ADVANCED SEMICONDUCTOR ENGINEERING INC
Form F-3
May 30, 2002

As filed with the Securities and Exchange Commission on May 30, 2002

Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM F-3
REGISTRATION STATEMENT UNDER
THE SECURITIES ACT OF 1933

(Exact name of Registrant as specified in its charter)

ADVANCED SEMICONDUCTOR ENGINEERING, INC.

(Translation of Registrant s name into English)

Republic of China	**3674**	**Not Applicable**
(State of other jurisdiction of incorporation or organization)	*(Primary Standard Industrial Classification Code Number)*	*(I.R.S. Employer Identification No.)*

26 Chin Third Road
Nantze Export Processing Zone
Nantze, Kaohsiung, Taiwan
Republic of China
(8867) 361-7131

(Address, including zip code, and telephone number including area code, of Registrant s principal executive offices)

CT Corporation System
111 Eighth Avenue
New York, New York 10011
(212) 894-8940

(Name, address, including zip code, and telephone number, including area code, of agent for service)

With copies to:

Show-Mao Chen, Esq.	**John D. Young, Jr., Esq.**
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18th Floor, The Hong Kong Club Building	**Otemachi First Square, East Tower 16F**
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Hong Kong	**Chiyoda-ku, Tokyo 100-0004, Japan**
852-2533-3300	**81-3-3213-6140**

Approximate date of commencement of proposed sale to the public: As soon as practicable after this Registration Statement becomes effective.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box. o

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. o

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. o

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. o

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Aggregate Offering Price per Unit(2)	Proposed Maximum Aggregate Offering Price(2)	Amount of Registration Fee
Common Shares, par value NT$10 per share(2)(3)	183,788,000	US$0.91	US$167,247,080	US$15,386.73

(1) Includes (a) 21,420,000 common shares represented by 4,284,000 American depositary shares that the underwriters have the option to purchase to cover over-allotments, if any, and (b) all common shares initially offered and sold outside the United States that may be resold from time to time in the United States either as part of the distribution or within 40 days after the later of the effective date of this registration statement and the date the securities are first bona fide offered to the public. The common shares are not being registered for the purpose of sales outside the United States.

(2) Estimated solely for the purpose of determining the amount of the registration fee in accordance with Rule 457(c) under the Securities Act of 1933. On the basis of the average of the high and the low prices of the common shares represented by the American depositary shares on the New York Stock Exchange on May 28, 2002.

(3) American depositary shares evidenced by American depositary receipts issuable upon deposit of the common shares registered hereby have been registered pursuant to a separate registration statement on Form F-6 filed with the Commission on August 31, 2000 (File No. 333-12468). Each American depositary share represents five common shares.

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

Subject to Completion. Dated May 30, 2002.

Advanced Semiconductor Engineering, Inc.

(Incorporated as a company limited by shares in the Republic of China)

32,473,600 American Depositary Shares Representing 162,368,000 Common Shares

This is a global offering of 32,473,600 American depositary shares, or ADSs, of Advanced Semiconductor Engineering, Inc., or ASE Inc. The selling shareholders named on page 28 are selling all of the ADSs being offered in this offering. ASE Inc. will receive all of the net proceeds from the sale of ADSs in this offering by ASE Investment Inc., a wholly-owned subsidiary of ASE Inc. ASE Inc. will also receive all of the net proceeds from the sale of ADSs by ASE Capital Inc., a wholly-owned subsidiary of ASE Inc., if the underwriters option to purchase additional ADSs is exercised. The ADSs are not being offered in the Republic of China. Each ADS represents five common shares, par value NT$10 per share, of ASE Inc. The ADSs are evidenced by American depositary receipts, or ADRs.

Our ADSs are listed on the New York Stock Exchange under the symbol ASX . The last reported sale price of our ADSs on the New York Stock Exchange on May 29, 2002 was US$4.25 per ADS. ASE Inc. s outstanding common shares are listed on the Taiwan Stock Exchange under the symbol 2311 . The closing price of the common shares on the Taiwan Stock Exchange on May 29, 2002 was NT$29.10 per share, which is equivalent to approximately US$0.85, assuming an exchange rate of NT$34.21 = US$1.00.

See Risk Factors beginning on page 7 to read about factors you should consider before buying the ADSs.

Neither the United States Securities and Exchange Commission nor any other regulatory body has approved or disapproved of these securities or passed upon the accuracy or adequacy of this prospectus. Any representation to the contrary is a criminal offense.

	Per ADS	Total
Initial price to public	US$	US$
Underwriting discount	US$	US$
Proceeds, before expenses, to the selling shareholders	US$	US$

ASE Capital Inc. has granted the underwriters an option exercisable within 30 days from the date of this prospectus to purchase up to an additional 4,284,000 ADSs at the initial price to public less the underwriting discount.

The underwriters expect to deliver the ADSs through the book-entry transfer facilities of The Depository Trust Company against payment in U.S. dollars in New York, New York on , 2002.

Goldman Sachs International

Prospectus dated , 2002.

These securities may not be offered or sold, directly or indirectly, in the Republic of China, except as permitted by applicable laws of the Republic of China.

The ADSs may only be offered, sold, transferred or delivered in or from The Netherlands, as part of their initial distribution or as part of any re-offering, and neither this prospectus nor any other document in respect of this offering may be distributed or circulated in The Netherlands, other than to individuals or legal entities which include, but are not limited to, banks, brokers, dealers, institutional investors and undertakings with a treasury department, who or which trade or invest in securities in the conduct of a business or profession.

In connection with this offering, Goldman Sachs International or any person acting for it may over-allot or effect transactions with a view to supporting the market price of the ADSs and, subject to applicable laws of the Republic of China, the common shares at a level higher than that which might otherwise prevail for a limited period of time after the issue date. However, there may be no obligation on Goldman Sachs International or its agent to do this. Such stabilization, if commenced, may be discontinued at any time, and must be brought to an end after a limited period. See Underwriting .

Unless otherwise specified, the information contained herein assumes that the underwriters option to purchase additional ADSs has not been exercised.

PROSPECTUS SUMMARY

The following summary is qualified in its entirety by, and should be read in conjunction with, the more detailed information and financial statements appearing elsewhere or incorporated by reference in this prospectus. In addition to this summary, we urge you to read the entire prospectus carefully, especially the discussion of the risks of investing in our ADSs under Risk Factors , before deciding to buy our ADSs.

Business

We are one of the world s largest independent providers of semiconductor packaging services and, together with our subsidiary ASE Test Limited, or ASE Test, the world s largest independent provider of semiconductor testing services. Our services include semiconductor packaging, design and production of interconnect materials, front-end engineering testing, wafer probing and final testing services. We offer packaging and testing services on both stand-alone and turnkey bases. Turnkey services consist of the integrated packaging, testing and direct shipment of semiconductors to end users designated by our customers.

We believe that we are better positioned than our competitors to meet the requirements of semiconductor companies worldwide for outsourced packaging and testing services across a wide range of end use applications because of:

- our ability to provide a broad range of advanced semiconductor packaging and testing services on a large scale turnkey basis;
- our expertise in developing and providing advanced packaging and testing technologies and solutions;
- our geographic presence in key centers of outsourced semiconductor and electronics manufacturing;
- our scale of operations and financial position which enable us to make significant investments in capacity expansion and research and development as well as to make selective acquisitions; and
- our long-term relationships with providers of complementary semiconductor manufacturing services, including our strategic alliance with Taiwan Semiconductor Manufacturing Company Limited, or TSMC, the world s largest dedicated semiconductor foundry.

We believe that the trend for semiconductor companies to outsource their packaging and testing requirements is accelerating as semiconductor companies increasingly rely on independent providers of foundry and advanced packaging and testing services. In response to the increased pace of new product development and shortened product life and production cycles, semiconductor companies are increasingly seeking independent packaging and testing companies that can provide turnkey services in order to reduce time-to-market. We believe that our expertise and scale in advanced technology and our ability to integrate our broad range of solutions into turnkey services allow us to benefit from the accelerated outsourcing trend and better serve our existing and potential customers.

We believe that we have benefited, and will continue to benefit, from our geographic location in Taiwan. Taiwan is currently the largest center for outsourced semiconductor manufacturing in the world and, in addition, has a high concentration of electronics manufacturing service providers, which are the end users of our customers products. Our close proximity to foundries and other providers of complementary semiconductor manufacturing services is attractive to our customers who wish to take advantage of the efficiencies of a total semiconductor manufacturing solution by outsourcing several stages of their manufacturing requirements. Our close proximity to end users of our customers products is attractive to our customers who wish to take advantage of the logistical efficiencies of direct shipment services that we offer. We believe that, as a result, we are well positioned to meet the advanced semiconductor engineering requirements of our customers.

We have a global base of over 200 customers, including:

- Advanced Micro Devices, Inc.
- Altera Corporation
- ATI Technologies Inc.
- Cambridge Silicon Radio
- Cirrus Logic, Inc.
- Conexant Systems, Inc.
- LSI Logic Corporation
- Motorola, Inc.
- NVIDIA Corporation
- ON Semiconductor Corp.
- Koninklijke Philips Electronics N.V.
- Qualcomm Incorporated
- Silicon Integrated Systems Corp.
- STMicroelectronics N.V.
- VIA Technologies, Inc.

