment is evident and the book value after recognizing the losses shall be treated as a new cost basis of such investment.

Investment income or loss from investments in both listed and unlisted investees is accounted for under the equity method provided that the Company owns at least 20% of the outstanding voting shares of the investees and has significant influence on operational decisions of the investees. The difference of the acquisition cost and the underlying equity in the investee's net assets is amortized over 5 years.

The change in the Company's proportionate share in the net assets of its investee resulting from its subscription to additional shares of stock, issued by such investee, at the rate not proportionate to its existing equity ownership in such investee, is charged to the capital reserve and long-term investments account.

Unrealized intercompany gains and losses arising from downstream transactions with investees accounted for under the equity method are eliminated in proportion to the Company's ownership percentage while those from transactions with majority-owned (above 50%) subsidiaries are eliminated entirely. Unrealized intercompany gains and losses arising from upstream transactions with investees accounted for under the equity method are eliminated in proportion to the Company's ownership percentage. Unrealized intercompany gains and losses arising from transactions between investees accounted for under the equity method are eliminated in proportion to the multiplication of the Company's ownership percentages; while those arising from transactions between majority-owned subsidiaries are eliminated in proportion to the Company's ownership percentage in the subsidiary that incurs a gain or loss.

Consolidated financial statements including the accounts of the Company and certain majority-owned subsidiaries are prepared at the end of fiscal year. If the total assets and operating revenues of a subsidiary are less than 10% of the total non-consolidated assets and operating revenues of the Company, respectively, the subsidiary's financial statements may, at the option of the Company, not be consolidated. Irrespective of the above test, when the total combined assets or operating revenues of all such non-consolidated subsidiaries constitute up to 30% of the Company's total non-consolidated assets or operating revenues, then each individual subsidiary with total assets or operating revenues up to 3% of the Company's total non-consolidated assets or operating revenues has to be included in the consolidation. Such subsidiaries are included in the consolidated financial statements, unless the percentage of the combined total assets or operating revenues for all such subsidiaries is less than 20% of the Company's respective unconsolidated amount.

Property, Plant and Equipment

Property, plant and equipment are stated at cost. Interest incurred on loans used to finance the construction of property, plant and equipment is capitalized and depreciated accordingly.

Maintenance and repairs are charged to expense as incurred. Significant renewals and improvements are treated as capital expenditure and are depreciated accordingly. When property, plant and equipment are disposed, their original cost and accumulated depreciation are written off and the related gain or loss is classified as non-operating income or expenses. Idle assets are transferred to other assets according to the lower of net book or net realizable value, with the difference charged to non-operating expenses. The corresponding depreciation expenses provided are also classified as non-operating expenses.

Depreciation is provided on the straight-line basis using the estimated economic life of the assets less salvage value, if any. When the estimated economic life expires, property, plant and equipment, which are still in use, are depreciated over the newly estimated remaining useful life using the salvage value. The estimated economic life of the property, plant and equipment is as follows: buildings - 20 to 55 years; machinery and equipment - 5 years; transportation equipment - 5 years; furniture and fixtures - 5 years; leased assets and leasehold improvements - the lease period, or estimated economic life, whichever is shorter.

Intangible Assets

Patents are stated at cost and amortized over their estimated economic life using the straight-line method. At each balance sheet date, the Company assesses whether there is any indication of impairment other than temporary. If any such indication exists, the recoverable amount is estimated and provision for impairment loss is provided accordingly. The book value after recognition of the impairment loss is recorded as the new cost.

Deferred Charges

Deferred charges are stated at cost and amortized on a straight-line basis as follows: bonds issuance costs - over the life of the bonds, patent license fees - the term of contract or estimated economic life of the related technology, and software - 3 years.

At each balance sheet date, the Company assesses whether there is any indication of impairment other than temporary. If any such indication exists, the recoverable amount is estimated and provision for impairment losses is provided accordingly. The book value after recognition of the impairment loss is recorded as the new cost.

Convertible and Exchangeable Bonds

The issuance costs of convertible and exchangeable bonds are classified as deferred charges and amortized over the life of the bonds.

The excess of the stated redemption price over the par value is accrued as compensation interest payable over the redemption period, using the effective interest method.

When convertible bondholders exercise their conversion rights, the book value of bonds is credited to common stock at an amount equal to the par value of the common stock and the excess is credited to the capital reserve; no gain or loss is recognized on bond conversion.

When exchangeable bondholders exercise their rights to exchange for the reference shares, the book value of the bonds is to be offset against the book value of the investments in reference shares and the related stockholders' equity accounts, with the difference recognized as gain or loss on disposal of investments.

Pension Plan

The Company has a funded defined benefit pension plan covering all regular employees and the pension fund is managed by an independently administered pension fund committee. The net pension cost is computed based on an actuarial valuation in accordance with the provision of the Statements of Financial Accounting Standards of the Republic of China (ROC SFAS) No. 18, which requires consideration of pension cost components such as service cost, interest cost, expected return on plan assets, and the amortization of net obligation at transition, pension gain or loss, and prior service cost.

Treasury Stock

The Company adopted the ROC SFAS No. 30, which requires that treasury stock held by the Company itself to be accounted for under the cost method. Cost of treasury stock is shown as a deduction to stockholders' equity, while gain or loss from selling treasury stock is treated as an adjustment to the capital reserve. The Company's stock held by its subsidiaries is also treated as treasury stock in the Company's account.

Revenue Recognition

Revenue is recognized when ownership and liability for risk of loss or damage to the products have been transferred to customers, usually upon shipment. Sales returns and discounts taking into consideration customers' complaints and past experiences are accrued in the same year of sales.

Capital Expenditure versus Operating Expenditure

An expenditure is capitalized when it is probable that future economic benefits associated to the expenditure will flow to the Company and the expenditure exceeds a predetermined level. Otherwise it is charged to expense when incurred.

Income Tax

The Company adopted the ROC SFAS No. 22 "Accounting for Income Taxes" for inter-period and intra-period income tax allocation. Provision for income tax includes deferred income tax resulting from temporary differences, loss carry-forward and investment tax credits. Deferred income tax assets and liabilities are recognized for the expected tax consequences of temporary differences between the tax bases of assets and liabilities and their reported amounts in the financial statements using enacted tax rates and laws that will be in effect when the difference is expected to reverse. Valuation allowance on deferred income tax assets is provided to the extent that it is more likely than not that the tax benefits will not be realized.

According to the ROC SFAS No. 12, the Company recognized the tax benefit from the purchase of equipment and technology, research and development expenditure, employee training, and certain equity investments.

Income tax (10%) on unappropriated earnings is recorded as expense in the year when the shareholders have resolved that the earnings shall be retained.

Earnings per Share

Earnings per share is computed according to the ROC SFAS No. 24. Basic earnings per share is computed by dividing net income (loss) by weighted average number of shares outstanding during the year. Diluted earnings per share is computed by taking basic earnings per share into consideration plus additional common shares that would have been outstanding if the dilutive share equivalents had been issued. The net income (loss) would also be adjusted for the interest and other income or expenses derived from any underlying dilutive share equivalents. The weighted average outstanding shares are adjusted retroactively for stock dividends and bonus share issues.

Derivative Financial Instruments

The interest rate swap agreements entered into for hedging purposes are accounted for on a net accrual basis in accordance with the contractual interest rate as an adjustment to the interest income or expense of the hedged items.

3. ACCOUNTING CHANGE

Since January 1, 2002, the Company has adopted the ROC SFAS No. 30 to further include the Company's stock held by its subsidiaries as treasury stock in the Company's account. As of December 31, 2002, this adoption has decreased the amount of long-term investment and stockholder's equity in the Company's balance sheet by NT\$11,722 million, respectively, while the net income for the year then ended was not affected.

4. CONTENTS OF SIGNIFICANT ACCOUNTS

(1) CASH AND CASH EQUIVALENTS

	As of December 31,	
	2003	2002
Cash :		
Cash on hand	\$1,415	\$1,470
Checking and savings accounts	586,523	1,437,824
Time deposits	82,501,065	47,061,756
Subtotal	83,089,003	48,501,050
Cash equivalents :		
Commercial paper	9,776,554	8,691,409
Total	\$92,865,557	\$57,192,459

(2) MARKETABLE SECURITIES, NET

	As of December 31,	
	2003	2002
Listed equity securities	\$1,187,619	\$-
Convertible bonds	268,783	2,501,748
Total	1,456,402	2,501,748
Less: Allowance for loss on decline in market value	-	-
Net	\$1,456,402	\$2,501,748

(3) NOTES RECEIVABLE

	As of December 31,	
	2003	2002
Notes receivable	\$8,756	\$83,001

(4) ACCOUNTS RECEIVABLE, NET

	As of December 31,	
	2003	2002
Accounts receivable	\$5,194,434	\$3,345,509
Less : Allowance for sales returns and discounts	(86,159)	(89,301)
Less : Allowance for doubtful accounts	(91,508)	(41,299)
Net	\$5,016,767	\$3,214,909

(5) OTHER FINANCIAL ASSETS, CURRENT

	As of December 31,	
	2003	2002
Credit-linked deposits and repackage bonds	\$3,187,304	\$5,286,560
Interest rate swaps	128,539	-
Total	3,315,843	5,286,560
Less: Noncurrent portion	(869,240)	-
Net	<u>\$2,446,603</u>	<u>\$5,286,560</u>

(6) INVENTORIES, NET

	As of December 31,	
	2003	2002
Raw materials	\$172,964	\$260,382
Supplies and spare parts	1,332,944	1,312,516
Work in process	6,070,918	5,965,352
Finished goods	178,710	560,364
Total	7,755,536	8,098,614
Less : Allowance for loss on decline in market value and obsolescence	(387,777)	(406,336)
Net	<u>\$7,367,759</u>	<u>\$7,692,278</u>

a. The insurance coverage for inventories was sufficient as of December 31, 2003 and 2002, respectively.

b. Inventories were not pledged.

(7) LONG-TERM INVESTMENTS

- a. Details of long-term investments are as follows :
(Equity securities refer to common shares unless otherwise stated)

Investee Company	As of December 31,			
	2003		2002	
	Amount	Percentage of Ownership or Voting Rights	Amount	Percentage of Ownership or Voting Rights
Investments accounted for under the equity method :				
UMC Group (USA)	\$451,046	100.00	\$481,982	100.00
United Foundry Service, Inc.	95,484	100.00	91,270	100.00
United Microelectronics (Europe) B.V.	244,869	100.00	216,606	100.00
UMC Capital Corporation	1,265,822	100.00	1,028,460	100.00
United Microelectronics Corp. (Samoa)	7,463	100.00	6,680	100.00
Fortune Venture Capital Corporation	2,280,265	99.99	3,013,016	99.99
Hsun Chieh Investment Co., Ltd.	10,622,554	99.97	10,528,383	99.97
United Microdisplay Optronics Corp.	659,198	83.48	702,501	85.00
UMCi Ltd.	20,972,846	75.05	7,150,473	49.82
Pacific Venture Capital Co., Ltd.	313,298	49.99	316,270	49.99
UMC Japan	9,531,141	47.48	7,857,204	47.06
DuPont Photomasks Taiwan Ltd.	1,069,669	45.35	1,145,403	45.51
Unitech Capital Inc.	757,050	42.00	729,999	42.00
Holtek Semiconductor Inc.	624,432	25.44	563,906	25.61
Integrated Technology Express Inc.	341,310	24.38	309,445	24.58
Unimicron Technology Corp.	3,214,325	21.93	3,024,848	23.81
Applied Component Technology Corp.	43,872	21.42	94,055	23.66
Novatek Microelectronics Corp.	1,285,319	20.44	1,195,123	25.83
Faraday Technology Corp. (Note A)	729,058	19.10	570,897	19.71
Silicon Integrated Systems Corp. (Note B)	5,288,088	16.18	-	-
AMIC Technology Corporation (Note A)	86,722	11.83	56,894	13.62
Integrated Telecom Express, Inc. (Note A)	-	-	594,034	16.36
Subtotal	59,883,831		39,677,449	

Investee Company	As of December 31,			
	2003		2002	
	Amount	Percentage of Ownership or Voting Rights	Amount	Percentage of Ownership or Voting Rights
Investments accounted for under the cost method or the lower of cost or market value method :				
MediaTek Incorporation	1,055,237	11.13	1,213,655	13.21
AU Optronics Corp. (Note C)	5,991,447	9.74	6,759,855	11.37
Aptos Corp.	-	9.68	30,302	9.68
Vialta, Inc.	-	8.90	622,835	8.90
United Industrial Gases Co., Ltd.	146,250	8.27	146,250	8.44
Subtron Technology Co., Ltd.	172,800	5.47	240,000	7.41
Industrial Bank of Taiwan Corp.	1,150,000	5.00	1,150,000	5.00
Billionton Systems Inc.	30,948	3.05	-	-
Mega Financial Holding Company	3,108,656	0.84	3,108,656	0.83
Premier Image Technology Corporation	27,964	0.62	27,964	0.64
Silicon Integrated Systems Corp. (Note B)	-	-	1,267,580	4.46
TECO Electric & Machinery Co., Ltd.	-	-	1,535,298	4.02
SAMPO Corporation	-	-	224,044	1.73
Pacific Technology Partners, L.P. (Note D)	282,086	-	208,256	-
Pacific United Technology, L.P. (Note D)	69,260	-	34,600	-
Taiwan High Speed Rail Corporation (Note E)	300,000	-	-	-
Subtotal	<u>12,334,648</u>		<u>16,569,295</u>	
Total	<u>\$72,218,479</u>		<u>\$56,246,744</u>	

Note A : The percentage of ownership directly and indirectly held by the Company was over 20%, therefore, the equity method was applied.

Note B : During the first quarter of 2003, the Company acquired additional interests in Silicon Integrated Systems Corp., an investee previously accounted for under the lower of cost or market value method. Percentage of voting rights held by the Company was the highest among shareholders and significant influences were exercised. Thus, the equity method was applied.

