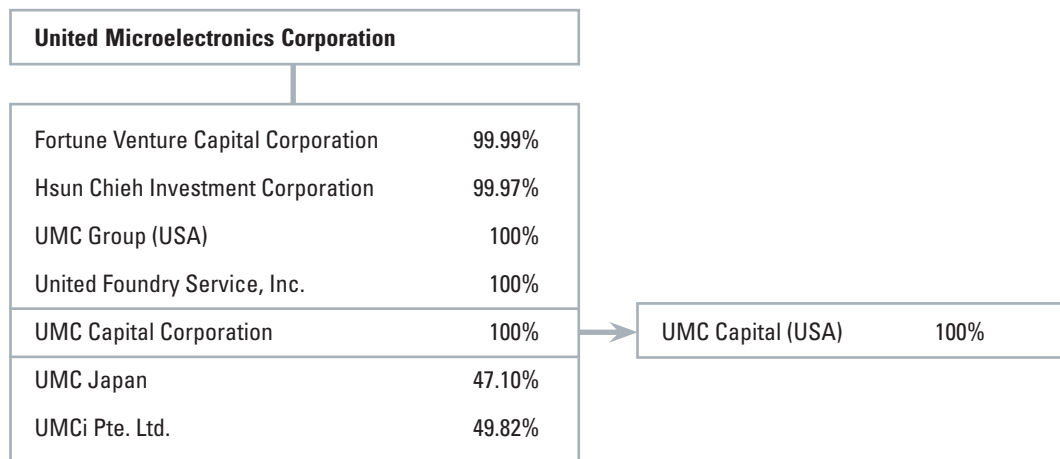


# **SPECIAL DISCLOSURES**

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## Summary of Affiliated Enterprises

### Organization Chart



### Basic Data of Affiliated Enterprises

In Thousand NTD

Name of Corporation	Date of Establishment	Address	Outstanding Capital	Major Business/ Production Items
Fortune Venture Capital Corporation	1993.9.21	2Fl., No. 76, Sec. 2, Tunhwa S. Rd., Taipei, Taiwan 106, R.O.C.	3,000,000	Consulting and planning for investment in new business
Hsun Chieh Investment Corporation	2000.1.12	2Fl., No. 76, Sec. 2, Tunhwa S. Rd., Taipei, Taiwan 106, R.O.C.	14,177,110	Investment
UMC Group (USA)	1997.8.11	488 DeGuigne Drive Sunnyvale, CA 94085, USA	559 US\$ 16,000	IC sales
UMC Japan	1984.5.15	No.1580, Yamamoto, Tateyama-City, Chiba, Japan	7,125,937 ¥ 26,920,806,000	IC foundry business
United Foundry Service, Inc.	1996.7.29	488 DeGuigne Drive Sunnyvale, CA 94085, USA	70 US\$ 2,005	Supervising and monitoring group project
UMC Capital Corporation	2001.1.16	P.O. Box 1034GT, Grand Cayman, Cayman Islands	349,400 US\$ 10,000,000	Investment
UMC Capital (USA)	2001.2.13	488 DeGuigne Drive Sunnyvale, CA 94085, USA	7 US\$ 200	Investment
UMCi Pte. Ltd.	2001.1.18	6 Temasek Boulevard, #26-01 Suntec Tower Four, Singapore 038986	14,884 US\$ 426,000	IC foundry business

Note USD:NTD = 1:34.94 JPY:NTD = 1:0.2647

### Data of Common Stockholders of Treated-as Controlled Companies and Affiliates

None.

### Business of United Microelectronics Corporation (UMC) and its Affiliated Enterprises

The business of UMC and its affiliated enterprises covers investment industry, manufacturing industry, trade industry, electronics industry, and semiconductor wafers manufacturing, etc.