Strategy

Our objective is to provide leading-edge semiconductor packaging and testing solutions which set industry standards and to lead and facilitate the industry trend towards outsourcing semiconductor manufacturing requirements. The principal elements of our strategy are to:

- maintain our focus on providing a complete range of semiconductor packaging and testing services;
- continue to focus on advanced technological, processing and materials capabilities;
- strategically expand production capacity;
- continue to leverage our presence in key centers of semiconductor and electronics manufacturing; and
- strengthen and develop strategic relationships with providers of complementary manufacturing services.

Our Corporate Structure

The following chart illustrates our corporate structure and our effective equity interest in each of our principal operating subsidiaries and affiliates as of April 30, 2002. The following chart does not include wholly-owned intermediate holding companies.

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(1) The common shares of ASE Inc. are listed on the Taiwan Stock Exchange under the symbol 2311 . The ADSs of ASE Inc. are listed on the New York Stock Exchange under the symbol ASX .

(2) The ordinary shares of ASE Test Limited are quoted for trading on the Nasdaq National Market under the symbol ASTSF .

(3) The common shares of Universal Scientific Industrial Co., Ltd. are listed on the Taiwan Stock Exchange under the symbol 2350 .

(4) The common shares of Hung Ching Development & Construction Co. Ltd. are listed on the Taiwan Stock Exchange under the symbol 2527 .

(5) The remaining shares of ASE Material Inc. are owned by the management and employees of ASE Material Inc., the management and employees of ASE Inc. and its affiliates, as well as a strategic investor.

As of December 31, 2001, we held 51.0% of the outstanding shares of ASE Test which, as of April 30, 2002, had decreased to 49.97% as a result of the exercise of employee stock options in ASE Test shares. We continue to consolidate ASE Test because we effectively control ASE Test. We are evaluating alternatives to increase our ownership of ASE Test to greater than 50%, including open market purchases of ASE Test shares.

We are incorporated under the laws of the Republic of China. Our principal executive offices are located at 26 Chin Third Road, Nantze Export Processing Zone, Nantze, Kaohsiung, Taiwan, Republic of China and our telephone number at the above address is (8867) 361-7131.

The Offering

The following information assumes that the underwriters do not exercise the option to purchase additional ADSs granted by ASE Capital Inc., or ASE Capital, a wholly-owned subsidiary of ASE Inc., to purchase additional ADSs in the offering, unless otherwise indicated. Please see Underwriting .

Offering price	US$ per ADS
Selling shareholders	The selling shareholders are ASE Investment Inc., or ASE Investment, our wholly-owned subsidiary, and Hung Ching Development & Construction Co. Ltd., or Hung Ching, our unconsolidated affiliate. If the underwriters option to purchase additional ADSs is exercised, ASE Capital will also sell ADSs in this offering.
ADSs offered by the selling shareholders	32,473,600 ADSs
ADSs outstanding as of May 29, 2002	42,076,558 ADSs
Common shares outstanding after this offering	3,254,800,000 common shares
ADS : common share ratio	1 : 5
Over-allotment option	ASE Capital, a wholly-owned subsidiary of ASE Inc., has granted the underwriters an option, exercisable within 30 days from the date hereof, to purchase up to an additional 4,284,000 ADSs.
Trading market for the common shares	The only trading market for the common shares is the Taiwan Stock Exchange. The common shares have been listed on the Taiwan Stock Exchange since 1989 under the symbol 2311 .
New York Stock Exchange symbol for ADSs	ASX
Use of proceeds	We will receive all of the net proceeds from the sale of ADSs by ASE Investment, our wholly-owned subsidiary, which will be approximately US$115.0 million, after we deduct underwriting and estimated offering expenses. If the underwriters option to purchase additional ADSs is exercised in full, we will receive all of the net proceeds from the sale of ADSs by ASE Capital, our wholly-owned subsidiary, which will be approximately US$17.5 million, after we deduct underwriting and estimated offering expenses. We intend to use the net proceeds to reduce or retire our indebtedness and for working capital and general corporate purposes. See Use of Proceeds .
Timing and settlement for ADSs	The ADSs are expected to be delivered against payment on , 2002. The ADRs evidencing the ADSs will be deposited with a custodian for, and registered in the name of a nominee of, The Depository Trust Company, or DTC, in New York, New York. In general, beneficial interests in the ADSs will be shown on, and transfers of these beneficial interests will be effected only through, records maintained by DTC and its direct and indirect participants.

SUMMARY CONSOLIDATED FINANCIAL INFORMATION

The following summary consolidated financial data have been derived from our consolidated financial statements. Our statements of income for the years ended December 31, 1999, 2000 and 2001 and our balance sheets as of December 31, 2000 and 2001 have been audited by T.N. Soong & Co., independent accountants. The report of T.N. Soong & Co. on those financial statements is included in this prospectus, and the summary consolidated financial information for those periods and as of those dates are qualified by reference to those financial statements and that report, and should be read in conjunction with them and with Management s Discussion and Analysis of Financial Condition and Results of Operations . Effective April 22, 2002, T.N. Soong & Co. became an associate member firm of Deloitte Touche Tohmatsu. T.N. Soong & Co. was formerly a member firm of Andersen Worldwide SC. The summary consolidated statement of income data for the years ended December 31, 1997 and 1998 and summary consolidated balance sheet data as of December 31, 1997, 1998 and 1999 set forth below are derived from our audited consolidated financial statements not included in this prospectus. These financial statements were also audited by T.N. Soong & Co. Our consolidated financial statements are prepared and presented in accordance with generally accepted accounting principles in the Republic of China, or ROC GAAP, which differ in material respects from generally accepted accounting principles in the United States, or US GAAP. Notes 27 and 28 of our consolidated financial statements contain additional disclosures required under US GAAP and provide descriptions of the significant differences between ROC GAAP and US GAAP and reconciliations of net income to US GAAP for the years ended December 31, 1999, 2000 and 2001 and reconciliations of shareholders equity to US GAAP as of December 31, 2000 and 2001.

	Year Ended and as of December 31,					
	1997	1998	1999	2000	2001	2001
	NT$	NT$	NT$	NT$	NT$	US$
	(in millions, except share, ADS and earnings per share and per ADS data)					
Income Statement Data:						
ROC GAAP:						
Net revenues	19,088.2	20,762.4	32,609.6	50,893.4	38,367.8	1,096.2
Cost of revenues	(13,758.5)	(15,468.1)	(23,959.6)	(35,567.3)	(32,957.0)	(941.6)
Gross profit	5,329.7	5,294.3	8,650.0	15,326.1	5,410.8	154.6
Operating expenses:						
Selling	(733.5)	(744.7)	(924.3)	(1,020.5)	(877.9)	(25.1)
General and administrative(1)	(648.7)	(909.4)	(1,655.0)	(2,606.2)	(2,797.6)	(79.9)
Goodwill amortization(2)	(53.2)	(345.7)	(507.8)	(559.8)	(692.9)	(19.8)
Research and development	(372.9)	(453.6)	(714.3)	(1,262.5)	(1,504.5)	(43.0)
Operating income (loss)	3,521.4	2,840.9	4,848.6	9,877.1	(462.1)	(13.2)
Net non-operating income (expense):						
Investment income (loss) on long-term investment net(1)(3)	114.2	54.6	329.9	195.7	(868.8)	(24.8)
Goodwill amortization(4)	(155.1)	(155.1)	(279.3)	(363.0)	(378.0)	(10.8)
Gain (loss) on sale of investments net	4,870.9	606.9	5,544.2	91.7	50.7	1.4
Foreign exchange gain (loss) net	(133.8)	(935.5)	(538.4)	302.7	247.5	7.1
Interest income (expense) net(5)	(85.9)	(380.4)	(1,046.6)	(1,538.0)	(1,739.3)	(49.7)
Others net(6)	11.0	(50.1)	204.0	(162.6)	164.5	4.7
Income (loss) before tax	8,142.7	1,981.3	9,062.4	8,403.6	(2,985.5)	(85.3)
Income tax benefit (expense)	(374.9)	150.8	(459.5)	(1,065.8)	199.2	5.7
Income (loss) before minority interest	7,767.8	2,132.1	8,602.9	7,337.8	(2,786.3)	(79.6)
Income before acquisition			(65.1)			
Extraordinary loss					(144.6)	(4.1)
Minority interest in net loss (income) of subsidiary	(364.3)	(528.1)	(743.1)	(1,500.6)	788.7	22.5

Net income (loss)	7,403.5	1,604.0	7,794.7	5,837.2	(2,142.2)	(61.2)
Earnings per common share:						
Simple	N/A	N/A	N/A	N/A	(0.66)	(0.02)
Primary(7)	2.33	0.49	2.46	1.82	N/A	N/A
Fully diluted(7)	2.33	0.49	2.45	1.80	N/A	N/A
Dividends per common share(8)	3.80	7.20	1.07	3.15	1.70	0.05
Earnings per pro forma equivalent ADS:						
Simple	N/A	N/A	N/A	N/A	(3.29)	(0.09)
Primary(7)	11.65	2.43	12.28	9.12	N/A	N/A
Fully diluted(7)	11.65	2.43	12.27	9.01	N/A	N/A
Number of common shares(9)	3,135,196,466	3,135,196,466	3,135,196,466	3,166,809,827	3,254,800,000	3,254,800,000
Number of pro forma equivalent ADSs	627,039,293	627,039,293	627,039,293	633,361,965	650,960,000	650,960,000

