



United Microelectronics Corporation

2012 Regular Shareholder Meeting

Meeting Minutes

Date: June 12, 2012

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United Microelectronics Corporation 2012 Regular Shareholder Meeting Agenda

Time: Tuesday, June 12, 2012 9:00 am

Location: UMC's Fab 8S Conference Hall, No.16, Creation Rd. 1, Hsinchu Science Park

Attendants: All shareholders and their proxy holders, representing 10,304,406,168 shares (among them, 4,482,075,726 shares voted via electronic transmission), or 81.64% of the total 12,621,554,428 outstanding shares

Chairperson: Stan Hung, Chairman

Minute Recorder: Philip Lien

I. Chairman announced commencement.

II. Chairman's Address (**omitted**)

III. Status Reports:

(1) 2011 business operations

Acknowledged

(2) Audit Committee's report on review of 2011 audited financial reports

Acknowledged

(3) Acquisition or disposal of assets with related parties in 2011

Acknowledged

(4) Acquisition of shares of Best Elite International Limited, the holding company of Hejian

Acknowledged

(5) The issuance of Corporate Bonds

Acknowledged

IV. Approval Items

(1) 2011 Annual Business Report and financial statements

1. The Company's 2011 Annual Business Report and financial statements have been approved by the 20th meeting of the Board of Directors, 11th term, and reviewed by the Audit Committee. The Audit Committee's report was issued accordingly.
2. Please refer to the 2011 Annual Business Report (Attachment 1) and UMC's website (www.umc.com) for financial statements.
3. It is proposed to approve the 2011 Annual Business Report and financial statements.

Resolution: The proposal has been unanimously approved by present shareholders after Chairman solicited shareholders' opinions.

Voting Result: 10,304,350,255 shares were represented at the time of voting (among them, 4,482,075,726 shares voted via electronic transmission), 8,218,585,532 shares voted for the proposal (among them, 2,814,496,675



shares voted via electronic transmission); 1,422,884 shares voted against the proposal (among them, 1,422,884 shares voted via electronic transmission).

(2) 2011 Surplus Earnings Distribution Chart

1. The Company's 2011 Surplus Earnings Distribution Chart has been approved by the 20th meeting of the board of directors, 11th term, and reviewed by the Audit Committee. The Audit Committee's report was issued accordingly.
2. Please refer to the 2011 Surplus Earnings Distribution Chart (Attachment 3).
3. It is proposed to approve the 2011 Surplus Earnings Distribution Chart.

Resolution: The proposal has been unanimously approved by present shareholders after Chairman solicited shareholders' opinions.

Voting Result: 10,304,350,255 shares were represented at the time of voting (among them, 4,482,075,726 shares voted via electronic transmission), 8,251,213,590 shares voted for the proposal (among them, 2,847,124,733 shares voted via electronic transmission); 15,573,031 shares voted against the proposal (among them, 15,573,031 shares voted via electronic transmission).

V. Election Item

To elect the Company's 12th term of Directors

1. The Company to elect the 12th term of Directors in 2012 regular shareholders' meeting. The term for elected Directors is three years, starting from June 12th, 2012 to June 11th, 2015.
2. The Company to establish ROC Audit Committee pursuant to the ROC Securities and Exchange Act to replace the supervisors. The ROC Audit Committee is composed of all independent directors.

Election Results: Please refer to attachment 4 for the list of Directors elected based on Article 12 of Article of Incorporation.

VI. Discussion Items

(1) To release the newly elected directors from non-competition restrictions

1. According to Article 209, Company Law, if directors' activities for personal or others' interests are related to the Company's business scope, directors shall explain the content of their activities and ask the approval from shareholders at the meeting.
2. The Company's director has invested, managed or has been a director for companies of which business scope is similar to the Company's. It will be proposed to release such directors from non-competition restrictions.
3. Propose to approve the Company's director, Chung Laung Liu, to act as the director of Macronix International Co., Ltd. and the independent director of Powerchip Technology Corporation, and to release Director Liu from non-competition

restrictions.

Resolution: The proposal has been unanimously approved by present shareholders after Chairman solicited shareholders' opinions.

Voting Result: 10,304,406,168 shares were represented at the time of voting (among them, 4,482,075,726 shares voted via electronic transmission), 8,000,136,310 shares voted for the proposal (among them, 2,596,047,453 shares voted via electronic transmission); 267,995,186 shares voted against the proposal (among them, 267,995,186 shares voted via electronic transmission).

