



# **Handbook for the 2023 Annual Meeting of Shareholders**

**(TRANSLATION)**

**Meeting Date: May 31, 2023**

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**MediaTek Inc.**  
**Procedure for the 2023 Annual Meeting of Shareholders**

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

**MediaTek Inc.**  
**Year 2023**  
**Agenda of Annual Meeting of Shareholders**

**Time:** 9:00 a.m., May 31, 2023 (Wednesday)

**Venue:** MediaTek Inc., No. 1, Dusing 1st Road, Hsinchu Science Park, Hsinchu City, Taiwan  
R.O.C.

**Held by means of:** Physical shareholders' meeting

**Agenda:**

1. Call the meeting to order
2. Chairman remarks
3. Report Items
  - (1). 2022 business report
  - (2). Audit Committee's review report
  - (3). Report on 2022 employees' compensation and remuneration to directors
  - (4). Report on cash dividends from 2022 profits
  - (5). Report on cash distribution from capital reserve
4. Acknowledgements
  - (1). Adoption of the 2022 business report and financial statements
  - (2). Adoption of the proposal of distribution of 2022 profits
5. Proposed Resolutions and Election
  - (1). Amendment to the Company's "Articles of Incorporation"
  - (2). Election of one additional Independent Director of the 9th Board of Directors
  - (3). Release of the non-compete restriction on the Company's directors of the 9th Board of Directors
6. Extemporary Motions
7. Meeting Adjourned

## Report Items

### Report item (1)

Proposed by the Board of Directors

Subject: 2022 business report.

Descriptions: 2022 business report is attached on page 10-11, Attachment 1.

### Report item (2)

Proposed by the Board of Directors

Subject: Audit Committee's review report.

Descriptions: 2022 Audit Committee's review report is attached on page 12, Attachment 2.

### Report item (3)

Proposed by the Board of Directors

Subject: Report on 2022 employees' compensation and remuneration to directors.

Descriptions:

- (1). According to Article 24 of the Company's Articles of Incorporation, 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 of Directors has adopted a proposal for distribution of 2022 profit as follows: employees' compensation is NT\$1,596,127,337 and the remuneration to directors is NT\$96,000,000; both shall be paid in cash.

### Report item (4)

Proposed by the Board of Directors

Subject: Report on cash dividends from 2022 profits.

Descriptions:

- (1). According to Article 24-1 of the Company's Articles of Incorporation, the Company authorizes the Board of Directors to distribute the cash dividends (may include dividends distributed from profits and the legal reserve and the capital reserve, in whole or in part, pursuant to Article 241 of the Company Act) by a majority vote in a meeting attended by over two-thirds of the Directors and report such distribution to the shareholders' meeting in accordance with the Company Act.
- (2). The proposal for cash dividends from 2022 profits has been approved by the Board of Directors on February 24, 2023, as follows: The total amount of cash dividends from 2022 profits is NT\$99,178,441,112 (shareholders will be entitled to receive a cash dividend of NT\$62 per share calculated based on MediaTek's outstanding shares of 1,599,652,276 shares as of February 23, 2023). The cash dividends will be distributed to each shareholder based on shareholding percentages and be rounded down to the nearest dollar. The amounts under one dollar due to the rounding off are summed and recognized as the Company's other income.
- (3). In the same meeting, the Board of Directors also authorized the Chairman to determine the record date and the payment date. In the event the number of outstanding shares is affected by the Company's subsequent shares buyback, transfer or cancellation of treasury stocks, issuance of new shares because of the exercise of employee stock options, issuance or withdrawal of employee restricted stocks awards or other causes, the

Chairman is authorized to adjust the distribution amount per share based on the actual number of the outstanding shares on the record date and other related matters.

**Report item (5)**

Proposed by the Board of Directors

Subject: Report on cash distribution from capital reserve.

Descriptions:

- (1). According to Article 24-1 of the Company's Articles of Incorporation, the Company authorizes the Board of Directors to distribute the cash dividends (may include dividends distributed from profits and the legal reserve and the capital reserve, in whole or in part, pursuant to Article 241 of the Company Act) by a majority vote in a meeting attended by over two-thirds of the Directors and report such distribution to the shareholders' meeting in accordance with the Company Act.
- (2). The proposal for cash distribution from capital reserve has been approved by the Board of Directors on February 24, 2023, as follows: Pursuant to subparagraph 1, paragraph 1 of Article 241 of the Company Act, the Company plans to distribute cash of NT\$22,395,131,864 from the capital reserve from paid-in capital in excess of par value, to the shareholder listed on the register of shareholders on the record date and the expected cash per share is NT\$14. Cash payment shall be rounded down to the nearest dollar. The amounts under one dollar due to the rounding off are summed and recognized as the Company's other income.
- (3). In the same meeting, the Board of Directors also authorized the Chairman to determine the record date and the payment date. In the event the number of outstanding shares is affected by the Company's subsequent shares buyback, transfer or cancellation of treasury stocks, issuance of new shares because of the exercise of employee stock options, issuance or withdrawal of employee restricted stocks awards or other causes, the Chairman is authorized to adjust the distribution amount per share based on the actual number of the outstanding shares on the record date and other related matters.

## Acknowledgements

### Acknowledgement (1)

Proposed by the Board of Directors

Subject: Adoption of the 2022 business report and financial statements.

Descriptions:

- (1). 2022 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 Shao-Pin Kuo and Wen-Fun Fuh of Ernst & Young.
- (2). For the 2022 business report, independent auditors' report and the aforementioned financial statements, please refer to page 10-11, Attachment 1, page 13-22, Attachment 3, and page 23-32, Attachment 4.

Resolution:

### Acknowledgement (2)

Proposed by the Board of Directors

Subject: Adoption of the proposal for distribution of 2022 profits.

Descriptions:

- (1). The proposal for distribution of 2022 profits has been approved by the Board of Directors in the 13th Board Meeting of the 9th session.
- (2). Please refer to the 2022 profit distribution table below:

Unit: New Taiwan dollar (NTD)

Descriptions	Amount (NTD)	Remarks
Unappropriated retained earnings of previous years	149,444,177,775	
Plus: Net income of 2022	118,141,106,114	
Plus: Proceeds from disposal of equity instruments measured at fair value through other comprehensive income	19,012,009,779	
Plus: Actual gain on defined benefit plans	73,777,890	
Plus: Adjustment for restricted stocks awards	17,604,020	
Earnings available for distribution	286,688,675,578	
Distribution items:		
Legal reserve	(13,724,449,780)	Cash dividend of NT\$62.00 per share (Note).
Dividend to common shareholders	(99,178,441,112)	
Unappropriated retained earnings	173,785,784,686	

**Note:** According to the Company's Articles of Incorporation, cash dividends shall be approved by the Board of Directors and be reported at the shareholders' meeting. Please refer to Report item (4) for details.

Chairman: Ming-Kai Tsai    Chief Executive Officer: Rick Tsai    Chief Financial Officer: David Ku

Resolution:

## Proposed Resolutions and Election

### Proposal (1)

Proposed by the Board of Directors

Subject: Amendment to the Company's "Articles of Incorporation". Approval is respectfully requested.

Descriptions:

- (1) In accordance with Article 228-1 of the Company Act, a company may explicitly provide in its Articles of Incorporation that the surplus earning distribution or loss off-setting proposal may be proposed at the close of each half fiscal year. In response to the aforementioned legislative purposes of improving shareholders' investment efficiency, it is proposed to amend the Company's "Articles of Incorporation" to explicitly provide that the distribution of profits or the covering of losses may be made on a half-yearly basis after the close of each half fiscal year.
- (2) The comparison table illustrating the original and amended texts of the "Articles of Incorporation" is available on page 33-35, Attachment 5.

### Proposal (2)

Proposed by the Board of Directors

Subject: Election of one additional Independent Director of the 9th Board of Directors. Election is respectfully requested.

Descriptions:

- (1) According to Article 14 of the Company's "Articles of Incorporation", the Company shall have five to nine Directors, with the actual number to be determined by the Board.
- (2) The Company currently sets up eight Directors (including three seats of Independent Director), and the Board of Directors approved to elect one additional Independent Director. The term of office of the Independent Director to be elected shall be the same as the current directors of the 9<sup>th</sup> session, starting at the end of the shareholders' meeting from May 31st, 2023 to July 4th, 2024, for a period of one year and one month.
- (3) The election of 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. For the list of Independent Director Candidates, Candidates' education background and experience, and other relevant information, please refer to page 36, Attachment 6.
- (4) Election is respectfully requested.

### Proposal (3)

Proposed by the Board of Directors

Subject: Release of the non-compete restriction on the Company's directors of the 9th Board of Directors. Approval is respectfully requested.

Descriptions:

- (1) Pursuant to Article 209 of the Company Act, "a director who engages in any behavior for himself/herself or on behalf of another person that is within the scope of the company's business shall explain the essential contents of such an act to the shareholders' meeting and obtain its approval."
- (2) Since there are Directors of the Company holding concurrent positions at other companies whose business scope is the same or similar to that of the Company, we hereby request the shareholders' meeting to approve the removal of the non-competition restriction imposed on the 9th session



Directors of the Company starting from the dates of the commencement of their positions at other companies, and the removal of the non-competition restriction imposed on the Independent Director elected by this shareholders' meeting starting from the date of the commencement of her position at the Company in accordance with the above mentioned Article 209 of the Company Act.

- (3) The concurrent positions held by the 9th session Directors at other companies are as follows:

Name	Company Name and Concurrent Position
Peng-Heng Chang (Independent Director)	Chairman, LOVE AND JOY CO., LTD. Chairman, Ruei-Huei Solar Corp.
Chung-Yu Wu (Independent Director)	Representative of Juristic Person Director, AMAZING Microelectronic Corp.

- (4) The concurrent positions held by the Independent Director elected by this shareholders' meeting at other companies are as follows:

Syaru Shirley Lin (Independent Director Candidate)	Independent Director, TE Connectivity Ltd. (Zurich) Independent Director, Goldman Sachs Asia Bank Limited (Hong Kong) Independent Director, Langham Hospitality Investments Limited (Hong Kong)
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- (5) Respectfully request the shareholders to remove the non-competition restrictions on the above Directors.