Note C : Among the shares held by the Company in AU Optronics Corp., approximately 337,455 thousand shares with the book value of NT\$4,772 million were utilized as reference shares for the Company's zero coupon exchangeable bonds.

Note D : Amounts represented the investments in limited partnership without voting rights. As the Company was not able to exercise significant influences, the investments were accounted for under the cost method.

Note E : The amount represented the investment in 30 million preferred shares. As the Company did not possess voting rights or significant influences, the cost method was applied.

b. Investment loss and income accounted for under the equity method, which were based on the audited financial statements of the investees, were NT\$629 million and NT\$490 million for the years ended December 31, 2003 and 2002, respectively. Among which, investment income and loss amounting to NT\$233 million and NT\$146 million for the years ended December 31, 2003 and 2002, respectively, and the related long-term investment balances of NT\$5,048 million and NT\$5,514 million as of December 31, 2003 and 2002, respectively, were determined based on the investees' financial statements audited by other auditors.

c. The long-term investments were not pledged.

(8) PROPERTY, PLANT AND EQUIPMENT

	As of December 31, 2003		
	Cost	Accumulated Depreciation	Book Value
Land	\$1,367,344	\$-	\$1,367,344
Buildings	12,095,043	(3,082,067)	9,012,976
Machinery and equipment	247,164,445	(149,213,023)	97,951,422
Transportation equipment	80,684	(45,112)	35,572
Furniture and fixtures	1,906,651	(992,849)	913,802
Leased assets	47,783	(31,855)	15,928
Construction in progress and prepayments	7,887,705	-	7,887,705
Total	<u>\$270,549,655</u>	<u>\$(153,364,906)</u>	<u>\$117,184,749</u>

	As of December 31, 2002		
	Cost	Accumulated Depreciation	Book Value
Land	\$1,618,731	\$-	\$1,618,731
Buildings	12,180,376	(2,516,949)	9,663,427
Machinery and equipment	233,423,940	(117,572,705)	115,851,235
Transportation equipment	61,368	(37,245)	24,123
Furniture and fixtures	1,908,301	(878,514)	1,029,787
Leased assets	47,783	(15,927)	31,856
Leasehold improvements	44,930	(21,449)	23,481
Construction in progress and prepayments	17,833,246	-	17,833,246
Total	<u>\$267,118,675</u>	<u>\$(121,042,789)</u>	<u>\$146,075,886</u>

- a. Total interest expense before capitalization amounted to NT\$1,676 million and NT\$1,969 million for the years ended December 31, 2003 and 2002, respectively.

Details of capitalized interest are as follows :

	For the year ended December 31,	
	2003	2002
Machinery and equipment	\$435,878	\$545,551
Other property, plant and equipment	5,795	5,162
Total interest capitalized	\$441,673	\$550,713
Interest rates applied	3.18%~3.50%	3.34%~3.89%

- b. The insurance coverage for property, plant and equipment was sufficient as of December 31, 2003 and 2002, respectively.

- c. Please refer to Note 6 for property, plant and equipment pledged as collateral.

(9) OTHER ASSETS-OTHERS

	As of December 31,	
	2003	2002
Assets leased to others	\$681,742	\$170,032
Deposits-out	721,721	821,340
Others	120,591	122,651
Total	\$1,524,054	\$1,114,023

(10) SHORT-TERM LOANS

	As of December 31,	
	2003	2002
Unsecured bank loans	\$-	\$100,000
Interest rates	-	1.60%

The Company's unused short-term lines of credits amounted to NT\$13,828 million and NT\$16,667 million as of December 31, 2003 and 2002, respectively.

(11) BONDS PAYABLE

	As of December 31,	
	2003	2002
Secured domestic bonds payable	\$1,710,002	\$2,850,001
Unsecured domestic bonds payable	40,000,000	25,000,000
Convertible bonds payable	8,188,954	10,529,568
Exchangeable bonds payable	14,804,484	8,182,700
Premiums on exchangeable bonds	187,360	-
Compensation interest payable	126,763	83,392
Total	65,017,563	46,645,661
Less: Current portion	(16,705,716)	(1,139,999)
Net	\$48,311,847	\$45,505,662

- a. On April 27, 2000, the Company issued five-year secured bonds amounting to NT\$3,990 million. The interest is paid semi-annually with a stated interest rate of 5.6%. The bonds are repayable in installments every six months from April 27, 2002 to April 27, 2005.
- b. During the period from April 16 to April 27, 2001, the Company issued five-year and seven-year unsecured bonds totaling NT\$15,000 million, each with a face value of NT\$7,500 million. The interest is paid annually with stated interest rates of 5.1195% through 5.1850% and 5.2170% through 5.2850%, respectively. The five-year bonds and seven-year bonds are repayable starting from April 2004 to April 2006 and April 2006 to April 2008, respectively, both in three yearly installments at the rates of 30%, 30% and 40%.
- c. During the period from October 2 to October 15, 2001, the Company issued three-year and five-year unsecured bonds totaling NT\$10,000 million, each with a face value of NT\$5,000 million. The interest is paid annually with stated interest rates of 3.3912% through 3.420% and 3.4896% through 3.520%, respectively. The three-year bonds and five-year bonds are repayable in October 2004 and October 2006, respectively, upon the maturity of the bonds.
- d. On December 12, 2001, the Company issued zero coupon convertible bonds amounting to US\$302.4 million on the Luxembourg Stock Exchange (LSE). The terms and conditions of the bonds are as follows:
- (a) Final Redemption
- Unless previously redeemed, repurchased, cancelled or converted, the bonds will be redeemed at 101.675% of their principal amount on March 1, 2004.

(b) Redemption at the Option of the Company

The Company may redeem all, but not some only, of the bonds, subject to giving no less than 30 nor more than 60 days' advance notice, at the early redemption amount, provided that:

- i. On or at any time after June 13, 2003, the closing price of the ADSs on the New York Stock Exchange or other applicable securities exchange on which the ADSs are listed on any ADS trading day for 20 out of 30 consecutive ADS trading days ending at any time within the period of 5 ADS trading days prior to the date of the redemption notice shall have been at least 130% of the conversion price or last adjusted conversion price, as the case may be, on each such day, or
- ii. At any time prior to maturity at least 90% in principal amount of the bonds have already been redeemed, repurchased, cancelled or converted.

(c) Conversion Period

- i. In respect of the common shares, on or after January 22, 2002 and on or prior to February 20, 2004, or
- ii. In respect of the ADSs, on or after the later of January 22, 2002 and the date on which the shelf registration statement covering the resale of certain ADSs issuable upon conversion of the bonds has been declared effective by the US SEC, up to and including February 20, 2004.

(d) Conversion Price

- i. In respect of the common shares, will be NT\$66.67 per share, and
- ii. In respect of the ADSs, will be US\$9.673 per ADS.

The applicable conversion price will be subject to adjustments upon the occurrence of certain events set out in the indenture.

(e) Reacquisition of the Bonds

As of December 31, 2003, the Company has reacquired a total amount of US\$62 million of the bonds from the open market. The corresponding loss on the reacquisition amounting to NT\$5 million for the year ended December 31, 2003 was recognized as other losses. As of December 31, 2002, the Company had not reacquired any of such bonds from the open market.

e. On May 10, 2002, the Company issued LSE listed zero coupon exchangeable bonds exchangeable for common shares or ADSs of AU Optronics Corp. (AUO) with an aggregate principal amount of US\$235 million. The terms and conditions of the bonds are as follows:

(a) Final Redemption

Unless previously redeemed, exchanged or purchased and cancelled, the bonds will be redeemed at their principal amount in US Dollars on May 10, 2007.

(b) Redemption at the Option of the Company

The Company may redeem the bonds, in whole or in part, in principal amount thereof, on or after August 10, 2002 and prior to May 10, 2007 at their principal amount, if the closing price of the AUO common shares on the TSE, translated into US Dollars at the prevailing exchange rate, for a period of 20 consecutive trading days, the last of which occurs not more than 10 days prior to the date upon which notice of such redemption is published, is at least 120% of the exchange price then in effect translated into US Dollars at the rate of NT\$34.645=US\$1.00.

The Company may also redeem the bonds, in whole, but not in part, if at least 90% in principal amount of the bonds has already been exchanged, redeemed or purchased and cancelled.

(c) Redemption at the Option of Bondholders

The Company will, at the option of the holders, redeem such bonds on February 10, 2005 at its principal amount.

(d) Tax Redemption

The Company may redeem all, but not part, of the bonds, at any time, in the event of certain changes in the ROC's tax rules which would require the Company to gross up for payments of principal, or to gross up for payments of interest or premium.

(e) Terms of Exchange

Subject to prior permitted redemption and as otherwise provided in the offering, the bonds are exchangeable at any time on or after June 19, 2002 and prior to April 10, 2007, into AUO shares or AUO ADSs at an exchange price of NT\$54.91 per share, determined on the basis of a fixed exchange rate of NT\$34.645=US\$1.00; provided however, that if the exercise date falls within 5 business days from the beginning of, and during, any closed period, the right of the exchanging holder of the bonds to vote with respect to the shares it receives will be subject to certain restrictions.

The exchange price will be subject to adjustments upon the occurrence of certain events set out in the indenture.

f. During the period from May 21 to June 24, 2003, the Company issued five-year and seven-year unsecured bonds totaling NT\$15,000 million, each with a face value of NT\$7,500 million. The interest is paid annually with stated interest rates of 4.0% minus USD 12-Month LIBOR and 4.3% minus USD 12-Month LIBOR, respectively. Stated interest rates are reset annually based on the prevailing USD 12-month LIBOR. The five-year bonds and seven-year bonds are repayable in 2008 and 2010, respectively, upon the maturity of the bonds.

g. On July 15, 2003, the Company issued its second LSE listed zero coupon exchangeable bonds exchangeable for common shares of AUO with an aggregate principal amount of US\$206 million. The issue price was set at 103.0% of the principal amount. The terms and conditions of the bonds are as follows:

(a) Final Redemption

Unless previously redeemed, exchanged or purchased and cancelled, the bonds will be redeemed at their principal amount in US Dollars on July 15, 2008.

(b) Redemption at the Option of the Company

The Company may redeem the bonds, in whole or in part, in principal amount thereof, on or after January 15, 2004 and on or prior to July 15, 2005, at their principal amount plus a certain premium (the "Early Redemption Amount") and thereafter until July 15, 2008 at their principal amount, if the closing price of the AUO common shares on the TSE, translated into US Dollars at the prevailing exchange rate, for a period of 20 consecutive trading days, the last of which occurs not more than 10 days prior to the date upon which notice of such redemption is published, is at least 125% of the exchange price then in effect translated into US Dollars at the rate of NT\$34.390=US\$1.00.

The Company may also redeem the bonds, in whole, but not in part, if at least 90% in principal amount of the bonds has already been exchanged, redeemed or purchased and cancelled.

(c) Redemption at the Option of Bondholders

The Company will, at the option of any bondholder, redeem such bonds on July 15, 2005 at their principal amount.

(d) Tax Redemption

The Company may redeem all, but not part, of the bonds, at any time, in the event of certain changes in the ROC's tax rules which would require the Company to gross up for payments of principal, or to gross up for payments of interest or premium.

(e) Terms of Exchange

Subject to prior permitted redemption and as otherwise provided in the offering, the bonds are exchangeable at any time on or after August 14, 2003 and prior to June 30, 2008, into AUO shares at an exchange price of NT\$36.387 per share, determined on the basis of a fixed exchange rate of NT\$34.390=US\$1.00; provided however, that if the exercise date falls within 5 business days from the beginning of, and during, any closed period, the right of the exchanging holder of the bonds to vote with respect to the shares it receives will be subject to certain restrictions.

The exchange price will be subject to adjustments upon the occurrence of certain events set out in the indenture.

(f) Exchange of the Bonds

As of December 31, 2003, certain bondholders have exercised their rights to exchange their bonds with the total principal amount of US\$6 million into AUO shares. The corresponding gain on the exchange amounting to NT\$123 million for the year ended December 31, 2003 was recognized as a gain on disposal of investments.

h. Repayments of the above bonds in the future years are as follows:

(assuming the convertible bonds and exchangeable bonds are both paid off upon maturity)

<u>Bonds repayable in</u>	<u>Amount</u>
2004	\$16,705,716
2005	2,820,004
2006	10,250,000
2007	10,244,700
2008	17,309,783
2009 and thereafter	7,500,000
Total	<u>\$64,830,203</u>

(12) LONG-TERM LOANS

	<u>As of December 31,</u>	
	<u>2003</u>	<u>2002</u>
Secured long-term loans	\$2,058,869	\$13,989,861
Less : Current portion	(1,818,361)	(4,429,099)
Net	<u>\$240,508</u>	<u>\$9,560,762</u>
Interest rates	<u>1.82%~2.53%</u>	<u>2.07%~3.35%</u>

- a. The above long-term loans will be repaid by installments with the last payment on September 18, 2005. Repayments in the coming years respectively are as follows:

<u>Long-term loans repayable in</u>	<u>Amount</u>
2004	\$1,818,361
2005	240,508
Total	<u><u>\$2,058,869</u></u>

- b. The Company's long-term loans denominated in foreign currency amounted to US\$28 million and US\$100 million as of December 31, 2003 and 2002, respectively.
- c. Assets pledged as collateral to secure these loans are detailed in Note 6.

(13) PENSION FUND

- a. All of the regular employees of the Company are covered by the pension plan. Pension benefits are generally based on the units of service years and the average salary in the last month of the service year. Two units per year are entitled for the first 15 years of services while one unit per year is entitled after the completion of the fifteenth year. The total units shall not exceed 45.