	Year Ended and as of December 31,					
	1997	1998	1999	2000	2001	2001
	NT$	NT$	NT$	NT$	NT$	US$
	(in millions, except share, ADS and earnings per share and per ADS data)					
US GAAP:						
Net income		298.9	4,641.3	3,930.0	(4,046.6)	(115.6)
Earnings per common share:						
Basic		0.10	1.56	1.31	(1.31)	(0.04)
Diluted		0.09	1.53	1.27	(1.31)	(0.04)
Earnings per pro forma equivalent ADS:						
Basic		0.51	7.81	6.54	(6.55)	(0.19)
Diluted		0.44	7.65	6.33	(6.55)	(0.19)
Number of common shares(9)	2,971,874,700	2,971,874,700	2,971,874,700	3,006,422,245	3,090,677,964	3,090,677,964
Number of pro forma equivalent ADSs	594,374,940	594,374,940	594,374,940	601,284,449	618,135,593	618,135,593
Balance Sheet Data:						
ROC GAAP:						
Current assets:						
Cash and cash equivalents	10,869.8	8,173.9	11,809.1	14,166.5	11,770.7	336.3
Short-term investments	4,008.0	647.2	216.3	1,682.7	4,601.2	131.5
Notes and accounts receivable	4,094.3	3,636.7	7,463.4	9,260.6	7,126.1	203.6
Inventories	2,059.0	1,744.8	2,449.7	3,246.3	2,768.4	79.1
Other	705.5	771.9	1,411.8	2,431.6	3,383.2	96.7
Total	21,736.6	14,974.5	23,350.3	30,787.7	29,649.6	847.2
Long-term investments	5,501.7	7,317.0	9,674.4	10,712.2	9,530.4	272.3
Properties	16,363.1	20,356.8	38,107.5	60,566.2	60,555.1	1,730.1
Other assets	1,557.7	4,363.2	6,198.6	6,275.1	6,591.2	188.3
Total assets	45,159.1	47,011.5	77,330.8	108,341.2	106,326.3	3,037.9
Short-term bank borrowings/loans	5,946.0	6,810.2	9,868.2	13,768.0	13,983.1	399.5
Long-term bank borrowings/loans	11,872.9	12,235.0	24,551.5	25,976.9	30,674.3	876.4
Other liabilities and minority interest	6,306.5	6,091.5	12,854.1	24,927.1	19,722.6	563.5
Total liabilities and minority interest	24,125.4	25,136.7	47,273.8	64,672.0	64,380.0	1,839.4
Shareholders equity	21,033.7	21,874.8	30,057.0	43,669.2	41,946.3	1,198.5
US GAAP:						
Shareholders equity		17,675.2	26,569.7	40,729.1	37,960.3	1,084.6
Segment Data:						
Net revenues:						
Packaging	15,334.3	16,867.4	24,523.0	38,028.8	28,898.2	825.7
Testing	2,383.4	3,131.3	7,793.2	12,768.4	9,459.2	270.2
Other	1,370.5	763.7	293.4	96.2	10.4	0.3
Gross profit:						
Packaging	3,990.5	3,693.8	5,753.0	10,016.9	4,625.8	132.2

Testing	1,148.7	1,484.6	3,105.2	5,294.4	782.8	22.4
Other	190.5	115.9	(208.2)	14.8	2.2	0.1
Other Data:						
Net cash outflow from acquisition of fixed assets	(8,030.1)	(6,945.0)	(9,869.2)	(30,063.6)	(11,565.7)	(330.4)
Depreciation and amortization	2,301.6	3,237.2	5,554.4	8,593.8	11,127.3	317.9
Net cash inflow (outflow) from operations	2,185.3	5,194.2	7,017.2	17,618.3	11,707.2	334.5
Net cash inflow (outflow) from sale of investments	5,495.0	290.5	7,889.3			
Net cash inflow (outflow) from investing activities(10)	(5,067.7)	(8,558.3)	(11,782.7)	(33,550.4)	(15,180.0)	(433.7)
Net cash inflow (outflow) from financing activities(11)	11,290.3	589.3	8,569.0	17,607.3	603.5	17.2

(1) Excludes goodwill amortization for purposes of this table only.
(2) Included in general and administrative expenses in our consolidated financial statements.
(3) Derived by netting investment income under equity method in non-operating income and investment loss under equity method in non-operating expenses in our consolidated financial statements.
(4) Included in investment loss under equity method in non-operating expenses in our consolidated financial statements.
(5) Derived by netting interest in non-operating income and interest in non-operating expenses in our consolidated financial statements.
(6) Derived by netting others in non-operating income and others in non-operating expenses in our consolidated financial statements.
(7) The numerator of both primary and fully diluted earnings per share is calculated with consideration of the adjustment of ASE Test s primary and fully diluted earnings per share. See note 20 to our consolidated financial statements.
(8) Dividends per common share issued as a stock dividend.
(9) Represents the weighted average number of shares after retroactive adjustments to give effect to stock dividends and employee stock bonuses.
(10) Includes proceeds from the sale of common shares, including common shares represented by global depositary shares, by affiliates of ASE Inc. and proceeds from the sale of ordinary shares of ASE Test by ASE Inc.
(11) Includes proceeds from primary offerings of common shares, including common shares represented by ADSs, and ordinary shares by ASE Inc. and ASE Test, respectively.

RISK FACTORS

You should carefully consider the risks described below before making an investment decision. In particular, as we are a non-U.S. company, there are risks associated with investing in our ADSs that are not typical with investments in the shares of U.S. companies. Before making an investment decision, you should carefully consider all of the information contained in this prospectus, including the following risk factors.

Risks Relating to Our Business

Since we are dependent on the highly cyclical semiconductor industry and conditions in the markets for the end use applications of our products, our revenues and earnings may fluctuate significantly.

Our semiconductor packaging and testing business is affected by market conditions in the highly cyclical semiconductor industry. All of our customers operate in this industry, and variations in order levels from our customers and service fee rates may result in volatility in our revenues and earnings. From time to time, the semiconductor industry has experienced significant, and sometimes prolonged, downturns. As our business is, and will continue to be, dependent on the requirements of semiconductor companies for independent packaging and testing services, any future downturn in the semiconductor industry would reduce demand for our services. For example, a worldwide slowdown in demand for semiconductors led to excess capacity and increased competition beginning in early 1998. As a result, price declines in 1998 accelerated more rapidly and, together with a significant decrease in demand, adversely affected our operating results in 1998. Prices for packaging and testing services improved due to an upturn in the industry in the second half of 1999 that continued through the third quarter of 2000, but have fallen since an industry downturn commencing in the fourth quarter of 2000 that continued through 2001. This most recent worldwide downturn resulted in an even more significant deterioration in the average selling prices, as well as demand, for our services in 2001, and significantly and adversely affected our operating results in 2001. We expect this industry downturn to continue to exert downward pressure on the average selling prices for our packaging and testing services. If we cannot reduce our costs to sufficiently offset any decline in average selling prices, our profitability will suffer and we may incur losses.

Market conditions in the semiconductor industry depend to a large degree on conditions in the markets for the end use applications of semiconductor products, such as communications, personal computer and consumer electronics products. Any deterioration of conditions in the markets for the end use applications of the semiconductors we package and test would reduce demand for our services, and would likely have a material adverse effect on our financial condition and results of operations. In 2001, approximately 71.5% of our net revenues were attributable to the packaging and testing of semiconductors used in personal computer and communications applications. Both industries are subject to intense competition and significant shifts in demand, which could put pricing pressure on the packaging and testing services provided by us and adversely affect our revenues and earnings.

A reversal or slowdown in the outsourcing trend for semiconductor packaging and testing services could adversely affect our growth prospects and profitability.

In recent years, semiconductor manufacturers that have their own in-house packaging and testing capabilities, known as integrated device manufacturers, have increasingly outsourced stages of the semiconductor production process, including packaging and testing, to independent companies to reduce costs and shorten production cycles. In addition, the availability of advanced independent semiconductor manufacturing services has also enabled the growth of so-called fabless semiconductor companies that focus exclusively on design and marketing, and that outsource their manufacturing, packaging and testing requirements to independent companies. We cannot assure you that these integrated device manufacturers and fabless semiconductor companies will continue to outsource their packaging and testing requirements to third parties like us. A reversal of, or a slowdown in, this outsourcing trend could result in reduced demand for our services and adversely affect our growth prospects and profitability.

If we are unable to compete favorably in the highly competitive semiconductor packaging and testing markets, our revenues and earnings may decrease.

The semiconductor packaging and testing markets are very competitive. We face competition from a number of sources, including other independent semiconductor packaging and testing companies, especially those which offer turnkey packaging and testing services. We believe that the principal competitive factors in the markets for our products and services are:

- ability to provide total solutions to our customers;
- technological expertise;
- range of package types and testing platforms available;
- ability to work closely with customers at the product development stage;
- responsiveness and flexibility;
- capacity;
- production cycle time;
- production yield; and
- price.

We face increasing competition from other packaging and testing companies. In particular, most of our customers obtain packaging or testing services from more than one source. Furthermore, some of our competitors may have access to more advanced technologies and greater financial and other resources than we do. Many of our competitors have shown a willingness to quickly and sharply reduce prices, as they did in 1998 and in 2001, in order to maintain capacity utilization in their facilities during periods of reduced demand. Although prices have stabilized, any renewed erosion in the prices for our packaging and testing services could cause our revenues and earnings to decrease and have a material adverse effect on our financial condition and results of operations.