## **Extemporary Motions**

## **Meeting Adjourned**

# **Attachment**

## Attachment 1

# MediaTek Inc. 2022 Business Report

Dear shareholders:

The global semiconductor industry went through rapid market demand changes in 2022. Although the supply chain suffered from capacity shortage in the first half of 2022, demand in various end markets turned weaker in a short period of time due to global macroeconomic uncertainties such as geopolitical tensions, high inflations, rate hikes, and the vast spread of Covid-19. This made our customers take stricter inventory control measures and lowered demand for semiconductors starting from the second half of 2022. In this challenging market, with the conscientiousness from all MediaTek employees, we grew our consolidated revenue by 11% from 2021 to NT\$548.8 billion with EPS of NT\$74.59, both reaching record highs.

MediaTek's solid execution of technology leadership and global expansion in the past few years contributed to our industry-leading product mix and more diversified customer mix globally. This led to our revenue growth across all three product groups, including mobile, Smart Edge Platform and power IC for the 4th consecutive year, as well as our gross margin and operating margin expansion for the 5th consecutive year, with gross margin rising 13.8 percentage points from 35.6% in 2017 to 49.4% in 2022, and operating margin growing 19 percentage points from 4.1% in 2017 to 23.1% in 2022, establishing a strong operating foundation for MediaTek.

In terms of smartphone, MediaTek offers complete 4G and 5G platforms to enable upgrades from 4G to 5G globally, with leading global smartphone market share. In 2022, our first mmWave 5G SoC, Dimensity 1050, entered mass production and expanded to North America markets. Furthermore, MediaTek took another important step in the flagship market by launching 5G flagship SoC, the Dimensity 9000 series, which were highly recognized by our customers and adopted by multiple flagship models. MediaTek will continue to invest in the advanced process nodes and designs to introduce more high-performance flagship SoCs to relentlessly grow the flagship market share.

As for smart edge platforms, all wireless and wired connection products grew robustly in 2022, mainly driven by global market share gains. Furthermore, global upgrade trends in WiFi 6/6E, 5G and 10GPON not only benefitted the penetration rate among various consumer electronics, but also our businesses with global tier-one telecom operators including broadband, router and CPE, which grew strongly as we had been aggressively developing close partnership with those customers. On the development of the next generation WiFi 7, MediaTek introduced a complete WiFi 7 ecosystem, demonstrating our leading global position, and will continue to gain market share in high-end router, notebook, wired connection and TV, welcoming new technology migration cycles. In addition, consumer and enterprise ASIC, as well as automotive products were welcomed by global customers in the US and Europe with significant revenue growth in 2022 and multi-year growth opportunities ahead. In terms of power IC, MediaTek continued to expand to new areas with revenue from automotive and industrial related applications more than doubled in 2022.

In addition to pursuing operating performance, MediaTek has long been promoting sustainable governance, environmentally friendly operation, and to grow and prosper with our people and community. MediaTek has been well recognized in the role of corporate citizen to fulfill corporate social responsibilities, and was awarded the Most Prestigious Sustainability Awards - Top Ten

Domestic Corporates and Excellence in Corporate Social Responsibility - Corporate Citizen Award for consecutive years. We were also awarded Top 100 Global Innovators Award, Best Taiwan Global Brands, and The Best Business Unit to Promote Workplace Equality. MediaTek has also been ranked among top 5% in corporate governance evaluation, demonstrating the recognition of our devotion to the realization of corporate governance. For many years, MediaTek has propelled technology talent cultivation programs, promoted society innovation, held "Genius for Home - MediaTek Digital Social Innovation Campaign" and STEM "Course Creator" Program, devoting to the dissemination of digital social innovation and solid technology foundation.

To actively implement green operations, MediaTek announced net zero emissions, pledging that by 2030 all of the worldwide offices will be powered with 100% renewable energy, and by 2050 MediaTek will reach the goal of net zero emissions, demonstrating our commitment to sustainability. Moreover, we have completed certifications to ISO 50001 Energy Management Systems Standard and ISO 27001 Information Security Management System, to strengthen our corporate resilience. MediaTek is listed in several overseas benchmark sustainability indexes, including MSCI Taiwan ESG Leaders Index, FTSE4Good Emerging Index, FTSE4Good TIP Taiwan ESG Index and the TIP Taiwan Environmental Sustainability Index, showcasing how our governance in environmental issues has been well received by investors.

Looking ahead, the structural growth brought by the global digital transformation trends remains intact. Semiconductor plays a crucial role in innovative technologies, propelling the growth in demand for various wired and wireless connections, artificial intelligence, multimedia and low-power processing. MediaTek has accumulated staunch capabilities in these areas, providing strategic values to global customers, and has strengthened the partnerships with them in fields such as IoT, mobile computing, XR, ASIC and automotive, to expand markets globally. We also actively work with the standard body and participate in launching the new generation technology. For example, our satellite communication that supports the 3GPP 5G NTN standard began to contribute to revenue in the beginning of 2023. MediaTek also aggressively prepare for the next generation 5G Redcap technology, paving the way for future growth opportunities.

Meanwhile, MediaTek is fully committed to shareholder return to share the operating performance through regular and special cash dividends with shareholders. Going forward, we will carry on our execution to allocate resources strategically, continuously create product values, attract global talents, build in-depth partnerships with global semiconductor supply chain and customers in various products to grow with them, and thus continue to enhance shareholder values. Finally, we would like to extend our sincere appreciation to all of our shareholders for your long-term trust and continuous support.

**Chairman: Ming-Kai Tsai**

**Chief Executive Officer: Rick Tsai**

**Chief Financial Officer: David Ku**

## **Attachment 2**

### **Audit Committee's Review Report**

The Board of Directors has prepared the Company's 2022 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 by the Audit Committee and no irregularities were found. We hereby report as above according to Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act. Please kindly approve.

To MediaTek Inc. 2023 Annual General Shareholders' Meeting

MediaTek Inc.

Chairman of the Audit Committee: Chung-Yu Wu

February 24, 2023



安永聯合會計師事務所

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English Translation of a Report Originally Issued in Chinese

**Independent Auditors' Report**

To the Board of Directors and Shareholders  
of MediaTek Inc.

**Opinion**

We have audited the accompanying consolidated balance sheets of MediaTek Inc. and its subsidiaries as of December 31, 2022 and 2021, and the related consolidated statements of comprehensive income, changes in equity and cash flows for the years ended December 31, 2022 and 2021, and notes to the consolidated financial statements, including the summary of significant accounting policies (together “the consolidated financial statements”).

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, 2022 and 2021, and their consolidated financial performance and cash flows for the years ended December 31, 2022 and 2021, in conformity with the requirements of the Regulations Governing the Preparation of Financial Reports by Securities Issuers and International Financial Reporting Standards, International Accounting Standards, Interpretations developed by the International Financial Reporting Interpretations Committee or the former Standing Interpretations Committee as endorsed and became effective by Financial Supervisory Commission of the Republic of China.

**Basis for Opinion**

We conducted our audits in accordance with the Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants and the Standards on Auditing of the Republic of China. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of MediaTek Inc. and its subsidiaries in accordance with the Norm of Professional Ethics for Certified Public Accountant of the Republic of China (the “Norm”), and we have fulfilled our other ethical responsibilities in accordance with the Norm. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

## **Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of 2022 consolidated financial statements. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

### Revenue recognition

MediaTek Inc. and its subsidiaries recognized NT\$548,796,030 thousand as net sales, which includes sale of goods in the amount of NT\$543,013,101 thousand and services and other operating revenues in the amount of NT\$5,782,929 thousand for the year ended December 31, 2022. Main source of revenue comes from sales of chips. Due to the fact that the product portfolio and the pricing methods are varied and sales discounts are usually directly included or indirectly implied in purchase orders or in practice, it is necessary for the Company to judge and determine the performance obligation of a contract, the timing of its satisfaction, and the estimate of the variable considerations. As a result, we determined the matter to be a key audit matter.

Our audit procedures include (but are not limited to) assessing the appropriateness of the accounting policy for revenue recognition; evaluating and testing the effectiveness of internal control which is related to the timing of revenue recognition; performing test of details on samples selected from details of sales, reviewing the significant terms of sales agreements, testing five steps of revenue recognition and tracing to relevant documentation of transactions; performing test for contract modification, test for contract consolidation and test for principal and agent; adopting audit sampling on trade receivables and performing confirmation procedures on final balance and key terms of sales agreements; and reviewing transactions for certain period before and after the reporting date, analyzing the reasonableness of fluctuations and selecting samples to perform cutoff procedures, tracing to relevant documentation to verify that revenue has been recorded in the correct accounting period. Besides, we also reviewed if there are any significant revenue reversals in subsequent periods.

We also considered the appropriateness of the disclosures of sales. Please refer to Note 4, Note 5 and Note 6 in notes to consolidated financial statements.

## **Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements**

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with the requirements of the Regulations Governing the Preparation of Financial Reports by Securities Issuers and International Financial Reporting Standards, International Accounting Standards, Interpretations developed by the International Financial Reporting Interpretations Committee or the former Standing Interpretations Committee as endorsed by Financial Supervisory Commission of the Republic of China and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the ability to continue as a going concern of MediaTek Inc. and its subsidiaries, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate MediaTek Inc. and its subsidiaries or to cease operations, or has no realistic alternative but to do so.

Those charged with governance, including audit committee, are responsible for overseeing the financial reporting process of MediaTek Inc. and its subsidiaries.

## **Auditor's Responsibilities for the Audit of the Consolidated Financial Statements**

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Standards on Auditing of the Republic of China will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with the Standards on Auditing of the Republic of China, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:



1. Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control of MediaTek Inc. and its subsidiaries.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability to continue as a going concern of MediaTek Inc. and its subsidiaries. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause MediaTek Inc. and its subsidiaries to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the consolidated financial statements, including the accompanying notes, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within MediaTek Inc. and its subsidiaries to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of 2022 consolidated financial statements and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

## **Others**

We have audited and expressed an unqualified opinion on the parent company only financial statements of MediaTek Inc. as of and for the years ended December 31, 2022 and 2021.

Kuo, Shao-Pin

Fuh, Wen-Fun

Ernst & Young, Taiwan

February 24, 2023

### Notice to Readers

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

Accordingly, the accompanying financial statements and report of independent accountants are not intended for use by those who are not informed about the accounting principles or the Standards on Auditing of the Republic of China, and their applications in practice. As the financial statements are the responsibility of the management, Ernst & Young cannot accept any liability for the use of, or reliance on, the English translation or for any errors or misunderstandings that may derive from the translation.

