



Handbook for the 2016 Annual Meeting of Shareholders

(TRANSLATION)

Meeting Date: June 24, 2016

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MediaTek Inc.
Procedure for the 2016 Annual Meeting of Shareholders

1. Call the Meeting to Order
2. Chairman Remarks
3. Proposed Resolutions
4. Report Items
5. Acknowledgements
6. Proposed Resolutions
7. Extemporaneous Motions
8. Meeting Adjourned

MediaTek Inc.
Year 2016
Agenda of Annual Meeting of Shareholders

Time: 9:00 a.m., June 24, 2016 (Friday)

Venue: International Convention Center, MediaTek
No. 1, Dusing 1st Road, Hsinchu Science Park, Hsinchu City, Taiwan R.O.C.

Agenda:

1. Call the Meeting to Order
2. Chairman Remarks
3. Proposed Resolutions
 - (1). Amendments to the Company's "Articles of Incorporation"
4. Report Items
 - (1). 2015 Business Report
 - (2). Audit Committee's Review Report on the 2015 Financial Statements
 - (3). Report on 2015 employees' compensation and remuneration to Directors
 - (4). Promulgation of the Company's "Ethical Corporate Management Best Practice Principles"
 - (5). Promulgation of the Company's "Corporate Social Responsibility Best Practice Principles"
5. Acknowledgements
 - (1). Adoption of the 2015 Business Report and Financial Statements
 - (2). Adoption of the Proposal for Distribution of 2015 Profits
6. Proposed Resolutions
 - (2). Discussion on the issuance of Restricted Stock Awards
7. Extemporaneous Motions
8. Meeting Adjourned

Proposed Resolutions

Proposal (1)

Proposed by the Board of Directors

Subject: Amendments to the Company's "Articles of Incorporation".

Descriptions:

- (1). To accommodate with Articles 235, 235-1 and 240 of the Company Act, the Company plans to amend the Company's "Articles of Incorporation".
- (2). The comparison table illustrating the original and amended texts of the "Articles of Incorporation" is available on page 25-26, Attachment 5.

Resolution:

Report Items

Report item (1)

Proposed by the Board of Directors

Subject: MediaTek's 2015 Business Report.

Descriptions: MediaTek's 2015 Business Report is attached on page 11, Attachment 1.

Report item (2)

Proposed by the Board of Directors

Subject: Audit Committee's Review Report on the 2015 Financial Statements.

Descriptions: 2015 Audit Committee's Review Report is attached on page 12, Attachment 2.

Report item (3)

Proposed by the Board of Directors

Subject: Report on 2015 employees' compensation and remuneration to Directors.

Descriptions:

- (1). According to the revised Article of Incorporation of the Company, if there is any profit for a specific fiscal year, the Company shall allocate no less than 1% of the profit as employees' compensation and shall allocate at a maximum of 0.5% of the profit as remuneration to Directors, provided that the Company's accumulated losses shall have been covered in advance.
- (2). The Board has adopted a proposal for distribution of 2015 profit as follows: employees' compensation is NT\$351,232,467 and the remuneration to Directors is NT\$ 47,416,383; both shall be paid in cash.

Report item (4)

Proposed by the Board of Directors

Subject: Promulgation of the Company's "Ethical Corporate Management Best Practice Principles".

Descriptions: The "Ethical Corporate Management Best Practice Principles" is available on page 27-31, Attachment 6.

Report item (5)

Proposed by the Board of Directors

Subject: Promulgation of the Company's "Corporate Social Responsibility Best Practice Principles".

Descriptions: The "Corporate Social Responsibility Best Practice Principles" is available on page 32-36, Attachment 7.

Acknowledgements

Acknowledgement (1)

Proposed by the Board of Directors

Subject: Adoption of the 2015 Business Report and Financial Statements.

Descriptions:

- (1). MediaTek's 2015 Financial Statements, including the balance sheets, statements of comprehensive income, statements of changes in equity, and statements of cash flows, were audited by independent auditors Jia-Ling Tu and Chin-Lai Wang of Ernst & Young.
- (2). For the 2015 Business Report, Independent Auditors' Report, and the aforementioned Financial Statements, please refer to page 11, Attachment 1, page 13-18, Attachment 3, and page 19-24, Attachment 4.

Resolution:

Acknowledgement (2)

Proposed by the Board of Directors

Subject: Adoption of the Proposal for Distribution of 2015 Profits.

Descriptions:

- (1). The proposal for distribution of 2015 profits (proposed by the Board of Directors).
- (2). Please refer to the 2015 profit distribution table below:

Descriptions	Amount (NTD)	Remarks
Unappropriated retained earnings of previous years	\$70,247,995,538	
Plus: Net income of 2015	25,958,429,394	
Plus: Remeasurements of the defined benefit plan	269,861,685	
Earnings available for distribution	96,476,286,617	
Distribution items:		
Legal reserve	(2,595,842,939)	
Dividend to common shareholders	(17,287,420,546)	Cash dividend of NT\$11 per share; No stock dividend.
Unappropriated retained earnings	76,593,023,132	

Note:

1. Cash dividend distributions are made based on MediaTek's outstanding shares of 1,571,583,686 shares as of April 28, 2016.
2. Cash dividend distributions are calculated by the distribution ratio and rounded down to dollar. Fractional shares distributed which are less than one dollar will be aggregated in the Company's other income.
3. According to the Board resolution on April 29, 2016, the Chairman is authorized to determine the cash dividend record date and payment date upon the approval of the profit distribution proposal at the Annual Meeting of Shareholders. The total amount of outstanding shares is subject to change and the ultimate cash dividend to be distributed to each share will be adjusted according to the Company's subsequent share repurchase, transfer or cancellation of treasury stocks, exercise of employee stock options or other matters, the Chairman will be authorized to adjust the cash payment ratio based on the number of outstanding shares on the cash dividend record date.

Chairman: Ming-Kai Tsai

President: Ching-Jiang Hsieh

Chief Financial Officer: David Ku

Resolution:

Proposed Resolutions

Proposal (2)

Proposed by the Board of Directors

Subject: Discussion on the issuance of Restricted Stock Awards

Descriptions:

To retain and attract talents, it is proposed to issue Restricted Stock Awards in accordance with Article 267 of the Company Act and the Regulations Governing the Offering and Issuance of Securities by Securities Issuers (the "Offering Regulations") issued by Financial Supervisory Commission.

1. Expected issue price:
The current issue is gratuitous.
2. Expected total amounts(shares) of issuance:
The number of shares issued by the Company under this plan shall not exceed 17,500,000 common shares, each share having a par value of NT\$ 10, for a total amount of NT\$ 175,000,000. The total number of proposed shares is equivalent to 1.11% of the Company outstanding common shares. It is allowed to register multiple issuances over a period of 1 year from the date of the resolution of the shareholders' general meeting.
3. Determination of the terms and conditions:
 - 3.1 Vesting Conditions:
 - 3.1.1 Employee's continuous employment with the Company through the vesting dates, no violation on any terms of the Company's employment agreement, employee handbook, or policies and achievement of both personal performance criterion and the Company's operation objectives during the vesting period are required to receive the vested shares. The maximum portions of the vesting shares of each year are 15%, 35%, and 50% for year 2017, 2018, and 2019 respectively. The actual portions of the vesting shares shall be determined by achievement of both personal performance and the Company's operation objectives.
 - 3.1.2 To determine the achievement of the Company's operation objectives, four indexes and their respective target achievement levels are set as below:
Indexes: Revenue, Gross Margin, Operating Margin, and ROE;
Target achievement levels: low, medium, and high.
Each index's target objective range in Y2016 is set as below table, Y2017 and Y2018's target should grow comparing to the previous year. To receive the vested shares, the targets in at least two indexes out of the four have to be met. The vesting portion is determined by the two indexes which meet the highest target achievement levels. The vesting portion of shares is different by target achievement levels: low-40%, medium-70%, and high-100%. If the target achievement levels of the two indexes are different, the higher target achievement level of the two will be taken. However, if the target achievement levels of the two indexes are different and located in high and low target level only, the medium target achievement level will be used for purpose of determining the vesting portion. The judgments of numbers of indexes meeting the target and the achievement level shall be based on the consolidated financial statements certified by a certified public accountant for the most recent fiscal year prior to the end of each vesting period.

Index	Revenue	Gross Margin	Operating Margin	ROE
2016	NT\$ 234.6 to 255.9 billion	35 to 40%	7 to 11%	6.5 to 12.5%

- 3.2 Handling of employee's failure to meet the vesting conditions:
The Company will redeem the issued restricted employee shares and cancel the full number of the shares in accordance with the terms of the issuance rules set by the Company.
4. Qualification requirements for employees:
- 4.1 To protect shareholder's interest, the Company shall cautiously manage the program. Regular employees of the Company who are already employed on the date that the restricted employee shares are awarded and meet certain performance requirements shall be eligible to Restricted Stock Awards Plan. The award will be limited to employees who are: (a) highly related to the future strategy and development of the Company (b) critical to the Company's business operation (c) key technical talent.
- 4.2 The number of granted shares shall be determined by seniority, position, performance, overall contribution, special contribution and other meaningful factors in management. The results of shares distribution shall be reviewed by Chairman and obtain approval in the meeting of the Board of Directors. However, for employees who are managerial officers or the Board members, the award of such shares is subject to approval by the Compensation Committee.
- 4.3 Compensation Committee members, employees possessing over 10% of the Company common shares and the Board members who are not Company's employees are not eligible to the program.
- 4.4 The sum of the cumulative number of shares granted to each employee shall be in accordance with the applicable laws and regulations in Offering Regulations.
5. The reason why it is necessary to issue restricted stocks for employees:
To retain and attract talents, enhance employees' sense of belonging to the Company, and foster the best interests of the Company and its shareholders, so as to ensure the alignment of the Company's employees and shareholders' interests.
6. Calculated expense amount:
The Company shall value the shares' fair market value and record expenses during the vesting period annually. The maximum expense is approximately in the amount of NT\$ 3,003,636,000 calculated based on the closing share price on April 18, 2016. The amortized expense estimated to be in the amount of NT\$ 492,263,000, NT\$ 1,326,606,000, NT\$ 851,030,000, and NT\$ 333,737,000 for 2016, 2017, 2018 and 2019, respectively, under the assumption of issuance around the end of August in 2016.
7. Dilution of EPS and other factors affecting shareholder's equity:
The maximum dilution of the Company's EPS is estimated to be approximately in the amount of NT\$ 0.31, NT\$ 0.84, NT\$ 0.54 and NT\$0.21 for 2016, 2017, 2018 and 2019, respectively. There is a limited dilution of the Company's future EPS, and there is no material impact on existing shareholders' equity.
8. Restriction on the rights associated with shares that have not yet vested:
During the vesting period, employee may not sell, pledge, transfer, give to another person, create any encumbrance on, or otherwise dispose of, restricted employee shares.
9. Other important stipulations:
The Restricted Stock Awards issued may be deposited in a security trust account.
10. Any other matters that need to be specified:
- 10.1 If some revision or adjustment has to be made due to the competent authority's instruction, amendment to the laws and regulations, financial market conditions or other objective circumstances, it is proposed that the Annual Shareholders' Meeting authorizes the Board of Directors or the appointed person by the Board of Directors with full power and authority to handle all the issues regarding the issuance of Restricted Stock Awards.

10.2 With respect to the issuance of Restricted Stock Awards, the relevant restrictions, important agreements and any other matters not set forth here shall be dealt with in accordance with the applicable laws and regulations and the issuance rules set by the Company.

