

UNITED MICROELECTRONICS CORP  
Form 20-F  
April 29, 2011

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**FORM 20-F**

**(Mark One)**

**Registration statement pursuant to Section 12(b) or 12(g) of the Securities Exchange Act of 1934**  
**or**

**Annual report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**  
**For the fiscal year ended December 31, 2010**  
**or**

**Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**  
**For the transition period from \_\_\_\_\_ to \_\_\_\_\_**  
**or**

**Shell company report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**  
**Date of event requiring this shell company report \_\_\_\_\_**  
**Commission file number 001-15128**

**United Microelectronics Corporation**  
**(Exact Name of Registrant as Specified in its Charter)**  
**Taiwan, Republic of China**  
**(Jurisdiction of Incorporation or Organization)**  
**No. 3 Li-Hsin Road II, Hsinchu Science Park,**  
**Hsinchu City, Taiwan, Republic of China**  
**(Address of Principal Executive Offices)**

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**(Name, Telephone, E-mail and/or Facsimile number and Address of Company Contact Person)**  
**Securities registered or to be registered pursuant to Section 12(b) of the Act:**

**Title of Each Class**

**Name of Each Exchange on which Registered**

**American Depositary Shares, as evidenced by**  
**American**  
**Depositary Receipts, each representing 5 Common**  
**Shares**

**New York Stock Exchange**

**Securities registered or to be registered pursuant to Section 12(g) of the Act:**  
**None**

**Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act:**

**None**

Indicate the number of outstanding shares of each of the Issuer's classes of capital or common stock as of the close of the period covered by the annual report.

**12,987,912,315 Common Shares of Registrant issued as of December 31, 2010 (including 457,934,400 treasury shares)**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934. Yes  No

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing: U.S. GAAP

International Financial Reporting Standards as issued by the International Accounting Standards Board  Other

Indicate by check mark which financial statement item the registrant has elected to follow. Item 17  Item 18

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Securities Exchange Act of 1934). Yes  No

**UNITED MICROELECTRONICS CORPORATION**  
**FORM 20-F ANNUAL REPORT**  
**FISCAL YEAR ENDED DECEMBER 31, 2010**  
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### SUPPLEMENTAL INFORMATION

The references to United Microelectronics, we, us, our, our company and the Company in this annual report refer to United Microelectronics Corporation and its consolidated subsidiaries, unless the context suggests otherwise. The references to United Semiconductor, United Silicon, UTEK Semiconductor and United Integrated Circuits are to United Semiconductor Corporation, United Silicon Incorporated, UTEK Semiconductor Corporation and United Integrated Circuits Corporation, respectively. The references to Taiwan and R.O.C. refer to Taiwan, Republic of China. The references to shares and common shares refer to our common shares, par value NT\$10 per share, and

ADSs refers to our American depositary shares, each representing five common shares. The ADSs are issued under the Deposit Agreement, dated as of October 21, 2009, as amended, supplemented or modified from time to time, among United Microelectronics, JPMorgan Chase Bank, N.A. and the holders and beneficial owners from time to time of American Depositary Receipts issued thereunder. R.O.C. GAAP means the generally accepted accounting principles in the Republic of China and U.S. GAAP means the generally accepted accounting principles in the United States. Any discrepancies in any table between totals and sums of the amounts listed are due to rounding.

We publish our financial statements in New Taiwan dollars, the lawful currency of the R.O.C. In this annual report, NT\$ and NT dollars mean New Taiwan dollars, \$, US\$ and U.S. dollars mean United States dollars and ¥ mean Japanese Yen.

### FORWARD-LOOKING STATEMENTS IN THIS ANNUAL REPORT MAY NOT BE REALIZED

Our disclosure and analysis in this annual report contain or incorporate by reference some forward-looking statements. Our forward-looking statements contain information regarding, among other things, our financial condition, future expansion plans and business strategy. We have based these forward-looking statements on our current expectations and projections about future events. You can identify these statements by the fact that they do not relate strictly to historical or current facts. Although we believe that these expectations and projections are reasonable, such forward-looking statements are inherently subject to risks, uncertainties and assumptions about us, including, among other things:

- our dependence on frequent introduction of new product services and technologies based on the latest developments;
- the intensely competitive semiconductor, communications, consumer electronics and PC industries and markets;
- risks associated with our international business activities;
- our dependence on key personnel;
- general economic and political conditions, including those related to the semiconductor, communications, consumer electronics and PC industries;
- natural disasters, such as earthquakes and droughts, which are beyond our control;
- possible disruptions in commercial activities caused by natural and human-induced disasters and outbreaks of contagious diseases;
- fluctuations in foreign currency exchange rates;
- additional disclosures we make in our previous and future Form 20-F annual reports and Form 6-K periodic reports to the U.S. Securities and Exchange Commission; and
- those other risks identified in the Item 3. Key Information D. Risk Factors section of this annual report.

The words may, will, is/are likely to, anticipate, believe, estimate, expect, intend, plan and similar expressions are intended to identify a number of these forward-looking statements. We do not and will not undertake the obligation to update or revise any forward-looking statements contained in this annual report whether as a result of new information, future events or otherwise. In light of these risks, uncertainties and assumptions, the forward-looking events discussed in this annual report might not occur and our actual results could differ materially from those anticipated in these forward-looking statements.

### GLOSSARY

ASIC	Application Specific Integrated Circuit. A custom-designed integrated circuit that performs specific functions which would otherwise require a number of off-the-shelf integrated circuits to perform.
Cell	Semiconductor structure in an electrical state which can store a bit of information, mainly used as the building block of memory array.
Die	A piece of a semiconductor wafer containing the circuitry of an unpackaged single chip.
DRAM	Dynamic Random Access Memory. A type of volatile memory product that is used in electronic systems to store data and program instructions. It is the most common type of RAM and must be refreshed with electricity hundreds of times per second or else it will fade away.
FPGA	Field Programmable Gate Array. A programmable integrated circuit.
Integrated circuit	Entire electronic circuit built on a single piece of solid substrate and enclosed in a small package. The package is equipped with leads needed to electrically integrate the integrated circuit with a larger electronic system. Monolithic and hybrid integrated circuits are distinguished by the type of substrate used.
Interconnect	The conductive path made from copper or aluminum that is required to achieve connection from one circuit element to the other circuit elements within a circuit.
Mask	Photomask. A piece of glass on which an integrated circuit circuitry design is laid out.
Memory	A group of integrated circuits that a computer uses to store data and programs, such as ROM, RAM, DRAM and SRAM.
Micron	A unit of spatial measurement that is one-millionth of a meter.
Nanometer	A unit of spatial measurement that is one-billionth of a meter.
PC	Personal computer.
RAM	Random Access Memory. A type of volatile memory forming the main memory of a computer where applications and files are run.
ROM	Read-Only Memory. Memory that is programmed by the manufacturer and cannot be changed. Typically, ROM is used to provide start-up data when a computer is first turned on.
Scanner	

A photolithography tool used in the production of semiconductor devices. This camera-like step-and-scan tool projects the image of a circuit from a master image onto a photosensitized silicon wafer.

Semiconductor	A material with electrical conducting properties in between those of metals and insulators. Essentially, semiconductors transmit electricity only under certain circumstances, such as when given a positive or negative electric charge. Therefore, a semiconductor's ability to conduct can be turned on or off by manipulating those charges and this allows the semiconductor to act as an electric switch. The most common semiconductor material is silicon, used as the base of most semiconductor chips today because it is relatively inexpensive and easy to create.
SoC	System-on-Chip. A chip that incorporates functions currently performed by several chips on a cost-effective basis.
SOI	Silicon-On-Insulator. Silicon wafer consisting of a thin layer of oxide, on top of which semiconductor devices are built.
SRAM	Static Random Access Memory. A type of volatile memory product that is used in electronic systems to store data and program instructions. Unlike the more common DRAM, it does not need to be refreshed.
Transistor	Tri-terminal semiconductor device in which input signal (voltage or current depending on the type of transistor) controls output current. An individual circuit that can amplify or switch electric current. This is the building block of all integrated circuits.
Volatile memory	Memory products which lose their data content when the power supply is switched off.
Wafer	Thin, round, flat piece of silicon that is the base of most integrated circuits.
8-inch wafer equivalents	Standard unit describing the equivalent amount of 8-inch wafers produced after conversion, used to quantify levels of wafer production for purposes of comparison. Figures of 8-inch wafer equivalents are derived by converting the number of wafers of all dimensions (e.g., 6-inch, 8-inch and 12-inch) into their equivalent figures for 8-inch wafers. 100 6-inch wafers are equivalent to 56.25 8-inch wafers. 100 12-inch wafers are equivalent to 225 8-inch wafers.

## PART I

### ITEM 1. IDENTITY OF DIRECTORS, SENIOR MANAGEMENT AND ADVISERS

Not applicable.

### ITEM 2. OFFER STATISTICS AND EXPECTED TIMETABLE

Not applicable.

### ITEM 3. KEY INFORMATION

#### A. Selected Financial Data

The selected balance sheet data as of December 31, 2009 and 2010 and the selected statements of income and cash flow data for the years ended December 31, 2008, 2009 and 2010 are derived from our audited consolidated financial statements included elsewhere in this annual report. The selected balance sheet data as of December 31, 2006, 2007 and 2008 and the selected statements of income and cash flow data for the years ended December 31, 2006 and 2007 are derived from our audited consolidated financial statements not included in this annual report.



Our financial statements have been prepared and presented in accordance with R.O.C. GAAP, which differs in many material respects from U.S. GAAP. For the discussion of these differences, see Note 34 to our audited consolidated financial statements included elsewhere in this annual report. Some of the items in the statements of income, cash flow and balance sheets have been reconciled to U.S. GAAP and are set forth below. The summary financial data set forth below should be read in conjunction with Item 5. Operating and Financial Review and Prospects and our financial statements and the notes to those statements included elsewhere in this annual report.

	Year Ended December 31,					2010 US\$
	2006 NT\$	2007 NT\$	2008 NT\$	2009 NT\$	2010 NT\$	
<b>(in millions, except per share and per ADS data)</b>						
<b>Consolidated Statement of Income Data:</b>						
<b>R.O.C. GAAP</b>						
Net operating revenues	112,004	113,311	96,814	91,390	126,442	4,339
Cost of goods sold	(91,690)	(90,072)	(84,102)	(75,975)	(89,518)	(3,072)
Gross profit	20,314	23,239	12,712	15,415	36,924	1,267
<b>Operating expenses:</b>						
Sales and marketing	(3,366)	(4,069)	(3,483)	(2,800)	(2,566)	(88)
General and administrative	(3,422)	(3,724)	(3,055)	(2,724)	(3,598)	(123)
Research and development	(9,419)	(9,631)	(8,274)	(8,044)	(8,740)	(300)
Total operating expenses	(16,207)	(17,424)	(14,812)	(13,568)	(14,904)	(511)
Operating income (loss)	4,107	5,815	(2,100)	1,847	22,020	756
Net non-operating income (loss)	32,480	13,855	(19,886)	(174)	3,364	115
Income (Loss) before income tax and minority interests	36,587	19,670	(21,986)	1,673	25,384	871
Income tax expense	(3,261)	(2,809)	(997)	(651)	(1,606)	(55)
Cumulative effect of changes in accounting principles (the net amount after deducted tax expense \$0) <sup>(1)</sup>	(1,189)					
Extraordinary gain				649	68	2
Net income (loss)	32,137	16,861	(22,983)	1,671	23,846	818
Attributable to:						
the Company	32,619	16,962	(22,320)	3,874	23,899	820
minority interests	(482)	(101)	(663)	(2,203)	(53)	(2)
Earnings (Losses) per share:						
(2)(3)						
Basic	1.71	1.03	(1.70)	0.31	1.91	0.07
Diluted <sup>(5)</sup>	1.66	1.00	(1.70)	0.30	1.87	0.06
Shares used in earnings (losses) per share calculation: <sup>(3)</sup>						

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Basic	19,029	16,464	13,111	12,699	12,496	12,496
Diluted <sup>(5)</sup>	19,687	16,943	13,170	12,786	12,768	12,768
Earnings (Losses) per ADS: <sup>(3)</sup>						
Basic	8.55	5.15	(8.50)	1.55	9.55	0.35
Diluted <sup>(5)</sup>	8.30	5.00	(8.50)	1.50	9.35	0.30
<b>U.S. GAAP</b>						
Net operating revenues	112,004	113,311	96,814	91,390	126,442	4,339
Cost of goods sold	(93,288)	(92,012)	(85,923)	(76,209)	(89,929)	(3,086)
Operating income (loss)	2,200	(19,992)	(22,431)	(2,323)	21,394	734
Net income (loss)	21,271	(9,398)	(29,632)	364	23,544	808
Attributable to:						
the Company	21,797	(9,264)	(28,955)	2,572	23,616	810
noncontrolling interests	(526)	(134)	(677)	(2,208)	(72)	(2)
Other comprehensive income						
(loss) attributable to the						
Company	(8,194)	(4,863)	(25,239)	24,540	(8,629)	(296)
Comprehensive income						
(loss) attributable to the						
Company	13,602	(14,127)	(54,194)	27,112	14,987	514
Earnings (Losses) per share:						
<sup>(2)(4)</sup>						
Basic	1.42	(0.63)	(2.25)	0.21	1.91	0.07
Diluted <sup>(5)</sup>	1.37	(0.63)	(2.25)	0.20	1.90	0.07
Shares used in earnings						
(losses) per share calculation: <sup>(4)</sup>						
Basic	15,350	14,599	12,870	12,538	12,335	12,335
Diluted <sup>(5)</sup>	15,891	14,599	12,870	12,560	12,399	12,399
Earnings (Losses) per ADS: <sup>(4)</sup>						
Basic	7.10	(3.17)	(11.25)	1.03	9.57	0.33
Diluted <sup>(5)</sup>	6.87	(3.17)	(11.25)	1.02	9.52	0.33

	Year Ended December 31,					US\$
	2006 NT\$	2007 NT\$	2008 NT\$	2009 NT\$	2010 NT\$	
<b>(in millions, except per share and per ADS data)</b>						
<b>Consolidated Balance Sheet Data:</b>						
<b>R.O.C. GAAP</b>						
Current assets	132,344	81,111	68,888	102,363	93,769	3,218
Long-term investment	71,964	69,813	32,441	55,227	47,179	1,619
Property, plant and equipment	151,828	137,219	108,410	89,596	132,762	4,556
Total assets	367,653	299,558	216,399	253,638	280,887	9,639
Current liabilities	35,851	45,357	13,033	35,246	45,445	1,560
Long-term debt (excluding current portion)	30,383	7,495	8,130	767	6,799	233
Total liabilities	70,251	56,561	24,740	39,542	55,751	1,913
Stockholders' equity	297,402	242,997	191,659	214,096	225,136	7,726
<b>U.S. GAAP</b>						
Cash and cash equivalents	61,649	47,678	40,017	54,413	51,034	1,751
Working capital <sup>(6)</sup>	95,779	35,111	55,525	67,162	48,322	1,658
Total assets	401,628	310,614	214,990	252,705	281,387	9,657
Total liabilities	71,226	56,795	24,099	39,465	56,264	1,931
Stockholders' equity	330,402	253,819	190,891	213,240	225,123	7,726

	Year Ended December 31,					US\$
	2006 NT\$	2007 NT\$	2008 NT\$	2009 NT\$	2010 NT\$	
<b>(in millions, except per share and per ADS data)</b>						
<b>Other Consolidated Data:</b>						
<b>R.O.C. GAAP</b>						
Cash flow:						
Capital expenditure	33,240	28,299	11,515	17,618	61,290	2,103
Cash provided by operating activities	47,124	48,124	45,251	32,427	53,560	1,838
Cash used in investing activities	(16,595)	(21,844)	(11,423)	(19,234)	(57,843)	(1,985)
Cash provided by (used in) financing activities	(45,056)	(72,694)	(34,380)	4,944	(10,174)	(349)
Net increase (decrease) in cash and cash equivalents	(14,774)	(46,175)	889	17,586	(14,882)	(511)
Gross profit margin	18.1%	20.5%	13.1%	16.9%	29.2%	29.2%
Operating profit (loss) margin	3.7%	5.1%	(2.2)%	2.0%	17.4%	17.4%
Net profit (loss) margin	29.1%	15.0%	(23.0)%	4.2%	18.9%	18.9%
Capacity utilization rate (on an actual basis)	79.5%	81.9%	70.7%	69.4%	93.7%	93.7%
Dividends declared per share <sup>(7)</sup>	0.5	0.7	1.2		0.5	0.02
<b>U.S. GAAP</b>						

Cash flow:						
Capital expenditure	33,240	28,299	11,515	17,618	61,290	2,103
Cash provided by operating activities	46,385	45,785	44,953	32,427	53,560	1,838
Cash provided by (used in) investing activities	(9,775)	10,360	(19,973)	(22,424)	(46,341)	(1,590)
Cash provided by (used in) financing activities	(38,222)	(70,354)	(34,081)	4,944	(10,174)	(349)
Net increase (decrease) in cash and cash equivalents	(1,859)	(13,971)	(7,661)	14,396	(3,379)	(116)
Gross profit margin	16.7%	18.8%	11.3%	16.6%	28.9%	28.9%
Operating profit (loss) margin	2.0%	(17.6)%	(23.2)%	(2.5)%	16.9%	16.9%
Net profit (loss) margin	19.5%	(8.2)%	(29.9)%	2.8%	18.7%	18.7%

- (1) We adopted R.O.C. SFAS No. 34, Financial Instruments: Recognition and Measurement and SFAS No. 36, Financial Instruments: Disclosure and Presentation to account for the financial instruments effective January 1, 2006. The changes in accounting principles resulted in an unfavorable cumulative effect of changes in accounting principles of NT\$1,189 million to be deducted from consolidated net income for the year ended December 31, 2006.
- (2) Earnings (Losses) per share is calculated by dividing net income (loss) by the weighted average number of shares outstanding during the year.
- (3) Retroactively adjusted for all subsequent stock dividends; retroactively adjusted for employee stock bonus before 2008.
- (4) Retroactively adjusted for the capital reduction completed in 2007 and all subsequent stock dividends.
- (5) Diluted securities include convertible bonds and employee stock options, if any.
- (6) Working capital equals current assets minus current liabilities.
- (7) Dividends declared per share are in connection with earnings and accumulated additional paid-in capital.
- (8) Refer to Note 34 to the audited consolidated financial statements included elsewhere in this annual report.

### Currency Translations and Exchange Rates

In portions of this annual report, we have translated New Taiwan dollar amounts into U.S. dollars for the convenience of readers. The rate we used for the translations was NT\$29.14 = US\$1.00, which was the noon buying rate as certified for customs purposes by the Federal Reserve Bank of New York on December 30, 2010. The translation does not mean that New Taiwan dollars could actually be converted into U.S. dollars at that rate. The following table shows the noon buying rates for New Taiwan dollars expressed in New Taiwan dollar per US\$1.00. On April 22, 2011, the noon buying rate was NT\$28.88 to US\$1.00.

	Average <sup>(1)</sup>	High	Low	At Period-End
2006	32.51	33.31	31.28	32.59
2007	32.85	33.41	32.26	32.43
2008	31.52	33.58	29.99	32.76
2009	33.02	35.21	31.95	31.95
2010	31.50	32.43	29.14	29.14
October	30.81	31.30	30.42	30.60
November	30.32	30.52	30.12	30.47
December	29.90	30.37	29.14	29.14
2011 (through April 22)	29.25	29.76	28.78	28.88
January	29.11	29.36	28.98	29.03
February	29.28	29.76	28.78	29.74
March	29.49	29.63	29.35	29.40
April (through April 22)	29.04	29.31	28.85	28.88

Source: Federal Reserve Statistical Release, Board of Governors of the Federal Reserve System.

(1) Determined by averaging the rates on the last business day of each month during the relevant period for annual periods and the rates on each business day for monthly periods.

### B. Capitalization and Indebtedness

Not applicable.

### C. Reasons for the Offer and Use of Proceeds

Not applicable.

### D. Risk Factors

*Our business and operations are subject to various risks, many of which are beyond our control. If any of the risks described below actually occurs, our business, financial condition or results of operations could be seriously harmed.*

#### Risks Related to Our Business and Financial Condition

*A global recession and credit crisis may cause significant disruptions to our major customers' businesses as well as to their ability to access sources of liquidity. Demand for our products has been, and will continue to be, adversely affected by overall macroeconomic conditions.*

Although the worldwide economic outlook began to improve in 2009, there has still been concern that many large economies, such as those in North America and Europe, may experience another recession in the near future. Should recession or disruption in these markets occur, the result may reverberate, triggering global recession and/or financial crisis. A global recession and credit crisis could have significant negative impact on our businesses. Our key markets and our targeted markets, including the United States and China, as well as other national economies, may enter a period of economic contraction or significantly slower economic growth in a global recession. In particular, a global economic crisis, weak consumer confidence, diminished consumer and business spending, and asset depreciation may contribute to a significant slowdown in the market demand for semiconductors and semiconductor-based end-products, which may lead to a decrease in demand for our services. The combined effects of a global recession

may have a material adverse impact on our results of operations, cash flows and financial condition, which may cause the price of our ADSs to decline.

In addition, many of our customers may experience difficulty in obtaining credit in a deteriorating economic environment, and even if they are able to obtain credit, the cost of such financing may increase and/or the time necessary to arrange such financing may be substantially prolonged. This lack of and increase in the cost of financing could have a material adverse effect on the financial condition of our customers. A protracted disruption in the ability of our customers to access sources of liquidity could cause serious disruptions to or an overall deterioration in their businesses, which could lead to the inability or failure on their part to meet their payment obligations to us.

***The seasonality and cyclical nature of the semiconductor industry and periodic overcapacity make us particularly vulnerable to significant and sometimes prolonged economic downturns.***

The semiconductor industry has historically been highly cyclical and, at various times, has experienced significant downturns. Since most of our customers operate in semiconductor-related industries, variations in order levels from our customers can result in volatility in our revenues and earnings. Because our business is, and will continue to be, largely dependent on the requirements of semiconductor companies for our services, downturns in the semiconductor industry will lead to reduced demand for our services. For example, the semiconductor industry experienced a slowdown that had begun in late 2008. This slowdown had, and similar slowdowns in the future may have, a material adverse effect on our revenues and business.

Our net operating revenues are also typically affected by seasonal variations in market conditions that contribute to the fluctuation of the average selling prices of semiconductor services and products. The seasonal sales trends for semiconductor services and products closely mirror those for consumer electronics, communication and computer sales. We generally experience seasonal lows in the demand for semiconductor services and products during the first half of the year, primarily as a result of inventory correction by our customers. Any change in the general seasonal variations, which we cannot anticipate, may result in materially adverse effects on our revenues, operations and businesses.

***Our operating results fluctuate from quarter to quarter, which makes it difficult to predict our future performance.***

Our revenues, expenses and results of operations have varied significantly in the past and may fluctuate significantly from quarter to quarter in the future due to a number of factors, many of which are beyond our control. Our business and operations have at times in the past been negatively affected by, and are expected to continue to be subject to the risk of, the following factors:

- the seasonality and cyclical nature of both the semiconductor industry and the markets served by our customers;
- our customers' adjustments in their inventory;
- the loss of a key customer or the postponement of orders from a key customer;
- the rescheduling and cancellation of large orders;
- our ability to obtain equipment, raw materials, electricity, water and other required utilities on a timely and economic basis;

outbreaks of contagious diseases, including severe acute respiratory syndrome, avian flu and swine flu; environmental events, such as fires and earthquakes, or industrial accidents; and technological changes.

Due to the factors noted above and other risks discussed in this section, many of which are beyond our control, you should not rely on quarter-to-quarter comparisons to predict our future performance. Unfavorable changes in any of the above factors may seriously harm our business, financial condition and results of operations. In addition, our operating results may be below the expectations of public market analysts and investors in some future periods. In this event, the price of the shares or ADSs may underperform or fall.

***A decrease in demand for or selling prices of communication devices, consumer electronics and computer goods may decrease the demand for our services and reduce our margins.***

Our customers generally use the semiconductors produced in our fabs in a wide variety of applications. We derive a significant percentage of our operating revenues from customers who use our manufacturing services to make semiconductors for communication devices, consumer electronics, PCs and other computers. The communications and PC markets experienced a sudden and substantial market downturn and inventory correction in part of 2005 and again beginning in 2008 due to a global recession. These downturns resulted in a reduced demand for our services and hence decreased our revenues and earnings. Any significant decrease in the demand for communication devices, consumer electronics, PCs or other computers may further decrease the demand for our services. In addition, if the average selling prices of communication devices, consumer electronics, PCs or other computers decline significantly, we will be pressured to further reduce our selling prices, which may reduce our revenues and, therefore, reduce our margins significantly. As demonstrated by downturns in demand for high technology products in the past, market conditions can change rapidly, without apparent warning or advance notice. In such instances, our customers will experience inventory buildup and/or difficulties in selling their products and, in turn, will reduce or cancel orders for wafers from us. The timing, severity and recovery of these downturns cannot be predicted accurately or at all. When they occur, our business, profitability and price of the shares and ADSs are likely to suffer.

***Overcapacity in the semiconductor industry may reduce our revenues, earnings and margins.***

The prices that we can charge our customers for our services are significantly related to the overall worldwide supply of integrated circuits and semiconductor products. The overall supply of semiconductor products is based in part on the capacity of other companies, which is outside of our control. For example, in light of the current market conditions, some companies, including our largest competitors, have announced plans to increase capacity expenditures significantly. We believe such plans, if carried out as planned, will increase the industry-wide capacity and are likely to result in overcapacity in the future. In periods of overcapacity, if we are unable to offset the adverse effects of overcapacity through, among other things, our technology and product mix, we may have to lower the prices we charge our customers for our services and/or we may have to operate at significantly less than full capacity. Such actions could reduce our margin and weaken our financial condition and results of operations. We cannot give any assurance that an increase in the demand for foundry services in the future will not lead to overcapacity in the near future, which could materially adversely affect our revenues, earnings and margins.

***Any problem in the semiconductor outsourcing infrastructure can adversely affect our net operating revenues and profitability.***

Many of our customers depend on third parties to provide mask tooling, assembly and test services. If these customers cannot timely obtain these services on reasonable terms, they may not order any foundry services from us. This may significantly reduce our net operating revenues and negatively affect our profitability.



***We may be unable to implement new technology as it becomes available, which may result in our loss of customers and market share.***

The semiconductor industry is developing rapidly and the related technology is constantly evolving. If we do not anticipate the technology evolution and rapidly adopt new and innovative technology, we may not be able to produce sufficiently advanced services at competitive prices. There is a risk that our competitors may adopt new technology before we do, resulting in our loss of market share. If we are unable to begin offering advanced services and processes on a competitive and timely basis, we may lose customers to our competitors providing similar technologies, which may cause our net operating revenues to decline unless we can replace lost customers with new customers.

***We may be unable to provide leading technology to our customers if we lose the support of our technology partners.***

Enhancing our manufacturing process technologies is critical to our ability to provide services for our customers. We intend to continue to advance our process technologies through internal research and development and alliances with other companies. Although we have an internal research and development team focused on developing new and improved semiconductor manufacturing process technologies, we are also dependent on some of our technology partners to advance certain process technology portfolios. In addition, we currently have patent cross-licensing agreements with several companies, including LSI Logic Corporation, or LSI, together with LSI's wholly-owned subsidiary, Agere Systems Inc., and International Business Machines Corporation, or IBM. Some mask and equipment vendors also supply our technology development teams with masks and equipment needed to develop more advanced processing technologies. If we are unable to continue any of our joint development arrangements, patent cross-licensing agreements and other agreements, on mutually beneficial economic terms, if we re-evaluate the technological and economic benefits of such relationships, if we are unable to enter into new technology alliances and arrangements with other leading and specialty semiconductor companies, or if we fail to secure masks and equipment from our vendors in a timely manner sufficient to support our ongoing technology development, we may be unable to continue providing our customers with leading edge mass-producible process technologies and may, as a result, lose important customers, which would have a materially adverse effect on our businesses, results of operations and financial condition.

In addition, some of our customers rely upon third party vendors, or IP Vendors, for the intellectual property they embed into their designs. Although we work and collaborate with IP Vendors with respect to such matters, there can be no guarantee that we will be successful or that the vendors will deliver according to our requirements or the needs of our customers. Failures to meet the targets or to deliver on a timely basis could cause customers to cancel orders and/or shift capacity to other suppliers.

***Our business may suffer if we cannot compete successfully in our industry.***

The worldwide semiconductor foundry industry is highly competitive. We compete with dedicated foundry service providers such as Taiwan Semiconductor Manufacturing Company Limited, Semiconductor Manufacturing International (Shanghai) Corporation and Globalfoundries Inc., as well as the foundry operation services of some integrated device manufacturers, such as IBM, Intel, Samsung Electronics, or Samsung, and Toshiba Corporation, or Toshiba. Integrated device manufacturers principally manufacture and sell their own proprietary semiconductor products, but may also offer foundry services. Other competitors such as DongbuAnam Semiconductor, Grace Semiconductor Manufacturing Corp., X-FAB Semiconductors Foundries AG and Silterra Malaysia Sdn. Bhd. have initiated efforts to expand and develop substantial additional foundry capacity. New entrants and consolidations in the foundry business, such as the acquisition of Chartered Semiconductor by Globalfoundries in 2009, are likely to initiate a trend of competitive pricing and create potential overcapacity in legacy technology. Some of our competitors have greater access to capital and substantially greater production, research and development, marketing and other resources than we do. As a result, these companies may be able to compete more aggressively over a longer period of time than we can.

The principal elements of competition in the wafer foundry market include:

- technical competence;
- time-to-volume production and cycle time;
- time-to-market;
- research and development quality;
- available capacity;
- manufacturing yields;
- customer service;
- price;
- management expertise; and
- strategic alliances.

Our ability to compete successfully also depends on factors partially outside of our control, including product availability and industry and general economic trends. If we cannot compete successfully in our industry, our business may suffer.

***We may not succeed in our efforts to acquire operations in China and Japan.***

R.O.C. law prohibits Taiwan entities from investment in mainland China-based semiconductor manufacturers without government approval. In March 2005, the Chairman of Infoshine Technology Limited, or Infoshine, the holding company which owned 100% of Hejian Technology (Suzhou) Co., Ltd., or Hejian, a semiconductor manufacturer owning an 8-inch fab in Suzhou, China, offered us 15% interest in Infoshine. Immediately after we received the offer, we filed an application with the Investment Commission of the R.O.C. MOEA for its executive guidance and disclosed our receipt of this offer to the investors and the public.

On April 29, 2009, our Board of Directors approved a proposed acquisition at their 19th session of the board meeting. Pursuant to the merger agreement, we proposed to pay the foreign owner of Infoshine stocks at the purchase price through a combination of issuance of securities in our company or in cash. In June 2009, our stockholders approved our proposed acquisition of Infoshine at our stockholders meeting. Upon consummation of the acquisition: (i) our company would be the surviving corporation; (ii) Infoshine would cease its corporate existence; (iii) all the assets and liabilities of Infoshine, along with its rights and obligations, would be assumed by our company in accordance with applicable laws; and (iv) with the previous acquisition of 15% interest in Infoshine, our company would obtain full ownership of Hejian. Consummation of the acquisition and the realization of the 15% interest are subject to the approval of the governmental authorities. In the past, the Taiwan government has not approved large-scale mergers with, or acquisitions of, semiconductor operations in China. Although the Taiwan government recently announced a more favorable view toward such transactions, there can be no guarantee that the government will approve our acquisition of Infoshine. Subsequent to our proposal, an investment regulation governing foreigners' holdings of Taiwanese securities, along with restrictions from the amended Operating Rules of the Taiwan Stock Exchange Corporation for issuing new shares to acquire foreign unlisted companies, precluded the issuance of common shares or ADR as exclusive payment options. Furthermore, Hejian's stockholders did not agree to accept cash-only payments. After considering contractual timeliness and changes of the overall environment after signing of the contract, the Board of Directors resolved at a meeting on November 18, 2010 to terminate the acquisition agreement and issued a termination notice in accordance with that agreement.

To continue searching for further integration, on March 16, 2011, our Board of Directors proposed an offer to the stockholders of Best Elite International Limited, a British Virgin Islands corporation, or Best Elite, which owns 100% of the shares of Infoshine, thereby to obtain additional 30% ownership of Hejian Technology by purchasing their shares. Based on 0.65x of latest book value, Series A-1 holders would be offered around US\$0.261931 per share, and Series B and B-1 stockholders would be offered around US\$0.576248 per share. The acquisition amount would total approximately US\$87 million, assuming that an equal amount of stockholders from each series accepts this offer. However, there can be no assurance our efforts in this regard will succeed.

In October 2009, our board of directors decided to obtain the common stock, preemptive rights and stock acquisition rights in UMC Japan, or UMCJ, through a tender offer to be made by our 100% owned subsidiary, Alpha Wisdom Limited, or AWL. After the tender offer which was held from October 29, 2009 to December 14, 2009, 403,368 shares of UMCJ were purchased, and we and AWL together held 94.79% of UMCJ shares. UMCJ then delisted from the Jasdak Securities Exchange in accordance with its listing rules on March 19, 2010.

Since not all of the outstanding equity securities of UMCJ were acquired in the tender offer, we initiated certain squeeze-out procedures as provided in the Japanese Companies Act. Pursuant to such procedures, as of the end of 2010, we, together with AWL, owned 100% of UMCJ. On June 7, 2010, we acquired 63,000 shares of UMCJ from AWL and other minority stockholders for approximately JPY782 million. In accordance with R.O.C. SFAS 25, the excess fair value of UMCJ's identifiable net assets over the purchase price was allocated proportionately to UMCJ's noncurrent assets. When the book value of those noncurrent assets acquired is reduced to zero, the remaining excess was recognized as an extraordinary gain. Accordingly, we recognized an extraordinary gain of NT\$82 million from the UMCJ transaction. The acquisition of UMCJ from AWL was accounted for as an organization restructuring in accordance with ARDF Interpretation No. 95-081. The purchase price of JPY12,500 per share of the above transaction was determined based on AWL's purchase price of UMCJ's shares during the period from October 29 to December 14, 2009, at which time AWL considered the shares' current trading value and future industry competition and operating strategies and obtained a fairness opinion from a security expert and a Certified Public Accountant to evaluate the reasonableness of the purchase price. We acquired 4,000 shares of UMCJ from AWL, our equity investee, for approximately JPY48 million. Furthermore, AWL intends to file for liquidation through a decision of its board of directors. One of the former stockholders of UMCJ has challenged the purchase or acquisition price and has filed an action under Japanese law. Such action does not unwind or disable the acquisition, but merely seeks additional compensation for the former stockholder's shares. We intend to defend this claim and resist any additional payment. However, the only issue in the proceeding is the value to be paid; there is no material challenge to our ability to proceed with closing.

We compete for business on a global basis, and we believe it is necessary to establish and develop operations in multiple strategic geographic regions. We cannot assure you that the mergers and acquisitions we have undertaken will be closed successfully or that they will be closed on the terms we proposed. The failure to close these transactions or the failure to close them on terms as favorable as we have entered into and announced may impair our ability to realize the benefits we intend to achieve and have a material and adverse effect on our operations and business.

***We may not be able to successfully integrate the operations to be acquired in Japan with our global activities.***

Even after we successfully close the acquisition of UMCJ, we may not be able to integrate their operations with our current operations in accordance with the manners or the schedule or under the economic conditions we plan or target. In order to realize the benefits we expect from these transactions, we need to integrate the operations of the acquired facilities with our current facilities. Our ability to integrate the operations and facilities of UMCJ is dependent upon a number of factors, including:

- technical competence of UMCJ;
- management and engineering abilities of UMCJ;
- our ability to adapt UMCJ to our processes, practices and management approaches;
- our ability to optimize the process, equipment, capacity, customer and technology mix in our global operations;



communication and coordination between different locations; and cultural compatibility.

Failure to successfully integrate the operations of UMCJ in the time frame we plan, or at all, will adversely affect the benefits we expect to enjoy and may have material adverse effects on our business and operations.

***Our profit margin may substantially decline if we are unable to continuously improve our manufacturing yields, maintain high capacity utilization and optimize the technology mix of our silicon wafer production.***

Our ability to maintain our profitability depends, in part, on our ability to:

maintain our capacity utilization, that is, the wafer-out quantity of 8-inch wafer equivalents divided by estimated total 8-inch equivalent capacity in a specified period. The estimated capacity numbers may differ depending upon equipment delivery schedules, pace of migration to more advanced process technologies and other factors affecting production ramp-ups;

maintain or improve our manufacturing yield, that is, the percentage of usable manufactured devices on a wafer; and

optimize the technology mix of our production, that is, the relative number of wafers manufactured utilizing different process technologies.

Our manufacturing yields directly affect our ability to attract and retain customers, as well as the price of our services. Our capacity utilization affects our operating results because a large percentage of our operating costs are fixed. Our technology mix affects utilization of our equipment and process technologies, as well as the prices we can charge, either of which can affect our margins. If we are unable to continuously improve our manufacturing yields, maintain high capacity utilization or optimize the technology mix of our wafer production, our profit margin may substantially decline.

***We may not be able to implement our planned growth if we are unable to obtain the financing necessary to fund the substantial capital expenditures we expect to incur.***

Our business and the nature of our industry require us to make substantial capital expenditures leading to a high level of fixed costs. We expect to incur significant capital expenditures in connection with our growth plans. These capital expenditures will be made in advance of any additional sales to be generated by new or upgraded fabs as a result of these expenditures. Given the fixed-cost nature of our business, we have in the past incurred, and may in the future incur, operating losses if our revenues do not adequately offset our capital expenditures. Additionally, our actual expenditures may exceed our planned expenditures for a variety of reasons, including changes in:

our growth plan;

our process technology;

market conditions;

interest rates;

exchange rate fluctuations; and

prices of equipment.

We cannot assure you that additional financing will be available on satisfactory terms, if at all. If adequate funds are not available on satisfactory terms, we may be forced to curtail our expansion plans or delay the deployment of our services, which could result in a loss of customers and limit the growth of our business.

***We depend on a small number of customers for a significant portion of our net operating revenues and a loss of some of these customers would result in the loss of a significant portion of our net operating revenues.***

We have been largely dependent on a small number of customers for a substantial portion of our business. In 2010, our top ten customers accounted for 63.2% of our net operating revenues. We expect that we will continue to be dependent upon a relatively limited number of customers for a significant portion of our net operating revenues. We cannot assure you that our net operating revenues generated from these customers, individually or in the aggregate, will reach or exceed historical levels in any future period. Loss or cancellation of business from significant changes in scheduled deliveries to, or decreases in the prices of services sold to, any of these customers could significantly reduce our net operating revenues.

***Our customers generally do not place purchase orders far in advance, which makes it difficult for us to predict our future revenues, adjust production costs and allocate capacity efficiently on a timely basis.***

Our customers generally do not place purchase orders far in advance (usually two months before shipment). In addition, due to the cyclical nature of the semiconductor industry, our customers' purchase orders have varied significantly from period to period. As a result, we do not typically operate with any significant backlog, except in periods of extreme capacity shortage such as that experienced in late 2009 and early 2010. The lack of significant backlog and the unpredictable length and timing of semiconductor cycles make it difficult for us to forecast our revenues in future periods. Moreover, our expense levels are based in part on our expectations of future revenues and we may be unable to adjust costs in a timely manner to compensate for revenue shortfalls. We expect that in the future our net operating revenues in any quarter will continue to be substantially dependent upon purchase orders received in that quarter.

***Our inability to obtain, preserve and defend intellectual property rights could harm our competitive position.***

Our ability to compete successfully and achieve future growth will depend, in part, on our ability to protect our proprietary technology and to secure critical processing technology that we do not own at commercially reasonable terms. We cannot assure you that in the future we will be able to independently develop, or secure from any third party, the technology required for upgrading our production facilities or for meeting our customer needs. Our failure to successfully obtain such technology may seriously harm our competitive position.

Our ability to compete successfully also depends on our ability to operate without infringing on the proprietary rights of others. We have no means of knowing what patent applications have been filed in the United States or in certain other countries until months after they are filed. The semiconductor industry, because of the complexity of the technology used and the multitude of patents, copyrights and other overlapping intellectual property rights, is characterized by frequent litigation regarding patent, trade secret and other intellectual property rights. It is common for patent owners to assert their patents against semiconductor manufacturers. We have received from time to time communications from third parties asserting patents that cover certain of our technologies and alleging infringement of intellectual property rights of others, and we expect to continue to receive such communications in the future. See

Item 4. Information on the Company B. Business Overview Litigation for more details of our ongoing litigation. In the event any third party was to make a valid claim against us or against our customers, we could be required to:

- seek to acquire licenses to the infringed technology which may not be available on commercially reasonable terms, if at all;
- discontinue using certain process technologies, which could cause us to stop manufacturing certain semiconductors;
- pay substantial monetary damages; and/or
- seek to develop non-infringing technologies, which may not be feasible.

Any one of these developments could place substantial financial and administrative burdens on us and hinder our business. Litigation, which could result in substantial costs to us and diversion of our resources, may also be necessary to enforce our patents or other intellectual property rights or to defend us or our customers against claimed infringement of the rights of others. If we fail to obtain necessary licenses or if litigation relating to patent infringement or other intellectual property matters occurs, it could hurt our reputation as a technology leader in our industry and prevent us from manufacturing particular products or applying particular technologies, which could reduce opportunities to generate revenues.