Under the plan, as prescribed by local labor standards law, the Company contributes an amount equal to 2% of the employees' total salaries and wages on a monthly basis to the pension fund deposited at the Central Trust of China. Retirement benefits are paid from fund previously provided. The unrecognized net asset or obligation at transition based on actuarial valuation is amortized on a straight-line basis over 15 years.

- b. Change in benefit obligation during the year:

	<u>For the year ended December 31,</u>	
	<u>2003</u>	<u>2002</u>
Projected benefit obligation at beginning of year	\$(2,829,736)	\$(2,270,860)
Service cost	(421,332)	(377,985)
Interest cost	(113,189)	(102,189)
Benefits paid	-	4,096
Gain (loss) on projected benefit obligation	158,791	(82,798)
Projected benefit obligation at end of year	<u><u>\$(3,205,466)</u></u>	<u><u>\$(2,829,736)</u></u>

c. Change in pension assets during the year:

	For the year ended December 31,	
	2003	2002
Fair value of plan assets at beginning of year	\$737,911	\$624,302
Actual return on plan assets	15,653	23,482
Contributions from employer	91,442	94,223
Benefits paid	-	(4,096)
Fair value of plan assets at end of year	<u>\$845,006</u>	<u>\$737,911</u>

d. The funding status of the pension plan is as follows:

	As of December 31,	
	2003	2002
Benefit obligation		
Vested benefit obligation	\$(9,071)	\$(1,512)
Non-vested benefit obligation	(1,195,467)	(932,188)
Accumulated benefit obligation	(1,204,538)	(933,700)
Effect from projected salary increase	(2,000,928)	(1,896,036)
Projected benefit obligation	(3,205,466)	(2,829,736)
Fair value of plan assets	845,006	737,911
Funded status	(2,360,460)	(2,091,825)
Unrecognized transitional net benefit obligation	197,171	225,338
Unrecognized (gain) loss	(89,202)	61,261
Accrued pension liabilities per actuarial report	(2,252,491)	(1,805,226)
Over accrual	-	(128,933)
Accrued pension liabilities	<u>\$(2,252,491)</u>	<u>\$(1,934,159)</u>

e. The components of the net periodic pension cost are as follows:

	For the year ended December 31,	
	2003	2002
Service cost	\$421,332	\$377,985
Interest cost	113,189	102,189
Expected return on plan assets	(23,982)	(28,094)
Amortization of unrecognized transitional net benefit obligation	28,167	28,167
Net periodic cost	<u>\$538,706</u>	<u>\$480,247</u>

The actuarial assumptions underlying are as follows:

	For the year ended December 31,	
	2003	2002
Discount rate	3.50%	4.00%
Rate of salary increase	5.00%	5.50%
Expected return on plan assets	2.75%	3.25%

(14) CAPITAL STOCK

- a. As recommended by the board of directors and approved by the shareholders' meeting on June 3, 2002, the Company issued 2,139,150 thousand new shares from the capitalization of retained earnings, of which NT\$19,680 million were stock dividends and NT\$1,711 million were employees' bonus. The effective date of the issuance was August 11, 2002.
- b. As of December 31, 2002, 22,000,000 thousand common shares were authorized to be issued and 15,474,846 thousand common shares were issued, each at a par value of NT\$10.
- c. As recommended by the board of directors and approved by the shareholders' meeting on June 9, 2003, the Company issued 665,898 thousand new shares from the capitalization of retained earnings, of which NT\$6,079 million were stock dividends and NT\$580 million were employees' bonus. The effective date of the issuance was July 21, 2003.
- d. As of December 31, 2003, 22,000,000 thousand common shares were authorized to be issued and 16,140,744 thousand common shares were issued, each at a par value of NT\$10.
- e. As of December 31, 2003, the Company has issued 185,805 thousand ADSs, each representing 5 common shares. The number of common shares represented by the ADSs is 929,023 thousand shares. These ADSs have been listed on the New York Stock Exchange.
- f. On September 11, 2002 and October 8, 2003, the Company was authorized by the relevant government authorities to issue Employee Stock Options with a total number of 1 billion and 150 million units, respectively. Each unit entitles an optionee to subscribe to 1 share of the Company's common stock. Settlement upon the exercise of the options will be made through the issuance of new shares by the Company. The exercise price of options was set at the closing price of the Company's common stock on the date of grant. The grant period for the options is 6 years and an optionee may exercise the options in accordance with certain schedules as prescribed by the plan starting 2 years from the date of grant. Detailed information relevant to the Employee Stock Options is disclosed as follows:

<u>Date of grant</u>	<u>Total number of options granted (in thousands)</u>	<u>Total number of options outstanding (in thousands)</u>	<u>Exercise price (in NT\$)</u>
October 7, 2002	939,000	873,534	\$19.2
January 3, 2003	61,000	52,170	\$21.6
November 26, 2003	57,330	54,960	\$30.2

(15) TREASURY STOCK

- a. The Company bought back its own shares from the open market during the years ended December 31, 2003 and 2002. Details of the treasury stock transactions are as follows :

For the year ended December 31, 2003

(In thousands of shares)

Purpose	As of			As of
	January 1, 2003	Increase	Decrease	December 31, 2003
For transfer to employees	86,539	99,195	136,620	49,114
For conversion of the convertible bonds into shares	149,728	-	-	149,728
Total shares	<u>236,267</u>	<u>99,195</u>	<u>136,620</u>	<u>198,842</u>

For the year ended December 31, 2002

(In thousands of shares)

Purpose	As of			As of
	January 1, 2002	Increase	Decrease	December 31, 2002
For transfer to employees	37,425	49,114	-	86,539
For conversion of the convertible bonds into shares	129,035	20,693	-	149,728
Total shares	<u>166,460</u>	<u>69,807</u>	<u>-</u>	<u>236,267</u>

- b. According to the Securities and Exchange Law of the ROC, total shares of treasury stock shall not exceed 10% of the Company's stock issued. Total purchase amount shall not exceed the sum of the retained earnings, capital reserve-premiums, and realized capital reserve. As such, the maximum number of shares of treasury stock that the Company can hold as of December 31, 2003 and 2002 was 1,614,074 thousand shares and 1,547,485 thousand shares while the ceiling of the amount was NT\$67,177 million and NT\$61,102 million, respectively. As of December 31, 2003 and 2002, the Company held 198,842 thousand shares and 236,267 thousand shares of treasury stock, which amounted to NT\$7,101 million and NT\$8,819 million, respectively.
- c. Treasury stock shall not be pledged, nor does it entitle voting rights or receive dividends, in compliance with Securities and Exchange Law of the ROC.
- d. As of December 31, 2003, the Company's subsidiaries, Hsun Chieh Investment Co., Ltd. and Fortune Venture Capital Corporation, held 503,456 thousand shares and 18,340 thousand shares of the Company's stock, with a book value of NT\$29.32 and NT\$9.37 per share, respectively. The average closing price during December 2003 was NT\$29.32.

As of December 31, 2002, the Company's subsidiaries, Hsun Chieh Investment Co., Ltd. and Fortune Venture Capital Corporation, held 484,045 thousand shares and 17,633 thousand shares of the Company's stock, with a book value of NT\$23.87 and NT\$9.75 per share, respectively. The average closing price during December 2002 was NT\$23.87.

(16) RETAINED EARNINGS AND DIVIDEND POLICIES

According to the Company's Articles of Incorporation, current year's earnings, if any, shall be distributed in the following order :

- a. Payment of all taxes and dues;
- b. Offset prior years' operation losses;
- c. Set aside 10% of the remaining amount after deducting items (a) and (b) as a legal reserve;
- d. Set aside 0.1% of the remaining amount after deducting items (a), (b), and (c) as directors' and supervisors' remuneration; and
- e. After deducting items (a), (b) and (c) above from the current year's earnings, no less than 5% of the remaining amount together with the prior years' unappropriated earnings is to be allocated as employees' bonus which will be settled through issuance of new Company shares. Employees of the Company's subsidiaries, meeting certain requirements determined by the board of directors, are also eligible for the employees' bonus.
- f. The distribution of the remaining portion, if any, will be recommended by the board of directors and approved through the shareholders' meeting.

The Company is currently in its growth stage; the policy for dividend distribution should reflect factors such as the current and future investment environment, fund requirements, domestic and international competition and capital budgets; as well as the benefit of shareholders, share bonus equilibrium, and long-term financial planning. The board of directors shall make the distribution proposal annually and present it at the shareholders' meeting. The Company's Articles of Incorporation further provide that at least 50% of the dividends to shareholders, if any, must be paid in the form of stock dividends. Accordingly, no more than 50% of the dividends can be paid in the form of cash.

The appropriation of 2003 retained earnings has not yet been recommended by the board of directors as of the date of the Report of Independent Auditors. Information on the board of directors' recommendation and shareholders' approval can be obtained from the "Market Observation Post System" on the website of the TSE.

Details of the 2002 employee bonus settlement and directors' and supervisors' remuneration are as follows:

	For the year ended December 31, 2002		
	As approved by the shareholders' meeting	As recommended by the board of directors	Differences
1. Settlement of employees' bonus by issuance of new shares			
a. Number of shares (in thousands)	57,973	57,973	-
b. Amount	\$579,727	\$579,727	-
c. Percentage on total number of outstanding shares at year end (%)	0.38	0.38	-
2. Remuneration paid to directors and supervisors	\$5,650	\$5,650	-
3. Effect on earnings per share before retroactive adjustments			
a. Basic and diluted earnings per share (NTD)	\$0.48	\$0.48	-
b. Pro forma basic and diluted earnings per share taking into consideration employees' bonus and directors' and supervisors' remuneration (NTD)	\$0.44	\$0.44	-

Pursuant to Article 41 of the Securities and Exchange Law of the ROC, a special reserve is set aside from the current net income and prior unappropriated earnings for items that are accounted for as deductions to stockholders' equity such as unrealized loss on long-term investments and cumulative translation adjustments. However, there are the following exceptions for the Company's investees' unrealized loss on long-term investments arising from the merger which was recognized by the Company in proportion to the Company's ownership percentage:

- a. According to the explanatory letter No. 101801 of the Securities and Futures Commission (SFC), if the Company recognizes the investees' capital reserve – excess from the merger in proportion to the ownership percentage, then the special reserve is exempted for the amount originated from the acquisition of the long-term investments.
- b. However, if the Company and its investees transfer a portion of the capital reserve to increase capital, a special reserve equal to the amount of the transfer shall be provided according to the explanatory letter No.101801-1 of the SFC.
- c. In accordance with the explanatory letter No.170010 of the SFC applicable to listed companies, when the market value of the Company's stock held by its subsidiaries at year end is lower than the book value, a special reserve shall be provided for in the Company's accounts in proportion to its ownership percentage.

For the 2002 appropriations approved by the shareholders' meeting on June 9, 2003, unrealized loss on long-term investments exempted from the provision of special reserve pursuant to the above regulations amounted to NT\$18,036 million.

(17) OPERATING COSTS AND EXPENSES

The Company's personnel, depreciation, and amortization expenses are summarized as follows:

	For the year ended December 31,					
	2003			2002		
	Operating costs	Operating expenses	Total	Operating costs	Operating expenses	Total
Personnel expenses						
Salaries	\$4,857,636	\$1,523,111	\$6,380,747	\$4,285,523	\$1,510,235	\$5,795,758
Labor and health insurance	320,460	89,985	410,445	301,532	102,968	404,500
Pension	263,362	146,412	409,774	398,256	121,163	519,419
Other personnel expenses	35,062	19,005	54,067	47,772	33,652	81,424
Depreciation	34,060,531	1,794,734	35,855,265	31,904,566	1,626,974	33,531,540
Amortization	132,336	1,255,284	1,387,620	326,379	1,695,222	2,021,601

The numbers of employees as of December 31, 2003 and 2002 were 8,897 and 9,134, respectively.

(18) INCOME TAX

a. Reconciliation between the income tax expense and the income tax calculated on pre-tax financial statement income based on the statutory tax rate is as follows:

	For the year ended December 31,	
	2003	2002
Income tax on pre-tax income at statutory tax rate	\$3,703,842	\$1,771,024
Temporary and permanent differences	(2,366,597)	(729,540)
Change in investment tax credit	723,648	(3,867,934)
Change in valuation allowance against deferred income tax assets	(1,272,130)	2,826,450
Income tax on interest revenue separately taxed	6,349	12,062
Income tax expense	\$795,112	\$12,062

b. Significant components of deferred income tax assets and liabilities are as follows:

	As of December 31,			
	2003		2002	
	Amount	Tax effect	Amount	Tax effect
Deferred income tax assets				
Investment tax credit		\$20,051,808		\$22,494,758
Loss carry-forward	\$14,953,722	3,738,431	\$15,045,502	3,761,376
Pension	2,140,749	535,187	1,822,417	455,604
Allowance on sales returns and discounts	369,579	92,395	540,310	135,078
Allowance for loss on obsolescence of inventories	387,777	96,944	406,336	101,584
Compensation interest payable	122,347	30,587	-	-
Organization cost	-	-	550	137
Others	132,730	33,182	181,599	45,399
Total deferred income tax assets		24,578,534		26,993,936
Valuation allowance		(12,100,032)		(13,372,162)
Net deferred income tax assets		12,478,502		13,621,774
Deferred income tax liabilities				
Unrealized exchange gain	(1,497,414)	(374,353)	(1,298,167)	(324,542)
Depreciation	(19,572,978)	(4,893,245)	(21,128,340)	(5,282,085)
Total deferred income tax liabilities		(5,267,598)		(5,606,627)
Total net deferred income tax assets		\$7,210,904		\$8,015,147
Deferred income tax assets - current		\$9,015,802		\$10,477,877
Deferred income tax liabilities - current		(374,353)		(324,542)
Valuation allowance		(5,793,786)		(7,255,289)
Net		2,847,663		2,898,046
Deferred income tax assets - noncurrent		15,562,732		16,516,059
Deferred income tax liabilities - noncurrent		(4,893,245)		(5,282,085)
Valuation allowance		(6,306,246)		(6,116,873)
Net		4,363,241		5,117,101
Total net deferred income tax assets		\$7,210,904		\$8,015,147

c. The Company's income tax returns for all the fiscal years through 1999 have been assessed and approved by the Tax Authority.