Resolution:

Extemporaneous Motions

Meeting Adjourned

Attachment

Attachment 1

MediaTek Inc. 2015 Business Report

Dear Shareholders:

2015 was a year filled with opportunities and challenges for global semiconductor industry. Various kinds of innovative end applications came out, bringing the market new highlights. However, global economic fluctuation and uncertainty made customer demand more volatile than market expectations. Meanwhile, the entire IC design industry accelerated the speed of specification upgrade and market pricing competition became more severe. MediaTek actively responded to the dynamic industry and competitive situation, thanks to our employees' dedication, MediaTek achieving full year consolidated net revenues of NT \$213.3 billion and consolidated earnings per share of NT \$16.60.

Leveraging the foundation of 2G and 3G, MediaTek has been playing an important role in global smartphone market for the past four years. With rapid migration to LTE in Mainland China in 2015, MediaTek seized the opportunities and achieved several milestones. For example, MediaTek's shipments of LTE chipsets significantly grew 5 times to 150 million units and market shares in made-in-China LTE smartphone doubled to 40%. Also, MediaTek kept sharpening technology capability, upgrading world-mode LTE chipsets to CAT6 with carrier aggregation. In addition, MediaTek persisted in global market expansion by introducing Helio, brand name of premium mobile processor family in 2015. Helio had won around one hundred design wins in both international and regional brands' mainstream and premium models. Meanwhile, MediaTek closely works with operators and brand customers to expand business opportunities in Europe and United States markets. Numerous MediaTek-inside LTE smartphones are available in Europe and United States. All these achievements showed MediaTek's strong ambition and execution.

Powering with own advantages, MediaTek continuously explored business opportunities in other consumer electronic products such as leading the industry to launch Android TV with Google and standing out in the trend of Internet of Things with highly-integrated and low-power solutions as well as software services. MediaTek's software development kits have been certified by Apple HomeKit to support customers on smart home applications. Various MediaTek-inside new applications like smart watch, smart shoes and smart bands already lead a wave to the market.

Aside from the competitive edge enhancement of existing products, MediaTek goes on strengthening cross-platform advantages. The acquisitions of Richtek Technology, Ilitek and Alpha Image Technology extended IP portfolio to analog products, LCD drive IC and image signal processor, bringing MediaTek more niches and lifting long-term competition barrier.

Other than successful business expansion, MediaTek earned recognition from a number of international institutions. For example, MediaTek was awarded by Thomson Reuters' "Top 100 Global Innovators" for the second consecutive years and it was the only Taiwanese company selected. Meanwhile, MediaTek was honored "Outstanding Asia Pacific Semiconductor Company Award" for the fourth consecutive year and chairman Mr. Ming-Kai Tsai was elected as a winner of "Dr. Morris Chang Exemplary Leadership Award" by the Global Semiconductor Alliance (GSA). In addition, MediaTek's efforts on branding were recognized in "Taiwan Top 20 Global Brands 2015", which was hosted by Ministry of Economic Affairs and co-hosted by Interbrand. Moreover, MediaTek published six research papers in the ISSCC, which was the highest amount among Taiwanese companies and set the record as the only Taiwanese company to be selected for 13 consecutive years.

Looking forward, with the fundamentals in core business of mobile communication and home entertainment, MediaTek will extend the advantages to IoT, automotive electronics and adjacent markets. MediaTek will continue to strengthen global competitive edge, provide customers total solutions and services and deliver more shareholder values. Last but not the least, we would like to thank you - our shareholders - for your continuous support and belief in our efforts.

Chairman: Ming-Kai Tsai

President: Ching-Jiang Hsieh

Chief Financial Officer: David Ku

Attachment 2

Audit Committee's Review Report

The Board of Directors has prepared the Company's 2015 Business Report, Financial Statements, and proposal for allocation of profits. The CPA firm of Ernst & Young was retained to audit MediaTek's Financial Statements and has issued an audit report relating to the Financial Statements. The Business Report, Financial Statements, and profit allocation proposal have been reviewed and determined to be correct and accurate by the Audit Committee members of MediaTek. According to Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Law, we hereby submit this report.

To MediaTek Inc. 2016 Annual General Shareholders' Meeting

MediaTek Inc.

Chairman of the Audit Committee: Chung-Yu Wu

April 29, 2016

English Translation of a Report Originally Issued in Chinese

Independent Auditors' Report

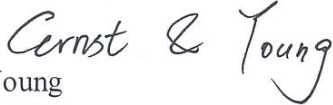
To the Board of Directors and Shareholders
of MediaTek Inc.

We have audited the accompanying consolidated balance sheets of MediaTek Inc., and its subsidiaries as of December 31, 2015 and 2014 and the related consolidated statements of comprehensive income, changes in equity, and cash flows for the years ended December 31, 2015 and 2014. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with the Rules Governing Auditing and Certification of Financial Statements by Certified Public Accountants and generally accepted auditing standards in the Republic of China (R.O.C.). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the consolidated financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of MediaTek Inc. and its subsidiaries as of December 31, 2015 and 2014, and the results of its operations and its cash flows for the years ended December 31, 2015 and 2014, in conformity with requirements of the Regulations Governing the Preparation of Financial Reports by Securities Issuers, and International Financial Reporting Standards, International Accounting Standards, International Financial Reporting Interpretations committee and Standing Interpretations Committee as endorsed by Financial Supervisory Commission.

The Company has prepared its parent company only financial statements as of December 31, 2015 and 2014 and for the years then ended. We have expressed an unqualified opinion on those parent company only financial statements.


Ernst & Young
CERTIFIED PUBLIC ACCOUNTANTS
March 17, 2016
Taipei, Taiwan
Republic of China

Notice to Readers

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

The accompanying consolidated financial statements are intended only to present the consolidated financial position, results of operations and cash flows in accordance with accounting principles and practices generally accepted in the R.O.C. and not those of any other jurisdictions. The standards, procedures and practices to audit such consolidated financial statements are those generally accepted and applied in the R.O.C.

English Translation of Financial Statements Originally Issued in Chinese
MEDIA TEK INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
As of December 31, 2015 and 2014
(Amounts in thousands of New Taiwan Dollars)

ASSETS	Notes	December 31, 2015	%	December 31, 2014	%
Current assets					
Cash and cash equivalents	4, 6(1)	\$ 153,279,687	44	\$ 192,797,506	55
Financial assets at fair value through profit or loss-current	4, 5, 6(2)	3,836,003	1	3,547,217	1
Available-for-sale financial assets-current	4, 5, 6(3)	7,763,131	2	7,575,242	2
Held-to-maturity financial assets-current	4, 6(5)	1,257,437	-	288,378	-
Debt instrument investments for which no active market exists-current	4, 6(6), 8	761,282	-	1,086,146	-
Trade receivables, net	4, 5, 6(7)	16,195,318	4	12,552,399	4
Other receivables	6(7), 7	2,996,512	1	5,296,078	2
Current tax assets	4, 5	319,202	-	47,323	-
Inventories, net	4, 5, 6(8)	24,130,344	7	22,341,336	6
Prepayments		2,192,349	1	2,247,248	1
Other current assets		2,141,910	1	776,062	-
Total current assets		<u>214,873,175</u>	<u>61</u>	<u>248,554,935</u>	<u>71</u>
Non-current assets					
Financial assets at fair value through profit or loss-noncurrent	4, 5, 6(2)	5,967,301	2	4,040,793	1
Available-for-sale financial assets-noncurrent	4, 5, 6(3)	8,698,862	3	4,894,091	1
Held-to-maturity financial assets-noncurrent	4, 6(5)	266,498	-	127,787	-
Financial assets measured at cost-noncurrent	4, 6(4)	4,901,012	1	3,782,384	1
Debt instrument investments for which no active market exists-noncurrent	4, 6(6), 8	261,068	-	946	-
Investments accounted for using the equity method	4, 6(9)	2,718,990	1	2,154,613	1
Property, plant and equipment	4, 6(10), 6(26)	34,390,077	10	23,294,555	7
Investment property	4, 6(11)	275,590	-	-	-
Intangible assets	4, 6(12), 6(13), 6(26), 7	75,430,673	21	60,757,826	17
Deferred tax assets		2,997,362	1	3,196,429	1
Refundable deposits		239,755	-	194,392	-
Long-term prepaid rent		150,864	-	119,920	-
Other non-current assets-others		78,429	-	-	-
Total non-current assets		<u>136,376,481</u>	<u>39</u>	<u>102,563,736</u>	<u>29</u>
Total assets		<u>\$ 351,249,656</u>	<u>100</u>	<u>\$ 351,118,671</u>	<u>100</u>

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

Chairman : Ming-Kai Tsai

President : Ching-Jiang Hsieh

Chief Financial Officer : David Ku

English Translation of Financial Statements Originally Issued in Chinese

MEDIA TEK INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS

As of December 31, 2015 and 2014

(Amounts in thousands of New Taiwan Dollars)

LIABILITIES AND EQUITY		December 31, 2015	December 31, 2014
	Notes	\$	\$
Current liabilities			
Short-term borrowings	6(14)	49,123,477	46,160,593
Financial liabilities at fair value through profit or loss-current	4, 5, 6(2)	32,194	50,393
Trade payables		15,511,132	13,927,964
Trade payables to related parties	7	645,120	677,196
Other payables	6(15)	31,558,621	32,766,959
Current tax liabilities	4, 5, 6(24)	2,269,892	7,322,589
Other current liabilities		2,069,823	676,082
Current portion of long-term liabilities		56,212	38,062
Total current liabilities		101,266,471	101,619,838
Non-current liabilities			
Long-term payables		-	53,920
Net defined benefit liabilities-noncurrent	4, 6(16)	755,371	940,996
Deposits received	7	169,738	121,643
Deferred tax liabilities	4, 5, 6(24)	1,814,256	629,651
Non-current liabilities-others		156,935	146,876
Total non-current liabilities		2,896,300	1,893,086
Total liabilities		104,162,771	103,512,924
Equity attributable to owners of the parent			
Share capital	6(17)		
Common stock		15,715,837	15,714,455
Capital collected in advance		-	467
Capital surplus	4, 6(17), 6(18), 6(27)	88,354,178	88,047,914
Retained earnings	6(17)	32,032,476	27,392,687
Legal reserve		-	895,749
Special reserve		-	-
Undistributed earnings		96,476,287	108,566,733
Other equity	6(17)	7,904,918	6,606,113
Treasury shares	4, 6(17)	(55,970)	(55,970)
Equity attributable to owners of the parent		240,427,726	247,168,148
Non-controlling interests			
Total equity		6,659,159	437,599
		247,086,885	247,605,747
Total liabilities and equity		\$ 351,249,656	\$ 351,118,671
		100	100

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

Chairman : Ming-Kai Tsai

President : Ching-Jiang Hsieh

Chief Financial Officer : David Ku

MEDIATEK INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
For the years ended December 31, 2015 and 2014
(Amounts in thousands of New Taiwan Dollars, except for earnings per share)