***Two of our former executives were charged with criminal offenses and our company was fined for violations of the Act Governing Relations Between Peoples of the Taiwan Area and the Mainland Area in connection with our alleged involvement in the operation of Hejian.***

Hejian, a semiconductor manufacturer in Suzhou, China, was set up in December 2001. Soon after the establishment of Hejian, various rumors circulated that Hejian was set up by us. We immediately denied these rumors and clarified that we did not provide any capital nor did we transfer any technology to Hejian.

Nevertheless, in early 2006, the Hsinchu District Prosecutor's Office brought criminal charges in the Hsinchu District Court against our former Chairman, Robert H. C. Tsao and our former Vice Chairman, John Hsuan in connection with their alleged breach of fiduciary duties and certain alleged violations of the R.O.C. Commercial Accounting Act. Prior to such charges, both our former Chairman and former Vice Chairman resigned from their respective positions with our company. In October 2007, the Hsinchu District Court found our former Chairman and former Vice Chairman not guilty, but the Prosecutor's office filed an appeal with the Taiwan High Court in November 2007. On December 31, 2008, the Taiwan High Court rejected the prosecutor's appeal and sustained the Hsinchu District Court's decision. On January 20, 2009, Taiwan High Prosecutor's office filed a further appeal with the Supreme Court. On December 3, 2009, the Supreme Court reversed the decision of, and remanded the case to, the Taiwan High Court for a new trial on the prosecutor's appeal filed in November 2007. On September 14, 2010, the Taiwan High Court again ruled in our favor, finding our former Chairman and former Vice Chairman not guilty. The Prosecutor's Office did not file for an appeal within the time allowed and, therefore, this case is now closed in our favor.

The R.O.C. Financial Supervisory Commission, or the R.O.C. FSC, a regulatory authority that supervises securities, banking, futures, and insurance activities in Taiwan, also began their investigation into whether there had been any violation of R.O.C. securities laws by us relating to Hejian. In April 2005, our former Chairman was fined (1) NT\$2.4 million by the R.O.C. FSC for our delay in making timely public disclosure (within two days) regarding the information relating to Hejian, which had been resolved in our board meeting on March 4, 2005, or the March 4 Resolution, and (2) NT\$0.6 million for our failure to disclose the information regarding the assistance we had provided to Hejian. Our former Chairman's appeal in relation to such fines was overruled in early 2006, and our former Chairman filed a lawsuit in the Taipei Administrative High Court to challenge the R.O.C. FSC fines. In December 2007, the Taipei Administrative High Court revoked the R.O.C. FSC's decision and ruled in favor of our former Chairman. In January 2008, the R.O.C. FSC filed an appeal with the Supreme Administrative Court. On November 5, 2009, the Supreme Administrative Court denied the R.O.C. FSC's appeal. This case is now closed in favor of our former Chairman.

In connection with the March 4 Resolution, our company was also fined in the amount of NT\$30,000 by the Taiwan Stock Exchange for an alleged delay in making public disclosure. After our former Chairman and former Vice Chairman were indicted by the prosecutor, our company was found by the R.O.C. Ministry of Economic Affairs, or the R.O.C. MOEA, to be in violation of the Act Governing Relations Between Peoples of the Taiwan Area and the Mainland Area and fined in the amount of NT\$5 million for an alleged illegal investment in Hejian. Our appeal to the R.O.C. MOEA in relation to such fines was denied in late 2006. We filed an administrative lawsuit in December 2006 with the Taipei Administrative High Court to challenge the R.O.C. MOEA fine. In July 2007, the Taipei Administrative High Court revoked the R.O.C. MOEA's decision and ruled in our favor. In August 2007, the R.O.C. MOEA filed an appeal with the Supreme Administrative Court. On December 10, 2009, the Supreme Administrative Court reversed the decision of, and remanded the case to, the Taipei High Administrative Court for a new trial on our administrative lawsuit. On July 21, 2010, the Taipei High Court ruled against us and we appealed to the Supreme Administrative Court on August 23, 2010. This matter remains open, with the case now pending in the Supreme Administrative Court.





***Our operations and business will suffer if we lose one or more of our key personnel without adequate replacements.***

Our future success to a large extent depends on the continued service of our Chairman and key executive officers. We do not carry key person insurance on any of our personnel. If we lose the services of any of our Chairman or key executive officers, it could be difficult to find and integrate replacement personnel in a short period of time, which could harm our operations and the growth of our business.

***We may have difficulty attracting and retaining skilled employees, who are critical to our future success.***

The success of our business depends upon attracting and retaining experienced executives, engineers and other employees to implement our strategy. The competition for skilled employees is intense. We expect demand for personnel in Taiwan to increase in the future as new wafer fabrication facilities and other businesses are established in Taiwan. We also expect demand for experienced personnel in other locations to increase significantly as our competitors establish and expand their operations. Some of our competitors are willing to offer better compensation than that we do to our executives, engineers and other employees. We do not have long-term employment contracts with any of our employees. If we were unable to retain our existing personnel or attract, assimilate and recruit new experienced personnel in the future, it could seriously disrupt our operations and delay or restrict the growth of our business.

***Our transactions with affiliates and stockholders may hurt our profitability and competitive position.***

We have provided foundry services to several of our affiliates and stockholders. These transactions were conducted on an arm's-length basis. We currently do not provide any preferential treatment to any of these affiliates and stockholders. However, we may in the future reserve or allocate our production capacity to these companies if there is a shortage of foundry services in the market to enable these companies to maintain their operations and/or to protect our investments in them. This reservation or allocation may reduce our capacity available for our other customers, which may damage our relationships with other customers and discourage them from using our services. This may hurt our profitability and competitive position.

***The differences between R.O.C. and U.S. accounting standards affect the amount of our net income.***

Our financial statements are prepared under R.O.C. GAAP, which differ in certain significant respects from U.S. GAAP. For a discussion of these differences, see Note 34 to our audited consolidated financial statements included elsewhere in this annual report. As a result, our net income (loss) attributable to the Company in 2008, 2009 and 2010 under U.S. GAAP was NT\$(28,955) million, NT\$2,572 million and NT\$23,616 million (US\$810 million), respectively, as compared to net income (loss) attributable to the Company under R.O.C. GAAP of NT\$(22,320) million, NT\$3,874 million and NT\$23,899 million (US\$820 million) in 2008, 2009 and 2010, respectively.

***The trend of adopting protectionist measures in certain countries, including the United States, could have a material adverse impact on our results of operations and financial condition.***

Governments in the United States, China and certain other countries have implemented fiscal and monetary programs to stimulate economic growth as a result of the recent economic downturn, and many of these programs include protectionist measures that encourage the use of domestic products and labor. Recent policy developments by the governments in China and elsewhere also suggest an increased unwillingness to allow international companies to invest in or acquire local businesses. Since many of our direct customers and other downstream customers in the supply chain are located in or have operations in the countries where protectionist measures were adopted, such protectionist measures may have a material adverse effect on demand for our manufacturing services.

***Any future outbreak of contagious diseases may materially and adversely affect our business and operations, as well as our financial condition and results of operations.***

Any future outbreak of contagious diseases, such as avian or swine influenza or severe acute respiratory syndrome, may disrupt our ability to adequately staff our business and may generally disrupt our operations. If any of our employees is suspected of having contracted any contagious disease, we may under certain circumstances be required to quarantine such employees and the affected areas of our premises. Therefore, we may have to temporarily suspend part of or all of our operations. Furthermore, any future outbreak may restrict the level of economic activity in affected regions, including Taiwan, and affect the willingness and ability of our employees and customers to travel, which may also adversely affect our business and prospects. As a result, we cannot assure you that any future outbreak of contagious diseases would not have a material adverse effect on our financial condition and results of operations.

**Risks Relating to Manufacturing**

***Our manufacturing processes are highly complex, costly and potentially vulnerable to impurities and other disruptions that can significantly increase our costs and delay product shipments to our customers.***

Our manufacturing processes are highly complex, require advanced and costly equipment and are continuously being modified to improve manufacturing yields and product performance. Impurities or other difficulties in the manufacturing process or defects with respect to equipment or supporting facilities can lower manufacturing yields, interrupt production or result in losses of products in process. As system complexity has increased and process technology has become more advanced, manufacturing tolerances have been reduced and requirements for precision have become even more demanding. Although we have been enhancing our manufacturing capabilities and efficiency, from time to time we have experienced production difficulties that have caused delivery delays and quality control problems, as is common in the semiconductor industry. In the past we have encountered the following problems:

- capacity constraints due to changes in product mix or the delayed delivery of equipment critical to our production, including scanners, steppers and chemical stations;

- construction delays during expansions of our clean rooms and other facilities;

- difficulties in upgrading or expanding existing facilities;

- manufacturing execution system or automatic transportation system failure;

- unexpected breakdowns in our manufacturing equipment and/or related facilities;

- changing or upgrading our process technologies;

- raw materials shortages and impurities; and

- delays in delivery and shortages of spare parts and in maintenance for our equipment and tools

Should these problems repeat, we may suffer delays in delivery and/or loss of business and revenues. In addition, we cannot guarantee that we will be able to increase our manufacturing capacity and efficiency in the future to the same extent as in the past.

***We may have difficulty in ramping up production in accordance with our schedule, which could cause delays in product deliveries and decreases in manufacturing yields.***

As is common in the semiconductor industry, we have from time to time experienced difficulties in ramping up production at new or existing facilities or effecting transitions to new manufacturing processes. As a result, we have suffered delays in product deliveries or reduced manufacturing yields. We may encounter similar difficulties in connection with:

- the migration to more advanced process technologies, such as 45/40- and 28 nanometer process technology;
- the joint development with vendors for more powerful tools (both in production and inspection) needed in the future to meet advanced process technology requirements; and
- the adoption of new materials in our manufacturing processes.

We may face construction delays, interruptions, infrastructure failure and delays in upgrading or expanding existing facilities, or changing our process technologies, any of which might adversely affect our production schedule. Our failure to follow our production schedule could delay the time required to recover our investments and seriously affect our profitability.

***Our production schedules could be delayed and we may lose customers if we are unable to obtain raw materials and equipment in a timely manner.***

We depend on our suppliers for raw materials. To maintain competitive manufacturing operations, we must obtain from our suppliers, in a timely manner, sufficient quantities of quality materials at acceptable prices. Although we source our raw materials from several suppliers, a small number of these suppliers account for a substantial amount of our supply of raw materials because of the consistent quality of these suppliers' wafers. For example, in 2010, we purchased a majority of our silicon wafers from four makers, Shin-Etsu Handotai Corporation, or Shin-Etsu, Siltronic AG, MEMC Corporation and Sumco Group (including Sumco Corporation and Formosa Sumco Technology Corporation). We may have long-term contracts with most of our suppliers if necessary. From time to time, our suppliers have extended lead time or limited the supply of required materials to us because of capacity constraints. Consequently, from time to time, we have experienced difficulty in obtaining the quantities of raw materials we need on a timely basis.

In addition, from time to time we may reject materials that do not meet our specifications, resulting in declines in output or manufacturing yields. We cannot assure you that we will be able to obtain sufficient quantities of raw materials and other supplies in a timely manner. If the supply of materials is substantially diminished or if there are significant increases in the costs of raw materials, we may be forced to incur additional costs to acquire sufficient quantities of raw materials to sustain our operations, which may increase our marginal costs and reduce profitability. We also depend on a limited number of manufacturers and vendors that make and maintain the complex equipment we use in our manufacturing processes. We also rely on these manufacturers and vendors to improve our technology to meet our customers' demands as technology improves. In periods of unpredictable and highly diversified market demand, the lead time from order to delivery of this equipment can be as long as six to twelve months. If there are delays in the delivery of equipment or in the availability or performance of necessary maintenance, or if there are increases in the cost of equipment, it could cause us to delay our introduction of new manufacturing capacity or technologies and delay product deliveries, which may result in the loss of customers and revenues.

***We may be subject to the risk of loss due to fire because the materials we use in our manufacturing processes are highly flammable.***

We use highly flammable materials such as silane and hydrogen in our manufacturing processes and may therefore be subject to the risk of loss arising from fires. The risk of fire associated with these materials cannot be completely eliminated. We maintain insurance policies to reduce losses caused by fire, including business interruption insurance. While we believe that our insurance coverage for damage to our property and business interruption due to fire is consistent with semiconductor industry practice, our insurance coverage is subject to deductibles and self-insured retention and may not be sufficient to cover all of our potential losses. If any of our fabs were to be damaged or cease operations as a result of a fire, it would temporarily reduce manufacturing capacity and reduce revenues.



***We and many of our customers and suppliers are vulnerable to natural disasters and other events outside of our control, which may seriously disrupt our operations.***

Most of our assets and many of our customers and suppliers are located in certain parts of Taiwan. Our operations and the operations of our customers and suppliers are vulnerable to earthquakes, floods, droughts, power losses and similar events that affect the locations of our operations. The occurrence of any of these events could interrupt our services and cause severe damages to wafers in process, or cause significant business interruptions. Although we maintain property damage and business interruption insurance for such risks, there is no guarantee that future damages or business loss from earthquakes will be covered by such insurance, that we will be able to collect from our insurance carriers, should we choose to claim under our insurance policies, or that such coverage will be sufficient. In addition, our manufacturing facilities have occasionally experienced insufficient power supplies, and our operations have been disrupted.

***Our operations may be delayed or interrupted and our business could suffer if we violate environmental, safety and health, or ESH, regulations.***

The semiconductor manufacturing process requires the use of various gases, chemicals, hazardous materials and other substances such as solvents and sulfuric acid which may have an impact on the environment. We are always subject to ESH regulations, and a failure to manage the use, storage, transportation, emission, discharge, recycling or disposal of raw materials or to comply with these ESH regulations could result in (i) regulatory penalties, fines and other legal liabilities, (ii) suspension of production or delays in operation and capacity expansion, (iii) a decrease in our sales, (iv) an increase in pollution cleaning fees and other operation costs, or (v) damage to our public image, any of which could harm our business. In addition, as ESH regulations are becoming more comprehensive and stringent, we may incur a greater amount of capital expenditures in technology innovation and materials substitution in order to comply with such regulations, which may adversely affect our results of operations.

***Climate change may negatively affect our business.***

There is increasing concern that climate change is occurring and may have dramatic effects on human activity without aggressive remediation steps. A modest change in temperature would result in increased coastal flooding, changing precipitation patterns and increasing risk of extinction for the world's species. Public expectations for reductions in greenhouse gas emissions could result in increased energy, transportation and raw material costs.

Scientific examination of, political attention to and rules and regulations on issues surrounding the existence and extent of climate change may result in an increase in the cost of production due to increase in the prices of energy and introduction of energy or carbon tax. A variety of regulatory developments have been introduced that focus on restricting or managing emissions of carbon dioxide, methane and other greenhouse gases. Enterprises may need to purchase at higher costs new equipment or raw materials with lower carbon footprints. These developments and further legislation that is likely to be enacted could affect our operations negatively. Changes in environmental regulations, such those on the use of perfluorinated compounds, could increase our production costs, which could adversely affect our results of operation and financial condition.

In addition, more frequent droughts and floods, extreme weather conditions and rising sea levels could occur due to climate change. The impact of such changes could be significant as most of our factories are located in islands including Taiwan and Singapore. For example, transportation suspension caused by extreme weather conditions could harm the distribution of our products. We cannot predict the economic impact, if any, of disasters or climate change.

***Disruptions in the international trading environment may seriously decrease our international sales.***

A substantial portion of our net operating revenues is derived from sales to customers located in countries other than Taiwan, Singapore and Japan where our fabs are located. In 2008, 2009 and 2010, sales to our overseas customers accounted for 70.2%, 61.8% and 62.5%, respectively, of our net operating revenues. We expect sales to customers outside of Taiwan, Singapore and Japan to continue to represent a significant portion of our net operating revenues. The success and profitability of our international activities depend on certain factors beyond our control, such as general economic conditions, labor conditions, political stability, tax laws, import duties and foreign exchange controls of the countries in which we sell our products, and the political and economic relationships between Taiwan, Singapore, Japan and these countries. As a result, our manufacturing services will continue to be vulnerable to disruptions in the international trading environment, including adverse changes in foreign government regulations, political unrest and international economic downturns.

These disruptions in the international trading environment affect the demand for our manufacturing services and change the terms upon which we provide our manufacturing services overseas, which could seriously decrease our international sales.

**Political, Economic and Regulatory Risks**

***We face substantial political risks associated with doing business in Taiwan, particularly due to the tense relationship between the R.O.C. and the People's Republic of China, or the PRC, that could negatively affect the value of your investment.***

Our principal executive offices and most of our assets and operations are located in Taiwan. Accordingly, our business, financial condition and results of operations and the market price of our shares and the ADSs may be affected by changes in R.O.C. governmental policies, taxation, inflation or interest rates and by social instability and diplomatic and social developments in or affecting Taiwan which are outside of our control. Taiwan has a unique international political status. Since 1949, Taiwan and the Chinese mainland have been separately governed. The PRC claims that it is the sole government in China and that Taiwan is part of China. Although significant economic and cultural relations have been established during recent years between the R.O.C. and the PRC, relations have often been strained. The PRC government has refused to renounce the use of military force to gain control over Taiwan and, in March 2005, further passed an Anti-Secession Law that authorizes non-peaceful means and other necessary measures should Taiwan move to gain independence from the PRC. Past developments in relations between the R.O.C. and the PRC have on occasions depressed the market prices of the securities of companies in the R.O.C.. Such initiatives and actions are commonly viewed as having a detrimental effect to reunification efforts between the R.O.C. and the PRC. Relations between the R.O.C. and the PRC and other factors affecting military, political or economic conditions in Taiwan could materially and adversely affect our financial condition and results of operations, as well as the market price and the liquidity of our securities.

***Our business depends on the support of the R.O.C. government, and a decrease in this support may increase our labor costs and decrease our net income after tax.***

The R.O.C. government has been very supportive of technology companies such as us. For instance, the R.O.C.'s labor laws and regulations do not require employees of semiconductor companies, including our company, to be unionized, and permit these employees to work shifts of 10 hours each day on a two-days-on, two-days-off basis. We cannot assure you, however, that these labor laws and regulations will not be changed in the future. In the event that the R.O.C. government requires our employees to be unionized or decreases the number of hours our employees may work in a given day, our labor costs may increase significantly which could result in lower margins.

We, like many R.O.C. technology companies, have benefited from substantial tax incentives provided by the R.O.C. government. In 2010, such incentives resulted in a tax credit in the amount of NT\$731 million (US\$25 million). Among the incentives broadly enjoyed by R.O.C. technology companies, various tax benefits granted under Chapter 2 and Article 70-1 of the Statute for Upgrading Industries expired on December 31, 2009. Despite the fact that we can still enjoy the five-year tax holidays for the relevant investment plans approved by R.O.C. tax authority before the expiration of the Statute for Upgrading Industries, if more incentives are curtailed or eliminated, our net income after tax attributable to us may decrease.



***Our future tax obligations may adversely affect our profitability.***

The R.O.C. government enacted the R.O.C. Income Basic Tax Act, also known as the Minimum Income Tax Statute, or the Statute, which became effective on January 1, 2006. This Statute imposes an alternative minimum tax, or AMT. The AMT is designed to remedy the current excessive tax incentives for individuals and businesses. The AMT imposed under the Statute is a supplemental tax which is payable if the income tax payable pursuant to the R.O.C. Income Tax Act is below the minimum amount prescribed under the Statute. For the purpose of calculating the AMT, the taxable income defined under the Statute includes most income that is exempted from income tax under various legislations, such as those providing tax holidays and investment tax credits. For businesses, the incomes which previously enjoyed tax-exemption privileges under relevant tax regulations, such as the Act for the Establishment and Administration of the Science Parks and the Statute for Upgrading Industries, will be subject to the new AMT system for the calculation of business taxpayers' aggregate incomes. The AMT rate for business entities is 10%. Under the Statute, a company will be subject to a 10% AMT if its annual taxable income under the Statute exceeds NT\$2 million. However, the Statute grandfathered certain tax exemptions granted prior to the enactment of the AMT. For example, businesses already qualified for five-year tax holidays and having obtained the applicable permission issued by the competent authority before December 31, 2005 may continue to enjoy tax incentives, and the income exempted thereunder will not be added to the taxable income for the purpose of calculating the AMT, so long as the construction of their investment projects breaks ground within one year from January 1, 2006 and is completed within three years commencing from the day immediately following their receipts of the applicable permission issued by the competent authority. As the tax exemption periods expire or in the event of an increase in other taxable income subject to the Statute, such 10% AMT may adversely impact our net income after tax.

***The trading price of the shares and ADSs may be adversely affected by the general activities of the Taiwan Stock Exchange and U.S. stock exchanges, the trading price of our shares, increases in interest rates and the economic performance of Taiwan.***

Our shares are listed on the Taiwan Stock Exchange. The trading price of our ADSs may be affected by the trading price of our shares on the Taiwan Stock Exchange and the economic performance of Taiwan. The Taiwan Stock Exchange is smaller and, as a market, more volatile than the securities markets in the United States and a number of European countries. The Taiwan Stock Exchange has experienced substantial fluctuations in the prices and volumes of sales of listed securities, and there are currently limits on the range of daily price movements on the Taiwan Stock Exchange. The Taiwan Stock Exchange is particularly volatile during times of political instability, such as when relations between Taiwan and the PRC are strained. Moreover, the Taiwan Stock Exchange has experienced problems such as market manipulation, insider trading and payment defaults, and the government of Taiwan has from time to time intervened in the stock market by purchasing stocks listed on the Taiwan Stock Exchange. The recurrence of these or similar problems could decrease the market price and liquidity of the shares and ADSs.

From September 19, 2000, the commencement date of the listing of our ADSs on the New York Stock Exchange, or the NYSE, to December 31, 2010, the daily reported closing prices of our ADSs ranged from US\$14.88 per ADS to US\$1.51 per ADS. The market price of the ADSs may also be affected by general trading activities on the U.S. stock exchanges, which recently have experienced significant price volatility with respect to shares of technology companies. Fluctuation in interest rates and other general economic conditions may also have an effect on the market price of the ADSs.

***Currency fluctuations could increase our costs relative to our revenues, which could adversely affect our profitability.***

More than half of our net operating revenues are denominated in currencies other than New Taiwan dollars, primarily U.S. dollars and Japanese Yen. On the other hand, more than half of our costs of direct labor, raw materials and overhead are incurred in New Taiwan dollars. Although we hedge a portion of the resulting net foreign exchange position through the use of foreign currency forward contracts, we are still affected by fluctuations in exchange rates among the U.S. dollar, the Japanese Yen, the New Taiwan dollar and other currencies. For example, during the period from August 31, 2010 to February 15, 2011, the U.S. dollar depreciated 8.06% against the NT dollar. Any significant fluctuation in exchange rates may be harmful to our financial condition. In addition, fluctuations in the exchange rate between the U.S. dollar and the New Taiwan dollar will affect the U.S. dollar value of the ADSs and the U.S. dollar



value of any cash dividends we pay, which could have a corresponding effect on the market price of the ADSs.

***Compliance with the US Conflict Minerals Law may affect our ability or the ability of our suppliers to purchase raw materials at an effective cost.***

Many industries rely on materials which are subject to regulation concerning certain minerals sourced from the Democratic Republic of Congo or adjoining countries, which include: Sudan; Uganda; Rwanda; Burundi; United Republic of Tanzania; Zambia; Angola; Congo; and Central African Republic. These minerals are commonly referred to as conflict minerals. Conflict minerals which may be used in our industry or by our suppliers include Columbite-tantalite (derivative of tantalum [Ta]), Cassiterite (derivative of tin [Sn]), gold [Au], Wolframite (derivative of tungsten [W]), and Cobalt [Co]. Under present regulations, we and our customers are required to survey and disclose whether our processes or products use or rely on conflict minerals. The SEC has proposed draft regulations that would require companies to disclose the use of conflict materials. Although we expect that we and our vendors will be able to comply with the requirements, there can be no guarantee that we will be able to gather all the information required. In addition, there is increasing public sentiment that companies should avoid using conflict materials from the DRC and adjoining countries. Although we believe our suppliers do not rely on such conflict materials, there can be no guarantee that we will continue to be able to obtain adequate supplies of materials needed in our production from supply chains outside the DRC and adjoining countries. A failure to obtain necessary information or to maintain adequate supplies of materials from supply chains outside the DRC and adjoining countries may delay our production, increasing the risk of losing customers and business.

***Risks Related to the Shares and ADSs and Our Trading Markets***

***Restrictions on the ability to deposit shares into our ADS program may adversely affect the liquidity and price of the ADSs.***

The ability to deposit shares into our ADS program is restricted by R.O.C. law. Under current R.O.C. law, no person or entity, including you and us, may deposit shares into our ADS program without specific approval of the R.O.C. FSC except for the deposit of the shares into our ADS program and for the issuance of additional ADSs in connection with:

- (1) distribution of share dividends or free distribution of our shares;
- (2) exercise of the preemptive rights of ADS holders applicable to the shares evidenced by ADSs in the event of capital increases for cash; or
- (3) delivery of our shares which are purchased in the domestic market in Taiwan directly by the investor or through the depository or are already in the possession of the investor to the custodian for deposit into our ADS program, subject to the following conditions: (a) the re-issuance is permitted under the deposit agreement and custody agreement, (b) the depository may accept deposit of those shares and issue the corresponding number of ADSs with regard to such deposit only if the total number of ADSs outstanding after the issuance does not exceed the number of ADSs previously approved by the R.O.C. FSC, plus any ADSs issued pursuant to the events described in (1) and (2) above and (c) this deposit may only be made to the extent previously issued ADSs have been withdrawn.

As a result of the limited ability to deposit shares into our ADS program, the prevailing market price of our ADSs on the NYSE may differ from the prevailing market price of the equivalent number of our shares on the Taiwan Stock Exchange.

***Holders of our ADSs will not have the same proposal or voting rights as the holders of our shares, which may affect the value of your investment.***

Except for treasury shares and shares held by our subsidiaries which meet certain criteria provided under the R.O.C. Company Act, each common share is generally entitled to one vote and no voting discount will be applied. However, except as described in this annual report and in the deposit agreement, holders of our ADSs will not be able to exercise voting rights attached to the shares evidenced by our ADSs on an individual basis. Holders of our ADSs will appoint the depositary or its nominee as their representative to exercise the voting rights attached to the shares represented by the ADSs. The voting rights attached to the shares evidenced by our ADSs must be exercised as to all matters brought to a vote of stockholders collectively in the same manner.

Moreover, holders of the ADSs do not have individual rights to propose any matter for stockholders' votes at our stockholders' meetings. However, holders of at least 51% of the ADS outstanding at the relevant record date may request the depositary to submit to us one proposal per year for consideration at our annual ordinary stockholders meeting, provided that such proposal meets certain submission criteria and limitations, including the language and the length of the proposal, the time of submission, the required certification or undertakings, and the attendance at the annual ordinary stockholders' meeting. A qualified proposal so submitted by the depositary will still be subject to review by our board of directors and there is no assurance that the proposal will be accepted by our board of directors for inclusion in the agenda of our annual ordinary stockholders' meeting. Furthermore, if we determine, at our discretion, that the proposal submitted by the depositary does not qualify, we have no obligation to notify the depositary or to allow the depositary to modify such proposal.

Furthermore, if holders of at least 51% of the ADSs outstanding at the relevant record date instruct the depositary to vote in the same manner regarding a resolution, including election of directors and/or supervisors, the depositary will appoint our Chairman, or his designee, to represent the ADS holders at the stockholders' meetings and to vote the shares represented by the ADSs outstanding in the manner so instructed. If by the relevant record date the depositary has not received instructions from holders of ADSs holding at least 51% of the ADSs to vote in the same manner for any resolution, then the holders will be deemed to have instructed the depositary to authorize and appoint our Chairman, or his designee, to vote all the shares represented by ADSs at his sole discretion, which may not be in your interest.

***The rights of holders of our ADSs to participate in our rights offerings may be limited, which may cause dilution to their holdings.***

We may from time to time distribute rights to our stockholders, including rights to acquire our securities. Under the deposit agreement, the depositary will not offer those rights to ADS holders unless both the rights and the underlying securities to be distributed to ADS holders are either registered under the Securities Act or exempt from registration under the Securities Act. We are under no obligation to file a registration statement with respect to any such rights or underlying securities or to endeavor to cause such a registration statement to be declared effective. Accordingly, holders of our ADSs may be unable to participate in our rights offerings and may experience dilution in their holdings.

***Changes in exchange controls that restrict your ability to convert proceeds received from your ownership of ADSs may have an adverse effect on the value of your investment.***

Your ability to convert proceeds received from your ownership of ADSs depends on existing and future exchange control regulations of the Republic of China. Under the current laws of the Republic of China, an ADS holder or the depositary, without obtaining further approvals from the R.O.C. Central Bank of China, or the CBC, or any other governmental authority or agency of the Republic of China, may convert NT dollars into other currencies, including U.S. dollars, in respect of:

- the proceeds of the sale of shares represented by ADSs or received as share dividends with respect to the shares and deposited into the depositary receipt facility; and
- any cash dividends or distributions received from the shares represented by ADSs.

In addition, the depositary may also convert into NT dollars incoming payments for purchases of shares for deposit in the depositary receipt facility against the creation of additional ADSs. If you withdraw the shares underlying your ADSs and become a holder of our shares, you may convert into NT dollars subscription payments for rights offerings. The depositary may be required to obtain foreign exchange approval from the CBC on a payment-by-payment basis for conversion from NT dollars into foreign currencies of the proceeds from the sale of subscription rights of new shares. Although it is expected that the CBC will grant approval as a routine matter, required approvals may not be obtained in a timely manner, or at all.

Under the Republic of China Foreign Exchange Control Law, the Executive Yuan of the Republic of China may, without prior notice but subject to subsequent legislative approval, impose foreign exchange controls or other restrictions in the event of, among other things, a material change in international economic conditions.

***Our public stockholders may have more difficulty protecting their interests than they would as stockholders of a U.S. corporation.***

Our corporate affairs are governed by our articles of incorporation and by laws governing R.O.C. corporations. The rights of our stockholders to bring stockholders' suits against us or our board of directors under R.O.C. law are much more limited than those of the stockholders of U.S. corporations. Therefore, our public stockholders may have more difficulty protecting their interests in connection with actions taken by our management, members of our board of directors or controlling stockholders than they would as stockholders of a U.S. corporation. Please refer to Item 10. Additional Information B. Memorandum and Articles of Association Rights to Bring Stockholders' Suits included elsewhere in this annual report for a detailed discussion of the rights of our stockholders to bring legal actions against us or our directors under R.O.C. law.

***Holders of our ADSs will be required to appoint several local agents in Taiwan if they withdraw shares from our ADS program and become our stockholders, which may make ownership burdensome.***

Non-R.O.C. persons wishing to withdraw shares represented by their ADSs from our ADS program and hold our shares represented by those ADSs are required to, among other things, appoint a local agent or representative with qualifications set forth by the R.O.C. FSC to open a securities trading account with a local brokerage firm, pay R.O.C. taxes, remit funds and exercise stockholders' rights. In addition, the withdrawing holders are also required to appoint a custodian bank with qualifications set forth by the R.O.C. FSC to hold the securities in safekeeping, make confirmations, settle trades and report all relevant information. Without making this appointment and opening of the accounts, the withdrawing holders would not be able to subsequently sell our shares withdrawn from a depositary receipt facility on the Taiwan Stock Exchange. Under R.O.C. law and regulations, except under limited circumstances, PRC persons are not permitted to withdraw the shares underlying the ADSs or to register as a stockholder of our company. Under the Regulations Governing Securities Investment and Futures Trading in Taiwan by Mainland Area Investors promulgated by the R.O.C. Executive Yuan on April 30, 2009, as amended, only qualified domestic institutional investors, or QDIIs, are permitted to withdraw the shares underlying the ADSs, subject to compliance with the withdrawal relevant requirements, and only qualified domestic institutional investors, or QDIIs, and limited entities or individuals who meet the qualification requirements set forth therein are permitted to own shares of an R.O.C. company listed for trading on the Taiwan Stock Exchange, provided that among other restrictions generally applicable to investments made by PRC persons, their shareholdings are subject to certain restrictions as set forth in the abovementioned regulations and that such mainland area investors shall apply for a separate approval if their investment, individually or in aggregate, amounts to or exceeds 10 percent of the shares of any R.O.C. company.

***You may not be able to enforce a judgment of a foreign court in the R.O.C..***

We are a company limited by shares incorporated under the R.O.C. Company Act. Most of our assets and most of our directors, supervisors and executive officers and experts named in the registration statement are located in Taiwan. As a result, it may be difficult for you to enforce judgments obtained outside Taiwan upon us or such persons in Taiwan. We have been advised by our R.O.C. counsel that any judgment obtained against us in any court outside the R.O.C. arising out of or relating to the ADSs will not be enforced by R.O.C. courts if any of the following situations shall apply to such final judgment:

the court rendering the judgment does not have jurisdiction over the subject matter according to R.O.C. law; the judgment or the court procedure resulting in the judgment is contrary to the public order or good morals of the R.O.C.;

the judgment was rendered by default, except where the summons or order necessary for the commencement of the action was legally served on us within the jurisdiction of the court rendering the judgment within a reasonable period of time or with judicial assistance of the R.O.C.; or

judgments of R.O.C. courts are not recognized in the jurisdiction of the court rendering the judgment on a reciprocal basis.

***We may be considered a passive foreign investment company, which could result in adverse U.S. tax consequences for U.S. investors.***

We do not believe that we were a passive foreign investment company, or PFIC, for 2010 and we do not expect to become one in the future, although there can be no assurance in this regard. Based upon the nature of our business activities, we may be classified as a passive foreign investment company for U.S. federal income tax purposes. Such characterization could result in adverse U.S. tax consequences to you if you are a U.S. investor.

For example, if we are a PFIC, our U.S. investors may become subject to increased tax liabilities under U.S. tax laws and regulations and will become subject to burdensome reporting requirements. The determination of whether or not we are a PFIC is made on an annual basis and will depend on the composition of our income and assets from time to time. Specifically, for any taxable year we will be classified as a PFIC for U.S. tax purposes if either (i) 75% or more of our gross income in a taxable year is passive income or (ii) the average percentage of our assets (which includes cash) by value in a taxable year which produce or are held for the production of passive income is at least 50%. The calculation of the value of our assets will be based, in part, on the quarterly market value of shares and ADSs, which is subject to change. In addition, the composition of our income and assets will be affected by how, and how quickly, we spend the cash we have raised in prior offerings. See Taxation U.S. Federal Income Tax Considerations For U.S. Persons Passive foreign investment company.

**ITEM 4. INFORMATION ON THE COMPANY**

**A. History and Development of the Company**

Our legal and commercial name is United Microelectronics Corporation, commonly known as UMC. We were incorporated under the R.O.C. Company Law as a company limited by shares in May 1980 and our shares were listed on the Taiwan Stock Exchange in 1985. Our principal executive office is located at No. 3 Li-Hsin Road II, Hsinchu Science Park, Hsinchu, Taiwan, Republic of China, and our telephone number is 886-3-578-2258. Our Internet website address is www.umc.com. The information on our website does not form part of this annual report. Our ADSs have been listed on the NYSE under the symbol UMC since September 19, 2000.

We are one of the world's largest independent semiconductor foundries and a leader in semiconductor manufacturing process technologies. Our primary business is the manufacture, or fabrication, of semiconductors, sometimes called chips or integrated circuits, for others. Using our own proprietary processes and techniques, we make chips to the design specifications of our many customers. Our company maintains a diversified customer base across industries, including communication, consumer electronics, computer, memory and others, while continuing to focus on manufacturing for high growth, large volume applications, including networking, telecommunications, internet, multimedia, PCs and graphics. We sell and market mainly wafers which in turn are used in a number of different applications by our customers. Percentages of our net wafer sales derived from our products used in communication devices, consumer electronics, PCs, memory and other applications were 54.3%, 30.7%, 12.2%, 1.0% and 1.8%, respectively, in 2010.



We focus on the development of leading mass-producible manufacturing process technologies. We were among the first in the foundry industry to go into commercial operation with such advanced capabilities as producing integrated circuits with line widths of 0.25, 0.18, 0.15, 0.13 micron and 90, 65 and 45/40 nanometer. Advanced technologies have enabled electronic products, especially in relation to computer, communication and consumer products, to integrate their functions in new and innovative methods. Networking capabilities have allowed electronic products such as computers, tablets, cell phones, televisions, PDAs, CD-ROMs and digital cameras to communicate with each other to exchange information. More powerful semiconductors are required to drive multimedia functions (e.g. processing visual data) and to resolve network bandwidth issues. At the same time, the trend toward personal electronic devices has resulted in products that are becoming physically smaller and consume less power. Process technology must also shrink the volumes of products aggressively to cater to this trend of integrating multiple functions, reducing the size of components needed for operation and lowering IC power consumption. Dedicated semiconductor foundries need to achieve this process improvement and at the same time develop multiple process technologies to satisfy the varying needs of computer, communication and consumer products. We believe our superior process technologies will enable us to continue to offer our customers significant performance benefits for their products, faster time-to-market production, cost savings and other competitive advantages.

We provide high quality service based on our performance. In today's marketplace, we believe it is important to make available not only the most manufacturable processes, but also the best solutions to enable customers to design integrated circuits that include entire systems on a chip. Through these efforts, we intend to be the foundry solution for SoC customer needs. To achieve this goal, we believe it is necessary to timely develop and offer the intellectual property and design support that customers need to ensure their specific design blocks work with the other design blocks of the integrated circuit system in the manner intended. Accordingly, we have a dedicated intellectual property and design support team which focuses on timely development of the intellectual property and process specific design blocks our customers need in order to develop products that operate and perform as intended. Our design service team actively cooperates with our customers and vendors of cell libraries and intellectual property offerings to identify, early in the product/market cycle, the offerings needed to ensure that these coordinated offerings are available to our customers in silicon verified form in a streamlined and easy-to-use manner. As a result, we are able to ensure the timely delivery of service offerings from the earliest time in the customer design cycle, resulting in a shorter time-to-volume production. We also provide our customers with real-time online access to their confidential production data, resulting in superior communication and efficiency. We further address our customers' needs using our advanced technology and proven methodology to achieve fast cycle time, high yield, production flexibility and close customer communication. For example, we select and configure our clean rooms and equipment and develop our processes to maximize the flexibility in meeting and adapting to rapidly changing customer and industry needs. As a result, our cycle time, or the period from customer order to wafer delivery, and our responsiveness to customer request changes are among the fastest in the dedicated foundry industry. We also provide high quality service and engineering infrastructure.

Our production capacity is comparable to that of certain largest companies in the semiconductor industry, and we believe our leading edge and high volume capability is a major competitive advantage.

Our technology and service have attracted two principal types of foundry industry customers: fabless design companies and integrated device manufacturers. Fabless design companies design, develop and distribute proprietary semiconductor products but do not maintain internal manufacturing capacity. Instead, these companies depend on outside manufacturing sources. Integrated device manufacturers, in contrast, traditionally have integrated internally all functions—manufacturing as well as design, development, sales and distribution.

Our primary customers, in terms of our sales revenues, include premier integrated device manufacturers, such as Texas Instruments, Infineon and STMicroelectronics, and leading fabless design companies, such as Xilinx, Broadcom, MediaTek, Realtek and Novatek. In 2010, our company's top ten customers accounted for 63.2% of our net operating revenues. We believe our success in attracting these customers is a direct result of our commitment to high quality service and our intense focus on customer needs and performance.





For the disclosure related to our acquisition of Hejian, the contents of the Form 6-K we furnished to the Commission on April 29, 2009 (File No. 001-15128) are hereby incorporated by reference. At our annual stockholders' meeting in 2009, the stockholders approved our proposed acquisition of Infoshine, the holding company of Hejian, with the acquisition subject to our ability to obtain the approvals from the necessary authorities pursuant to relevant laws and regulations. Hejian is engaged in the semiconductor foundry business and owns an 8-inch fab in Suzhou, China. Investment by an R.O.C. company in the PRC to engage in semiconductor foundry business is strictly regulated by the R.O.C. government. Traditionally, only manufacturing of semiconductor wafers of 8 inches or smaller sizes is permitted, and the number of total investment projects in the semiconductor foundry business undertaken by R.O.C. companies, taken as a whole, is subject to a quota. When our stockholders approved the acquisition, however, there was no quota available. In February 2010, the relevant restrictions were partially lifted, and the quota and the restriction on the size of semiconductor wafers produced are not applicable if (i) an investment is made through merger or acquisition; (ii) the rest of the applicable requirements, such as the processing technology gap between the R.O.C. company and its investment target, shall be satisfied; and (iii) the investment application is approved by the R.O.C. government, which approval is at the government's discretion. We plan to pursue approval of our acquisition of the holding company of Hejian, but there can be no guarantee that we will successfully obtain such approval.