Our profitability depends on our ability to respond to rapid technological changes in the semiconductor industry.

The semiconductor industry is characterized by rapid increases in the diversity and complexity of semiconductors. As a result, we expect that we will need to constantly offer more sophisticated packaging and testing technologies and processes in order to respond to competitive industry conditions and customer requirements. If we fail to develop, or obtain access to, advances in packaging or testing technologies or processes, we may become less competitive and less profitable. In addition, advances in technology typically lead to declining average selling prices for semiconductors packaged or tested with older technologies or processes. As a result, if we cannot reduce the costs associated with our services, the profitability on a given service, and our overall profitability, may decrease over time.

Our operating results are subject to significant fluctuations, which could adversely affect the market value of your investment.

Our operating results have varied significantly from period to period and may continue to vary in the future. Downward fluctuations in our operating results may result in decreases in the market price of our ADSs and common shares. Among the more important factors affecting our quarterly and annual operating results are the following:

- changes in general economic and business conditions, particularly given the cyclical nature of the semiconductor industry and the markets served by our customers;
- our ability to quickly adjust to unanticipated declines or shortfalls in demand and market prices for our packaging and testing services, due to our high percentage of fixed costs;
- timing of capital expenditures in anticipation of future orders;
- changes in prices of our packaging and testing services;
- volume of orders relative to our packaging and testing capacity;
- our ability to obtain adequate packaging and testing equipment on a timely basis;
- changes in costs and availability of raw materials, equipment and labor; and
- earthquakes, drought and other natural disasters, as well as industrial accidents.

Due to the factors listed above, it is possible that our future operating results or growth rates may be below the expectations of research analysts and investors. If so, the market price of our ADSs and common shares, and thus the market value of your investment, may fall.

Due to our high percentage of fixed costs, we will be unable to maintain our profitability at past levels if we are unable to achieve relatively high capacity utilization rates.

Our operations, in particular our testing operations, are characterized by relatively high fixed costs. We expect to continue to incur substantial depreciation and other expenses as a result of our previous acquisitions of packaging and testing equipment and facilities. Our profitability depends in part not only on absolute pricing levels for our services, but also on utilization rates for our packaging and testing equipment, commonly referred to as capacity utilization rates . In particular, increases or decreases in our capacity utilization rates can have a significant effect on gross margins since the unit cost of packaging and testing services generally decreases as fixed costs are allocated over a larger number of units. In periods of low demand, we experience relatively low capacity utilization rates in our operations due to relatively low growth in demand, which leads to reduced margins during that period. During 2001, we experienced lower than anticipated utilization rates in our operations due to a significant decline in worldwide demand for our packaging and testing services, which led to reduced margins during that period. Although our capacity utilization rates have improved recently, we cannot assure you that we will be able to maintain or surpass our past profitability levels if we cannot consistently achieve or maintain relatively high capacity utilization rates.

If we are unable to manage our expansion effectively, our growth prospects may be limited and our future profitability may be affected.

We have significantly expanded our packaging and testing operations in recent years, and expect to continue to expand our operations in the future, including the expansion of our interconnect materials operations. In particular, we intend to provide total solutions covering all stages of the semiconductor manufacturing process to attract new customers and broaden our product range to include products packaged and tested for a variety of end use applications. In the past, we have expanded through both internal growth and the acquisition of new operations. Rapid expansion puts strain on our managerial, technical, financial, operational and other resources. As a result of our expansion, we have implemented and will continue to need to implement additional operational and financial controls and hire and train additional personnel.

Any failure to manage our growth effectively could lead to inefficiencies and redundancies and result in reduced growth prospects and profitability.

Because of the highly cyclical nature of our industry, our capital requirements are difficult to plan. If we cannot obtain additional capital when we need it, our growth prospects and future profitability may be adversely affected.

Our capital requirements are difficult to plan in our highly cyclical and rapidly changing industry. We will need capital to fund the expansion of our facilities as well as research and development activities in order to remain competitive. We believe that our existing cash and cash equivalents, short-term investments, expected cash flow from operations and existing credit lines under our short-term loan facilities will be sufficient to meet our capital expenditures, working capital, cash obligations under our existing debt and lease arrangements, and other requirements for at least the next twelve months. However, future capacity expansions or market or other developments may cause us to require additional funds. Our ability to obtain external financing in the future is subject to a variety of uncertainties, including:

- our future financial condition, results of operations and cash flows;
- general market conditions for financing activities by semiconductor companies; and
- economic, political and other conditions in Taiwan and elsewhere.

If we are unable to obtain funding in a timely manner or on acceptable terms, our growth prospects and future profitability may decline.

Restrictive covenants and broad default provisions in the agreements governing our existing debt may materially restrict our operations as well as adversely affect our liquidity, financial condition and results of operations.

We are a party to numerous loan and other agreements relating to the incurrence of debt, many of which include restrictive covenants and broad default provisions. In general, covenants in the agreements governing our existing debt, and debt we may incur in the future, may materially restrict our operations, including our ability to incur debt, pay dividends, make certain investments and payments and encumber or dispose of assets. In the event of a prolonged downturn in the demand for our services as a result of a downturn in the worldwide semiconductor industry or otherwise, we cannot assure you that we will be able to remain in compliance with our financial covenants which, as a result, may lead to a default. Furthermore, a default under one agreement may also trigger cross-defaults under our other agreements. In the event of default, we may not be able to cure the default or obtain a waiver on a timely basis, and our operations could be significantly disrupted or harmed. An event of default under any agreement governing our existing or future debt, if not cured or waived, could have a material adverse effect on our liquidity, financial condition and results of operations.

As a result of the reduced levels of operating cash flow due primarily to the recent downturn in the worldwide semiconductor industry, we had on occasion during 2001 failed to comply with certain financial covenants in some of our loan agreements. Such non-compliance may also have, through broadly worded cross-default provisions, resulted in default under some of the agreements governing our other existing debt. We have obtained waivers from the relevant lenders relating specifically to such non-compliance. In addition, we have repaid or refinanced all amounts owed under agreements containing cross-default provisions that we have identified which may have been triggered by such non-compliance. Such non-compliance has not had any significant effect on our ability to repay or refinance amounts due in respect of our existing debt. For these and other reasons, including our financial condition and our relationship with our lenders, no lender has to date sought and we do not believe that any of our lenders would seek to declare a default or enforce remedies in respect of our existing debt, as a result of cross-default provisions or otherwise, although we cannot provide any assurance in this regard.

We depend on select personnel and could be affected by the loss of their services.

We depend on the continued service of our executive officers and skilled technical and other personnel. Our business could suffer if we lose the services of any of these personnel and cannot adequately replace them. Although some of these management personnel have entered into employment agreements with us, they may nevertheless leave before the expiration of these agreements. We are not insured against the loss of any of our personnel. In particular, we may be required to increase substantially the number of these employees in connection with our expansion plans, and there is intense competition for their services in the semiconductor industry. We may not be able to either retain our present personnel or attract additional qualified personnel as and when needed. In addition, we may need to increase employee compensation levels in order to attract and retain our existing officers and employees and the additional personnel that we expect to require. A portion of the workforce at our facilities in Taiwan are foreign workers employed by us under work permits which are subject to government regulations on renewal and other terms. Consequently, our business could also suffer if the Taiwan regulations relating to the import of foreign workers were to become significantly more restrictive or if we are otherwise unable to attract or retain these workers at reasonable cost.

Criminal charges were brought in December 1998 by the district attorney for Taipei against Jason C.S. Chang, our Chairman, Richard H.P. Chang, our Vice Chairman and Chief Executive Officer, and Chang Yao Hung-ying, our director, and others for alleged breach of fiduciary duties owed to Hung Ching, an affiliate of ASE Inc., in their capacity as directors and officer of Hung Ching relating to a sale of land. ASE Inc. is not a party to these proceedings and we do not expect that these charges will result in any liability to us. In January 2001, the District Court of Taipei rendered a judgment finding Jason C.S. Chang and Chang Yao Hung-ying guilty of forgery of corporate and other documents and breach of fiduciary duties and Richard H.P. Chang not guilty. In January 2002, the High Court of Taiwan, the Republic of China, or ROC, rendered a judgment relating to the appeal of the judgment by the District Court, and found Jason C.S. Chang and Chang Yao Hung-ying guilty and Richard H.P. Chang not guilty. In order to comply with the Singapore Companies Act, Jason C.S. Chang and Chang Yao Hung-ying have both resigned as directors of our subsidiary, ASE Test. Neither Jason C.S. Chang nor Chang Yao Hung-ying believes that he or she committed any offense in connection with such transactions, and they are appealing the decision to the Supreme Court of Taiwan, ROC. If the convictions are not overturned on appeal, they will be required under ROC law to resign as directors and Jason C.S. Chang will be required to resign as Chairman of ASE Inc. See Business Legal Proceedings .

If we are not successful in developing and enhancing our in-house interconnect materials capabilities, our margins and profitability may be adversely affected.