Description	Notes	2015	%	2014	%
Net sales	4, 5, 6(19), 7	\$ 213,255,240	100	\$ 213,062,916	100
Operating costs	4, 5, 6(8), 6(20), 7	(121,075,654)	(57)	(109,194,295)	(51)
Gross profit		92,179,586	43	103,868,621	49
Operating expenses	6(20), 7				
Selling expenses		(9,326,054)	(4)	(7,372,827)	(4)
Administrative expenses		(7,416,797)	(4)	(5,917,136)	(3)
Research and development expenses		(49,528,765)	(23)	(43,337,348)	(20)
Total operating expenses		(66,271,616)	(31)	(56,627,311)	(27)
Operating income		25,907,970	12	47,241,310	22
Non-operating income and expenses					
Other income	4, 6(21), 7	3,463,849	2	3,483,335	2
Other gains and losses	4, 6(22)	(116,187)	-	1,120,151	1
Finance costs	6(23)	(545,218)	-	(478,782)	-
Share of profit of associates accounted for using the equity method	4, 6(9)	658,079	-	983,941	-
Total non-operating income and expenses		3,460,523	2	5,108,645	3
Net income before income tax		29,368,493	14	52,349,955	25
Income tax expense	4, 5, 6(24)	(3,599,761)	(2)	(5,950,882)	(3)
Net income		25,768,732	12	46,399,073	22
Other comprehensive income	4, 6(9), 6(16), 6(17), 6(24)				
Not to be reclassified to profit or loss in subsequent periods					
Remeasurements of the defined benefit plan		315,416	-	(328,043)	-
Income tax relating to those items not to be reclassified to profit or loss		(53,621)	-	55,768	-
To be reclassified to profit or loss in subsequent periods					
Exchange differences resulting from translating the financial statements of foreign operations		2,396,294	1	6,684,653	3
Unrealized gains (losses) from available-for-sale financial assets		(869,752)	-	878,929	-
Share of other comprehensive income of associates accounted for using the equity method		(100,603)	-	(22,549)	-
Income tax relating to those items to be reclassified to profit or loss		(92,904)	-	-	-
Other comprehensive income, net of tax		1,594,830	1	7,268,758	3
Total comprehensive income		\$ 27,363,562	13	\$ 53,667,831	25
Net income (loss) for the periods attributable to :					
Owners of the parent	6(25)	\$ 25,958,429		\$ 46,397,892	
Non-controlling interests	6(17), 6(28)	(189,697)		1,181	
		\$ 25,768,732		\$ 46,399,073	
Total comprehensive income for the periods attributable to :					
Owners of the parent		\$ 27,527,096		\$ 53,627,479	
Non-controlling interests	6(17)	(163,534)		40,352	
		\$ 27,363,562		\$ 53,667,831	
Basic Earnings Per Share (in New Taiwan Dollars)	6(25)	\$ 16.60		\$ 30.04	
Diluted Earnings Per Share (in New Taiwan Dollars)	6(25)	\$ 16.57		\$ 29.96	

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

Chairman : Ming-Kai Tsai

President : Ching-Jiang Hsieh

Chief Financial Officer : David Ku

MEDIATEK INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
For the years ended December 31, 2015 and 2014

(Amounts in thousands of New Taiwan Dollars)

Description	Share capital		Equity attributable to owners of the parent					Other equity			Treasury shares	Equity attributable to owners of the parent	Non-controlling interests	Total equity
	Common stock	Capital collected in advance	Capital surplus	Legal reserve	Special reserve	Undistributed earnings	Exchanges differences resulting from translating the financial statements of foreign operations	Unrealized gains (losses) from available-for-sale financial assets	Equity attributable to owners of the parent					
Balance as of January 1, 2014	\$ 13,494,667	\$ 2,473	\$ 68,474,910	\$ 24,641,182	\$ 5,072,425	\$ 84,381,268	\$ (2,404,641)	\$ 1,508,892	\$ (55,970)	\$ 195,315,206	\$ 38,193	\$ 195,353,399		
Appropriation and distribution of 2013 earnings:	-	-	-	-	-	-	-	-	-	-	-	-		
Legal reserve	-	-	-	2,751,505	-	(2,751,505)	-	-	-	-	-	-		
Special reserve	-	-	-	-	(4,176,676)	4,176,676	-	-	-	-	-	-		
Cash dividends	-	-	-	-	-	(23,565,323)	-	-	-	(23,565,323)	-	(23,565,323)		
Total	-	-	-	2,751,505	(4,176,676)	(22,140,152)	-	-	-	(23,565,323)	-	(23,565,323)		
Profit for the year ended December 31, 2014	-	-	-	-	-	-	-	-	-	46,397,892	1,181	46,399,073		
Other comprehensive income for the year ended December 31, 2014	-	-	-	-	-	(272,275)	6,622,933	878,929	-	7,229,587	39,171	7,268,758		
Total comprehensive income	-	-	-	-	-	(46,125,617)	6,622,933	878,929	-	53,627,479	40,352	53,667,831		
Share-based payment transactions	8,549	(2,006)	63,935	-	-	-	-	-	-	70,478	-	70,478		
Shares issued to acquire a new entity	2,211,239	-	18,957,141	-	-	-	-	-	-	21,168,380	-	21,168,380		
Adjustments due to dividends that subsidiaries received from parent company	-	-	-	-	-	-	-	-	-	116,911	-	116,911		
Changes in ownership interests in subsidiaries	-	-	203,151	-	-	-	-	-	-	203,151	359,054	562,205		
Changes in other capital surplus	-	-	231,866	-	-	-	-	-	-	231,866	-	231,866		
Balance as of December 31, 2014	15,714,455	467	88,047,914	27,392,687	895,749	108,566,733	4,218,292	2,387,821	(55,970)	247,168,148	437,599	247,605,747		
Appropriation and distribution of 2014 earnings:	-	-	-	-	-	-	-	-	-	-	-	-		
Legal reserve	-	-	-	4,639,789	-	(4,639,789)	-	-	-	-	-	-		
Special reserve	-	-	-	-	(895,749)	895,749	-	-	-	-	-	-		
Cash dividends	-	-	-	-	-	(34,574,697)	-	-	-	(34,574,697)	-	(34,574,697)		
Total	-	-	-	4,639,789	(895,749)	(38,318,737)	-	-	-	(34,574,697)	-	(34,574,697)		
Profit for the year ended December 31, 2015	-	-	-	-	-	25,958,429	-	-	-	25,958,429	(189,697)	25,768,732		
Other comprehensive income for the year ended December 31, 2015	-	-	-	-	-	269,862	2,285,303	(986,498)	-	1,568,667	26,163	1,594,830		
Total comprehensive income	-	-	-	-	-	26,228,291	2,285,303	(986,498)	-	27,527,096	(163,534)	27,363,562		
Share-based payment transactions	1,382	(467)	37,279	-	-	-	-	-	-	38,194	-	38,194		
Adjustments due to dividends that subsidiaries received from parent company	-	-	171,469	-	-	-	-	-	-	171,469	-	171,469		
The differences between the fair value of the consideration paid or received from acquiring or disposing subsidiaries and the carrying amounts of the subsidiaries	-	-	(7,322)	-	-	-	-	-	-	(7,322)	-	(7,322)		
Changes in ownership interests in subsidiaries	-	-	61,562	-	-	-	-	-	-	61,562	151,275	212,837		
Changes in other capital surplus	-	-	43,276	-	-	-	-	-	-	43,276	-	43,276		
Non-controlling interests	-	-	-	-	-	-	-	-	-	-	6,233,819	6,233,819		
Balance as of December 31, 2015	\$ 15,715,837	\$ -	\$ 88,354,178	\$ 32,032,476	\$ -	\$ 96,476,287	\$ 6,503,995	\$ 1,401,323	\$ (55,970)	\$ 240,427,726	\$ 6,659,159	\$ 247,086,885		

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

Chairman: Ming-Kai Tsai

President: Ching-Jiang Hsieh

Chief Financial Officer: David Ku

MEDIATEK INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
For the years ended December 31, 2015 and 2014
(Amounts in thousands of New Taiwan Dollars)

Description	2015	2014
Cash flows from operating activities :		
Profit before tax from continuing operations	\$ 29,368,493	\$ 52,349,955
Adjustments for:		
The profit or loss items which did not affect cash flows:		
Depreciation	2,076,791	1,312,641
Amortization	3,056,971	1,453,158
Bad debt provision	184,018	26,806
Losses on financial assets and liabilities at fair value through profit or loss	136,005	40,242
Interest expenses	545,218	478,782
Interest income	(2,817,091)	(3,125,381)
Dividend income	(478,971)	(238,877)
Share-based payment expenses	37,279	63,935
Share of profit of associates accounted for using the equity method	(658,079)	(983,941)
Losses on disposal of property, plant and equipment	13,405	2,775
Gains on disposal of investments	(1,394,606)	(928,953)
Impairment of financial assets	851,478	263,372
Changes in operating assets and liabilities:		
Financial assets at fair value through profit or loss	(2,072,298)	(3,783,596)
Trade receivables	(866,371)	(483,221)
Other receivables	2,075,440	(839,604)
Inventories	792,360	(8,836,098)
Prepayments	162,455	(711,574)
Other current assets	(489,315)	(309,172)
Other non-current assets-others	(16,411)	-
Trade payables	226,012	1,883,426
Trade payables to related parties	(37,181)	(1,456,969)
Other payables	(4,247,755)	11,673,202
Other current liabilities	1,288,894	(730,994)
Long-term payables	(35,770)	(24,823)
Net defined benefit liabilities	11,161	62,085
Non-current liabilities-others	9,070	38,755
Cash generated from operating activities:		
Interest received	3,134,028	2,752,253
Dividend received	787,318	355,312
Interest paid	(533,631)	(485,217)
Income tax paid	(7,733,039)	(5,488,505)
Net cash provided by operating activities	23,375,878	44,329,774
Cash flows from investing activities :		
Acquisition of available-for-sale financial assets	(10,825,598)	(4,344,406)
Proceeds from disposal of available-for-sale financial assets	6,943,493	827,975
Acquisition of debt instrument investments for which no active market exists	(2,079,078)	(1,923,564)
Proceeds from disposal of debt instrument investments for which no active market exists	2,250,587	959,768
Acquisition of held-to-maturity financial assets	(1,773,290)	-
Proceeds from redemption of held-to-maturity financial assets	673,561	824,381
Acquisition of financial assets measured at cost	(1,518,260)	(1,857,157)
Proceeds from disposal of financial assets measured at cost	33,708	935,500
Proceeds from capital return of financial assets measured at cost	36,340	41,835
Acquisition of investments accounted for using the equity method	(480,926)	(204,887)
Proceeds from disposal of investments accounted for using the equity method	280,103	-
Proceeds from capital return of investments accounted for using the equity method	21,824	-
Net cash (outflow) inflow from acquisition of subsidiaries	(14,922,171)	33,097,485
Acquisition of property, plant and equipment	(9,368,345)	(9,828,126)
Proceeds from disposal of property, plant and equipment	21,279	105,504
Increase in refundable deposits	(18,088)	(35,360)
Acquisition of intangible assets	(2,025,250)	(795,756)
Increase in long-term prepaid rent	(30,944)	(1,425)
Net cash (used in) provided by investing activities	(32,781,055)	17,801,767
Cash flows from financing activities :		
Increase in short-term borrowings	2,395,130	17,109,093
Decrease in long-term borrowings	-	(651,000)
Increase in deposits received	15,382	50,406
Proceeds from exercise of employee stock options	30,132	223,003
Cash dividends	(34,403,228)	(23,448,412)
Acquisition of subsidiaries	(266,458)	-
Change in non-controlling interests	219,387	560,126
Net cash used in financing activities	(32,009,655)	(6,156,784)
Effect of changes in exchange rate on cash and cash equivalents	1,897,013	3,825,023
Net (decrease) increase in cash and cash equivalents	(39,517,819)	59,799,780
Cash and cash equivalents at the beginning of the year	192,797,506	132,997,726
Cash and cash equivalents at the end of the year	\$ 153,279,687	\$ 192,797,506

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

Chairman : Ming-Kai Tsai

President : Ching-Jiang Hsieh

Chief Financial Officer : David Ku

English Translation of a Report Originally Issued in Chinese


Independent Auditors' Report

To the Board of Directors and Shareholders
of MediaTek Inc.