Moreover, an investment regulation governing foreigners' holdings of Taiwanese securities, along with restrictions from the amended Operating Rules of the Taiwan Stock Exchange Corporation for issuing new shares to acquire foreign unlisted companies, presently precludes the issuance of common shares or ADRs as exclusive payment options for such an acquisition. Furthermore, Hejian's stockholders have not agreed to accept cash-only payments. To continue searching for further integration, on March 16, 2011, our Board of Directors proposed an offer to the stockholders of Best Elite, which owns 100% of the shares of Infoshine, to purchase their shares and thereby obtain additional 30% ownership of Hejian. However, we cannot assure you that our efforts in this regard will succeed.

For the disclosure related to our tender offer of UMCJ, the contents of the Forms 6-K we furnished to the Commission on October 28, 2009 (File No. 001-15128) and December 21, 2009 (File No. 001-15128) are hereby incorporated by reference. After the tender offer which was held from October 29, 2009 to December 14, 2009, 403,368 shares of UMCJ were purchased, and we and AWL together held 94.79% of UMCJ shares. UMCJ then delisted from the Jasdac Securities Exchange in accordance with its listing rules on March 19, 2010. Since not all of the outstanding equity securities of UMCJ were acquired, we initiated certain squeeze-out procedures as provided in the Japanese Companies Act. Pursuant to such procedures, as of the end of 2010, we, together with AWL, owned 100% of UMCJ. On June 7, 2010, we acquired 63,000 shares of UMCJ from AWL and other minority stockholders for approximately JPY782 million. In accordance with R.O.C. SFAS 25, the excess fair value of UMCJ's identifiable net assets over the purchase price was allocated proportionately to UMCJ's noncurrent assets. When the book value of those noncurrent assets acquired are reduced to zero, the remaining excess was recognized as an extraordinary gain. Accordingly, we recognized an extraordinary gain of NT\$82 million from the UMCJ transaction. The acquisition of UMCJ from AWL was accounted for as an organization restructuring in accordance with ARDF Interpretation No. 95-081. The purchase price of JPY12,500 per share of the above transaction was determined based on AWL's purchase price of UMCJ's shares during the period from October 29 to December 14, 2009, at which time AWL considered the shares' current trading value and future industry competition and operating strategies and obtained a fair opinion from a security expert and a Certified Public Accountant to evaluate the reasonableness of the purchase price. We acquired 4,000 shares of UMCJ from AWL, our equity investee, for approximately JPY48 million. Furthermore, AWL intends to file for liquidation through a decision of its board of directors. One of the former stockholders of UMCJ has challenged the purchase or acquisition price, filing an action under Japanese law. Such action does not unwind or disable the acquisition, but merely seeks additional compensation for the former stockholder's shares. We intend to defend this claim, and to resist any additional payment. However, the only issue in the proceeding is the value to be paid; there is no material challenge to our ability to proceed with closing.

By owning 100% of UMCJ and proceeding with integration, we expect UMCJ to reap the benefits of economies of scale and efficiency of operations through developing business on a global basis with our company. The reorganization and restructuring of UMCJ are also expected to increase the efficiency of our operation and to increase our overall corporate value. We also believe the integration will be beneficial to UMCJ's customers, as it is expected to

enable UMCJ to offer more competitive globally-based services along with our company's broader range of technology and more competitive production capabilities.

Please refer to Item 5. Operating and Financial Review and Prospects B. Liquidity and Capital Resources for a discussion of our capital expenditures in the past three years and the plan for the current year.

## **Our Strategy**

To maintain and enhance our position as a market leader, we have adopted a business strategy with a focus on a partnership business model designed to accommodate our customers' business needs and objectives and to promote their interests as our partners. We believe that our success and profitability are inseparable from the success of our customers. The goal in this business model is to create a network of partnerships or alliances among integrated device manufacturers, intellectual property and design houses, as well as foundry companies. We believe that we and our partners will benefit from the synergy generated through such long-term partnerships or alliances and the added value to be shared among the partners. The key elements of our strategy are:

***Operate as a Customer-Driven Foundry.*** We plan to operate as a customer-driven foundry. The increasing complexity of 45-nanometer and more advanced technologies has impacted the entire chip industry, as ICs can now be designed with greater gate density and higher performance while incorporating the functions of an entire system. These advanced designs have created a new proliferating market of advanced mobile digital devices such as smart phones, which have decreased in size but greatly increased in functionality. We collaborate closely with our customers as well as partners throughout the entire supply chain, including equipment, electronic design automation tool and intellectual property, or IP, vendors to work synergistically toward each customer's SoC silicon solution. We also possess experience and know-how in system design and architecture to integrate customer designs with advanced process technologies and IP. We believe the result is a higher rate of first-pass silicon success for our SoC solutions. Our customer-driven foundry solutions begin with a common logic-based platform, where designers can choose the process technologies and transistor options that best fit their specific application. From there, technologies such as radio frequency complementary metal-oxide-semiconductor, or RF CMOS, and embedded Flash memories can be used to further fine-tune the process for customers' individual needs. Furthermore, as IP has become critical resources for SoCs, our portfolio includes basic design building blocks as well as more complex IP of optimized portability and cost, developed both internally and by third-party partners. With advanced technology, a broad IP portfolio, system knowledge and advanced 300-millimicron manufacturing, we offer comprehensive solutions that help customers deliver successful results in a timely fashion.

***Build up Customer-focused Partnership Business Model.*** We have focused on building partnership relationships with our customers, and we strive to help our customers achieve their objectives through close cooperation. Unlike the traditional buy-and-sell relationship between a foundry and its customers, we believe our partnership business model will help us understand our customers' requirements and, accordingly, better accommodate our customers' needs in a number of ways, such as customized processes and services that optimize the entire value chain (not just the foundry portion) and intellectual property-related support. We believe that this business model will enable us to deliver our products to our customers at the earliest time our customers require for their design cycle, resulting in shorter time-to-market and time-to-volume production. Furthermore, we believe we will render more cost-effective services by focusing our research and development expenditures on the specific requirements of our customers. We believe our partnership business model will help us not only survive a market downturn, but also achieve a better competitive position.

***Continue to Focus on High Growth Applications and Customers.*** We believe one measure of a successful foundry company is the quality of its customers. We focus our sales and marketing on customers who are established or emerging leaders in industries with high growth potential. Our customers include industry leaders such as AMD (ATI), Broadcom, Marvell, Infineon, MediaTek, Novatek, Realtek, SanDisk, STMicroelectronics, Texas Instruments, Freescale and Xilinx. We seek to maintain and expand our relationships with these companies. We strive to demonstrate to these customers the superiority and flexibility of our manufacturing, technology and service capabilities and to provide them with production and design assistance. We are also making efforts to further diversify our customer portfolio in order to maintain a balanced exposure to different applications and different customers. We believe these efforts strengthen our relationships with our customers and enhance our reputation in the semiconductor industry as a leading foundry service provider.

***Maintain Our Leading Position in Mass-Produced Semiconductor Technology and Selectively Pursue Strategic Investments in New Technologies.*** We believe that maintaining and enhancing our leadership in mass-produced semiconductor manufacturing technology is critical to attract and retain customers. Our reputation for technological

excellence has attracted both established and emerging leaders in the semiconductor industries who work closely with us on technology development. In addition, we believe our superior processing expertise has enabled us to provide flexible production schedules to meet our customers' particular needs. We plan to continue building internal research and development expertise, to focus on process development and to establish alliances with leading and specialty semiconductor companies to accelerate access to next-generation and specialized technologies. For example, we expect to deliver our 28-nanometer technology to our customers in 2011 to significantly increase the competitive advantages of our customers by providing better device performance in a smaller die size. We believe our progress in developing more advanced process technologies has benefited our customers in the fields of computers, communications, consumer electronics and others with special preferences in certain aspects of the products, such as the ultimate performance, density and power consumption.

We also recognize that every company has limited resources and that the foundry industry is ever-evolving. Accordingly, we believe we should invest in new research and development technology intelligently and in a cost-effective manner to achieve the ultimate output of the resulting technology. In doing so, we balance the rate of return of our research and development with the importance of developing a technology at the right time to enhance our competitive edge without unduly diluting our profitability. We intend to avoid investments in technologies that do not present a commercial potential for volume production. We believe that to develop the earliest and most advanced semiconductor technology without regard to its potential for near term volume production may prove costly to our operations and would not strengthen our competitive position. We perceive a benefit to defer investment in the premature equipment needed to claim the earliest advanced technology and instead to purchase a more advanced and less expensive version of equipment from vendors who design such equipment based on pre-production lessons learned from the earliest technology.

**Maintain Scale and Capacity Capabilities to Meet Customer Requirements, with a Focus on 12-inch Wafer Facilities for Future Expansion.** We believe that maintaining our foundry capacity with advanced technology and facilities is critical to the maintenance of our industry leadership. Our production capacity is currently among the largest of all semiconductor foundries in the world. We intend to increase our 12-inch wafer production capacity to meet the needs of our customers and to fully capitalize on the expected growth of our industry. Our future capacity expansion plans will focus on 12-inch wafer facilities in order to maintain our technology leadership. 12-inch wafers offer manufacturing advantages over 8-inch wafers due to, among other reasons, the greater number of chips on each wafer and the advantages only offered on newer 12-inch capable equipment. In addition, 12-inch wafer facilities present a more cost-effective solution in achieving an economic scale of production. We intend to carefully monitor current market conditions in order to optimize the timing of our capital spending.

## B. Business Overview

### Manufacturing Facilities

To maintain a leading position in the foundry business, we have placed great emphasis on achieving and maintaining a high standard of manufacturing quality. As a result, we seek to design and implement manufacturing processes that produce consistent, high manufacturing yields to enable our customers to estimate, with reasonable certainty, how many wafers they need to order from us. In addition, we continuously seek to enhance our production capacity and process technology, two important factors that characterize a foundry's manufacturing capability. Our large production capacity and advanced process technologies enable us to provide our customers with volume production and flexible and quick-to-market manufacturing services. All of our fabs operate 24 hours per day, seven days per week.

Substantially all maintenance at each of the fabs is performed concurrently with production.

As a step in our continuing expansion of our manufacturing complex in the Tainan Science Park in southern Taiwan, we completed the construction of our second 300mm fab in Taiwan in May 2009, and moved the equipment into this fab in July 2010. Total investment for this fab will be around US\$4.5~5 billion, with a maximum designed monthly production capacity of approximately 40,000 (300mm) wafers.

The following table sets forth operational data of each of our manufacturing facilities as of December 31, 2010.

	Fab 6A	Fab 8A	Fab 8C	Fab 8D	Fab 8E	Fab 8F	Fab 8S	Fab 12A	Fab 12i	UMCJ
Commencement of volume production	1989	1995	1998	2000	1998	2000	2000	2002	2004	1996
Estimated full capacity(1)(2)	49,300 wafers per months	68,000 wafers per months	30,000 wafers per months	28,000 wafers per months	35,100 wafers per months	32,500 wafers per months	25,500 wafers per months	32,170 wafers per months	43,807 wafers per months	20,000 wafers per Months
Wafer size	6-inch (150mm)	8-inch (200mm)	8-inch (200mm)	8-inch (200mm)	8-inch (200mm)	8-inch (200mm)	8-inch (200mm)	12-inch (300mm)	12-inch (300mm)	8-inch (200mm)

- (1) Measured in stated wafer size.
- (2) The capacity of a fab is determined based on the capacity ratings given by manufacturers of the equipment used in the fab, adjusted for, among other factors, actual output during uninterrupted trial runs, expected down time due to set up for production runs and maintenance and expected product mix.

The following table sets forth the size and primary use of our facilities and whether such facilities, including land and buildings, are owned or leased. Our land in the Hsinchu and Tainan Science Parks is leased from the R.O.C. government.

<b>Location</b>	<b>Size (Land/Building) (in square meters)</b>	<b>Primary Use</b>	<b>Land (Owned or Leased)</b>	<b>Building (Owned or Leased)</b>
Fab 6A, 10 Innovation 1st Rd., Hsinchu Science Park, Hsinchu, Taiwan 30076, R.O.C.	27,898/34,609 6-inch wafer production	6-inch wafer production	Leased (expires in December 2026)	Owned
Fab 8A, 3 Li-Hsin 2nd Rd., Hsinchu Science Park, Hsinchu, Taiwan 30078, R.O.C.	43,468/83,699 8-inch wafer production	8-inch wafer production	Leased (expires in March 2014)	Owned
Fab 8C, 6 Li-Hsin 3rd Rd., Hsinchu Science Park, Hsinchu, Taiwan 30078, R.O.C.	24,678/71,427 8-inch wafer production	8-inch wafer production	Leased (expires in March 2016)	Owned
Fab 8D, 8 Li-Hsin 3rd Rd., Hsinchu Science Park, Hsinchu, Taiwan 30078, R.O.C.	8,036/29,181 8-inch wafer production	8-inch wafer production	Leased (expires in March 2016)	Owned
Fab 8E, 17 Li-Hsin Rd., Hsinchu Science Park, Hsinchu, Taiwan 30078, R.O.C.	35,000/76,315 8-inch wafer production	8-inch wafer production	Leased (expires in February 2016)	Owned
Fab 8F, 3 Li-Hsin 6th Rd., Hsinchu Science Park, Hsinchu, Taiwan 30078, R.O.C.	24,180/65,736 8-inch wafer production	8-inch wafer production	Leased (expires in February 2018)	Owned
Fab 8S, 16 Creation 1st Rd., Hsinchu Science Park, Hsinchu, Taiwan 30077, R.O.C.	20,404/65,614 8-inch wafer production	8-inch wafer production	Leased (expires in December 2023)	Owned
Fab 12A, 18, 20 Nan-Ke 2nd Rd., Tainan Science Park, Sinshih, Tainan, Taiwan 74147, R.O.C.	113,661/316,456 12-inch wafer production	12-inch wafer production	Leased (expires in November 2030)	Owned
Fab 12i, 3 Pasir Ris Drive 12 Singapore 519528	85,737/142,169 12-inch wafer production	12-inch wafer production	Leased (expires in March 2031)	Owned
UMCJ, 1580, Yamamoto, Tateyama-City, Chiba, Japan	387,551/61,111 8-inch wafer production	8-inch wafer production	83% owned, 17% leased (expires in June 2049)	96% Owned, 4% Leased

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United Tower, 3 Li-Hsin 2nd Rd., Hsinchu Science Park, Hsinchu, Taiwan 30078, R.O.C.	8,818/85,224 Administration office	Administration office	Leased (expires in March 2014)	Owned
Neihu Rd. office, 8F,68.Sec. 1,Neihu Rd., Taipei Taiwan 11493, R.O.C.	626/4,817 Administration office	Administration office	Owned	Owned
Testing Building, 1, Chin-Shan, St. 7, Hsinchu, Taiwan 30080, R.O.C.	10,762/41,318 Leased to several companies	Leased to several companies	Owned	Owned
R&D Building, 18 Nan-Ke 2nd Rd., Tainan Science Park, Sinshih, Tainan, Taiwan 74147, R.O.C.	42,000/47,501 Research and development	Research and development	Leased (expires in December 2023)	Owned



<b>Location</b>	<b>Size (Land/Building) (in square meters)</b>	<b>Primary Use</b>	<b>Land (Owned or Leased)</b>	<b>Building (Owned or Leased)</b>
Nexpower, No.2, Houke S.Rd., Houli Township, Taichung, Taiwan 42152, R.O.C.	90,634/78,212 Sun power production	Sun power production	Leased (expires in December 2026)	Owned
Topcell, No. 1560, Sec. 1, Zhongshan Rd., Guanyin Township, Taoyuan, Taiwan 32852, R.O.C.	16,873/29,124 6-inch cell production	6-inch cell production	Leased (expires in March 2018)	Leased (expires in March 2018)

### **Process Technology**

Process technology is a set of specifications and parameters that we implement for manufacturing the critical dimensions of the patterned features of the circuitry of semiconductors. Our process technologies are currently among the most advanced in the foundry industry. These advanced technologies have enabled us to provide flexible production schedules to meet our customers' particular needs.

The continued enhancement of our process technologies has enabled us to manufacture semiconductor devices with smaller geometries, allowing us to produce more dice on a given wafer. We pioneered the production of semiconductor products with 0.25 and 0.18 micron process technology in 1997 and 1999, respectively, and used copper interconnect metallurgic to allow better reliability and higher conductivity than traditional aluminum interconnects. We began volume production using 0.13-micron process technology in 2002. Our extensive experience in the 0.13-micron process technology has helped smooth our transition to 90-nanometer pilot production. Our 90-nanometer process marks further advance in our technology achievements, incorporating up to nine copper metal layers, triple gate oxide and other advanced features and using chrome-less phase-shift masks. This technology has been in volume production since the second quarter of 2004 after passing several product certifications. In 2005, our research and development teams continued to work closely with the manufacturing staff to finalize our 90-nanometer technology portfolio. These collaborative efforts, performed in our best-in-class 300mm facilities, contributed to the improvement of high density 6T-SRAM yield to the maturity level of more than 90%. Our accomplishments led to multiple design awards followed by first silicon success, including a PC graphic IC and the world's first 90-nanometer Wireless Local Area Network (WLAN) RF chip featuring a unique and specially developed inductor scheme. In addition, we were able to develop, within 6 months, several customized 90-nanometer processes tailored to our customers' device specifications, and demonstrated product success by delivering record high yield for the first product lots. Our first fully-functional 65-nanometer wireless digital baseband customer IC was produced in July of 2005, after only a year since this research and development project began at this facility.

Since the third quarter of 2006, we have begun the mass production of a next-generation 65-nanometer FPGA product, which features a 65% logic capacity increase over previous generation of FPGAs with triple gate oxide and 11 copper metal layers. Our 65-nanometer development team is not only independently developing our technologies in-house but is also bringing up customized process technologies to match customer specific needs. Furthermore, our 45/40-nanometer process technologies, which are jointly developed by us and our strategic partners have been in production since the first half of 2009, significantly increasing the competitive advantages of our customers by providing better device performance in a smaller die size.

The table below sets forth our actual process technology range, categorized by line widths, or the minimum physical dimensions of the transistor gate of integrated circuits in production by each fab, in 2010, and the estimated annual full capacity of each fab, actual total annual output and capacity utilization rates in 2008, 2009 and 2010:

Fab	Year of Commencement of Operation	Year ended December 31, 2010 Range of Process Technologies (in microns)	Year Ended December 31, (in thousands of 8-inch wafer equivalents, except percentages)		
			2008	2009	2010
Fab 6A	1989	0.5	328	328	332
Fab 8A	1995	0.5 to 0.25	816	816	816
Fab 8C	1998	0.35 to 0.13	400	402	366
Fab 8D	2000	0.18 to 0.09	260	270	314
Fab 8E	1998	0.5 to 0.15	408	408	410
Fab 8F	2000	0.25 to 0.13	374	381	387
Fab 8S	2000	0.25 to 0.13	294	300	303
Fab 12A	2002	0.18 to 0.028	884	888	842
Fab 12i	2004	0.13 to 0.065	743	815	1,022
UMCJ	1996	0.35 to 0.15	240	240	240
Total estimated capacity			4,747	4,848	5,031
Total output (actual)			3,355	3,362	4,713
Average capacity utilization			70.7%	69.4%	93.7%

The table below sets forth a breakdown of number and percentage of wafer output by process technologies in 2008, 2009 and 2010.

Technology	Year Ended December 31, (in thousands of 8-inch wafer equivalents, except percentages)					
	2008		2009		2010	
65 nanometers and under	147	4.3%	270	8.0%	761	16.1%
90 nanometers	701	21.0	605	18.0	584	12.4
0.13 micron	555	16.5	602	17.9	997	21.2
0.15 micron	258	7.7	269	8.0	367	7.8
0.18 micron	587	17.5	587	17.4	611	13.0
0.25 micron	110	3.3	76	2.3	144	3.0
0.35 micron	728	21.7	655	19.5	766	16.3
0.50 micron or higher	269	8.0	298	8.9	483	10.2
Total	3,355	100.0%	3,362	100.0%	4,713	100.0%

#### Capacity and Utilization

The fabs in Taiwan that we own directly are named Fab 6A, Fab 8A, Fab 8C, Fab 8D, Fab 8E, Fab 8F and Fab 8S, all of which are located in the Hsinchu Science Park in Taiwan, and Fab 12A, which is located in the Tainan Science Park in Taiwan. The fab in Singapore is named Fab 12i. The fab in Japan is named UMCJ.

Our average capacity utilization rate was, 70.7% in 2008, 69.4% in 2009 and 93.7% in 2010.

## **Equipment**

Considering the performance and productivity of our manufacturing capability highly rely on the quality of our capital equipment, we generally purchase equipment that cannot only meet the demand of our existing process technology, but also has the capability to be upgraded to match our future needs. The principal equipment we use to manufacture semiconductor devices are scanners/steppers, cleaners and track equipment, inspection equipment, etchers, furnaces, wet stations, strippers, implanters, sputters, CVD equipment, probers, testers and so on. We own all of the production equipment except for a few demonstration tools.

Our policy is to purchase high-quality equipment that demonstrates stable performance from vendors with dominate market share to ensure our continued competitiveness in the semiconductor field.

Some of the equipment is available from a limited number of qualified vendors and/or is manufactured in relatively limited quantities, and some equipment has only recently been developed. We believe that our relationships with equipment suppliers are strong enough that we can leverage our position as a major purchaser to purchase equipment on better terms, including shorter lead time, than the terms received by several other foundries.

Although we face the challenge of procuring the right equipment in sufficient quantity necessary for ramp-up or expansion of our fabrication facilities under constraint of short lead times, we have not in the past experienced any material problems in procuring the latest generation equipment on a timely basis even in periods of unpredictably high market demand. We manage the risks in the procurement process through timely internal communications among different divisions, efficient market information collection, early reservation of appropriate delivery slots and constant communications with our suppliers as well as by utilizing our good relationships with the vendors.

### **Raw Materials**

Our manufacturing processes use many raw materials, primarily silicon wafers, chemicals, gases and various types of precious sputtering targets. These raw materials are generally available from several suppliers. Our policy with respect to raw material purchases, similar to that for equipment purchases, is to select only a small number of qualified vendors who have demonstrated quality and reliability on delivery time of the raw materials. We may have any long-term supply contracts with our vendors if necessary.

Our general inventory policy is to maintain sufficient stock of each principal raw material for production and rolling forecasts of near-term requirements received from customers. In addition, we have agreements with several key material suppliers under which they hold similar levels of inventory in their warehouses for our use. However, we are not under any obligation to purchase raw material inventory that is held by our vendors for our benefit until we actually order it. We typically work with our vendors to plan our raw material requirements on a quarterly basis, with indicative pricing generally set on a quarterly basis. The actual purchase price is generally determined based on the prevailing market conditions. In the past, prices of our principal raw materials have not been volatile to a significant degree. Although we have not experienced any shortage of raw materials that had a material effect on our operations, and supplies of raw materials we use currently are adequate, shortages could occur in various critical materials due to interruption of supply or an increase in industry demand.

The most important raw material used in our production processes is silicon wafer, which is the basic raw material from which integrated circuits are made. The principal makers for our wafers are Shin-Etsu, Siltronic AG, MEMC Corporation and Sumco Group. We have in the past obtained and believe that we will continue to be able to obtain a sufficient supply of silicon wafers. We believe that we have close working relationships with our wafer suppliers. Based on such long-term relationships, we believe that these major suppliers will use their best efforts to accommodate our demand.

We use a large amount of water in our manufacturing process. We obtain water supplies from government-owned entities and recycle approximately 85% of the water that we use during the manufacturing process. We also use substantial amounts of dual loop electricity supplied by Taiwan Power Company in the manufacturing process. We maintain back-up generators that are capable of providing adequate amounts of electricity to maintain the required air pressure in our clean rooms in case of power interruptions. We believe our back-up devices are adequate in preventing business interruptions caused by power outages and emergency situations.

### **Quality Management**

We believe that our advanced process technologies and reputation for high quality and reliable services and products have been important factors in attracting and retaining leading international and domestic semiconductor companies as customers.

We structure our quality management system in accordance with the latest international quality standards and our customers' strict quality and reliability requirements. Our quality management system incorporates comprehensive quality control programs into the entire business flow of foundry operation including, among others, new process development management, production release control, incoming raw material inspection, statistical process control and methodology development, process change management, technical documentation control, product final inspection, metrology tool calibration and measurement system analysis, quality audit program, nonconformity management, customer complaint disposition, eight-discipline problem solving and customer satisfaction monitoring. We set a high quality goal to ensure consistent high yielding and reliable product performance. Our quality program is continually enhanced through top-down annual Business Policy Management and bottom-up Total Quality Management activities. In addition, our efforts to observe best practices among fabs in the foundry industry have also contributed to the improvement of our overall quality management system.

Many of our customers perform physical production site qualification process in the early development phase and routine quality conformance audits in the volume production phase. These audits include both quality system review and physical fabrication area inspection for verification of conformity with the international quality standard and customers' quality requirement. Our quality management system and quality control programs have been qualified and routinely audited by numerous customers who are recognized as world-class semiconductor companies with best-in-class quality standards.



Our Quality Assurance Division and Reliability Technology and Assurance Division collaborate to provide quality and reliability performance to customers. With our wafer processing quality and reliability conformance monitor program, we monitor the product quality and reliability at various stages of the entire manufacturing process before shipment to customers.

All our fabs are certified in compliance with ISO/TS 16949 and QC080000 IECQ HSPM standards. ISO/TS 16949 sets the criteria for developing a fundamental quality management system emphasizing on customer satisfaction in quality management, continual improvement, defect prevention and variation and waste reduction. QC080000 IECQ HSPM sets the criteria for developing a process management system for hazardous substances and focuses on developing environmentally friendly manufacturing processes. We are committed to continuously improve our quality management system and to deliver high quality product to our customers.

### **Services and Products**

We primarily engage in wafer fabrication for foundry customers. To optimize fabrication services for our customers, we work closely with them as they finalize circuit design and contract for the preparation of masks to be used in the manufacturing process. We also offer our customers turnkey services by providing subcontracted assembly and test services. We believe that this ability to deliver a variety of foundry services in addition to wafer fabrication enables us to accommodate the needs of a full array of integrated device manufacturers, system companies and fabless design customers with different in-house capabilities.

Wafer manufacturing requires many distinct and intricate steps. Each step in the manufacturing process must be completed with precision in order for finished semiconductor devices to work as intended. The processes require taking raw wafers and turning them into finished semiconductor devices generally through five steps: circuit design, mask tooling, wafer fabrication, assembly and test. The services we offer to our customers in each of these five steps are described below.

**Circuit Design.** At this initial design stage, our engineers generally work with our customers to ensure that their designs can be successfully and cost-effectively manufactured in our facilities. We have assisted an increasing number of our customers in the design process by providing them with access to our partners' electronic design analysis tools, intellectual property and design services as well as by providing them with custom embedded memory macro-cells. In our Silicon Shuttle program, we offer customers and intellectual property providers early access to actual silicon samples with their desired intellectual property and content in order to enable early and rapid use of our advanced technologies. The Silicon Shuttle program is a multi-chip test wafer program that allows silicon verification of intellectual property and design elements. In the Silicon Shuttle program, several different vendors can test their intellectual property using a single mask set, greatly reducing the cost of silicon verification for us and the participating vendors. The high cost of masks for advanced processes makes this program attractive to intellectual property vendors. ARM Limited, Faraday Technology Corp., or Faraday Technology, MIPS Technologies International, Virage Logic Corporation (recently acquired by Synopsys) and Synopsys Inc. have utilized our Silicon Shuttle program. In our Alliance Program, we coordinate with leading suppliers of intellectual property, design and ASIC services to ensure their offerings are available to our customers in an integrated, easy to use manner which matches customers' need to our technologies. With a view to lowering customer design barriers, we expanded our design support functions from conventional design support to adding intellectual property development to complement third-party intellectual properties and to provide customers with the widest range of silicon-verified choices. Our offerings range from design libraries to basic analog mixed-mode intellectual properties which, together, have helped shorten our customer's design cycle time.

**Mask Tooling.** Our engineers generally assist our customers to design and/or obtain masks that are optimized for our advanced process technologies and equipment. Actual mask production is usually provided by independent third parties specializing in mask tooling.

**Wafer Fabrication.** As described above, our manufacturing service provides all aspects of the wafer fabrication process by utilizing a full range of advanced process technologies. During the wafer fabrication process, we perform procedures in which a photosensitive material is deposited on the wafer and exposed to light through the mask to form transistors and other circuit elements comprising a semiconductor. The unwanted material is then etched away, leaving only the desired circuit pattern on the wafer. As part of our wafer fabrication services, we also offer wafer

probing services, which test, or probe, individual die on the processed wafers and identify dice that fail to meet required standards. We prefer to conduct wafer probing internally to obtain speedier and more accurate data on manufacturing yield rates.

**Assembly and Testing.** We offer our customers turnkey services by providing the option to purchase finished semiconductor products that have been assembled and tested. We outsource assembly and test services to leading assembly and test service providers, including Siliconware Precision Industries Co., Ltd., or Siliconware, and Advanced Semiconductor Engineering Inc. in Taiwan. After final testing, the semiconductors are shipped to our customers' designated locations.

#### **Customers and Markets**

Our primary customers, in terms of our sales revenues, include premier integrated device manufacturers, such as Texas Instruments, Infineon and STMicroelectronics, and leading fabless design companies, such as Xilinx, Broadcom, MediaTek, Realtek and Novatek. Although we are not dependent on any single customer, a significant portion of our net operating revenues have been generated from sales to a few customers. Our top ten customers accounted for approximately 63.2% of our net operating revenues in 2010. Set forth below is a geographic breakdown of our operating revenues in 2008, 2009 and 2010.

<b>Region</b>	<b>Year Ended December 31,</b>		
	<b>2008</b>	<b>2009</b>	<b>2010</b>
Taiwan	29.8%	38.2%	37.5%
Asia (excluding Taiwan)	5.1	10.6	15.2
North America	55.4	50.2	47.3
Europe	9.7	1.0	0.0
Total	100.0%	100.0%	100.0%

We believe our success in attracting these end customers is a direct result of our commitment to high quality service and our intense focus on customer needs and performance. Because we are an independent semiconductor foundry, most of our operating revenue is generated by our sales of wafers. For 2010, net wafer sales represents 95.0% of our net operating revenue, and excludes revenue from testing, mask and other services. The following table presents the percentages of our net wafer sales by types of customers during the last three years.

<b>Customer Type</b>	<b>Year Ended December 31,</b>		
	<b>2008</b>	<b>2009</b>	<b>2010</b>
Fabless design companies	73.2%	79.2%	78.1%
Integrated device manufacturers	26.8	20.8	21.9
Total	100.0%	100.0%	100.0%

We focus on providing a high level of customer service in order to attract customers and maintain their ongoing loyalty. Our culture emphasizes responsiveness to customer needs with a focus on flexibility, speed and accuracy throughout our manufacturing and delivery processes. Our customer-oriented approach is especially evident in two types of services: customer design development services and manufacturing services. We believe that our large production capacity and advanced process technology enable us to provide better customer service than many other foundries through shorter turn-around time, greater manufacturing flexibility and higher manufacturing yields. We work closely with our customers throughout the design development and prototyping processes. Our design support team closely interacts with customers and intellectual property vendors to facilitate the design process and to identify their specific requirements for intellectual property offerings. We are responsive to our customers' requirements in terms of overall turn-around time and production time-to-market by, for example, helping our customers streamline their IP offering processes and delivering prototypes in a timely and easy-to-use fashion. We also maintain flexibility and efficiency in our technical capability and respond quickly to our customers' design changes.



For IP offerings, we work with several leading IP vendors from digital, memory and analog fields in the semiconductor industry, such as Faraday Technology Corp., Synopsys Inc., ARM Limited, and eMemory Technology Inc., to deliver quality IP blocks that have been silicon validated using our advanced processes. Our alliance programs with major electronic design automation vendors, such as Cadence, Magma, Mentor and Synopsys Inc., provide our customers with digital/analog reference design procedures and easy-to-use design solutions. By continuously enhancing our IP offerings, reference design procedures and design services through collaboration with major vendors, we aim to provide complete, accurate and user-friendly design solutions to our customers.

As a design moves into manufacturing production, we continue to provide ongoing customer support through all phases of the manufacturing process. The local account manager works with our customer service representative to ensure the quality of our services, drawing upon our marketing and customer engineering support teams as required. We offer an online service, MyUMC, which gives our customers easy access to our foundry services by providing a total online supply chain solution. MyUMC offers 24-hour access to detailed account information such as manufacturing, engineering and design support documents through each customer's own customized start page. The features that are available to customers through MyUMC include (i) viewing the status of orders from the start of production to the final shipping stages; (ii) designing layouts to shorten customers' tape out time; (iii) collecting customer engineering requests; (iv) gathering and downloading documents for design purposes; (v) and accessing online in real-time the same manufacturing data used by our fab engineers. In addition, we have a system-to-system connecting service to provide direct data exchange between our system and our customers' systems. In order to continue to improve our information security management, our information technology division received ISO/IEC 27001:2005 certification in March 2008.

We price our products on a per die or per wafer basis, taking into account the complexity of the technology, the prevailing market conditions, the order size, the cycle time, the strength and history of our relationship with the customer and our capacity utilization. Our main sales office is located in Taiwan, which is in charge of our sales activities in Asia. United Microelectronics (Europe) BV, our wholly-owned subsidiary based in Amsterdam, assists our sales to customers in Europe. Our sales in North America are made through UMC Group (USA), our subsidiary located in Sunnyvale, California.

We typically designate a portion of our wafer manufacturing capacity to some of our customers primarily under two types of agreements: reciprocal commitment agreements and deposit agreements. Under a reciprocal commitment agreement, the customer agrees to pay for, and we agree to supply, a specified capacity at a specified time in the future. Under a deposit agreement, the customer makes in advance a cash deposit for an option on a specified capacity at our fabs for a stated period of time. Option deposits are credited to wafer purchase prices as shipments are made. If this customer does not use the specified capacity, it will forfeit the deposit but, in certain circumstances and with our permission, the customer may arrange for a substitute customer to utilize such capacity. In some cases, we also make available capacity to customers under other types of agreements, such as capacity commitment arrangements with technology partners.

We advertise in trade journals, organize technology seminars, hold a variety of regional and international sales conferences and attend a number of industry trade fairs to promote our products and services. We also publish a corporate newsletter for our customers.

### **Competition**

The worldwide semiconductor foundry industry is highly competitive, particularly during periods of overcapacity and inventory correction. We compete internationally and domestically with dedicated foundry service providers as well as with integrated device manufacturers and final product manufacturers which have in-house manufacturing capacity or foundry operations. Some of our competitors have substantially greater production, financial, research and development and marketing resources than we have. As a result, these companies may be able to compete more aggressively over a longer period of time than we can. In addition, several new dedicated foundries have commenced operations and compete directly with us. Any significant increase in competition may erode our profit margins and weaken our earnings.

We believe that our primary competitors in the foundry services market are Taiwan Semiconductor Manufacturing Company Limited, Semiconductor Manufacturing International (Shanghai) Corporation and Globalfoundries Inc., as well as the foundry operation services of some integrated device manufacturers such as IBM, Samsung, Intel and Toshiba. Other competitors such as DongbuAnam Semiconductor, Grace Semiconductor Manufacturing Corp., X-FAB Semiconductors Foundries AG and Silterra Malaysia Sdn. Bhd. have initiated efforts to develop substantial new foundry capacity, although much of such capacity involves less cost-effective production than the 12-inch fabs for which we possess technical know-how. New entrants in the foundry business are likely to initiate a trend of competitive pricing and create potential overcapacity in legacy technology. The principal elements of competition in the semiconductor foundry industry include technical competence, production speed and cycle time, time-to-market,

research and development quality, available capacity, manufacturing yields, customer service and price. We believe that we compete favorably with the new competitors on each of these elements, particularly our technical competence and research and development capabilities.

### **Intellectual Property**

Our success depends in part on our ability to obtain patents, licenses and other intellectual property rights covering our production processes and activities. To that end, we have acquired certain patents and patent licenses and intend to continue to seek patents on our production processes. As of December 31, 2010, we held 3,751 U.S. patents and 6,170 patents issued outside of the United States.

Our ability to compete also depends on our ability to operate without infringing on the proprietary rights of others. The semiconductor industry is generally characterized by frequent claims and litigation regarding patent and other intellectual property rights. As is the case with many companies in the semiconductor industry, we have from time to time received communications from third parties asserting patents that allegedly cover certain of our technologies and alleging infringement of certain intellectual property rights of others. We expect that we will receive similar communications in the future. Irrespective of the validity or the successful assertion of such claims, we could incur significant costs and devote significant management resources to the defense of these claims, which could seriously harm our company. See Item 3. Key Information D. Risk Factors Our inability to obtain, preserve and defend intellectual property rights could harm our competitive position.

In order to minimize our risks from claims based on our manufacture of semiconductor devices or end-use products whose designs infringe on others' intellectual property rights, we in general accept orders only from companies that we believe enjoy satisfactory reputation and for products that are not identified as risky for potential infringement claims. Furthermore, we obtain indemnification rights from customers. We also generally obtain indemnification rights from equipment vendors to hold us harmless from any losses resulting from any suit or proceedings brought against our company involving allegation of infringement of intellectual property rights on account of our use of the equipment supplied by them.

We have entered into various patent cross-licenses with major technology companies, including a number of leading international semiconductor companies, such as IBM, Renesas (and formerly Hitachi), Freescale (and formerly Motorola) and LSI. Our cross licenses may have different terms and expiry dates. Depending upon our competitive position and strategy, we may or may not renew our cross licenses and further and we may enter into additional technology and/or intellectual property licenses in the future.

### **Research and Development**

We spent NT\$8,274 million, NT\$8,044 million and NT\$8,740 million (US\$300 million) in 2008, 2009 and 2010, respectively, on research and development, which represented 8.6%, 8.8% and 6.9% respectively, of our net operating revenues for these periods. Our research and development efforts are mainly focused on delivering SoC foundry solutions that consist of the world's leading process technologies, customer support services and manufacturing techniques. These resources provide our foundry customers with improved opportunities to develop SoC products that supply the global market. Our commitment to research and development can be illustrated by our 2010 research and development expenditures, which reached approximately 6.9% of net operating revenues. In June 2007, we completed the construction of a research and development center for nanometer technologies in the Tainan Science Park. The research and development center allows for seamless application of advanced process technology in the research and development phase to the manufacturing phase.

As of March 31, 2011, we employed 1,084 professionals in our research and development activities. In addition, other management and operational personnel are also involved in research and development activities but are not separately identified as research and development professionals.

### **Our Investments**

Depending on the market conditions, we intend to gradually reduce our investments through secondary equity offerings, exchangeable bond offerings and other measures available to our company.

We issued exchangeable bonds of US\$235 million due 2007 in May 2002, and exchangeable bonds of US\$206 million due 2008 in July 2003. The first bonds were exchangeable, at the option of the bondholders, into common shares or American depositary shares of AU Optronics, and the second bonds were exchangeable into common shares of AU Optronics. As of December 31, 2004, all bondholders of the Exchangeable Bonds due 2008 had exercised their rights to exchange their bonds into common shares of AU Optronics. Prior to the maturity date of May 10, 2007, 99.9% of the bondholders of the Exchangeable Bonds due 2007 had exercised their rights to exchange their bonds into common shares or American depositary shares of AU Optronics. We redeemed all of the remaining bonds outstanding in the principal amount of US\$0.3 million. We sold 78 million common shares of AU Optronics in 2007. As of December 31, 2007, we did not have any common shares of AU Optronics.

We issued two tranches of zero coupon exchangeable bonds due 2014 in December 2009. The two exchangeable bond offerings consist of \$127.2 million bonds exchangeable into common shares of Unimicron Technology Corporation, or Unimicron, and \$80 million bonds exchangeable into common shares of Novatek Microelectronics Corp., Ltd., or Novatek. As of December 31, 2010, no bonds had been exchanged into common shares of Unimicron and Novatek, respectively.

On March 16, 2011, our board of directors authorized the issuance of up to US\$500 million principal value of unsecured zero coupon euro convertible bonds. The proceeds of this contemplated offering would be used for purchasing machinery and equipment. Any offering of convertible bonds would be subject to market conditions and the approval of Securities and Futures Bureau, Financial Supervisory Commission, Executive Yuan, R.O.C..

In 2008, we sold 5 million common shares of MediaTek for NT\$1,673 million. In 2009, we sold 2 million common shares of MediaTek for NT\$809 million. In 2010, we did not sell any common shares of MediaTek. As of December 31, 2010, we did not have any common shares of MediaTek.

In addition, we sold 3.6 million common shares of ITE Tech. Inc., or ITE, for NT\$137 million and 6.3 million common shares of Holtek Semiconductor Inc., or Holtek, for NT\$253 million in 2008. In 2009, we sold 0.5 million common shares of ITE for NT\$35 million. We did not sell any common shares of Holtek in 2009. In 2010, we sold 0.2 million common shares of ITE for NT\$11 million (US\$0.4 million), 0.2 million common shares of Holtek for NT\$9 million (US\$0.3 million) and 96 million common shares of Mega Financial Holding Company, or Mega, for NT\$1,903 million (US\$65 million). As of March 31, 2011, we held 14.84%, 16.19% and nil in ITE, Holtek and Mega, respectively.