We expect that we will need to offer more advanced interconnect materials designs and production processes in order to respond to competitive industry conditions and customer requirements. In particular, our competitive position will depend to a significant extent on our ability to design and produce interconnect materials that are comparable or better than those produced by independent suppliers and others. Many of these independent suppliers have dedicated greater resources than we have for the research and development and design and production of interconnect materials. In addition, we may not be able to acquire the technology and personnel that would enable us to further develop our in-house expertise and enhance our design and production capabilities. We expect to continue making investments in our subsidiary ASE Material Inc., or ASE Material, which focuses on the design and production of interconnect materials. In particular, we intend to further develop our in-house interconnect materials capabilities with a view to sourcing a majority of our substrate requirements by value from ASE Material by the end of 2002. If we are unable to maintain and enhance our in-house interconnect materials expertise to offer advanced interconnect materials that meet the requirements of our customers, we may become less competitive and our margins and profitability may suffer as a result.

If we are unable to obtain additional packaging and testing equipment or facilities in a timely manner and at a reasonable cost, our competitiveness and future profitability may be adversely affected.

The semiconductor packaging and testing business is capital intensive and requires significant investment in expensive equipment manufactured by a limited number of suppliers. The market for semiconductor packaging and testing equipment is characterized, from time to time, by intense demand, limited supply and long delivery cycles. Our operations and expansion plans depend on our ability to obtain a significant amount of this equipment from a limited number of suppliers, including, in the case of wire bonders, Kulicke & Soffa Industries Inc., and in the case of testers, Advantest Corporation, Agilent Technologies, Inc., Credence Systems Corporation, LTX Corporation, Schlumberger Limited and Teradyne, Inc. We have no binding supply agreements with any of our suppliers and acquire our packaging and testing equipment on a purchase order basis, which exposes us to changing market conditions and other substantial risks. For example, shortages of capital equipment could result in an increase in the price of equipment and longer delivery times. Semiconductor packaging and testing also requires us to operate sizeable facilities. If we are unable to obtain equipment or facilities in a timely manner, we may be unable to fulfill our customers orders, which could adversely affect our growth prospects as well as financial condition and results of operations.

Fluctuations in exchange rates could result in foreign exchange losses.

Currently, the majority of our revenues from packaging and testing services are denominated in U.S. dollars and NT dollars. Our costs of revenues and operating expenses associated with packaging and testing services, on the other hand, are incurred in several currencies, including NT dollars, U.S. dollars, Malaysian ringgit, Korean won, Philippine pesos, Singapore dollars and Hong Kong dollars. In addition, a substantial portion of our capital expenditures, primarily for the purchase of packaging and testing equipment, has been, and is expected to continue to be, denominated in U.S. dollars with much of the remainder in Japanese yen. Fluctuations in exchange rates, primarily among the U.S. dollar, the NT dollar and the Japanese yen, will affect our costs and operating margins. In addition, these fluctuations could result in exchange losses and increased costs in NT dollar and other local currency terms. Despite hedging and mitigating techniques implemented by us, fluctuations in exchange rates have affected, and may continue to affect, our financial condition and results of operations.

The loss of a major customer or termination of our strategic alliance and other commercial arrangements with semiconductor foundries and providers of other complementary semiconductor manufacturing services may result in a decline in our revenues and profitability.

Although we have over 200 customers, due in part to the concentration of market share in the semiconductor industry, we have derived and expect to continue to derive a large portion of our revenues from a small group of customers during any particular period. Our five largest customers together accounted for approximately 40%, 44% and 41% of our net revenues in 1999, 2000 and 2001, respectively. Other than Motorola, Inc. in 1999, and Motorola, Inc. and VIA Technologies, Inc. in 2000 and 2001, no other customer accounted for more than 10% of our net revenues in 1999, 2000 and 2001. The demand for our services from each customer is directly dependent upon that customer s level of business activity, which could vary significantly from year to year. The loss of a major customer may adversely affect our revenues and profitability.

Our strategic alliance with TSMC, the world s largest dedicated semiconductor foundry, as well as our other commercial arrangements with providers of other complementary semiconductor manufacturing services, enable us to offer total semiconductor manufacturing solutions to our customers. This strategic alliance and any of our other commercial arrangements may be terminated at any time. A termination of this strategic alliance and other commercial arrangements, and our failure to enter into substantially similar alliances and commercial arrangements, may adversely affect our competitiveness and our revenues and profitability.

All of our key customers operate in the cyclical semiconductor business and have in the past, and may in the future, vary order levels significantly from period to period. Some of these companies are relatively small, have limited operating histories and financial resources, and are highly exposed to the cyclicality of the industry. We cannot assure you that these customers or any other customers will continue to place orders with us in the future at the same levels as in prior periods. The loss of one or more of our significant customers, or reduced orders by any one of them, and our inability to replace these customers or make up for such orders could reduce our profitability. In addition, we have in the past reduced, and may in the future be requested to reduce, our prices to limit the level of order cancellations. Any price reduction would likely reduce our margins and profitability.

We depend on our agents for sales and customer service in North America and Europe. Any serious interruption in our relationship with these agents, or substantial loss in their effectiveness, could significantly reduce our revenues and profitability.

We depend on non-exclusive agents for sales and customer service in North America and Europe. Our sales agents help us identify customers, monitor delivery acceptance and payment by customers and, within parameters set by us, help us negotiate price, delivery and other terms with our customers. Purchase orders are placed directly with us by our customers. Our customer service agents provide customer service and after-sales support to our customers.

Currently, our sales and customer service agents perform services only for us and our subsidiaries but they are not owned or controlled by us. These agents are free to perform sales and support services for others, including our competitors. In particular, we may not be able to find an adequate replacement for these agents or to develop sufficient capabilities internally on a timely basis. Any serious interruption in our relationship with these agents or substantial loss in their effectiveness in performing their sales and customer service functions could significantly reduce our revenues and profitability.

Our revenues and profitability may decline if we are unable to obtain adequate supplies of raw materials in a timely manner and at a reasonable price.

Our packaging operations require that we obtain adequate supplies of raw materials on a timely basis. Shortages in the supply of raw materials experienced by the semiconductor industry have in the past resulted in occasional price increases and delivery delays. For example, in 1999 and the first half of 2000, the industry experienced a shortage in the supply of advanced substrates used in ball grid array, or BGA, packaging. We established ASE Material in 1997 to partially reduce this risk. However, we do not expect ASE Material to be able to provide sufficient raw materials to meet all of our requirements. Consequently, we will remain dependent on market supply and demand for our raw materials. We cannot assure you that we will be able to obtain adequate supplies of raw materials in a timely manner and at a reasonable price. Our revenues and earnings could decline if we were unable to obtain adequate supplies of high quality raw materials in a timely manner or if there were significant increases in the costs of raw materials that we could not pass on to our customers.

Any environmental claims or failure to comply with any present or future environmental regulations may require us to spend additional funds and may materially and adversely affect our financial condition and results of operations.

We are subject to a variety of laws and regulations relating to the use, storage, discharge and disposal of chemical by-products of, and water used in, our packaging and interconnect materials production process. Although we have not suffered material environmental claims in the past, the failure to comply with any present or future regulations could result in the assessment of damages or imposition of fines against us, suspension of production or a cessation of our operations. New regulations could require us to acquire costly equipment or to incur other significant expenses. Any failure on our part to control the use of, or adequately restrict the discharge of, hazardous substances could subject us to future liabilities that may have a material adverse effect on our financial condition and results of operations.

Our controlling shareholders may take actions that are not in, or may conflict with, our public shareholders best interest.

Members of the Chang family own, directly or indirectly, a controlling interest in our outstanding common shares. See Principal Shareholders . Accordingly, these shareholders will continue to have the ability to exercise a controlling influence over our business, including matters relating to:

- our management and policies;
- the timing and distribution of dividends; and
- the election of our directors and supervisors.

Members of the Chang family may take actions that you may not agree with or that are not in our or our public shareholders best interests.

We are a ROC company and, because the rights of shareholders under ROC law differ from those under U.S. law, you may have difficulty protecting your shareholder rights.

Our corporate affairs are governed by our Articles of Incorporation and by the laws governing corporations incorporated in the Republic of China. The rights of shareholders and the responsibilities of management and the members of the board of directors under ROC law are different from those applicable to a corporation incorporated in the United States. As a result, public shareholders of ROC companies may have more difficulty in protecting their interest in connection with actions taken by management or members of the board of directors than they would as public shareholders of a U.S. corporation.

Any impairment charges required under US GAAP may have a material adverse effect on our net income on a US GAAP reconciled basis.

Under currently effective US GAAP, we are required to evaluate our equipment, goodwill and other long-lived assets for impairment whenever there is an indication of impairment. If certain criteria are met, we are required to record an impairment charge. We can give no assurance that impairment charges will not be required in periods subsequent to December 31, 2001. Please see note 27 to our consolidated financial statements for a discussion of the criteria which, if met, may require impairment charges.

As a result of new standards under US GAAP that became effective on January 1, 2002, we are no longer permitted to amortize remaining goodwill. Total goodwill amortization expenses amounted to NT$1,070.9 million (US$70.6 million) under ROC GAAP for the year ended December 31, 2001. Starting from January 2002, all goodwill must be periodically tested for impairment. As of December 31, 2001, the goodwill under US GAAP amounted to NT$6,882.7 million (US$196.6 million). We currently are not able to estimate the extent and timing of any goodwill impairment charge for future years. Any goodwill impairment charge required under US GAAP may have a material adverse effect on our net income for periods subsequent to December 31, 2001 on a US GAAP reconciled basis. Please see note 28h to our consolidated financial statements for a discussion of the new standards under US GAAP.