(2) To amend the Company's "Acquisition or Disposal of Assets Procedure"

1. The amendment is based on the Regulations Governing the Acquisition and Disposal of Assets by Public Companies promulgated by SFB on February 13, 2012 (Ref. 1010004588).
2. The table below compares the Original Articles and Amended Articles:

Article No.	Original Article (or portion thereof)	Amended Article (or portion thereof)
5	<p>(.....)</p> <p>4) Assets acquired or disposed through merger, spin-off, acquisition or transfer of shares shall be carried out in accordance with section III of the Procedure.</p> <p>(.....)</p>	<p>(.....)</p> <p>4) <u>Related party transactions</u>, assets acquired or disposed through merger, spin-off, acquisition or transfer of shares shall be carried out in accordance with section <u>II and III</u> of the Procedure.</p> <p>(.....)</p>
6	<p>Evaluating procedure for the acquisition and disposal of assets:</p> <p>1) Marketable securities: When the Company acquires or disposes of marketable securities, the target company's recent audited financial reports shall be procured as the reference of evaluation of the transaction price, and the transaction price will be determined as follows:</p> <p>(.....)</p> <p>A public company acquiring or disposing of securities shall first obtain financial statements of the issuing company for the most recent period, certified or reviewed by a certified public accountant, for reference in appraising the transaction price, and if the dollar amount of the transaction is 20 percent of the company's paid-in capital or NT\$300 million or more, the company shall also engage a certified public accountant to provide an opinion regarding the reasonableness of the transaction price. This requirement does not apply, however, to publicly quoted prices of securities that have an active market, or where otherwise</p>	<p>Evaluating procedure for the acquisition and disposal of assets:</p> <p>1) Marketable securities: When the Company acquires or disposes of marketable securities, the target company's recent audited financial reports shall, <u>prior to the date of occurrence of the event</u>, be procured as the reference of evaluation of the transaction price, and the transaction price will be determined as follows:</p> <p>(.....)</p> <p>A public company acquiring or disposing of securities shall first, <u>prior to the date of the event occurrence</u>, obtain financial statements of the issuing company for the most recent period, certified or reviewed by a certified public accountant, for reference in appraising the transaction price, and if the dollar amount of the transaction is 20 percent of the company's paid-in capital or NT\$300 million or more, the company shall also engage a certified public accountant <u>prior to the date of the event occurrence</u> to provide an opinion regarding the reasonableness of the transaction price. <u>If</u></p>