In recent years many developed and developing countries have listed energy saving and carbon reduction as primary administrative policies to tackle the challenge of potential energy shortages in future. Technologies for renewable energy and energy saving are expected to become a focus in future technology development and the growth of green energy related industries is predictable. On August 24, 2009, our Board of Directors approved the establishment of our New Business Development Center and its 100% owned subsidiary, UMC New Business Investment Corporation. As of December 31, 2010, the paid-in capital of the New Business Development Center is NT\$3 billion. We established the New Business Development Center to capitalize on high growth and high profit in potential industries such as solar, LED and semiconductor through timely strategic investment. In the short to mid-term, we plan to complete the development of related technologies and establish a preliminary scale of operations. For the long term, as key proficiencies mature and resource integration is complete, the new energy business is expected to become one of our core businesses. We expect these measures will position us well for future growth.

#### **Environmental, Safety and Health Matters**

UMC implemented extensive ESH management systems since 1996. These systems enable our operations to identify applicable ESH regulations, assist in evaluating compliance status and timely establish loss preventive and control measures. The systems we implemented in all our fabs have been certified as meeting the ISO 14001 and OHSAS 18001 standards. ISO 14001 consists of a set of standards that provide guidance to the management of organizations to achieve an effective environmental management system. Procedures are established at manufacturing locations to ensure that all accidental spills and discharges are properly addressed. OHSAS 18001 is a recognizable occupational health and safety management system standard, which may be applied to assess and certify our management systems. Our goal in implementing ISO 14001 and OHSAS 18001 systems is to continually improve our ESH management, comply with ESH regulations and to be a sustainable green foundry. UMC's major ESH policies include:



Environmental Protection Aspects:

To be an environmentally friendly enterprise characterized by continual improvement with a goal of pollution-free production;

To incorporate our environmental management system into the general organizational management system;

To take initiatives to reduce waste production and prevent pollution by introducing and developing environmentally friendly technology for design, production and operation;

To conserve energy and recycle resources in order to be a model of environmental protection for the international community;

To fulfill corporate social responsibilities by playing an active role in public and community affairs to improve and protect the environment;

To educate employees about environmentally sound ethics and practices.

Safety and Health Aspects :

To achieve a goal of zero accidents and comply with all applicable safety and regulatory requirements to ensure safety is the top priority for UMC's sustainable development.

To reinforce best safety and health management practice to reach international ESH and risk management standards.

To adopt risk control advanced ESH management and rescue technologies to enhance company's standards.

To provide safe work environment and operation through preventive management and audit.

To eliminate hazard factors and prevent incidents through each and every ownership of responsibilities in safety and health.

To encourage all employees to actively participate in safety and health training and promotional activities.

As a member of the global community and a semiconductor industry leader, we have implemented measures to deal with environmental problems and mitigate climate change. We have introduced green concepts in our operations, including green commitment, management, procurement, production, products, recycling, office, education and marketing.

In order to conquer the green barrier formed by the ROHS (the Restriction of the Use of Certain Hazardous Substances in Electrical and Electronic Equipment) Directive, we established a cross-division HSPM (Hazardous Substances Process Management) committee to manage all development and implementation of related work. We completed the final system audit for QC 080000 ICEQ HSPM qualification, a certification for having a hazardous substance process management system that meets the RoHS Directive, on June 9, 2006 and became the first semiconductor manufacturer worldwide to achieve HSPM certification for all fabs. In 2009, we completed the report on the carbon footprint verification for integrated circuit wafers produced at our facilities, the first such report in the foundry industry. In 2010, UMC completed water footprint verification for our 200 mm and 300 mm wafers. These verifications provide scientific and reliable statistics on the carbon and water information of products manufactured in our fabs as well as self-reviews of environmental impact.

With respect to safety and health management, we realized that lowering the risks in equipment and processes can reduce accidents, but cannot guarantee the safety of all employees. In order to achieve the goal of zero-accident, we intend to promote the concept of safety is my responsibility. We have educated the employees with the concepts of be aware of your own safety well as the safety of others and safety is everyone's responsibility, and my personal accountability.

Furthermore, we have implemented the FMEA method to foster employees' capabilities in risk analysis. Therefore, we established a channel for communication to encourage and ensure the employees to fully express their opinions for professional response and assistance. By doing so, we hope to establish a working attitude of Safety and health first to further improve the quality of our working environment, and eventually to become a good example of global safety and hygiene management.

**Important Awards in Environmental Protection:**

Selected as a member of Dow Jones Sustainability Indexes for 3 years since 2008.

Awarded the Taiwan Environmental Heroes award, by Global Views Magazine in 2010.

Awarded Taiwan Corporate Sustainability Report Award by Taiwan Institute for Sustainable Energy. (2008-2010)

Awarded Enterprises Environmental Award of the Republic of China by the Environmental Protection Administration of Executive Yuan, R.O.C.. (totally 11 times since 2001)

Awarded Excellent Performance in Waste Management and Resource Reduction, Recycle and Reuse by EPA. (2010)

**Climate Change**

We hope to contribute to energy saving and carbon reduction through breakthroughs in green technology development and applications and establish our company as a leader in the green technology industry by injecting fresh enthusiasm for sustainable development.

We announced the climate change policy and carbon emission reduction plans on April 22, 2010. The new plans include a reduction of 33% for normalized perfluorinated compounds, or PFC, emissions and 3% for electricity usage by 2012 compared with the base year 2009. It is estimated that once the plan is completed, relative CO<sub>2</sub> emissions will be reduced by another 170,000 tons each year, which is expected to bring the total relative CO<sub>2</sub> emission reduction achieved through our carbon reduction measures to 43%, or approximately 1.1 million tons per year. Relative PFC emissions are expected to be reduced by as much as 75% with the new plan when combined with existing efforts. Our climate change policies during this post-Kyoto Protocol period includes: (i) achieving carbon neutral status via carbon management, (ii) becoming a comprehensive low-carbon solution provider, and (iii) leveraging corporate resources to cultivate a low-carbon economy.

We are the leader in the foundry industry to complete the replacement of C<sub>2</sub>F<sub>6</sub> with C<sub>3</sub>F<sub>8</sub> of lower global warming potential in 2007. We estimate this replacement program helped reduce CO<sub>2</sub> emissions by 340,000 metric tons in 2008, 377,000 metric tons in 2009 and 441,000 metric tons in 2010. Furthermore, our introduction of C<sub>4</sub>F<sub>8</sub> in 2008 further decreased the emission of CO<sub>2</sub> in our production process reducing CO<sub>2</sub> emissions by an estimated 75,000 metric tons in 2008, 73,000 metric tons in 2009 and 100,000 metric tons in 2010.

We also support timely disclosure of carbon information and ensuring data quality. Since 2006, we have participated in the Carbon Disclosure Project formed by global institutional investors and disclosed our annual greenhouse gas emission volume, reduction goals and results. Moreover, we engage third-party verifiers to ensure the quality of the data. We completed verification on greenhouse gas emission and reduction records from 2000 to 2009 for all of our fabs in Taiwan. We plan to complete the 2010 GHG emissions data verification within this year.

In addition, our environmental efforts include the establishment of our New Business Development Center which will promote a low carbon economy by investing across the entire supply chain of the green technology industry, including renewable energy, solar energy, and new generation light-emitting diode (LED). The New Business Development Center will focus its primary investments on the LED and solar energy industries and such companies as LED lighting company Power Light Co. and photovoltaic engineering design company EverRich Energy Corporation.

**Litigation**

Hejian, a semiconductor manufacturer in Suzhou, China, was set up in December 2001. Soon after the establishment of Hejian, various rumors circulated that Hejian was set up by us. We immediately denied these rumors: we did not provide any capital nor did we transfer any technology to Hejian.



Nevertheless, in early 2006, the Hsinchu District Prosecutor's Office brought criminal charges in the Hsinchu District Court against our former Chairman, Robert H. C. Tsao and our former Vice Chairman, John Hsuan in connection with alleged breach of fiduciary duties and certain alleged violations of the R.O.C. Commercial Accounting Act regarding Hejian. Prior to such charges, both our former Chairman and former Vice Chairman resigned from their respective positions with our company. In October 2007, the Hsinchu District Court found our former Chairman and former Vice Chairman not guilty, but the Prosecutor's office filed an appeal with the Taiwan High Court in November 2007. On December 31, 2008, the Taiwan High Court rejected the prosecutor's appeal and sustained the Hsinchu District Court's decision. On January 20, 2009, Taiwan High Prosecutor's office filed an appeal with the Supreme Court. On December 3, 2009, the Supreme Court reversed the decision of, and remanded the case to, the Taiwan High Court for a new trial on the prosecutor's appeal. On September 14, 2010, the Taiwan High Court again ruled in our favor, finding our former Chairman and former Vice Chairman not guilty. The Prosecutor's Office did not file for an appeal within the time allowed, and this case is now closed in our favor.

The R.O.C. FSC, a regulatory authority that supervises securities, banking, futures, and insurance activities in Taiwan, also began their investigation into whether there had been any violation of R.O.C. securities laws by us regarding Hejian. In April 2005, our former Chairman was fined (1) NT\$2.4 million by the R.O.C. FSC for delay in making timely public disclosure (within two days) regarding information relating to Hejian, which had been resolved in the March 4 Resolution, and (2) NT\$0.6 million for our failure to disclose information regarding assistance we had provided to Hejian. Our former Chairman's appeal in relation to such fines was overruled in early 2006, and our former Chairman filed a lawsuit with the Taipei Administrative High Court to challenge the R.O.C. FSC fines. In December 2007, the Taipei Administrative High Court revoked the R.O.C. FSC's decision and ruled in favor of our former Chairman. In January 2008, the R.O.C. FSC filed an appeal with the Supreme Administrative Court. On November 5, 2009, the Supreme Administrative Court denied the R.O.C. FSC's appeal. This case is now closed in favor of our former Chairman.

In connection with the March 4 Resolution, our company was also fined in the amount of NT\$30,000 by the Taiwan Stock Exchange for an alleged delay in making public disclosure regarding Hejian. After our former Chairman and former Vice Chairman were indicted by the prosecutor, our company was found by the R.O.C. MOEA to be in violation of the Act Governing Relations Between Peoples of the Taiwan Area and the Mainland Area and fined in the amount of NT\$5 million for our alleged investment in Hejian. Our appeal to the R.O.C. MOEA in relation to such fines was denied in late 2006. We filed an administrative lawsuit in December 2006 with the Taipei Administrative High Court to challenge the R.O.C. MOEA fine. In July 2007, the Taipei Administrative High Court revoked the R.O.C. MOEA's decision and ruled in our favor. In August 2007, the R.O.C. MOEA filed an appeal with the Supreme Administrative Court. On December 10, 2009, the Supreme Administrative Court reversed the decision of, and remanded the case to, the Taipei High Administrative Court for a new trial on our administrative lawsuit. On July 21, 2010, the Taipei High Court ruled against us and we appealed to the Supreme Administrative Court on August 23, 2010. This matter remains open, with the case pending in the Supreme Administrative Court.

In June 2005, our Singapore Branch as plaintiff issued a Writ of Summons against Tokio Marine & Fire Insurance Company (Singapore) Pte. Ltd., or Tokio Marine, as defendant under a marine cargo insurance policy for the replacement cost of a 300mm Endura System damaged in transit. We incurred a cost of approximately US\$1.24 million to replace the damaged chamber. Our Singapore Branch filed suit to recover under the Tokio Marine insurance policy on the grounds that the equipment was damaged in shipment as a result of rough handling or conditions. Tokio Marine denied that the incident was a covered event under the policy. In April 2008, the trial court entered a judgment in our favor in the amount of US\$1.24 million with costs to be taxed in accordance with Singapore law. Before the time for Tokio Marine to appeal passed, Tokio Marine paid us US\$1.24 million plus interest in accordance with the judgment. Tokio Marine filed a notice of appeal to appeal the trial court decision on January 5, 2009. After a hearing on March 26, 2009, the Court of Appeal entered its order in our favor, dismissed the appeal and ordered Tokio Marine to pay the costs we incurred on appeal. This case is now closed. Tokio Marine has made full payment for the amounts awarded by the court and is pursuing subrogation claims against China Airlines, the third-party carrier.

In February 2006, Taiwan Power Company, or TPC, filed a civil litigation case in Taiwan Hsinchu District Court against us and other Taiwan companies, claiming that (1) we and the other defendants collectively should pay electrical fees of NT\$13.3 million with accrued interest to TPC, and (2) we pay electrical line fees of NT\$21.2 million to TPC. On March 11, 2009, the Hsinchu District Court denied TPC's claim and ruled in our favor. TPC filed an appeal with the Taiwan High Court on April 9, 2009. On July 13, 2010, the Taiwan High Court ruled against us and we filed an appeal to the Supreme Court on August 13, 2010. On December 30, 2010, the Supreme Court found our appeal to be legitimate, dismissed the Taiwan High Court's judgment against us and remanded the case back to the Taiwan High Court for retrial. This case is now pending in the Taiwan High Court.

In March 2006, the spouse of Mr. C.F. Shih, a workman employed by Yih-Shin Construction Co., Ltd, or Yih-Shin, one of the subcontractors we engaged for construction of the Fab 12A dormitory, filed a request with the Taiwan Tainan Prosecutors Office for charges against us and other related parties in connection with Mr. Shih's severe injury in connection with the construction work. The Taiwan Tainan Prosecutor's Office denied this request, but Mr. Shih filed a civil claim in the Taiwan Tainan District Court against us, Yih-Shin and other related parties in April 2006. In the civil claim, Mr. Shih has asked for NT\$21.0 million from us, Yih-Shin and other related parties collectively. In addition, Mr. Shih's mother and spouse each requested compensatory damages of NT\$0.3 million, and each of Mr. Shih's three children requested for compensatory damages of NT\$0.1 million. On January 15, 2010, the Taiwan Tainan District Court entered its order in our favor. The plaintiff did not file any appeal by the February 10, 2010 deadline, and this case is now closed in our favor in accordance with applicable rules.

On August 27, 2008, the Hsinchu District Prosecutors Office visited our offices in relation to an investigation related to our investment in ProMOS Technologies. We fully cooperated with the authorities in this investigation. We also conducted an internal inquiry regarding this investment, and we did not find any evidence of inappropriate activities that violate any of the applicable regulations. The Hsinchu District Prosecutors Office has decided not to prosecute this case.

#### ***Dispute with LSI***

Due to the recent merger between LSI and Agere, we exercised our option to terminate Agere's payments under the Alternate Payment Provisions and Supplemental Licenses, or the APP, effective January 1, 2004 between us and Agere. As a result, the licenses granted to Agere and Lucent Technologies under our patents and the licenses granted to us under the semiconductor patents owned by Agere, Lucent Technologies and AT&T were terminated. In light of the merger, we believed we could secure more favorable terms than those afforded under the APP and entered negotiations with LSI/Agere toward that goal.

Based on past experience and our patent portfolio, on April 1, 2009, we entered a negotiated solution which resolves all disputes between us and LSI/Agere without any material adverse effect on our operations or financial performance as a whole. Pursuant to the terms of the settlement, the proceedings were terminated and/or dismissed with prejudice, including each of the following proceedings:

In April 2008, LSI filed a petition with the U.S. International Trade Commission naming us and eighteen other companies as proposed respondents (including AMIC Technology, one of our customers). LSI's petition was based on alleged infringement of U.S. Patent Number 5,227,335, claiming certain methods for forming nitrided glue layers for tungsten processing in semiconductor fabrication. LSI's petition sought an order prohibiting import and/or sale of the accused devices in the U.S.. Under established ITC practice, the ITC initiated an investigation on the petition.

On April 18 2008, LSI also filed a complaint in Federal District Court in the Eastern District of Texas, alleging an infringement of the same patent by the same parties. This complaint sought an injunction or order prohibiting the alleged infringement along with a reasonable royalty, and other damages in a trebled amount on the basis of alleged willfulness. Based on our motion, this court case was stayed pending the outcome of the ITC matter.

On October 31, 2008, we filed a counter-suit against LSI in the Federal District Court in the Northern District of California alleging infringement of two our patents, U.S. Patent Numbers 5,459,354 and 5,652,689. Our complaint sought an injunction or order prohibiting the alleged infringement along with a reasonable royalty, and other damages, trebled on the basis of alleged willfulness.

On December 24, 2008, LSI filed its response to our complaint, denying infringement and alleging invalidity and unenforceability. In addition, LSI included counterclaims against us, alleging invalidity and unenforceability of our patents and further alleging infringement of four LSI U.S. Patents, U.S. Patent Numbers 5,149,672; 6,153,543; 5,599,739; and 5,693,561. LSI's counterclaim sought an order invalidating and/or rendering the our patents unenforceable, together with an injunction or order prohibiting the alleged infringement along with a reasonable royalty, and other damages, trebled on the basis of alleged willfulness. On January 15, 2009, LSI dismissed that counterclaim without prejudice, and reasserted the same claims in the same court against us and our U.S. subsidiary.



On January 9, 2009, we filed a second complaint in the Federal District Court in the Northern District of California, alleging infringement by LSI and Agere of our U.S. Patent Number 5,393,701. Our complaint sought an injunction or order prohibiting the alleged infringement along with a reasonable royalty, and other damages, trebled on the basis of alleged willfulness.

We entered into a multi-year cross license agreement with LSI, effective from April 1, 2009 through December 31, 2012, which provides for the cross license of certain semiconductor patents including process and design. We and LSI further agreed not to assert patents against each other prior to December 31, 2012. We also agreed to pay LSI certain royalty fees under this agreement. See Item 10 Material Contracts .

### **Risk Management**

Risk and safety matters are administered by our Group's Risk Management and Environmental Safety Health Division, or the GRM & ESH, established in 1998. We are pursuing the goal of a highly protected risk status in the semiconductor industry through the implementation of strict engineering safety procedures, regular enforcement of safety codes and standards, and compliance of detailed industry safety guidelines.

Our hazards risk management slogans are set forth below:

Uniqueness in risk management

Maturity in property loss control

Continuous improvement in BCP

We have also adopted the Triple Star Ranking System of Chartis Insurance, a global leader in risk management and insurance, since 1999. All fabs have been ranked as top-class following Chartis's risk evaluation and risk improvement recommendations. The ranking system focuses on 20 items, including ten Physical Protection Elements and ten Human Elements. Our latest 12-inch lines, Fab 12A P1/2, 12A P3/4 and 12i, obtained triple-stars in all 20 elements in the very first Triple Star Audit.

We have also implemented proactive efforts in earthquake risk prevention. We believe our efforts contributed to our quick and exemplary recovery from two major earthquakes in Taiwan on September 21, 1999 and March 4, 2010, respectively. Our Hsinchu fabs and Fab 12A in Tainan sustained only minor impact to their operations from the earthquake without interruption to the power system or water service. Normal operations resumed shortly after the incidents.

Our continuous efforts in risk improvement and mitigation programs were recognized by the clean room risk identification and mitigation Gold Medal we received in the National Quality Control Circle competition held by the R.O.C. MOEA in 2005. In addition, we were awarded Outstanding Performance Award in Risk Management in 2006 by Chartis Insurance as a result of our outstanding risk management program.

### **Insurance**

We maintain industrial all risk insurance for our buildings, facilities, equipment and inventories as well as third party properties, if any. The insurance for fabs and their equipment covers physical damage and business interruption losses up to their respective policy limits except for exclusions as defined in the policy. We purchase directors and officers liability insurance for our board directors and executive officers, covering the liabilities incurred in relation to his/her/its operation of business and legally responsible for. We also maintain public liability insurance for losses to third parties arising from our business operations. We believe that our insurance coverage is adequate to cover all major types of losses relevant to the semiconductor industry practice. However, significant damage to any of our production facilities, whether as a result of fire or other causes, could seriously harm our business.

**C. Organizational Structure**

The following list shows our corporate structure as of December 31, 2010:

Company	Jurisdiction of Incorporation	Percentage of Ownership as of December 31, 2010
UMC Group (USA)	California, U.S.A.	100.00%
United Microelectronics (Europe) B.V.	The Netherlands	100.00%
UMC Capital Corp.	Cayman Islands	100.00%
TLC Capital Co., Ltd.	Taiwan, R.O.C.	100.00%
UMC New Business Investment Corp.	Taiwan, R.O.C.	100.00%
Alpha Wisdom Limited	Cayman Islands	100.00%
Green Earth Limited	Samoa	100.00%
Fortune Venture Capital Corp.	Taiwan, R.O.C.	100.00%
UMC Japan	Japan	100.00%
Unitruth Investment Corp.	Taiwan, R.O.C.	100.00%
UMC Capital (U.S.A)	California, U.S.A.	100.00%
ECP VITA Ltd.	British Virgin Islands	100.00%
Soaring Capital Corp.	Samoa	100.00%
Unitruth Advisor (Shanghai) Co., Ltd.	China	100.00%
Mos Art Pack Corp.	Taiwan, R.O.C.	73.34%
Nexpower Technology Corp.	Taiwan, R.O.C.	57.67%
Wavetek Microelectronics Corporation	Taiwan, R.O.C.	99.79%
United Lighting Opto-Electronic Inc.	Taiwan, R.O.C.	94.65%
United Lighting Opto-Electronic Investment (HK) Limited	China	94.65%
Everrich Energy Corp.	Taiwan, R.O.C.	91.12%
Everrich Energy Investment (HK) Limited	China	91.12%
Everrich (Shandong) Energy Co. (formerly Yongsheng (Shandong) Energy Co.)	China	91.12%
Unistars Corp.	Taiwan, R.O.C.	65.63%
Topcell Solar International Co. Ltd.	Taiwan, R.O.C.	51.49%
Jenenergy System Corporation	Taiwan, R.O.C.	38.45%
Smart Energy Enterprises Limited	China	38.45%
Smart Energy ShanDong Corporation	China	38.45%

Note 1: On November 4, 2010, United Microelectronics Corp. (Samoa) filed for liquidation as a result of a decision of its stockholders' meeting. We ceased accounting for our ownership of United Microelectronics Corp. (Samoa) under the equity method from November 4, 2010, and United Microelectronics Corp. (Samoa) was not our consolidated subsidiary as of December 31, 2010.

Note 2: On July 30, 2010, UMCi Ltd. filed for liquidation as a result of a decision of its stockholders' meeting. We ceased accounting for our ownership of UMCi Ltd. under the equity method from July 30, 2010, and UMCi Ltd. was not our consolidated subsidiary as of December 31, 2010.

**D. Property, Plants and Equipment**

Please refer to B. Business Overview Manufacturing Facilities for a discussion of our property, plants and equipment

**ITEM 4A. UNRESOLVED STAFF COMMENTS**

Not applicable.

## **ITEM 5. OPERATING AND FINANCIAL REVIEW AND PROSPECTS**

*Unless stated otherwise, the discussion and analysis of our financial condition and results of operations in this section apply to our financial information as prepared in accordance with R.O.C. GAAP. You should read the following discussion of our financial condition and results of operations together with the consolidated financial statements and the notes to such statements included in this annual report. R.O.C. GAAP varies in certain significant respects from U.S. GAAP. These differences and their effects on our financial statements are described in Note 34 to our audited consolidated financial statements included in this annual report.*

*For the convenience of readers, NT dollar amounts used in this section for, and as of, the year ended December 31, 2010 have been translated into U.S. dollar amounts using US\$1.00 = NT\$29.14, the noon buying rate as certified for customs purposes by the Federal Reserve Bank of New York on December 30, 2010. The U.S. dollar translation appears in parentheses next to the relevant NT dollar amount.*

### **Overview**

We are one of the world's leading independent semiconductor foundries, providing comprehensive wafer fabrication services and technologies to our customers based on their designs. We manage our business as two operating segments but measure our results of operations based on a single reportable segment because the other operating segment does not exceed the materiality threshold.

#### *Cyclicality of the Semiconductor Industry*

As the semiconductor industry is highly cyclical, revenues varied significantly over this period. It can take several years to plan and construct a fab and bring it to operations. Therefore, during periods of favorable market conditions, semiconductor manufacturers often begin building new fabs or acquiring existing fabs in response to anticipated demand growth for semiconductors. In addition, after commencement of commercial operations, fabs can increase production volumes rapidly. As a result, large amounts of semiconductor manufacturing capacity typically become available during the same time period. Absent a proportional growth in demand, this increase in supply often results in semiconductor manufacturing overcapacity, which has led to a sharp decline in semiconductor prices and significant capacity under-utilization. Our average capacity utilization rate decreased to 70.7% in 2008, decreased to 69.4% in 2009 and increased to 93.7% in 2010. We believe that our results in 2008, 2009 and 2010 reflect the ongoing uncertainty in the global economy, conservative corporate information technology spending and low visibility with respect to end market demand.

#### *Pricing*

We price our products on either a per die or a per wafer basis, taking into account the complexity of the technology, the prevailing market conditions, the order size, the cycle time, the strength and history of our relationship with the customer and our capacity utilization. Because semiconductor wafer prices tend to fluctuate frequently, we in general review our pricing on a quarterly basis. As a majority of our costs and expenses are fixed or semi-fixed, fluctuations in our products' average selling prices historically have had a substantial impact on our margins. Our average selling price increased approximately 2.7% from 2009 to 2010, mainly due to a change in our product mix.

We believe that our current level of pricing is comparable to that of other leading foundries in each respective geometry. We believe that our ability to provide a wide range of advanced foundry services and process technologies as well as large manufacturing capacity will enable us to compete effectively with other leading foundries at a comparable price level.

#### *Capacity Utilization Rates*

Our operating results are characterized by relatively high fixed costs. In 2008, 2009 and 2010, approximately 68.1%, 67.2% and 61.5%, respectively, of our manufacturing costs consisted of depreciation, a portion of indirect material costs, amortization of license fees and indirect labor costs.

If our utilization rates increase, our costs would be allocated over a larger number of units, which generally leads to lower unit costs. As a result, our capacity utilization rates can significantly affect our margins. Our utilization rates have varied from period to period to reflect our production capacity and market demand. Our average capacity utilization rate decreased to 70.7% in 2008, 69.4% in 2009 but increased to 93.7% in 2010, respectively, primarily due to the global economic recovery from credit crisis. Utilization rates can also be affected by efficiency in production facility and product flow management. Other factors affecting utilization rates are the complexity and mix of the



wafers produced, overall industry conditions, the level of customer orders, mechanical failure, disruption of operations due to expansion of operations, relocation of equipment or disruption of power supply and fire or natural disaster.

Our production capacity is determined by us based on the capacity ratings given by manufacturers of the equipment used in the fab, adjusted for, among other factors, actual output during uninterrupted trial runs, expected down time due to set up for production runs and maintenance, expected product mix and research and development. Because these factors include subjective elements, our measurement of capacity utilization rates may not be comparable to those of our competitors.

#### *Change in Product Mix and Technology Migration*

Because the price of wafers processed with different technologies varies significantly, the mix of wafers that we produce is among the primary factors that affect our revenues and profitability. The value of a wafer is determined principally by the complexity and performance of the processing technology used to produce the wafer, as well as by the yield and defect density. Production of devices with higher levels of functionality and performance, with better yields and lower defect density as well as with greater system-level integration requires better manufacturing expertise and generally commands higher wafer prices. The increase in price generally has more than offset associated increases in production cost once an appropriate economy of scale is reached.

Prices for wafers of a given level of technology generally decline over the processing technology life cycle. As a result, we have continuously been migrating to increasingly sophisticated technologies to maintain the same level of profitability. We began our volume production with 90 nanometer and 65 nanometer technologies in 2004 and 2006, respectively. We started 40-nanometer production in the first half of 2009. These types of technology migration require continuous capital and research and development investment. Because developing and acquiring advanced technologies involve substantial capital investment, we expect to continue to spend a substantial amount of capital on upgrading our technologies and capabilities.

#### *Manufacturing Yields*

Manufacturing yield per wafer is measured by the number of functional dice on that wafer over the maximum number of dice that can be produced on that wafer. A small portion of our products is priced on a per die basis, and our high manufacturing yields have assisted us in achieving higher margins. In addition, with respect to products that are priced on a per wafer basis, we believe that our ability to deliver high manufacturing yields generally has allowed us to either charge higher prices per wafer or attract higher order volumes, resulting in higher margins.

We continually upgrade our process technologies. At the beginning of each technological upgrade, the manufacturing yield utilizing the new technology is generally lower, sometimes substantially lower, than the yield under the current technology. The yield is generally improved through the expertise and cooperation of our research and development personnel and process engineers, as well as equipment and at times raw material suppliers. Our policy is to offer customers new process technologies as soon as the new technologies have passed our internal reliability tests.

#### *Investments*

Most of our investments were made to improve our market position and for strategy considerations, a significant portion of which are in foundry-related companies including fabless design customers, raw material suppliers and intellectual property vendors. In addition, we also invest in non-foundry-related businesses, such as Cathay Financial Holding Co. Ltd. and ProMOS Technologies Inc. We have established the New Business Development Center to identify and make strategic investments in high growth industries such as solar, LED and semiconductor. In recent years, we have from time to time disposed of investments for financial, strategic or other purposes.

See Item 4. Information on the Company B. Business Overview Our Investments for a description of our investments.

#### **Treasury Share Programs**

We have from time to time announced plans, none of which was binding on us, to buy back up to a fixed amount of our shares on the Taiwan Stock Exchange at the price range set forth in the plans. In 2008, 2009 and 2010, we purchased an aggregate of 200 million, 300 million and 300 million, respectively, of our shares under these plans. From August 27, 2008 to October 2, 2008, we purchased 200 million of our shares for cancellation. From December 17, 2008 to February 16, 2009, we purchased 300 million of our shares at an average price of NT\$7.98 per share to transfer to employees. From February 3, 2010 to April 2, 2010, we purchased 300 million of our shares at an average price of NT\$16.15 per share to transfer to employees. Of the repurchased shares, 137 million, 97 million, 78 million and 64 million shares were purchased by our employees in November 2003, December 2007, December 2009, and December 2010 respectively; 556 million shares in aggregate were canceled in 2008.



## ***Critical Accounting Policies***

### ***General***

Our discussion and analysis of our financial condition and results of operations are based upon our consolidated financial statements included in the annual report, which have been prepared in accordance with R.O.C. GAAP. R.O.C. GAAP varies in certain respects from U.S. GAAP. These differences and their effects on our financial statements are described in Note 34 to our audited consolidated financial statements included elsewhere in this annual report. The preparation of our consolidated financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities. We evaluate our estimates on an ongoing basis and base our estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

We believe the following critical accounting policies involve significant judgments and estimates used in the preparation of our consolidated financial statements.

### ***Revenue Recognition***

We recognize revenue when persuasive evidence of an arrangement exists, the product or service has been delivered, the seller's price to the buyer is fixed or determinable and collectability is reasonably assured. Most of our sales transactions have shipping terms of Free on Board, or FOB, or Free Carrier, or FCA, shipment in which title and the risk of loss or damage are transferred to the customer upon delivery of the product to a carrier approved by the customer.

Allowance for sales returns and discounts are estimated based on the information of customer complaints, historical experiences, management judgment and any other known factors that might significantly affect collectability. Such allowances are recorded in the same period in which sales are made. Shipping and handling costs are included in sales expenses.

### ***Accounts Receivable and Allowance for Doubtful Accounts***

The allowance for doubtful accounts is provided based on the evaluation of collectability and aging analysis of accounts and on management's judgment. In circumstances where the ability of a specific customer to meet its financial obligations is in doubt, a specific allowance will be provided. Considerable judgment is required in assessing the ultimate realization of these receivables including the current credit worthiness and the past collection history of each customer. If the financial conditions of our customers were to worsen, additional allowances would be required. A deterioration of economic conditions either in the R.O.C. or in other major overseas markets may contribute to the deterioration of financial conditions of our customers, resulting in an impairment of their ability to make payments. The allowances for doubtful accounts accounted for 1.23%, 0.50% and 0.35% of our accounts receivables as of December 31, 2008, 2009 and 2010, respectively. The decrease in the allowance for doubtful accounts as a percentage of our accounts receivables is primarily due to the growth of customer demand in 2010.

### ***Inventory***

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 subsequently adjusted to costs using the weighted-average method at the end of each month. Allocation of fixed production overheads to the costs of conversion is based on the normal capacity of the production facilities. Prior to January 1, 2009, inventories are stated individually by category at the lower of aggregate cost or market value as of the balance sheet date. The market values of raw materials and supplies are determined on the basis of replacement cost while the market values of work in process and finished goods are determined by net realizable values. Effective January 1, 2009, inventories are valued at the lower of cost and net realizable value item by item. Net realizable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

*Income Taxes*

Most of our existing tax benefits arise from investment tax credits, and others from net operating loss carry-forward and temporary differences. We recognize these tax benefits as deferred tax assets. Income tax expense or benefit is recognized when there is a net change in deferred tax assets and liabilities. A valuation allowance is recorded to reduce our deferred tax assets to the extent that we believe it is more likely than not that the tax benefits will not be realized. The assessment of the valuation allowance involves subjective assumptions and estimates as it principally depends on the estimation of future taxable income and prudent and feasible tax planning strategies. If future taxable income is lower than expected due to future market conditions or other reasons or in the event we determine that we will not be able to realize all or part of our net deferred tax assets in the future, an adjustment to our deferred tax assets valuation allowance may be required with the adjusting amount charged to income in this period. Likewise, should future taxable income be higher than expected due to future market conditions or other reasons or in the event we determine that we would be able to realize our deferred tax assets in the future in excess of our net recorded amount, an adjustment to our deferred tax assets valuation allowance would increase income in this period.

According to Accounting Standards Codification, or ASC, 740-10, *Income Tax*, our uncertain tax positions are accounted for based on a two-step process. The first step is to evaluate the tax position for recognition by determining if it is more likely than not that the position will be sustained based on the technical merits. The second step requires us to estimate and measure the tax benefit as the largest amount that is more than 50% likely to be realized upon ultimate settlement. Although ASC 740-10, *Income Tax* provides further clarification of the accounting for uncertainty in income taxes recognized in the financial statements, significant management judgment must be made and used in connection with the recognition threshold and measurement attribute. Determination of our uncertain tax positions involves the legal and factual interpretation with respect to the application of relevant tax laws and regulations, along with our assessment of other factors including changes in facts or circumstances, changes in tax law, and/or effectively settled issues under audit. As mentioned above, the application of tax laws and regulations is inherently subject to legal and factual interpretation, judgment and uncertainty. In addition, tax laws and regulations themselves are subject to change as a result of changes in fiscal policy, changes in legislation, the evolution of regulations and court rulings. Therefore, the final settlement of these uncertain tax positions might be materially different from our estimates, which could result in the need to record additional tax liabilities or potentially reverse previously recorded tax liabilities.

*Long-lived Assets Impairment*

Pursuant to R.O.C. GAAP and U.S. GAAP, we are required to review the long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying value of the long-lived assets might not be recoverable. Such review may include assessing whether there is a significant decrease in market values of long-lived assets or significant deterioration of market conditions to indicate the carrying value of such assets may not be recovered through future cash flows, any change in the use of long-lived assets to negatively affect their fair values, and any obsolescence issues that would lead to a lower fair value determination. If there is an indication that an asset might be impaired, we proceed with a further impairment test, which is performed for asset groups related to the lowest level of identifiable independent cash flows. Due to our asset usage model and the interchangeable nature of our semiconductor manufacturing capacity, we must make subjective judgments and estimates in determining the independent cash flows that can be related to specific asset groups, including the service potential of long-lived assets through its estimated useful life, cashflow-generating capacity, physical output capacity, potential fluctuation of economic cycle in the semiconductor industry and our operating situation. Under R.O.C. GAAP, we compare the carrying amount with the recoverable amount derived from discounted cash flow analysis to determine whether the asset is impaired and recognize impairment loss to the extent that its carrying amount exceeds its recoverable amount. If there is evidence that impairment losses recognized previously no longer exists, or has diminished, and the recoverable amount of the long-lived assets increases because of an increase in the asset's estimated service potential, the amount of loss may be reversed to the extent that the resulting carrying value should not exceed the carrying value had no impairment loss been recognized in prior years. Under U.S. GAAP, we compare the carrying amount with undiscounted cash flows to evaluate whether the asset is impaired and recognize an impairment loss equal to the excess of its carrying amount over its fair value derived from discounted cash flow analysis. Such impairment cannot

be reversed. However, changes in the estimates of expected cash flows may result in impairment charges in the future.

*Pension*

All of our regular employees were entitled to a defined benefit pension plan under the R.O.C. Labor Standards Law, or Labor Standards Law, prior to July 1, 2005. Such pension plan was managed by an independently administered pension fund committee, and fund assets were deposited under the committee's name at the Bank of Taiwan. On July 1, 2005, the R.O.C. Labor Pension Act, or the Labor Pension Act, became effective, under which qualified employees may elect to apply the pension calculation either under the R.O.C. Labor Standards Law or under the R.O.C. Labor Pension Act in accordance with a new defined contribution plan. The employees that selected to apply the Labor Pension Act may have their seniority previously accrued under the Labor Standards Law retained. Under the defined benefit pension plan of the Labor Standards Law, we have significant pension benefit costs and liabilities that are developed from actuarial valuations. Inherent in these valuations are key assumptions including discount rates and expected return on plan assets. We consider current market conditions, including changes in interest rates, in selecting these assumptions. In addition to changes resulting from fluctuations in our related headcount, changes in the related pension costs or liabilities may also occur in the future due to changes in assumptions. Under the defined contribution pension plan of the R.O.C. Labor Pension Act, we are required to make monthly contributions to employees' individual pension accounts and recognize expenses in the periods in which the contributions become due.

*Investments in Debt and Equity Securities*

Under U.S. GAAP and R.O.C. GAAP, equity securities over which we exercise no significant influence or control and with readily determinable fair values and debt securities are to be classified as either trading, which are known as financial assets at fair value through profit or loss, or FVTPL, under R.O.C. GAAP, available-for-sale or held-to-maturity securities. Debt securities that we have the intent and ability to hold to maturity are classified as held-to-maturity securities and reported at their amortized cost. Debt and equity securities that are bought and traded for short-term profit are classified as trading securities and reported at fair value, with unrealized gains and losses included in earnings. Debt and equity securities not classified as either held-to-maturity or trading securities are classified as available-for-sale securities and reported at fair value, with unrealized gains and losses reported in other comprehensive income under stockholders' equity. Unrealized losses that are deemed to be other than temporary are charged to earnings. For individual securities classified as either available-for-sale or held-to-maturity, we would determine whether a decline in fair value below cost is other than temporary pursuant to guidance provided by ASC 320-10-35, *Investments-Debt and Equity Securities*. We consider, among other factors, information concerning significant adverse changes in market conditions in which the investee operates and operating issues specific to the investee in determining whether a decline in value is temporary. In general, a decline in market value below cost for a continuous period of six months is considered to be other than temporary unless there is persuasive evidence to the contrary. If the decline in fair value is judged to be other than temporary, the cost basis of the individual security is written down to fair value with a charge against earnings.

*Derivative Instruments*

Under U.S. GAAP and R.O.C. GAAP, the embedded derivative features contained in exchangeable bonds are bifurcated and separately accounted for if the economic characteristics and risks of the embedded derivative instruments are not clearly and closely related to those of the host contracts. Those bifurcated embedded derivatives are fair valued at the end of each reporting period by using the option pricing model with the changes in fair value included in earnings. The valuation model uses the market-based observable inputs including share price, volatility, credit spread and swap rates.

We also hold certain freestanding derivative instruments such as interest rate swap and forward contracts, which are fair valued at each reporting period end. The fair values of these instruments are determined using market established valuation techniques, which involve certain key inputs such as the expected interest forward rate, expected volatility in interest rates, spot exchange rate and swap point. Any change in such key inputs could materially impact the determination of fair value of these derivative instruments.

*Employee Stock Options*

Under R.O.C. GAAP, for stock options granted before January 1, 2008, we apply the intrinsic value method to recognize the difference between the market price of the stock at grant date and the exercise price of the employee

stock option as compensation expense. For stock options granted on or after January 1, 2008, we recognize compensation cost using the fair value method in accordance with R.O.C. SFAS No. 39 Accounting for Share-Based Payment , or R.O.C. SFAS 39, consistent with U.S. GAAP. For equity-settled employee stock options, the corresponding increase in equity is measured at the fair value of the options. For cash-settled employee stock options, the corresponding liability incurred is measured at the fair value of the liability and such fair value is remeasured subsequently at each reporting date through the settlement date.



The Black-Scholes option-pricing model requires the use of input assumptions, including expected volatility, expected life, expected dividend rate and expected risk-free rate of return. We applied the historical realized volatility, which calculates volatility based on the historical stock price volatility over the time period equal to the expected term of the employee stock option, in estimating expected volatility because our shares have been publicly traded for a long time. For the options granted prior to 2008, we determined the expected term as the mid-point between the vesting period and the contractual term by using the simplified method. For the options granted after 2008, we determined the expected term based on historical stock option exercise data and we used the historical pattern of dividend yield for estimating the expected dividend of the underlying employee stock options. For entities based in jurisdictions outside the United States, the risk-free interest rate is the implied yield of zero-coupon government bonds currently available in the market in which the shares are primarily traded. Hence, we use the average yield of Taiwan Government Bond with the remaining term similar to the expected option term as the risk-free interest rate. The estimates of option fair value are not expected to foresee future events or the values realized by employees who receive stock option at the end of plans. In addition, later events are not indicative of the rationality of the initial estimates of the fair value of options used by us. We adjust employee stock option expenses on an annual basis for changes in expected forfeitures based on the examination of latest employee stock option forfeiture activity. The effect of adjusting the forfeiture rate used for expense amortization is recognized in the corresponding period in which the expected forfeiture rate is changed.