- d. Pursuant to the "Statute for the Establishment and Administration of Science Park of ROC", the Company was granted several four-year income tax exemption periods with respect to income derived from the expansion of operations. The starting date of the exemption period attributable to the expansion in 1999 and 2000 had not yet been decided by the Company. The income tax exemption for other periods will expire on December 31, 2007.
- e. The Company earns investment tax credits for the amount invested in production equipment, research and development, and employee training.

As of December 31, 2003, the Company's unused investment tax credit was as follows:

<u>Expiration Year</u>	<u>Investment tax credits earned</u>	<u>Balance of unused investment tax credits</u>
2003	\$3,967,380	\$2,248,078
2004	6,515,708	6,515,708
2005	5,043,638	5,043,638
2006	2,467,786	2,467,786
2007	3,776,598	3,776,598
Total	<u><u>\$21,771,110</u></u>	<u><u>\$20,051,808</u></u>

- f. Under the rules of the Income Tax Law of the ROC, net loss can be carried forward for 5 years. As of December 31, 2003, the unutilized accumulated loss was as follows:

<u>Expiration Year</u>	<u>Accumulated loss</u>	<u>Unutilized accumulated loss</u>
2006	\$11,096,582	\$11,096,582
2007	3,857,140	3,857,140
Total	<u><u>\$14,953,722</u></u>	<u><u>\$14,953,722</u></u>

- g. As of December 31, 2003, the balance of imputation credit account (ICA) was NT\$10 million. The actual creditable ratio for the appropriation of 2002 and 2001 retained earnings was 1.24% and 1.79%, respectively.

- h. The ending balances of unappropriated earnings as of December 31, 2003 and 2002 were as follows:

	<u>As of December 31,</u>	
	<u>2003</u>	<u>2002</u>
Prior to January 1, 1998	\$64,220	\$64,220
After January 1, 1998	13,972,602	8,621,627
Total	<u><u>\$14,036,822</u></u>	<u><u>\$8,685,847</u></u>

(19) EARNINGS PER SHARE

a. The Company held zero coupon convertible bonds and employee stock options as of December 31, 2003, and thus has a complex capital structure. The calculation of basic and diluted earnings per share, for the years ended December 31, 2003 and 2002, was disclosed as follows:

<i>(shares expressed in thousands)</i>	For the year ended December 31,	
	2003	2002 (retroactively adjusted)
Income before income tax	\$14,815,369	\$7,084,094
Effect of dilution:		
Employee stock options	-	-
Convertible bonds	67,939	78,977
Adjusted income before income tax assuming dilution	<u>\$14,883,308</u>	<u>\$7,163,071</u>
Net income	\$14,020,257	\$7,072,032
Effect of dilution:		
Employee stock options	-	-
Convertible bonds	50,954	59,233
Adjusted net income assuming dilution	<u>\$14,071,211</u>	<u>\$7,131,265</u>
Weighted average of shares outstanding	15,313,315	15,402,328
Effect of dilution:		
Employee stock options	210,473	43,420
Convertible bonds	140,367	156,321
Adjusted weighted average of shares outstanding assuming dilution	<u>15,664,155</u>	<u>15,602,069</u>
Earnings per share-basic (in New Taiwan Dollars)		
Income before income tax	<u>\$0.97</u>	<u>\$0.46</u>
Net income	<u>\$0.92</u>	<u>\$0.46</u>
Earnings per share-diluted (in New Taiwan Dollars)		
Income before income tax	<u>\$0.95</u>	<u>\$0.46</u>
Net income	<u>\$0.90</u>	<u>\$0.46</u>

- b. Pro forma information on earnings as if subsidiaries' investment in the Company is not treated as treasury stock is set out as follows:

<i>(shares expressed in thousands)</i>	2003	
	Basic	Diluted
Net income	\$14,020,257	\$14,071,211
Weighted average of shares outstanding:		
Beginning balance	15,238,579	15,238,579
Stock dividends and employees' bonus at 4.4% in 2003	670,497	670,497
Purchase of 99,195 thousand shares of treasury stock in 2003	(80,243)	(80,243)
Treasury stock transferred to employees of 136,620 thousand shares in 2003	8,234	8,234
Dilutive shares of employee stock options accounted for under treasury stock method	-	210,473
Dilutive shares issued assuming conversion of bonds	-	140,367
Ending balance	15,837,067	16,187,907
Earnings per share		
Net income (in New Taiwan Dollars)	\$0.89	\$0.87
<i>(shares expressed in thousands)</i>	2002	
	Basic	Diluted
Net income	\$7,072,032	\$7,131,265
Weighted average of shares outstanding:		
Beginning balance	13,169,235	13,169,235
Stock dividends and employees' bonus at 16.30% in 2002	2,146,586	2,146,586
Stock dividends and employees' bonus at 4.4% in 2003	673,896	673,896
Purchase of 69,807 thousand shares of treasury stock in 2002	(57,716)	(57,716)
Dilutive shares of employee stock options accounted for under treasury stock method	-	43,420
Dilutive shares issued assuming conversion of bonds	-	156,321
Ending balance	15,932,001	16,131,742
Earnings per share		
Net income (in New Taiwan Dollars)	\$0.44	\$0.44

5. RELATED PARTY TRANSACTIONS

(1) Name and Relationship of Related Parties

Name of related parties	Relationship with the Company
UMC Group (USA) (UMC-USA)	Equity investee
United Foundry Service, Inc.	Equity investee
United Microelectronics (Europe) B.V. (UMC-BV)	Equity investee
UMC Capital Corporation	Equity investee
United Microelectronics Corp. (Samoa)	Equity investee
Fortune Venture Capital Corporation	Equity investee
Hsun Chieh Investment Co., Ltd.	Equity investee
United Microdisplay Optronics Corp. (UMO)	Equity investee
UMCi Ltd.	Equity investee
UMC Japan (UMCJ)	Equity investee
DuPont Photomasks Taiwan Ltd. (DPT)	Equity investee
Holtek Semiconductor Inc. (Holtek)	Equity investee
Integrated Technology Express Inc.	Equity investee
Unimicron Technology Corp.	Equity investee
Applied Component Technology Corp.	Equity investee
Novatek Microelectronics Corp.	Equity investee
Faraday Technology Corp. (Faraday)	Equity investee
Silicon Integrated Systems Corp.	Equity investee
AMIC Technology Corporation	Equity investee
MediaTek Incorporation (MediaTek)	The Company is its supervisor
AU Optronics Corp.	The Company is its director and supervisor
Industrial Bank of Taiwan Corp. (IBT)	The Company is its major shareholder
Chiao Tung Bank (Chiao Tung)	The Company is its parent company's director and supervisor
Davicom Semiconductor, Inc.	Subsidiary's equity investee
United Radiotek Incorporation	Subsidiary's equity investee
RiRa Electronics, Inc.	Subsidiary's equity investee
Star Semiconductor Corp.	Subsidiary's equity investee
UCA Technology, Inc.	Subsidiary's equity investee
Ascend Semiconductor Corp. (liquidated on May 14, 2003)	Subsidiary is its director and supervisor
Averlogic Corporation	Subsidiary is its director and supervisor
Trident Technologies, Inc.	Subsidiary is its director and supervisor
Epitech Corp.	Subsidiary is its director and supervisor
LighTuning Tech, Inc.	Subsidiary is its director and supervisor
Printech International, Inc.	Subsidiary is its director and supervisor

Name of related parties	Relationship with the Company
Fortune Semiconductor Corporation	Subsidiary is its director
Princeton Technology Corporation	Subsidiary is its director
Silicon 7, Inc.	Subsidiary is its director
Shin-Etsu Handotai Taiwan Co., Ltd. (Shin-Etsu)	Subsidiary is its director
Giga Solution Technology Co., Ltd.	Subsidiary is its director
Pixart Imaging, Inc.	Subsidiary is its director
InComm Technologies Co., Ltd.	Subsidiary is its director

(2) Significant Related Party Transactions

a. Operating revenues

	For the year ended December 31,			
	2003		2002	
	Amount	Percentage	Amount	Percentage
UMC-USA	\$35,062,132	41	\$27,917,057	41
MediaTek	8,185,306	10	7,313,672	11
Others	15,602,632	18	10,567,630	16
Total	<u>\$58,850,070</u>	<u>69</u>	<u>\$45,798,359</u>	<u>68</u>

The sales to the above related parties were dealt with in the ordinary course of business with the sales price made in the way similar to the sales to third-party customers. The collection period for overseas sales was net 45 days for the related parties and third-party customers, while the terms for domestic sales were month-end 30~60 days for both the related parties and the third-party customers.

b. Purchases

	For the year ended December 31,			
	2003		2002	
	Amount	Percentage	Amount	Percentage
Shin-Etsu	\$2,698,980	15	\$2,273,128	15
Others	186,760	1	219,235	1
Total	<u>\$2,885,740</u>	<u>16</u>	<u>\$2,492,363</u>	<u>16</u>

The purchases from the above related parties were dealt with in the ordinary course of business similar to those from third-party suppliers. The payment terms for purchase from overseas were net 30~60 days for the related parties and net 30~90 days for the third-party suppliers, while the terms for domestic purchase were month-end 60~90 days for the related parties and month-end 30~90 days for the third-party suppliers, respectively.

c. Notes receivable

	As of December 31,			
	2003		2002	
	Amount	Percentage	Amount	Percentage
Holtek	\$101,203	92	\$-	-
Others	550	-	2,370	3
Total	<u>\$101,753</u>	<u>92</u>	<u>\$2,370</u>	<u>3</u>

d. Accounts receivable, net

	As of December 31,			
	2003		2002	
	Amount	Percentage	Amount	Percentage
UMC-USA	\$4,366,183	31	\$3,284,149	35
MediaTek	1,713,842	12	1,431,362	16
UMC-BV	1,406,079	10	542,296	6
Others	1,894,019	14	1,330,263	14
Total	9,380,123	<u>67</u>	6,588,070	<u>71</u>
Less : Allowance for sales returns and discounts	(283,420)		(451,009)	
Less : Allowance for doubtful accounts	(100,853)		(70,493)	
Net	<u>\$8,995,850</u>		<u>\$6,066,568</u>	

e. Accounts payable

	As of December 31,			
	2003		2002	
	Amount	Percentage	Amount	Percentage
Shin-Etsu	\$754,354	18	\$375,116	14
Others	35,634	1	14,790	1
Total	<u>\$789,988</u>	<u>19</u>	<u>\$389,906</u>	<u>15</u>

f. Loans

For the year ended December 31, 2003					
	Maximum balance		Ending balance	Interest rate	Interest expense
	Amount	Month			
Chiao Tung	\$865,796	January	\$282,557	1.66%~2.68%	\$15,840
IBT	783,296	January	-	2.54%~2.89%	2,535
Total			<u>\$282,557</u>		<u>\$18,375</u>

For the year ended December 31, 2002					
	Maximum balance		Ending balance	Interest rate	Interest expense
	Amount	Month			
Chiao Tung	\$1,224,575	January	\$868,195	2.07%~4.00%	\$32,717
IBT	998,750	January	783,296	2.89%~3.94%	16,216
Total			<u>\$1,651,491</u>		<u>\$48,933</u>

g. Disposal of property, plant and equipment

For the year ended December 31, 2003			
	Item	Amount	Gain
UMCJ	Machinery and equipment	<u>\$523,574</u>	<u>\$11,564</u>

For the year ended December 31, 2002			
	Item	Amount	Loss
UMO	Machinery and equipment	<u>\$276,645</u>	<u>\$6</u>

h. Other transactions

The Company has made several other transactions, including service charges, joint development expenses of intellectual property, subcontract expenses and commissions etc., with related parties totaling approximately NT\$495 million and NT\$370 million for the years ended December 31, 2003 and 2002, respectively.

As of December 31, 2003, the joint development contracts of intellectual property entered into with Faraday has amounted to approximately NT\$1,589 million, and a total amount of NT\$584 million has been paid.

The Company has purchased approximately NT\$524 million and NT\$917 million of masks from DPT during the years ended December 31, 2003 and 2002, respectively.

6. ASSETS PLEDGED AS COLLATERAL

	<u>As of December 31,</u>		<u>Financial institution</u> <u>that assets were pledged to</u>	<u>Purpose of pledge</u>
	<u>2003</u>	<u>2002</u>		
Land	\$452,916	\$452,916	Taiwan Corporation Bank	Long-term loans
Buildings	1,201,678	2,533,152	Chiao Tung Bank, etc.	Long-term loans
Machinery and equipment	11,127,841	21,537,463	Chiao Tung Bank, etc.	Long-term loans
Total	<u>\$12,782,435</u>	<u>\$24,523,531</u>		

7. COMMITMENTS AND CONTINGENT LIABILITIES

(1) The Company has entered into several patent license agreements and joint development contracts of intellectual property for a total contract amount of approximately NT\$16.3 billion. Royalties and joint development fees for the future years are set out as follows:

<u>For the year ended December 31,</u>	<u>Amount</u>
2004	\$2,456,799
2005	1,246,867
2006	1,235,956
2007	1,253,240
2008	17,010
Total	<u>\$6,209,872</u>

(2) The Company signed several construction contracts for the expansion of its factory space. As of December 31, 2003, these construction contracts have amounted to approximately NT\$0.77 billion and the unaccrued portion of the contracts was approximately NT\$0.33 billion.