<p>provided by regulations of the Executive Yuan's Financial Supervisory Commission ("FSC"), including</p> <p>(.....)</p> <p>2) Real estate or other fixed assets: When the Company acquires or disposes of real estate or other fixed assets, except for dealing with government, contract to construction on land owed by the Company or land leased from other party, equipment for business operation acquired or disposed of, with the transaction amount exceeding either twenty percent of Company's paid-in capital or NT\$300,000,000, an appraisal report shall first be obtained, and the transaction shall be conducted in accordance with the following:</p> <p>(.....).</p> <p>C. If the appraisal report meets any of the following criteria, the certified public accountant's fairness opinion on the difference and the reasonableness of price shall be obtained and the Company shall consult with certified public accountant to take measures in accordance with No.20 of the General Accepted Accounting Principles of the ROC Accounting Research Institute Regulation.</p> <p>(.....)</p> <p>D. <u>If the price evaluation is conducted before the contract is concluded, the date when the appraisal report is produced and when the contract is concluded shall not lapse more than three months.</u></p> <p>3) Membership certificates or intangible assets: Relevant information shall be collected for pricing comparison or negotiation in acquiring or disposing membership certificates. In acquiring or disposing of intangible assets, relevant price information shall be collected, and relevant regulations and contract content carefully evaluated before the transaction price is determined. When the Company acquires or disposes of membership certificate or intangible assets with the transaction price exceeds either twenty percent of Company's paid-in capital or NT\$300,000,000, the Company shall <u>consult with a certified public accountant and</u> the public accountant shall take measures in accordance with No.20 of the General Accepted Accounting Principles of the ROC Accounting Research Institute Regulation.</p> <p>4) Assets acquired or disposed of through merger, spin-off, acquisition, or transfer of shares shall be carried out in accordance with Section III of the Procedure.</p>	<p><u>the CPA needs to use the report of an expert as evidence, the CPA shall do so in accordance with No.20 of the General Accepted Accounting Principles of the ROC Accounting Research Institute Regulation.</u></p> <p>This requirement does not apply, however, to publicly quoted prices of securities that have an active market, or where otherwise provided by regulations of the Executive Yuan's Financial Supervisory Commission ("FSC"), including</p> <p>(.....)</p> <p>2) Real estate or other fixed assets: When the Company acquires or disposes of real estate or other fixed assets, except for dealing with government, contract to construction on land owed by the Company or land leased from other party, equipment for business operation acquired or disposed of, with the transaction amount exceeding either twenty percent of Company's paid-in capital or NT\$300,000,000, an appraisal report shall first be obtained <u>prior to the date of the event occurrence</u> and the transaction shall be conducted in accordance with the following:</p> <p>(.....)</p> <p>C. If the appraisal report meets any of the following criteria, <u>except when all the appraisal results for the assets to be acquired are higher than the transaction amount, or all the appraisal results for the assets to be disposed of are lower than the transaction amount,</u> the certified public accountant's fairness opinion on the difference and the reasonableness of price shall be obtained and the Company shall consult with certified public accountant to take measures in accordance with No.20 of the General Accepted Accounting Principles of the ROC Accounting Research Institute Regulation.</p> <p>(.....)</p> <p>D. <u>No more than 3 months may elapse between the date of the appraisal report issued by a professional appraiser and the contract execution date; provided, where the publicly announced current value for the same period is used and not more than 6 months have elapsed, an opinion may still be issued by the original professional appraiser.</u></p> <p>3) Membership certificates or intangible assets: Relevant information shall be collected for pricing comparison or negotiation in acquiring or disposing membership certificates. In acquiring or disposing of</p>
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	<p>5) Acquisition or disposal of assets other than the assets mentioned above shall be effected through price inquiry, price comparison, price negotiation, or public bidding, and reference shall be made to the public announcement of present value, price of real estate in the neighborhood.</p>	<p>intangible assets, relevant price information shall be collected, and relevant regulations and contract content carefully evaluated before the transaction price is determined. When the Company acquires or disposes of membership certificates or intangible assets with the transaction price exceeding either twenty percent of Company's paid-in capital or NT\$300,000,000, the Company shall <u>engage a certified public accountant prior to the date of the event occurrence to render an opinion on the reasonableness of the transaction price;</u> the public accountant shall take measures in accordance with No.20 of the General Accepted Accounting Principles of the ROC Accounting Research Institute Regulation.</p> <p>4) <u>The calculation of the transaction amounts referred to in the preceding three subparagraphs shall be done in accordance with Article 9, paragraph 2 herein, and "within the preceding year" as used herein refers to the year preceding the date of the current transaction occurrence. Items for which an appraisal report from a professional appraiser or a CPA's opinion has been obtained need not be counted toward the transaction amount.</u></p> <p>5) Assets acquired or disposed of through merger, spin-off, acquisition, or transfer of shares shall be carried out in accordance with Section III of the Procedure.</p> <p>6) Acquisition or disposal of assets other than the assets mentioned above shall be effected through price inquiry, price comparison, price negotiation, or public bidding, and reference shall be made to the public announcement of present value, price of real estate in the neighborhood.</p>
<p>9</p>	<p>When the Company acquires or disposes of assets, the related information must be disclosed and reported to Market Observation Post System website designated by the FSC within 2 days <u>from the date of the event</u>, if the following situation occurs:</p> <ol style="list-style-type: none"> 1) <u>Acquiring real estate from related party.</u> 2) <u>Investing in China.</u> 3) Merger, spin-off, acquisition or transfer of shares. 4) The transaction losses derived from derivatives reaches the upper limit set forth in the Financial Derivatives Transaction Procedure for all or any individual contract. 5) <u>Any transaction where the amount reaches 20% of the paid-in capital or NT\$ 300,000,000 other than the transaction mentioned in the preceding four section except the following:</u> 	<p>When the Company acquires or disposes of assets, the related information must be disclosed and reported to Market Observation Post System website designated by the FSC within 2 days <u>commencing immediately from the date of the event occurrence</u>, if the following situation occurs:</p> <ol style="list-style-type: none"> 1) <u>Acquisition or disposal of real property from or to a related party, or acquisition or disposal of assets other than real property from or to a related party where the transaction amount reaches 20 percent or more of paid-in capital, 10 percent or more of the company's total assets, or NT\$300 million or more; provided, this shall not apply to trading of government bonds or bonds under repurchase and resale agreements.</u> 2) Merger, spin-off, acquisition or transfer of shares.