#### **A. Operating Results**

##### ***Net Operating Revenues***

We generate our net operating revenues primarily from fabricating semiconductor devices. We also derive a small portion of our net operating revenues from wafer probe services that we perform internally as well as mask tooling services and assembly and test services that we subcontract out.

##### ***Cost of Goods Sold***

Our costs of goods sold consist principally of:

- overhead, including depreciation and maintenance of production equipment, indirect labor costs, indirect material costs, supplies, utilities and royalties;
- wafer costs;
- direct labor costs; and
- service charges paid to subcontractors for mask tooling, assembly and test services.

Our total depreciation expenses decreased from NT\$37,197 million in 2008 to NT\$33,530 million in 2009 and again to NT\$29,951 million (US\$1,028 million) in 2010.

##### ***Operating Expenses***

Our operating expenses consist of the following:

- Sales and marketing expenses. Sales and marketing expenses consist primarily of intellectual property development expenses, salaries and related personnel expenses, wafer sample expenses and related marketing expenses. Wafer samples are actual silicon samples of our customers' early design ideas made with our most advanced processes and provided to those customers.

General and administrative expenses. General and administrative expenses consist primarily of salaries for our administrative, finance and human resource personnel, fees for professional services, and cost of computer and communication systems to support our operations.

Research and development expenses. Research and development expenses consist primarily of research testing related expenses, salaries and related personnel expenses and depreciation on the equipment used for our research and development.

***Non-operating Income and Expenses***

Our non-operating income principally consists of:

interest income, which has been primarily derived from time deposits;

investment income accounted for under the equity method, which has been primarily derived from the recognition of investee companies' net income based on the percentage of their ownership we hold;

gain on disposal of investments, which has been primarily derived from our disposal of long-term investments accounted for under the equity method, available-for-sale financial assets and financial assets measured at cost;

dividend income, which has been primarily derived from the financial instruments of financial assets at fair value through profit or loss, available-for-sale financial assets and financial assets measured at cost;

gain on valuation of financial assets and liabilities, which have been primarily derived from disposal of and changes in the values of financial assets and liabilities classified as FVTPL according to R.O.C. SFAS No. 34 Financial Instruments: Recognition and Measurement, or R.O.C. SFAS 34; and

other income, which has been primarily derived from our branch's grant income received from the government in Singapore.

Our non-operating expenses principally consist of:

loss on valuation of financial assets and liabilities, which have been primarily derived from disposal of and changes in the values of financial assets and liabilities classified as FVTPL according to R.O.C. SFAS 34;

investment loss accounted for under the equity method, which has been primarily derived from the recognition of investee companies' net loss based on the percentage of their ownership we hold; and

impairment loss, which have been primarily derived from the loss recognized in long-term investments and long-live assets.

***Taxation***

Based on our status as a company engaged in the semiconductor business in Taiwan, we have been granted exemptions from income taxes in Taiwan with respect to income attributable to capital increases for the purpose of purchasing equipment related to the semiconductor business for a period of four or five years following each such capital increase. This tax exemption resulted in tax savings of approximately, NT\$472 million, NT\$766 million and NT\$990 million (US\$34 million) in 2008, 2009 and 2010, respectively. Our tax rate was 17% in 2010, the same rate applicable to companies outside the Hsinchu Science Park, and the statutory tax rate has been changed from 25% to 17% effective January 1, 2010.

We also benefit from other tax incentives generally available to technology companies in Taiwan, including tax credits applicable against corporate income tax that range from 30% to 50% of the amount of certain research and development and employee training expenses and 5% to 20% of the amount of investment in certain qualified equipment and technology. These tax incentives resulted in tax savings of approximately NT\$609 million, nil and NT\$947 million (US\$32 million) in 2008, 2009 and 2010, respectively.

After taking into account the tax exemptions and tax incentives discussed above, we recorded NT\$997 million, NT\$651 million and NT\$1,606 million (US\$55 million) of tax expense in 2008, 2009 and 2010, respectively. Our effective income tax rate in 2010 was 6.33%

In 1997, the R.O.C. Income Tax Law was amended to integrate corporate income tax and stockholder dividend tax to eliminate the double taxation effect for resident stockholders of Taiwan companies. Under the amendment, all retained earnings generated from January 1, 1998 and not distributed to stockholders as dividends in the following year will be assessed a 10% retained earnings tax.

See Item 10. Additional Information E. R.O.C. Tax Considerations Dividends . As a result, if we do not distribute all of our annual retained earnings generated beginning January 1, 1998 as either cash and/or stock dividends in the following year, these earnings will be subject to the 10% retained earnings tax. In addition, the R.O.C. government enacted the R.O.C. Income Basic Tax Act, also known as the Minimum Income Tax Statute , or the Statute, which became effective on January 1, 2006 and imposes an alternative minimum tax, or AMT. The AMT imposed under the Statute is a supplemental tax which is payable if the income tax payable pursuant to the R.O.C. Income Tax Act is below the minimum amount prescribed under the Statute. In accordance with the Statute, a company will be subject to a 10% AMT if its annual taxable income under the Statute exceeds NT\$2 million.

#### ***Comparisons of Results of Operations***

The following table sets forth some of our results of operations data as a percentage of our net operating revenues for the periods indicated.

	<b>Year Ended December 31,</b>		
	<b>2008</b>	<b>2009</b>	<b>2010</b>
Net operating revenues	100.0%	100.0%	100.0%
Cost of goods sold	(86.9)	(83.1)	(70.8)
Gross profit	13.1	16.9	29.2
Operating expenses:			
Sales and marketing	(3.6)	(3.1)	(2.0)
General and administrative	(3.1)	(3.0)	(2.9)
Research and development	(8.6)	(8.8)	(6.9)
Operating income (loss)	(2.2)	2.0	17.4
Net non-operating income (loss)	(20.5)	(0.2)	2.7
Income (Loss) before income tax and minority interests	(22.7)	1.8	20.1
Income tax expense	(1.0)	(0.7)	(1.3)
Extraordinary gain		0.7	0.1
Net income (loss)	(23.7)	1.8	18.9

Attributable to:

the Company	(23.0)	4.2	18.9
minority interests	(0.7)	(2.4)	(0.0)

**Year Ended December 31, 2010 Compared to Year Ended December 31, 2009**

**Net operating revenues.** Net operating revenues increased by 38.4% from NT\$91,390 million in 2009 to NT\$126,442 million (US\$4,339 million) in 2010, largely attributable to the global economic recovery steadily.

**Cost of goods sold.** Cost of goods sold increased by 17.8% from NT\$75,975 million in 2009 to NT\$89,518 million (US\$3,072 million) in 2010. Our cost of goods sold increased at a slower pace compared to the increase in our revenues as a result of our continued efforts to reduce costs, which included measures such as negotiating with suppliers for more favorable prices and streamlining the workforce. In addition, the increase in our utilization rate also lowered our cost per unit manufactured.

**Gross profit and gross margin.** Gross margin increased from 16.9% in 2009 to 29.2% in 2010, primarily due to the recovery of global economic and our improved operating efficiencies as a result of cost reduction.

**Operating income (loss) and operating margin.** Operating income increased substantially from NT\$1,847 million in 2009 to NT\$22,020 million (US\$756 million) in 2010. Our operating margin increased from 2.0% in 2009 to 17.4% in 2010. The increase in operating margin is largely due to an increase in gross margin. Operating expenses increased by 9.9% from NT\$13,568 million in 2009 to NT\$14,904 million (US\$511 million) in 2010.

**Sales and marketing expenses.** Our sales and marketing expenses decreased by 8.4% from NT\$2,800 million in 2009 to NT\$2,566 million (US\$88 million) in 2010. The decrease in sales and marketing expenses was mainly due to a decrease in IP royalty expenses. Our sales and marketing expenses as a percentage of our net operating revenues decreased slightly from 3.1% in 2009 to 2.0% in 2010.

**General and administrative expenses.** Our general and administrative expenses increased by 32.1% from NT\$2,724 million in 2009 to NT\$3,598 million (US\$123 million) in 2010 primarily as a result of an increase in personnel expenses. Our general and administrative expenses as a percentage of our net operating revenues decreased slightly from 3.0% in 2009 to 2.9% in 2010.

**Research and development expenses.** Our research and development expenses increased by 8.7% from NT\$8,044 million in 2009 to NT\$8,740 million (US\$300 million) in 2010. The increase in research and development expenses resulted primarily from an increase in personnel expenses. Our research and development expenses as a percentage of our net operating revenues decreased from 8.8% in 2009 to 6.9% in 2010.

**Net non-operating income (loss).** Net non-operating income (loss) increased by 2,027.9% from loss of NT\$(174) million in 2009 to income of NT\$3,364 million (US\$115 million) in 2010, mainly due to a decrease in impairment loss from NT\$4,007 million to NT\$114 million (US\$4 million), a decrease in gain on valuation of financial assets from NT\$513 million to nil and an 42.8% increase in dividend income from NT\$941 million to NT\$1,344 million (US\$46 million).

**Net income attributable to the Company.** Due to the factors described above, we incurred a net income of NT\$23,899 million (US\$820 million) in 2010, compared with a net income of NT\$3,874 million in 2009.

**Year Ended December 31, 2009 Compared to Year Ended December 31, 2008**

**Net operating revenues.** Net operating revenues decreased by 5.6% from NT\$96,814 million in 2008 to NT\$91,390 million (US\$2,860 million) in 2009, largely attributable to a decrease in our average selling price as a result of the global recession since the second half of 2008 which resulted in lower demand in the semiconductor industry.

**Cost of goods sold.** Cost of goods sold decreased by 9.7% from NT\$84,102 million in 2008 to NT\$75,975 million (US\$2,378 million) in 2009, primarily due to a decrease in depreciation and our continuous effort on cost reduction, including negotiation with suppliers for more favorable prices, streamlining the workforce and implementation of unpaid leave plans.

**Gross profit and gross margin.** Gross margin increased from 13.1% in 2008 to 16.9% in 2009, primarily due to our improved operating efficiencies as a result of cost reduction.

**Operating income (loss) and operating margin.** Operating income (loss) increased substantially from loss of NT\$(2,100) million in 2008 to income of NT\$1,847 million in 2009. Our operating margin increased from (2.2)% in 2008 to 2.0% in 2009. The increase in operating margin is largely due to an increase in gross margin. Operating expenses decreased by 8.4% from NT\$14,812 million in 2008 to NT\$13,568 million in 2009.

**Sales and marketing expenses.** Our sales and marketing expenses decreased by 19.6% from NT\$3,483 million in 2008 to NT\$2,800 million in 2009. The decrease in sales and marketing expenses was mainly due to a decrease in IP royalty expenses and the recovery of bad debts. Our sales and marketing expenses as a percentage of our net operating revenues decreased slightly from 3.6% in 2008 to 3.1% in 2009.

**General and administrative expenses.** Our general and administrative expenses decreased by 10.8% from NT\$3,055 million in 2008 to NT\$2,724 million in 2009 primarily as a result of our expense control activities. Our general and administrative expenses as a percentage of our net operating revenues decreased slightly from 3.1% in 2008 to 3.0% in 2009.

**Research and development expenses.** Our research and development expenses decreased by 2.8% from NT\$8,274 million in 2008 to NT\$8,044 million in 2009. The decrease in research and development expenses resulted primarily from our expense control activities. Our research and development expenses as a percentage of our net operating revenues increased from 8.6% in 2008 to 8.8% in 2009.

**Net non-operating loss.** Net non-operating loss decreased by 99.1% from NT\$19,886 million in 2008 to NT\$174 million in 2009, mainly due to a decrease in loss on valuation of financial assets from NT\$2,398 million to nil, a decrease in impairment loss from NT\$13,180 million to NT\$4,007 million and a decrease in net investment loss accounted for under the equity method from NT\$10,465 million to net investment gain accounted for under the equity method of NT\$180 million, partially offset by a 42.0% decrease in gain on disposal of investments from NT\$3,386 million to NT\$1,965 million and a 55.1% decrease in dividend income from NT\$2,094 million to NT\$941 million.

**Net income (loss) attributable to the Company.** Due to the factors described above, we incurred a net income of NT\$3,874 million in 2009, compared with a net loss of NT\$(22,320) million in 2008.

## **B. Liquidity and Capital Resources**

The foundry business is highly capital intensive. Our development over the past three years has required significant investments. Additional expansion for the future generally will continue to require significant cash for acquisition of plant and equipment to support increased capacities, particularly for the production of 12-inch wafers, although our expansion program will be adjusted from time to time to reflect market conditions. In addition, the semiconductor industry has historically experienced rapid changes in technology. To maintain competitiveness at the same capacity, we are required to make adequate investments in plant and equipment. In addition to our need for liquidity to support the large fixed costs of capacity expansion and the upgrading of our existing plants and equipment for new technologies, as we ramp up production of new plant capacity, we require significant working capital to support purchases of raw materials for our production and to cover variable operating costs such as salaries until production yields provide sufficiently positive margins for a fabrication facility to produce operating cash flows.

We have financed our capital expenditure requirements in recent years with cash flows from operations as well as from bank borrowings, the issuance of bonds and equity-linked securities denominated in NT dollars and U.S. dollars. We incurred capital expenditures of NT\$11,515 million, NT\$17,618 million and NT\$61,290 million (US\$2,103 million) in 2008, 2009 and 2010, respectively, requiring a significant amount of funding from financing activities. Once a fab is in operation at acceptable capacity and yield rates, it can provide significant cash flows. Cash flows significantly exceed operating income, reflecting the significant non-cash depreciation expense. We generated cash flows from operations of NT\$45,251 million, NT\$32,427 million and NT\$53,560 million (US\$1,838 million) in 2008, 2009 and 2010, respectively.

As of December 31, 2010, we had NT\$51,271 million (US\$1,759 million) of cash and cash equivalents and NT\$1,140 million (US\$39 million) of FVTPL, current. Cash equivalents included reverse repurchase agreements with banks in Taiwan for commercial paper, government bonds, or other highly secure assets for short-term liquidity management. These agreements bore interest rates ranging from 0.40% to 0.55%, 0.14% to 0.17% and 0.25% to 0.41% in 2008, 2009 and 2010, respectively. The terms of these agreements were typically less than two weeks. As of December 31, 2008, 2009, and 2010, we held reverse purchase agreements in the amount of NT\$6,155 million, NT\$8,777 million and NT\$3,757 million (US\$129 million), respectively.

We believe that our working capital, cash flow from operations and unused lines of credit are sufficient for our present requirements.

At our 2010 annual general meeting, our stockholders authorized the Board to raise capital from private placement, through issuing instruments such as common shares, depositary receipts (including but not limited to ADS), or Euro/Domestic convertible bonds (including secured or unsecured corporate bonds), based on market conditions and our needs. The amount of shares issued or convertible is proposed to be no more than 10% of our total shares issued (i.e., no more than 1,298,791,231 shares). According to Item 6, Article 43-6 of the R.O.C. Security and Exchange Act, any private placement of our shares must be conducted separately within one year after approval at the annual general meeting of stockholders. The approval to conduct a private placement of our shares will expire on June 14, 2011. Considering changes in regulations and market conditions, the Board has resolved to terminate any plans for a private placement of our shares.

#### *Operating Activities*

Our operating activities generated cash of NT\$53,560 million (US\$1,838 million) in 2010. Cash generated from our operating activities for 2010 significantly exceeded net income due to the add-back of non-cash items, such as depreciation and amortization in the amount of NT\$30,496 million (US\$1,047 million). Cash generated by operating activities increased from NT\$32,427 million in 2009 to NT\$53,560 million (US\$1,838 million) in 2010, primarily due to an increase in cash collected from our customers.

#### *Investment Activities*

Net cash used in our investment activities was NT\$57,843 million (US\$1,985 million) in 2010. In 2010, we used cash of NT\$61,290 million (US\$2,103 million) to purchase equipment primarily used at our fabs. This was offset by the net cash provided by acquisition and disposal of available-for-sale financial assets and subsidiaries in the amount of NT\$3,253 (US\$112 million) and NT\$1,589 (US\$55 million).

#### *Financing Activities*

Net cash used in our financing activities was NT\$10,174 million (US\$349 million) in 2010. We repaid bonds of NT\$7,500 million (US\$257 million), paid cash dividends of NT\$6,225 million (US\$214 million), acquired treasury stock of NT\$4,844 million (US\$166 million), raised bank loans of NT\$5,548 (US\$190 million) and increased noncontrolling interests of NT\$2,331 (US\$80 million).

We had NT\$4,124 million (US\$142 million) outstanding short-term loans as of December 31, 2010. We had total availability under existing short-term lines of credit of NT\$17,271 million (US\$593 million) as of December 31, 2010. We had bonds payable of NT\$4,996 million (US\$171 million) in the aggregate as of December 31, 2010.

As of December 31, 2010, our outstanding long-term debts primarily consisted of NT\$67 million unsecured long-term bank loans due by 2012, NT\$300 million unsecured and NT\$700 million secured long-term bank loans due by 2013, NT\$200 million unsecured and NT\$6,255 million secured long-term bank loans due by 2015. The interest rates of our long-term bank loans range from 1.14% to 2.49%.

As of December 31, 2010, the current portion of bonds due within one year was NT\$4,996 million (US\$171 million), and the current portion of long-term bank loans due within one year was NT\$711 million (US\$25 million).

#### *Capital Expenditures*

We have entered into several construction contracts for the expansion of our factory space. As of December 31, 2010, these construction contracts amounted to NT\$7,163 million (US\$246 million) with an unaccrued portion of the contracts of NT\$1,157 million (US\$40 million).

In 2010, we spent approximately NT\$61,290 million (US\$2,103 million) primarily to purchase equipment for research and development and production purposes. Our initial budget for purchases of manufacturing equipment for 2011 will be approximately US\$2,100 million. We may adjust the amount of our capital expenditures upward or downward based on the progress of our capital projects, market conditions and our anticipation of future business outlook. We believe that our existing cash and cash equivalents and short-term investments will be sufficient to meet our working capital and capital expenditure requirements at least through the end of 2011. We also expect to fund a portion of our capital requirements in 2011 through the cash provided by operating activities. Due to rapid changes in technology in the semiconductor industry, however, we have frequent demand for investment in new manufacturing technologies. We cannot assure you that we will be able to raise additional capital, should that become necessary, on terms acceptable to us, or at all. If financing is not available on terms acceptable to us, management intends to reduce expenditures so as to delay the need for additional financing. To the extent that we do not generate sufficient cash flows from our operations to meet our cash requirements, we may rely on external borrowings and securities offerings to finance our working capital needs or our future expansion plans. The sale of additional equity or equity-linked securities may result in additional dilution to our stockholders. Our ability to meet our working capital needs from cash flow from operations will be affected by the demand for our products and change in our product mix, which in turn may be adversely affected by several factors. Many of these factors are beyond our control, such as economic downturns and declines in the average selling prices of our products. The average selling prices of our products have been subjected to downward pressure in the past and are reasonably likely to be subject to further downward pressure in the future. We have not historically relied, and we do not plan to rely in the foreseeable future, on off-balance sheet financing arrangements to finance our operations or expansion.

#### **Transactions with Related Parties**

Our transactions with related parties have been conducted on arm's-length terms. See Item 7. Major Stockholders and Related Party Transactions B. Related Party Transactions and Note 26 to our audited consolidated financial statements included in this annual report.

#### **Inflation/Deflation**

We do not believe that inflation in the R.O.C. has had a material impact on our results of operations.

#### **U.S. GAAP Reconciliation**

Our consolidated financial statements are prepared in accordance with R.O.C. GAAP, which differs in certain significant respects from U.S. GAAP. Such differences include methods for measuring the amounts shown in the financial statements and additional disclosures required by U.S. GAAP. Note 34 to our audited financial statements, included in this annual report, provides a discussion and quantification of the differences between R.O.C. GAAP and U.S. GAAP as they related to us. We provide a summary of material differences included therein below.

The following table sets forth a comparison of our net income (loss) and stockholders' equity in accordance with R.O.C. GAAP and U.S. GAAP for the periods indicated.

	<b>Year Ended December 31,</b>			
	<b>2008</b>	<b>2009</b>	<b>2010</b>	
	<b>NT\$</b>	<b>NT\$</b>	<b>NT\$</b>	<b>US\$</b>
	<b>(in millions)</b>			
<b>Net income (loss) attributable to the Company</b>				
Net income (loss) attributable to the Company, R.O.C. GAAP	(22,320)	3,874	23,899	820
U.S. GAAP adjustments				
Compensation	(1,925)	(802)	(397)	(14)
Equity investees	(80)	(32)	(41)	(1)
Investments in debt and equity securities	1,486	(830)	(234)	(8)
Goodwill and Business Combinations	(14,571)		470	16
Treasury stock and related disposal	8,817		(81)	(3)
Inventory	(362)	362		



Net income (loss) attributable to the Company, U.S. GAAP	(28,955)	2,572	23,616	810
<b>Stockholders equity</b>				
Stockholders equity, R.O.C. GAAP	191,659	214,096	225,136	7,726
Compensation	63	65	32	1
Equity investees	(199)	(150)	(142)	(5)
Investments in debt and equity securities		1,717	1,765	61
Goodwill and Business Combinations	(8)	(8)	1,301	45
Treasury stock and related disposal	(1,196)	(2,769)	(2,624)	(90)
Pension	934	289	(345)	(12)
Inventory	(362)			
Stockholders equity, U.S. GAAP	190,891	213,240	225,123	7,726

Note. Refer to Note 34 to our audited financial statements included elsewhere in this annual report.

Differences between R.O.C. GAAP and U.S. GAAP that have a material effect on our net income (loss) and stockholders' equity under R.O.C. GAAP include compensation expenses, investments in debt and equity securities, goodwill and business combinations, treasury stock and related disposal, pension and inventory.

#### *Compensation Expenses*

Pursuant to our articles of incorporation, we are required, under certain circumstances, to distribute a certain percentage of unappropriated earnings as employee bonus and remuneration to directors and supervisors. Please refer to Item 10. Additional Information B. Memorandum and Articles of Association Dividends and Distributions. Remuneration to directors and supervisors is settled in cash. Our articles of incorporation specifies that employee bonus can be settled in cash or shares or a combination of both. Under R.O.C. GAAP, the distribution of employee bonus and remuneration to directors and supervisors relating to periods prior to January 1, 2008 are treated as appropriation of retained earnings, and we are not required to charge, and have not charged, them to earnings. Employee bonus and remuneration to directors and supervisors relating to the year beginning January 1, 2008 are charged to compensation expense and accrued based on management's estimate as charged and accrued under U.S. GAAP. The employee bonus is initially accrued at the year-end based on management's estimate according to our articles of incorporation with adjustment in the subsequent year after stockholders' approval. Compensation expense relating to stock bonus is determined based on the fair market value of our common shares on the grant date. Under R.O.C. GAAP, we apply the intrinsic value method to recognize compensation cost for employee stock options granted before January 1, 2008. For stock options granted on or after January 1, 2008, we adopted R.O.C. SFAS 39 to recognize compensation cost using the fair value method, which is consistent with U.S. GAAP. For equity-settled employee stock options, the corresponding increase in equity is measured at the grant date fair value. For cash-settled employee stock options, the corresponding liability incurred is measured at the fair value on the cash-settlement date, and is remeasured at each reporting date through the settlement date.

#### *Investments in Debt and Equity Securities*

When we lose our significant influence on an investment accounted for under the equity method and reclassify it as an available-for-sale security, the proportionate share of an investee's equity adjustments for other comprehensive income should remain as a part of the carrying amount of the investment under R.O.C. GAAP and the dividends received from the available-for-sale security which were declared from pre-acquisition profits are deducted from the cost of the security. However, under U.S. GAAP, the proportionate share of an investee's equity adjustments for other comprehensive income should be offset against the carrying amount of the investment at the time significant influence is lost, and the dividends received from the available-for-sale security are accounted for as dividend income. Effective January 1, 2009, pursuant to ASC 810-10-45, *Noncontrolling Interests in a Subsidiary*, a change in our ownership interest that does not result in a change of control shall be accounted for as equity transactions. In December 2009 and May 2010, we acquired additional ownership interests in one of our subsidiaries. Under R.O.C. GAAP, the acquisition was accounted for using the purchase method of accounting. However, under U.S. GAAP, the acquisition was accounted for as an equity transaction. The difference between the fair value of the consideration paid and the book value of the noncontrolling interests is adjusted against stockholders' equity.

In June 2010, a non-affiliated company purchased newly issued shares of one of our consolidated entities, which reduced our ownership interest from 100% to 50%. Due to this transaction, we jointly controlled the entity and accounted for the entity as a joint venture. Under R.O.C. GAAP, the reduction of equity interest is adjusted against additional paid-in capital. However, under U.S. GAAP, we accounted for the deconsolidation of a subsidiary and fair value remeasurement of the remaining holding interests by recognizing gain or loss in net income attributable to us.

#### *Goodwill and Business Combinations*

Under R.O.C. GAAP, the fair value of the net assets received is deemed to be the value of the consideration for the acquisition of the remaining interests in United Semiconductor, United Silicon, UTEK Semiconductor and United Integrated Circuits in January 2000. The acquisition cost of SiSMC was determined using the market price of the shares exchanged by us. Under U.S. GAAP, it is required that the securities exchanged be valued based on the market prices a few days before and after the date when the terms of the acquisition are agreed to and announced. The acquisition was accounted for using the acquisition method of accounting and the purchase price was determined using the market value of the shares exchanged. The difference between the fair value of the shares exchanged and the

fair value of the net assets acquired created goodwill.

Goodwill is subject to an annual impairment test or more frequently whenever events and circumstances change indicating the goodwill may be impaired. Under R.O.C. GAAP, our assessment of impairment includes identifying the goodwill-allocated cash generating unit, or CGU, determining the recoverable amount of CGU by using a discounted cash flow analysis, and ultimately comparing the recoverable amount with the carrying amount of CGU including goodwill. If CGU's carrying amount is greater than its recoverable amount, an impairment loss is recognized and the written-down of goodwill cannot be reversed. Under U.S. GAAP, in accordance with ASC 805-30-30, *Goodwill or Gain from Bargain Purchase, Including Considerations Transferred*, and ASC 350-20-35, *Intangibles Goodwill and Other*, the fair value of the reporting unit is allocated to relevant individual assets and liabilities to determine the fair value of the goodwill assigned to the reporting unit. If the carrying value of the goodwill is greater than its fair value, we write down the goodwill and recognize the impairment loss. Such write-down cannot be reversed.

On November 30, 2010, we acquired additional stocks issued by NEXPOWER, which increased our ownership interest from 45.79% to 57.67%. We obtained control over NEXPOWER and the results of NEXPOWER's operations have been included in the consolidated financial statements since that date.

Under R.O.C. GAAP, the change in our proportionate share in the net assets of an investee resulting from its acquisition of additional stock issued by the investee at a rate not proportionate to its existing equity ownership is charged to the additional paid-in capital and long-term investments accounts. However, under U.S. GAAP, this acquisition is regarded as a business combination. The sum of the fair value of the consideration transferred, noncontrolling interests and equity interest previously held by the acquirer exceeding the fair value of identifiable net assets is recorded as goodwill.

#### *Treasury stock and related disposal*

Some of our subsidiaries and equity method investees also hold our shares as investments. Under R.O.C. GAAP, reciprocal shareholdings held by subsidiaries, but not equity investees, are recorded as treasury stocks on our books. Under U.S. GAAP, however, reciprocal shareholdings, whether being held by subsidiaries or equity investees, are recorded as treasury stocks on our books. Accordingly, we recognized treasury stocks for reciprocal shareholdings held by equity-method investees and eliminated the related unrealized gain (loss) or investment gain (loss) as they are accounted for as treasury stock under U.S. GAAP.

#### *Pension*

Under R.O.C. GAAP, a minimum pension liability should be measured as the excess of accumulated benefit obligation over the fair value of the plan assets and allowed the unrecognized items, including prior service costs and credits, gains or losses, and transition obligations or assets to be reported in disclosure shown as a plan's funded status. Under U.S. GAAP, ASC 715-30, *Defined Benefit Plans-Pension*, requires an employer to recognize an asset for a plan's overfunded status or a liability for a plan's underfunded status with an offsetting adjustment to accumulated other comprehensive income.

#### *Inventory*

Under U.S. GAAP, the allocation of fixed production overhead to inventory is based on the normal capacity of the production facilities. Unallocated overheads are recognized as an expense in the period in which they are incurred. Other items such as abnormal freight, handling costs and amounts of wasted materials are treated as current period charges rather than as a portion of the inventory cost pursuant to ASC 330, *Inventory*. R.O.C. GAAP does not provide definite guidance for such abnormal items and the use of normal capacity was not mandatory before the adoption of R.O.C. SFAS No. 10, *Accounting for Inventory*, or R.O.C. SFAS 10, on January 1, 2009.

Under R.O.C. GAAP, the write down of inventory for the lower of cost or net realizable value may be reversed in subsequent periods if market conditions improve. Under U.S. GAAP, the write down to lower of cost or market creates a new cost basis that subsequently cannot be marked up. Upon the sale of the related inventory, the difference between these two GAAPs is resolved.

*Recent Accounting Pronouncements*

In April 2009, the Accounting Research and Development Foundation in Taiwan issued R.O.C. SFAS No. 41,

Disclosures for Operating Segment Information, or R.O.C. SFAS 41, which establishes disclosure requirements to assist financial statement users to evaluate the different types of business activities in which an enterprise engages and the different economic environments in which it operates. The determination of operating segments is significantly based on how an enterprise's chief operating decision maker views and manages the business. This standard requires an enterprise to report separately information about each operating segment that meets certain criteria. The standard is effective for fiscal years beginning after January 1, 2011. The impact that the adoption of R.O.C. SFAS 41 will have on our financial reporting disclosure will depend on the applicable future business model.

In October 2009, the FASB issued ASU 2009-13 *Revenue recognition (Topic 605) Multiple-Deliverable Revenue Arrangements*. Multiple-deliverable arrangements will be separated in more circumstances than under existing U.S. GAAP. The amendment establishes a selling price hierarchy for determining the selling price of a deliverable. The selling price used for each deliverable will be based on vendor-specific objective evidence, if available, or otherwise on third-party evidence; if neither vendor-specific objective evidence nor third-party evidence is available, it will be based on estimated selling price. The amendments replaced the term fair value in the revenue allocation guidance with selling price, eliminated the residual method of allocation and expanded the disclosure requirements. The amendments are expected to be effective for revenue arrangements entered into or materially modified in fiscal years beginning on or after June 15, 2010. We do not expect this amendment to have a material impact on our consolidated financial statements.

In March 2010, the FASB updated ASC 815, *Derivatives and Hedging*. The amended guidance clarifies whether embedded credit derivatives should be bifurcated and accounted for separately. In general, an embedded credit derivative feature that transfers credit risk only in the form of subordination of one financial instrument to another is not required to be analyzed for potential bifurcation and separate accounting. If this scope exception does not apply, other embedded derivative features should be analyzed to determine if they should be bifurcated and accounted for separately. This Update is effective at the beginning of the first fiscal quarter beginning after June 15, 2010. We do not expect this amendment to have a material impact on our consolidated financial statements.

In April 2010, FASB issued ASU 2010-13 *Compensation-Stock Compensation (Topic 718) Effect of Denominating the Exercise Price of a Share-Based Payment Award in the Currency of the Market in Which the Underlying Equity Security Trades*. This Update provides amendments to Topic 718 to clarify that an employee share-based payment award with an exercise price denominated in the currency of a market in which a substantial portion of the entity's equity securities trades should not be considered to contain a condition that is not a market, performance, or service condition. Therefore, such an award is not to be classified as a liability if it otherwise qualifies as equity classification. The amendments in this Update are effective for interim and annual periods beginning on or after December 15, 2010, with earlier application permitted. The guidance should be applied by recording a cumulative-effect adjustment to the opening balance of retained earnings for all outstanding awards as of the beginning of the fiscal year in which the amendments are initially applied. We do not expect this amendment to have a material impact on our consolidated financial statement.

In April 2010, the FASB issued ASU 2010-17 *Revenue Recognition (Topic 605) Milestone Method of Revenue Recognition*. The amendment provides guidance on defining a milestone and determining when it may be appropriate to apply the milestone method of revenue recognition for research or development transactions. The amendment states that in order to use the milestone method, the milestone must be considered substantive in its entirety. As a result, each milestone should be evaluated whether to meet all the criteria to be considered substantive and additional disclosures are required. The new pronouncement will be effective prospectively for milestones achieved in fiscal years, and interim periods within those years beginning on or after June 15, 2010. We do not expect this statement to have a material impact on our consolidated financial statements.

In December 2010, the FASB issued ASU 2010-28 *Intangibles - Goodwill and Other (Topic 350) When to Perform Step 2 of the Goodwill Impairment Test for Reporting Units with Zero or Negative Carrying Amounts*. This ASU addresses how companies should test for goodwill impairment when the book value of a reporting entity is zero or negative. For reporting units with zero or negative carrying amounts, an entity is required to assess the qualitative

factors listed in ASC 350-20-35-30 if it is more likely than not that the goodwill impairment exists. If an entity concludes that goodwill impairment exists, the entity must perform step 2 of the goodwill impairment test. This update will be effective for fiscal years beginning after December 15, 2010. We do not expect this statement to have a material impact on our consolidated financial statements.

**C. Research, Development, Patents and Licenses, Etc.**

The semiconductor industry is characterized by rapid changes in technology, frequently resulting in obsolescence of process technologies and products. As a result, effective research and development is essential to our success. We invested approximately NT\$8,274 million, NT\$8,044 million and NT\$8,740 million (US\$300 million) in 2008, 2009 and 2010, respectively, in research and development, which represented 8.6%, 8.8% and 6.9%, respectively, of net operating revenues for such years. We believe that our continuous spending on research and development will help us maintain our position as a technological leader in the foundry industry. As of March 31, 2011, we employed 1,084 professionals in our research and development division.

Our current research and development activities seek to upgrade and integrate manufacturing technologies and processes, as well as to develop 28 nanometer technology, including HK/MG (high-K/metal gate), and advanced device technologies, including FinFET, 3D device and FD-SOI (fully depleted Silicon on Insulator). Although we emphasize firm-wide participation in the research and development process, we maintain central research and development teams primarily responsible for developing cost-effective technologies that can serve the manufacturing needs of our customers. Monetary incentives are provided to our employees if projects result in successful patents. We believe we have a strong foundation in research and development and intend to continue our efforts on technology developments. Our top management believes in the value of continued support of research and development efforts and intends to continue our foundry leadership position by providing customers with comprehensive technology and SoC solutions in the industry.

**D. Trend Information**

Please refer to Item 5. Operating and Financial Review and Prospects Overview for a discussion of the most significant recent trends in our production, sales, costs and selling prices. In addition, please refer to discussions included in this Item for a discussion of known trends, uncertainties, demands, commitments and events that we believe are reasonably likely to have a material effect on our net operating revenues, income from continuing operations, profitability, liquidity or capital resources, or that would cause reported financial information not necessarily to be indicative of future operating results or financial condition.

**E. Off-balance Sheet Arrangements**

We do not generally provide letters of credit to, or guarantees for, or engage in any repurchase financing transactions with any entity other than our consolidated subsidiaries. We have, from time to time, entered into foreign currency forward contracts to hedge our existing assets and liabilities denominated in foreign currencies and identifiable foreign currency purchase commitments. We do not engage in any speculative activities using derivative instruments. See Item 11. Quantitative and Qualitative Disclosure about Market Risk .

**F. Tabular Disclosure of Contractual Obligations**

The following table sets forth our contractual obligations and commitments with definitive payment terms on a consolidated basis which will require significant cash outlays in the future as of December 31, 2010.

	Total	Payments Due by Period			After 5-Years
		Less than 1 Year (consolidated)	1-3 Years (in NT\$ millions)	4-5 Years	
Long-term debt <sup>(1)</sup>					
Unsecured bonds	5,887			5,887	
Long-term loans	7,522	711	3,808	3,003	
Operating lease obligations <sup>(2)</sup>	3,010	406	659	483	1,462
Purchase obligations <sup>(3)</sup>	2,311	2,311			
Other long-term obligations <sup>(4)</sup>	1,616	1,536	15		65
Total contractual cash obligations	20,346	4,964	4,482	9,373	1,527

- (1) Assuming the exchangeable bonds are paid off upon maturity.
- (2) Represents our obligations to make lease payments to use machineries, equipments and land on which our fabs are located, primarily in the Hsinchu Science Park and the Tainan Science Park in Taiwan, Pasir Ris Wafer Fab Park in Singapore and UMCJ.



- (3) Represents commitments for construction and purchase of raw materials. These commitments are not recorded on our balance sheet as of December 31, 2010.
- (4) Represents intellectual properties and royalties payable under our technology license agreements. The amounts of payments due under these agreements are determined based on fixed contract amounts.

## ITEM 6. DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES

### A. Directors and Senior Management

The following table sets forth the name, age, position, tenure and biography of each of our directors and executives as of March 31, 2011. There is no family relationship among any of these persons.

In the stockholders' meeting held on June 10, 2009, our stockholders elected nine new directors, Stan Hung, Wen-Yang Chen, Ting-Yu Lin, Po-Wen Yen, Shih-Wei Sun, Paul S.C. Hsu, Chung-Laung Liu, Chun-Yen Chang and Cheng-Li Huang. The newly elected directors took their offices on June 10, 2009. The business address of our directors and executive officers is the same as our registered address.

Name	Age	Position	Years with Us
Stan Hung	50	Chairman and Director	19
	53	Director (Representative of Silicon Integrated Systems Corp.) and	16
Shih-Wei Sun		Chief Executive Officer	
	58	Director (Representative of Hsun Chieh Investment Co.) and Chief	31
Wen-Yang Chen		Operating Officer	
	54	Director (Representative of Hsun Chieh Investment Co.) and Senior	24
Po-Wen Yen		Vice President	
Ting-Yu Lin	50	Director	5
Paul S.C. Hsu <sup>(1)</sup>	75	Independent Director	7
Chung-Laung Liu <sup>(1)</sup>	77	Independent Director	5
Chun-Yen Chang <sup>(1)</sup>	74	Independent Director	5
Cheng-Li Huang <sup>(1)</sup>	62	Independent Director	2
Chitung Liu	45	Chief Financial Officer	10

(1) Member of the Audit Committee.

**Stan Hung** is a director and the Chairman of our company. Mr. Hung was our CFO & Senior Vice President from 2000 to 2007. He was also the Chairman of Epitech Technology Corporation in 2007 and ITE Technology Corporation for a portion of 2008, respectively. Prior to joining United Microelectronics Corporation in 1991, Mr. Hung was a financial manager at Optoelectronics Corporation. He is also the Chairman of Fortune Venture Capital Corporation, TLC Capital Co., Nexpower Technology Corporation, UMC New Business Investment Corporation, Crystalwise Technology Inc., and a Director of Epistar Corporation. Mr. Hung received a bachelor's degree in accounting from Tam Kang University in 1982.

**Shih-Wei Sun** is a director and the Chief Executive Officer of our company. Dr. Sun is a representative of Silicon Integrated Systems Corp. Dr. Sun joined us in 1995 and has been responsible for the operation of our Fabs 6A, 8A, 8D and 12A, along with Central Research & Development. Prior to joining us, Dr. Sun worked for Motorola in the Advanced Products Research and Development Laboratory for ten years. Dr. Sun is also a director of Fortune Venture Capital Corporation, TLC Capital Co., Nexpower Technology Corporation, UMC New Business Investment Corporation, Unimicron Corporation and Epistar Corporation. Dr. Sun holds a Ph.D. degree in electronics materials from Northwestern University in 1986.

**Wen-Yang Chen** is a director of our company and currently serves as our Chief Operating Officer responsible for fab operations. Mr. Chen is a representative of Hsun Chieh Investment Co. Prior to us, Mr. Chen worked for companies including Digital Equipment Corporation and Vishay. Mr. Chen joined us in 1980 and is responsible for the operation of our 6A, 8A, 8E, 8D and 8F Fabs, specializing in development and integration of semiconductor processes and factory management. Mr. Chen is also a director of Fortune Venture Capital Corporation, TLC Capital Co., and UMC New Business Investment Corporation. Mr. Chen received Award of the Excellent Engineers from Chinese Institute of Engineers in 1994 and Manager Excellence Award in 2002.

**Po-Wen Yen** is a director of our company and currently serves as our senior vice president responsible for 12-inch operations. Mr. Yen is a representative of Hsun Chieh Investment Co. Mr. Yen joined us in 1986 and was responsible for the operation of Fabs 8A and 8C. He also served as the vice president for UMC-SG, our 300mm operation in Singapore. He is also a director of Fortune Venture Capital Corporation, TLC Capital Co., and UMC New Business Investment Corporation. In 2003, Mr. Yen received the National Manager Excellence Award from Chinese Professional Management Association. Mr. Yen earned a bachelor's degree in Chemical Engineering from National Tsing Hua University and his master's degree in chemical engineering from National Taiwan University.