(3) Oak Technology, Inc. (Oak) and the Company entered into a settlement agreement on July 31, 1997 concerning a complaint filed with the United States International Trade Commission (ITC) by Oak against the Company and others, alleging unfair trade practices based on alleged patent infringement regarding certain CD-ROM controllers. On October 27, 1997, Oak filed a civil action in a California federal district court, alleging claims for breach of the settlement agreement and fraudulent misrepresentation. The Company has formally denied the material allegations of the Complaint, and asserted counterclaims against Oak for breach of contract, intentional interference with economic advantage and rescission and restitution based on fraudulent concealment and/or mistake. The Company also asserted declaratory judgment claims for invalidity and unenforceability of the relevant Oak patent. On May 2, 2001, the United States Court of Appeals for the Federal Circuit upheld the ITC's findings of no patent infringement and no unfair trade practice arising out of a second ITC case filed by Oak against the Company and others. Based on the Federal Circuit's opinion and on a covenant not to sue filed by Oak, the declaratory judgment patent counterclaims were disclaimed from the district court case. However, in connection with its breach of contract and other claims, Oak seeks damages in excess of US\$750 million. The district court has not yet set dates for dispositive motions or for trial. The Company believes that Oak's claims are meritless, and intends to vigorously defend the suit, and to pursue its counterclaims. As with all litigation, however, the Company cannot predict the outcome with certainty.

(4) The Company entered into several operating lease contracts for land. These operating leases expire in various years through 2020 and are renewable. Future minimum lease payments under those leases are as follows:

<u>For the year ended December 31,</u>	<u>Amount</u>
2004	\$120,091
2005	120,091
2006	120,091
2007	106,895
2008	104,256
2009 and thereafter	1,016,963
Total	<u><u>\$1,588,387</u></u>

(5) The Company entered into several wafer-processing contracts with its major customers. According to the contract, the Company shall guarantee processing capacity, while the customer makes deposits to the Company. In case the orders do not meet the capacity guaranteed, the customer needs to pay the Company penalties.

(6) As a condition precedent to the making of the loan contemplated by a US\$600 million Amortizing Term Loan Facility Agreement among UMCi Ltd. (UMCi), a subsidiary of the Company, and several financial institutions, the Company has provided a letter of undertaking to the Citicorp investment Bank (Singapore) Ltd., the facility agent, to undertake that:

- a. The Company shall continue to own and control, directly or indirectly, a minimum of 40% of the total issued and outstanding shares of UMCi. The Company shall also provide technical support to UMCi and maintain management control with no less than half of the seats of the board of directors.
- b. The Company shall take necessary actions to ensure UMCi has at least US\$600 million in cash of issued and paid-in capital by December 31, 2003, to make investments necessary to complete the 300mm fab plant on time, and to meet all the obligations under the Facility Agreement.

8. SIGNIFICANT DISASTER LOSS

None.

9. SIGNIFICANT SUBSEQUENT EVENT

None.

10. OTHERS

(1) Certain comparative amounts have been reclassified to conform to the current year's presentation.

(2) Financial instruments

Non-derivative financial instruments	As of December 31,			
	2003		2002	
	Book Value	Fair Value	Book Value	Fair Value
Financial assets				
Cash and cash equivalents	\$92,865,557	\$92,865,557	\$57,192,459	\$57,192,459
Marketable securities	1,456,402	1,896,798	2,501,748	2,517,624
Notes and accounts receivables	14,646,705	14,646,705	10,357,184	10,357,184
Long-term investments	72,218,479	116,675,828	56,246,744	76,582,200
Financial liabilities				
Short-term loans	-	-	100,000	100,000
Payables	12,755,872	12,755,872	13,223,901	13,223,901
Bonds payable (current portion included)	65,017,563	67,907,346	46,645,661	47,201,827
Long-term loans (current portion included)	2,058,869	2,058,869	13,989,861	13,989,861
Derivative financial instruments				
Other financial assets (credit-linked deposits and repackage bonds)	\$3,187,304	\$3,187,304	\$5,286,560	\$5,286,560
Other financial assets (interest rate swaps)	128,539	(18,882)	-	-

The methods and assumptions used to measure the fair value of financial instruments are as follows :

- a. The book values of short-term financial instruments and other financial assets (credit-linked deposits and repackage bonds) approximate fair values due to their short maturities. Short-term financial instruments include cash and cash equivalents, notes receivable, accounts receivable, short-term loans, and payables.

- b. The fair values of marketable securities and long-term investments are based on the quoted market value. If the market values of marketable securities and long-term investments are unavailable, the net assets values of the investees are used as fair values.
- c. The fair values of bonds payable is determined by the market value. The book values of long-term loans approximate the fair values as the loans bear floating rates.
- d. The fair values of other financial assets (interest rate swaps) are based on the amount the Company expects to get (positive) or to pay (negative) assuming that the contracts are early settled at the balance sheet date.
- (3) The Company and its subsidiary - UMCJ held credit-linked deposits and repackage bonds for the earning of interest income. Details are disclosed as follows:

- a. Principal amount in original currency

The Company

Credit-linked deposits and repackage bonds referenced to	As of December 31,	
	2003	2002
Convertible bonds (in NTD'000)	310,000	-
Convertible bonds (in USD'000)	66,200	135,500
Convertible bonds (in JPY'000)	2,000,000	2,000,000

UMCJ

Repackage bonds referenced to	As of December 31,	
	2003	2002
Convertible bonds (in JPY'000)	3,100,000	3,000,000

- b. Credit risk

The counterparties of the above investments are major international financial institutions. The repayment in full of these investments is subject to the non-occurrence of one or more credit events, which are referenced to the entities' fulfillment of their own obligations as well as repayment of their corporate bonds. Upon the occurrence of one or more of such credit events, the Company and its subsidiary - UMCJ may receive nil or less than full amount of these investments. The Company and its subsidiary - UMCJ has selected reference entities with high credit ratings to minimize the credit risk.

- c. Liquidity risk

Early withdrawal is not allowed for the above investments unless called by the issuer. However, the anticipated liquidity risk is low since most of the investments will be matured within 1 year or are relatively liquid in the secondary market.

d. Market risk

There is no market risk for the above investments except for the fluctuations in the exchange rates of US Dollars and Japanese Yen to NT Dollars at the balance sheet date and the settlement date.

(4) The relevant information on the derivative financial instruments entered into by the Company and its subsidiaries is as follow:

a. The Company utilized interest rate swap agreements to manage its interest rate risks on its floating rate domestic bonds. The details are summarized as follows:

As of December 31, 2003, the Company had the following interest rate swap agreements in effect:

<u>Notional Amount</u>	<u>Contract Period</u>	<u>Interest Rate Received</u>	<u>Interest Rate Paid</u>
NT\$7,500 million	May 20, 2003 to May 20, 2008	4.0% minus USD 12-month LIBOR	1.52%
NT\$7,500 million	May 20, 2003 to May 20, 2010	4.3% minus USD 12-month LIBOR	1.48%

There were no interest rate swap agreements outstanding as of December 31, 2002.

b. In order to hedge the risk resulting from the volatility in exchange rate, the Company's subsidiary - UMCi entered into forward contracts. The hedging strategy was developed with an objective to reduce the market risk. The details are summarized as follows:

As of December 31, 2003, the Company's subsidiary - UMCi had the following forward contract in effect:

<u>Type</u>	<u>Notional Amount</u>	<u>Contract Period</u>
Forward contracts	Buy EUR 66.72 million Sell USD 83.87 million	December 31, 2003 to January 26, 2004

There were no forward contracts outstanding as of December 31, 2002.

c. Transaction risk

(a) Credit risk

There is no significant credit risk exposure with respect to the above transactions because the counterparties are reputable financial institutions with good global standing.

(b) Liquidity and cash flow risk

The cash flow requirements on the interest rate swap agreements are limited to the net interest payables or receivables arising from the differences in the swap rates. The cash flow requirements on forward contracts are limited to the net difference between the forward and spot rates at the settlement date. Therefore, no significant cash flow risk is anticipated since the working capital is sufficient to meet the cash flow requirements.

(c) Market risk

Interest rate swap agreements and forward contracts are intended for hedging purposes. Gains or losses arising from the fluctuations in interest rates and exchange rates are likely to be offset against the gains or losses from the hedged items. As a result, no significant exposure to market risk is anticipated.

(d) Categories, purposes and strategies

Derivative financial instruments are held for non-trading purposes and the objective is to eliminate most of the market risk and cash flow risk. Interest rate swap agreements are held to hedge the interest rate risk arising from the floating rate corporate bonds. Forward contracts are held to hedge the exchange rate risk arising from the net assets or liabilities denominated in foreign currency.

11. ADDITIONAL DISCLOSURES

(1) The followings are the additional disclosures for the Company and its affiliates pursuant to SFC requirements:

- a. Financing provided to others for the year ended December 31, 2003 : Please refer to Attachment-1.
- b. Endorsement/Guarantee provided to others for the year ended December 31, 2003 : Please refer to Attachment-2.
- c. Securities held as of December 31, 2003 : Please refer to Attachment-3.
- d. Individual securities acquired or disposed of with accumulated amount exceeding the lower of NT\$100 million or 20 percent of the capital stock for the year ended December 31, 2003 : Please refer to Attachment-4.

- e. Acquisition of individual real estate with amount exceeding the lower of NT\$100 million or 20 percent of the capital stock for the year ended December 31, 2003 : Please refer to Attachment-5.
- f. Disposal of individual real estate with amount exceeding the lower of NT\$100 million or 20 percent of the capital stock for the year ended December 31, 2003 : Please refer to Attachment-6.
- g. Related party transactions for purchases and sales amounts exceeding the lower of NT\$100 million or 20 percent of the capital stock for the year ended December 31, 2003: Please refer to Attachment-7.
- h. Receivables from related parties with amounts exceeding the lower of NT\$100 million or 20 percent of the capital stock as of December 31, 2003 : Please refer to Attachment-8.
- i. Names, locations and related information of investee companies as of December 31, 2003 : Please refer to Attachment-9.
- j. Derivative financial instruments: Please refer to Note 10.

(2) Investment in Mainland China

None.

12. SEGMENT INFORMATION

(1) Operations in different industries

The Company operates principally in one industry, and the major business is operating as a full service semiconductor foundry.

(2) Operations in different geographic areas

The Company has no foreign operations.

(3) Export sales

Area	For the year ended December 31,	
	2003	2002
North America	\$33,456,822	\$25,793,685
Europe	12,438,120	7,751,122
Asia, excluding Taiwan	6,882,560	4,532,832
Others	-	2,653
Total export sales	<u>\$52,777,502</u>	<u>\$38,080,292</u>

(4) Major customers

Individual customer accounting for at least 10% of net sales for the years ended December 31, 2003 and 2002 was as follows:

Customers	For the year ended December 31,			
	2003		2002	
	Sales amount	Percentage	Sales amount	Percentage
Customer A	\$35,062,132	41	\$27,917,057	41
Customer B	8,185,306	10	7,313,672	11
Total	\$43,247,438	51	\$35,230,729	52

ATTACHMENT-1 (Financing provided to others for the year ended December 31, 2003)

(Amount in thousand; Currency denomination in NTD unless otherwise specified)

No.	Lender	Counterparty	Financial statement account	Maximum balance for the period	Ending balance	Interest rate	Nature of financing	Amount of sales to (purchases from) counterparty	Reason for financing	Allowance for doubtful accounts	Collateral		Limit of financing amount for individual counterparty	Limit of total financing amount
											Item	Value		
1	UMC Group (USA)	UMC Group (USA) employees	Receivable from employees' loans	USD 891	USD 891	7%	Note	None	Employee loan	-	Securities	Higher	N/A	N/A

Note : Need for short-term financing.

ATTACHMENT-2 (Endorsement/Guarantee provided to others for the year ended December 31, 2003)

(Amount in thousand; Currency denomination in NTD unless otherwise specified)

No.	Endorsor/Guarantor	Counterparty	Relationship	Limit of guarantee/endorsement amount for individual counterparty	Maximum balance for the period	Ending balance	Amount of collateral guarantee/endorsement	Ratio of accumulated guarantee amount to net assets value from the latest financial statement	Limit of total guarantee/endorsement amount
1	UMCi Ltd.	UMCi Ltd. employees	Employees	N/A	USD 5,268	USD 5,268	USD 5,268	0.64%	N/A

ATTACHMENT-3 (Securities held as of December 31, 2003)

(Amount in thousand; Currency denomination in NTD unless otherwise specified)