English Translation of Financial Statements Originally Issued in Chinese  
**MEDIATEK INC. AND SUBSIDIARIES**  
**CONSOLIDATED BALANCE SHEETS**  
**As of December 31, 2022 and 2021**  
(Amounts in thousands of New Taiwan Dollars)

ASSETS	Notes	December 31, 2022	%	December 31, 2021	%
<b>Current assets</b>		\$	24	\$	28
Cash and cash equivalents	4, 6(1)	147,502,155		183,704,594	
Financial assets at fair value through profit or loss-current	4, 5, 6(2)	8,541,857	1	10,695,832	2
Financial assets at fair value through other comprehensive income-current	4, 5, 6(3)	3,169,019	-	6,705,920	1
Financial assets measured at amortized cost-current	4, 5, 6(4)	5,596,485	1	3,657,229	1
Notes receivables, net	6(22)	2,811	-	2,811	-
Trade receivables, net	4, 5, 6(5), 6(22), 7	40,804,936	7	58,577,900	9
Trade receivables from related parties, net	4, 5, 6(5), 6(22), 7	34,593	-	79,236	-
Other receivables	6(6)	15,823,997	3	6,931,246	1
Current tax assets	4, 5, 6(30)	133,072	-	140,950	-
Inventories, net	4, 5, 6(7)	70,703,336	12	73,270,606	11
Prepayments	6(8), 9	4,138,284	1	1,809,392	-
Other current assets		1,203,062	-	1,289,010	-
Total current assets		297,653,607	49	346,864,726	53
<b>Non-current assets</b>					
Financial assets at fair value through profit or loss-noncurrent	4, 5, 6(2)	6,624,993	1	4,458,892	1
Financial assets at fair value through other comprehensive income-noncurrent	4, 5, 6(3)	73,801,249	12	52,196,718	8
Financial assets measured at amortized cost-noncurrent	4, 5, 6(4), 8	25,264,394	4	11,180,498	2
Investments accounted for using the equity method	4, 6(9)	17,798,462	3	60,287,258	9
Property, plant and equipment	4, 6(10)	53,861,629	9	49,111,180	7
Right-of-use assets	4, 6(23)	8,927,750	2	3,478,527	1
Intangible assets	4, 6(11)	2,086,194	-	1,605,354	-
Deferred tax assets	4, 6(12), 6(13)	73,454,530	12	73,525,649	11
Refundable deposits	4, 5, 6(30)	11,511,991	2	8,412,894	1
Long-term financing lease receivables, net	9	7,316,702	1	9,334,669	1
Net defined benefit assets-noncurrent	4, 6(22), 6(23)	1,455,784	-	1,455,784	-
Other non-current assets-others	4, 6(18)	15,852	-	-	-
Total non-current assets	9	28,626,337	5	38,964,599	6
		310,745,867	51	314,012,022	47
<b>Total assets</b>		\$ 608,399,474	100	\$ 660,876,748	100

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

Chairman : Ming-Kai Tsai

President : Lih-Shyng Tsai

Chief Financial Officer : David Ku

English Translation of Financial Statements Originally Issued in Chinese

**MEDIATEK INC. AND SUBSIDIARIES**  
**CONSOLIDATED BALANCE SHEETS**  
**As of December 31, 2022 and 2021**

(Amounts in thousands of New Taiwan Dollars)

	Notes	December 31, 2022	%	December 31, 2021	%
<b>LIABILITIES AND EQUITY</b>					
<b>Current liabilities</b>		\$		\$	
Short-term borrowings	6(14)	3,700,000	1	51,267,307	8
Financial liabilities at fair value through profit or loss-current	4, 5, 6(2)	6,097	-	4,252	-
Contract liabilities-current	4, 5, 6(21)	4,900,894	1	6,368,483	1
Trade payables	7	19,754,156	3	41,327,057	6
Trade payables to related parties	6(15)	1,763,794	-	2,176,635	-
Other payables	7	52,384,543	9	53,126,366	8
Other payables to related parties	4, 5, 6(30)	125,059	-	117,547	-
Current tax liabilities	4, 6(23)	12,022,458	2	11,532,644	2
Lease liabilities-current	4, 6(23)	795,500	-	501,153	-
Other current liabilities	6(16)	43,249,196	7	40,991,045	6
Current portion of long-term liabilities	6(17)	2,868,692	-	3,693,791	1
Total current liabilities		141,570,389	23	211,106,280	32
<b>Non-current liabilities</b>					
Long-term borrowings	6(17)	-	-	827,660	-
Long-term payables	7	771,209	-	662,179	-
Long-term payables to related parties	4, 6(18)	92,139	-	193,718	-
Net defined benefit liabilities-noncurrent	7	762,337	-	856,412	-
Deposits received	4, 5, 6(30)	189,707	-	227,570	-
Deferred tax liabilities	4, 6(23)	11,584,725	3	8,323,476	1
Lease liabilities-noncurrent	4, 6(23)	8,308,237	1	2,989,923	1
Other non-current liabilities-others		2,062,492	-	2,041,636	-
Total non-current liabilities		23,770,846	4	16,122,574	2
Total liabilities		165,341,235	27	227,228,854	34
<b>Equity attributable to owners of the parent</b>					
Share capital	6(19)	15,994,353	3	15,988,420	3
Common stock		113	-	483	-
Capital collected in advance	6(19), 6(20), 6(34)	47,185,281	8	59,776,045	9
Capital surplus	6(19)				
Retained earnings		62,058,498	10	50,217,220	8
Legal reserve		286,688,675	47	252,432,501	38
Undistributed earnings		28,238,340	5	53,656,597	8
Other equity	6(20)	(55,970)	-	(55,970)	-
Treasury shares	4, 6(19)	440,109,290	73	432,015,296	66
Equity attributable to owners of the parent	4, 6(19), 6(34)	2,948,949	-	1,632,598	-
<b>Non-controlling interests</b>		443,058,239	73	433,647,894	66
Total equity					
<b>Total liabilities and equity</b>		\$ 608,399,474	100	\$ 660,876,748	100

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

Chairman : Ming-Kai Tsai

President : Lih-Shyng Tsai

Chief Financial Officer : David Ku

English Translation of Financial Statements Originally Issued in Chinese

**MEDIATEK INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**  
**For the years ended December 31, 2022 and 2021**

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

Description	Notes	2022	%	2021	%
<b>Net sales</b>	4, 5, 6(21), 7	\$ 548,796,030	100	\$ 493,414,582	100
<b>Operating costs</b>	4, 5, 6(7), 6(24), 7	(277,891,595)	(51)	(261,809,987)	(53)
<b>Gross profit</b>		270,904,435	49	231,604,595	47
<b>Operating expenses</b>	6(22), 6(23), 6(24), 7				
Selling expenses		(14,239,563)	(3)	(17,195,853)	(4)
Administrative expenses		(13,001,319)	(2)	(10,287,281)	(2)
Research and development expenses		(116,874,655)	(21)	(96,080,761)	(19)
Expected credit losses		(446)	-	(466)	-
Total operating expenses		(144,115,983)	(26)	(123,564,361)	(25)
<b>Operating income</b>		126,788,452	23	108,040,234	22
<b>Non-operating income and expenses</b>					
Interest income	4, 6(25)	3,218,334	1	1,650,698	-
Other income	4, 6(26), 7	2,540,459	1	6,579,633	2
Other gains and losses	4, 6(27)	2,006,590	-	9,795,607	2
Finance costs	6(28)	(370,930)	-	(192,601)	-
Share of profit of associates and joint ventures accounted for using the equity method	4, 6(9)	1,378,338	-	978,482	-
Total non-operating income and expenses		8,772,791	2	18,811,819	4
<b>Net income before income tax</b>		135,561,243	25	126,852,053	26
<b>Income tax expense</b>	4, 5, 6(30)	(16,936,222)	(3)	(14,979,520)	(3)
<b>Net income</b>		118,625,021	22	111,872,533	23
<b>Other comprehensive income</b>	4, 6(9), 6(29), 6(30)				
Items that may not be reclassified subsequently to profit or loss					
Remeasurements of defined benefit plan		91,938	-	62,281	-
Unrealized gains (losses) from equity instrument investments measured at fair value through other comprehensive income		(17,764,837)	(3)	5,686,940	1
Share of other comprehensive income of associates and joint ventures accounted for using the equity method		(13,097,831)	(3)	2,797,189	1
Income tax relating to those items not to be reclassified to profit or loss		758,670	-	40,096	-
Items that may be reclassified subsequently to profit or loss					
Exchange differences resulting from translating the financial statements of foreign operations		25,183,401	5	(6,043,055)	(1)
Unrealized gains (losses) from debt instrument investments measured at fair value through other comprehensive income		(44,073)	-	(2,084)	-
Share of other comprehensive income of associates and joint ventures accounted for using the equity method		(4,338,274)	(1)	1,262,834	-
<b>Other comprehensive income, net of tax</b>		(9,211,006)	(2)	3,804,201	1
<b>Total comprehensive income</b>		\$ 109,414,015	20	\$ 115,676,734	24
<b>Net income for the periods attributable to :</b>					
Owners of the parent	6(31)	\$ 118,141,106		\$ 111,421,062	
Non-controlling interests	6(19)	483,915		451,471	
		\$ 118,625,021		\$ 111,872,533	
<b>Total comprehensive income for the periods attributable to :</b>					
Owners of the parent		\$ 108,918,586		\$ 115,241,937	
Non-controlling interests		495,429		434,797	
		\$ 109,414,015		\$ 115,676,734	
Basic Earnings Per Share (in New Taiwan Dollars)	6(31)	\$ 74.59		\$ 70.56	
Diluted Earnings Per Share (in New Taiwan Dollars)	6(31)	\$ 74.23		\$ 70.22	

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

Chairman : Ming-Kai Tsai

President : Lih-Shyng Tsai

Chief Financial Officer : David Wu

English Translation of Financial Statements Originally Issued in Chinese  
**MEDIATEK INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY**  
**For the years ended December 31, 2022 and 2021**  
(Amounts in thousands of New Taiwan Dollars)