**Ting-Yu Lin** is a director of our company. Mr. Lin is also the chairman of Sunrox International Inc. Mr. Lin received a master's degree in international finance from Meiji University in 1993.

**Paul S.C. Hsu** is an independent director of our company. Professor Hsu is Far East Group Chair Professor of Management, Yuan-Ze University, Taiwan, and the director of Taiwan Assessment and Evaluation Association. Professor Hsu is an independent director of Faraday Technology Corporation and Gintech Energy Corporation and a supervisor of Far Eastern International Bank. Professor Hsu received a Ph.D. degree in business administration from The University of Michigan in 1974.

**Chung-Laung Liu** is an independent director of our company. Professor Liu is the William M.W. Mong Honorary Chair Professor of National Tsing Hua University, Taiwan. Professor Liu is also the Chairman of Dramexchange Corporation, a supervisor of MediaTek Incorporation, an independent director of Mototech Inc., Anpec Electronics Corporation and Powerchip semiconductor Corp., as well as a director of Macronix International Co., Ltd. Professor Liu received a doctorate degree in science from Massachusetts Institute of Technology in 1962.

**Chun-Yen Chang** is an independent director of our company. Professor Chang is an academician of Academia Sinica and a chair professor and president of National Chiao Tung University, Taiwan. Professor Chang is also an independent director of Himax Technologies, Inc. Professor Chang received a Ph.D. degree in electrical engineering from National Chiao Tung University in 1970.

**Cheng-Li Huang** is an independent director of our company. Dr. Huang was a professor of Tamkang University and served as its Comptroller. He was also the chief executive of Tamkang Accounting Education Foundation and the publisher of Journal of Contemporary Accounting. Professor Huang received a Ph.D. degree in accounting from University of Warwick in 1999.

**Chitung Liu** is the Chief Financial Officer of our company. Prior to joining our company in 2001, Mr. Liu was a managing director of UBS. Mr. Liu is also a director of Novatek Microelectronics Corp., Unimicron Corporation, UMC New Business Investment Corporation as well as a supervisor of TLC Capital Co., Ltd. and Nexpower Technology Corp., Mr. Liu received an executive MBA degree from National Taiwan University in 2009.

## **B. Compensation**

The aggregate compensation paid and benefits in kind granted to our directors in 2010 were approximately NT\$25 million (US\$858 thousand). The remuneration was out of our 2010 earnings distribution plan, and the distribution percentage for directors is 0.1%. See Item 10. Additional Information B. Memorandum and Articles of Association Dividends and Distributions. Some of the remuneration was paid to the legal entities which some of our directors represent. The aggregate compensation paid and benefits in kind granted to our executive officers in 2010 were approximately NT\$235 million (US\$8.06 million), which include NT\$106 million as bonus. Certain of our directors who also served as executive officers held stock options to purchase 14.5 million shares as of March 31, 2011.

## **C. Board Practices**

All of our directors were elected in June 2009 for a term of three years. Neither we nor any of our subsidiaries has entered into a contract with any of our directors by which our directors are expected to receive benefits upon termination of their employment.

Our board of directors established an audit committee in March 2005. In the annual ordinary stockholders meeting held on June 13, 2008, we amended our articles of incorporation to introduce the mechanism of an R.O.C. Audit Committee. See Item 10. Additional Information B. Memorandum and Articles of Association Directors. After the re-election of directors in the stockholders meeting on June 10, 2009, our board of directors appointed Paul S.C. Hsu, Chung-Laung Liu, Chun-Yen Chang and Cheng-Li Huang to be the members of the audit committee. Each audit

committee member is an independent director who is financially literate with accounting or related financial management expertise. The audit committee meets as often as it deems necessary to carry out its responsibilities. Pursuant to an audit committee charter, the audit committee has responsibility for, among other things, overseeing the qualifications, independence and performance of our internal audit function and independent auditors, and overseeing the accounting policies and financial reporting and disclosure practices of our company. The audit committee also has the authority to engage special legal, accounting or other consultants it deems necessary in the performance of its duties.

In November 2003, the Securities and Exchange Commission approved changes to the NYSE's listing standards related to the corporate governance practices of listed companies. Under these rules, listed foreign private issuers, like us, must disclose any significant ways in which their corporate governance practices differ from those followed by NYSE-listed U.S. domestic companies under the NYSE's listing standards. A copy of the significant differences between our corporate governance practices and NYSE corporate governance rules applicable to U.S. companies is available on our website [http://www.umc.com/english/investors/Corp\\_gov\\_difference.asp](http://www.umc.com/english/investors/Corp_gov_difference.asp).

#### **D. Employees**

As of March 31, 2011, we had 13,800 employees, which included 7,519 engineers, 5,812 technicians and 469 administrative staffs performing administrative functions in Taiwan and our Singapore branch. We have in the past implemented, and may in the future evaluate the need to implement, labor redundancy plans based on the work performance of our employees.

<b>Employees</b>	<b>As of December 31,</b>		
	<b>2008</b>	<b>2009</b>	<b>2010</b>
Engineers	6,461	6,579	7,365
Technicians	4,734	5,290	5,835
Administrative Staff	509	465	471
<b>Total</b>	<b>11,704</b>	<b>12,334</b>	<b>13,671</b>

Employee salaries are reviewed annually. Salaries are adjusted based on industry standards, inflation and individual performance. As an incentive, additional bonuses in cash may be paid at the discretion of management based on the performance of individuals. In addition, except under certain circumstances, R.O.C. law requires us to reserve from 10% to 15% of any offerings of our new shares for employees' subscription.

Our employees participate in our profit distribution pursuant to our articles of incorporation. Employees are entitled to receive additional bonuses based on a certain percentage of our allocable surplus income. On March 16, 2011, the board of directors proposed an employee bonus in cash in the amount of NT\$2,477 million (US\$85 million) in relation to retained earnings in 2010.

In April 2009, we were fined NT\$18,000 by the Science Park Administration for violating the Labor Standard Act in connection with having female employees work (i) between 10:00 p.m. and 6:00 a.m. and (ii) shifted hours beyond the regular eight working hours per day without holding a proper labor-management conference in advance and failing to pay them overtime wages. Despite that the night shift schedule of our female employees and shifted working hours beyond the regular eight working hours per day had been approved by the Science Park Administration and included in our employment contracts, we failed to hold a labor-management meeting to approve such in accordance with the amended Labor Standard Act and the administrative ruling of the Council of Labor Affairs. In May 2009, we were also fined NT\$12,000 by the Southern Taiwan Science Park Administration for similar violations. We did not object to such fines and have held labor-management meetings for all of our fabs to approve the night shift schedule of our female employees and shifted working hours beyond the regular eight working hours per day in accordance with relevant labor regulations.

Our employees are not covered by any collective bargaining agreements. We believe we have a good relationship with our employees.

#### **E. Share Ownership**

As of March 31, 2011, each of our directors and executive officers held shares and/or ADSs of United Microelectronics, either directly for their own account or indirectly as the representative of another legal entity on our board of directors, except for Chung-Laung Liu, Paul S.C. Hsu, Chun-Yen Chang and Cheng-Li Huang, our independent directors. As of March 31, 2011, none of our directors or executive officers held, for their own account, 0.1% or more of our outstanding shares. As of April 17, 2011, our most recent record date, Hsun Chieh Investment Co. held approximately 441 million of our shares, representing approximately 3.4% of our issued shares.



We have an Employee Stock Options Plan, pursuant to which options may be granted to our full-time regular employees, including those of our domestic and overseas subsidiaries. The exercise price for the options would be the closing price of our common shares on the Taiwan Stock Exchange on the day the options are granted, while the expiration date for such options is 6 years from the date of its issuance. In September 2004, December 2005, October 2007 and May 2009, we obtained approvals from relevant R.O.C. authorities for the grant of up to 150 million, 350 million, 500 million and 500 million stock options, respectively, to acquire our common shares under our Employee Stock Options Plan. In July 2004, October 2004, April 2005, August 2005, September 2005, January 2006, May 2006, August 2006, December 2007 and June 2009, we granted 57 million, 20 million, 23 million, 54 million, 52 million, 39 million, 42 million, 28 million, 500 million and 300 million stock options, respectively, to our employees, with an exercise price of 28.24, 24.28, 22.37, 29.47, 26.89, 23.17, 25.19, 24.09, 18.03 and 10.40, respectively. The 57 million stock options with exercise price of 28.24 that we granted in July 2004, and the 20 million stock options with exercise price of 24.28 that we granted in October 2004, expired on June 30, 2010 and October 12, 2010 respectively.

According to our Employee Stock Options Plan, an option holder may exercise an increasing portion of his or her options starting two years after the grant of the options. According to the vesting schedule, 50%, 75% and 100% of such option holder's options shall vest two, three and four years after the grant of the options, respectively. Upon a voluntary termination or termination in accordance with the R.O.C. Labor Law, the option holder shall exercise his or her vested options within 30 days, subject to exceptions provided therein, and after the termination otherwise such options shall terminate. If termination was due to death, the heirs of such option holder have one year starting from the date of the death to exercise his or her vested options. If termination was due to retirement or occupational casualty, the option holder or his or her heirs may exercise all his or her options within a certain period as provided. The options are generally not transferable or pledgeable by the option holders. The total number of shares issuable upon exercise of option held by our directors and executive officers as of March 31, 2011 was 25.6 million. The units granted to each of our directors and executive officers as a percentage of our total shares as of March 31, 2011 were less than 1%.

## ITEM 7. MAJOR STOCKHOLDERS AND RELATED PARTY TRANSACTIONS

### A. Major Stockholders

The following table sets forth information known to us with respect to the beneficial ownership of our shares as of (i) April 17, 2011, our most recent record date and (ii) as of certain record dates in each of the preceding three years, for (1) the stockholders known by us to beneficially own more than 2% of our shares and (2) all directors and executive officers as a group. Beneficial ownership is determined in accordance with Securities and Exchange Commission rules.

Name of Beneficial Owner	As of April 17, 2011		As of April 17, 2010	As of April 12, 2009	As of April 15, 2008	As of April 13, 2007
	Number of shares beneficially owned	Percentage of shares beneficially owned	Percentage of shares beneficially owned	Percentage of shares beneficially owned	Percentage of shares beneficially owned	Percentage of shares beneficially owned
Hsun Chieh Investment Co., Ltd. <sup>(1)</sup>	441	3.4%	3.4%	3.3%	3.2%	3.2%
Xilinx, Inc.	0	0%	0.0%	0.0%	0.0%	0.6%
Silicon Integrated Systems Corp.	315	2.4%	2.4%	2.4%	2.3%	2.3%
Directors, supervisors and executive officers as a group	808	6.22%	6.2%	5.7%	5.6%	6.2%

(1) 36.5% owned by United Microelectronics as of March 31, 2011.

None of our major stockholders have different voting rights from those of our other stockholders. To the best of our knowledge, we are not directly or indirectly controlled by another corporation, by any foreign government or by any other natural or legal person severally or jointly.

For information regarding our shares held or beneficially owned by persons in the United States, see Item 9. The Offer and Listing A. Offer and Listing Details Market Price Information for Our American Depositary Shares in this annual report.



**B. Related Party Transactions**

From time to time we have engaged in a variety of transactions with our affiliates. We generally conduct transactions with our affiliates on an arm's-length basis. The sales and purchase prices with related parties are determined through negotiation, generally based on market price.

The following table shows our aggregate ownership interest, on a consolidated basis, in major related fabless design companies that we enter into transactions from time to time as of December 31, 2010.

Name	Ownership %
AMIC Technology (Taiwan), Inc.	18.77
Silicon Integrated Systems Corp.	16.94

We provide foundry services to these fabless design companies on arm's-length prices and terms. We derived NT\$1,462 million, NT\$1,141 million and NT\$791 million (US\$27 million) of our net operating revenues in 2008, 2009 and 2010, from the provision of our foundry services to these fabless design companies.

**C. Interests of Experts and Counsel**

Not applicable.

**ITEM 8. FINANCIAL INFORMATION****A. Consolidated Statements and Other Financial Information**

Please refer to Item 18 for a list of all financial statements filed as part of this annual report on Form 20-F.

Except as described in Item 4. Information on the Company B. Business Overview Litigation, we are not currently involved in material litigation or other proceedings that may have, or have had in the recent past, significant effects on our financial position or profitability.

As for our policy on dividend distributions, see Item 10. Additional Information B. Memorandum and Articles of Association Dividends and Distributions. On June 13, 2008, our stockholders approved a cash dividend of NT\$0.75 per share for an aggregate of NT\$9,382,646,949, a stock dividend of NT\$0.08 per share from retained earnings and NT\$0.37 from capital reserve for 2008. On June 10, 2009, our stockholders approved not to distribute any stock or cash dividends for 2009. On June 15, 2010, our stockholders approved a cash dividend of NT\$0.5 per share for an aggregate of NT\$6,233,001,658. On March 16, 2011, the board of directors proposed dividends of NT\$14,033,575,265 (approximately NT\$1.12 per share).

The following table sets forth the cash dividends per share and stock dividends per share as a percentage of shares outstanding paid during each of the years indicated in respect of shares outstanding at the end of each such year, except as otherwise noted.

	Cash Dividend per Share NT\$	Stock Dividend per Share NT\$	Total Number of Shares Issued as Stock Dividend	Number of Outstanding Shares at Year End
1997		3.0	868,629,276	4,117,758,265
1998		2.9	1,199,052,940	5,480,221,725
1999		1.5	834,140,790	6,638,054,462
2000		2.0	1,809,853,716	11,439,016,900
2001		1.5	1,715,104,035	13,169,235,416
2002		1.5	1,968,018,212	15,238,578,646
2003		0.4	607,925,145	15,941,901,463
2004		0.8	1,288,558,185	17,550,800,859
2005	0.1029	1.029	1,758,736,435	18,856,632,324
2006	0.409141420	0.10228530	179,031,672	19,131,192,690
2007	0.7			13,214,494,883

2008	0.75	0.45	562,958,816	12,987,771,315
2009				12,987,771,315
2010	0.5			12,987,912,315

- (1) We declare stock dividends in a NT dollar amount per share, but we pay the stock dividends to our stockholders in the form of shares. The amount of shares distributed to each stockholder is calculated by multiplying the dividend declared by the number of shares held by the given stockholder, divided by the par value of NT\$10 per share. Fractional shares are not issued but are paid in cash.

**B. Significant Changes**

There have been no significant subsequent events following the close of the last financial year up to the date of this annual report on Form 20-F that are known to us and require disclosure in this annual report for which disclosure was not made in this annual report.

Our consolidated net operating revenues for the three months ended March 31, 2011 was NT\$31,166 million (US\$1,070 million). Our consolidated net operating revenues for the three months ended March 31, 2011 are not indicative of the results that may be expected for any subsequent period.

**ITEM 9. THE OFFER AND LISTING****A. Offer and Listing Details****Market Price Information for Our Shares**

Our shares have been listed on the Taiwan Stock Exchange since July 1985. There is no public market outside Taiwan for our shares. The table below shows, for the periods indicated, the high and low closing prices and the average daily volume of trading activity on the Taiwan Stock Exchange for our shares. The closing price for our shares on the Taiwan Stock Exchange on April 27, 2011 was NT\$15.30 per share.

	Closing Price Per Share <sup>(1)</sup>		Average Daily Trading Volume (in thousands of shares)
	High	Low	
	NT\$	NT\$	
2005	25.20	16.75	84,868.00
2006	22.60	17.60	67,133.00
2007	23.45	17.15	53,166.86
2008	20.30	6.80	37,521.00
2009	17.20	7.10	85,869.55
First Quarter	12.00	7.10	65,283.37
Second Quarter	14.95	10.30	135,721.42
Third Quarter	16.15	10.95	83,937.95
Fourth Quarter	17.20	15.40	57,964.97
2010	18.6	12.95	53,660.37
First Quarter	18.6	15.45	61,199.41
Second Quarter	17.2	13.8	44,109.17
Third Quarter	14.85	12.95	41,111.93
Fourth Quarter	16.7	13.3	68,624.75
October	14.55	13.3	64,308.25
November	15.4	14.4	72,114.45
December	16.7	15.35	69,227.94
2011 (through April 27)	18.10	14.10	63,196.90
First Quarter	18.1	14.1	70,662.07
January	18.1	15.55	90,482.50
February	17.6	15.4	64,251.73
March	15.9	14.1	57,328.86
Second Quarter (through April 27)	15.60	14.75	38,166.63
April (through April 27)	15.60	14.75	38,166.63

Source: Taiwan Stock Exchange.

(1)

Information has been adjusted to give effect to 758,736,435 Shares and 197,285,530 Shares issued as stock dividend and employee bonus, respectively, in August 2005; 179,031,672 Shares, NT\$7,161,266,830, 45,845,444 Shares and NT\$305,636,291 issued as stock dividend, cash dividend, stock employee bonus and cash employee bonus, respectively, in August 2006; NT\$12,461,529,283 and NT\$2,324,119,405 issued as cash dividend and cash employee bonus, respectively, in August 2007; and 562,958,816 Shares and 114,616,567 Shares issued as stock dividend and employee bonus, respectively, in August 2008.

**Market Price Information for Our American Depositary Shares**

Our ADSs have been listed on the NYSE under the symbol UMC since September 19, 2000. The outstanding ADSs are identified by the CUSIP number 910873 40 5. The table below shows, for the periods indicated, the high and low closing prices and the average daily volume of trading activity on the NYSE for our ADSs. The closing price for our ADSs on the New York Stock Exchange on April 27, 2011 was US\$2.81 per ADS. Each of our ADSs represents the right to receive five shares.

	Closing Price Per ADS <sup>(1)</sup>		Average ADS
	High	Low	Daily
	US\$	US\$	Trading Volume
2005	4.43	2.80	4,279,929
2006	3.90	2.82	5,804,766
2007	4.48	2.93	6,536,888
2008	3.71	1.51	5,784,055
2009	3.53	1.65	4,784,033
First Quarter	2.82	1.65	4,100,685
Second Quarter	3.53	2.36	6,364,041
Third Quarter	3.82	2.54	4,099,427
Fourth Quarter	3.88	3.25	5,828,853
2010	4.22	2.55	3,929,367
First Quarter	4.22	3.34	5,840,361
Second Quarter	3.89	2.87	4,404,338
Third Quarter	3.21	2.55	2,943,675
Fourth Quarter	3.28	2.6	2,626,094
November	3.23	2.85	2,376,990
December	3.28	2.96	3,110,836
2011 (through April 27)	3.46	2.50	4,000,139
First Quarter	3.46	2.50	4,125,455
January	3.46	3.09	5,257,485
February	3.43	2.80	4,650,800
March	2.94	2.50	2,707,100
Second Quarter (through April 27)	2.84	2.65	3,568,493
April (through April 27)	2.84	2.65	3,568,493

Sources: Bloomberg

(1) Information has been adjusted to give effect to 1,758,736,435 Shares and 197,285,530 Shares issued as stock dividend and employee bonus, respectively, in August 2005; 179,031,672 Shares, NT\$7,161,266,830, 45,845,444 Shares and NT\$305,636,291 issued as stock dividend, cash dividend, stock employee bonus and cash employee bonus, respectively, in August 2006; NT\$12,461,529,283 and NT\$2,324,119,405 issued as cash dividend and cash employee bonus, respectively, in August 2007; and 562,958,816 Shares and 114,616,567 Shares issued as stock dividend and employee bonus, respectively, in August 2008.

As of March 31, 2011, there were a total of 229,568,376 ADSs listed on the NYSE. With certain limited exceptions, holders of shares that are not R.O.C. persons are required to hold these shares through a brokerage or custodial account in the R.O.C.. As of March 31, 2011, 1,147,841,880 ordinary shares were registered in the name of a nominee of JPMorgan Chase & Co., the depositary under the deposit agreement. JPMorgan Chase & Co. has advised us that, as of March 31, 2011, 229,371,972 ADSs representing these 1,146,859,860 shares were held of record by Cede & Co.,

and 196,404 ADSs were held by U.S. registered stockholders. We have no further information as to shares held or beneficially owned by U.S. persons.

**B. Plan of Distribution**

Not applicable.

**C. Markets**

The principal trading markets for our shares are the Taiwan Stock Exchange and the New York Stock Exchange, on which our shares trade in the form of ADSs.

**D. Selling Stockholders**

Not applicable.

**E. Dilution**

Not applicable.

**F. Expenses of the Issue**

Not applicable.

**ITEM 10. ADDITIONAL INFORMATION**

**A. Share Capital**

Not applicable.

**B. Memorandum and Articles of Association**

*The following statements summarize the material elements of our capital structure and the more important rights and privileges of stockholders conferred by R.O.C. law and our articles of incorporation.*

**Objects and Purpose**

The scope of business of United Microelectronics as set forth in Article 2 of our articles of incorporation, includes (i) integrated circuits; (ii) semiconductor parts and components; (iii) parts and components of microcomputers, microprocessors, peripheral support and system products; (iv) parts and components of semiconductor memory systems products; (v) semiconductor parts and components for digital transceiver product and system products; (vi) semiconductor parts and components for telecom system and system products; (vii) testing and packaging of integrated circuits; (viii) mask production; (ix) research and development, design, production, sales, promotion and after-sale services related to our business; and (x) export/import trade related to our business.

**Directors**

The R.O.C. Company Act and our articles of incorporation provide that our board of directors is elected by stockholders and is responsible for the management of our business. As of March 31, 2011, our board of directors consisted of nine directors, out of which four are independent directors. In the annual ordinary stockholders meeting held on June 11, 2007, we amended our articles of incorporation to abolish the managing director mechanism. In the annual ordinary stockholders meeting held on June 13, 2008, we amended our articles of incorporation to introduce the mechanism of an R.O.C. Audit Committee. The Chairman presides at all meetings of our board of directors, and also has the authority to represent our company. The term of office for our directors is three years, and our directors are elected by our stockholders by means of cumulative voting. The amendment to our articles of incorporation on June 11, 2007 also adopts a nomination system which provides that holders of one percent or more of the total issued and outstanding shares of our company would be entitled to submit a roster of candidates to be considered for nomination to our company's board of directors at a stockholders meeting involving the election of directors. Pursuant to the R.O.C. Company Act, a person may serve as our director in his or her personal capacity or as the representative of another legal entity. A legal entity that owns our shares may be elected as a director, in which case a natural person must be designated to act as the legal entity's representative. A legal entity that is our stockholder may designate its representative to be elected as our director on its behalf. In the event several representatives are designated by the same legal entity, any or all of them may be elected. A director who serves as the representative of a legal entity may be removed or replaced at any time at the discretion of such legal entity, and the replacement director may serve the remainder of the term of office of the replaced director. In order to enhance corporate governance, effective from January 1, 2007, under the amended R.O.C. Securities and Exchange Act, a legal entity stockholder of a public company is no longer permitted to appoint representatives to be elected and/or serve as directors and supervisors at the same time unless otherwise permitted by the R.O.C. FSC. The R.O.C. FSC granted an exemption from this restriction if the terms of such representatives began prior to January 1, 2007. As of March 31, 2011, three of our nine directors are representatives of other legal entities, as shown in Item 6. Directors, Senior Management and Employees A.

Directors and Senior Management .



According to the Company Act, a director who has a personal interest in a matter to be discussed at the meeting of the board of directors, the outcome of which may conflict with his interests, shall abstain from voting on such matter. Our articles of incorporation, as amended on June 13, 2008, provide that the board of directors is authorized, by taking into account of the extent of his/her/its involvement of our operation activities and the value of his/her/its contribution, to determine the compensation for each director at a comparable rate adopted by other companies of the same industry regardless of the profit received by our company. In addition, according to our articles of incorporation, we may distribute 0.1% of the balance of our earnings after deduction of payment of all taxes and dues, deduction of any past losses and allocation of 10% of our net income as a legal reserve as remuneration to directors and supervisors. Our articles of incorporation do not impose a mandatory retirement age limit for our directors. Furthermore, our articles of incorporation do not impose a shareholding qualification for each director. According to our current internal Loan Procedures, as amended in our annual stockholders meeting held in June 2005, we shall not extend any loan to our directors or our supervisors.

In order to strengthen corporate governance of companies in Taiwan, effective from January 1, 2007, the amended R.O.C. Securities and Exchange Act authorizes the R.O.C. FSC, after considering certain factors, including the scale, shareholding structure and business nature of a public company, to require that a public company, such as our company, meet certain criteria, including having at least two independent directors but not less than one fifth of the total number of directors. The amended R.O.C. Securities and Exchange Act grants those public companies a grace period until the expiry of the terms of the incumbent directors who took their office prior to January 1, 2007.

In addition, pursuant to the amended R.O.C. Securities and Exchange Act, a public company is required to either establish an audit committee, or R.O.C. Audit Committee, or retain supervisors, provided that the R.O.C. FSC may, after considering the scale and business nature of a public company and other necessary situation, require the company to establish an audit committee in place of its supervisors. Currently, the R.O.C. FSC has not promulgated such compulsory rules, and all public companies may, at their discretion, retain either an R.O.C. Audit Committee or supervisors. We amended our articles of incorporation in the annual ordinary stockholders meeting held on June 13, 2008, introducing the mechanism of an R.O.C. Audit Committee. According to our latest amended articles of incorporation, our R.O.C. Audit Committee is composed of all independent directors and performs the duties of supervisors provided under the R.O.C. Company Act. We held the election for all of the directors and independent directors in the annual ordinary stockholders meeting held in June 2009. As a company is not allowed to maintain both supervisors and a R.O.C. Audit Committee, immediately upon the inauguration of the first term of the R.O.C. Audit Committee, we no longer retain the supervisors.

According to our articles of incorporation, as amended on June 13, 2008, we may purchase directors and officers liability insurance for our directors, covering the liabilities incurred in relation to his/her/its operation of business and legally responsible for.

#### **Compensation Committee**

The R.O.C. Securities and Exchange Act, as amended on November 24, 2010, further introduced the mechanism of Compensation Committee, which requires all the publicly listed companies in the R.O.C., including our company, to adopt a compensation committee. On March 18, 2011, R.O.C. FSC promulgated the Regulations Governing the Establishment and Exercise of Powers by Compensation Committees of Public Companies, according to which, listing companies of our size shall set up the compensation committee no later than September 30, 2011 and the compensation committee shall be composed of no less than three members commissioned by the board of directors. In addition, for the company with independent directors, such as us, at least one of committee members shall be the independent director of such company.

## Shares

As of December 31, 2010, our authorized share capital was NT\$260 billion, divided into 26 billion shares, of which 12,987,912,315 shares were issued and 12,987,912,315 shares were outstanding. All shares presently issued are fully paid and in registered form, and existing stockholders are not subject to any capital calls. We had no convertible bonds outstanding as of March 31, 2011. As of March 31, 2011, we had neither warrant nor option on our shares, except for the options exercisable for 346 million common shares we granted to our employees under our Employee Stock Options Plan discussed below.

### Employee Stock Option

According to our Employee Stock Options Plan, options may be granted to our full-time regular employees, including those of our domestic and overseas subsidiaries. In October 2003, September 2004, December 2005, October 2007 and June 2009, we obtained approval by relevant R.O.C. authorities to grant up to 1 billion, 150 million, 150 million, 350 million, 500 million and 500 million stock options, respectively, to acquire our common shares under our Employee Stock Option Plan. According to the plan, an option holder may exercise an increasing portion of his or her options in time starting two years after the grant of the options. According to the vesting schedule, 50%, 75% and 100% of such option holder's options shall vest two, three and four years after the grant of the options, respectively. The table below shows the number of options granted and outstanding and the month in which they were granted:

	<b>April 2005</b>	<b>August 2005</b>	<b>September 2005</b>	<b>January 2006</b>
		(in millions)		
Number of Options Granted	23	54	52	39
Number of Options Outstanding as of March 31, 2011	5	17	23	9
Shares available to option holders as of March 31, 2011	5	17	23	9
	<b>May 2006</b>	<b>August 2006</b>	<b>December 2007</b>	<b>June 2009</b>
		(in millions)		
Number of Options Granted	42	28	500	300
Number of Options Outstanding as of March 31, 2011	14	8	367	264
Shares available to option holders as of March 31, 2011	14	8	367	264

Note: The employee stock options granted prior to August 7, 2007, the effective date of capital reduction, were adjusted in accordance with capital reduction rate. Each option unit entitles an optionee to subscribe for about 0.7 share of the Company's common stock. The exercise price of the options was also adjusted according to the capital reduction rate. Each stock option unit granted after August 7, 2007 remains to be subscribed for one share of the Company's common stock.

### New Shares and Preemptive Rights

New shares may only be issued with the prior approval of our board of directors. If our issuance of any new shares will result in any change in our authorized share capital, we are required under R.O.C. law to amend our articles of incorporation and obtain approval of our stockholders in a stockholders' meeting. We must also obtain the approval of, or submit a registration with, the R.O.C. FSC and the Science Park Administration. According to the R.O.C. Company Act, when a company issues capital stock for cash, 10% to 15% of the issue must be offered to its employees. In addition, if a listed company intends to offer new shares for cash, at least 10% of the issue must also be offered to the public. This percentage can be increased by a resolution passed at a stockholders' meeting, which will reduce the number of new shares in which existing stockholders may have preemptive rights. Unless the percentage of the shares

offered to the public is increased by a resolution, existing stockholders of the company have a preemptive right to acquire the remaining 75% to 80% of the issue in proportion to their existing shareholdings. According to the Corporate Merger and Acquisition Act of the R.O.C., as effective on February 8, 2002, and amended on May 5, 2004, if new shares issued by our company are solely for the purpose of acquisition, share swap or spin-off, the above-mentioned restrictions, including the employee stock ownership plan, the preemptive rights of the existing stockholders and the publicity requirement of a listed company, to such issuance of new shares may not be applied.

### **Stockholders**

We only recognize persons registered in our register as our stockholders. We may set a record date and close our register of stockholders for specified periods to determine which stockholders are entitled to various rights pertaining to our shares.

### **Transfer of Shares**

Shares in registered form are transferred in book-entry form or by endorsement and delivery of the related share certificates. Transferees must have their names and addresses registered on our register in order to assert stockholders' rights against us. Our stockholders are required to file their respective specimen seals with our share registrar, Horizon Securities Co., Ltd. Under the current R.O.C. Company Act, a public company, such as our company, may issue individual share certificates, one master certificate or no certificate at all, to evidence common shares. Our articles of incorporation, as amended on June 13, 2008, provide that we may deliver shares in book-entry form instead of by means of issuing physical share certificates.

### **Stockholders Meetings**

We are required to hold an annual ordinary stockholders' meeting once every calendar year within six months from the end of each fiscal year. Our board of directors may convene an extraordinary meeting whenever the directors deem necessary, and they must do so if requested in writing by stockholders holding no less than 3% of our paid-in share capital who have held these shares for more than a year. At least 15 days' advance written notice must be given of every extraordinary stockholders' meeting and at least 30 days' advance written notice must be given of every annual ordinary stockholders' meeting. Unless otherwise required by law or by our articles of incorporation, voting for an ordinary resolution requires an affirmative vote of a simple majority of those present. A distribution of cash dividends would be an example of an ordinary resolution. The R.O.C. Company Act also provides that in order to approve certain major corporate actions, including any amendment of our articles of incorporation, dissolution, merger or spin-off, entering into, amendment, or termination of any contract for lease of the company's business in whole, or for entrusted business, or for joint operation with others on regular basis, the transfer of all or an essential part of the business or assets, accept all of the business or assets of any other company which would have a significant impact in our operations, removing directors or the distribution of dividend in stock form, a special resolution shall be adopted by the holders of the majority of our shares represented at a stockholders' meeting at which holders of at least two-thirds of our issued and outstanding shares are present. However, in the case of a public company, such as our company, such resolution may be adopted by the holders of at least two-thirds of the shares represented at a stockholders' meeting at which holders of at least a majority of our issued and outstanding shares are present. However, if we are the controlling company and hold no less than 90% of our subordinate company's outstanding shares, our merger with the subordinate company can be approved by a board resolution adopted by majority consent at a meeting with two-thirds of our directors present without stockholders' approval. In addition, according to the Corporate Merger and Acquisition Act of the R.O.C., if a company intends to transfer all or an essential part of its business or assets to its wholly-owned subsidiary, subject to the qualifications set forth in the said act, such transaction only needs to be approved by majority board resolution rather than super majority vote by the stockholders' meeting as required by the R.O.C. Company Act.

### **Voting Rights**

Each common share is generally entitled to one vote and no voting discount will be applied. However, treasury shares and our common shares held by (i) an entity in which we own more than 50% of the voting shares or paid-in capital, or (ii) a third party in which we and an entity controlled by us jointly own, directly or indirectly, more than 50% of the voting shares or paid-in capital are not entitled to any vote. Except as otherwise provided by law or our articles of incorporation, a resolution can be adopted by the holders of a simple majority of the total issued and outstanding shares represented at a stockholders' meeting. The quorum for a stockholders' meeting to discuss the ordinary resolutions is a majority of the total issued and outstanding shares. The election of directors by our stockholders may be conducted by means of cumulative voting or other voting mechanisms adopted in our articles of incorporation. In all other matters, a stockholder must cast all his or her votes in the same manner when voting on any of these matters. Our stockholders may be represented at an ordinary or extraordinary stockholders' meeting by proxy if a valid proxy form is delivered to us five days before the commencement of the ordinary or extraordinary stockholders' meeting,

unless such proxy has been revoked no later than one day before the date of the stockholders' meeting. Voting rights attached to our shares exercised by our stockholders' proxy are subject to the proxy regulation promulgated by the R.O.C. FSC.

Any stockholder who has a personal interest in a matter to be discussed at our stockholders' meeting, the outcome of which may impair our interests, shall not vote or exercise voting rights on behalf of another stockholder on such matter.

Holders of our ADSs generally will not be able to exercise voting rights on the shares underlying their ADSs on an individual basis.

#### **Dividends and Distributions**

We are not allowed under R.O.C. law to pay dividends on our treasury shares. We may distribute dividends on our issued and outstanding shares if we have earnings. Before distributing a dividend to stockholders, among other things, we must recover any past losses, pay all outstanding taxes and set aside a legal reserve equivalent to 10% of our net income until our legal reserve equals our paid-in capital.

At an annual ordinary stockholders' meeting, our board of directors submits to the stockholders for their approval proposals for the distribution of dividends or the making of any other distribution to stockholders from our net income or reserves for the preceding fiscal year. Dividends are paid to stockholders proportionately. Dividends may be distributed either in cash or in shares or a combination of cash and shares, as determined by the stockholders at such meeting.

Our articles of incorporation provide that we may distribute as remuneration to directors 0.1% of the balance of our earnings deducted by:

- payment of all taxes and dues;
- deduction of any past losses; and
- allocation of 10% of our net income as a legal reserve.

The amount of no less than 5% of the residual amount after the deductions illustrated above, plus, at discretion, any undistributed earnings from previous years, shall be distributed as bonus to employees. Originally, the distribution of employee bonus were in the form of new shares; in the annual ordinary stockholders' meeting held in June 2005, our stockholders approved an amendment of our articles of incorporation to enable the distribution of employee bonus in the form of cash or in shares. Employees eligible for such distribution may include certain qualified employees from our subordinate companies and the qualification of such employees is to be determined by our board of directors. The remaining amount may be distributed according to the distribution plan proposed by our board of directors based on our dividend policy, and submitted to the stockholders' meeting for approval.

In the annual ordinary stockholders' meeting held in June 2005, our stockholders approved a change of the percentage of stock dividend issued to our stockholders, if any, to no more than 80% and cash dividend, if any, to no less than 20%.

In addition to permitting dividends to be paid out of net income, we are permitted under the R.O.C. Company Act to make distributions to our stockholders of additional shares by capitalizing reserves, including the legal reserve and capital surplus of premiums from issuing stock and earnings from gifts received if we do not have losses. However, the capitalized portion payable out of our legal reserve is limited to 50% of the total accumulated legal reserve, and is payable only if and to the extent the accumulated legal reserve exceeds 50% of our paid-in capital.

For information as to R.O.C. taxes on dividends and distributions, see E. R.O.C. Tax Considerations in this Item.

### **Acquisition of Our Shares by Us**

An R.O.C. company may not acquire its own common shares, except under certain exceptions provided in the R.O.C. Company Act or the R.O.C. Securities and Exchange Act. Under the amendments to the R.O.C. Company Act, which took effect on November 14, 2001, a company may purchase up to 5% of its issued common shares for transfer to employees in accordance with a resolution of its board of directors, passed by a majority vote, at a meeting with at least two-thirds of the directors present.

Under Article 28-2, an amendment to the R.O.C. Securities and Exchange Act, which took effect on July 21, 2000, we may, by a board resolution adopted by majority consent at a meeting with two-thirds of our directors present, purchase up to 10% of our issued shares on the Taiwan Stock Exchange or by a tender offer, in accordance with the procedures prescribed by the R.O.C. FSC, for the following purposes:

- to transfer shares to our employees;
- to transfer upon conversion of bonds with warrants, preferred shares with warrants, convertible bonds, convertible preferred shares or certificates of warrants issued by us; and
- if necessary, to maintain our credit and our stockholders' equity; provided that the shares so purchased shall be canceled thereafter.

We have from time to time announced plans, none of which was binding on us, to buy back up to a fixed amount of our shares on the Taiwan Stock Exchange at the price range set forth in the plans. In 2008, 2009 and 2010, we purchased an aggregate of 200 million, 300 million and 300 million, respectively, of our shares under these plans. We did not have any buyback program in 2007. From August 28, 2008 to October 2, 2008, we purchased 200 million of our shares for cancellation. From December 17, 2008 to February 16, 2009, we purchased 300 million of our shares on the Taiwan Stock Exchange at an average price of \$7.98 per share to transfer to our employees. From February 3, 2010 to April 2, 2010, we purchased 300 million of our shares on the Taiwan Stock Exchange at an average price of NT\$16.15 per share to transfer to our employees. Of the repurchased shares, 137 million, 97 million and 78 million shares were purchased by our employees in November 2003, December 2007 and December 2009, respectively; 556 million shares in aggregate were canceled in 2008.

In addition, we may not spend more than the aggregate amount of the retained earnings, the premium from issuing stock and the realized portion of the capital reserve to purchase our shares.

We may not pledge or hypothecate any purchased shares. In addition, we may not exercise any stockholders' rights attached to such shares. In the event that we purchase our shares on the Taiwan Stock Exchange, our affiliates, directors, managers and their respective spouses and minor children and/or nominees are prohibited from selling any of our shares during the period in which we purchase our shares.

In addition to the share purchase restriction, the Company Act provides that our subsidiaries may not acquire our shares or the shares of our majority-owned subsidiaries if the majority of the outstanding voting shares or paid-in capital of such subsidiary is directly or indirectly held by us.

### **Liquidation Rights**

In a liquidation, you will be entitled to participate in any surplus assets after payment of all debts, liquidation expenses and taxes proportionately.

### **Rights to Bring Stockholders' Suits**

Under the R.O.C. Company Act, a stockholder may bring suit against us in the following events:

- within 30 days from the date on which a stockholders' resolution is adopted, a stockholder may file a lawsuit to annul a stockholders' resolution if the procedure for convening a stockholders' meeting or the method of resolution violates any law or regulation or our articles of incorporation. However, if the court is of the opinion that such violation is not material and does not affect the result of the resolution, the court may reject the stockholder's claim.

if the substance of a resolution adopted at a stockholders' meeting contradicts any applicable law or regulation or our articles of incorporation, a stockholder may bring a suit to determine the validity of such resolution.

Stockholders may bring suit against our directors under the following circumstances:

Stockholders who have continuously held 3% or more of our issued shares for a period of one year or longer may request in writing that the audit committee institute an action against a director on our behalf. In case the audit committee fails to institute an action within 30 days after receiving such request, the stockholders may institute an action on our behalf. In the event stockholders institute an action, a court may, upon the defendant's motion, order such stockholders to furnish appropriate security.

Stockholders who hold more than 3% or more of our total issued shares may institute an action with a court to remove a director of ours who has materially violated the applicable laws or our articles of incorporation or has materially damaged the interests of our company if a resolution for removal on such grounds has first been voted on and rejected by our stockholders and such suit is filed within 30 days of such stockholders' vote.

In the event that any director, manager or stockholder holding more than 10% of our shares or any respective spouses or minor children and/or nominees of any of them sells shares within six months after acquisition of such shares, or repurchases the shares within six months after the sale, we may claim for recovery of any profits realized from the sale and purchase. If our board of directors fail to claim for recovery, any stockholder may set forth a 30-day period for our board of directors to exercise the right. In the event our directors fail to exercise the right during such 30-day period, such requesting stockholder shall have the right to claim such recovery on our behalf. Our directors shall be jointly and severally liable for damages suffered by us as a result of their failure to exercise the right of claim.

#### **Other Rights of Stockholders**

Under the R.O.C. Company Act and the Corporate Merger and Acquisition Act, dissenting stockholders are entitled to appraisal rights in the event of a spin-off or a merger and various other major corporate actions. Dissenting stockholders may request us to redeem all their shares at a then fair market price to be determined by mutual agreement. If no agreement can be reached, the valuation will be determined by a court. Subject to applicable law, dissenting stockholders may, among other things, exercise their appraisal rights by notifying us before the related stockholders' meeting and/or by raising and registering their dissent at the stockholders' meeting and also waive their voting rights.