United Microelectronics Corporation

				December 31, 2003				
Type of securities	Name of securities	Relationship	Financial statement account	Units(thousand)/bonds/ shares(thousand)	Book value	Percentage of ownership(%)	Market value/Net assets value	Shares as collateral (thousand)
Convertible bonds	SerComm Corporation	Subsidiary's equity investee	Short-term investment	300	30,000	-	39,009	None
Convertible bonds	Pou Chen Group	-	Short-term investment	2,000	68,040	-	70,411	None
Convertible bonds	EPISTAR Corporation	-	Short-term investment	100	34,141	-	33,920	None
Convertible bonds	Ching Feng Home Fashions Co., Ltd.	-	Short-term investment	2,000	68,301	-	67,840	None
Convertible bonds	Career Technology (MFG.) Co., Ltd.	-	Short-term investment	2,000	68,301	-	67,840	None
Stock	King Yuan Electronics Co., Ltd.	-	Short-term investment	19,423	370,120	3.35	652,271	None
Stock	SpringSoft, Inc.	-	Short-term investment	7,162	418,828	5.72	552,534	None
Stock	Miconas Semiconductor Holding AG	-	Short-term investment	280	398,671	-	412,973	None
Stock	UMC Group (USA)	Investee company	Long-term investment	16,438	451,046	100.00	451,046	None
Stock	United Foundry Service, Inc.	Investee company	Long-term investment	2,005	95,484	100.00	95,484	None
Stock	United Microelectronics (Europe) B.V.	Investee company	Long-term investment	9	244,869	100.00	225,833	None
Stock	UMC Capital Corporation	Investee company	Long-term investment	40,000	1,265,822	100.00	1,265,822	None
Stock	United Microelectronics Corp. (Samoa)	Investee company	Long-term investment	700	7,463	100.00	7,463	None
Stock	Fortune Venture Capital Corporation	Investee company	Long-term investment	299,994	2,280,265	99.99	2,469,350	None
Stock	Hsun Chieh Investment Co., Ltd.	Investee company	Long-term investment	1,417,294	10,622,554	99.97	25,380,421	None
Stock	United Microdisplay Optronics Corp.	Investee company	Long-term investment	104,345	659,198	83.48	659,198	None
Stock	UMCi Ltd.	Investee company	Long-term investment	657,438	20,972,846	75.05	21,083,067	None
Stock	Pacific Venture Capital Co., Ltd.	Investee company	Long-term investment	30,000	313,298	49.99	313,361	None
Stock	UMC Japan	Investee company	Long-term investment	484	9,531,141	47.48	16,672,743	None
Stock	DuPont Photomasks Taiwan Ltd.	Investee company	Long-term investment	106,621	1,069,669	45.35	1,069,592	None
Stock	Unitech Capital Inc.	Investee company	Long-term investment	21,000	757,050	42.00	757,050	None
Stock	Holtek Semiconductor Inc.	Investee company	Long-term investment	46,648	624,432	25.44	1,352,186	None
Stock	Integrated Technology Express Inc.	Investee company	Long-term investment	26,579	341,310	24.38	668,657	None
Stock	Unimicron Technology Corp.	Investee company	Long-term investment	176,706	3,214,325	21.93	4,844,737	None
Stock	Applied Component Technology Corp.	Investee company	Long-term investment	10,922	43,872	21.42	88,657	None
Stock	Novatek Microelectronics Corp.	Investee company	Long-term investment	69,147	1,285,319	20.44	6,797,445	None
Stock	Faraday Technology Corp.	Investee company	Long-term investment	42,138	729,058	19.10	3,266,615	None
Stock	Silicon Integrated Systems Corp.	Investee company	Long-term investment	216,435	5,288,088	16.18	4,994,026	None
Stock	AMIC Technology Corporation	Investee company	Long-term investment	16,200	86,722	11.83	127,735	None
Stock	MediaTek Incorporation	The Company is its supervisor	Long-term investment	71,386	1,055,237	11.13	22,632,266	None

ATTACHMENT-3 (Securities held as of December 31, 2003)

(Amount in thousand; Currency denomination in NTD unless otherwise specified)

United Microelectronics Corporation

				December 31, 2003				
Type of securities	Name of securities	Relationship	Financial statement account	Units(thousand)/bonds/ shares(thousand)	Book value	Percentage of ownership(%)	Market value/Net assets value	Shares as collateral (thousand)
Stock	AU Optronics Corp.	The Company is its director and supervisor	Long-term investment	423,700	5,991,447	9.74	17,184,007	None
Stock	United Industrial Gases Co., Ltd.	-	Long-term investment	13,185	146,250	8.27	Note	None
Stock	Subtron Technology Co., Ltd.	-	Long-term investment	11,520	172,800	5.47	Note	None
Stock	Industrial Bank of Taiwan Corp.	The Company is its major shareholder	Long-term investment	119,425	1,150,000	5.00	Note	None
Stock	Billionton Systems Inc.	The Company is its director	Long-term investment	1,739	30,948	3.05	48,654	None
Stock	Mega Financial Holding Company	The Company is its director and supervisor	Long-term investment	95,577	3,108,656	0.84	1,958,082	None
Stock	Premier Image Technology Corporation	-	Long-term investment	3,233	27,964	0.62	180,159	None
Fund	Pacific Technology Partners, L.P.	-	Long-term investment	-	282,086	-	N/A	None
Fund	Pacific United Technology, L.P.	-	Long-term investment	-	69,260	-	N/A	None
Stock-Preferred stock	Taiwan High Speed Rail Corporation	-	Long-term investment	30,000	300,000	-	N/A	None

Hsun Chieh Investment Co., Ltd.

				December 31, 2003				
Type of securities	Name of securities	Relationship	Financial statement account	Units(thousand)/bonds/ shares(thousand)	Book value	Percentage of ownership(%)	Market value/Net assets value	Shares as collateral (thousand)
Stock	Opto Tech Corporation	-	Short-term investment	10,000	100,000	1.54	97,413	None
Stock	Shanghai Fudan H Share	-	Short-term investment	7,280	35,424	1.40	24,127	None
Stock	Premier Image Technology Corp.	-	Short-term investment	2,144	120,502	0.41	119,457	None
Convertible Bonds	Gemtek Technology Co., Ltd.	-	Short-term investment	1,080	108,000	-	140,400	None
Stock	United Radiotek Incorporation	Investee company	Long-term investment	9,900	91,426	49.50	91,426	None
Stock	UCA Technology, Inc.	Investee company	Long-term investment	4,950	49,500	49.50	49,500	None
Stock	Afa Technology, Inc.	Investee company	Long-term investment	7,346	70,372	48.97	70,372	None
Stock	VistaPoint, Inc.	Investee company	Long-term investment	6,828	62,030	48.77	62,030	None
Stock	Star Semiconductor Corp.	Investee company	Long-term investment	4,739	47,022	48.48	47,022	None
Stock	Chariotek, Inc.	Investee company	Long-term investment	2,850	28,500	47.50	28,500	None
Stock	Bravotek Corporation	Investee company	Long-term investment	3,375	33,750	45.00	33,750	None
Stock	Ubit Technology, Inc.	Investee company	Long-term investment	1,990	19,900	39.80	19,900	None
Fund	UC Fund II	Investee company	Long-term investment	5,000	164,162	35.45	164,162	None
Stock	VastView Technology, Inc.	Investee company	Long-term investment	5,072	60,567	33.81	60,567	None

ATTACHMENT-3 (Securities held as of December 31, 2003)

(Amount in thousand; Currency denomination in NTD unless otherwise specified)

Hsun Chieh Investment Co., Ltd.

				December 31, 2003				
Type of securities	Name of securities	Relationship	Financial statement account	Units(thousand)/bonds/ shares(thousand)	Book value	Percentage of ownership(%)	Market value/Net assets value	Shares as collateral (thousand)
Stock	RiRa Electronics, Inc.	Investee company	Long-term investment	6,499	43,355	32.50	43,355	None
Stock	Wiseware Technology Corporation	Investee company	Long-term investment	3,750	37,500	25.00	37,500	None
Stock	Harvatek Corporation	Investee company	Long-term investment	18,686	278,527	18.84	1,026,491	None
Stock	Patentop, Ltd.	Investee company	Long-term investment	720	11,688	18.00	11,688	None
Stock	Advance Materials Corporation	Investee company	Long-term investment	14,994	166,443	15.78	166,443	None
Stock	Unimicron Technology Corp.	Investee of UMC and Hsun Chieh	Long-term investment	92,510	1,661,250	11.48	2,536,358	None
Stock	SerComm Corporation	Investee company	Long-term investment	9,070	168,827	10.46	306,716	None
Stock	Faraday Technology Corp.	Investee of UMC and Hsun Chieh	Long-term investment	12,606	1,189,700	5.72	977,277	None
Stock	AMIC Technology Corporation	Investee of UMC and Hsun Chieh	Long-term investment	7,030	55,432	5.13	55,432	None
Stock	UMC Japan	Investee of UMC and Hsun Chieh	Long-term investment	45	896,316	4.41	1,544,861	None
Stock	Holtek Semiconductor Inc.	Investee of UMC and Hsun Chieh	Long-term investment	3,949	90,710	2.15	114,466	None
Stock	Novatek Microelectronics Corp.	Investee of UMC and Hsun Chieh	Long-term investment	1,725	95,017	0.51	169,574	None
Stock	C-Com Corporation	-	Long-term investment	7,095	62,681	6.16	49,591	None
Stock	Leadtek Research, Inc.	-	Long-term investment	6,278	99,875	4.74	82,445	None
Stock	Coretronic Corporation	The Company is its director and supervisor	Long-term investment	17,095	276,192	4.46	526,909	None
Stock	King Yuan Electronics Co., Ltd.	-	Long-term investment	15,090	366,101	3.33	506,767	None
Stock	United Microelectronics Corporation	Investor company	Long-term investment	503,456	29,592,654	3.12	14,762,327	None
Stock	Princeton Technology Corporation	The Company is its director	Long-term investment	2,731	97,901	2.43	153,065	None
Stock	Largan Optoelectronics, Co., Ltd.	The Company is its director	Long-term investment	677	39,866	0.71	228,172	None
Stock	Mega Financial Holding Company	-	Long-term investment	59,539	1,882,974	0.52	1,219,783	None
Stock	Averlogic Corporation	-	Long-term investment	48	1,391	0.19	1,496	None
Stock-Preferred Stock	Broadcom Corporation	-	Long-term investment	3	7,093	-	2,960	None
Stock	Giga Solution Technology Co., Ltd.	The Company is its director	Long-term investment	8,750	105,000	19.44	Note	None
Stock	Kits On Line Technology Corp.	The Company is its director	Long-term investment	4,455	56,231	15.91	Note	None
Stock	Everglory Resource Technology Co., Ltd.	-	Long-term investment	3,700	74,000	15.14	Note	None
Stock	LighTuning Tech, Inc.	The Company is its director and supervisor	Long-term investment	1,900	24,772	15.08	Note	None
Stock	Enovation Group, Inc.	-	Long-term investment	1,148	11,809	14.34	Note	None
Stock	InComm Technologies Co., Ltd.	The Company is its director	Long-term investment	3,200	44,480	12.60	Note	None
Stock	Printech International, Inc.	The Company is its director and supervisor	Long-term investment	3,000	30,000	12.00	Note	None

ATTACHMENT-3 (Securities held as of December 31, 2003)

(Amount in thousand; Currency denomination in NTD unless otherwise specified)

Hsun Chieh Investment Co., Ltd.

				December 31, 2003				
Type of securities	Name of securities	Relationship	Financial statement account	Units(thousand)/bonds/ shares(thousand)	Book value	Percentage of ownership(%)	Market value/Net assets value	Shares as collateral (thousand)
Stock	Golden Technology Venture Capital Investment Corp.	The Company is its director	Long-term investment	8,000	80,000	10.67	Note	None
Stock	NCTU Spring I Technology Venture Capital Investment Corp.	-	Long-term investment	4,284	43,482	10.06	Note	None
Stock	ATP Electronics Taiwan, Inc.	-	Long-term investment	5,000	50,000	10.00	Note	None
Stock	RF Integration Corporation	-	Long-term investment	3,900	98,610	9.76	Note	None
Stock	Trendchip Technologies Corp.	-	Long-term investment	3,775	60,406	9.25	Note	None
Stock	Fortune Semiconductor Corporation	The Company is its director	Long-term investment	1,819	71,500	8.21	Note	None
Stock	Beyond Innovation Technology Co., Ltd.	-	Long-term investment	1,200	22,158	8.00	Note	None
Stock	Ralink Technology Corporation	-	Long-term investment	3,700	55,500	7.40	Note	None
Stock	Epitech Corporation	-	Long-term investment	5,172	94,613	6.90	Note	None
Stock	NCTU Spring Venture Capital Co., Ltd.	The Company is its director	Long-term investment	2,000	20,000	6.28	Note	None
Stock	Union Technology Corp.	-	Long-term investment	1,800	18,000	5.14	Note	None
Stock	Cosmos Technology Venture Capital Investment Corp.	The Company is its director	Long-term investment	4,000	40,000	5.03	Note	None
Stock	Parawin Venture Capital Corp.	The Company is its director	Long-term investment	5,000	50,000	5.00	Note	None
Fund	Taiwan Asia Pacific Venture Fund	-	Long-term investment	115	29,295	4.15	Note	None
Stock	IBT Venture Co.	The Company is its director and supervisor	Long-term investment	9,000	90,000	3.81	Note	None
Stock	ProSys Technology Integration, Inc.	-	Long-term investment	186	2,790	3.08	Note	None
Stock	ULTRA CHIP, Inc.	-	Long-term investment	2,000	38,000	3.01	Note	None
Stock	Subtron Technology Co., Ltd.	The Company is its director and supervisor	Long-term investment	5,616	71,280	2.67	Note	None
Stock	Sheng-Hua Venture Capital Corp.	-	Long-term investment	5,000	50,000	2.50	Note	None
Stock	Pixart Imaging, Inc.	-	Long-term investment	879	16,107	1.91	Note	None
Stock	Silicon Data International Co., Ltd.	-	Long-term investment	850	10,200	1.75	Note	None
Stock-Preferred Stock	Chip Express Corporation	-	Long-term investment	2,667	68,198	-	Note	None
Stock-Preferred Stock	Alpha and Omega Semiconductor, Inc.	-	Long-term investment	1,500	46,883	-	Note	None
Stock-Preferred Stock	Aurora System, Inc.	-	Long-term investment	550	6,355	-	Note	None
Stock-Preferred Stock	Formerica International Holding, Inc.	-	Long-term investment	2,000	30,898	-	Note	None
Stock-Preferred Stock	ForteMedia, Inc.	-	Long-term investment	4,000	108,456	-	Note	None
Stock-Preferred Stock	Linden Technologies, Inc.	-	Long-term investment	300	92,385	-	Note	None
Stock-Preferred Stock	Netlogic Microsystems, Inc.	-	Long-term investment	100	3,195	-	Note	None
Stock-Preferred Stock	Primarion, Inc.	-	Long-term investment	500	38,816	-	Note	None

ATTACHMENT-3 (Securities held as of December 31, 2003)

(Amount in thousand; Currency denomination in NTD unless otherwise specified)

Hsun Chieh Investment Co., Ltd.