Description	Equity attributable to owners of the parent										Non-controlling interests	Total equity		
	Share capital		Retained earnings			Other equity							Treasury shares	Equity attributable to owners of the parent
	Common stock	Capital collected in advance	Capital surplus	Legal reserve	Undistributed earnings	Exchange differences resulting from translating the financial statements of foreign operations	Unrealized gains (losses) from financial assets measured at fair value through other comprehensive income	Others						
Balance as of January 1, 2021	\$ 15,900,622	\$ 2,133	\$ 76,745,750	\$ 44,583,025	\$ 173,052,205	\$ (8,710,844)	\$ 70,646,473	\$ (329,273)	\$ (55,970)	\$ 371,833,821	\$ 3,250,630	\$ 375,084,451		
Appropriation and distribution of 2020 earnings:	-	-	-	5,634,195	(5,634,195)	-	-	-	-	-	-	-		
Legal reserve	-	-	-	5,634,195	(5,634,195)	-	-	-	-	-	-	-		
Cash dividends	-	-	-	-	(39,032,479)	-	-	-	-	-	-	(33,398,284)		
Total	-	-	-	-	(39,032,479)	-	-	-	-	-	-	(33,398,284)		
Cash dividends distributed from capital surplus	-	-	(25,446,312)	-	-	-	-	-	-	(25,446,312)	-	(25,446,312)		
Profit for the year ended December 31, 2021	-	-	-	-	111,421,062	-	-	-	-	111,421,062	451,471	111,872,533		
Other comprehensive income for the year ended December 31, 2021	-	-	-	-	51,650	-	8,533,218	-	-	3,820,875	(16,674)	3,804,201		
Total comprehensive income	-	-	-	-	111,472,712	-	8,533,218	-	-	115,241,937	434,797	115,676,734		
Share-based payment transactions	5,244	(1,650)	191,090	-	-	-	-	-	-	194,684	9,585	204,269		
Adjustments due to dividends that subsidiaries received from parent company	-	-	288,382	-	-	-	-	-	-	288,382	-	288,382		
Changes in associates and joint ventures accounted for using the equity method	-	-	1,223,848	-	-	-	-	-	-	1,223,848	-	1,223,848		
The differences between the fair value of the consideration paid or received from acquiring or disposing subsidiaries and the carrying amounts of the subsidiaries	-	-	(162,502)	-	-	-	-	-	-	(162,502)	(14,310)	(176,812)		
Changes in ownership interests in subsidiaries	82,554	-	6,376,784	-	(17,252)	-	-	(4,761,369)	-	609,264	(430,508)	178,756		
Issuance of restricted stock for employees	-	-	(50,259)	-	-	-	-	-	-	1,680,717	-	1,680,717		
Changes in other capital surplus	-	-	-	-	-	-	-	-	-	(50,259)	-	(50,259)		
Proceeds from disposal of equity instruments measured at fair value through other comprehensive income	-	-	-	-	6,957,315	-	(6,957,315)	-	-	-	-	-		
Non-controlling interests	-	-	-	-	-	-	-	-	-	-	(1,617,596)	(1,617,596)		
Balance as of December 31, 2021	15,988,420	483	59,776,045	50,217,220	252,433,501	(13,474,837)	72,222,376	(5,090,942)	(55,970)	432,015,296	1,632,598	433,647,894		
Appropriation and distribution of 2021 earnings:	-	-	-	11,841,278	(11,841,278)	-	-	-	-	-	-	-		
Legal reserve	-	-	-	11,841,278	(11,841,278)	-	-	-	-	-	-	-		
Cash dividends	-	-	-	-	(91,147,046)	-	-	-	-	(91,147,046)	-	(91,147,046)		
Total	-	-	-	-	(102,988,324)	-	-	-	-	-	-	(91,147,046)		
Cash dividends distributed from capital surplus	-	-	(25,585,136)	-	-	-	-	-	-	(25,585,136)	-	(25,585,136)		
Profit for the year ended December 31, 2022	-	-	-	-	118,141,106	-	-	-	-	118,141,106	483,915	118,625,021		
Other comprehensive income for the year ended December 31, 2022	-	-	-	-	73,778	-	(30,130,811)	-	-	(29,397,033)	11,514	(28,275,519)		
Total comprehensive income	-	-	-	-	191,919,884	-	(30,130,811)	-	-	161,782,071	595,429	162,377,500		
Share-based payment transactions	2,596	(370)	76,329	-	-	-	-	-	-	78,555	353,540	432,095		
Adjustments due to dividends that subsidiaries received from parent company	-	-	568,977	-	-	-	-	-	-	568,977	-	568,977		
Changes in associates and joint ventures accounted for using the equity method	-	-	2,882,085	-	-	-	-	-	-	2,882,085	-	2,882,085		
The differences between the fair value of the consideration paid or received from acquiring or disposing subsidiaries and the carrying amounts of the subsidiaries	-	-	8,637,434	-	-	-	-	-	-	8,637,434	781,621	9,419,055		
Changes in ownership interests in subsidiaries	-	-	(95,784)	-	-	-	-	-	-	(95,784)	534,551	438,767		
Issuance of restricted stock for employees	3,337	-	935,957	-	17,604	-	-	2,890,051	-	3,846,949	-	3,846,949		
Changes in other capital surplus	-	-	(10,626)	-	-	-	-	-	-	(10,626)	-	(10,626)		
Proceeds from disposal of equity instruments measured at fair value through other comprehensive income	-	-	-	-	19,012,010	-	(19,012,010)	-	-	-	-	-		
Non-controlling interests	-	-	-	-	-	-	-	-	-	-	(848,790)	(848,790)		
Balance as of December 31, 2022	\$ 15,994,353	\$ 113	\$ 47,185,281	\$ 62,058,498	\$ 286,688,675	\$ 7,359,676	\$ 23,079,555	\$ (2,200,891)	\$ (55,970)	\$ 440,109,290	\$ 2,948,949	\$ 443,058,239		

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

Chairman : Ming-Kai Tsai

President : Lih-Slyng Tsai

Chief Financial Officer : David Ku

**MEDIATEK INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**For the years ended December 31, 2022 and 2021**  
(Amounts in thousands of New Taiwan Dollars)

Description	2022	2021
<b>Cash flows from operating activities :</b>		
Profit before tax from continuing operations	\$ 135,561,243	\$ 126,852,053
Adjustments for:		
The profit or loss items which did not affect cash flows:		
Depreciation	9,282,258	5,542,630
Amortization	5,697,401	5,078,447
Expected credit losses	446	466
(Gains) losses on financial assets and liabilities at fair value through profit or loss	(48,164)	274,696
Interest expenses	370,930	192,601
Gains on derecognition of financial assets measured at amortized cost	(34,739)	(10,404)
Interest income	(3,218,334)	(1,650,698)
Dividend income	(1,902,463)	(5,781,848)
Share-based payment expenses	4,174,973	1,757,079
Share of profit of associates and joint ventures accounted for using the equity method	(1,378,338)	(978,482)
Losses on disposal of property, plant and equipment	17,852	4,649
Property, plant and equipment transferred to expenses	51	1,065
Losses on disposal of intangible assets	529	9
Losses (gains) on disposal of investments	12,466	(8,429,982)
Gains on disposal of investments accounted for using the equity method	(698,914)	(938,753)
Others	3,068	(4,018)
Changes in operating assets and liabilities:		
Financial assets mandatorily measured at fair value through profit or loss	454,918	(2,529,497)
Notes receivables	-	40,626
Trade receivables	19,892,114	(26,345,561)
Trade receivables from related parties	44,643	(78,606)
Other receivables	730,946	(1,780,705)
Inventories	2,287,011	(36,957,513)
Prepayments	(2,697,004)	(470,229)
Other current assets	85,948	(253,146)
Other non-current assets-others	12,799,865	(38,964,599)
Contract liabilities	(1,467,589)	(5,257,168)
Trade payables	(21,642,357)	9,160,159
Trade payables to related parties	(417,441)	532,216
Other payables	(444,456)	14,542,537
Other payables to related parties	(4,644)	(38,112)
Other current liabilities	540,957	13,313,793
Net defined benefit liabilities	(17,989)	8,575
Other non-current liabilities-others	56,932	(399,736)
Cash generated from operating activities:	158,042,119	46,432,544
Interest received	2,828,894	1,492,138
Dividend received	2,580,975	7,227,944
Interest paid	(368,063)	(191,293)
Income tax paid	(18,501,123)	(7,866,589)
Net cash provided by operating activities	144,582,802	47,094,744
<b>Cash flows from investing activities :</b>		
Acquisition of financial assets at fair value through other comprehensive income	(6,793,174)	(6,331,739)
Proceeds from disposal of financial assets at fair value through other comprehensive income	2,568,974	5,991,715
Proceeds from capital return of financial assets at fair value through other comprehensive income	68,255	647,146
Acquisition of financial assets measured at amortized cost	(19,206,050)	(4,026,881)
Proceeds from redemption of financial assets measured at amortized cost	3,895,491	1,330,972
Acquisition of investments accounted for using the equity method	(315,905)	(900,366)
Proceeds from disposal of investments accounted for using the equity method	89,260	1,125,782
Net cash outflows from acquisition of subsidiary	(976,731)	-
Proceeds from capital return of investments accounted for using the equity method	27,642	230,165
Disposal of subsidiary	-	4,102,707
Acquisition of property, plant and equipment	(13,622,110)	(16,985,369)
Proceeds from disposal of property, plant and equipment	6,433	13,242
Decrease (increase) in refundable deposits	2,018,790	(9,123,750)
Acquisition of intangible assets	(5,292,395)	(4,998,345)
Proceeds from disposal of intangible assets	-	237
Acquisition of investment property	(3,153)	-
Net cash used in investing activities	(37,534,673)	(28,924,484)
<b>Cash flows from financing activities :</b>		
(Decrease) increase in short-term borrowings	(48,016,474)	29,948,992
Proceeds from long-term borrowings	-	1,385,720
Repayment of long-term borrowings	(558,060)	-
Decrease in deposits received	(37,863)	(203,166)
Cash payment for the principal portion of the lease liabilities	(604,013)	(608,068)
Proceeds from exercise of employee stock options	67,929	107,936
Cash dividends	(116,140,659)	(58,584,650)
Acquisition of ownership interests in subsidiaries	(48,413)	(175,288)
Disposal of ownership interests in subsidiaries (without losing control)	9,467,468	1,801
Change in non-controlling interests	(410,023)	175,431
Net cash used in financing activities	(156,280,108)	(27,951,292)
Effect of changes in exchange rate on cash and cash equivalents	13,029,540	(3,094,119)
Net decrease in cash and cash equivalents	(36,202,439)	(12,875,151)
Cash and cash equivalents at the beginning of the year	183,704,594	196,579,745
Cash and cash equivalents at the end of the year	\$ 147,502,155	\$ 183,704,594

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

Chairman : Ming-Kai Tsai

President : Lih-Shyng Tsai

Chief Financial Officer : David Ku



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English Translation of a Report Originally Issued in Chinese

**Independent Auditors' Report**

To the Board of Directors and Shareholders  
of MediaTek Inc.