One or more stockholders who have held more than 3% of the issued and outstanding shares for more than one year may require our board of directors to call an extraordinary stockholders' meeting by sending a written request to our board of directors.

Effective from June 24, 2005, the R.O.C. Company Law allows stockholder(s) holding 1% or more of the total issued shares of a company to, during the period of ten days or more prescribed by the company, submit one proposal in writing containing no more than three hundred words (in terms of Chinese characters) for discussion at the annual ordinary stockholders' meeting.

#### **Financial Statements**

For a period of at least 10 days before our annual ordinary stockholders' meeting, we must make available our annual financial statements at our principal offices in Hsinchu, Taiwan, and our share registrar in Taipei for our stockholders' inspection.

#### **Transfer Restrictions**

Our directors, managers and stockholders holding more than 10% of our shares are required to report any changes in their shareholding to us on a monthly basis. In addition, the number of shares that they can sell or transfer on the Taiwan Stock Exchange on a daily basis is limited by R.O.C. law. Further, they may sell or transfer our shares on the Taiwan Stock Exchange only after reporting to the R.O.C. FSC at least three days before the transfer, provided that such reporting is not required if the number of shares transferred does not exceed 10,000 in one business day.





**C. Material Contracts****Cross License Agreement, dated as of December 7, 2005, between United Microelectronics Corporation and Freescale Semiconductor, Inc.**

We entered into a five-year cross license agreement with Freescale effective as of December 7, 2005, which provides for the cross license of certain semiconductor manufacturing patents. Under this agreement, Freescale has granted to us and our subsidiaries, nonexclusive, worldwide and non-transferable licenses, without the right to grant sublicenses (except to sublicense subsidiaries), for manufacturing inventions of certain semiconductive devices under Freescale's patents filed prior to December 31, 2010, and we have granted Freescale, royalty-free, worldwide and non-transferable licenses, without the right to grant sublicenses (except to sublicense subsidiaries) for manufacturing inventions of certain semiconductive devices under our patents filed prior to December 31, 2010. We also agreed to pay Freescale certain royalty fees under this agreement. This agreement expired as of December 31, 2010.

**Cross License Agreement, dated as of January 1, 2006, between United Microelectronics Corporation and International Business Machine Corporation.**

We entered into a five-year cross license agreement with IBM effective as of January 1, 2006, which provides for the cross license of certain semiconductor patents including process, topography and design. Under this agreement, IBM has granted to us and our subsidiaries, nonexclusive and non-transferable licenses, without the right to grant sublicenses, for making our and our subsidiaries' licensed products in R.O.C., Japan and Singapore and selling, leasing, licensing, using and/or transferring our and our subsidiaries' licensed products worldwide under IBM's patents filed prior to January 1, 2011; we granted IBM, royalty-free, worldwide and non-transferable licenses, without the right to grant sublicenses, for the term of the cross license for making, selling, leasing, licensing, using and/or transferring IBM's licensed products under our patents filed prior to January 1, 2011. We also agreed to pay IBM certain royalty fees under this agreement. This five-year cross license agreement with IBM terminated on December 31, 2010. We entered into a new life-of-the-patents cross license agreement with IBM that will be effective until June 30, 2029, the expiration date of the last-to-expire of the licensed patents thereunder. Under this agreement, IBM has granted to us and our subsidiaries, nonexclusive and non-transferable licenses, without the right to grant sublicenses, for making our and our subsidiaries' licensed products in R.O.C., Japan, Singapore and PRC and selling, leasing, licensing, using and/or transferring our and our subsidiaries' licensed products worldwide under IBM's patents filed effectively prior to July 1, 2009; we granted IBM, royalty-free, worldwide and non-transferable licenses, without the right to grant sublicenses, for the term of the cross license for making, selling, leasing, licensing, using and/or transferring IBM's licensed products under our patents filed effectively prior to July 1, 2009. We also agreed to pay IBM certain royalty fees under this agreement.

**Cross License Agreement, dated as of January 1, 2006, between United Microelectronics Corporation and Renesas Technology Corp.**

We entered into a five-year cross license agreement with Renesas effective as of January 1, 2006, which provides for the cross license of certain semiconductor patents including process and design. Under this agreement, Renesas has granted to us and our subsidiaries, nonexclusive and non-transferable licenses, without the right to grant sublicenses, for making, selling, importing or otherwise disposing of our and our subsidiaries' licensed products under Renesas's patents filed prior to December 31, 2010; we granted Renesas royalty-free, worldwide and non-transferable licenses, without the right to grant sublicenses, for the term of the cross license for making, selling, using or otherwise disposing of Renesas' licensed products under our patents filed prior to December 31, 2010. We also agreed to pay Renesas certain royalty fees under this agreement. Under the terms of the agreement, the cross license cannot be assigned without our consent. Due to the merger of Renesas with NEC Electronics Company on April 1, 2010, under mutual agreement with Renesas, we have terminated this agreement as of June 30, 2010.

**Settlement and Cross License Agreement, dated as of April 1, 2009, between United Microelectronics Corporation and LSI Corporation (and its subsidiary Agere)**

We entered into a multi-year cross license agreement with LSI effective as of May 10, 2007 through December 31, 2012, which provides for the cross license of certain semiconductor patents, including process and design patents. Under this agreement, LSI granted to us and our subsidiaries, nonexclusive and non-transferable licenses, without the right to grant sublicenses, for making, selling, importing or otherwise disposing of our and our subsidiaries' licensed products under LSI's patents filed prior to April 1, 2009. We granted LSI, royalty-free, worldwide and non-transferable licenses, without the right to grant sublicenses, for making, selling, using or otherwise disposing of LSI's licensed products under our patents filed prior to April 1, 2009. The parties further agreed not to assert patent claims against each other prior to December 31, 2012. We also agreed to pay LSI certain royalty fees under this agreement.

**Major Long-term Supply and Marketing Agreements**

We have entered into long-term distribution, sales, service and marketing agreements with the following companies: UMC Group (USA), an agreement effective from January 1, 2010 through December 3, 2012; United Microelectronics (Europe) B.V., an agreement effective from January 1, 2008 through December 3, 2012; UMCI, an agreement effective as of January 1, 2008 through December 3, 2012. We also entered into a long-term supply agreement with Shin-Etsu Handotai Taiwan Co., Ltd., or Shin-Etsu Handotai, under which Shin-Etsu Handotai agrees to provide us with 150mm, 200mm and 300mm raw wafer materials for an indefinite period unless the agreement is otherwise terminated.

**Major Construction Agreements**

We entered into various major agreements with construction and engineering companies, such as, Nova Technology Corp., L&K Engineering Co., Ltd., Wholetech System Hitech Limited Yih-shin Construction Co., Ltd., and TECO Electric and Machinery Co., Ltd. to expand our semiconductor facilities in the Tainan Science Park. These agreements are effective from December 5, 2009 to April 26, 2015, and the total contractual amount exceeds NT\$3.8 billion.

**Major Long-term Loan Agreements**

We entered into a long-term secured loan agreement effective from November 28, 2008 through November 28, 2018 with the Bank of Taiwan. We pledged the equipment at our semiconductor facilities in Tainan Science Park as collateral in an amount up to NT\$4.8 billion for the loan.

**D. Exchange Controls**

**Foreign Investment and Exchange Controls in Taiwan**

*We have extracted from publicly available documents the information presented in this section. Please note that citizens of the People's Republic of China and entities organized in the People's Republic of China are subject to special R.O.C. laws, rules and regulations, which are not discussed in this section.*

**General**

Historically, foreign investments in the securities market of Taiwan were restricted. However, commencing in 1983, the Taiwan government has from time to time enacted legislation and adopted regulations to make foreign investment in the Taiwan securities market possible. Initially, only overseas investment trust funds of authorized securities investment trust enterprises established in Taiwan were permitted to invest in the Taiwan securities market. Since January 1, 1991, qualified foreign institutional investors are allowed to make investments in the Taiwan public securities market. Since March 1, 1996, non-resident foreign institutional and individual investors, called "general foreign investors", are permitted to make direct investments in the Taiwan public securities market. On September 30, 2003, the Executive Yuan amended the Regulations Governing Investment in Securities by Overseas Chinese and Foreign Nationals, or the Investment Regulations, under which the "Qualified Foreign Institutional Investors", or QFII, designations have been abolished and the restrictions on foreign portfolio investors have been revised. According to the Investment Regulations, "Foreign Institutional Investor", or FINI, means an entity which is incorporated under the laws of countries other than the R.O.C. or the branch of a foreign entity which is established within the territory of the R.O.C., and "Foreign Individual Investor", or FIDI, means an overseas Chinese or a foreign natural person. In addition, the Investment Regulations also lifted some restrictions and simplified procedures of investment application.



On April 30, 2009, the R.O.C. FSC promulgated regulations allowing QDIIs under PRC regulations and certain other PRC persons to invest in the securities of R.O.C. companies. However, prior approval from the Investment Commission of the R.O.C. Ministry of Economic Affairs is required for a PRC person's ownership of 10% or more of the issued and outstanding shares of a listed R.O.C. company.

#### **Foreign Ownership Limitations**

Foreign ownership of the issued share capital in a Taiwan Stock Exchange-listed company or a GreTai Securities Market-listed company has been limited to 50% in the past. Since December 30, 2000, the 50% limit has been lifted. Foreign investors can now hold such investments without any foreign ownership percentage limitations, unless the law has imposed restrictions otherwise.

Capital remitted into Taiwan under the foreign investment guidelines may be repatriated at any time without the approval of the R.O.C. FSC. Capital gains and income on investments may also be repatriated at any time.

#### **Foreign Investors**

Each FINI who wishes to invest directly in the R.O.C. securities market is required to register with the Taiwan Stock Exchange and obtain an investment identification number if the FINI is a non-resident and has no sub-investment accounts in the R.O.C.. Except for some restrictions imposed by specific laws and regulations, the individual and aggregate foreign ownership of the issued share capital in a Taiwan Stock Exchange-listed company or a GreTai Securities Market-listed company is not restricted. An R.O.C. custodian for a non-resident FINI is required to submit to the CBC, and the Taiwan Stock Exchange a report of trading activities, inward and outward remittance of capital and status of assets under custody and other matters every month.

Each FIDI who wishes to invest directly in the R.O.C. securities market is also required to register with the Taiwan Stock Exchange and obtain an investment identification number. The R.O.C. FSC has lifted the limitation on the amount of investment in the R.O.C. securities market for a non-resident FIDI.

#### **Foreign Investment Approval**

Foreign investors (both institutional and individual) who wish to make direct investments in the shares of R.O.C. companies are required to submit a foreign investment approval application to the Investment Commission of the R.O.C. MOEA, or other government authority and enjoy benefits granted under the Statute for Foreigners' Investment and the Statute for Overseas Chinese's Investment. The Investment Commission of the R.O.C. MOEA or other government authority reviews each foreign investment approval application and approves or disapproves the application after consultation with other governmental agencies, if necessary. Any non-R.O.C. person possessing a foreign investment approval may repatriate annual net profits and interests attributable to an approved investment. Investment capital and capital gains attributable to the investment may be repatriated with approval of the Investment Commission of the R.O.C. MOEA or other government authority.

In addition to the general restrictions against direct investments by foreign investors in R.O.C. companies, foreign investors are currently prohibited from investing in certain prohibited industries in Taiwan under the Negative List. The prohibition on direct foreign investment in the prohibited industries in the Negative List is absolute in the absence of a specific exemption from the application of the Negative List. Under the Negative List, some other industries are restricted so that foreign investors may directly invest only up to a specified level and with the specific approval of the relevant authority responsible for enforcing the legislation which the Negative List is intended to implement. Our business is not a restricted industry under the Negative List.

In June of 2009, the R.O.C. MOEA further allowed PRC persons to make direct investments in Taiwan. However, such direct investment is still subject to various restrictions, such as that that only the industries listed in the Positive List, as promulgated by the Executive Yuan, are legally permitted targets and that all the PRC persons who wish to make direct investments in R.O.C. are required to submit an investment approval application to the Investment Commission of the R.O.C. MOEA.

### **Exchange Controls**

Taiwan's Foreign Exchange Control Statute and regulations provide that all foreign exchange transactions must be executed by banks designed to handle foreign exchange transactions by the Ministry of Finance and by the CBC. Current regulations favor trade-related foreign exchange transactions. Consequently, foreign currency earned from exports of merchandise and services may now be retained and used freely by exporters. All foreign currency needed for the importation of merchandise and services may be purchased from the designated foreign exchange banks. Aside from trade-related foreign exchange transactions, R.O.C. companies and residents may remit to and from Taiwan foreign currencies of up to US\$50 million (or its equivalent) and US\$5 million, (or its equivalent) respectively in each calendar year. These limits apply to remittances involving a conversion between NT dollars and U.S. dollars or other foreign currencies. A requirement is also imposed on all private enterprises to register all medium and long-term foreign debt with the CBC.

In addition, foreign currency earned from or needed to be paid for direct investment or portfolio investments, which are approved by the competent authorities, may be retained or sold by the investors or purchased freely from the designated bank.

Aside from the transactions discussed above, a foreign person without an alien resident card or an unrecognized foreign entity may remit to and from Taiwan foreign currencies of up to US\$100,000 per remittance without obtaining prior approval or permit if required documentation is provided to Taiwan authorities. This limit applies only to remittances involving a conversion between NT dollars and U.S. dollars or other foreign currencies.

### **Depository Receipts**

In April 1992, the R.O.C. SFB (the predecessor of the R.O.C. FSC) began allowing R.O.C. companies listed on the Taiwan Stock Exchange to sponsor the issuance and sale of depository receipts evidencing depository shares. Notifications for these issuances are still required. In December 1994, the Ministry of Finance began allowing companies whose shares are traded on the GreTai Securities Market to sponsor the issuance and sale of depository receipts evidencing depository shares. On October 24, 2002, the R.O.C. SFB began allowing public companies that are not listed on the Taiwan Stock Exchange or the GreTai Securities Market to sponsor the issuance and sale of depository receipts by way of private placements outside the R.O.C..

A holder of depository shares wishing to withdraw common shares underlying depository shares is required to appoint a local agent or representative with qualifications set forth by the R.O.C. FSC to, among other things, open a securities trading account with a local brokerage firm, pay R.O.C. taxes, remit funds, and exercise stockholders' right. In addition, the withdrawing holder is also required to appoint a custodian bank with qualifications set forth by the R.O.C. FSC to hold the securities in safekeeping, make confirmations, settle trades and report all relevant information. Without making this appointment and the opening of accounts, the withdrawing holder would be unable to subsequently sell the common shares withdrawn from a depository receipt facility on either the Taiwan Stock Exchange or the GreTai Securities Market.

After the issuance of a depository share, a holder of the depository share may immediately, comparing to a three-month waiting period restriction which was lifted in 2003, request the depository issuing the depository share to cause the underlying common shares to be sold in the R.O.C. or to withdraw the common shares represented by the depository receipt and deliver the common shares to the holder. On April 30, 2009 and July 3, 2009, the R.O.C. Executive Yuan approved the Regulations Governing Securities Investment and Futures Trading in Taiwan by Mainland Area Investors and the Regulations Governing Investment in Taiwan by Mainland Area Persons, respectively, under which qualified PRC persons are permitted to invest in Taiwan companies under limited circumstances, including purchase of the depository receipts issued by a Taiwan company. However, prior approval from the Investment Commission of the R.O.C. Ministry of Economic Affairs is required for a qualified PRC person's ownership of 10% or more of the issued and outstanding shares of a listed R.O.C. company.

No deposits of shares may be made in a depositary receipt facility and no depositary receipts may be issued against deposits without specific R.O.C. FSC approval, unless they are:

- (1) stock dividends;
- (2) free distributions of common shares;
- (3) due to the exercise by a holder of his or her preemptive rights in the event of capital increases for cash; or
- (4) permitted under the deposit agreement and the custody agreement, due to the direct purchase of shares or purchase through the depositary in the domestic market or the surrender of shares under the possession of investors and then delivery of such shares to the custodian for deposit in the depositary receipt facility, provided that the total number of depositary receipts outstanding after an issuance cannot exceed the number of issued depositary shares previously approved by the R.O.C. FSC in connection with the offering plus any depositary shares issued pursuant to the events described in (1), (2) and (3) above. These issuances may only be made to the extent previously issued depositary shares have been withdrawn.

A depositary may convert New Taiwan dollars from the proceeds of the sale of common shares or cash distributions received into other currencies, including U.S. dollars. A depositary must obtain foreign exchange approval from the CBC on a payment-by-payment basis for conversion into New Taiwan dollars of subscription payments for rights offerings or conversion into foreign currencies from the proceeds from the sale of subscription rights for new common shares. It is expected that the CBC will grant this approval as a routine matter.

A holder of depositary shares may convert NT dollars into other currencies from proceeds from the sale of any underlying common shares. Proceeds from the sale of the underlying common shares withdrawn from the depositary receipt facility may be used for reinvestment in securities listed on both the Taiwan Stock Exchange and the GreTai Securities Market, provided that the investor designates a local securities firm or financial institution as agent to open an NT dollar bank account in advance.

## **E. Taxation**

### **R.O.C. Tax Considerations**

The following summarizes the principal R.O.C. tax consequences of owning and disposing of the ADSs or shares to a holder of ADSs or shares that is not a resident of the R.O.C.. An individual holder will be considered as not a resident of the R.O.C. for the purposes of this section if he or she is not physically present in Taiwan for 183 days or more during any calendar year, except if the individual holder has both R.O.C. and non-R.O.C. nationalities and has a registered address in the R.O.C.. An entity holder will be considered as not a resident of the R.O.C. if it is organized under the laws of a jurisdiction other than Taiwan and has no fixed place of business or other permanent establishment or business agent in the R.O.C.. Prospective purchasers of ADSs or shares should consult their own tax advisors concerning the tax consequences of owning ADSs or shares in the R.O.C. and any other relevant taxing jurisdiction to which they are subject.

### **Dividends**

Dividends, whether in cash or shares, declared by us out of retained earnings and paid out to a holder that is not an R.O.C. resident in respect of shares represented by ADSs are subject to R.O.C. withholding tax at the time of distribution. Effective from January 1, 2010, the rate of withholding for non-resident individuals and non-resident entities is 20% of the amount of the distribution in the case of cash dividends or of the par value of the shares distributed in the case of stock dividends. Under current practice adopted by tax authorities, a 20% withholding rate is applied to a non-resident ADS holder without requiring the holder to apply for or obtain foreign investment approval. As discussed in the section Tax Reform below, certain of our retained earnings will be subject to a 10% undistributed retained earnings tax. To the extent dividends are paid out of retained earnings which have been subject to the retained earnings tax, the amount of such tax will be used by us to offset a non-resident's withholding tax liability on such dividend. Consequently, the effective rate of withholding on dividends paid out of retained earnings previously subject to the retained earnings tax may be less than 20%. There is no withholding tax with respect to stock dividends declared out of our capital reserve.





### ***Capital Gains***

Under current R.O.C. law, gains realized on R.O.C. securities transactions are primarily exempt from income tax. However, subject to the AMT Act, gains realized from various securities transactions by an R.O.C.-resident entity and from some securities transactions by an R.O.C.-resident individual, such as securities not listed on the Taiwan Stock Exchange or the GreTai Securities Market, shall be calculated as taxable income for the purpose of the AMT and may further be subject to income tax. In addition, transfers of ADSs by non-resident holders are not regarded as sales of R.O.C. securities and, as a result, any gains derived therefrom are currently not subject to R.O.C. income tax.

### ***Securities Transaction Tax***

The R.O.C. government imposes a securities transaction tax that will apply to sales of shares, but not to sales of ADSs. The transaction tax, which is payable by the seller, is generally levied on sales of shares at the rate of 0.3% of the sales proceeds. Withdrawals of our shares from our depository facility are not subject to the R.O.C. securities transaction tax.

### ***Preemptive Rights***

Distribution of statutory preemptive rights for shares in compliance with the R.O.C. Company Act is not subject to R.O.C. tax. Proceeds derived from sales of statutory preemptive rights evidenced by securities by a non-resident holder may be subject to the R.O.C. securities transaction tax, currently at the rate of 0.3% of the gross amount received. Proceeds derived from sales of statutory preemptive rights which are not evidenced by securities are subject to capital gains tax at the rate of 20% of the gains realized for non-R.O.C. entity holders and non-R.O.C. individual holders. Subject to compliance with the R.O.C. law, we have sole discretion to determine whether statutory preemptive rights are evidenced by securities or not.

### ***Estate Taxation and Gift Tax***

R.O.C. estate tax is payable on any property within the R.O.C. of a deceased individual who is a non-resident individual and R.O.C. gift tax is payable on any property located within the R.O.C. donated by any such person. Under the newly amended Articles 13 and 19 of the R.O.C. Estate and Gift Tax Act, which became effective on January 23, 2009, estate tax is currently payable at the rate of 10% and gift tax is payable at the rate of 10%. Under R.O.C. estate and gift tax laws, the shares will be deemed located in the R.O.C. irrespective of the location of the owner. It is unclear whether a holder of ADSs will be considered to own shares for this purpose.

### ***Tax Treaties***

The Republic of China does not have an income tax treaty with the United States. On the other hand, the Republic of China has income tax treaties with Indonesia, Singapore, South Africa, Australia, Vietnam, New Zealand, Malaysia, Macedonia, Swaziland, the Netherlands, the United Kingdom, Gambia, Senegal, Sweden, Belgium, Denmark, and Israel, Paraguay, Hungary and France which may limit the rate of Republic of China withholding tax on dividends paid with respect to common shares in Taiwan companies. It is unclear whether a non-R.O.C. holder of ADSs will be considered to own shares for the purposes of such treaties. Accordingly, a holder of ADSs who is otherwise entitled to the benefit of a treaty should consult its own tax advisors concerning eligibility for benefits under the treaty with respect to the ADSs.

### ***Tax Reform***

In order to increase Taiwan's competitiveness, an amendment to the R.O.C. Income Tax law was enacted on January 1, 1998, to integrate the corporate income tax and the stockholder dividend tax with the aim of eliminating the double taxation effect for resident stockholders of Taiwanese corporations.

Under this amendment, a 10% retained earnings tax will be imposed on a company for its after-tax earnings generated after January 1, 1998 which are not distributed in the following year. The retained earnings tax so paid will further reduce the retained earnings available for future distribution. When the company declares dividends out of those retained earnings, up to a maximum amount of 10% of the declared dividends will be credited against the 20% withholding tax imposed on the non-resident holders of its shares.

### **U.S. Federal Income Tax Considerations For U.S. Persons**

The following is a summary of certain U.S. federal income tax consequences for beneficial owners of our shares or ADSs, that hold the shares or ADSs as capital assets and that are U.S. holders that are not citizens of the R.O.C., do not have a permanent establishment in the R.O.C. and are not physically present in the R.O.C. for 183 days or more within a calendar year. You are a U.S. holder if you are, for U.S. federal income tax purposes, any of the following:

- an individual citizen or resident of the United States;
- a corporation (or other entity treated as a corporation for U.S. federal income tax purposes) created or organized in or under the laws of the United States, any state thereof or the District of Columbia;
- an estate the income of which is subject to U.S. federal income taxation regardless of its source;
- a trust that is subject to the primary supervision of a court within the United States and that has one or more U.S. persons with the authority to control all substantial decisions of the trust; or
- a trust that has a valid election in effect under applicable U.S. Treasury regulations to be treated as a U.S. person.

This summary is based on the provisions of the Internal Revenue Code of 1986, as amended, or the Code, and regulations, rulings and judicial decisions thereunder as of the date hereof, and such authorities may be replaced, revoked or modified so as to result in U.S. federal income tax consequences different from those discussed below. It is for general purposes only and you should not consider it to be tax advice. In addition, it is based in part on representations by the depositary and assumes that each obligation under the deposit agreement and any related agreement will be performed in accordance with its terms. This summary does not represent a detailed description of all the U.S. federal income tax consequences to you in light of your particular circumstances and does not address the effects of any state, local or non-U.S. tax laws (or other U.S. federal tax consequences, such as U.S. federal estate or gift tax consequences). In addition, it does not represent a detailed description of the U.S. federal income tax consequences applicable to you if you are subject to special treatment under the U.S. federal income tax laws, including if you are:

- a dealer in securities or currencies;
- a trader in securities if you elect to use a mark-to-market method of accounting for your securities holdings;
- a financial institution or an insurance company;
- a tax-exempt organization;
- a regulated investment company;
- a real estate investment trust;
- a person liable for alternative minimum tax;
- a person holding shares or ADSs as part of a hedging, integrated or conversion transaction, constructive sale or straddle;
- a partnership or other pass-through entity for U.S. federal income tax purposes;
- a person owning, actually or constructively, 10% or more of our voting stock; or
- a U.S. holder whose functional currency is not the U.S. dollar.

We cannot assure you that a later change in law will not alter significantly the tax considerations that we describe in this summary.

If a partnership holds our shares or ADSs, the tax treatment of a partner will generally depend upon the status of the partner and the activities of the partnership. If you are a partner of a partnership holding our shares or ADSs, you should consult your tax advisor.

**You should consult your own tax advisor concerning the particular U.S. federal income tax consequences to you of the ownership and disposition of the shares or ADSs, as well as the consequences to you arising under the laws of any other taxing jurisdiction.**

In general, for U.S. federal income tax purposes, a U.S. person who is the beneficial owner of an ADS will be treated as the owner of the shares underlying its ADS. Accordingly, deposits or withdrawals of shares by U.S. holders for ADSs generally will not be subject to U.S. federal income tax. However, the U.S. Treasury has expressed concerns that intermediaries in the chain of ownership between the holder of an ADS and the issuer of the security underlying the ADS may be taking actions that are inconsistent with the claiming of foreign tax credits by the U.S. holders of ADSs. Such actions would also be inconsistent with the claiming of the reduced rate of tax, described below, applicable to dividends received by certain non-corporate holders. Accordingly, the analysis of the creditability of R.O.C. taxes and the availability of the reduced tax rate for dividends received by certain non-corporate holders, each described below could be affected by actions taken by intermediaries in the chain of ownership between the holder of an ADS and our company.

#### **Taxation of Dividends**

Except as discussed below with respect to the passive foreign investment company rules, the amount of distributions (including net amounts withheld in respect of R.O.C. withholding taxes) you receive on your shares or ADSs (other than certain pro rata distributions of shares to all stockholders) will generally be treated as dividend income to you if the distributions are made from our current and accumulated earnings and profits as calculated according to U.S. federal income tax principles. In determining the net amounts withheld in respect of R.O.C. taxes, any reduction in the amount withheld on account of an R.O.C. credit in respect of the 10% retained earnings tax imposed on us is not considered a withholding tax and will not be treated as distributed to you or creditable by you against your U.S. federal income tax. Such income will be includible in your gross income as ordinary income on the day you actually or constructively receive it, which in the case of an ADS will be the date actually or constructively received by the depository. The amount of any distribution of property other than cash will be the fair market value of such property on the date it is distributed. You will not be entitled to claim a dividend received deduction with respect to distributions you receive from us.

With respect to non-corporate U.S. holders, certain dividends received from a qualified foreign corporation in taxable years beginning prior to January 1, 2011 may be subject to reduced rates of taxation. A foreign corporation is treated as a qualified foreign corporation with respect to dividends paid by that corporation on shares (or ADSs backed by such shares) that are readily tradable on an established securities market in the United States. U.S. Treasury Department guidance indicates that our ADSs (which are listed on the NYSE), but not our shares, are readily tradable on an established securities market in the United States. Thus, we do not believe that dividends we pay on our shares that are not backed by ADSs currently meet the conditions required for these reduced tax rates. Moreover, there can be no assurance that our ADSs will continue to be readily tradable on an established securities market in later years.

Non-corporate U.S. holders that do not meet a minimum holding period requirement during which they are not protected from the risk of loss or that elect to treat the dividend income as investment income pursuant to Section 163(d)(4) of the Code will not be eligible for the reduced rates of taxation regardless of our status as a qualified foreign corporation. In addition, the rate reduction will not apply to dividends if the recipient of a dividend is obligated to make related payments with respect to positions in substantially similar or related property. This disallowance applies even if the minimum holding period has been met. Non-corporate U.S. holders will also not be eligible for the reduced rates of taxation on dividends if we are a passive foreign investment company in the taxable year in which such dividends are paid or in the preceding taxable year. Holders should consult their own tax advisors regarding the application of these rules given their particular circumstances.

The amount of any dividend paid in NT dollars will equal the U.S. dollar value of the NT dollars you receive (calculated by reference to the exchange rate in effect on the date you actually or constructively receive the dividend,

which in the case of an ADS will be the date actually or constructively received by the depository), regardless of whether the NT dollars are actually converted into U.S. dollars. If the NT dollars received as a dividend are not converted into U.S. dollars on the date of receipt, you will have a basis in the NT dollars equal to their U.S. dollar value on the date of receipt. Any gain or loss you realize if you subsequently sell or otherwise dispose of the NT dollars will be ordinary income or loss from sources within the United States for foreign tax credit limitation purposes.

Subject to certain limitations under the Code, you may be entitled to a credit or deduction against your U.S. federal income taxes for the net amount of any R.O.C. taxes that are withheld from dividend distributions made to you. The election to receive a credit or deduction must be made annually, and applies to all foreign taxes for the applicable tax year. The limitation on foreign taxes eligible for credit is calculated separately with respect to specific classes of income. For this purpose, dividends we pay with respect to shares or ADSs will generally be considered passive category income from sources outside the United States. Furthermore, you will not be allowed a foreign tax credit for foreign taxes imposed on dividends paid on shares or ADSs if you (1) have held the shares or ADSs for less than a specified minimum period during which you are not protected from risk of loss, or (2) are obligated to make payments related to the dividends. The rules governing the foreign tax credit are complex. We therefore urge you to consult your tax advisors regarding the availability of the foreign tax credit under your particular circumstances.

To the extent that the amount of any distribution you receive exceeds our current and accumulated earnings and profits for a taxable year, as determined under U.S. federal income tax principles, the distribution will first be treated as a tax-free return of capital, causing a reduction in your adjusted basis in the shares or ADSs and thereby increasing the amount of gain, or decreasing the amount of loss, you will recognize on a subsequent disposition of the shares or ADSs. The balance in excess of adjusted basis, if any, will be taxable to you as capital gain recognized on a sale or exchange. However, we do not expect to keep earnings and profits in accordance with U.S. federal income tax principles. Therefore, you should expect that a distribution will generally be treated as a dividend (as discussed above).

It is possible that pro rata distributions of shares or ADSs to all stockholders may be made in a manner that is not subject to U.S. federal income tax. In the event that such distributions are tax-free, the basis of any new shares or ADSs so received will generally be determined by allocating the U.S. holder's basis in the old shares or ADSs between the old shares or ADSs and the new shares or ADSs, based on their relative fair market values on the date of distribution. For U.S. tax purposes, any such tax-free share or ADS distribution and any distributions in excess of current and accumulated earnings and profits generally would not result in foreign source income to you.

Consequently, you may not be able to use the foreign tax credit associated with any R.O.C. withholding tax imposed on such distributions unless you can use the credit against U.S. tax due on other foreign source income in the appropriate category for foreign tax credit purposes. You should consult your own tax advisors regarding all aspects of the foreign tax credit.

#### ***Taxation of Capital Gains***

Except as discussed below with respect to the passive foreign investment company rules, when you sell or otherwise dispose of your shares or ADSs, you will generally recognize capital gain or loss in an amount equal to the difference between the U.S. dollar value of the amount realized for the shares or ADSs and your basis in the shares or ADSs, determined in U.S. dollars. If you are an individual, and the shares or ADSs being sold or otherwise disposed of are capital assets that you have held for more than one year, your gain recognized will be eligible for reduced rates of taxation. Your ability to deduct capital losses is subject to limitations. Any gain or loss you recognize will generally be treated as U.S. source gain or loss.

If you pay any R.O.C. securities transaction tax, such tax is not treated as an income tax for U.S. federal income tax purposes, and therefore will not be a creditable foreign tax for U.S. federal income tax purposes. However, subject to limitations under the Code, such tax may be deductible. You are urged to consult your tax advisors regarding the U.S. federal income tax consequences of these taxes.

#### **Passive Foreign Investment Company**

Based on the current and projected composition of our income and valuation of our assets, including goodwill, we do not believe that we are currently (or that we were in 2010) a passive foreign investment company, or PFIC, and we do not expect to become one in the future, although there can be no assurance in this regard.

In general, a company is considered a PFIC for any taxable year if either:

- at least 75% of its gross income is passive income, which generally includes income derived from certain dividends, interest, royalties and rents (other than royalties and rents derived in the active conduct of a trade or business and not derived from a related person), annuities or property transactions; or

at least 50% of the value of its assets is attributable to assets that produce or are held for the production of passive income.

The 50% of value test is based on the average of the value of our assets for each quarter during the taxable year. If we own at least 25% by value of another company's stock, we will be treated, for purposes of the PFIC rules, as owning our proportionate share of the assets and receiving our proportionate share of the income of that company.

In determining that we do not expect to be a PFIC, we are relying on our projected capital expenditure plans and projected revenues for the current year and for future years. In addition, our determination is based on a current valuation of our assets, including goodwill. In calculating goodwill, we have valued our total assets based on our total market value, which is based on the market value of our shares and ADSs and is subject to change. In addition, we have made a number of assumptions regarding the allocation of goodwill to active and passive assets. We believe our valuation approach is reasonable. However, it is possible that the Internal Revenue Service will challenge the valuation or allocation of our goodwill, which may also result in us being classified as a PFIC.

In addition, the determination of whether we are a PFIC is made annually. Accordingly, it is possible that we may become a PFIC in the current or any future taxable year due to changes in our asset or income composition. Because we have valued our goodwill based on the market value of our shares, a decrease in the price of our shares may also result in our becoming a PFIC.

If we are a PFIC for any taxable year during which you hold shares or ADSs, you will be subject to special tax rules with respect to any excess distribution that you receive and any gain you realize from a sale or other disposition (including a pledge) of shares or ADSs. Distributions you receive in a taxable year that are greater than 125% of the average annual distributions you received during the shorter of the three preceding taxable years or your holding period for shares or ADSs will be treated as excess distributions. Under these special tax rules:

- the excess distribution or gain will be allocated ratably over your holding period for shares or ADSs;
- the amount allocated to the current taxable year, and any taxable year prior to the first taxable year in which we were a PFIC, will be treated as ordinary income; and
- the amount allocated to each other year will be subject to tax at the highest tax rate in effect for that year and the interest charge generally applicable to underpayments of tax will be imposed on the resulting tax attributable to each such year.

If you hold shares or ADSs in any year in which we are a PFIC, you are required to file Internal Revenue Service Form 8621.

If we are a PFIC for any taxable year and any of our non-U.S. subsidiaries is also a PFIC, a U.S. Holder would be treated as owning a proportionate amount (by value) of the shares of the lower-tier PFIC for purposes of the application of these rules. You are urged to consult your tax advisors about the application of the PFIC rules to any of our subsidiaries.

Under certain circumstances, a U.S. holder, in lieu of being subject to the PFIC rules discussed above, may make an election to include gain on the stock of a PFIC as ordinary income under a mark-to-market method provided that such stock is regularly traded on a qualified exchange. Under this method, any difference between the stock's fair market value and its adjusted basis at the end of the year is accounted for by either an inclusion in income or, subject to limitations, a deduction from income, as described below. Under current U.S. Treasury Department guidance, the mark-to-market election may be available to holders of ADSs because the ADSs are listed on the NYSE, which constitutes a qualified exchange, although there can be no assurance that the ADSs will be regularly traded for purposes of the mark-to-market election. You should also note that only the ADSs and not the shares are listed on the NYSE. Our shares are listed on the Taiwan Stock Exchange, which must meet certain trading, listing, financial disclosure and other requirements to be treated as a qualified exchange under applicable U.S. Treasury regulations for purposes of the mark-to-market election, and no assurance can be given that the shares will be regularly traded for purposes of the mark-to-market election.

If you make an effective mark-to-market election, you will include in income each year as ordinary income the excess of the fair market value of your shares or ADSs at the end of the year over your adjusted tax basis in the shares or ADSs. You will be entitled to deduct as an ordinary loss each year the excess of your adjusted tax basis in the shares or ADSs over their fair market value at the end of the year, but only to the extent of the net amount previously included in income as a result of the mark-to-market election. If you make an effective mark-to-market election, any gain you recognize upon the sale or other disposition of your shares or ADSs will be treated as ordinary income and any loss will be treated as ordinary loss, but only to the extent of the net amount of previously included income as a result of the mark-to-market election.

Your adjusted tax basis in shares or ADSs will be increased by the amount of any income inclusion and decreased by the amount of any deductions under the mark-to-market rules. If you make a mark-to-market election it will be effective for the taxable year for which the election is made and all subsequent taxable years unless the shares or ADSs are no longer regularly traded on a qualified exchange or the Internal Revenue Service consents to the revocation of the election. You should consult your tax advisors about the availability of the mark-to-market election, and whether making the election would be advisable under your particular circumstances.

Alternatively, a U.S. holder of shares or ADSs in a PFIC can sometimes avoid the rules described above by electing to treat the PFIC as a qualified electing fund under Section 1295 of the Code. This option is not available to you because we do not intend to comply with the requirements necessary to permit you to make this election.

Non-corporate U.S. holders will not be eligible for reduced rates of taxation on any dividends received from us in taxable years beginning prior to January 1, 2011, if we are a PFIC in the taxable year in which such dividends are paid or in the preceding taxable year. You should consult your own tax advisors concerning the U.S. federal income tax consequences of holding shares or ADSs if we are considered a PFIC in any taxable year.

#### ***Information Reporting and Backup Withholding***

In general, unless you are an exempt recipient such as a corporation, information reporting will apply to dividends in respect of the shares or ADSs and to the proceeds from the sale, exchange or redemption of your shares or ADSs that are paid to you within the United States (and in some cases, outside of the United States). Additionally, if you fail to provide your taxpayer identification number, or fail either to report in full dividend and interest income or to make the necessary certifications of other exempt status, you may be subject to backup withholding.

Any amounts withheld under the backup withholding rules will be allowed as a refund or a credit against your U.S. federal income tax liability, provided you furnish the required information to the Internal Revenue Service.

#### ***Inheritance and Gift Tax***

The R.O.C. imposes an estate tax on a decedent who owns shares, and possibly ADSs, even if the decedent was not a citizen or resident of the R.O.C.. See E. R.O.C. Tax Considerations in this Item. The amount of any inheritance tax paid to the R.O.C. may be eligible for credit against the amount of U.S. federal estate tax imposed on your estate or heirs. You should consult your personal tax advisors to determine whether and to what extent you may be entitled to such credit.

The R.O.C. also imposes a gift tax on the donation of any property located within the R.O.C.. Under present law, a U.S. tax credit for foreign gift taxes (such as those imposed by the R.O.C.) is not available.

#### **F. Dividends and Paying Agents**

Not applicable.

#### **G. Statement by Experts**

Not applicable.



## **H. Documents on Display**

We have filed this annual report on Form 20-F, including exhibits, with the Securities and Exchange Commission. As allowed by the Securities and Exchange Commission, in Item 19 of this annual report, we incorporate by reference certain information we filed with the Securities and Exchange Commission. This means that we can disclose important information to you by referring you to another document filed separately with the Securities and Exchange Commission. The information incorporated by reference is considered to be part of this annual report.

You may read and copy this annual report, including the exhibits incorporated by reference in this annual report, at the Securities and Exchange Commission's Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549 and at the Securities and Exchange Commission's regional offices in New York, New York and Chicago, Illinois. You can also request copies of this annual report, including the exhibits incorporated by reference in this annual report, upon payment of a duplicating fee, by writing information on the operation of the Securities and Exchange Commission's Public Reference Room.

The Securities and Exchange Commission also maintains a website at [www.sec.gov](http://www.sec.gov) that contains reports, proxy statements and other information regarding registrants that file electronically with the Securities and Exchange Commission. Our annual report and some of the other information submitted by us to the Securities and Exchange Commission may be accessed through this web site.

## **I. Subsidiary Information**

Not applicable.

## **ITEM 11. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

Market risk is the risk of loss related to adverse changes in market prices, including interest rates and foreign exchange rates, of financial instruments. We are exposed to various types of market risks, including changes in interest rates and foreign currency exchange rates, in the normal course of business.

We use financial instruments, including variable rate debt and swaps and forward contracts, to manage risks associated with our interest rate and foreign currency exposures through a controlled program of risk management in accordance with established policies. These policies are reviewed and approved by our board of directors and stockholders' meeting. Our treasury operations are subject to internal audit on a regular basis. We do not hold or issue derivative financial instruments for speculatively purposes.

Since export sales are primarily conducted in U.S. dollars, we had U.S. dollar-denominated accounts receivables of US\$615 million as of December 31, 2010. As of the same date, we also had Japanese Yen-denominated accounts receivable of ¥929 million attributable to our Japanese operations and Europe-denominated accounts receivable of 16 million attributable to our Europe operations. We had U.S. dollar- and Japanese Yen-denominated accounts payables of US\$127 million and ¥3,494 million, respectively, as of December 31, 2010.