The determination of an impairment charge at any given time is based significantly on our expected results of operation over a number of years subsequent to that time. As a result, an impairment charge is more likely to occur during a period when our operating results are otherwise already depressed.

Risks Relating to Taiwan, Republic of China

Strained relations between the Republic of China and the People s Republic of China could negatively affect our business and the market value of your investment.

Our principal executive offices and our principal packaging and testing facilities are located in Taiwan and approximately 77% of our net revenues in 2001 from packaging and testing services are derived from our operations in Taiwan. The Republic of China has a unique international political status. The People s Republic of China asserts sovereignty over all of China, including Taiwan. The People s Republic of China government does not recognize the legitimacy of the Republic of China government. Although significant economic and cultural relations have been established in recent years between the Republic of China and the People s Republic of China, relations have often been strained and the government of the People s Republic of China has indicated that it may use military force to gain control over Taiwan in some circumstances, such as the declaration of independence by the Republic of China. Relations between the Republic of China and the People s Republic of China have been particularly strained in recent years. Past developments in relations between the Republic of China and the People s Republic of China have on occasion depressed the market price of the securities of ROC companies. Relations between the Republic of China and the People s Republic of China and other factors affecting the political or economic conditions in Taiwan could have a material adverse effect on our financial condition and results of operations, as well as the market price and the liquidity of our ADSs and common shares.

In July 2000, our shareholders approved a resolution which authorizes our board of directors to make investments in the People s Republic of China. However, the Republic of China government currently restricts certain investments by ROC companies in the People s Republic of China. We do not know when or if such laws and policies governing investment in the People s Republic of China will be amended, and we cannot assure you that any such amendments to the Republic of China investment laws and policies will permit us to make an investment that we consider beneficial to us in the People s Republic of China in the future. As a result, our growth prospects and profitability may be adversely affected if we are restricted from making investments in the People s Republic of China and are not able to fully capitalize on the growth of the semiconductor industry in the People s Republic of China.

As a substantial portion of our business and operations are located in Taiwan, we are vulnerable to earthquakes, drought and other natural disasters, which could severely disrupt the normal operation of our business and adversely affect our earnings.

Taiwan is susceptible to earthquakes and has experienced severe earthquakes which caused significant property damage and loss of life, particularly in the central and eastern parts of Taiwan. These earthquakes damaged production facilities and adversely affected the operations of many companies involved in the semiconductor and other industries. We experienced no structural damage to our facilities and no damage to our machinery and equipment as a result of these earthquakes. There were, however, interruptions to our production schedule primarily as a result of power outage caused by the earthquakes. In addition, many areas in Taiwan are experiencing a severe drought. As of May 3, 2002, the

Taiwan authorities announced water rationing measures in the northern parts of Taiwan. If the drought continues and the authorities are unable to source water from alternative sources in sufficient quantities, we may be required to temporarily shut down or substantially reduce the operations of our facilities in the affected areas, which would seriously affect our operations.

While we maintain several insurance policies relating to our business, we do not currently carry any insurance coverage for interruptions in public utility services or any other business interruption insurance except in connection with fire. Should these interruptions occur, we will be exposed to substantial risks and may be liable for the full amount of any losses.

Our production facilities as well as many of our suppliers and customers and providers of complementary semiconductor manufacturing services, including foundries, are located in Taiwan. If our customers are affected by an earthquake, a drought or other natural disasters, it could result in a decline in the demand for our packaging and testing services. If our suppliers and providers of complementary semiconductor manufacturing services are affected, our production schedule could be interrupted or delayed. As a result, a major earthquake, drought, or other natural disasters in Taiwan could severely disrupt the normal operation of business and have a material adverse effect on our financial condition and results of operations.

Risks Relating to Ownership of ADSs

If an active market for our ADSs fails to be sustained, the price of our ADSs may fall.

Active, liquid trading markets generally result in lower price volatility and more efficient execution of buy and sell orders for investors, compared to less active and less liquid markets. Liquidity of a securities market is often a function of the volume of the underlying shares that are publicly held by unrelated parties. Although ADS holders are entitled to withdraw the common shares underlying the ADSs from the depositary at any time, ROC law requires that the common shares be held in an account in the ROC or sold for the benefit of the holder on the Taiwan Stock Exchange. In connection with any withdrawal of common shares from our ADR facility, the ADSs evidencing these common shares will be cancelled. Unless additional ADSs are issued, the effect of withdrawals will be to reduce the number of outstanding ADSs. If a significant number of withdrawals are effected, the liquidity of our ADSs will be substantially reduced. We cannot assure you that the ADS depositary will be able to arrange for a sale of deposited shares in a timely manner or at a specified price, particularly during periods of illiquidity or volatility.

As a holder of ADSs, your voting rights are limited by the terms of the deposit agreement. You will not be able to exercise your voting rights on an individual basis.

As a holder of ADRs evidencing ADSs, you will not be able to exercise voting rights on an individual basis. You may exercise your voting rights with respect to the underlying common shares only in accordance with the provisions of the deposit agreement. In particular, for any resolution to be proposed at a shareholders meeting, only holders who (1) have provided voting instructions in a timely manner in accordance with the provisions of the deposit agreement, and (2) together own at least 51% of the outstanding ADSs voting in the same manner, will be able to vote the common shares representing their ADSs in the manner set forth in their voting instructions. In all other cases, holders will be deemed to have authorized and directed the depositary to give a discretionary proxy to our Chairman or his designee to vote the common shares represented by their ADSs in any manner he or his designee may wish, which may not be in the interests of the holders.

You may not be able to participate in rights offerings and may experience dilution of your holdings.

We may, from time to time, distribute rights to our shareholders, including rights to acquire securities. Under the deposit agreement, the depositary will not distribute rights to holders of

ADSs unless the distribution and sale of rights and the securities to which these rights relate are either exempt from registration under the U.S. Securities Act of 1933, as amended, or the Securities Act, with respect to all holders of ADSs, or are registered under the provisions of the Securities Act. We can give no assurances that we can establish an exemption from registration under the Securities Act, and we are under no obligation to file a registration statement with respect to these rights or underlying securities or to endeavor to have a registration statement declared effective. Accordingly, holders of ADSs may be unable to participate in our rights offerings and may experience dilution of their holdings as a result.

If the depositary is unable to sell rights that are not exercised or not distributed or if the sale is not lawful or reasonably practicable, it will allow the rights to lapse, in which case you will receive no value for these rights.

Restrictions on the ability to deposit our common shares into our ADR facility may adversely affect the liquidity and price of our ADSs.

The ability to deposit our common shares into our ADR facility is restricted by ROC law. A significant number of withdrawals of our common shares underlying our ADSs would reduce the liquidity of our ADSs by reducing the number of ADRs outstanding. As a result, the prevailing market price of our ADSs may differ from the prevailing market price of our common shares on the Taiwan Stock Exchange. Under current ROC law, no person or entity, including you and us, may deposit our common shares into our ADR facility without specific approval of the ROC Securities and Futures Commission except where:

(1) we pay stock dividends on our common shares;

(2) we make a free distribution of our common shares;

(3) you exercise preemptive rights in the event of a capital increase for cash; or

(4) you purchase our common shares, directly or through the depositary, on the Taiwan Stock Exchange, and deliver our common shares to the custodian for deposit into our ADR facility. The depositary may issue ADSs against the deposit of our common shares only if the total number of ADSs outstanding following the deposit will not exceed the number of ADSs previously approved by the ROC Securities and Futures Commission, plus any additional ADSs issued pursuant to the events described in (1) through (3) above.

In addition, in the case of a deposit of common shares requested as described above, the depositary may refuse to accept our common shares for deposit if such deposit is not permitted under any restriction notified by us to the depositary from time to time. These restrictions may include blackout periods during which deposits may not be made and as well as limitations on the size and frequencies of deposits.

The value of your investment may be reduced by possible future sales of ADSs or common shares by us or our shareholders.

Except for the sale of ADSs to the underwriters, the selling shareholders have agreed with the underwriters not to dispose of any of our common shares or securities convertible into or exchangeable for common shares, including ADSs, during the period beginning from the date of this prospectus continuing through the date 90 days after the date of this prospectus, except with the prior written consent of the representative of the underwriters. Each of Jason C.S. Chang, Richard H.P. Chang, Chang Yao Hung-ying and Feng Mei-Jean has also entered into a similar 90-day lock-up agreement. In addition, we have agreed, subject to certain exceptions, not to issue any of our common shares, including common shares represented by ADSs, during the period beginning from the date of this prospectus continuing through the date 90 days after the date of this prospectus, except with the prior written consent of the representative. We have also agreed to cause each of our subsidiaries and controlled affiliates not to dispose of any of our common shares or securities convertible into or exchangeable for common shares, including ADSs, during the period beginning from the date of the prospectus continuing through the date 90 days after the date of this prospectus, except with the written consent of the representative. The representative may, in its discretion, waive or terminate these restrictions. See Common Shares Eligible for Future Sale for a more detailed discussion of restrictions that may apply to future sales of our ADSs or common shares.