**Opinion**

We have audited the accompanying parent company only balance sheets of MediaTek Inc. as of December 31, 2022 and 2021, and the related parent company only statements of comprehensive income, changes in equity and cash flows for the years ended December 31, 2022 and 2021, and notes to the parent company only financial statements, including the summary of significant accounting policies (together “the parent company only financial statements”).

In our opinion, the parent company only financial statements referred to above present fairly, in all material respects, the parent company only financial position of MediaTek Inc. as of December 31, 2022 and 2021, and the parent company only financial performance and the parent company only cash flows for the years ended December 31, 2022 and 2021, in conformity with the requirements of the Regulations Governing the Preparation of Financial Reports by Securities Issuers.

**Basis for Opinion**

We conducted our audits in accordance with the Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants and the Standards on Auditing of the Republic of China. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Parent Company Only Financial Statements section of our report. We are independent of MediaTek Inc. in accordance with the Norm of Professional Ethics for Certified Public Accountant of the Republic of China (the “Norm”), and we have fulfilled our other ethical responsibilities in accordance with the Norm. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.



## Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of 2022 parent company only financial statements. These matters were addressed in the context of our audit of the parent company only financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

### Revenue recognition

MediaTek Inc. recognized NT\$332,181,124 thousand as net sales, which includes sale of goods in the amount of NT\$324,816,989 thousand and services and other operating revenues in the amount of NT\$7,364,135 thousand for the year ended December 31, 2022. Main source of revenue comes from sales of chips. Due to the fact that the product portfolio and the pricing methods are varied and sales discounts are usually directly included or indirectly implied in purchase orders or in practice, it is necessary for the Company to judge and determine the performance obligation of a contract, the timing of its satisfaction, and the estimate of the variable considerations. As a result, we determined the matter to be a key audit matter.

Our audit procedures include (but are not limited to) assessing the appropriateness of the accounting policy for revenue recognition; evaluating and testing the effectiveness of internal control which is related to the timing of revenue recognition; performing test of details on samples selected from details of sales, reviewing the significant terms of sales agreements, testing five steps of revenue recognition and tracing to relevant documentation of transactions; performing test for contract modification, test for contract consolidation and test for principal and agent; adopting audit sampling on trade receivables and performing confirmation procedures on final balance and key terms of sales agreements; and reviewing transactions for certain period before and after the reporting date, analyzing the reasonableness of fluctuations and selecting samples to perform cutoff procedures, tracing to relevant documentation to verify that revenue has been recorded in the correct accounting period. Besides, we also reviewed if there are any significant revenue reversals in subsequent periods.

We also considered the appropriateness of the disclosures of sales. Please refer to Note 4, Note 5 and Note 6 in notes to the parent company only financial statements.

## **Responsibilities of Management and Those Charged with Governance for the Parent Company Only Financial Statements**

Management is responsible for the preparation and fair presentation of the parent company only financial statements in accordance with the requirements of the Regulations Governing the Preparation of Financial Reports by Securities Issuers and for such internal control as management determines is necessary to enable the preparation of parent company only financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the parent company only financial statements, management is responsible for assessing the ability to continue as a going concern of MediaTek Inc., disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate MediaTek Inc. or to cease operations, or has no realistic alternative but to do so.

Those charged with governance, including audit committee, are responsible for overseeing the financial reporting process of MediaTek Inc.

## **Auditor’s Responsibilities for the Audit of the Parent Company Only Financial Statements**

Our objectives are to obtain reasonable assurance about whether the parent company only financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor’s report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Standards on Auditing of the Republic of China will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these parent company only financial statements.

As part of an audit in accordance with the Standards on Auditing of the Republic of China, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

1. Identify and assess the risks of material misstatement of the parent company only financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control of MediaTek Inc.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability to continue as a going concern of MediaTek Inc. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the parent company only financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause MediaTek Inc. to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the parent company only financial statements, including the accompanying notes, and whether the parent company only financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within MediaTek Inc. and its subsidiaries to express an opinion on the parent company only financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of 2022 parent company only financial statements and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Kuo, Shao-Pin

Fuh, Wen-Fun

Ernst & Young, Taiwan

February 24, 2023

Notice to Readers

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

Accordingly, the accompanying financial statements and report of independent accountants are not intended for use by those who are not informed about the accounting principles or the Standards on Auditing of the Republic of China, and their applications in practice. As the financial statements are the responsibility of the management, Ernst & Young cannot accept any liability for the use of, or reliance on, the English translation or for any errors or misunderstandings that may derive from the translation.

English Translation of Financial Statements Originally Issued in Chinese  
**MEDIATEK INC.**

**PARENT COMPANY ONLY BALANCE SHEETS**  
**As of December 31, 2022 and 2021**

(Amounts in thousands of New Taiwan Dollars)

	Notes	December 31, 2022	%	December 31, 2021	%
<b>ASSETS</b>					
<b>Current assets</b>					
Cash and cash equivalents	4, 6(1)	\$ 22,417,724	4	\$ 71,349,370	12
Financial assets at fair value through profit or loss-current	4, 5, 6(2)	1,747,234	1	1,712,245	-
Financial assets measured at amortized cost-current	4, 6(4)	20,396	-	84,211	-
Trade receivables, net	4, 6(5), 6(21)	25,012,979	5	32,683,641	6
Trade receivables from related parties, net	4, 6(5), 6(21), 7	508,276	-	612,535	-
Other receivables	6(6)	3,927,095	1	5,150,696	1
Other receivables from related parties	7	399,764	-	275,373	-
Current tax assets	4, 5, 6(29)	-	-	82	-
Inventories, net	4, 5, 6(7)	39,408,674	7	40,813,724	7
Prepayments	6(8), 9	1,654,250	-	666,330	-
Other current assets		1,164,932	-	1,214,719	-
Total current assets		96,261,324	18	154,562,926	26
<b>Non-current assets</b>					
Financial assets at fair value through profit or loss-noncurrent	4, 5, 6(2)	2,387,451	1	797,350	-
Financial assets at fair value through other comprehensive income-noncurrent	4, 5, 6(3)	7,227,546	1	6,517,755	1
Financial assets measured at amortized cost-noncurrent	4, 6(4), 8	2,023,508	-	1,516,539	-
Investments accounted for using the equity method	4, 6(9)	313,235,289	58	307,861,947	52
Property, plant and equipment	4, 6(10)	32,197,708	6	29,877,083	5
Right-of-use assets	4, 6(22)	2,355,779	-	1,733,789	-
Intangible assets	4, 6(11), 6(12)	57,005,420	11	57,272,022	10
Deferred tax assets	4, 5, 6(29)	8,527,393	2	6,780,908	1
Refundable deposits	9	6,638,424	1	8,670,550	2
Long-term financing lease receivables, net	4, 6(21), 6(22)	1,455,784	-	1,455,784	-
Other non-current assets-others	9	13,448,903	2	19,230,579	3
Total non-current assets		446,503,205	82	441,714,306	74
<b>Total assets</b>		\$ 542,764,529	100	\$ 596,277,232	100

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

Chairman : Ming-Kai Tsai

President : Lih-Shyng Tsai

Chief Financial Officer : David Ku

English Translation of Financial Statements Originally Issued in Chinese  
MEDIATEK INC.

PARENT COMPANY ONLY BALANCE SHEETS  
As of December 31, 2022 and 2021

(Amounts in thousands of New Taiwan Dollars)

	Notes	December 31, 2022	%	December 31, 2021	%
<b>LIABILITIES AND EQUITY</b>					
<b>Current liabilities</b>					
Short-term borrowings	6(13)	\$ -	-	\$ 45,327,350	8
Financial liabilities at fair value through profit or loss-current	4, 5, 6(2)	3,353	-	4,252	-
Contract liabilities-current	4, 5, 6(20)	2,122,229	-	3,409,104	1
Trade payables		12,068,347	2	24,456,912	4
Trade payables to related parties	7	1,386,107	-	1,553,675	-
Other payables	6(14)	35,878,684	7	37,150,786	6
Other payables to related parties	7	10,129,960	2	32,187	-
Current tax liabilities	4, 5, 6(29)	2,518,768	-	7,102,836	1
Lease liabilities-current	4, 6(22)	263,466	-	155,571	-
Other current liabilities	4, 6(15)	25,525,176	5	24,628,819	4
Current portion of long-term liabilities	6(16)	2,456,385	1	2,562,795	1
Total current liabilities		92,352,475	17	146,384,287	25
<b>Non-current liabilities</b>					
Long-term borrowings	6(16)	-	-	827,660	-
Long-term payables		529,406	-	490,525	-
Long-term payables to related parties	7	-	-	8,618,791	2
Net defined benefit liabilities-noncurrent	4, 6(17)	607,180	-	672,027	-
Deposits received	7	56,309	-	106,299	-
Deferred tax liabilities	4, 5, 6(29)	6,252,799	1	4,966,610	1
Lease liabilities-noncurrent	4, 6(22)	2,133,549	1	1,587,347	-
Other non-current liabilities-others		723,521	-	608,390	-
Total non-current liabilities		10,302,764	2	17,877,649	3
Total liabilities		102,655,239	19	164,261,936	28
<b>Equity</b>					
Share capital	6(18)	15,994,353	3	15,988,420	3
Common stock		113	-	483	-
Capital collected in advance	6(18), 6(19)	47,185,281	9	59,776,045	10
Capital surplus	6(18)				
Retained earnings		62,058,498	11	50,217,220	8
Legal reserve		286,688,675	53	252,432,501	42
Undistributed earnings	6(19)	28,238,340	5	53,656,597	9
Other equity	4, 6(18)	(55,970)	-	(55,970)	-
Treasury shares		440,109,290	81	432,015,296	72
Total equity					
<b>Total liabilities and equity</b>		\$ 542,764,529	100	\$ 596,277,232	100