### Directors, Supervisors and Presidents of Affiliated Enterprises

Name of Corporation	Title	Name or Representative	Shares	Percentage
Fortune Venture Capital Corporation	Chairman	United Microelectronics Corp. Representative: Robert H.C. Tsao	299,994,000 0	99.99% 0.00%
	Director	United Microelectronics Corp. Representative: John Hsuan	299,994,000 0	99.99% 0.00%
	Director	United Microelectronics Corp. Representative: Hsin-Chien Tuan	299,994,000 0	99.99% 0.00%
	Director	United Microelectronics Corp. Representative: Stan Hung	299,994,000 0	99.99% 0.00%
	Director	Ming-Kai Tsai	1,000	0.00%
	Supervisor	United Microelectronics Corp. Representative: Tzyy-Jang Tseng	299,994,000 0	99.99% 0.00%
Hsun Chieh Investment Corporation	Chairman	United Microelectronics Corp. Representative: Robert H.C. Tsao	1,417,294,000 0	99.97% 0.00%
	Director	United Microelectronics Corp. Representative: John Hsuan	1,417,294,000 0	99.97% 0.00%
	Director	United Microelectronics Corp. Representative: Ing-Dar Liu	1,417,294,000 0	99.97% 0.00%
	Supervisor	United Microelectronics Corp. Representative: Stan Hung	1,417,294,000 0	99.97% 0.00%
UMC Group (USA)	President	Henry Liu	0	0.00%
	Director	Peter J. Courture	0	0.00%
	Director	Tony Yu	0	0.00%
UMC Japan	Chairman	Robert H.C. Tsao	0	0.00%
	President and Director	Yukio Sakamoto	200	0.08%
	Director	John Hsuan	0	0.00%
	Director	Peter Chang	0	0.00%
	Director	Hong-Jen Wu	0	0.00%
	Director	Stan Hung	0	0.00%
	Director	Gary Hong	0	0.00%
	Director	Henry Liu	212	0.08%
	Director	Jenn Tsao	0	0.00%
	Director	Semi Wang	177	0.07%
	Director	Wei Chung Lian	25	0.01%
	Director	Keiichi Hamazaki	283	0.11%
	Supervisor	Kuo Yun Kuo	95	0.04%
	Supervisor	Tsing-Yuan Hwang	0	0.00%
Supervisor	Eiichi Arakawa	43	0.02%	

Continued on next page

**Directors, Supervisors and Presidents of Affiliated Enterprises (Continued)**

Name of Corporation	Title	Name or Representative	Shares	Percentage
United Foundry Service, Inc.	Director and President	Peter J. Courture	0	0.00%
UMC Capital Corporation	Director	United Microelectronics Corp. Representative: Robert H.C. Tsao	10,000,000 0	100.00% 0.00%
UMC Capital (USA)	Director and President	Peter J. Courture	0	0.00%
	Director	Stan Hung	0	0.00%
UMCi Pte. Ltd.	Chairman	Robert H.C. Tsao	4,500,010	1.06%
	Director	John Hsuan	1,687,510	0.40%
	Director	Peter Chang	562,500	0.13%
	Director and President	Chris Chi	562,500	0.13%
	Director	Liow Voon Kheong	0	0.00%
	Director	Loh Kin Wah	0	0.00%
	Director	Werner Eugen Mohr	0	0.00%

**Summarized Operation Results of Affiliated Enterprises**

In Thousand NTD

Name of Corporation	Capital	Total Assets	Total Liabilities	Net Worth	Net Operating Revenues	Operating Income (Loss)	Net Income (Loss)	Earnings
								(Loss) Per Share (NTD)
Fortune Venture Capital Corporation	3,000,000	3,526,090	16,652	3,509,438	384,514	(264,704)	(271,185)	(0.90)
Hsun Chieh Investment Corporation	14,177,110	31,153,054	63,401	31,089,653	941,267	216,836	151,506	0.11
UMC Group (USA)	559	5,473,526	4,873,816	599,710	28,644,476	(144,861)	(116,630)	(7.10)
UMC Japan	7,125,937	25,035,198	8,399,096	16,636,102	4,483,663	(1,046,036)	(805,852)	(3,241)
United Foundry Service, Inc.	70	89,807	2,737	87,070	151,148	10,698	11,154	5.59
UMC Capital Corporation	349,400	348,400	315	348,085	3,054	(1,315)	(1,315)	(0.13)
UMC Capital (USA)	7	7,253	78	7,175	4,029	253	187	0.94
UMCi Pte. Ltd.	14,884	15,247,468	392,027	14,855,441	0	(178,059)	(28,999)	(0.07)