We have audited the accompanying parent company only balance sheets of MediaTek Inc. as of December 31, 2015 and 2014 and the related parent company only statements of comprehensive income, parent company only changes in equity, and parent company only cash flows for the years ended December 31, 2015 and 2014. These parent company only financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these parent company only financial statements based on our audits.

We conducted our audits in accordance with the Rules Governing Auditing and Certification of Financial Statements by Certified Public Accountants and generally accepted auditing standards in the Republic of China (R.O.C.). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the parent company only financial statements referred to above present fairly, in all material respects, the financial position of MediaTek Inc. as of December 31, 2015 and 2014 and the results of its operations and its cash flows for the years ended December 31, 2015 and 2014 in conformity with requirements of the Regulations Governing the Preparation of Financial Reports by Securities Issuers.



Ernst & Young
CERTIFIED PUBLIC ACCOUNTANTS
March 17, 2016
Taipei, Taiwan
Republic of China

Notice to Readers

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

The accompanying parent company only financial statements are intended only to present the parent company only financial position, results of operations and cash flows in accordance with accounting principles and practices generally accepted in the R.O.C. and not those of any other jurisdictions. The standards, procedures and practices to audit such parent company only financial statements are those generally accepted and applied in the R.O.C.

English Translation of Financial Statements Originally Issued in Chinese
MEDIA TEK INC.

PARENT COMPANY ONLY BALANCE SHEETS

As of December 31, 2015 and 2014

(Amounts in thousands of New Taiwan Dollars)

ASSETS	Notes	December 31, 2015	%	December 31, 2014	%
Current assets					
Cash and cash equivalents	4, 6(1)	\$ 74,921,175	26	\$ 127,448,149	40
Financial assets at fair value through profit or loss-current	4, 5, 6(2)	164,854	-	297,143	-
Available-for-sale financial assets-current	4, 5, 6(3)	1,827,325	1	2,260,284	1
Held-to-maturity financial assets-current	4, 6(4)	1,128,925	-	-	-
Debt instrument investments for which no active market exists-current	4, 6(5), 8	24,894	-	308,133	-
Trade receivables, net	4, 5, 6(6)	4,459,513	1	3,775,223	1
Trade receivables from related parties	4, 6(6), 7	108,570	-	179,720	-
Other receivables	6(6), 7	1,676,068	1	5,104,465	2
Inventories, net	4, 5, 6(7)	7,679,002	3	7,904,602	3
Prepayments		1,151,231	-	1,295,742	-
Other current assets		1,271,251	-	693,541	-
Total current assets		<u>94,412,808</u>	<u>32</u>	<u>149,267,002</u>	<u>47</u>
Non-current assets					
Financial assets at fair value through profit or loss-noncurrent	4, 5, 6(2)	1,174,384	-	795,503	-
Available-for-sale financial assets-noncurrent	4, 5, 6(3)	4,285,729	2	2,432,403	1
Debt instrument investments for which no active market exists-noncurrent	4, 6(5), 8	9,705	-	-	-
Investments accounted for using the equity method	4, 6(8)	149,849,491	51	126,428,254	40
Property, plant and equipment	4, 6(9)	10,565,034	4	9,177,068	3
Intangible assets	4, 6(10), 6(11)	29,881,027	10	28,740,924	9
Deferred tax assets	4, 5, 6(22)	1,274,935	1	2,400,152	-
Refundable deposits		17,380	-	29,639	-
Total non-current assets		<u>197,057,685</u>	<u>68</u>	<u>170,003,943</u>	<u>53</u>
Total assets		<u>\$ 291,470,493</u>	<u>100</u>	<u>\$ 319,270,945</u>	<u>100</u>

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

Chairman : Ming-Kai Tsai

President : Ching-Jiang Hsieh

Chief Financial Officer : David Ku

PARENT COMPANY ONLY BALANCE SHEETS

As of December 31, 2015 and 2014

(Amounts in thousands of New Taiwan Dollars)

LIABILITIES AND EQUITY		Notes	December 31, 2015	%	December 31, 2014	%
Current liabilities						
Short-term borrowings	6(12)		\$ 23,807,520	8	\$ 30,290,690	10
Financial liabilities at fair value through profit or loss-current	4, 5, 6(2)		31,948	-	2,595	-
Trade payables	7		5,760,468	2	6,751,833	2
Trade payables to related parties	6(13), 7		342,812	-	419,512	-
Other payables	4, 5, 6(22)		17,424,589	6	26,714,011	8
Current tax liabilities			605,742	-	5,507,246	2
Other current liabilities			1,016,089	1	704,447	-
Current portion of long-term liabilities			56,212	-	38,062	-
Total current liabilities			49,045,380	17	70,428,396	22
Non-current liabilities						
Long-term payables			-	-	53,920	-
Net defined benefit liabilities-non-current	4, 6(14)		612,336	-	949,930	1
Deposits received	7		52,572	-	50,374	-
Deferred tax liabilities	4, 5, 6(22)		1,332,479	1	620,177	-
Total non-current liabilities			1,997,387	1	1,674,401	1
Total liabilities			51,042,767	18	72,102,797	23
Equity						
Share capital	6(15)		15,715,837	5	15,714,455	5
Common stock			-	-	467	-
Capital collected in advance			88,354,178	30	88,047,914	27
Capital surplus	4, 6(15), 6(16)		32,032,476	11	27,392,687	9
Retained earnings	6(15)		-	-	895,749	-
Legal reserve			96,476,287	33	108,566,733	34
Special reserve			7,904,918	3	6,606,113	2
Undistributed earnings	6(15)		(55,970)	-	(55,970)	-
Other equity	4, 6(15)		240,427,726	82	247,168,148	77
Treasury shares						
Total equity			291,470,493	100	319,270,945	100
Total liabilities and equity						

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

Chairman : Ming-Kai Tsai

President : Ching-Jiang Hsieh

Chief Financial Officer : David Ku

MEDIATEK INC.

PARENT COMPANY ONLY STATEMENTS OF COMPREHENSIVE INCOME

For the years ended December 31, 2015 and 2014

(Amounts in thousands of New Taiwan Dollars, except for earnings per share)

Description	Notes	2015	%	2014	%
Net sales	4, 5, 6(17), 7	\$ 99,245,700	100	\$ 136,265,018	100
Operating costs	4, 5, 6(7), 6(18), 7	(49,529,050)	(50)	(67,990,658)	(50)
Gross profit		49,716,650	50	68,274,360	50
Realized gross profit on sales		-	-	59,028	-
Gross profit, net		49,716,650	50	68,333,388	50
Operating expenses	6(18), 7				
Selling expenses		(5,538,497)	(6)	(4,761,200)	(3)
Administrative expenses		(3,186,860)	(3)	(3,003,315)	(2)
Research and development expenses		(29,543,967)	(30)	(26,701,696)	(20)
Total operating expenses		(38,269,324)	(39)	(34,466,211)	(25)
Operating income		11,447,326	11	33,867,177	25
Non-operating income and expenses					
Other income	4, 6(19), 7	1,304,871	1	1,201,272	1
Other gains and losses	4, 6(20)	(143,589)	-	909,759	1
Finance costs	6(21)	(293,986)	-	(170,523)	-
Share of profit of associates accounted for using the equity method	4	15,736,559	16	14,292,618	10
Total non-operating income and expenses		16,603,855	17	16,233,126	12
Net income before income tax		28,051,181	28	50,100,303	37
Income tax expense	4, 5, 6(22)	(2,092,752)	(2)	(3,702,411)	(3)
Net income		25,958,429	26	46,397,892	34
Other comprehensive income	4, 6(8), 6(14), 6(15), 6(22)				
Not to be reclassified to profit or loss in subsequent periods					
Remeasurements of the defined benefit plan		348,151	-	(331,755)	-
Share of other comprehensive income of subsidiaries and associates accounted for using the equity method which not to be reclassified to profit or loss		(19,103)	-	3,081	-
Income tax relating to those items not to be reclassified to profit or loss		(59,186)	-	56,399	-
To be reclassified to profit or loss in subsequent periods					
Exchange differences resulting from translating the financial statements of foreign operations		2,385,906	3	6,645,482	5
Unrealized gains (losses) from available-for-sale financial assets		104,283	-	(263,561)	-
Share of other comprehensive income of subsidiaries and associates accounted for using the equity method which may be reclassified to profit or loss		(1,191,384)	(1)	1,119,941	-
Income tax relating to those items to be reclassified to profit or loss		-	-	-	-
Other comprehensive income, net of tax		1,568,667	2	7,229,587	5
Total comprehensive income		\$ 27,527,096	28	\$ 53,627,479	39
Basic Earnings Per Share (in New Taiwan Dollars)	6(23)	\$ 16.60		\$ 30.04	
Diluted Earnings Per Share (in New Taiwan Dollars)	6(23)	\$ 16.57		\$ 29.96	

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

Chairman : Ming-Kai Tsai

President : Ching-Jiang Hsieh

Chief Financial Officer : David Ku

MEDIATEK INC.

PARENT COMPANY ONLY STATEMENTS OF CHANGES IN EQUITY

For the years ended December 31, 2015 and 2014

(Amounts in thousands of New Taiwan Dollars)