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

Chairman : Ming-Kai Tsai

President : Lih-Shyng Tsai

Chief Financial Officer : David Ku

## MEDIATEK INC.

## PARENT COMPANY ONLY STATEMENTS OF COMPREHENSIVE INCOME

For the years ended December 31, 2022 and 2021

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

Description	Notes	2022	%	2021	%
<b>Net sales</b>	4, 5, 6(20), 7	\$ 332,181,124	100	\$ 305,571,342	100
<b>Operating costs</b>	4, 5, 6(7), 6(23), 7	(176,996,071)	(53)	(174,236,062)	(57)
<b>Gross profit</b>		155,185,053	47	131,335,280	43
<b>Unrealized gross profit on sales</b>		(657)	-	(566,377)	-
<b>Realized gross profit on sales</b>		170,395	-	163,622	-
<b>Gross profit, net</b>		155,354,791	47	130,932,525	43
<b>Operating expenses</b>	6(21), 6(23), 7				
Selling expenses		(8,800,102)	(2)	(9,600,509)	(3)
Administrative expenses		(9,970,588)	(3)	(6,371,111)	(2)
Research and development expenses		(82,369,154)	(25)	(63,298,834)	(21)
Expected credit (losses) gains		(770)	-	15,007	-
Total operating expenses		(101,140,614)	(30)	(79,255,447)	(26)
<b>Operating income</b>		54,214,177	17	51,677,078	17
<b>Non-operating income and expenses</b>					
Interest income	4, 6(24)	695,486	-	595,264	-
Other income	4, 6(25), 7	511,693	-	621,613	-
Other gains and losses	4, 6(26), 7	910,789	-	546,510	-
Finance costs	6(27), 7	(299,940)	-	(113,342)	-
Share of profit of subsidiaries, associates, and joint ventures accounted for using the equity method	4	71,561,982	22	67,577,219	22
Total non-operating income and expenses		73,380,010	22	69,227,264	22
<b>Net income before income tax</b>		127,594,187	39	120,904,342	39
<b>Income tax expense</b>	4, 5, 6(29)	(9,453,081)	(3)	(9,483,280)	(3)
<b>Net income</b>		118,141,106	36	111,421,062	36
<b>Other comprehensive income</b>	4, 6(9), 6(17), 6(28), 6(29)				
Items that may not be reclassified subsequently to profit or loss					
Remeasurements of the defined benefit plan		57,848	-	47,672	-
Unrealized gains (losses) from equity instrument investments measured at fair value through other comprehensive income		(448,568)	-	(57,688)	-
Share of other comprehensive income of subsidiaries, associates, and joint ventures accounted for using the equity method which may not be reclassified to profit or loss		(29,610,670)	(9)	8,606,502	3
Income tax relating to those items not to be reclassified to profit or loss		(11,570)	-	(9,534)	-
Items that may be reclassified subsequently to profit or loss					
Exchange differences resulting from translating the financial statements of foreign operations		20,834,513	6	(4,763,993)	(1)
Unrealized gains (losses) from debt instrument investments measured at fair value through other comprehensive income		949	-	-	-
Share of other comprehensive income of subsidiaries, associates, and joint ventures accounted for using the equity method which may be reclassified to profit or loss		(45,022)	-	(2,084)	-
<b>Other comprehensive income, net of tax</b>		(9,222,520)	(3)	3,820,875	2
<b>Total comprehensive income</b>		\$ 108,918,586	33	\$ 115,241,937	38
Basic Earnings Per Share (in New Taiwan Dollars)	6(30)	\$ 74.59		\$ 70.56	
Diluted Earnings Per Share (in New Taiwan Dollars)	6(30)	\$ 74.23		\$ 70.22	

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

Chairman : Ming-Kai Tsai

President : Lih-Shyng Tsai

Chief Financial Officer : David Ku

## MEDIATEK INC.

## PARENT COMPANY ONLY STATEMENTS OF CHANGES IN EQUITY

For the years ended December 31, 2022 and 2021

(Amounts in thousands of New Taiwan Dollars)

Description	Share capital		Retained earnings			Other equity			Treasury shares	Total equity
	Common stock	Capital collected in advance	Capital surplus	Legal reserve	Undistributed earnings	Exchange differences resulting from translating the financial statements of foreign operations	Unrealized gains (losses) from financial assets measured at fair value through other comprehensive income	Others		
Balance as of January 1, 2021	\$ 15,900,622	\$ 2,133	\$ 76,745,750	\$ 44,583,025	\$ 173,052,205	\$ (8,710,844)	\$ 70,646,473	\$ (3,29,573)	\$ (55,970)	\$ 371,833,821
Appropriation and distribution of 2020 earnings:	-	-	-	5,634,195	(5,634,195)	-	-	-	-	-
Legal reserve	-	-	-	(33,398,284)	(33,398,284)	-	-	-	-	(33,398,284)
Cash dividends	-	-	-	5,634,195	(39,032,479)	-	-	-	-	(33,398,284)
Total	-	-	-	-	-	-	-	-	-	-
Cash dividends distributed from capital surplus	-	-	(25,446,312)	-	-	-	-	-	-	(25,446,312)
Profit for the year ended December 31, 2021	-	-	-	-	111,421,062	-	-	-	-	111,421,062
Other comprehensive income for the year ended December 31, 2021	-	-	-	-	51,650	(4,763,993)	8,533,218	-	-	3,820,875
Total comprehensive income	-	-	-	-	111,472,712	(4,763,993)	8,533,218	-	-	115,241,937
Share-based payment transactions	5,244	(1,650)	191,090	-	-	-	-	-	-	194,684
Adjustments due to dividends that subsidiaries received from parent company	-	-	288,382	-	-	-	-	-	-	288,382
Changes in associates and joint ventures accounted for using the equity method	-	-	1,223,848	-	-	-	-	-	-	1,223,848
The differences between the fair value of the consideration paid or received from acquiring or disposing subsidiaries and the carrying amounts of the subsidiaries	-	-	(162,502)	-	-	-	-	-	-	(162,502)
Changes in ownership interests in subsidiaries	-	-	609,264	-	(17,252)	-	-	-	-	609,264
Changes in ownership interests in subsidiaries	-	-	6,376,784	-	-	-	-	(4,761,369)	-	1,680,717
Issuance of restricted stock for employees	82,554	-	(50,259)	-	-	-	-	-	-	(50,259)
Changes in other capital surplus	-	-	-	-	6,957,315	-	(6,957,315)	-	-	-
Proceeds from disposal of equity instruments measured at fair value through other comprehensive income	-	-	-	50,217,220	252,432,501	(13,474,837)	72,222,376	(5,090,942)	(55,970)	432,015,296
Balance as of December 31, 2021	15,988,420	483	59,776,045	11,841,278	(11,841,278)	-	-	-	-	-
Appropriation and distribution of 2021 earnings:	-	-	-	11,841,278	(91,147,046)	-	-	-	-	(91,147,046)
Legal reserve	-	-	-	(91,147,046)	(102,988,324)	-	-	-	-	(91,147,046)
Cash dividends	-	-	-	-	-	-	-	-	-	-
Total	-	-	-	-	-	-	-	-	-	-
Cash dividends distributed from capital surplus	-	-	(25,585,136)	-	-	-	-	-	-	(25,585,136)
Profit for the year ended December 31, 2022	-	-	-	-	118,141,106	-	-	-	-	118,141,106
Other comprehensive income for the year ended December 31, 2022	-	-	-	-	73,778	20,834,513	(30,130,811)	-	-	(9,222,520)
Total comprehensive income	-	-	-	-	118,214,884	20,834,513	(30,130,811)	-	-	108,918,586
Share-based payment transactions	2,596	(370)	76,329	-	-	-	-	-	-	78,555
Adjustments due to dividends that subsidiaries received from parent company	-	-	568,977	-	-	-	-	-	-	568,977
Changes in associates and joint ventures accounted for using the equity method	-	-	2,882,085	-	-	-	-	-	-	2,882,085
The differences between the fair value of the consideration paid or received from acquiring or disposing subsidiaries and the carrying amounts of the subsidiaries	-	-	8,637,434	-	-	-	-	-	-	8,637,434
Changes in ownership interests in subsidiaries	-	-	(95,784)	-	-	-	-	-	-	(95,784)
Changes in ownership interests in subsidiaries	-	-	935,957	-	17,604	-	-	2,890,051	-	3,846,949
Issuance of restricted stock for employees	3,337	-	(10,626)	-	-	-	-	-	-	(10,626)
Changes in other capital surplus	-	-	-	-	19,012,010	-	(19,012,010)	-	-	-
Proceeds from disposal of equity instruments measured at fair value through other comprehensive income	-	-	-	62,058,498	286,688,675	7,359,676	23,079,555	(2,200,891)	(55,970)	440,109,290
Balance as of December 31, 2022	\$ 15,994,353	\$ 113	\$ 47,185,281	\$ 62,058,498	\$ 286,688,675	\$ 7,359,676	\$ 23,079,555	\$ (2,200,891)	\$ (55,970)	\$ 440,109,290

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

Chairman : Ming-Kai Tsai

President : Lih-Shyng Tsai

Chief Financial Officer : David Ku



## MEDIATEK INC.

## PARENT COMPANY ONLY STATEMENTS OF CASH FLOWS

For the years ended December 31, 2022 and 2021

(Amounts in thousands of New Taiwan Dollars)