While we are not aware of any plans by any major shareholders to dispose of significant numbers of common shares, we cannot assure you that one or more existing shareholders or owners of securities convertible or exchangeable into or exercisable for our common shares or ADSs will not dispose of significant numbers of common shares or ADSs. In addition, following completion of this offering, several of our subsidiaries and affiliates will continue to hold common shares, depositary shares representing common shares and options to purchase common shares or ADSs. We or they may decide to sell those securities in the future. See Principal Shareholders for a description of our significant shareholders and affiliates that hold our common shares. We cannot predict the effect, if any, that future sales of ADSs or common shares, or the availability of ADSs or common shares for future sale, will have on the market price of ADSs or common shares prevailing from time to time. Sales of substantial amounts of ADSs or common shares in the public market, or the perception that such sales may occur, could depress the prevailing market prices of our ADSs or common shares.

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

Under current ROC law, the depositary, without obtaining further approvals from the Central Bank of China or any other governmental authority or agency of the ROC, may convert NT dollars into other currencies, including U.S. dollars, for:

- the proceeds of the sale of common shares represented by ADSs or received as stock dividends from the common shares; and
- any cash dividends or distributions received from the common shares.

In addition, the depositary may also convert into NT dollars incoming payments for purchases of common shares for deposit in the ADR facility against the creation of additional ADSs. The depositary may be required to obtain foreign exchange approval from the Central Bank of China on a payment-by-payment basis for conversion from NT dollars into foreign currencies of the proceeds from the sale of subscription rights for new common shares. Although it is expected that the Central Bank of China will grant this approval as a routine matter, we cannot assure you that in the future any approval will be obtained in a timely manner, or at all.

Under current ROC law, a holder, without obtaining further approval from the Central Bank of China, may convert from NT dollars into other currencies, including U.S. dollars, the following:

- the proceeds of the sale of any underlying common shares withdrawn from the depositary receipt facility or received as a stock dividend; and
- any cash dividends or distribution received.

However, such holder may be required to obtain foreign exchange approval from the Central Bank of China on a payment-by-payment basis for conversion from NT dollars to foreign currencies of the proceeds from the sale of subscription rights for new common shares. Although the Central Bank of China is generally expected to grant this approval as a routine matter, we cannot assure you that you will actually obtain this approval in a timely manner, or at all.

Under the ROC Foreign Exchange Control Law, the Executive Yuan of the ROC government may, without prior notice but subject to subsequent legislative approval, impose foreign exchange controls in the event of, among others, a material change in international economic conditions. We cannot assure you that foreign exchange controls or other restrictions will not be introduced in the future.

The market value of your investment may fluctuate due to the volatility of the ROC securities market.

The ROC securities market is smaller and more volatile than the securities markets in the United States and in other 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 Index peaked at 12,495.3 in February 1990, and subsequently fell to a low of 2,560.5 in October 1990. On May 29, 2002, the Taiwan Stock Exchange Index closed at 5,623.2. The Taiwan Stock Exchange has experienced problems such as market manipulation, insider trading and payment defaults. The recurrence of these or similar problems could have a material adverse effect on the market price and liquidity of the securities of ROC companies, including our ADSs and common shares, in both the domestic and the international markets.

Purchasers of ADSs may incur dilution as a result of the practice among ROC technology companies of issuing stock bonuses and stock options to employees.

Similar to other ROC technology companies, we issue from time to time bonuses in the form of common shares valued at par under our employee stock bonus plan. In addition, under the revised ROC Company Law we may, upon approval from our board of directors and the ROC Securities and Futures Commission, establish an employee stock option plan. The issuance of these shares pursuant to stock bonuses or stock options may have a dilutive effect on your ADSs.

FORWARD-LOOKING STATEMENTS

This prospectus and information incorporated by reference includes forward-looking statements within the meaning of Section 27A of the Securities Act and Section 21E of the U.S. Securities Exchange Act of 1934, as amended, or the Exchange Act. Our forward-looking statements contain information regarding, among other things, our financial condition, results of operations, future expansion plans and business strategy. We have based these forward-looking statements on our current expectations about future events. Although we believe these expectations are reasonable, these forward-looking statements are inherently subject to risks, uncertainties and assumptions about us and events and circumstances that affect our business, including:

- the highly competitive semiconductor industry;
- our ability to introduce new packaging and testing technologies in order to remain competitive;
- our ability to successfully integrate future acquisitions;
- risks associated with international business activities;
- our business strategy;
- general economic and political conditions;
- possible disruptions in commercial activities caused by natural disasters or industrial accidents;
- our future expansion plans and capital expenditures;
- fluctuations in foreign currency exchange rates; and
- other risks identified in the Risk Factors section of this prospectus.

The words anticipate , believe , estimate , expect , intend , plan and similar expressions, as they relate to us, are intended to identify the forward-looking statements in this prospectus. You should not place undue reliance on these forward-looking statements, which apply only as of the date of this prospectus. These forward-looking statements are based on our own information and on information from other sources we believe to be reliable. Some of these forward-looking statements are derived from projections made and published by Dataquest and Electronic Trend Publications. We were not involved in the preparation of these projections. Our actual results may be materially less favorable than those expressed or implied by these forward-looking statements as a result of risks and other factors noted above and throughout this prospectus. We do not intend to update or revise any forward-looking statements whether as a result of new information, future events or otherwise.

USE OF PROCEEDS

ASE Investment, one of the selling shareholders named in the Selling Shareholders section of this prospectus, is our wholly-owned subsidiary. The net proceeds to ASE Investment from the sale of ADSs will be approximately US$115.0 million (assuming an initial offering price of US$4.25 per ADS, which is based on the closing price of the ADSs on the New York Stock Exchange on May 29, 2002), after deducting underwriting and estimated offering expenses. ASE Capital, which has granted the underwriters an option to purchase additional ADSs, is also our wholly-owned subsidiary. If the underwriters option to purchase additional ADSs is exercised in full, the net proceeds to ASE Capital from the sale of ADSs will be approximately US$17.5 million (assuming an initial offering price of US$4.25 per ADS, which is based on the closing price of the ADSs on the New York Stock Exchange on May 29, 2002), after deducting underwriting and estimated offering expenses.

ASE Investment intends to use the net proceeds from the sale of ADSs to retire its indebtedness. The following table sets forth the principal amount, the interest rate and the maturity of the borrowings that ASE Investment intends to repay by using NT$1,025.0 million (US$29.3 million) of the net proceeds from the sale of ADSs.

Principal Amount	Interest Rate	Maturity
(in millions)		
NT$ 110.0	6.00%	within one year
NT$ 300.0	5.58%	within one year
NT$ 300.0	5.68%	within one year
NT$ 97.0	5.75%	within one year
NT$ 250.0	6.63%	within one year

If the underwriters option to purchase additional ADSs is exercised in full, ASE Capital intends to use the net proceeds from the sale of the ADSs to retire its indebtedness. The following table sets forth the principal amount, the interest rate and the maturity of the borrowings that ASE Capital intends to repay by using NT$80.0 million (US$2.3 million) of the net proceeds from the sale of ADSs.

Principal Amount	Interest Rate	Maturity
(in millions)		
NT$20.0	4.58%	within one year
NT$70.0	5.58%	within one year

The remainder of the net proceeds from the sale of ADSs by ASE Investment, and if the underwriters option to purchase additional ADSs is exercised in full, from the sale of ADSs by ASE Capital, will be used to reduce the indebtedness of ASE Inc. The following table sets forth the principal amount, the interest rate and maturity of the borrowings we intend to reduce.

Principal Amount	Interest Rate	Maturity
(in millions)		
US$98.1	6.372%	within one year
NT$6,000.0	5.885%	within three years

Pending these uses, we expect to invest the net proceeds in short-term, interest-bearing securities or may use a portion of the funds temporarily for working capital or general corporate purposes.

We will not receive any of the proceeds from the sale of ADSs by Hung Ching, which is one of our affiliates.

MARKET PRICE INFORMATION FOR OUR COMMON SHARES

Our common shares were first issued in March 1984 and have been listed on the Taiwan Stock Exchange since July 1989. The Taiwan Stock Exchange is an auction market where the securities traded are priced according to supply and demand through announced bid and ask prices. As of April 30, 2002, there were an aggregate of 3,254,800,000 of our common shares outstanding. The following table sets forth, for the periods indicated, the high and low closing prices and the average daily volume of trading activity on the Taiwan Stock Exchange for the common shares and the high and low of the daily closing values of the Taiwan Stock Exchange Index.