	<p>(.....)</p> <p>E. Acquiring the fixed assets through <u>self-construction</u>, cooperative construction for the distribution of houses, cooperative construction for the distribution of shares, cooperative construction for sale and the transaction amount not exceeding NT\$ 500,000,000.</p> <p>(.....)</p> <p>The one-year period mentioned in the <u>second section</u> shall be calculated as one year before the occurrence of event of transaction. The part already disclosed according to the Procedure shall not be calculated.</p> <p>(.....)</p>	<p>3) The transaction losses derived from derivatives reaches the upper limit set forth in the Financial Derivatives Transaction Procedure for all or any individual contract.</p> <p>4) <u>Where an asset transaction other than any of those referred to in the preceding three subparagraphs, or an investment in the mainland China area reaches 20 percent or more of paid-in capital or NT\$300 million; provided, this shall not apply to the following circumstances:</u></p> <p>(.....)</p> <p>E. Acquiring fixed assets through <u>engaging others to build on the company's own land, engaging others to build on rented land</u>, cooperative construction for the distribution of houses, cooperative construction for the distribution of shares, cooperative construction for sale and the transaction amount not exceeding NT\$ 500,000,000.</p> <p>(.....)</p> <p>The one-year period mentioned in the <u>preceding paragraph</u> shall be calculated as one year before the transaction event occurrence. The part already disclosed according to the Procedure shall not be calculated.</p> <p>(.....)</p>
<p>10</p>	<p>After the disclosure of transaction according to Article 9, if any of the following event occurs, the relevant information shall be disclosed and reported to FSC's Market Observation Post System website within 2 days of the event:</p> <ol style="list-style-type: none"> 1) There is a change, termination or cancellation to the original contract. 2) The merger, separation, acquisition or transfer of shares is not completed as scheduled in the contract. 	<p>After the disclosure of transaction according to Article 9, if any of the following event occurs, the relevant information shall be disclosed and reported to SFB's Market Observation Post System website within 2 days <u>commencing immediately from the date of the event occurrence:</u></p> <ol style="list-style-type: none"> 1) There is a change, termination or cancellation to the original contract. 2) The merger, separation, acquisition or transfer of shares is not completed as scheduled in the contract. 3) <u>Change to the originally publicly announced and reported information.</u>
<p>11</p>	<p>The Company's controlling procedure on its subsidiary's procedure of acquiring or disposing of assets</p> <ol style="list-style-type: none"> 1) The Company shall urge its subsidiary to make the procedure on acquiring or disposing of assets according to the Procedure. 2) If the subsidiary is not a public listed company, the Company will proceed with the disclosure and report if the subsidiary satisfies the criteria of Article 9. 3) <u>The "when the 20% of the Company's paid-in capital" in the disclosure and report criteria shall be measured by the Company's paid-in capital.</u> 	<p>The Company's controlling procedure on its subsidiary's procedure of acquiring or disposing of assets</p> <ol style="list-style-type: none"> 1) The Company shall urge its subsidiary to make <u>and implement</u> the procedure on acquiring or disposing of assets according to the Procedure. 2) If the subsidiary is not a publicly listed company, the Company will proceed with the disclosure and report if the subsidiary satisfies the criteria of Article 9 <u>and 10.</u> 3) <u>The paid-in capital or total assets of the Company shall be the standard for determining whether or not a subsidiary referred to Article 9, paragraph 1 requires a</u>