Description	2022	2021
<b>Cash flows from operating activities :</b>		
Profit before tax from continuing operations	\$ 127,594,187	\$ 120,904,342
Adjustments for:		
The profit or loss items which did not affect cash flows:		
Depreciation	5,648,634	3,311,072
Amortization	3,340,491	2,928,106
Expected credit losses (gains)	770	(15,007)
Losses (gains) on financial assets and liabilities at fair value through profit or loss	81,629	(117,813)
Interest expenses	299,940	113,342
Losses on derecognition of financial assets measured at amortized cost	36	-
Interest income	(695,486)	(595,264)
Dividend income	(123,722)	(40,116)
Share-based payment expenses	3,261,615	1,545,455
Share of profit of subsidiaries, associates, and joint ventures accounted for using the equity method	(71,561,982)	(67,577,219)
Losses (gains) on disposal of property, plant and equipment	2,312	(972)
Unrealized gross profit on sales	657	80
Realized gross profit on sales	(170,395)	(163,622)
Others	26	(204)
Changes in operating assets and liabilities:		
Financial assets mandatorily measured at fair value through profit or loss	(1,712,413)	(976,587)
Trade receivables	7,669,892	(14,819,576)
Trade receivables from related parties	104,259	26,315
Other receivables	1,162,037	(1,147,936)
Other receivables from related parties	(124,391)	8,210
Inventories	1,405,050	(19,910,833)
Prepayments	(1,177,201)	(190,333)
Other current assets	49,787	(288,445)
Other non-current assets-others	5,970,957	(19,230,579)
Contract liabilities	(1,286,875)	(4,443,125)
Trade payables	(12,388,565)	4,166,482
Trade payables to related parties	(167,568)	(1,102,309)
Other payables	(1,029,935)	10,960,127
Other payables to related parties	823,061	(25,295)
Other current liabilities	896,357	8,674,157
Long-term payables to related parties	(8,618,791)	8,618,791
Net defined benefit liabilities	(6,999)	(10,189)
Other non-current liabilities-others	(14,528)	(278,285)
Cash generated from operating activities:	59,232,846	30,322,770
Interest received	762,768	656,620
Dividend received	48,921,938	22,242,681
Interest paid	(303,261)	(114,386)
Income tax paid	(14,508,933)	(4,327,866)
Net cash provided by operating activities	94,105,358	48,779,819
<b>Cash flows from investing activities :</b>		
Acquisition of financial assets at fair value through other comprehensive income	(1,157,410)	(1,997,691)
Acquisition of financial assets measured at amortized cost	(500,000)	(120,703)
Proceeds from redemption of financial assets measured at amortized cost	55,887	113,559
Acquisition of investments accounted for using the equity method	(4,693,510)	(19,501,530)
Proceeds from disposal of investments accounted for using the equity method	693,414	10,466
Proceeds from capital return of investments accounted for using the equity method	25,294,580	1,382,800
Cash received through merger	-	63,799
Acquisition of property, plant and equipment	(7,974,778)	(13,722,045)
Proceeds from disposal of property, plant and equipment	2,427	8,032
Decrease (increase) in refundable deposits	2,032,126	(8,597,388)
Acquisition of intangible assets	(3,266,551)	(3,294,683)
Proceeds from disposal of intangible assets	-	226
Net cash provided by (used in) investing activities	10,486,185	(45,655,158)
<b>Cash flows from financing activities :</b>		
(Decrease) increase in short-term borrowings	(45,327,350)	29,075,610
Proceeds from long-term borrowings	-	1,385,720
Repayment of long-term borrowings	(558,060)	-
Decrease in deposits received	(49,990)	(207,382)
Other payables to related parties	9,274,712	-
Cash payment for the principal portion of the lease liabilities	(220,793)	(181,976)
Proceeds from exercise of employee stock options	67,929	107,936
Cash dividends	(116,709,637)	(58,873,032)
Net cash used in investing activities	(153,523,189)	(28,693,124)
Net decrease in cash and cash equivalents	(48,931,646)	(25,568,463)
Cash and cash equivalents at the beginning of the year	71,349,370	96,917,833
Cash and cash equivalents at the end of the year	\$ 22,417,724	\$ 71,349,370

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

Chairman : Ming-Kai Tsai

President : Lih-Shyng Tsai

Chief Financial Officer : David Ku

**Attachment 5**

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

Adopted by the 13<sup>th</sup> meeting of the 9<sup>th</sup> board

Amended Article	Original Article	Explanation
<p>Article 24-1  <u>The distribution of profits or the covering of losses may be made on a half-yearly basis after the close of each half fiscal year. The Board of Directors shall prepare relevant proposals per applicable laws and regulations and the procedures and principles specified in the Articles of Incorporation and report such proposals to the shareholders’ meeting or submit the same to the shareholders’ meeting for review and approval by a resolution.</u></p> <p><u>When allocating the profits, the Company shall first estimate and reserve the taxes to be paid, offset its losses per laws and regulations, and set aside a legal reserve at 10% of leftover profits provided that the legal reserve requirement shall not apply in the event that the amount of accumulated legal reserve has reached the amount of the paid-in capital of the Company, then set aside or reverse a special reserve in accordance with relevant laws or regulations or as requested by the authorities in charge. For the distribution of profits for the first half of each fiscal year, the Company shall also estimate and reserve the employees’ compensation and remuneration to directors per applicable laws and regulations and the provisions specified in the Articles of Incorporation.</u></p>	<p>Article 24-1</p> <p><u>If there is any profit in an annual general financial statement of the Company, such profit shall be distributed in the following orders:</u></p> <ol style="list-style-type: none"> <li><u>1. Reserve for tax payments.</u></li> <li><u>2. Offset accumulated losses in previous years, if any.</u></li> <li><u>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.</u></li> <li><u>4. Allocation or reverse of special reserves as required by law or government authorities.</u></li> <li><u>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 per laws and regulations and the procedures and principles specified in the Articles of Incorporation and report such distribution to the shareholders’ meeting or submit the same to the shareholders’ meeting for review and approval by a resolution.</u></li> </ol>	<p>In response to Article 228-1 of the Company Act, which allowed a company to explicitly provide in its Articles of Incorporation that the surplus earning distribution or loss off-setting proposal may be proposed at the close of each half fiscal year for the purpose of improving shareholders’ investment efficiency, this Article 24-1 is amended in accordance with Article 228-1 of the Company Act to explicitly provide that the Company’s distribution of profits or the covering of losses may be made on a half-yearly basis after the close of each half fiscal year. Other revisions are proposed to reflect the amendment of this Article.</p>

Amended Article	Original Article	Explanation
<p>In accordance with Article 240 and Article 241 of the Company Act, the Company authorizes the Board of Directors to distribute the cash dividends (may include dividends distributed from profits and the legal reserve and the capital reserve, in whole or in part, pursuant to Article 241 of the Company Act) by a majority vote in a meeting attended by over two-thirds of the Directors and report such distribution to the shareholders' meeting.</p> <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. The Board of Directors shall prepare a profit distribution proposal and report the distribution of cash dividends to the shareholders' meeting or submit the distribution of stock dividends to the shareholders' meeting for review and approval by a resolution. After considering financial, business and operational factors, the Company may distribute the whole of distributable profits; 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>In accordance with Article 240 and Article 241 of the Company Act, the Company authorizes the Board of Directors to distribute the cash dividends (may include dividends distributed from profits and the legal reserve and the capital reserve, in whole or in part, pursuant to Article 241 of the Company Act) by a majority vote in a meeting attended by over two-thirds of the Directors and report such distribution to the shareholders' meeting.</p> <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. <u>Each year</u> the Board of Directors shall prepare a profit distribution proposal and report the distribution of cash dividends to the shareholders' meeting or submit the distribution of stock dividends to the shareholders' meeting for review and approval by a resolution. After considering financial, business and operational factors, the Company may distribute the whole of distributable profits <u>for the year</u>; 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 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</p>	<p>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</p>	<p>Proposed revisions to reflect the amendment date of these Articles.</p>

Amended Article	Original Article	Explanation
<p>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, the sixteenth amendment was made on June 12, 2015 the seventeenth amendment was made on June 24, 2016 the eighteenth amendment was made on June 15, 2017, the nineteenth amendment was made on June 14, 2019, the twentieth amendment was made on May 31, 2022, and the twenty-first amendment was made on May 31, 2023.</p>	<p>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, the sixteenth amendment was made on June 12, 2015 the seventeenth amendment was made on June 24, 2016 the eighteenth amendment was made on June 15, 2017, the nineteenth amendment was made on June 14, 2019, and the twentieth amendment was made on May 31, 2022.</p>	

**Attachment 6**

**MediaTek Inc.  
List of Independent Director Candidate**

<b>Name</b>	<b>Gender</b>	<b>Shareholdings (Note 1)</b>	<b>Education Recognitions</b>	<b>Major Previous Positions</b>	<b>Current Positions</b>
Syaru Shirley Lin	Female	0	<ul style="list-style-type: none"> <li>- Bachelor (cum laude), Harvard University</li> <li>- Master (with distinction), International Public Affairs, University of Hong Kong</li> <li>- Ph.D., Politics and Public Administration, University of Hong Kong</li> </ul>	<ul style="list-style-type: none"> <li>- Managing director, Partner, Goldman Sachs &amp; Co</li> </ul>	<ul style="list-style-type: none"> <li>- Research Professor, White Burkett Miller Center of Public Affairs, University of Virginia</li> <li>- Chairman, Center for Asia-Pacific Resilience and Innovation</li> <li>- Adjunct Professor, Chinese University of Hong Kong</li> <li>- Nonresident Senior Fellow, Brookings Institution</li> <li>- Independent Director, TE Connectivity Ltd. (Zurich)</li> <li>- Independent Director, Goldman Sachs Asia Bank Limited (Hong Kong)</li> <li>- Independent Director, Langham Hospitality Investments Limited (Hong Kong)</li> </ul>

Note 1: As of April 2, 2023

# **Appendix**

## Appendix 1

# MediaTek Inc. Articles of Incorporation

Date: May 31, 2022

Approved by the Annual General Shareholders' Meeting 2022

## Section One – General Provisions

### Article 1

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

### Article 2

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

- CC01080: Electronic parts and components manufacture.
- F401010: International Trade.
- I301010: Software Design Services.
- I501010: Product designing.
- F401021: Restrained Telecom Radio Frequency Equipments and Materials Import.
- F601010: Intellectual Property.

1. Researching, developing, producing, manufacturing, and sales 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 investment will 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 Act.

### 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 or branch offices at various locations within or outside the territory of the Republic of China, whenever the Company deems it necessary.

### Article 4

Public announcements of the Company shall be made in accordance with Article 28 of the Company Act.

### Article 4-1

The Company may provide endorsement and guarantee to other companies. The process shall be handled in accordance with the Company's Operating Procedures of Endorsement/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. Among which Two Hundred Million New Taiwan Dollars of the total capital stock (divided into 20 million shares at NT\$10 par value each share) will be reserved for issuing stock options, and may be issued in installments in accordance with the resolution of the Board of Directors.