Note USD:NTD = 1:34.94 JPY:NTD = 1:0.2647

## Status of Internal Control

### Statement of Internal Control

The self-assessment of UMC's internal control was conducted for the year ended December 31, 2001 based on UMC's internal control system. The results are described as follows:

1. UMC acknowledges that the Board of Directors and the management are responsible for establishing, executing and maintaining a sufficient internal control system, which has been already set up. The purposes of the internal control system are to provide a reasonable assurance of achieving the goals of efficiency and effectiveness of the operations, such as profitability, performance and the safeguard of the assets, the reliability of the financial reports and the compliance with the applicable laws and regulations.
2. The internal control system has its inherent constraints, and it could only provide reasonable assurance of achieving the three goals mentioned above no matter how well it has been designed. The effectiveness of the internal control system could be changed due to changes of the environment and the situations. UMC has established an internal control system with the function of self-monitoring which could undertake corrective actions whenever a shortcoming is identified.
3. UMC's assessment of the effectiveness of the design and execution of the internal control system is based on the execution points (the Points). The Points are covered by the guidelines of establishing the public company's internal control system issued by the Securities and Futures Commission of the Ministry of Finance, which specify the judgement items for evaluating the effectiveness of internal control.

The internal control is divided into five components, based on the process of management control, according to the judgement points for internal control employed by the Items, such as: (a) Control Environment, (b) Risk Assessments, (c) Control Activities, (d) Information and Communication, and (e) Monitoring. Each component consists of certain items, which could be referred to the Items as described.

4. UMC has employed the judgement items mentioned above to evaluate the effectiveness of the design and execution of the internal control system.
5. UMC believes that the effectiveness of the design and execution of its internal control system during the above mentioned assessment period provides reasonable assurance of achieving the goals of the efficiency and effectiveness of operations, the reliability of financial reports and the compliance with applicable laws and regulations.
6. The Statement of Internal Control will be an integral part of UMC's annual report and prospectus that are open to the public, and within which any illegal acts, such as misstatement or concealment, would subject to the legal liabilities of Code 20, Code 32, Code 171 and Code 174 of the Securities Exchange Laws.
7. UMC's Board of Directors has approved the Statement of Internal Control (the Statement) on March 14, 2002. Eleven directors attended and agreed with the content of the Statement.

UMC Chairman



UMC President



March 14th, 2002

**The Company had not been requested to have an accountant audit the internal control system, therefore the Company was not required to disclose the accountant's independent audit report.**

### **Directors' or Supervisors' Objections on the Important Resolution of Board Meeting**

None

### **Issuance of Private Placement Securities**

None

### **Acquisition or Disposal of UMC Shares by Subsidiaries**

In Thousand NTD

	Fortune Venture Capital Corporation		Hsun Chieh Investment Corporation	
	2001	2002	2001	2002
Paid-in Capital	3,000,000		14,177,110	
Source of Capital	New shares for cash		Merger	
Holding % by the Company	99.99		99.97	
Acquisition or Disposal Date	2001	2002	2001	2002
Acquisition Shares and Amount	1,999,999 (Note 1)	0	54,901,185 (Note 2)	0
Disposal Shares and Amount	0	0	0	0
Profit/Loss	0	0	0	0
Shares and Amount, as of Annual Report Printing Date	Share: 15,333,332 Amount: 171,857	Share: 15,333,332 Amount: 171,857	Share: 420,909,090 Amount: 29,592,654	Share: 420,909,090 Amount: 29,592,654
Pledged as Collateral	—	—	—	—
Endorsements and Guarantees Provided by the Company to Subsidiaries	—	—	—	—
Loans Provided by the Company to Subsidiaries	—	—	—	—

**Note** 1. 1,999,999 shares of stock dividend distributed in 2001.

2. 54,901,185 shares of stock dividend distributed in 2001.

3. Data represented for 2002 is reflected up until Mar. 26th, 2002.

### **Other Necessary Supplement**

None

### **Other Disclosures**

Disclosures of events which may have significant influence on stockholders' equity or stock price, in compliance with Item 2, Paragraph 2 of Article 36 of the Securities and Exchange Law.

(a) At the annual stockholders' meeting on May 30th, 2001, directors were elected for a three-year term: more than one-third of directors were changed.

(b) At the first board meeting of the eighth-term on June 6th, 2001, Director Robert H. C. Tsao was elected as Chairman of UMC.