	Closing Price per Share		Adjusted Closing Price per Share(1)		Average Daily Trading Volume	Taiwan Stock Exchange Index	
	High	Low	High	Low	(in thousands of shares)	High	Low
1997	158.00	52.00	53.94	12.86	109,038	10,116.8	6,820.3
1998	191.00	47.00	65.76	27.60	54,727	9,277.1	6,251.4
1999	117.00	51.00	72.80	29.94	43,438	8,608.9	5,474.8
2000	123.00	22.60	79.95	19.32	22,279	10,202.2	4,614.6
First Quarter	123.00	91.00	79.95	59.15	40,946	10,202.2	8,448.8
Second Quarter	119.50	89.50	77.67	58.17	18,974	10,186.2	8,120.9
Third Quarter	95.00	43.10	61.75	36.84	12,496	8,585.5	6,432.4
Fourth Quarter	43.00	22.60	36.84	19.32	18,282	6,432.4	4,614.6
2001	38.80	14.00	34.20	14.00	22,799	6,104.2	3,446.3
First Quarter	38.80	22.50	33.16	19.23	34,321	6,104.2	4,743.9
Second Quarter	29.60	21.00	25.30	17.95	16,275	5,797.9	4,768.5
Third Quarter	22.60	14.00	20.20	14.00	14,249	4,886.9	3,493.8
Fourth Quarter	34.20	14.40	34.20	14.40	27,237	5,551.2	3,446.3
October	18.20	14.40	18.20	14.40	12,788	4,065.1	3,446.3
November	24.90	17.60	24.90	17.60	24,901	4,608.3	3,929.7
December	34.20	23.70	34.20	23.70	43,145	5,551.2	4,441.1
2002	38.50	26.00	38.50	26.00	26,881	6,462.3	5,443.2
First Quarter	35.80	26.00	35.80	26.00	32,486	6,242.6	5,488.3
January	33.70	27.80	33.70	27.80	27,923	6,007.3	5,488.3
February	28.90	26.00	28.90	26.00	17,280	5,968.6	5,499.8
March	35.80	27.00	35.80	27.00	45,956	6,242.6	5,680.8
Second Quarter (through May 29)	38.50	29.70	38.50	29.70	18,748	6,462.3	5,443.2
April	38.50	33.00	38.50	33.00	23,511	6,462.3	6,059.2
May (through May 29)	34.10	29.70	34.10	29.70	13,483	6,065.7	5,443.2

(1) As adjusted retroactively by the Taiwan Stock Exchange to give effect to stock dividends paid in the periods indicated. See Dividends and Dividend Policy .

The performance of the Taiwan Stock Exchange has in recent years been characterized by extreme price volatility. There are currently limits on the range of daily price movements on the Taiwan Stock Exchange. See Annex A The Securities Markets of the ROC The Taiwan Stock Exchange .

MARKET PRICE INFORMATION FOR OUR ADSs

Our ADSs have been listed on the New York Stock Exchange under the symbol ASX since September 26, 2000. The outstanding ADSs are identified by the CUSIP number 00756M404. As of April 30, 2002, a total of 43,022,558 ADSs were outstanding. The table below shows, for the periods indicated, the high and low closing prices and the average daily volume of trading activity on the New York Stock Exchange for our ADSs and the highest and lowest of the daily closing values of the New York Stock Exchange Index. The closing price for our ADSs on the New York Stock Exchange on May 29, 2002 was US$4.25 per ADS.

	Closing Price per ADS		Adjusted Closing Price per ADS(1)		Average Daily Trading Volume	New York Stock Exchange Index	
	High	Low	High	Low	(In thousands of ADSs)	High	Low
	US$	US$	US$	US$			
2000	6.75	3.06	5.77	2.62	28	667.87	624.12
Fourth Quarter	6.75	3.06	5.77	2.62	28	667.87	624.12
2001	6.05	1.75	5.17	1.75	97	666.57	504.21
First Quarter	6.05	3.06	5.17	2.62	90	666.57	566.35
Second Quarter	4.55	2.99	3.89	2.56	128	663.56	572.08
Third Quarter	3.25	1.75	3.00	1.75	47	627.27	504.21
Fourth Quarter	5.07	2.15	5.07	2.15	114	594.38	542.05
October	2.66	2.15	2.66	2.15	122	566.58	542.05
November	3.59	2.64	3.59	2.64	88	588.23	555.96
December	5.07	3.35	5.07	3.35	129	594.38	569.27
2002	5.54	3.75	5.54	3.75	134	609.53	557.49
First Quarter	5.35	3.75	5.35	3.75	122	609.53	557.49
January	4.97	3.92	4.97	3.92	99	596.57	564.93
February	4.15	3.75	4.15	3.75	49	579.20	557.49
March	5.35	4.15	5.35	4.15	216	609.53	588.63
Second Quarter (through May 29)	5.54	4.25	5.54	4.25	146	598.38	565.35
April	5.54	4.66	5.54	4.66	165	598.38	568.43
May (through May 29)	5.00	4.25	5.00	4.25	125	585.78	565.35

(1) As adjusted retroactively to give effect to stock dividends paid in the periods indicated.

The ADSs offered in this offering will be fully fungible with, will be identified by the same CUSIP number and will be eligible for trading under the same New York Stock Exchange trading symbol as, the existing ADSs.

DIVIDENDS AND DIVIDEND POLICY

To date we have not paid cash dividends on our common shares, and we expect that we will continue to pay a substantial portion, if not all, of our dividends in the form of shares. We have paid annual stock dividends on our common shares since 1989. We do not expect to pay dividends in 2002 with respect to the results of the preceding fiscal year because of our net loss in 2001.

The following table sets forth the aggregate number of outstanding common shares entitled to dividends, as well as the stock dividends paid during each of the years indicated. The stock dividends per common share represent dividends paid in the fiscal year for common shares outstanding on the record date applicable to the payment of these dividends.

	Stock Dividends Per Common Share(1)		Total Common Shares Issued as Stock Dividends	Outstanding Common Shares on Record Date(2)	Percentage of Outstanding Common Shares Represented by Stock Dividends
1995	NT$3.60	US$0.14	93,600,000	260,000,000	36.0%
1996	8.00	0.29	319,840,000	399,800,000(3)	80.0
1997	3.80	0.14	277,020,000	729,000,000	38.0
1998	7.20	0.21	732,240,000	1,017,000,000	72.0
1999	1.07	0.03	190,460,000	1,780,000,000	10.7
2000	3.15	0.10	623,811,852	1,980,355,086	31.5
2001	1.70	0.05	467,840,000	2,752,000,000	17.0

(1) Holders of common shares receive as a stock dividend the number of common shares equal to the NT dollar value per common share of the dividend declared multiplied by the number of common shares owned and divided by the par value of NT$10 per share. Fractional shares are not issued but are paid in cash.

(2) Aggregate number of common shares outstanding on the record date applicable to the dividend payment. Includes common shares issued in the previous year under our employee bonus plan.

(3) Includes 43,000,000 common shares issued in connection with an offering of global depositary shares in July 1995.

We have historically paid stock dividends on our common shares with respect to the results of the preceding year after approval by our shareholders at the annual general meeting of shareholders. The form, frequency and amount of future cash or stock dividends on our common shares and ADSs will depend upon our earnings, cash flow, financial condition and other factors. See Description of Common Shares Dividends and Distributions and note 15 to our consolidated financial statements.

In general, we are not permitted to distribute dividends or make other distributions to shareholders for any year where we did not record net income or retained earnings (excluding reserves). The ROC Company Law also requires that 10% of annual net income (less prior years losses, if any) be set aside as a legal reserve until the accumulated legal reserve equals our paid-in capital. In addition, our Articles of Incorporation require that before a dividend is paid out of our annual net income:

- up to 2% of our annual net income (less any gains on the disposal of fixed assets, prior years losses and legal and special reserves, if any) should be paid to our directors and supervisors as compensation; and

- between 5% and 7% of the annual net income (less any gains on the disposal of fixed assets, prior years losses and legal and special reserves, if any) should be paid to our employees as bonuses; the 5% portion is to be distributed to all employees in accordance with our employee bonus plan, while any portion exceeding 5% is to be distributed in accordance with rules established by our board of directors to individual employees who have been recognized as having made special contributions to our company.

Holders of ADSs will be entitled to receive dividends, subject to the terms of the deposit agreement, to the same extent as the holders of the common shares. Cash dividends will be paid to the depositary in NT dollars and, except as otherwise described under Description of American Depositary Receipts Dividends and Distributions Distributions of Cash , will be converted by the depositary into U.S. dollars and paid to holders of ADSs according to the terms of the deposit agreement. Stock dividends will be distributed to the depositary and, except as otherwise described under Description of American Depositary Receipts Dividends and Distributions Distributions of Shares , will be distributed by the depositary, in the form of additional ADSs, to holders of ADSs according to the terms of the deposit agreement.

Holders of outstanding common shares on a dividend record date will be entitled to the full dividend declared without regard to any prior or subsequent transfer of common shares. Accordingly, purchasers of ADSs holding outstanding ADSs on the relevant dividend record date will, subject to the terms of the deposit agreement, be entitled to the full amount of any dividend declared at our next general meeting of the shareholders.

For information relating to ROC withholding taxes payable on dividends, see Taxation ROC Taxation Dividends . For information relating to ROC foreign exchange approvals required for the conversion by the depositary of dividends on common shares from NT dollars into U.S. dollars for the payment to holders of ADSs, see Annex B Foreign Investment and Exchange Controls in the ROC Depositary Receipts .

EXCHANGE RATES

Fluctuations in the exchange rate between NT dollars and U.S. dollars will affect the U.S. dollar equivalent of the NT dollar price of the common shares on the Taiwan Stock Exchange and, as a result, will likely affect the market price of the ADSs. Fluctuations will also affect the U.S. dollar conversion by the depositary of cash dividends paid in NT dollars on, and the NT dollar proceeds received by the depositary from any sale of, common shares represented by ADSs, in each case, according to the terms of the deposit agreement.

The following table sets forth, for the fiscal years indicated, information concerning the number of NT dollars for which one U.S. dollar could be exchanged based on the noon buying rate for cable transfers in NT dollars as certified for customs purposes by the Federal Reserve Bank of New York.

	NT Dollars per U.S. Dollar Noon Buying Rate			
	Average	**High**	**Low**	**Period-End**