		<u>public announcement and regulatory filing in the event the type of transaction specified therein reaches 20 percent of paid-in capital or 10 percent of the total assets.</u>
12	If the acquisition or disposal of assets meets the criteria of disclosure and report of Article 9 of the Procedure, and the opposing party is a material related party, the content of disclosure shall be disclosed in the footnote of the financial report and reported to the meeting of shareholders.	(deleted)
Section II	Acquisition of Assets from Related Party	Related Party Transactions
14	When the Company acquires assets through purchase or exchange from related parties, rules in the preceding and this paragraph shall be followed to proceed with the relevant resolution and evaluate the reasonableness of the transaction terms. In determining whether the opposing party is a related party, in addition to the legal form, the material relationship shall be considered.	When a public company engages in any acquisition or disposal of assets from or to a related party, in addition to ensuring that the necessary resolutions are adopted and the reasonableness of the transaction terms is appraised, if the transaction amount reaches 10 percent or more of the company's total assets, the company shall also obtain an appraisal report from a professional appraiser or a CPA's opinion in compliance with the provisions of the preceding Section and this Section. The calculation of the transaction amount referred to in the preceding paragraph shall be made in accordance with Article 6, subparagraph 4 herein. In determining whether the opposing party is a related party, in addition to the legal form, the substance of the relationship shall be considered.
15	When the Company acquires assets from related parties, the following information shall be approved by Audit Committee and the board of directors before the acquisition shall be effected. <ol style="list-style-type: none"> 1) The purpose, necessity, and projected benefit from acquiring the assets. 2) The reason for choosing related party as the counter party. 3) Relevant information in evaluating the reasonableness of the transaction terms in accordance with Article 16 and 17 of the Procedure, 4) Date, transaction price, and counter party, and its relation with the Company and related party. 5) The projection of the cash flow of each month in the following after the month of entering into contract, and an evaluation of the necessity and reasonableness of the capital use. 6) Restricting conditions and other important terms and conditions. <p>When the Procedures for the Acquisition and Disposal of Assets are submitted for discussion by the board of directors pursuant to the preceding paragraph, the board of directors shall take into full consideration each independent director's</p>	When the Company acquires or disposes of real property from or to a related party, or when it acquires or disposes of assets other than real property from or to a related party and the transaction amount reaches 20 percent or more of paid-in capital, 10 percent or more of the company's total assets, or NT\$300 million or more, the company may not proceed to enter into a transaction contract or make a payment until the following matters have been approved by Audit Committee and the board of directors: <ol style="list-style-type: none"> 1) The purpose, necessity, and projected benefit from acquiring and disposing the assets. 2) The reason for choosing related party as the counter party. 3) With respect to the acquisition of real property from a related party, relevant information in evaluating the reasonableness of the transaction terms in accordance with Article 16 and 17 of the Procedure, 4) Date, transaction price, and counter party, and its relation with the Company and related party. 5) The projection of the cash flow of each month in the following after the month of entering into contract, and an evaluation of

	<p>opinions and any positive or negative opinions and objecting reason shall be recorded in the minutes of the board of directors meeting.</p>	<p>the necessity and reasonableness of the capital use.</p> <p>6) An appraisal report from a professional appraiser or a CPA's opinion obtained in compliance with the preceding article.</p> <p>7) Restricting conditions and other important terms and conditions.</p> <p>The calculation of the transaction amounts referred to in the preceding paragraph shall be made in accordance with Article 9, paragraph 2 herein, and "within the preceding year" as used herein refers to the year preceding the date of occurrence of the current transaction. Items that have been passed by Audit Committee and the board of directors need not be counted toward the transaction amount.</p> <p>When the Procedures for the Acquisition and Disposal of Assets are submitted for discussion by the board of directors pursuant to the first paragraph, the board of directors shall take into full consideration each independent director's opinions and any positive or negative opinions and objecting reason shall be recorded in the minutes of the board of directors meeting.</p>
<p>21</p>	<p>(.....)</p> <p>When participating in a merger, demerger, acquisition, or transfer of another company's shares, a company that is listed on an exchange or has its shares traded on an OTC market shall, within two days of passage of a resolution by the board of directors, report (in the prescribed format and via the Internet-based information system) the information set out in subparagraphs 1 and 2 of the preceding paragraph to the FSC for recordation.</p> <p>(.....)</p>	<p>(.....)</p> <p>When participating in a merger, demerger, acquisition, or transfer of another company's shares, a company that is listed on an exchange or has its shares traded on an OTC market shall, within two days commencing immediately from the date of passage of a resolution by the board of directors, report (in the prescribed format and via the Internet-based information system) the information set out in subparagraphs 1 and 2 of the preceding paragraph to the FSC for recordation.</p> <p>(.....)</p>

Resolution: The proposal has been unanimously approved by present shareholders after Chairman solicited shareholders' opinions.