Description	Share capital		Capital surplus	Retained earnings			Other equity		Treasury shares	Total equity
	Common stock	Capital collected in advance		Legal reserve	Special reserve	Undistributed earnings	Exchange differences resulting from translating the financial statements of foreign operations	Unrealized gains (losses) from available-for-sale financial assets		
Balance as of January 1, 2014	\$ 13,494,667	\$ 2,473	\$ 68,474,910	\$ 24,641,182	\$ 5,072,425	\$ 84,581,268	\$ (2,404,641)	\$ 1,508,892	\$ (55,970)	\$ 195,315,206
Appropriation and distribution of 2013 earnings:										
Legal reserve	-	-	-	2,751,505	-	(2,751,505)	-	-	-	-
Special reserve	-	-	-	-	(4,176,676)	4,176,676	-	-	-	-
Cash dividends	-	-	-	-	-	(23,565,323)	-	-	-	(23,565,323)
Total	-	-	-	2,751,505	(4,176,676)	(22,140,152)	-	-	-	(23,565,323)
Profit for the year ended December 31, 2014	-	-	-	-	-	46,397,892	-	-	-	46,397,892
Other comprehensive income for the year ended December 31, 2014	-	-	-	-	-	(272,275)	6,622,933	878,929	-	7,229,587
Total comprehensive income	-	-	-	-	-	46,125,617	6,622,933	878,929	-	53,627,479
Share-based payment transactions	8,549	(2,006)	63,935	-	-	-	-	-	-	70,478
Shares issued to acquire a new entity	2,211,239	-	18,957,141	-	-	-	-	-	-	21,168,380
Adjustments due to dividends that subsidiaries received from parent company	-	-	116,911	-	-	-	-	-	-	116,911
Changes in ownership interests in subsidiaries	-	-	203,151	-	-	-	-	-	-	203,151
Changes in other capital surplus	-	-	231,866	-	-	-	-	-	-	231,866
Balance as of December 31, 2014	15,714,455	467	88,047,914	27,392,687	895,749	108,566,733	4,218,292	2,387,821	(55,970)	247,168,148
Appropriation and distribution of 2014 earnings:										
Legal reserve	-	-	-	4,639,789	-	(4,639,789)	-	-	-	-
Special reserve	-	-	-	-	(895,749)	895,749	-	-	-	-
Cash dividends	-	-	-	-	-	(34,574,697)	-	-	-	(34,574,697)
Total	-	-	-	4,639,789	(895,749)	(38,318,737)	-	-	-	(34,574,697)
Profit for the year ended December 31, 2015	-	-	-	-	-	25,958,429	-	-	-	25,958,429
Other comprehensive income for the year ended December 31, 2015	-	-	-	-	-	269,862	2,285,303	(986,498)	-	1,568,667
Total comprehensive income	-	-	-	-	-	26,228,291	2,285,303	(986,498)	-	27,527,096
Share-based payment transactions	1,382	(467)	37,279	-	-	-	-	-	-	38,194
Adjustments due to dividends that subsidiaries received from parent company	-	-	171,469	-	-	-	-	-	-	171,469
The differences between the fair value of the consideration paid or received from acquiring or disposing subsidiaries and the carrying amounts of the subsidiaries	-	-	(7,322)	-	-	-	-	-	-	(7,322)
Changes in ownership interests in subsidiaries	-	-	61,562	-	-	-	-	-	-	61,562
Changes in other capital surplus	-	-	43,276	-	-	-	-	-	-	43,276
Balance as of December 31, 2015	\$ 15,715,837	\$ -	\$ 88,354,178	\$ 32,032,476	\$ -	\$ 96,476,287	\$ 6,503,595	\$ 1,401,323	\$ (55,970)	\$ 240,427,726

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

Chairman : Ming-Kai Tsai

President : Ching-Jiang Hsieh

Chief Financial Officer : David Ku

MEDIATEK INC.

PARENT COMPANY ONLY STATEMENTS OF CASH FLOWS

For the years ended December 31, 2015 and 2014

(Amounts in thousands of New Taiwan Dollars)

Description	2015	2014
Cash flows from operating activities:		
Profit before tax from continuing operations	\$ 28,051,181	\$ 50,100,303
Adjustments for:		
The profit or loss items which did not affect cash flows:		
Depreciation	910,618	695,186
Amortization	1,422,332	348,171
Bad debt provision	159,276	23,440
Loss (gain) on financial assets and liabilities at fair value through profit or loss	30,337	(20,996)
Interest expenses	293,986	170,523
Interest income	(1,149,150)	(1,024,947)
Dividend income	(22,465)	(62,698)
Share of profit of associates accounted for using the equity method	(15,736,559)	(14,292,618)
Losses on disposal of property, plant and equipment	2,828	210
Gains on disposal of investments	(9,985)	(10,086)
Impairment of financial assets	295,528	-
Realized gross profit on sales	-	(59,028)
Changes in operating assets and liabilities:		
Financial assets at fair value through profit or loss	(247,576)	(777,265)
Trade receivables	(843,566)	1,480,522
Trade receivables from related parties	71,150	(17,415)
Other receivables	3,452,146	(702,890)
Inventories	225,600	(997,343)
Prepayments	144,511	(390,209)
Other current assets	(577,710)	(288,644)
Trade payables	(991,365)	(827,555)
Trade payables to related parties	(76,700)	(45,787)
Other payables	(10,491,881)	9,517,526
Other current liabilities	311,642	(363,010)
Long-term payables	(35,770)	(19,379)
Net defined benefit liabilities	10,557	12,143
Cash generated from operating activities:		
Interest received	1,125,401	936,802
Dividend received	8,643,402	30,384,445
Interest paid	(290,934)	(170,009)
Income tax paid	(5,215,923)	(2,410,073)
Net cash provided by operating activities	9,460,911	71,189,319
Cash flows from investing activities :		
Acquisition of available-for-sale financial assets	(1,917,013)	(546,034)
Proceeds from disposal of available-for-sale financial assets	316,448	-
Acquisition of debt instrument investments for which no active market exists	(24,390)	(489,037)
Proceeds from disposal of debt instrument investments for which no active market exists	297,924	294,279
Acquisition of held-to-maturity financial assets	(1,504,987)	-
Proceeds from redemption of held-to-maturity financial assets	375,000	-
Acquisition of investments accounted for using the equity method	(14,853,149)	(278,494)
Proceeds of cash due to merger transaction	-	8,171,812
Acquisition of property, plant and equipment	(2,311,429)	(2,191,476)
Proceeds from disposal of property, plant and equipment	288	-
Decrease in refundable deposits	12,259	39,315
Acquisition of intangible assets	(1,353,299)	(418,613)
Net cash (used in) provided by investing activities	(20,962,348)	4,581,752
Cash flows from financing activities :		
(Decrease) increase in short-term borrowings	(6,483,170)	21,305,690
Increase in deposits received	2,198	2,768
Proceeds from exercise of employee stock options	30,132	223,003
Cash dividends	(34,574,697)	(23,565,323)
Net cash used in financing activities	(41,025,537)	(2,033,862)
Net (decrease) increase in cash and cash equivalents	(52,526,974)	73,737,209
Cash and cash equivalents at the beginning of the year	127,448,149	53,710,940
Cash and cash equivalents at the end of the year	\$ 74,921,175	\$ 127,448,149

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

Chairman : Ming-Kai Tsai

President : Ching-Jiang Hsieh

Chief Financial Officer : David Ku

Attachment 5

Comparison Table Illustrating the Original and Amended Text of the “Articles of Incorporation”

Original version	Amended version	Reason
	<p>Article 24</p> <p><u>If there is any profit for a specific fiscal year, the Company shall allocate no less than 1% of the profit as employees’ compensation and shall allocate at a maximum of 0.5% of the profit as remuneration to Directors, provided that the Company’s accumulated losses shall have been covered in advance. Employee’s compensation may be distributed in the form of shares or in cash, and employees qualified to receive such compensation may include employees from affiliates companies who meet certain qualification. The Board of Directors is authorized to determine the qualification of such employees. The remuneration to Directors shall be paid in cash.</u></p>	<p>To accommodate with current laws and regulations.</p>
<p>Article 24</p> <p>When allocating the profits for each fiscal year, the following order shall be followed:</p> <ol style="list-style-type: none"> 1. Reserve for tax payments. 2. Offset losses in previous years, if any. 3. Legal reserve, which is 10% of leftover profits. However, this restriction does not apply in the event that the amount of the accumulated legal reserve equals or exceeds the Company’s total capital stock. 4. Allocation or reverse of special reserves as required by law or government authorities. 5. <u>Remuneration to Directors, at a maximum of 0.5% of remaining net profits after deducting item (1) to (4) stated in Article 24. The Remuneration to Directors shall be paid in cash.</u> 6. The remaining net profits and the retained earnings from previous years will be allocated as <u>employees’ bonus</u> and shareholders’ dividend. <u>Except for setting aside certain portion of it for distribution in the future, the guideline for distribution is that the amount of employee bonus shall not be lower than 1% of the sum of employee bonus and shareholder dividends. Employee bonus may be paid in cash or in stock. When the bonus is made in the form of stock, the qualified employees may include employees from affiliates companies who meet certain qualification. The Board of Directors is authorized to determine the qualification of such employees.</u> <p>Since the Company is in an industry in a growth phase, the dividend policy shall take into consideration factors such as the Company’s current and future investment environment, needs for capital, domestic and overseas competition, capital budgeting plans, etc., to come out with a proposal that strike a balance among shareholders’ benefits and the Company’s long-term financial plans. Each year the Board of Directors shall prepare a profit distribution proposal and report it at the shareholders’ meeting. After considering financial, business and operational factors, the</p>	<p>Article 24-1</p> <p>If there is any profit in an annual general financial statement of the Company, such profit shall be distributed in the following orders:</p> <ol style="list-style-type: none"> 1. Reserve for tax payments. 2. Offset <u>accumulated</u> losses in previous years, if any. 3. Legal reserve, which is 10% of leftover profits. However, this restriction does not apply in the event that the amount of the accumulated legal reserve equals or exceeds the Company’s total capital stock. 4. Allocation or reverse of special reserves as required by law or government authorities. 5. The remaining net profits and the retained earnings from previous years will be allocated as shareholders’ dividend. The Board of Directors will prepare a distribution proposal and submit the same to the shareholders’ meeting for review and approval by a resolution. <p>Since the Company is in an industry in a growth phase, the dividend policy shall take into consideration factors such as the Company’s current and future investment environment, needs for capital, domestic and overseas competition, capital budgeting plans, etc., to come out with a proposal that strike a balance among shareholders’ benefits and the Company’s long-term financial plans. Each year the Board of Directors shall prepare a profit distribution proposal and report it at the shareholders’ meeting. After considering financial, business and operational factors, the Company may distribute the whole of distributable profits for the year; dividends to shareholders may be distributed in cash or in stock, and the cash dividends shall not be lower than 10% of total dividends to shareholders.</p>	<p>To accommodate with current laws and regulations and to change section numbers.</p>

<p>Company may distribute the whole of distributable profits for the year; dividends to shareholders may be distributed in cash or in stock, and the cash dividends shall not be lower than 10% of total dividends to shareholders.</p>		
<p>Article 27 (omitted)</p>	<p>Article 27 (omitted) The seventeenth amendment was made on June 24, 2016.</p>	<p>To add the amendment date.</p>

Attachment 6

Ethical Corporate Management Best Practice Principles for MediaTek Inc.

Article 1 (Purpose of enactment and applicable scope)

The Ethical Corporate Management Best Practice Principles ("Principles") is enacted to maintain a core value of ethical management culture in MediaTek Inc. (hereinafter referred to as the "Company"). The applicable scope of the Principles covers the Company and the Company's subsidiaries.

Article 2 (Ethical conducts)

Directors, managers, employees of the Company or persons having the ability to substantially control the Company (hereinafter referred to as the "Substantial Controllers") shall hold the core value of ethical management as the highest principle, engage in all commercial activities with integrity, and comply with relevant laws and regulations. They shall remind themselves, all the time, to do what they said and to honor any commitment they made, shall maintain the good reputation of the Company by bearing the spirit of integrity, fairness and accuracy, and shall relentlessly focus on delivering commitments once committed.

Article 3 (Prohibition of unethical conducts)

When engaging in commercial activities, directors, managers, employees of the Company or Substantial Controllers shall not directly or indirectly offer, promise to offer, request or accept any improper benefits, nor commit any unethical or illegal acts, nor commit any act in breach of fiduciary duty (hereinafter referred to as the "Unethical Conduct") for purposes of acquiring or maintaining benefits.

Parties receiving benefit referred to in the preceding paragraph include civil servants, political candidates, political parties or members of political parties, state-run or private-owned businesses or institutions, and their directors, supervisors, independent directors, managers, employees, Substantial Controllers or other interested parties of the same.

Article 4 (Type of benefit)

The "Benefits" referred to in these Principles means any valuable things, including money, endowments, commissions, positions, services, preferential treatment or rebates of any type or in any name. Benefits received or given occasionally in accordance with general accepted social customs and that do not have the risk to adversely affect specific rights and obligations shall be excluded.