### **Article 6**

The share certificates of the Company shall all be name-bearing share certificates, and shall be signed by or affixed with seals of Director(s) representing the Company, and authenticated by the competent authorities of the government or the certification organization approved by the competent authorities. 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 annual general shareholders' meeting, and 30 days immediately before the date of any special shareholders' meeting, or within 5 days before the day on which dividend, bonus, or any other benefit is scheduled to be paid by the Company.

### **Article 7-1**

Where the Company issues any employee stock options, the employees who are qualified to subscribe to such employee stock options shall include employees of subordinate companies that meet certain qualification(s).

Where the Company issues any new shares, the employees who are qualified to subscribe to such shares shall include employees of subordinate companies that meet certain qualification(s).

Where the Company issues any employee restricted shares, the employees who are qualified to subscribe to such shares shall include employees of subordinate companies that meet certain qualification(s).

Where the Company proposes to transfer any treasury shares purchased in accordance with the laws, the transferees shall include the employees of subordinate companies that meet certain qualification(s).

## **Section Three – Shareholders' Meeting**

### **Article 8**

Shareholders' meetings of the Company are of two types, namely: (1) Annual General Shareholders' Meetings – which shall be convened by the Board of Directors within 6 months after the end of each fiscal year, and (2) Special Shareholders' Meetings – which shall be convened whenever necessary in accordance with the relevant laws, rules and regulations of the Republic of China.

### **Article 8-1**

Shareholders' meetings of the Company can be held by means of visual communication network or other methods promulgated by the central competent authority.

### **Article 9**

The shareholders' meeting shall be presided by the Chairman of the Board of Directors of the Company. In case the Chairman is on leave or otherwise cannot exercise his duty and authority for any reason, the vice chairman shall act on his behalf. In case there is no vice chairman or the vice chairman is also on leave or otherwise cannot exercise his duty, the Chairman shall appoint



a director to act as his deputy; otherwise, the directors shall elect from among themselves a chairman to preside over the shareholders' meeting. If a shareholders' meeting is convened by a person other than 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 annual general shareholders' meetings – at least 30 days in advance for annual general shareholders' meetings and at least 15 days in advance for special shareholders' 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 the Company Act of the Republic of China, and the Rules Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies.

#### **Article 12**

Except as otherwise provided by other laws or regulations, each share is entitled to one voting right.

#### **Article 13**

Except as otherwise provided by other laws or regulations, 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 applicable laws and regulations or rules issued by competent authorities, purchase Directors and Officers Liability Insurance with respect to liabilities resulting from exercising directors' duties during their terms of office.

#### **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 the 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 report.
2. Proposing allocation plans of earnings or proposals to make up loss.
3. Proposing plans for increasing or decreasing capital.
4. Drafting important rules and contracts.
5. Appointing or discharging the Company's managers.
6. Setting up or dissolving branches.
7. Compiling Budget Reports and Final Reports.
8. Performing other duties authorized by the Company Act 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 based on business need, by a majority vote in a meeting attended by over two-thirds of the Directors. The Chairman of the Board of Directors shall 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 case the Chairman is on leave or otherwise cannot exercise his duty, the vice chairman shall act on his behalf. In case there is no vice chairman or the vice chairman is also on leave or otherwise cannot exercise his duty, the Chairman shall appoint a director to act as his deputy; otherwise the directors shall elect from among themselves a chairman to preside over the Meeting of the Board of Directors. Directors shall attend the Meeting of the Board of Directors. When a Director is unable to attend any Meeting of the Board of Directors, he may appoint another Director to attend on his behalf, but no Director may act as proxy for more than one 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 may, by resolution of the Board of Directors, appoint one or more managers.

#### **Article 21**

The scope of duties and power of managers of the Company may, in addition to what are specified in the Articles of Incorporation, also be defined in the contract.

### **Section Six – Financial Reports**

#### **Article 22**

The Company's fiscal year shall be from January 1<sup>st</sup> of each year to December 31<sup>st</sup> of the same year. After the end 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 Profits or Covering of Losses.

#### **Article 24**

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.

#### **Article 24-1**

If there is any profit in an annual general financial statement of the Company, such profit shall be distributed in the following orders:

1. Reserve for tax payments.
2. Offset accumulated 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 per laws and regulations and the procedures and principles specified in the Articles of Incorporation and report such distribution to the shareholders' meeting or submit the same to the shareholders' meeting for review and approval by a resolution.

In accordance with Article 240 and Article 241 of the Company Act, the Company authorizes the Board of Directors to distribute the cash dividends (may include dividends distributed from profits and the legal reserve and the capital reserve, in whole or in part, pursuant to Article 241 of the Company Act) by a majority vote in a meeting attended by over two-thirds of the Directors and report such distribution to the shareholders' meeting.

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 the distribution of cash dividends to the shareholders' meeting or submit the distribution of stock dividends to the shareholders' meeting for review and approval by a resolution. 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.

### **Section Seven – Supplementary Provisions**

#### **Article 25**

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

#### **Article 26**

For matters not provided for in the Articles of Incorporation, it shall be handled in accordance with the Company Act of the Republic of China.

#### **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, the sixteenth amendment was made on June 12, 2015, the seventeenth amendment was made on June 24, 2016, the eighteenth amendment was made on June 15, 2017, the nineteenth amendment was made on June 14, 2019, and the twentieth amendment was made on May 31, 2022.

## 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. Rules for Election of Directors**

Approved by the Annual General Shareholders' Meeting 2015

### **Article 1**

Unless otherwise provided for in the Company Act or the Articles of Incorporation of the Company, the Directors of the Company shall be elected in accordance with the Rules specified herein.

### **Article 2**

Election of Directors of the Company shall be held at the shareholders' meeting. The Company shall prepare ballots for Directors, and note the number of voting rights.

### **Article 3**

The election of the Company's Directors shall be conducted in accordance with Article 192-1 of the Company Act under the system of nomination of candidates.

### **Article 4**

In the election of Directors of the Company, the single recorded cumulative voting system is implemented. Each share shall have voting rights equivalent to the number of seats to be elected, and such voting rights can be combined to vote for one person, or be divided to vote for several persons. The Independent and Non-Independent Directors shall be elected at the same time, and the number of elected Directors shall be calculated separately.

### **Article 5**

The qualification and election of Independent Directors should be made in accordance with relevant rules and regulations issued by authorities.

### **Article 6**

The election of Directors and Independent Directors of the Company shall be made based on number of seats stipulated in the Article of Incorporation of the Company. Further, votes received by Directors and Independent Directors shall be calculated separately, and candidates who receive more votes will win the seat of Directors or Independent Directors respectively. If two or more candidates acquire the same number of votes and the number of such persons exceeds the specified seats available, such persons acquiring the same votes shall draw lots to decide who should win the seats available, and the Chairman shall draw lots on behalf of the candidate who is not present.

### **Article 7**

At the beginning of the election, the Chairman shall appoint several persons each to check and record the ballots. The persons to check the ballots have to be appointed from among the shareholders present.

### **Article 8**

The ballot box used for voting shall be prepared by the Company and be checked in public before voting by the person responsible for checking ballots.

### **Article 9**

If the candidate is a shareholder of the Company, voters shall fill in the "candidate" column the candidate's name and the candidate's shareholder's number. If the candidate is a government agency or a legal entity, the full name of the government agency or the legal entity and the

name(s) of their representative(s) shall be filled in the "candidate" column. If there are multiple representatives, these representatives' names shall be filled in separately. If the candidate is not a shareholder of the Company, voters shall fill in the "candidate" column with the candidate's name and the candidate's ID number.

#### **Article 10**

Ballots shall be deemed void in either one of the following conditions:

- (1). Ballots not placed in the ballot box;
- (2). Ballots not prepared by the Company;
- (3). Blank ballots not completed by the voter;
- (4). The "candidate" column was not filled in properly as specified in Article 9 of the Rules;
- (5). If the candidate is a shareholder of the Company, the name or shareholder's number of the candidate filled in the ballot is inconsistent with the shareholders' register;
- (6). If the candidate is not a shareholder of the Company, the name or ID number of the candidate filled in the ballot is incorrect;
- (7). Ballots with other written characters or symbols in addition to candidate's name, shareholder's number (ID number) and the number of votes cast for the candidate;
- (8). Illegible writing;
- (9). Any of the candidate's name, shareholder's number (ID number) or the number of votes cast for such candidate being erased or changed;
- (10). The name of the candidates filled in the ballots being the same as another candidate's name and the respective shareholder's numbers (ID numbers) not being indicated to distinguish them;
- (11). The number of candidates filled in the ballot exceeding the number of the seats to be elected;
- (12). The total votes cast by the voter exceeding the total voting rights of such voter.

#### **Article 11**

The ballots should be calculated during the meeting right after the vote casting and the results of the election should be announced by the Chairman at the meeting.

#### **Article 12**

The Rules and any revision thereof shall become effective after approval at the shareholder's meeting.



## Appendix 4

### MediaTek Inc. Shareholdings of Directors

1. The shareholdings of the Company's Directors of the 9<sup>th</sup> session and percentage of shareholdings required by law are listed below:

The Company's total outstanding shares:	1,599,684,239
Total shareholdings of all Directors required by law:	38,392,421
As of April 2, 2023, total shareholdings of all Directors (except Independent Directors)	42,838,115

2. As of April 2, 2023, the shareholder registration record date for 2023 Annual Shareholders' Meeting, the individual Directors and their aggregate shareholdings are listed below:

<b>Title</b>	<b>Name</b>	<b>Date Elected</b>	<b>Shares</b>	<b>%</b>
<b>Chairman</b>	Ming-Kai Tsai	July 5, 2021	41,570,047	2.60%
<b>Vice Chairman</b>	Lih-Shyng Tsai	July 5, 2021	644,749	0.04%
<b>Director</b>	Joe Chen	July 5, 2021	594,075	0.04%
<b>Director</b>	Cheng-Yaw Sun	July 5, 2021	29,244	0.00%
<b>Director</b>	Kenneth Kin	July 5, 2021	-	-
<b>Independent Director</b>	Chung-Yu Wu	July 5, 2021	236,000	0.01%
<b>Independent Director</b>	Peng-Heng Chang	July 5, 2021	-	-
<b>Independent Director</b>	Ming-Tze Tang	July 5, 2021	-	-
<b>Holding of all directors</b>			43,074,115	2.69%