Our primary market risk exposures relate to interest rate movements on borrowings and exchange rate movements on foreign currency-denominated accounts receivables, capital expenditures relating to equipment used in manufacturing processes (including photo etching and chemical vapor deposition) and purchased primarily from Japan and the United States. The fair value of foreign currency forward contracts and interest rate swaps is determined based on valuation reports we receive from counterparties after we verify the reasonableness of such reports.

The following table provides information as of December 31, 2010 on our market risk sensitive financial instruments.

	<b>As of December 31, 2010</b>	
	<b>Book</b>	
	<b>Value</b>	<b>Fair Value</b>
	<b>(in NT\$ millions)</b>	
Foreign exchange rate contracts: Non-Trading Purpose	\$ 3	\$ 3
Time Deposits: Non-Trading Purpose	\$ 34,360	\$ 34,360
Short-term Loans: Non-Trading Purpose	\$ 4,124	\$ 4,124
Bonds: Non-Trading Purpose	\$ 4,996	\$ 5,158
Long-term loans: Non-Trading Purpose	\$ 7,522	\$ 7,522

#### **Interest Rate Risk**

Our major market risk exposure is changing interest rates. Our exposure to market risk for changes in interest rates relates primarily to our long-term debt obligations. We primarily enter into debt obligations to support general corporate purposes including capital expenditures and working capital needs. We had used interest rate swaps to modify our exposure to interest rate movements and reduce borrowing costs. Interest rate swaps limit the risks of fluctuating interest rates by allowing us to convert a portion of the interest on our borrowings from a variable rate to a fixed rate. As of December 31, 2010 and 2009, we had the following interest rate swaps in effect:

<b>Notional Amount</b>	<b>Contract Period</b>	<b>Interest Rate Received</b>	<b>Interest Rate Paid</b>
<b>As of December 31, 2010</b>			
NT\$0 million			
<b>As of December 31, 2009</b>			
NT\$7,500 million	May 21, 2003 to June 24, 2010	4.3% minus US\$12-month LIBOR	1.48%

The tables below provide information as of December 31, 2010 and 2009 about our financial instruments that are sensitive to changes in interest rates, including debt obligations and certain assets. For debt obligations, the table presents principal cash flows and related weighted average interest rates by expected maturity dates. The information is presented in the currencies in which the instruments are denominated.

	<b>Expected Maturity Dates</b>						
	<b>As of December 31, 2010</b>					<b>2015 and</b>	
	<b>2011</b>	<b>2012</b>	<b>2013</b>	<b>2014</b>	<b>thereunder</b>	<b>Total</b>	<b>Fair Value</b>
	<b>(in millions, except percentages)</b>						
<b>Time Deposits:</b>							
Fixed Rate (US\$)	144					144	144
Average Interest Rate	0.3%					0.3%	0.3%
Fixed Rate (¥)	4,400					4,400	4,400
Average Interest Rate	0.1136%					0.1136%	0.1136%
Fixed Rate (NT\$)	18,710					18,710	18,710
Average Interest Rate	0.3%					0.3%	0.3%
<b>Unsecured Long-term Loans:</b>							
Variable Rate (NT\$)	132	187	124	61	61	566	566
Average Interest Rate	1.503%	1.503%	1.503%	1.503%	1.503%	1.503%	1.503%

**Secured Long-term****Loans:**

Variable Rate (NT\$)	233	233	233	700	700
Average Interest Rate	1.375%	1.375%	1.375%	1.375%	1.375%

**Bonds:**

Unsecured (NT\$)

Variable Rate

Unsecured (US\$)			127	127	109
Fixed Rate			0%	0%	0%
Unsecured (US\$)			80	80	68
Fixed Rate			0%	0%	0%

**Interest Rate****Derivatives**

Average pay rate

**Interest Rate Swaps:**

Variable to Fixed

(denomination)

Average receive rate

	<b>Expected Maturity Dates</b>				<b>2014 and</b>	<b>Total</b>	<b>Fair Value</b>
	<b>As of December 31, 2009</b>						
	<b>2010</b>	<b>2011</b>	<b>2012</b>	<b>2013</b>	<b>thereunder</b>		
	<b>(in millions, except percentages)</b>						
<b>Time Deposits:</b>							
Fixed Rate (US\$)	177					177	177
Average Interest Rate	0.1228%					0.1228%	0.1228%
Fixed Rate (¥)	2,000					2,000	2,000
Average Interest Rate	0.1%					0.1%	0.1%
Fixed Rate (NT\$)	33,940					33,940	33,940
Average Interest Rate	0.1659%					0.1659%	0.1659%
<b>Unsecured Long-term Loans:</b>							
Variable Rate (NT\$)	33	45	22			100	100
Average Interest Rate	1.63%	1.63%	1.63%			1.63%	1.63%
<b>Secured Long-term Loans:</b>							
Variable Rate (NT\$)		233	233	233		700	700
Average Interest Rate		1.275%	1.275%	1.275%		1.275%	1.275%
<b>Bonds:</b>							
Unsecured (NT\$)	7,500					7,500	7,187
Variable Rate	0%-4.3%					0%-4.3%	0%-4.3%
Unsecured (US\$)					127	127	99
Fixed Rate					0%	0%	0%
Unsecured (US\$)					80	80	62
Fixed Rate					0%	0%	0%
<b>Interest Rate Derivatives</b>							
<b>Interest Rate Swaps:</b>							
Variable to Fixed (denomination)	NT\$7,500 million					NT\$7,500 million	NT\$88 million
Average pay rate	1.48%					1.48%	1.48%
Average receive rate	4.3%					4.3%	4.3%
	minus					minus	minus
	US\$12-month					US\$12-month	US\$12-month
	LIBOR					LIBOR	LIBOR

**Foreign Currency Risk**

Although the majority of our transactions are in NT dollars, some transactions are based in other currencies. The primary currencies to which we are exposed are the U.S. dollar and the Japanese Yen. We have in the past, and may in the future, enter into short-term, foreign currency forward contracts to hedge the impact of foreign currency fluctuations on certain underlying assets, liabilities, and firm commitments for operating expenses and capital expenditures denominated in U.S. dollars and other foreign currencies. The purpose of entering into these hedges is to minimize the impact of foreign currency fluctuations on the results of operations. Gains and losses on foreign currency forward contracts and foreign currency-denominated assets and liabilities are recorded in the period of the exchange rate changes. The contracts have maturity dates that do not exceed three months.

As of December 31, 2009 and 2010, we had US\$267 million and US\$26 million outstanding in foreign currency forward contracts to sell US dollars against NT dollars, respectively. As of March 31, 2011, we had foreign currency forward contracts to sell US dollars against NT dollars that amounted to US\$56 million.

	<b>Expected Maturity Dates</b>					<b>Total</b>	<b>Fair Value</b>
	<b>As of December 31, 2010</b>						
	<b>2011</b>	<b>2012</b>	<b>2013</b>	<b>2014</b>	<b>thereunder</b>		
	<b>(in millions, except percentages)</b>						
<b>Foreign Currency Forward Contracts:</b>							
Sell US\$ against NT\$							
Contract Amount	US\$	26				US\$ 26	NT\$3
Average Contractual Exchange Rate	US\$ 1=NT\$29.8950					US\$ 1=NT\$29.8950	

	Expected Maturity Dates					2014 and	Total	Fair Value
	As of December 31, 2009							
	2010	2011	2012	2013	thereunder			
	(in millions, except percentages)							
<b>Foreign Currency</b>								
<b>Forward</b>								
<b>Contracts:</b>								
Sell US\$ against NT\$								
Contract Amount	US\$	267				US\$	267	NT \$75
Average Contractual Exchange Rate	US\$ 1=NT\$32.2910					US\$ 1=NT\$32.2910		

**ITEM 12. DESCRIPTION OF SECURITIES OTHER THAN EQUITY SECURITIES****A. Debt Securities**

Not applicable.

**B. Warrants and Rights**

Not applicable.

**C. Other Securities**

Not applicable.

**D. American Depositary Shares****Depository Fees and Charges**

Under the terms of the deposit agreement for our ADSs, an ADS holder may have to pay the following service fees to the depository:

**Service**

Issuance of ADSs  
Cancellation of ADSs  
Distribution of cash dividends or other cash distributions  
Distribution of ADSs pursuant to stock dividends, free stock distributions or exercises of rights  
Distribution of securities other than ADSs or rights to purchase additional ADSs.

**Fees**

Up to US\$0.05 per ADS issued  
Up to US\$0.05 per ADS canceled  
Up to US\$0.02 per ADS held  
Up to US\$0.05 per ADS held  
Up to US\$0.05 per ADS held

In addition, an ADS holder shall be responsible for the following charges:

taxes (including applicable interest and penalties) and other governmental charges;  
such registration fees as may from time to time be in effect for the registration of common shares or other deposited securities on the share register and applicable to transfers of common shares or other deposited securities to or from the name of the custodian, the depository or any nominees upon the making of deposits and withdrawals, respectively;  
such cable, telex and facsimile transmission and delivery expenses as are expressly provided in the deposit agreement to be at the expense of ADS holders and beneficial owners of ADSs;  
the expenses and charges incurred by the depository in the conversion of foreign currency;

such fees and expenses as are incurred by the depositary in connection with compliance with exchange control regulations and other regulatory requirements applicable to common shares, deposited securities, ADSs and ADRs; and

the fees and expenses incurred by the depositary, the custodian or any nominee in connection with the servicing or delivery of deposited securities.

Depositary fees payable upon the issuance and cancellation of ADSs are typically paid to the depositary by the brokers (on behalf of their clients) receiving the newly-issued ADSs from the depositary and by the brokers (on behalf of their clients) delivering the ADSs to the depositary for cancellation. The brokers in turn charge these transaction fees to their clients.

Depositary fees payable in connection with distributions of cash or securities to ADS holders and the depositary services fee are charged by the depositary to the holders of record of ADSs as of the applicable ADS record date. The depositary fees payable for cash distributions are generally deducted from the cash being distributed. In the case of distributions other than cash (i.e., stock dividends, rights offerings), the depositary charges the applicable fee to the ADS record date holders concurrent with the distribution. In the case of ADSs registered in the name of the investor (whether certificated or un-certificated in direct registration), the depositary sends invoices to the applicable record date ADS holders. In the case of ADSs held in brokerage and custodian accounts via the central clearing and settlement system, The Depository Trust Company, or DTC, the depositary generally collects its fees through the systems provided by DTC (whose nominee is the registered holder of the ADSs held in DTC) from the brokers and custodians holding ADSs in their DTC accounts. The brokers and custodians who hold their clients' ADSs in DTC accounts in turn charge their clients' accounts the amount of the fees paid to the depositary.

In the event of refusal to pay the depositary fees, the depositary may, under the terms of the deposit agreement, refuse the requested service until payment is received or may set off the amount of the depositary fees from any distribution to be made to the ADS holder.

The fees and charges ADS holders may be required to pay may vary over time and may be changed by us and by the depositary. ADS holders will receive prior notice of such changes.

#### **Depositary Payments**

In 2010, we received the following payments from JPMorgan Chase & Co., the depositary for our ADR program through December 16, 2010.

<b>Service</b>	<b>Fees</b>
Reimbursement of listing fees	US\$ 213,499.00
Reimbursement of SEC filing fees	US\$ 7,775.00
Reimbursement of accounting supporting fees for FASB and Public Company Accounting Oversight Board	US\$ 10,700.00
Reimbursement of annual ordinary stockholders' meeting expenses	US\$ 31,106.14
Reimbursement of fees in connection with annual financial and Sarbanes-Oxley Act of 2002 audit	US\$ 824,120.00
Contribution to our company's investor relations efforts	US\$ 7,537.75
Others	US\$ 29,059.99
<b>Total</b>	<b>US\$ 1,123,797.88</b>

## **PART II**

### **ITEM 13. DEFAULTS, DIVIDEND ARREARAGES AND DELINQUENCIES**

None of these events occurred in any of 2008, 2009 or 2010.

### **ITEM 14. MATERIAL MODIFICATIONS TO THE RIGHTS OF SECURITY HOLDERS AND USE OF PROCEEDS**

None.

### **ITEM 15. CONTROLS AND PROCEDURES**





### **Disclosure Controls and Procedures**

As of the end of the period covered by this annual report, an evaluation has been carried out under the supervision and with the participation of our management, including our Chief Executive Officer and our Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures, as such term is defined under Rules 13a-15(e) and 15d-15(e) promulgated under the Securities Exchange Act of 1934, as amended. Based on that evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that our disclosure controls and procedures are effective in ensuring that material information required to be disclosed in this annual report is recorded, processed, summarized and reported to them for assessment, and required disclosure is made within the time period specified in the rules and forms of the Securities and Exchange Commission.

### **Management's Annual Report on Internal Control over Financial Reporting**

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Rule 13a-15(f) and 15d-15(f) under the Securities Exchange Act of 1934, as amended, for our company. A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements in accordance with generally accepted accounting principles.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Our management's assessment of and conclusion on the effectiveness of internal controls over financial reporting did not include the internal controls of NexPower Technology Corp. which was acquired on November 30, 2010 and included in our consolidated financial statements for the year ended December 31, 2010. NexPower Technology Corp. constituted 6.20% and 4.65% of our total and net assets, respectively, as of December 31, 2010 and 0.29% and (0.19)% of our revenues and net income, respectively, for the year ended December 31, 2010.

As required by Section 404 of the Sarbanes-Oxley Act of 2002 and related rules as promulgated by the Securities and Exchange Commission, our management assessed the effectiveness of our internal control over financial reporting as of December 31, 2010 using the criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission, or the COSO criteria. Based on this assessment, our management concluded that our internal control over financial reporting was effective as of December 31, 2010 based on the COSO criteria. Our independent registered public accounting firm, Ernst & Young has issued an attestation report with unqualified opinion on the effectiveness of our internal control over financial reporting as of December 31, 2010, which is included immediately following this report.

**Attestation Report of the Independent Registered Public Accounting Firm**

**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Board of Directors and Stockholders of United Microelectronics Corporation:

We have audited United Microelectronics Corporation and subsidiaries (the Company) internal control over financial reporting as of December 31, 2010, based on criteria established in Internal Control Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (the COSO criteria). The Company's management is responsible for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Annual Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, United Microelectronics Corporation and subsidiaries maintained, in all material respects, effective internal control over financial reporting as of December 31, 2010, based on the COSO criteria.

As described in the accompanying Management annual report on Internal Control over Financial Reporting, management's assessment of and conclusion on the effectiveness of internal controls over financial reporting did not include the internal controls of NexPower Technology Corp. which is included in the December 31, 2010 consolidated financial statements of the Company and constituted 6.20% and 4.65% of total and net assets, respectively, as of December 31, 2010 and 0.29% and (0.19)% of revenues and net income, respectively, for the year then ended. Our audit of internal control over financial reporting of the Company also did not include an evaluation of the internal control over financial reporting of NexPower Technology Corp. and subsidiaries.

We also have audited, in accordance with the standards generally accepted in the Republic of China and the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of United Microelectronics Corporation and subsidiaries as of December 31, 2010 and 2009, and the related consolidated statements of income, changes in stockholders' equity and cash flows for each of the three years in the period ended December 31, 2010 of United Microelectronics Corporation and subsidiaries and our report dated April 29, 2011 expressed an unqualified opinion thereon.

Ernst & Young  
Taipei, Taiwan  
Republic of China

April 29, 2011

**Changes in Internal Control over Financial Reporting**

There were no changes in our internal control over financial reporting that occurred during the year ended December 31, 2010 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

**ITEM 16A. AUDIT COMMITTEE FINANCIAL EXPERT**

Our Board of Directors have determined that Paul S.C. Hsu and Cheng-Li Huang, two of our independent directors, qualifies as audit committee financial experts and meet the independence requirement as defined in Item 16A to Form 20-F.

**ITEM 16B. CODE OF ETHICS**

In June 2009, we amended the Code of Ethics for Directors and Officers and the Employee Code of Conduct. The Employee Code of Conduct, which is applicable to all employees, replaced the code of ethics filed with the Securities and Exchange Commission in our 2003 annual report on Form 20-F. We have also created a separate code of ethics applicable to our directors and officers. A copy of each of the Code of Ethics for Directors and Officers and the Employee Code of Conduct are displayed on our website at [http://www.umc.com/english/pdf/Code\\_of\\_Ethics.pdf](http://www.umc.com/english/pdf/Code_of_Ethics.pdf) and [http://www.umc.com/english/pdf/Code\\_of\\_Conduct.pdf](http://www.umc.com/english/pdf/Code_of_Conduct.pdf), respectively. Stockholders may request a hard copy of the Code of Ethics for Directors and Officers and the Employee Code of Conduct free of charge. Please contact the investor relations department of our company at [ir@umc.com](mailto:ir@umc.com).

**ITEM 16C. PRINCIPAL ACCOUNTANT FEES AND SERVICES**

The following table sets forth the aggregate fees by categories specified below in connection with certain professional services rendered by Ernst & Young, our principal external auditors, for the years indicated.

	For the year ended December 31,		
	2009	2010	
	NT\$	NT\$	US\$
	(in thousands)		
Audit Fees <sup>(1)</sup>	66,712	65,568	2,250
Audit-related Fees <sup>(2)</sup>	1,520	1,513	52
Tax Fees <sup>(3)</sup>	2,460	2,966	102
All Other Fees <sup>(4)</sup>		14,570	500
Total	70,692	84,617	2,904

- (1) Audit fees consist of fees associated with the annual audit, review of our quarterly financial statements, statutory audits and internal control review. They also include fees billed for those services that are normally provided by the independent accountants in connection with statutory and regulatory filings.
- (2) Audit-related fees consist of fees billed for assurance and related services that are reasonably related to the performance of the audit or review of our financial statements but not described in footnote (1) above. These services include review of regulatory checklist for the adoption of our employee stock option plan, certification of our Singapore Branch to Singapore authorities and application for corporation registration.
- (3) Tax fees include fees billed for professional services rendered by Ernst & Young, primarily in connection with our tax compliance activities.
- (4) All Other Fees consists of professional services rendered by the Ernst&Young for IFRS adoption. All audit and non-audit services performed by Ernst & Young were pre-approved by our audit committee. In certain circumstances, the audit committee delegates to one designated member to pre-approve such audit and non-audit

services. Pre-approval by a designated member should be reported to the audit committee at its upcoming meeting.

**ITEM 16D. EXEMPTIONS FROM THE LISTING STANDARDS FOR AUDIT COMMITTEES**

None.

**ITEM 16E. PURCHASE OF EQUITY SECURITIES BY THE ISSUER AND AFFILIATED PURCHASERS**

Since March 2004, we have from time to time announced plans, which were not binding on us, to buy back our shares up to a certain amount on the Taiwan Stock Exchange. Set for below contains certain information regarding our share buyback programs in 2008, 2009 and 2010.

<b>Period</b>	<b>Total Number of Common Shares Purchased</b>	<b>Average Price Paid per Common Share (NT\$)</b>	<b>Total Number of Common Shares Purchased as Part of Publicly Announced Plans or Program</b>	<b>Maximum Number of Shares that May Yet be Purchased Under the Plans or Program</b>
2007				
<sup>(1)</sup> August (from August 28, 2008)	15,913,000	13.21	15,913,000	184,087,000
September	171,205,000	11.32	187,118,000	12,882,000
October (to October 2, 2008)	12,882,000	10.17	200,000,000	
<sup>(2)</sup> December (from December 17, 2008)				300,000,000
January	110,412,000	7.81	110,412,000	189,588,000
February (to February 16, 2009)	189,588,000	8.08	300,000,000	
<sup>(3)</sup> February (from February 3, 2010)	147,845,000	15.98	147,845,000	152,155,000
March (to March 22)	152,155,000	16.31	300,000,000	

- (1) The 12th share buy-back plan was announced on August 27, 2008 to repurchase 200 million shares during the period from August 28, 2008 to October 27, 2008.
- (2) The 13th share buy-back plan was announced on December 16, 2008 to repurchase 300 million shares during the period from December 17, 2008 to February 16, 2009.
- (3) The 14th share buy-back plan was announced on February 2, 2010 to repurchase 300 million shares during the period from February 3, 2010 to April 2, 2010.

**ITEM 16F. CHANGE IN REGISTRANT'S CERTIFYING ACCOUNTANT**

Not applicable.

**ITEM 16G. CORPORATE GOVERNANCE**

As a R.O.C. company listed on the New York Stock Exchange, or NYSE, we are subject to the U.S. corporate governance rules to the extent that these rules are applicable to foreign private issuers. The following summary details the significant differences between our corporate governance practices and corporate governance standards for U.S. companies (i.e. non-foreign private issuers) under the NYSE listing standards.

**The Legal Framework.** In general, corporate governance principles for Taiwanese companies are set forth in the Company Act of the Republic of China, or R.O.C. Company Act, the R.O.C. Securities Exchange Act and, to the extent they are listed on the Taiwan Stock Exchange, listing rules of the Taiwan Stock Exchange. Corporate governance principles under provisions of R.O.C. law may differ in significant ways to corporate governance standards for U.S. companies listed on the NYSE. Committed to high standards of corporate governance, we have

generally brought our corporate governance in line with U.S. regulations, including the formation of an audit committee. However, we have not adopted certain recommended NYSE corporate governance standards where such standards are contrary to R.O.C. laws or regulations or generally prevailing business practices in Taiwan.

**Independent Board Members.** Under the NYSE listing standards applicable to U.S. companies, independent directors must comprise a majority of the board of directors. We currently have three independent directors out of a total of nine directors on our board of directors. Our standards in determining director independence substantially comply with the NYSE listing standards, which include detailed tests for determining director independence. In addition, even though our independent directors meet in committee meetings of which they are committee members, we will not hold executive sessions of non-management directors. Such requirement is contrary to R.O.C. Company Act.

**Board Committees.** Under the NYSE listing standards, companies are required to have a nominating/corporate governance committee, composed entirely of independent directors. In addition to identifying individuals qualified to become board members, the nominating/corporate committee must develop and recommend to the board a set of corporate governance principles. We do not currently have a corporate governance committee or a nominating committee. In accordance with an interpretation letter issued under the R.O.C. Company Act, the power to nominate directors shall not vest only in the directors. Any holder of the company's voting common stock may nominate directors to be voted on by stockholders. Therefore, we do not have a nominating committee because vesting such nominating rights in a body of independent directors may result in conflict with the R.O.C. Company Act. Furthermore, we do not have a corporate governance committee as such committee is not required under R.O.C. requirements. Our board of directors is responsible for regularly reviewing our corporate governance standards and practices.

Under the NYSE listing standards, companies are required to have a compensation committee, composed entirely of independent directors. Under the R.O.C. Company Act, however, companies incorporated in the R.O.C. are not required to have a compensation committee. The R.O.C. Company Act requires that director compensation be determined either in accordance with the company's articles of incorporation or by the approval of the stockholders. Currently, in addition to compensation approved at the stockholders' meeting, in the event we have net income, we will distribute 0.1% of our earnings after payment of all income taxes, deduction of any past losses and allocation of 10% of our net income for legal reserves, as remunerations to our directors pursuant to our articles of incorporation. Currently, our board of directors is responsible for determining the form and amount of compensation for each of our directors and executive officers within the guidelines of our articles of incorporation.

**Equity Compensation Plans.** The NYSE listing standards also require that a company's stockholders must approve equity compensation plans. Under the corresponding requirements in the R.O.C. Company Act and the R.O.C. Securities Exchange Act, stockholders' approval is required for the distribution of employee bonuses in the form of stock, while the board of director has authority, subject to the approval of the R.O.C. Securities and Futures Bureau, to approve employee stock option plans and to grant options to employees pursuant to such plans and has also authority to approve share buy-back programs for the purpose of selling shares so purchased to employees and the sale of such shares to employees pursuant to such programs. We intend to follow only the R.O.C. requirements.

### PART III

#### ITEM 17. FINANCIAL STATEMENTS

The Registrant has elected to provide the financial statements and related information specified in Item 18.

#### ITEM 18. FINANCIAL STATEMENTS

*The following is a list of the audited consolidated financial statements and report of independent registered public accounting firm included in this annual report beginning on page F-1.*

	Page
Consolidated Financial Statements of United Microelectronics Corporation and Subsidiaries	
<u>Report of Independent Registered Public Accounting Firm</u>	F-2
<u>Consolidated Balance Sheets at December 31, 2009 and 2010</u>	F-3
<u>Consolidated Statements of Income for each of the three years ended December 31, 2008, 2009 and 2010</u>	F-4
<u>Consolidated Statements of Changes in Stockholders' Equity for each of the three years ended December 31, 2008, 2009 and 2010</u>	F-5
<u>Consolidated Statements of Cash Flows for each of the three years ended December 31, 2008, 2009 and 2010</u>	F-8





**ITEM 19. EXHIBITS**

<b>Exhibit Number</b>	<b>Description of Exhibits</b>
*1.1	Articles of Incorporation of the Company as last amended on June 13, 2008
2.1	Form of Amendment No. 1 to Deposit Agreement among the Company, and Holders and Beneficial Owners of American Depositary Shares issued thereunder, including the form of American Depositary Shares (1)
2.2	Form of Amendment No. 2 to Deposit Agreement among the Company, and Holders and Beneficial Owners of American Depositary Shares issued thereunder, including the form of American Depositary Shares (2)
4.1	Lease Agreement with Hsinchu Science Park Administration in relation to government-owned land located at Hsinchu Science Park, Ko-Kuan Section, No. 20-22, Hsinchu, Taiwan, R.O.C., the site of Fab 6A (in Chinese with English summary translation) (3)
4.2	Lease Agreement with Hsinchu Science Park Administration in relation to government-owned land located at Hsinchu Science Park, third section of first phase, Hsinchu, Taiwan, R.O.C., the site of Fab 8A and United Tower (in Chinese with English summary translation) (4)
4.3	Lease Agreement with Hsinchu Science Park Administration in relation to government-owned land located at Hsinchu Science Park, third section of first phase, Hsinchu, Taiwan, R.O.C., the site of Fab 8C (in Chinese with English summary translation) (5)
4.4	Lease Agreement with Hsinchu Science Park Administration in relation to government-owned land located at Hsinchu Science Park, third section of first phase, Hsinchu, Taiwan, R.O.C., the site of Fab 8D (in Chinese with English summary translation) (6)
4.5	Lease Agreement with Hsinchu Science Park Administration in relation to government-owned land located at Hsinchu Science Park, third section of second phase, Hsinchu, Taiwan, R.O.C., the site of Fab 8E (in Chinese with English summary translation) (7)
4.6	Lease Agreement with Hsinchu Science Park Administration in relation to government-owned land located at Hsinchu Science Park, Gin-Shan section, Hsinchu, Taiwan, R.O.C., the site of Fab 8F (in Chinese with English summary translation) (8)
4.7	Lease Agreement with Southern Taiwan Science Park Administration in relation to government-owned land located at Tainan Science Park, Tainan, Taiwan, R.O.C., the site of Fab 12A (in Chinese with English summary translation) (9)
4.8	Merger Agreement, entered into as of February 26, 2004, between United Microelectronics Corporation and SiS Microelectronics Corporation (English Translation) (10)
4.9	Lease Agreement with Hsinchu Science Park Administration in relation to government-owned land located at Hsinchu Science Park, Ko-Kuan section, Hsinchu, Taiwan, R.O.C., the site of Fab 8S (in Chinese with English summary translation) (11)
4.10	Lease Agreement with JTC Corporation in relation to land located at Pasir Ris Wafer Fab Park, Singapore, the site of Fab12i (summary) (12)
4.11	Merger Agreement, entered into as of April 29, 2009, among United Microelectronics Corporation, Infoshine Technology Limited and Best Elite International Limited (13)
*8.1	List of Significant Subsidiaries of United Microelectronics Corporation
11.1	Code of Ethics for Directors, Supervisors and Officers (14)
11.2	Employee Code of Conduct (15)
*12.1	Certification of our Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
*12.2	Certification of our Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
*13.1	

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Certification of our Chief Executive Officer pursuant to 18 U.S.C. § 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

- \*13.2 Certification of our Chief Financial Officer pursuant to 18 U.S.C. § 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
- \*15.1 Consent of Independent Registered Public Accounting Firm
- 99.1 Form 6-K furnished to the Commission on April 29, 2009 (File No. 001-15128) (16)
- 99.2 Form 6-K furnished to the Commission on October 28, 2009 (File No. 001-15128) (17)
- 99.3 Form 6-K furnished to the Commission on December 21, 2009 (File No. 001-15128) (18)

\* Filed herewith.

- (1) Incorporated by reference to Exhibit (a) to the Registrant's Registration Statement on Form F-6 (File No. 333-13796) filed with the Commission on March 2, 2006.
- (2) Incorporated by reference to Exhibit (a)(iii) to the Registrant's Registration Statement on Form F-6 (File No. 333-98591) filed with the Commission on March 19, 2007.
- (3) Incorporated by reference to Exhibit 4.1 to Registrant's Annual Report on Form 20-F for the fiscal year ended December 31, 2006 (File No. 001-15128) filed with the Commission on May 9, 2007.
- (4) Incorporated by reference to Exhibit 10.7 to the Registrant's Registration Statement on Form F-1 (File No. 333-12444) filed with the Commission on August 28, 2000, as amended.

- (5) Incorporated by reference to Exhibit 10.8 to the Registrant's Registration Statement on Form F-1 (File No. 333-12444) filed with the Commission on August 28, 2000, as amended.
- (6) Incorporated by reference to Exhibit 10.9 to the Registrant's Registration Statement on Form F-1 (File No. 333-12444) filed with the Commission on August 28, 2000, as amended.
- (7) Incorporated by reference to Exhibit 10.10 to the Registrant's Registration Statement on Form F-1 (File No. 333-12444) filed with the Commission on August 28, 2000, as amended.
- (8) Incorporated by reference to Exhibit 10.11 to the Registrant's Registration Statement on F-1 (File No. 333-12444) filed with the Commission on August 28, 2000, as amended.
- (9) Incorporated by reference to Exhibit 10.12 to the Registrant's Registration Statement on F-1 (File No. 333-12444) filed with the Commission on August 28, 2000, as amended.
- (10) Incorporated by reference to Exhibit 4.8 to the Registrant's Annual Report on Form 20-F for the fiscal year ended December 31, 2003 (File No. 1-15128) filed with the Commission on June 17, 2004.
- (11) Incorporated by reference to Exhibit 4.9 to Registrant's Annual Report on Form 20-F for the fiscal year ended December 31, 2006 (File No. 001-15128) filed with the Commission on May 9, 2007.
- (12) Incorporated by reference to Exhibit 4.10 to Registrant's Annual Report on Form 20-F for the fiscal year ended December 31, 2006 (File No. 001-15128) filed with the Commission on May 9, 2007.
- (13) Incorporated by reference to Exhibit 99.1 to the Form 6-K furnished to the Commission on May 8, 2009.
- (14) Incorporated by reference to Exhibit 99.1 to the Form 6-K furnished to the Commission on May 25, 2005.
- (15) Incorporated by reference to Exhibit 99.2 to the Form 6-K furnished to the Commission on March 26, 2006.
- (16) Incorporated by reference to Exhibit 99 to the Form 6-K furnished to the Commission on April 29, 2009.
- (17) Incorporated by reference to Exhibit 99 to the Form 6-K furnished to the Commission on October 28, 2009.
- (18) Incorporated by reference to Exhibit 99 to the Form 6-K furnished to the Commission on December 21, 2009.

**SIGNATURES**

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F and that it has duly caused and authorized the undersigned to sign this annual report on its behalf.

UNITED MICROELECTRONICS CORPORATION

By: /S/ CHITUNG LIU

Name:Chitung Liu

Title:Chief Financial Officer

Date: April 29, 2011

UNITED MICROELECTRONICS CORPORATION AND SUBSIDIARIES  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
**United Microelectronics Corporation and Subsidiaries**  
**Consolidated Financial Statements for years ended December 31, 2008, 2009 and 2010**  
**Together with Report of Independent Registered Public Accounting Firm**

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UNITED MICROELECTRONICS CORPORATION AND SUBSIDIARIES  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

**To the Board of Directors and Stockholders of United Microelectronics Corporation**

**We have audited the accompanying consolidated balance sheets of United Microelectronics Corporation and subsidiaries (the Company) as of December 31, 2010 and 2009, and the related consolidated statements of income, changes in stockholders' equity and cash flows for each of the three years in the period ended December 31, 2010. 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.**

**We conducted our audits in accordance with auditing standards generally accepted in the Republic of China (R.O.C.) and the standards of the Public Company Accounting Oversight Board (United States). Those standards 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. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.**

**In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of United Microelectronics Corporation and subsidiaries at December 31, 2010 and 2009, and the consolidated results of their operations and their cash flows for each of the three years in the period ended December 31, 2010, in conformity with the requirements of the Guidelines Governing the Preparation of Financial Reports by Securities Issuers and accounting principles generally accepted in the Republic of China, which differ in certain respects from U.S. generally accepted accounting principles (see Note 34 to the consolidated financial statements).**

**As described in Note 3 to the consolidated financial statements, effective January 1, 2009, the Company has adopted the amendment of R.O.C. Statement of Financial Accounting Standards No. 10, Accounting for Inventories.**

**We also have audited, in accordance with the standards of Public Company Accounting Oversight Board (United States), United Microelectronics Corporation and subsidiaries' internal control over financial reporting as of December 31, 2010, based on criteria established in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated April 29, 2011 expressed an unqualified opinion thereon.**

**ERNST & YOUNG**

**CERTIFIED PUBLIC ACCOUNTANTS**

**Taipei, Taiwan**

**Republic of China**

**April 29, 2011**

**UNITED MICROELECTRONICS CORPORATION AND SUBSIDIARIES**  
**CONSOLIDATED BALANCE SHEETS**  
(Expressed in Thousands)

	Notes	2009 NT\$	As of December 31, 2010 NT\$	US\$
<b>Assets</b>				
Current assets				
Cash and cash equivalents	2, 4	66,152,960	51,271,105	1,759,475
Financial assets at fair value through profit or loss, current	2, 5	2,096,091	1,139,943	39,119
Available-for-sale financial assets, current	2, 8	6,250,694	7,044,673	241,753
Notes receivable		429,762	115,833	3,975
Accounts receivable, net	2, 6	16,417,801	18,110,521	621,500
Accounts receivable-related parties, net	2, 26	240,708	759,644	26,069
Other receivables	2	401,783	569,559	19,545
Inventories, net	2, 3, 7	9,141,385	13,032,623	447,242
Prepaid expenses		692,509	848,349	29,113
Non-current assets held for sale	2		16,233	557
Deferred income tax assets, current	2, 24	538,923	834,737	28,646
Restricted assets			26,077	895
Total current assets		102,362,616	93,769,297	3,217,889
Funds and investments				
Financial assets at fair value through profit or loss, noncurrent	2, 5		79,920	2,743
Available-for-sale financial assets, noncurrent	2, 8	35,106,942	30,254,065	1,038,231
Financial assets measured at cost, noncurrent	2, 9, 13	7,628,523	7,651,864	262,590
Long-term investments accounted for under the equity method	2, 10, 13, 26, 32	12,168,942	9,193,239	315,485
Prepayment for long-term investments		322,290		
Total funds and investments		55,226,697	47,179,088	1,619,049
Property, plant and equipment				
Land	2, 11, 13, 27, 28	1,056,823	1,555,904	53,394
Buildings		21,097,255	26,156,284	897,608
Machinery and equipment		453,597,613	498,122,888	17,094,128
Transportation equipment		68,580	72,938	2,503
Furniture and fixtures		3,324,352	3,594,261	123,345
Leasehold improvements		53,411	728,030	24,984



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Total cost		479,198,034	530,230,305	18,195,962
Less: Accumulated depreciation		(405,899,110)	(428,492,265)	(14,704,608)
Less: Accumulated impairment		(1,868,968)	(1,725,272)	(59,206)
Add: Construction in progress and prepayments		18,166,404	32,749,232	1,123,858
Property, plant and equipment, net		89,596,360	132,762,000	4,556,006
Goodwill	2	7,615	304,728	10,457
Deferred charges	2	1,368,418	1,287,212	44,173
Deferred income tax assets, noncurrent	2, 24	3,152,277	2,889,902	99,173
Other assets-others	2, 12, 13, 27	1,924,468	2,694,769	92,477
Total assets		253,638,451	280,886,996	9,639,224
<b>Liabilities and Stockholders Equity</b>				
Current liabilities				
Short-term loans	14	128,682	4,124,115	141,528
Financial liabilities at fair value through profit or loss, current	2, 15	1,914,879	2,254,937	77,383
Notes and accounts payable		5,505,895	7,024,359	241,055
Income tax payable	2	181,173	1,563,391	53,651
Accrued expenses	2, 22	8,611,231	11,263,161	386,519
Payable on equipment		5,487,908	12,619,400	433,061
Current portion of long-term liabilities	2, 16, 17, 27	12,800,587	5,706,189	195,820
Deferred income tax liabilities, current	2, 24	5,700	11,586	398
Other current liabilities		609,821	877,487	30,113
Total current liabilities		35,245,876	45,444,625	1,559,528
Long-term liabilities				
Long-term loans	17, 27	766,550	6,799,390	233,335
Accrued pension liabilities	2, 18	3,261,457	3,299,416	113,226
Deposits-in		15,217	24,205	831
Deferred income tax liabilities, noncurrent	2, 24	9,751	20,807	714
Other liabilities-others	2, 10	243,344	162,524	5,577
Total long-term liabilities		4,296,319	10,306,342	353,683
Total liabilities		39,542,195	55,750,967	1,913,211
Commitments and Contingent				
Capital Stock	2, 19, 20	129,877,713	129,879,123	4,457,074
Additional Paid-in Capital	2, 10, 20, 22	44,365,049	45,048,975	1,545,950
Retained earnings	2, 10, 22	10,648,813	28,195,559	967,589

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Cumulative translation adjustment	2, 10	(318,188)	(5,279,000)	(181,160)
Unrealized gain or loss on financial instruments	2, 8	30,915,079	27,715,983	951,132
Treasury stock	2, 19, 21	(1,890,145)	(6,223,357)	(213,568)
Total stockholders' equity of the Company		213,598,321	219,337,283	7,527,017
Minority interests		497,935	5,798,746	198,996
Total stockholders' equity		214,096,256	225,136,029	7,726,013
Total liabilities and stockholders' equity		253,638,451	280,886,996	9,639,224

**The accompanying notes are an integral part of these consolidated financial statements**

**UNITED MICROELECTRONICS CORPORATION AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF INCOME**  
(Expressed in Thousands, Except for Earnings per Share)

	Notes	For the years ended December 31,			
		2008 NT\$	2009 NT\$	2010 NT\$	US\$
Net operating revenues	2, 26	96,813,546	91,389,765	126,441,544	4,339,106
Cost of goods sold	2, 3, 7, 18, 20, 23	(84,101,685)	(75,974,607)	(89,517,205)	(3,071,970)
Gross profit		12,711,861	15,415,158	36,924,339	1,267,136
Operating expenses	2, 18, 20, 23				
Sales and marketing expenses		(3,483,628)	(2,800,226)	(2,565,821)	(88,052)
General and administrative expenses		(3,054,683)	(2,723,288)	(3,598,361)	(123,485)
Research and development expenses		(8,274,070)	(8,044,155)	(8,740,479)	(299,948)
		(14,812,381)	(13,567,669)	(14,904,661)	(511,485)
Operating income (loss)		(2,100,520)	1,847,489	22,019,678	755,651
Non-operating income					
Interest revenue		686,268	170,495	143,480	4,924
Investment gain accounted for under the equity method, net	2, 10		180,263	114,608	3,933
Dividend income		2,093,528	941,170	1,344,017	46,123
Gain on disposal of property, plant and equipment	2	88,930	12,721	50,383	1,729
Gain on disposal of investments	2, 26	3,386,004	1,965,468	2,020,797	69,348
Exchange gain, net	2	381,696			
Gain on valuation of financial assets	2, 5		512,586		
Other income		905,520	1,258,535	1,019,469	34,985
		7,541,946	5,041,238	4,692,754	161,042
Non-operating expenses					
Interest expense	2, 11	(71,161)	(58,255)	(16,800)	(576)
Investment loss accounted for under the equity method, net	2, 10	(10,464,849)			
Loss on disposal of property, plant and	2	(33,559)	(2,529)	(9,259)	(318)

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equipment					
Exchange loss, net	2		(135,202)	(150,905)	(5,179)
Financial expenses		(90,735)	(90,957)	(64,595)	(2,217)
Impairment loss	2, 13	(13,179,858)	(4,007,078)	(113,879)	(3,908)
Loss on valuation of financial assets	2, 5	(2,397,962)		(217,895)	(7,477)
Loss on valuation of financial liabilities	2, 15	(1,046,081)	(822,321)	(665,116)	(22,825)
Other losses		(143,392)	(99,385)	(90,362)	(3,101)
		(27,427,597)	(5,215,727)	(1,328,811)	(45,601)
Income (loss) before income tax and minority interests		(21,986,171)	1,673,000	25,383,621	871,092
Income tax expense	2, 24	(996,921)	(651,068)	(1,606,114)	(55,117)
Extraordinary gain	32		648,958	68,449	2,349
Net income (loss)		(22,983,092)	1,670,890	23,845,956	