Voting Result: 10,304,406,168 shares were represented at the time of voting (among them, 4,482,075,726 shares voted via electronic transmission), 8,279,035,917 shares voted for the proposal (among them, 2,874,947,060 shares voted via electronic transmission); 1,546,533 shares voted against the proposal (among them, 1,546,533 shares voted via electronic transmission).

(3) To propose the issuance plan of private placement for common shares, ADR/GDR or CB/ECB, including Secured or Unsecured Corporate Bonds. The amount of shares issued or convertible is proposed to be no more than 10% of registered capital.

1. To provide the flexibility to engage in a semiconductor technology cooperation or

alliance with major companies, and meanwhile to supplement operating capital for future needs, the Company proposed to engage with strategic investors through private placement of issuing either single or combo instruments such as common shares, DRs (including but not limited to ADS), or Euro/Domestic convertible bonds (including secured or unsecured corporate bonds) in one or separated times, based on market condition and the Company needs. The amount of shares issued or convertible is proposed to be no more than 10% of total shares issued (i.e., no more than 1,292,640,716 shares), and it is proposed to authorize the Company's Board to determine the amount of actual shares issued based on the status of capital markets.

2. The instructions from item 6, Article 43-6, Security and Exchange Act are:
 - A. The rationality to determine the price of private placement:
 - (a) The price of private placement and the price of privately placed common shares shall be set by no less than the reference price. The reference price shall be the higher of the following two calculations:(a) The simple average closing price of the common shares of the company for either the one, three, or five business days before the price determination date, after adjustment for any distribution of stock dividends, cash dividends or capital reduction. (b) The simple average closing price of the common shares of the company for the thirty business days before the price determination date, after adjustment for any distribution of stock dividends, cash dividends, or capital reduction.
 - (b) The issuance price of convertible corporate bonds shall be set by no less than the theoretical price. The theoretical price shall be calculated based on selected pricing models that encompass, and include the concurrent consideration of, the various rights included in the terms of issuance.
 - (c) The determination of pricing date, actual reference price, theoretical price and issuance price will be authorized to the Board considering the regulations foresaid, market status, environment conditions and the specific parties. Considering that Security and Exchange Act has set a no-trading period of 3 years on private placement securities, the price determination above shall be reasonable.
 - B. The method to determine specific parties: The strategic investors have the priority to be considered as specific parties for private placement if they, (i) Are qualified for the rules in item 1, Article 43-6, Security and Exchange Act, (ii) Can meet the Company's needs on technology cooperation, improve product quality, lower operating costs, increase efficiency and expand markets, (iii) Recognize the Company's operation strategy. It is proposed to authorize the Company's Board to determine the specific parties for private placement.

C. The necessity of private placement:

- (a) The reasons for not taking a public offering: Considering the capital market status, effectiveness, feasibility and costs to raise capital, and the no-trading period of 3 years, it is better to maintain a long term relationship with strategic partners by such security issuance of private placement. As such, the Company proposed to raise capital through private placement, rather than public offering.
 - (b) The amount of shares issued or convertible is proposed to be no more than 10% of total share issued (i.e., no more than 1,292,640,716 shares)
 - (c) The capital usage plan and projected benefits of private placement: The Company plan to issue private placement in one or separate (no more than 3) times based on feedbacks from market and specific parties. The capital raised will be fully used as operation capital. The private placement shall provide the benefits to strengthen competitiveness, raise operating efficiency, and strengthen financial structure, and also improve the Company's shareholders' equity.
3. It is proposed to authorize the Company's Board to determine, proceed or revise the issuance plan of private placement through instruments such as common shares, DRs (including but not limited to ADS), or Euro/Domestic convertible bonds (including secured or unsecured corporate bonds), including issue price, shares, terms and conditions, plan items, amount, record date, projected progresses and benefits, and any other item related to the issuance plan, based on market conditions. It is also proposed to authorize the Company's Board to revise the issuance plan based on operation evaluation, environment changes or if receiving instructions from government authorities.
 4. The limitations with regard to private placement are based on Article 43-8, Security and Exchange Act and other letters from government authorities
 5. It is proposed to authorize Chairman or person assigned by Chairman to represent the Company to negotiate and sign any document and contract with regard to a private placement plan. For matters regarding private placement but not included above, it is proposed to authorize the Chairman to handle, according to related laws and regulations

Resolution: The proposal has been unanimously approved by present shareholders after Chairman solicited shareholders' opinions.