Article 5 (Legal compliance)

The Company shall comply with the Company Act, Securities and Exchange Act, Business Entity Accounting Act, Political Donations Act, Anti-Corruption Statute, Government Procurement Act, Act on Recusal of Public Servants Due to Conflicts of Interest, TWSE listing rules, or other laws or regulations regarding commercial activities, as the underlying basic premise to facilitate ethical corporate management.

Article 6 (Policy)

The Company shall abide by the operational philosophies of honesty, transparency and responsibility, formulate policies based on ethical conducts, and establish good corporate governance and risk control mechanism so as to create an operational environment suitable for sustainable development.

Article 7 (Prevention program)

The Company shall enact prevention programs in order to implement the operational philosophies and policies prescribed in the preceding article.

When establishing the prevention programs as stated in Paragraph 1 above, the Company shall comply with relevant laws and regulations of the territory where the Company and the Company's subsidiaries are operating.

Article 8 (Scope of the prevention program)

When establishing the prevention programs, the Company shall analyze, within its business scope, which business activities involve a higher risk of being involved in an Unethical Conduct, and strengthen its preventive measures.

The prevention programs adopted by the Company shall include preventive measures against the following:

1. Offering and acceptance of bribes.
2. Illegal political donations.
3. Improper charitable donations or sponsorship.
4. Offering or acceptance of unreasonable presents or hospitality, or other improper benefits.
5. Misappropriation of trade secrets and infringement of trademark rights, patent rights, copyrights, and other intellectual property rights.
6. Engaging in anti-competition practices.
7. Directly or indirectly causing damage to the rights/interests, health, or safety of consumers or other stakeholders when conducting research and development, procurement, manufacture, provision, or sale of products and services.

Article 9 (Promise and execution)

The Company and the Company's subsidiaries shall specify clearly in their internal rules and external documents the ethical corporate management policies. The Board of Directors and the management team shall commit to implement such policies rigorously and thoroughly, and shall carry out such policies in internal management and in external commercial activities.

Article 10 (Engaging in commercial activities under ethical)

The Company shall engage in commercial activities in a fair and transparent manner.

Prior to any commercial transactions, the Company shall take into consideration the legality of its agents, suppliers, clients, or other trading counterparties, and whether they have records involving unethical conduct. It is advisable not to have any dealings with persons who have any records of unethical conduct.

When signing contracts with counterparties, it is advisable to include provisions related to (1) requirement of compliance with policy of ethical management, and (2) if counterparties involved in any unethical conducts, the Company may terminate or rescind the contract at any time.

Article 11 (Prohibition of offering and acceptance of bribery)

When conducting business, the Company, its directors, managers, employees, and Substantial Controllers shall not directly or indirectly offer, promise to offer, request, or accept any improper benefits in any form, including rebates, commissions, grease payments, or offer or accept improper benefits in other ways to or from clients, agents, contractors, suppliers, public servants or other interested parties, unless otherwise the laws of the territories where the Company operates permit so.

Article 12 (Prohibition of offering illegal political donations)

When directly or indirectly offering donations to political parties or organizations or individuals participating in political activities, the Company, its directors, managers, employees and Substantial

Controllers shall comply with the Political Donations Act and the Company's relevant internal operational procedures, and shall not make such donations in exchange for commercial benefit or business advantages.

Article 13 (Prohibition of improper charitable donations or sponsorship)

When making or offering charitable donations and sponsorship, the Company, its directors, managers, employees and Substantial Controllers shall comply with relevant laws and regulations and the Company's internal operational procedures, and shall not surreptitiously engage in bribery.

Article 14 (Prohibition of unreasonable presents, hospitality or other improper benefits)

The Company and its directors, managers, employees and Substantial Controllers shall not directly or indirectly offer or accept any unreasonable presents, hospitality or other improper benefits so as to establish business relationship or affect commercial transactions.

Article 15 (Prohibition of misappropriating intellectual property rights)

The Company and its directors, managers, employees and Substantial Controllers shall observe laws and regulations related to intellectual property, the Company's internal operational procedures and contractual provisions, and may not use, disclose, dispose or damage intellectual property or otherwise infringe intellectual property rights without the prior consent of the intellectual property rights holder.

Article 16 (Prohibition of engaging in anti-competition practices)

The Company shall engage in business activities in accordance with applicable competition laws and regulations, and may not fix prices, make rigged bids, establish output restrictions or quotas, or share or divide markets by allocating customers, suppliers, territories, or lines of commerce.

Article 17 (Prevention of causing damage to stakeholders by products or services)

In the course of research and development, procurement, manufacture, provision or sale of products and services, the Company and its directors, managers, employees, and Substantial Controllers shall observe applicable laws and regulations and international guidelines to ensure the transparency of information about, and safety of, the Company's products and services. They shall also adopt and publish a policy on the protection of the rights and interests of consumers or other stakeholders, and carry out such policy in their operations, with a view to preventing their products and services from directly or indirectly damaging the rights and interests, health, and safety of consumers or other stakeholders. Where there are sufficient facts to support that the Company's products or services are likely to pose any hazard to the safety and health of consumers or other stakeholders, those products shall be recalled and those services shall be suspended in accordance with relevant laws and regulations.

Article 18 (Organization and responsibility)

The Board of Directors of the Company shall exercise the due care of good administrators to urge the Company to prevent unethical conduct, review the results of the preventive measures regularly, and continually make improvement to the preventive measures so as to ensure thorough implementation of its ethical corporate management policies.

To achieve sound administration ethical corporate management, the human resources department and the legal and intellectual property department of the Company shall be in charge of enacting the ethical corporate management policies, and the audit division shall be in charge of supervising the implementation.

Article 19 (Legal compliance for business operation)

When conducting business, the Company and its directors, managers, employees, and Substantial Controllers shall comply with laws and regulations and the applicable prevention programs.

Article 20 (Recusal of conflicts of interests)

The Company shall adopt policies for preventing conflicts of interest so as to identify, monitor and manage risks possibly resulting from unethical conduct, and shall also offer appropriate means for directors, managers, and other stakeholders attending or present at board meetings to voluntarily explain whether there is any potential conflict of interest exists between them and the Company. When a proposal at a given Board of Directors meeting concerns the personal interest of, or the interest of the juristic person represented by, the directors, managers and other stakeholders attending or present at board meetings of the Company, the concerned person shall state the important aspects of the relationship of interest at the given board meeting. If his or her participation has the risk of prejudicing the interest of the Company, the concerned person may not participate in discussion of or voting on the proposal and shall recuse himself or herself from the discussion or the voting, and may not exercise voting rights as proxy for another director. The directors shall practice self-discipline and must not support one another in improper way.

The Company's directors, managers, employees and Substantial Controllers shall not take advantage of their positions or their influence in the Company to obtain improper benefits for themselves, their spouses, parents, children or any third party.

Article 21 (Accounting and internal control)

The Companies shall establish effective accounting systems and internal control systems for business activities having higher risk of being involved in an Unethical Conduct, shall not have under-the-table accounts or keep secret accounts, and shall conduct reviews regularly so as to ensure that the design and enforcement of the systems are showing results.

The internal auditor of the Company shall periodically examine the Company's compliance with the systems mentioned in the previous paragraph and shall prepare audit reports to be submitted to the Board of Directors.

Article 22 (Operation procedures and guidelines of conduct)

The prevention programs established by the Company in accordance with Article 7 hereof shall provide concrete rules about the operational procedures and guidelines of conduct for directors, managers, employees, and Substantial Controllers which should contain the following contents:

1. The offer or acceptance of benefit must be consistent with normal social customs, be of occasional nature, and not be likely to affect specific rights or obligations.
2. Handling procedures for offering legitimate political donations.
3. Handling procedures and the standard rates for offering charitable donations or sponsorship.
4. Rules for avoiding work-related conflicts of interests and how they should be reported and handled.
5. Rules for keeping confidential secrets and sensitive business information obtained in the ordinary course of business.
6. Regulations and handling procedures for dealing with suppliers, clients and business transaction counterparties suspected of involving in Unethical Conduct.
7. Handling procedures for when discovering any violations of the Principles of the Company.
8. Disciplinary measures on offenders.

Article 23 (Education training and review)

The Company shall periodically organize training and awareness programs for directors, managers, employees and Substantial Controllers so they can fully understand the Company's determination to implement ethical corporate management, the related policies, prevention programs and the consequences of committing Unethical Conduct.

The Company shall combine the policies of ethical corporate management with its employee performance appraisal system and human resource policies so as to establish a clear and effective reward and discipline system.

Article 24 (Report and discipline)

The Company shall have in place a formal channel for receiving reports on Unethical Conduct and keep the reporter's identity and content of the report in strict confidential.

The Company shall enact a well-defined disciplinary and compliant system to handle violation of the ethical corporate management rules. Anyone who violates the Principles will be deemed as serious violation of the Company's internal rule and is subject to the Company's discipline rules and the relevant local regulations.

Article 25 (Disclosure of information)

The Company shall disclose the status of the enforcement of the Principles on the websites, annual reports and prospectuses of the Company.

Article 26 (Review and amendment to the Principles)

The Company shall at all times monitor the development of relevant local and international regulations concerning ethical corporate management, and encourage their directors, managers and employees to make suggestions, thereby based on which to review and improve the adopted ethical corporate management policies and measures with a view to achieving better implementation of ethical management.

Article 27 (Enforcement)

The Principles of the Company shall be implemented after been approved by the Audit Committee and the Board of Directors. The same apply to any amendment thereto.

Attachment 7

Corporate Social Responsibility Best Practice Principles for MediaTek Inc.

Article 1

In order to fulfill its corporate social responsibility initiatives and to promote economic, environmental and social advancement for purposes of sustainable development, after making reference to the "Corporate Social Responsibility Best Practice Principles for TWSE/GTSM Listed Companies" and relevant laws and regulations, the Company hereby adopt these Corporate Social Responsibility Best Practice Principles ("Principles") to be followed by the Company.

Article 2

The Company will actively fulfill its corporate social responsibility in the course of its business operations so as to follow international development trends and to contribute to the economic development of the country, to improve the quality of life of employees, the community and society by acting as responsible corporate citizens, and to enhance competitive edges built on corporate social responsibility.

Article 3

In order to fulfill its corporate social responsibility initiatives, the Company will pursue sustainable operations and profits, while also give due consideration to the environment, society and corporate governance.

Article 4

To implement corporate social responsibility initiatives, the Company will follow the principles below:

1. Exercise corporate governance.
2. Foster a sustainable environment.
3. Preserve public welfare.
4. Enhance disclosure of corporate social responsibility information.

Article 5

The directors of the Company shall exercise the due care of good administrators to urge the Company to perform its corporate social responsibility initiatives, review the results of the implementation thereof from time to time and continually make adjustments so as to ensure the thorough implementation of its corporate social responsibility policies.

Article 6

When performing its corporate social responsibility initiatives, the Company will do the following matters:

1. Making corporate social responsibility the guiding principle of the Company's operations and development, and ratifying concrete promotional plans for corporate social responsibility initiatives; and
2. Enhancing the timeliness and accuracy of the disclosure of corporate social responsibility information.

The Company will authorize executive-level positions to handle economic, environmental, and social issues resulting from the business operations of the Company.

Article 7

After taking into account the relationship between the development trend in corporate social responsibility in domestic and international companies, the core business of companies, and the impact caused by the Company itself and its affiliates to stakeholders, for the purpose of managing corporate social responsibility initiatives, it is advisable for the Company to establish an exclusively (or concurrently) dedicated unit to be in charge of proposing and enforcing the corporate social responsibility policies, systems, or relevant management guidelines, and concrete promotional plans.