				December 31, 2003				
Type of securities	Name of securities	Relationship	Financial statement account	Units(thousand)/bonds/ shares(thousand)	Book value	Percentage of ownership(%)	Market value/Net assets value	Shares as collateral (thousand)
Stock-Preferred Stock	SandCraft, Inc.	-	Long-term investment	450	4,832	-	Note	None
Stock-Preferred Stock	Triscend Corp.	-	Long-term investment	360	4,600	-	Note	None
Fund	VenGlobal Capital fund III, L.P.	-	Long-term investment	-	33,195	-	Note	None

UMC Capital Corporation

				December 31, 2003				
Type of securities	Name of securities	Relationship	Financial statement account	Units(thousand)/bonds/ shares(thousand)	Book value	Percentage of ownership(%)	Market value/Net assets value	Shares as collateral (thousand)
Stock	UMC Capital (USA)	Investee company	Long-term investment	200	USD 260	100.00	USD 260	None
Stock-Preferred Stock	Corrent Corp.	-	Long-term investment	1,732	USD 1,473	-	Note	None
Stock-Preferred Stock	MaXXan Systems, Inc.	-	Long-term investment	1,655	USD 1,000	-	Note	None
Stock-Preferred Stock	Teraburst Networks	-	Long-term investment	301	USD 2,506	-	Note	None
Stock-Preferred Stock	Virtual Silicon Technology, Inc.	-	Long-term investment	619	USD 1,000	-	Note	None
Stock-Preferred Stock	Aicent, Inc.	The Company is its director	Long-term investment	2,000	USD 1,000	-	Note	None
Stock-Preferred Stock	Spreadtrum Communications, Inc.	-	Long-term investment	1,333	USD 1,000	-	Note	None
Stock-Preferred Stock	WIS Technologies, Inc.	The Company is its director	Long-term investment	12,399	USD 2,000	-	Note	None
Stock-Preferred Stock	Silicon 7, Inc.	The Company is its director	Long-term investment	1,203	USD 4,000	-	Note	None
Stock-Preferred Stock	GCT Semiconductor, Inc.	-	Long-term investment	1,571	USD 1,000	-	Note	None
Stock-Preferred Stock	Silicon Wave, Inc.	-	Long-term investment	7,619	USD 2,667	-	Note	None
Stock-Preferred Stock	Jaalaa, Inc.	-	Long-term investment	1,429	USD 1,000	-	Note	None
Stock-Preferred Stock	Intellon Corporation	-	Long-term investment	2,685	USD 2,000	-	Note	None

Fortune Venture Capital Corporation

				December 31, 2003				
Type of securities	Name of securities	Relationship	Financial statement account	Units(thousand)/bonds/ shares(thousand)	Book value	Percentage of ownership(%)	Market value/Net assets value	Shares as collateral (thousand)
Stock	Aptos (Taiwan) Corp.	Investee company	Long-term investment	43,705	418,021	26.49	418,021	None
Stock	Davicom Semiconductor, Inc.	Investee company	Long-term investment	12,200	114,703	22.96	114,703	None
Stock	Advance Materials Corporation	Investee company	Long-term investment	12,800	142,194	13.47	142,194	None

ATTACHMENT-3 (Securities held as of December 31, 2003)

(Amount in thousand; Currency denomination in NTD unless otherwise specified)

Fortune Venture Capital Corporation

				December 31, 2003				
Type of securities	Name of securities	Relationship	Financial statement account	Units(thousand)/bonds/ shares(thousand)	Book value	Percentage of ownership(%)	Market value/Net assets value	Shares as collateral (thousand)
Stock	AMIC Technology Corporation	Investee of UMC and Fortune	Long-term investment	16,875	172,696	12.32	172,696	None
Stock	Averlogic Corporation	The Company is its director and supervisor	Long-term investment	1,174	21,154	4.62	36,585	None
Stock	C-Com Corporation	-	Long-term investment	2,571	22,716	2.23	17,972	None
Stock	United Microelectronics Corporation	Investor company	Long-term investment	18,340	171,857	0.12	537,778	None
Stock	Pixart Imaging, Inc.	The Company is its director	Long-term investment	8,223	207,004	17.88	Note	None
Stock	Thin Film Module, Inc.	The Company is its director and supervisor	Long-term investment	5,287	52,870	13.91	Note	None
Stock	Epitech Corp.	The Company is its director and supervisor	Long-term investment	8,033	108,050	10.71	Note	None
Stock	SIMPal Electronics Co. Ltd.	The Company is its director	Long-term investment	5,000	50,000	7.47	Note	None
Stock	Shin-Etsu Handotai Taiwan Co., Ltd.	The Company is its director	Long-term investment	10,500	105,000	7.00	Note	None
Fund	Iglobe Partners Fund II, L.P.	-	Long-term investment	-	42,092	6.30	N/A	None
Stock	XGI Technology, Inc.	-	Long-term investment	9,000	90,270	6.00	Note	None
Stock	Programmable Microelectronics (Taiwan) Corp.	-	Long-term investment	2,282	24,916	5.70	Note	None
Stock	LighTuning Tech, Inc.	-	Long-term investment	600	9,629	4.76	Note	None
Stock	WavePlus Technology Inc.	-	Long-term investment	1,200	30,000	4.00	Note	None
Stock	Trident Technologies, Inc.	The Company is its director and supervisor	Long-term investment	2,200	21,000	3.38	Note	None
Stock	RDC Semiconductor Co., Ltd.	-	Long-term investment	1,000	28,000	3.33	Note	None
Stock	ProSys Technology Integration, Inc.	-	Long-term investment	186	1,860	3.08	Note	None
Stock	ULTRA CHIP, Inc.	-	Long-term investment	1,200	24,000	1.80	Note	None
Stock	Aimtron Technology Inc.	-	Long-term investment	200	7,500	1.25	Note	None
Fund	Crystal Internet Venture Fund II	-	Long-term investment	-	41,757	0.99	N/A	None
Stock-Preferred Stock	Alpha and Omega Semiconductor, Inc.	-	Long-term investment	1,500	46,313	-	Note	None
Stock-Preferred Stock	Arcadia Design Systems, Inc.	-	Long-term investment	162	26,203	-	Note	None
Stock-Preferred Stock	Aurora System, Inc.	-	Long-term investment	5,133	59,317	-	Note	None
Stock-Preferred Stock	SiRF Technology Holding, Inc.	-	Long-term investment	875	119,436	-	Note	None
Stock-Preferred Stock	Triscend Corporation	-	Long-term investment	3,500	95,000	-	Note	None
Stock-Preferred Stock	Velio Communications, Inc.	-	Long-term investment	110	30,817	-	Note	None

ATTACHMENT-3 (Securities held as of December 31, 2003)

(Amount in thousand; Currency denomination in NTD unless otherwise specified)

United Microdiplay Optronics Corp.

				December 31, 2003				
Type of securities	Name of securities	Relationship	Financial statement account	Units(thousand)/bonds/ shares(thousand)	Book value	Percentage of ownership(%)	Market value/Net assets value	Shares as collateral (thousand)
Stock	Thintek Optronics Corp.	Investee company	Long-term investment	9,999	73,421	49.99	73,421	None
Stock	Bravotek Corporation	-	Long-term investment	375	3,750	5.00	N/A	None

UMC Japan

				December 31, 2003				
Type of securities	Name of securities	Relationship	Financial statement account	Units(thousand)/bonds/ shares(thousand)	Book value	Percentage of ownership(%)	Market value/Net assets value	Shares as collateral (thousand)
Bond	Morgan Stanley Repackage Bond	-	Long-term investment	-	¥2,100,000	-	N/A	None
Bond	Lehman Brothers Repackage Bond	-	Long-term investment	-	¥1,000,000	-	N/A	None
Stock	UMCi Ltd.	Investee of UMC and UMCJ	Long-term investment	-	¥4,820,850	5.14	1,443,930	None

Note : The net assets values for unlisted investees accounted for under the cost method were not available as of December 31, 2003.

ATTACHMENT-4 (Individual securities acquired or disposed of with accumulated amount exceeding the lower of NTS100 million or 20 percent of the capital stock for the year ended December 31,2003)

(Amount in thousand; Currency denomination in NTD unless otherwise specified)

United Microelectronics Corporation

Type of securities	Name of the securities	Financial statement account	Counterparty	Relationship	Beginning balance		Addition		Disposal			Gain (Loss) from disposal	Ending balance	
					Units(thousand)/bonds/ shares(thousand)	Amount	Units(thousand)/bonds/ shares(thousand)	Amount	Units(thousand)/bonds/ shares(thousand)	Amount	Cost		Units(thousand)/bonds/ shares(thousand)	Amount
Convertible bonds	King Yuan Electronics Co., Ltd.	Short-term investment	-	-	-	-	1,065	370,120	-	-	-	-	19,423	370,120
Convertible bonds	China Development Financial Holding Corporation	Short-term investment	-	-	60,000	2,052,000	-	-	60,000	2,052,000	2,052,000	-	-	-
Convertible bonds	CMC Magnetics Corporation	Short-term investment	-	-	-	-	3,000	101,461	3,000	105,053	101,461	3,592	-	-
Fund	Union Money Market Fund	Short-term investment	-	-	-	-	7,986	99,000	7,986	100,111	99,000	1,111	-	-
Stock	Chunghwa Telecom Co., Ltd.	Short-term investment	-	-	-	-	4,200	206,087	4,200	215,986	206,087	9,899	-	-
Stock	ChinaSteel Corporation	Short-term investment	-	-	-	-	5,000	121,170	5,000	131,521	121,170	10,351	-	-
Stock	Micronas Semiconductor Holding AG	Short-term investment	-	-	-	-	280	398,672	-	-	-	-	280	398,672
Stock	UMC Japan	Long-term investment	Open market	-	479	7,857,204	5	120,560	-	-	-	-	484	9,531,141
GDR and Stock	Silicon Integrated Systems Corp.	Long-term investment	Open market	-	48,483	1,267,580	167,952	4,417,285	-	-	-	-	216,435	5,288,088
Stock-Preferred Stock	Taiwan High Speed Rail Corporation	Long-term investment	Open market	-	-	-	30,000	300,000	-	-	-	-	30,000	300,000
Stock	SAMPO Corporation	Long-term investment	Open market	-	17,773	224,044	-	-	17,773	251,586	224,044	27,542	-	-
Stock	UMCi Ltd.	Long-term investment	Infineon and capitalization from cash	-	212,250	7,150,473	445,567	12,385,691	379	13,499	12,406	1,093	657,438	20,972,846
Stock	MediaTek Incorporation	Long-term investment	Open market	-	60,806	1,213,655	20,050	-	9,470	3,243,347	158,418	3,079,534	71,386	1,055,237
Stock	Novatek Microelectronics Corp.	Long-term investment	Open market	-	74,611	1,195,123	11,536	17,912	17,000	1,625,914	280,641	1,322,793	69,147	1,285,319
Stock	UMC Capital Corporation	Long-term investment	Capitalization from cash	-	30,000	1,028,460	10,000	340,650	-	-	-	-	40,000	1,265,822
Stock	United Microdisplay Optronics Corp.	Long-term investment	Capitalization from cash	-	76,499	702,501	27,846	278,463	-	-	-	-	104,345	659,198
Stock	AU Optronics Corp.	Long-term investment	Open market	-	455,276	6,759,855	22,764	-	54,340	2,446,991	768,285	1,684,975	423,700	5,991,447
Stock	TECO Corp.	Long-term investment	Open market	-	77,079	1,535,298	-	-	77,079	886,423	1,535,298	(648,875)	-	-

Hsun Chieh Investment Co., Ltd.

Type of securities	Name of the securities	Financial statement account	Counterparty	Relationship	Beginning balance		Addition		Disposal			Gain (Loss) from disposal	Ending balance	
					Bonds/ shares(thousand)	Amount	Bonds/ shares(thousand)	Amount	Bonds/ shares(thousand)	Amount	Cost		Bonds/ shares(thousand)	Amount
Convertible bonds	Gemtek Technology Co., Ltd.	Short-term investment	-	-	-	-	1,080	108,000	-	-	-	-	1,080	108,000
Stock	Premier Image Technology Corp.	Short-term investment	-	-	-	-	2,144	120,502	-	-	-	-	2,144	120,502
Stock	Opto Tech Corporation	Short-term investment	-	-	-	-	10,000	100,000	-	-	-	-	10,000	100,000
Stock	Novatek Microelectronics Corp.	Long-term investment	Open market	-	-	-	1,725	100,066	-	-	-	-	1,725	95,017
Stock	Smart Idea Holding Limited	Long-term investment	Hemingway International Limited	Investee of Unimicron	6,000	205,069	-	-	6,000	211,226	205,069	6,157	-	-
Stock	King Yuan Electronics Co., Ltd.	Long-term investment	Open market	-	1,600	70,000	13,490	296,101	-	-	-	-	15,090	366,101
Stock	Princeton Technology Corporation	Long-term investment	Open market	-	-	-	2,731	102,453	-	-	-	-	2,731	97,901
Stock	Amkor Technology, Inc.	Long-term investment	Morgan Stanley	-	218	101,696	-	-	218	69,515	101,696	(32,181)	-	-
Stock	Advanced Microelectronic Products, Inc.	Long-term investment	Open market	-	7,420	126,000	-	-	7,420	78,929	126,000	(47,071)	-	-
Stock	AMIC Technology Corporation	Long-term investment	Capitalization from cash	-	7,246	82,934	8,650	129,754	33	695	378	317	7,030	55,432
Stock	Lattice Semiconductor Corporation	Long-term investment	Open market	-	492	65,740	-	-	492	133,602	65,740	67,862	-	-
Stock	Largan Optoelectronics Co., Ltd.	Long-term investment	Open market	-	1,235	79,989	124	-	682	241,798	40,123	201,675	677	39,866

ATTACHMENT-4 (Individual securities acquired or disposed of with accumulated amount exceeding the lower of NTS100 million or 20 percent of the capital stock for the year ended December 31,2003)

(Amount in thousand; Currency denomination in NTD unless otherwise specified)

UMC Capital Corporation

Type of securities	Name of the securities	Financial statement account	Counterparty	Relationship	Beginning balance		Addition		Disposal			Gain (Loss) from disposal	Ending balance	
					Shares (thousand)	Amount	Shares (thousand)	Amount	Shares (thousand)	Amount	Cost		Shares (thousand)	Amount
Stock	Silicon 7, Inc.	Long-term investment	-	-	-	-	1,203	USD 4,000	-	-	-	-	1,203	USD 4,000

Fortune Venture Capital Corporation

Type of securities	Name of the securities	Financial statement account	Counterparty	Relationship	Beginning balance		Addition		Disposal			Gain (Loss) from disposal	Ending balance	
					Shares (thousand)	Amount	Shares (thousand)	Amount	Shares (thousand)	Amount	Cost		Shares (thousand)	Amount
Stock	Pixart Imaging, Inc.	Long-term investment	Capitalization from cash	-	6,530	105,409	1,693	101,595	-	-	-	-	8,223	207,004
Stock	Cadence Design Systems, Inc.	Long-term investment	Morgan Stanley	-	66	7,342	881	-	947	346,213	7,342	338,871	-	-

UMCi Ltd.