Voting Result: 10,304,406,168 shares were represented at the time of voting (among them, 4,482,075,726 shares voted via electronic transmission), 8,262,675,016 shares voted for the proposal (among them, 2,858,586,159 shares voted via electronic transmission); 18,289,567 shares voted against the proposal (among them, 18,289,567 shares voted via electronic

transmission).

VII. Extraordinary Motions: None

VIII. Adjournment: Meeting ended at 9:40 am



Attachments

Attachment 1

United Microelectronics Corporation 2011 Annual Business Report

Dear Shareholders,

As part of management's philosophy of delivering "Customer-Driven Foundry Solutions", UMC continuously invests in advanced process R&D to provide the most appropriate technology solutions to our customers. This effort continued in 2011 despite global economic uncertainties and a significant business cycle downturn at UMC. We have made tremendous progress to expand our customer base, improve operating structure and enhance efficiency, resulting in strengthened financial performance for the second half of 2011. Operating profitability for our core business has gained strength and resilience compared to previous industry downturns. For the year, wafer shipments totaled 4,206 thousand 8-inch equivalent wafers, leading to NT\$105.88 billion in revenue, 22.7% gross margin, 9.6% operating margin, NT\$10.61 billion net income, NT\$0.84 earnings per share and 5.0% ROE. In 2011, revenue contribution from 65nm and below was 39%, increasing from 27% in 2010.

We firmly believe that continued, effective R&D investment is essential to maintaining the company's core competitiveness and sustaining long-term, stable growth. In 2011, UMC's NT\$9 billion R&D investment yielded substantial results, including our volume-production 40nm process and integrated 28nm solutions. The company invested approximately US\$ 1.6 billion to expand Fab 12A in Tainan Science Park, continue 40nm process expansion and procure 28nm R&D and manufacturing equipment. For 2012, the R&D goal will be to bring 28nm Poly/SiON (HLP) and 28nm High-K/Metal-Gate (HPM) to volume production, and also cover vigorous investment in advanced 20nm R&D. Our increased 2012 CAPEX budget of US\$2 billion will help fulfill this commitment. When UMC's planned advanced capacity comes online, we anticipate customer demand to elevate the company's revenue and strengthen cooperation between customers and UMC.

UMC has long dedicated itself to fulfilling enterprise responsibilities and strengthening corporate governance. 2011 marked the fourth consecutive year that UMC was selected by Dow Jones Sustainability Index (DJSI) as a global component, and received the highest scores within the semiconductor industry for Innovation Management, Environmental Policy, Product Stewardship, Risk Management and Standards for Suppliers. The company also earned several awards including "R.O.C. Enterprise Environment Protection Award" and



“TWSE Excellence in CSR Report Award”. Through these achievements, UMC's efforts in promoting sustainability within the environment, economy and society have gained broad recognition. To further strengthen corporate governance, “The Compensation Committee” and “The Audit Committee” will enhance the process for board member re-election with electronic voting for 2012’s shareholders’ meeting. This will further improve meeting efficiency, complete the oversight function and secure the rights and interests of shareholders.

Going forward, UMC will continue with its “Customer-Driven Foundry Solutions” approach. Based on our solid foundations of R&D, manufacturing capabilities, and a healthy financial structure, our experienced management team will exert every effort to enhance UMC’s competitiveness in the foundry industry and lead the company to new heights. For 2012, our operating objectives will be to invest aggressively for 28nm and 40nm advanced technology and engage with first-tier customers to gain more flagship product business. This strategy will provide sufficient capacity to solidify our leading position in the foundry industry and secure the next opportunity for growth. We will also focus on increasing the flexibility of capacity conversion among advanced technologies to lower operating risks and quickly address fast-changing demand. Finally, we would like to thank every shareholder for supporting UMC over the years. We will continue to strengthen UMC’s advantages and raise foundry service standards to enhance business performance and maximize shareholders’ equity.