Article 8

The Company is advised to adopt reasonable remuneration policies, to ensure that remuneration arrangements support the strategic aims of the organization, and align with the interests of stakeholders. It is advised that the employee performance evaluation system be combined with corporate social responsibility policies, and that a clear and effective incentive and discipline system be established.

Article 9

The Company shall, based on respect for the rights and interests of stakeholders, identify stakeholders of the Company, and establish a designated section for stakeholders on the Company website; understand the reasonable expectations and demands of stakeholders through proper communication with them, and adequately respond to the important corporate social responsibility issues which they are concerned about.

Article 10

The Company shall follow relevant environmental laws, regulations and international standards to properly protect the environment and shall endeavor to promote a sustainable environment when engaging in business operations and internal management.

Article 11

The Company is advised to endeavor to utilize all resources more efficiently and use renewable materials which have a low impact on the environment to improve sustainability of natural resources.

Article 12

The Company is advised to establish proper environment management systems based on the characteristics of the industries. Such systems shall include the following tasks:

1. Collecting sufficient and up-to-date information to evaluate the impact of the Company's business operations on the natural environment.
2. Establishing measurable goals for environmental sustainability, and examining whether the development of such goals should be maintained and whether it is still relevant on a regular basis.

Article 13

The Company is advised to establish a dedicated unit or assign dedicated personnel for drafting, promoting, and maintaining relevant environment management systems and concrete action plans.

Article 14

The Company is advised to take into account the effect of business operations on ecological efficiency, promote and advocate the concept of sustainable consumption, and conduct research and development, procurement, production, operations, and services in accordance with the following principles so as to reduce the impact on the natural environment and human caused by its business operations:

1. Reduce resource and energy consumption of its products and services.

2. Reduce emission of pollutants, toxins and waste, and dispose of waste properly.
3. Improve recyclability and reusability of raw materials or products.
4. Maximize the sustainability of renewable resources.
5. Enhance the durability of products.
6. Improve efficiency of products and services.

Article 15

To improve water use efficiency, the Company shall properly and sustainably use water resources and establish relevant management measures.

The Company shall construct and improve environmental protection treatment facilities to avoid polluting water, air and land, and use its best efforts to reduce adverse impact on human health and the environment by adopting the best practical pollution prevention and control measures.

Article 16

The Company is advised to adopt standards or guidelines generally used in Taiwan and abroad to enforce corporate greenhouse gas inventory and to make disclosures thereof, the scope of which shall include the following:

1. Direct greenhouse gas emissions: emissions from operations that are owned or controlled by the Company.
2. Indirect greenhouse gas emissions: emissions resulting from the generation of externally purchased or acquired electricity, heating, or steam.

The Company is advised to monitor the impact of climate change on its operations and to review results based on operations and greenhouse gas inventory.

Article 17

The Company shall comply with relevant laws and regulations and the International Bill of Human Rights with respect to rights such as gender equality, the right to work, and prohibition of discrimination. The Company shall comply with the internationally recognized human rights of labor, and shall ensure that its human resource policies do not contain differential treatments based on gender, race, socioeconomic status, age, or marital and family status, so as to achieve equality and fairness in employment, hiring conditions, remuneration, benefits, training, evaluation, and promotion opportunities.

The Company shall provide an effective and appropriate grievance mechanism with respect to matters adversely impacting the rights and interests of the labor force, in order to ensure equality and transparency of the grievance process. Channels through which a grievance may be raised shall be clear, convenient, and unobstructed. A company shall respond to any employee's grievance in an appropriate manner.

Article 18

The Company shall provide information for its employees so that the employees have knowledge of the labor laws and the rights they enjoy in the countries where the Company has business operations.

Article 19

The Company is advised to provide safe and healthful work environments for its employees, including providing necessary health and first-aid facilities and shall endeavor to curb dangers to employees' safety and health and to prevent occupational accidents.

The Company will organize training on safety and health for its employees on a regular basis.

Article 20

The Company is advised to create an environment conducive to the development of its employees' careers and establish effective training programs to foster career skills.

The Company shall appropriately reflect the corporate business performance or achievements in the employee remuneration policy, to ensure the recruitment, retention, and motivation of human resources so as to achieve the objective of sustainable operations.

Article 21

The Company shall establish a platform to facilitate regular two-way communication between the management and the employees for the employees to obtain relevant information on and express their opinions on the Company's operations, management and decisions.

The Company shall respect the employee representatives' rights to bargain for the working conditions, and shall provide the employees with necessary information and hardware equipment, in order to improve the negotiation and cooperation among employers, employees and employee representatives. The Company shall, by reasonable means, inform employees of operation changes that might have material impacts.

Article 22

The Company shall take responsibility for its products and services, and take marketing ethics seriously. In the process of research and development, procurement, production, operations, and services, the Company shall ensure the transparency and safety of its products and services. Further, the Company shall establish and disclose policies on consumer rights and interests, and enforce them in the course of business operations, so as to prevent the products or services from adversely impacting the rights, interests, health, or safety of consumers.

Article 23

The Company shall ensure the quality of its products and services by following the laws and regulations of the government and relevant standards of the industries.

The Company shall follow relevant laws, regulations and international guidelines when marketing or labeling its products and services and shall not deceive, mislead, commit fraud or engage in any other acts which would betray consumers' trust or damage consumers' rights or interests.

Article 24

The Company is advised to assess the impact its procurement has on society as well as the environment of the community that they are procuring from, and shall cooperate with its suppliers to jointly implement the corporate social responsibility initiative.

Prior to engaging in commercial dealings, the Company is advised to assess whether there is any record of a supplier's impact on the environment and society, and avoid conducting transactions with those against corporate social responsibility policy.

Article 25

The Company is advised to, through commercial activities, non-cash property endowments, volunteering service or other charitable professional services, participate in events held by citizen organizations, charities and local government agencies relating to community development and community education to promote community development.

Article 26

The Company will disclose information according to relevant laws, regulations and the Corporate Governance Best Practice Principles for TWSE/GTSM listed Companies and shall fully disclose relevant

and reliable information relating to its corporate social responsibility initiatives to improve information transparency.

Relevant information relating to corporate social responsibility which the Company will disclose includes:

1. The policy, systems or relevant management guidelines, and concrete promotion plans for corporate social responsibility initiatives.
2. The risks and the impact on the corporate operations and financial condition arising from exercising corporate governance, fostering a sustainable environment and preserving social public welfare.
3. Major stakeholders and their concerns.
4. Other information relating to corporate social responsibility initiatives.

Article 27

The Company shall adopt internationally widely recognized standards or guidelines when producing corporate social responsibility reports, so as to disclose the status of its implementation of the corporate social responsibility policy. It also is advisable to obtain a third-party assurance or verification for reports to enhance the reliability of the information in the reports. The reports are advised to include:

1. The policy, system, or relevant management guidelines and concrete promotion plans for implementing corporate social responsibility initiatives.
2. Major stakeholders and their concerns.
3. Results and a review of the exercising of corporate governance, fostering of a sustainable environment, preservation of public welfare and promotion of economic development.
4. Future improvements and goals.

Article 28

The Company will, from time to time, monitor the development of domestic and foreign corporate social responsibility standards and the change of business environment so as to examine and improve its established corporate social responsibility framework and to obtain better results from the implementation of the corporate social responsibility policy.

Article 29

The Principles shall be implemented after been approved by the Audit Committee and the Board of Directors. The same apply to any amendment thereto.

Appendix

Appendix 1

MediaTek Inc. Articles of Incorporation

Effective after approval at the 2015 shareholder's meeting

Section One – General Provisions

Article 1

The Company shall be incorporated, as a company limited by shares, under the Company Law of the Republic of China, and its name shall be MediaTek Inc. (in English).

Article 2

The scope of business of the Corporation shall be as follows:

- CC01080: Electronic parts and components manufacture.
- F401010: Manufacture and export business.
- I301010: Information & software services.
- I501010: Product design.
- F401021: Restrained Telecom Radio Frequency Equipments and Materials Import.
- F601010: Intellectual Property

1. Researching, developing, producing, manufacturing, and selling the following products:
 - (1). Multimedia integrated circuits (ICs);
 - (2). PC peripheral ICs;
 - (3). High-end consumer electronic ICs;
 - (4). Other Application-Specific ICs;
 - (5). Patents or IC layout copyright licensing related to the abovementioned ICs.
2. Providing hardware and software design, development, testing, maintenance and technology consulting services for the abovementioned products.
3. Conducting import and export trade for the abovementioned products.

Article 2-1

When the Company becomes a shareholder of limited liability of another company, the total amount of the Company's reinvestment shall not be subject to the restriction of not more than 40% of the Company's paid-in capital as provided in Article 13 of the Company Law.

Article 3

The Company is headquartered in the Hsinchu Science-Based Industrial Park in Taiwan, Republic of China, and shall be free, upon approval of the Board of Directors and government authorities in charge, to set up representative and branch offices at various locations within and without the territory of the Republic of China, whenever and wherever the Company deems it necessary or advisable to carry out any or all of its business activities.

Article 4

Public announcements of the Company shall be made in accordance with Article 28 of the Company Law and other relevant rules and regulations of the Republic of China.

Article 4-1

The Company may provide endorsement and guarantee to other companies. The process shall be handled in accordance with the Company's Regulations Governing Endorsement and Guarantee.

Section Two – Capital Stock

Article 5

The total capital stock of the Company shall be in the amount of 20 billion New Taiwan Dollars, divided into 2 billion shares at NT\$10 par value each share, and may be paid-up in installments. The Company may issue stock options from time to time in accordance with the resolutions of the Board of Directors. Two hundred million New Taiwan Dollars of the total capital stock shall be divided into 20 million shares at NT\$10 par value for each share. A total of 20 million shares of the above total capital stock should be reserved for issuing stock options.

Article 6

The share certificates of the Company shall all be name-bearing share certificates. If the Company decides to print share certificates for shares issued, the share certificates shall be signed by or affixed with the seals of at least three Directors, and authenticated by the competent authorities of the government or the certification organization. The Company may be exempted from printing share certificates if the shares are registered with a domestic securities depository enterprise.

Article 7

Registration for transfer of shares shall be suspended 60 days immediately before the date of regular meeting of shareholders, and 30 days immediately before the date of any special meeting of shareholders, or within 5 days before the day on which dividends, bonuses, or any other benefits are scheduled to be paid by the Company.

Section Three – Shareholders' Meeting

Article 8

There are two types of company shareholders' meeting: (1) regular meetings – which shall be convened by the Board of Directors within 6 months after the close of each fiscal year, and (2) special meetings – which shall be convened whenever necessary in accordance with the relevant laws, rules and regulations of the Republic of China.

Article 9

The shareholders' meeting shall be presided over by the Chairman of the Board of Directors of the Company. In their absence, the Chairman shall appoint a deputy to act in their place; otherwise, one Director shall be designated to preside over the shareholders' meeting. If a shareholders' meeting is convened by a person other than a member of the Board of Directors, the shareholders' meeting shall be chaired by that convener. If there are two or more conveners for a shareholders' meeting, one of them shall be elected to chair the meeting.

Article 10

Notices shall be sent to all shareholders for the convening of shareholders' meetings – at least 30 days in advance for regular meetings; and at least 15 days in advance for special meetings. The meeting date, venue and the purpose(s) for convening such shareholders' meeting shall be clearly stated in the meeting notices.