Type of securities	Name of the securities	Financial statement account	Counterparty	Relationship	Beginning balance		Addition		Disposal			Gain (Loss) from disposal	Ending balance	
					Bonds	Amount	Bonds	Amount	Bonds	Amount	Cost		Bonds	Amount
Convertible bonds	United Microelectronics Corporation	Short-term investment	-	-	-	-	50,000	USD 5,150	50,000	USD 5,311	USD 5,150	USD 161	-	-

UMC Japan

Type of securities	Name of the securities	Financial statement account	Counterparty	Relationship	Beginning balance		Addition		Disposal			Gain (Loss) from disposal	Ending balance	
					Bonds/ shares(thousand)	Amount	Bonds/ shares(thousand)	Amount	Bonds/ shares(thousand)	Amount	Cost		Bonds/ shares(thousand)	Amount
Bonds	Morgan Stanley Repackage Bond	Long-term investment	Open market	-	-	¥3,000,000	-	¥1,600,000	-	¥2,500,000	-	-	-	¥2,100,000
Bonds	Lehman Brothers Repackage Bond	Long-term investment	Open market	-	-	-	-	¥1,000,000	-	-	-	-	-	¥1,000,000
Convertible bonds	UMC Japan	Long-term investment	Open market	-	-	-	380	¥3,342,000	380	¥3,847,104	¥3,342,000	¥505,104	-	-
Stock	UMCi Ltd.	Long-term investment	Capitalization from cash	-	-	-	45,000	¥5,223,955	-	-	-	-	45,000	¥4,820,850

Note : Gain (loss) from disposal might include the adjustment of additional paid-in capital. The ending balance might also include other additions or deductions not shown on the above schedule, including long-term equity investment income or loss, cumulative translation adjustment, changes in long-term investment due to unproportionate changes in ownership, and unrealized loss in long-term investment, etc.

ATTACHMENT-5 (Acquisition of individual real estate with amount exceeding the lower of NT\$100 million or 20 percent of the capital stock for the year ended December 31,2003)

(Amount in thousand; Currency denomination in NTD unless otherwise specified)

United Microelectronics Corporation

Prior transaction details for related counterparty

Name of properties	Transaction date	Transaction amount	Payment status	Counterparty	Relationship	Prior owner who sold the property to the counterparty	Relationship of the prior owner with the acquirer	Date of prior transaction	Prior transaction amount	Price reference	Date of acquisition and status of utilization	Other commitments
UMC Recreation Center (Buildings)	2003.03.04	153,049	Paid	Yi Shin Construction Corp. Hua He Construction Consulting Corp. Fujitec Taiwan Co., Ltd.	-	-	-	-	-	Cost	2003.03.04	

ATTACHMENT-6 (Disposal of individual real estate with amount exceeding the lower of NT\$100 million or 20 percent of the capital stock for the year ended December 31,2003)

(Amount in thousand; Currency denomination in NTD unless otherwise specified)

United Microelectronics Corporation

<u>Names of properties</u>	<u>Date of transaction</u>	<u>Date of original acquisition</u>	<u>Book value</u>	<u>Transaction amount</u>	<u>Collecting status</u>	<u>Gain (Loss) from disposal</u>	<u>Counterparty</u>	<u>Relationship</u>	<u>Reason of disposal</u>	<u>Price reference</u>	<u>Other commitments</u>
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None

ATTACHMENT-7(Related party transactions for purchases and sales amounts exceeding the lower of NT\$100 million or 20 percent of the capital stock for the year ended December 31, 2003)

(Amount in thousand; Currency denomination in NTD unless otherwise specified)

United Microelectronics Corporation

Related party	Relationship	Transactions				Transaction details for non-arm's length transaction		Notes & accounts receivable (payable)		
		Purchases (Sales)	Amount	Percentage of total purchases (sales) (%)	Term	Unit price	Term	Balance	Percentage of total receivables (%)	Note
UMC Group (USA)	Investee company	Sales	35,062,132	41.32	45days	N/A	N/A	4,366,183	29.73	
United Microelectronics (Europe) B.V.	Investee company	Sales	6,447,584	7.60	45days	N/A	N/A	1,406,079	9.57	
UMC Japan	Investee company	Sales	223,160	0.26	45days	N/A	N/A	11,210	0.08	
UMCi Ltd.	Investee company	Sales	231,480	0.27	45days	N/A	N/A	12,790	0.09	
Silicon 7, Inc.	Subsidiary is its director	Sales	386,696	0.46	45days	N/A	N/A	97,120	0.66	
Integrated Technology Express Inc.	Investee company	Sales	498,255	0.59	45days	N/A	N/A	108,749	0.74	
Holtek Semiconductor Inc.	Investee company	Sales	626,107	0.74	45days	N/A	N/A	184,876	1.26	
Novatek Microelectronics Corp.	Investee company	Sales	3,789,267	4.47	45days	N/A	N/A	1,054,925	7.18	
Faraday Technology Corp.	Investee company	Sales	1,147,971	1.35	45days	N/A	N/A	219,088	1.49	
AMIC Technology Corp.	Investee company	Sales	610,796	0.72	45days	N/A	N/A	67,512	0.46	
Silicon Integrated Systems Corp.	Investee company	Sales	397,134	0.47	45days	N/A	N/A	-	-	
MediaTek Incorporation	The Company is its supervisor	Sales	8,185,306	9.65	45days	N/A	N/A	1,713,842	11.67	
Fortune Semiconductor Corp.	Subsidiary is its director	Sales	238,178	0.28	45days	N/A	N/A	25,528	0.17	
Pixart Imaging, Inc.	Subsidiary is its director	Sales	558,487	0.66	45days	N/A	N/A	117,300	0.80	
Princeton Technology Corporation	Subsidiary is its director	Sales	263,049	0.31	45days	N/A	N/A	57,935	0.39	
Shin - Etsu Handotai Taiwan Co., Ltd.	Subsidiary is its director	Purchases	2,698,980	14.59	60~90days	N/A	N/A	754,354	18.33	

UMC Group (USA)

Related party	Relationship	Transactions				Transaction details for non-arm's length transaction		Notes & accounts receivable (payable)		
		Purchases (Sales)	Amount	Percentage of total purchases (sales) (%)	Term	Unit price	Term	Balance	Percentage of total receivables (%)	Note
United Microelectronics Corporation	Investor company	Purchases	USD 1,017,972	100.00	Net 45 Days	N/A	N/A	USD 128,839	99.98	

ATTACHMENT-8(Receivables from related parties with amounts exceeding the lower of NT\$100 million or 20 percent of the capital stock as of December 31, 2003)

(Amount in thousand; Currency denomination in NTD unless otherwise specified)

United Microelectronics Corporation

Related party	Relationship	Ending balance				Turnover rate (times)	Overdue receivables		Amount received in subsequent period	Allowance for doubtful accounts
		Notes receivable	Accounts receivable	Other receivables	Total		Amount	Collecting status		
UMC Group (USA)	Investee company	-	4,366,183	-	4,366,183	9.17	-	Credit Collecting	887,274	43,749
United Microelectronics (Europe) B.V.	Investee company	-	1,406,079	-	1,406,079	6.62	-	Credit Collecting	-	14,090
Integrated Technology Express Inc.	Investee company	-	108,749	674	109,423	4.35	674	Credit Collecting	-	1,102
Holtek Semiconductor Inc.	Investee company	101,203	83,673	-	184,876	3.32	-	Credit Collecting	-	837
Novatek Microelectronics Corp.	Investee company	-	1,054,925	337	1,055,262	5.05	388,407	Credit Collecting	388,704	14,424
Faraday Technology Corp.	Investee company	-	219,088	-	219,088	5.45	106	Credit Collecting	-	2,195
MediaTek Incorporation	The Company is its supervisor	-	1,713,842	-	1,713,842	5.20	42,527	Credit Collecting	-	17,587
Pixart Imaging, Inc.	Subsidiary is its director	-	117,300	-	117,300	6.82	-	Credit Collecting	-	1,175

ATTACHMENT-9(Names, locations and related information of investee companies as of December 31, 2003)

(Amount in thousand; Currency denomination in NTD unless otherwise specified)

United Microelectronics Corporation

Investee company	Address	Main businesses and products	Initial Investment		Investment as of Dec. 31, 2003			Net income (loss) of investee company	Investment income (loss) recognized	Note
			Ending balance	Beginning balance	Shares (thousand)	Percentage of ownership(%)	Book value			
UMC Group (USA)	Sunnyvale, California, USA	IC Sales	USD16,438	USD16,438	16,438	100.00	451,046	USD(245)	(17,344)	
United Foundry Service, Inc.	Sunnyvale, California, USA	Supervising and monitoring group projects	USD2,005	USD2,005	2,005	100.00	95,484	USD187	6,419	
UMC Capital Corporation	Cayman, Cayman Islands	Investment holding	USD40,000	USD30,000	40,000	100.00	1,265,822	USD(2,304)	(79,278)	
United Microelectronics Corp. (Samoa)	Apia, Samoa	Investment holding	USD700	USD500	700	100.00	7,463	USD(172)	(5,932)	
United Microelectronics (Europe) B.V.	The Netherlands	IC Sales	USD5,421	USD5,421	9	100.00	244,869	USD238	37,751	
Fortune Venture Capital Corporation	Taipei, Taiwan	Consulting and planning for investment in new business	2,999,940	2,999,940	299,994	99.99	2,280,265	(267,008)	(266,734)	
Hsun Chieh Investment Co., Ltd.	Taipei, Taiwan	Investment holding	14,172,940	14,172,940	1,417,294	99.97	10,622,554	(730,570)	(730,177)	
United Microdisplay Optronics Corporation	Science Park, Hsin-Chu	Sales and manufacturing of LCOS	1,043,453	764,990	104,345	83.48	659,198	(386,799)	(327,298)	
UMCi Ltd.	Singapore	Sales and manufacturing of integrated circuits	USD640,563	USD212,250	657,438	75.05	20,972,846	USD(34,975)	(679,281)	
Pacific Venture Capital Co., Ltd.	Taipei, Taiwan	Venture capital consultation	300,000	300,000	30,000	49.99	313,298	(5,948)	(2,972)	
UMC Japan	Chiba, Japan	Sales and manufacturing of integrated circuits	¥20,537,634	¥20,126,316	484	47.48	9,531,141	¥2,058,911	845,942	
DuPont Photomasks Taiwan Ltd.	Science Park, Hsin-Chu	Manufacturing of photomasks	773,795	773,795	106,621	45.35	1,069,669	(149,598)	(71,878)	
Unitech Capital Inc.	British Virgin Islands	Investment holding	USD21,000	USD21,000	21,000	42.00	757,050	USD3,079	44,510	
Holtek Semiconductor Inc.	Science Park, Hsin-Chu	IC design production and sales	357,628	357,628	46,648	25.44	624,432	482,627	112,135	
Integrated Technology Express, Inc.	Science Park, Hsin-Chu	Sales and manufacturing of integrated circuits	205,025	205,025	26,579	24.38	341,310	224,774	53,062	
Unimicron Technology Corp.	Taoyuan, Taiwan	PCB production	2,592,013	2,592,013	176,706	21.93	3,214,325	1,118,197	219,441	
Applied Component Technology Corp.	Taipei, Taiwan	IC production sales	44,604	49,284	10,922	21.42	43,872	(151,666)	(33,265)	
Novatek Microelectronics Corp.	Science Park, Hsin-Chu	Sales and manufacturing of integrated circuits	155,941	138,030	69,147	20.44	1,285,319	2,125,668	491,122	
Faraday Technology Corp.	Science Park, Hsin-Chu	ASIC design and production	81,032	81,032	42,138	19.10	729,058	1,024,262	195,787	
Silicon Integrated Systems Corp.	Science Park, Hsin-Chu	Sales and manufacturing of integrated circuits	5,684,865	1,267,580	216,435	16.18	5,288,088	204,211	(464,555)	
AMIC Technology Corporation	Science Park, Hsin-Chu	IC design, production and sales	135,000	135,000	16,200	11.83	86,722	128,375	25,143	

ATTACHMENT-9(Names, locations and related information of investee companies as of December 31, 2003)

(Amount in thousand; Currency denomination in NTD unless otherwise specified)

UMC Japan

Investee company	Address	Main businesses and products	Initial Investment		Investment as of Dec. 31, 2003			Net income (loss) of investee company	Investment income (loss) recognized	Note
			Ending balance	Beginning balance	Shares (thousand)	Percentage of ownership(%)	Book value			
UMCi Ltd.	Singapore	Sales and manufacturing of integrated circuits	¥4,820,850	-	45,000	5.14	¥4,820,850	USD(34,975)	-	