Chairman: Stan Hung

CEO: Shih-Wei Sun

CFO: Chitung Liu

Attachment 2

Audit Committee's Report

The board of directors has prepared and submitted to us the Company's 2011 financial statements. These statements have been audited by Ernst & Young. The financial statements present fairly the financial position of the Company and the results of its operations and cash flows. We, as the Audit Committee of the Company, have reviewed these statements, the report of operations and surplus earnings distribution chart. According to Article 219 of the Company Law, we hereby submit this report.

United Microelectronics Corporation
Audit Committee:

Chun-Yen Chang

Chung Laung Liu

Paul S.C. Hsu

Cheng-Li Huang

March 14, 2012



Attachment 3

UMC 2011 Surplus Earnings Distribution Chart

Unit: NT\$

Item	Amount		Note
	Subtotal	Total	
2011 Earning Before Tax	11,366,124,270	11,366,124,270	
Minus: Income Tax Expense	756,429,337		
Net Profit After Tax		10,609,694,933	
Minus: Adjustment of Retained Earnings Accounted For Under The Equity Method	272,555,203		
Minus: Appropriated For Legal Reserve	1,033,713,973		
Plus: Previous Year's Unappropriated Earnings	10,719,128,193		
Earnings Available For Distribution (Cumulative)		20,022,553,950	
Items for Distribution:			
Cash Dividends To Shareholders	6,316,434,833		Dividend per share at approximately NT\$0.5
Total Distribution		6,316,434,833	
End of Term Unappropriated Earnings		13,706,119,117	
Note			
1. Directors' Remunerations	9,303,426		
2. Employee Cash Bonuses	1,618,217,302		Approximately 8% of earnings available for distribution

1. According to Article 22, Articles of Incorporation, the Company shall allocate the net profit ("earnings"), if any, according to the following sequence: (1) Payment of taxes (2) Making up loss for preceding years (3) Setting aside 10% for legal reserve (4) Appropriating or reversing special reserve by government officials or other regulations (5) Allocation of 0.1% of residual amount after deducting the amounts stated in Items 1 through 4 above for remuneration of directors (6) The amount of no less than 5% of the residual amount after distribution of item 1 to 4, plus undistributed earnings from previous years, shall be distributed as bonus to employees in the form of cash or new shares.
2. According to the ruling issued by MOF on April 30, 1998 (Ref. 871941343), when distributing earnings it should be taxed as per the year that the earnings were gained. UMC adopts last in first out method when distributing earnings, which is to say, first distribute earnings from the most current year (i.e. 2011) and then the previous year's when not sufficient.
3. In the event of any change in the number of outstanding shares resulting from purchase back of the Company common stock, transfer, conversation or cancellation of the treasury shares, the exercise of the employee stock options, the dividend ratio must be adjusted. It is proposed to fully authorize the board of directors to adjust the dividend ratio and to proceed on the relevant matters.
4. It is proposed to distribute NT\$9,303,426 for directors' remunerations, NT\$1,618,217,302 for employee cash bonus, and NT\$0 for employee stock bonus shares.

Chairman: Stan Hung

CEO: Shih-Wei Sun

CFO: Chitung Liu

Attachment 4

List of Directors Elected

Name	Votes Received
Stan Hung	10,716,770,331 (among them, 3,097,894,984 shares voted via electronic transmission)
Chun-Yen Chang	8,592,273,290 (among them, 3,131,341,229 shares voted via electronic transmission)
Chung Laung Liu	8,336,674,994 (among them, 3,131,814,933 shares voted via electronic transmission)
Paul S.C. Hsu	8,335,963,247 (among them, 3,131,103,186 shares voted via electronic transmission)
Cheng-Li Huang	8,334,635,725 (among them, 3,131,275,664 shares voted via electronic transmission)
Ting-Yu Lin	8,324,178,049 (among them, 3,048,783,617 shares voted via electronic transmission)
Silicon Integrated Systems Corp. Representative: Shih-Wei Sun	7,980,587,037 (among them, 3,048,636,316 shares voted via electronic transmission)
UMC Science and Culture Foundation Representative: Wen-Yang Chen	7,938,152,632 (among them, 3,048,576,363 shares voted via electronic transmission)
Hsun Chieh Investment Co. Representative: Po-Wen Yen	7,902,635,860 (among them, 3,045,246,956 shares voted via electronic transmission)



UMC 2011 Financial Statements

Please refer to www.umc.com for Audit Report of Independent Auditors and Financial Statements.