Article 11

If a shareholder is unable to attend a shareholders' meeting, he/she may appoint a representative to attend it, with a Shareholder Proxy Form issued by the Company, in accordance with Article 177 of the Company Law of the Republic of China, and the Rules Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies.

Article 12

Each share is entitled to one voting right, except shares held under regulation of Article 179 of the Company Law, which have no voting rights.

Article 13

Except as regulated in the Company Act of the Republic of China, shareholders' meetings may be held if attended by shareholders in person or by proxy representing more than 50% of the total issued and outstanding capital stock of the Company, and resolutions shall be adopted at the meeting with the concurrence of a majority of the votes held by shareholders present at the meeting. Shareholders of the Company can vote through the electronic voting system, the details of which shall be handled in accordance with relevant laws and regulations.

Article 13-1

The resolutions of the shareholders' meeting shall be recorded in the minutes, and such minutes shall be signed by or sealed with the chop of the Chairman of the meeting. Shareholders shall be notified of the minutes within 20 days after the meeting. The minutes specified above shall be distributed in accordance with the provisions of the Company Act.

Section Four – Directors and Audit Committee

Article 14

The Company shall have five to nine Directors, with the actual number to be determined by the Board. There shall be at least three Independent Directors in the Board. The election of Directors and Independent Directors shall be conducted in accordance with Article 192-1 of the Company Act, where the system of nomination of candidates shall be adopted. The relevant professional qualifications, restrictions on shareholdings and concurrent positions held, assessment of independence, method of nomination, and other matters for compliance with respect to Independent Directors shall be governed by the relevant provisions of the Company Act and Securities and Exchange Act. The independent and non-Independent Directors shall be elected at the same time, and the number of elected directors shall be calculated separately.

The term of Directors is three years, and shall be elected in the shareholders' meetings. Their term of office shall be three years, and shall be eligible for re-election. After the company went public, the total number of shares that all Directors shall hold should be in accordance with the requirements of the competent authorities. The Board of Directors is authorized to determine the compensation for the Directors, taking into account the standards of the industry. The Company may, in accordance with Corporate Governance Regulations for TSE/GTSM Listed Companies, purchase Directors and Officers Liability Insurance for its Directors. The Board of Directors is authorized to decide on the insurance coverage.

Article 14-1

If the Director(s) also serve(s) other position(s) in the Company, his/her compensation for such duties shall be set forth by the competent authority in charge of securities.

Article 14-2

The following relationship shall not be permitted for more than a majority of the Company's Director:

1. Spouse
2. Relative within Second Degree of relationship.

Article 15

The Board of Directors shall be formed by elected Directors and shall have the following responsibilities:

1. Preparing business plans.
2. Proposing allocation plans of earnings or proposals to recover loss.
3. Proposing plans for increasing or decreasing capital.
4. Drafting important rules and contracts.
5. Appointing or discharging the Company's President and Vice Presidents.
6. Setting up or dissolving branches.
7. Compiling Budget Reports and Final Reports.
8. Performing other duties authorized by the Company Law or shareholders' meeting.

Article 16

The Directors shall elect from among themselves a Chairman of the Board of Directors, and a Vice Chairman of the Board of Directors, by a majority in a meeting attended by over two-thirds of the Directors. The Chairman of the Board of Directors shall also be the chairman of shareholders' meetings, and shall have the authority to represent the Company.

Article 17

Meetings of the Board of Directors shall be convened by the Chairman of the Board of Directors, unless otherwise regulated by the Company Act. Directors may be notified of the Board of Directors meeting via written notices, as E-mail or fax. Except as otherwise provided in the Company Act of the Republic of China, a meeting of the Board of Directors may be held if attended by a majority or more of total Directors and resolutions shall be adopted with the concurrence of the majority or more of the Directors present at the meeting.

Article 18

Meetings of the Board of Directors shall be presided over by the Chairman of the Board of Directors of the Company. In their absence, either the Vice Chairman of the Board of Directors or one of the Directors appointed by the Chairman shall preside over the meeting. When a Director is unable to attend any Meeting of the Board of Directors, they may appoint another Director to attend on their behalf, but no Director may act as proxy for more than one other Director.

Article 19

The Company shall form an Audit Committee, which is composed of all Independent Directors. Details including number of members, terms, responsibilities and rule of meeting shall be stipulated separately in the Organization Rules of Audit Committee in accordance with the rules in the "Regulations Governing the Exercise of Powers by Audit Committees of Public Companies".

Section Five – Management of the Company

Article 20

The Company shall appoint one President, and several Vice Presidents. The appointment, discharge, and compensation of the President and Vice Presidents shall be in accordance with Article 29 of the Company Law.

Article 21

The President shall direct the Company's business operation in accordance with decisions resolved by the Board of Directors.

Section Six – Financial Reports

Article 22

The Company's fiscal year shall be from January 1st of each year to December 31st of the same year. After the close of each fiscal year, the Company shall prepare final accounts for that year.

Article 23

After the end of each fiscal year, in accordance with Article 228 of the Company Act, the following reports shall be prepared by the Board of Directors, and be submitted to the shareholders' meeting for acceptance.

1. Business Report.
2. Financial Statements.
3. Proposal Concerning Appropriation of Net Profits or Covering of Losses.

Article 24

When allocating the net profits for each fiscal year, the following order shall be followed:

1. Reserve for tax payments.
2. Offset losses in previous years, if any.
3. Legal reserve, which is 10% of leftover profits. However, this restriction does not apply in the event that the amount of the accumulated legal reserve equals or exceeds the Company's total capital stock.
4. Allocation or reverse of special reserves as required by law or government authorities.
5. Remuneration to Directors, at a maximum of 0.5% of remaining net profits after deducting item (1) to (4) stated in Article 24. The Remuneration to Directors shall be paid in cash.
6. The remaining net profits, after considering retained earnings from previous years and amounts set aside for distribution in future years, shall be allocated as employees' profit sharing and shareholders' dividend. The guideline for employee profit sharing is, the amount of employee profit sharing shall not be lower than 1% of the sum of employee profit sharing and shareholder dividends. Employee profit sharing may be paid in cash or in stock to qualified employees of the company and its affiliate companies. Employee's profit sharing when it is allocated in the form of stock, the Board of Directors shall be authorized to set criteria for qualified employees.

Since the Company is in an industry in a growth phase, the dividend policy shall take into consideration factors such as the Company's current and future investment environment, needs for capital, domestic and overseas competition, capital budgeting plans, etc., to come out with a proposal that strike a balance among shareholders' benefits and the Company's long-term financial plans. Each year the Board of Directors shall prepare a profit distribution proposal and report it at the shareholders' meeting. After considering financial, business and operational factors, the Company may distribute the entire distributable profits for the year; dividends to shareholders may be distributed in cash or in stock, and the cash dividends shall not be lower than 10% of total dividends to shareholders.

Section Seven – Supplementary Provisions

Article 25

The organization of the Company shall be defined in separate internal regulations.

Article 26

In regard to all matters not provided for in the Articles of Incorporation, the Company Law of the Republic of China shall govern.

Article 27

These Articles of Incorporation were resolved on May 21, 1997. The first amendment was made on September 1, 1997, the second amendment was made on July 3, 1998, the third amendment was

made on June 21, 1999, the fourth amendment was made on June 9, 2000, the fifth amendment was made on September 28, 2000, the sixth amendment was made on June 8, 2001, the seventh amendment was made on June 3, 2002, the eighth amendment was made on May 16, 2003, the ninth amendment was made on June 9, 2004, the tenth amendment was made on June 13, 2005, the eleventh amendment was made on June 21, 2006, the twelfth amendment was made on June 11, 2007, the thirteenth amendment was made on June 15, 2010, the fourteenth amendment was made on June 15, 2011, the fifteenth amendment was made on June 13, 2012, and the sixteenth amendment was made on June 12, 2015.

Appendix 2

MediaTek Inc. Rules and Procedures of Shareholders' Meeting

Effective after approval at the 2010 shareholder's meeting

Article 1

Shareholders' Meeting of the Company (the "Meeting") shall be conducted in accordance with these Rules and Procedures.

Article 2

Shareholders attending the Meeting in person or through a proxy shall wear the attendee badge, and submit the attendance card for the purpose of signing in. The number of shares represented by shareholders attending the Meeting shall be calculated in accordance with the attendance cards submitted by the shareholders.

Article 3

When the number of shares represented by the shareholders present at the Meeting has constituted 50% or more of the total outstanding shares, the chairman shall call the Meeting to order at the time scheduled for the Meeting.

Article 4

The agenda of the Meeting shall be set by the Board of Directors. The Meeting shall proceed in accordance with the agenda.

Article 5

Proposals not in the Meeting's agenda will not be discussed or put to vote. The Chairman may announce to end a discussion of any resolution if the Chairman deems it appropriate.

Article 6

The Chairman may put a resolution to vote at the end of a discussion.

Article 7

Except otherwise specified in the Company Law of the Republic of China, a resolution shall be adopted by a majority of the votes represented by the shareholders present at the Meeting. The resolution shall be deemed adopted and shall have the same effect as if it was voted for by casting ballots if no objection is voiced after solicitation by the Chairman.

Article 8

When a shareholder present at the Meeting wishes to speak, a Speech Note should be filled out with the shareholder's Attendance Card number, the shareholder's name, and the number of shares held. The sequence of speeches by shareholders should be decided by the Chairman.

Article 9

Unless otherwise permitted by the Chairman, each shareholder shall not, for each discussion item, speak more than two times, with each time not exceeding three minutes.

Article 10

In case the speech of any shareholder violates the abovementioned provision or exceeds the scope of the discussion item, the Chairman may stop the speech of such shareholder. In case a shareholder

does not obey the Chairman's instruction or does not maintain order at the Meeting place, the Chairman may stop such shareholder from attending the Meeting.

Article 11

During the Meeting, the Chairman may set a time for intermission.

Article 12

In cases of force majeure, the Meeting shall be discontinued. The Meeting shall be resumed an hour after the incident is over.

Article 13

Any matter not provided in these Rules and Procedures shall be handled in accordance with relevant laws and regulations.

Article 14

The Rules and Procedures shall be effective from the date it is resolved by the Board of Directors and approved by the Shareholders' Meeting. The same applies in case of revision.

Appendix 3

MediaTek Inc. Shareholdings of All Directors

1. The shareholdings of the Company's Directors and percentage of shareholdings required by law are listed below:

The Company's total outstanding shares:	1,571,583,686
Total shareholdings of all Directors required by law:	37,718,008

2. As of April 26, 2016, the cut-off date of this Shareholders' Meeting, the individual Directors and their aggregate shareholdings are listed below:

Title	Name	Date Elected	Term	Shares	%
Chairman	Ming-Kai Tsai	June 12, 2015	3 years	41,006,187	2.61%
Vice Chairman	Ching-Jiang Hsieh	June 12, 2015	3 years	4,004,921	0.25%
Director	Cheng-Yaw Sun	June 12, 2015	3 years	29,244	0.00%
Director	Kenneth Kin	June 12, 2015	3 years	-	-
Independent Director	Chung-Yu Wu	June 12, 2015	3 years	-	-
Independent Director	Peng-Heng Chang	June 12, 2015	3 years	-	-
Independent Director	Tain-Jy Chen	June 12, 2015	3 years	-	-
Holdings of all Directors				45,040,352	2.86%