



# **Handbook for the 2024 Annual Meeting of Shareholders**

**(TRANSLATION)**

**Meeting Date: May 27, 2024**

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**MediaTek Inc.**  
**Procedure for the 2024 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 2024**  
**Agenda of Annual Meeting of Shareholders**

**Time:** 9:00 a.m., May 27, 2024 (Monday)

**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). 2023 business report
  - (2). Audit Committee's review report
  - (3). Report on 2023 employees' compensation and remuneration to directors
  - (4). Report on cash dividends from 2023 profits
4. Acknowledgements
  - (1). Adoption of the 2023 business report and financial statements
  - (2). Adoption of the proposal of distribution of 2023 profits
5. Proposed Resolutions and Election
  - (1). Discussion on issuance of Restricted Stock Awards
  - (2). Election of the 10th Board of Directors (including Independent Directors)
  - (3). Release of the non-compete restriction on the Company's directors of the 10th Board of Directors
6. Extemporaneous Motions
7. Meeting Adjourned

## Report Items

### Report item (1)

Proposed by the Board of Directors

Subject: 2023 business report.

Descriptions: 2023 business report is attached on page 14-15, Attachment 1.

### Report item (2)

Proposed by the Board of Directors

Subject: Audit Committee's review report.

Descriptions: 2023 Audit Committee's review report is attached on page 16, Attachment 2.

### Report item (3)

Proposed by the Board of Directors

Subject: Report on 2023 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 2023 profit as follows: employees' compensation is NT\$1,045,717,376 and the remuneration to directors is NT\$103,000,000; both shall be paid in cash.

### Report item (4)

Proposed by the Board of Directors

Subject: Report on cash dividends from 2023 profits.

Descriptions:

- (1). According to Article 24-1 of the Company's Articles of Incorporation, the Board of Directors is authorized to distribute cash dividends on a half-yearly basis after the close of each half fiscal year and to report such distributions to the shareholders' meeting.
- (2). The amounts, as approved by the Board of Directors, and payment dates of the cash dividends for the first and second halves of 2023, are demonstrated in the table below:

2023	Approval Date (year/month/day)	Payment Date (year/month/day)	Cash Dividends Per Share (NT\$)	Total Amount (NT\$)
First half of 2023	2023/10/27	2024/01/31	24.6	39,350,914,163
Second half of 2023	2024/02/23	2024/07/31(Note1)	30.4 (Note1/Note2)	48,628,551,999

#### Note:

1. 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 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.
2. 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.

## Acknowledgements

### Acknowledgement (1)

Proposed by the Board of Directors

Subject: Adoption of the 2023 business report and financial statements.

Descriptions:

- (1). 2023 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 2023 business report, independent auditors' report and the aforementioned financial statements, please refer to page 14-15, Attachment 1, page 17-26, Attachment 3, and page 27-36, Attachment 4.

Resolution:

### Acknowledgement (2)

Proposed by the Board of Directors

Subject: Adoption of the proposal of distribution of 2023 profits.

Descriptions:

- (1). The proposal of distribution of 2023 profits has been approved by the Board of Directors in the 18th Board Meeting of the 9th session.
- (2). Please refer to the 2023 profit distribution table below:

Unit: New Taiwan dollar (NTD)

Descriptions	Amount (NTD)	Remarks
<b>Unappropriated retained earnings of previous years</b>	173,785,784,686	
Plus: Net income of 2023	76,978,637,356	
Plus: Proceeds from disposal of equity instruments measured at fair value through other comprehensive income	1,139,757,363	
Plus: Actual gain on defined benefit plans	106,933,578	
Plus: Adjustment for restricted stocks awards	9,537,394	
<b>Earnings available for distribution</b>	<u>252,020,650,377</u>	
<b>Reserve and Distribution items:</b>		
Legal reserve	(7,823,486,569)	Cash dividend per share (Note).
Dividend to common shareholders - First half of 2023	(39,350,914,163)	NT\$24.60 per share
Dividend to common shareholders - Second half of 2023	<u>(48,628,551,999)</u>	NT\$30.40 per share
Unappropriated retained earnings	<u>156,217,697,646</u>	

**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: Discussion on issuance of Restricted Stock Awards. Approval is respectfully requested.

Descriptions:

- (1) To link shareholder value, focus on future growth strategy objectives, enhance global talent competitiveness and to attract and motivate key talents, it is proposed to issue Y2024 Restricted Stock Awards in accordance with Article 267 of the Company Act, Article 22 of the Securities and Exchange Act and the Regulations Governing the Offering and Issuance of Securities by Securities Issuers (the "Regulations") released by the Financial Supervisory Commission.
- (2) Terms of the proposed Restricted Stock Awards are as below:
  - a. The necessary reason of the current issuance of RSA: To link shareholder value, focus on future growth strategy objectives, and enhance global talent competitiveness and to attract and motivate key talents, and foster the best interests of the Company and its shareholders, and further ensure the alignment of shareholders' interests with those of the Company's employees.
  - b. Qualification requirements for eligibility and number of shares employees may be granted or may subscribe:
    - (a) To protect shareholders' interests, the Company shall cautiously manage this Restricted Stock Awards plan (the "Plan"). Only the Company and its subsidiaries' permanent employees who are employed on the date that Restricted Stock Awards are granted and meet certain performance requirements shall be eligible. The term "Subsidiaries " is defined in accordance with the standards set forth in Article 369-2, Article 369-3, Article 369-9, paragraph 2, and Article 369-11 of the Company Act. Such awards will be further limited to below two types of employees:
      - (I) Type I Employees: Managers at the level of deputy general manager or above in the Company, as well as managers at equivalent positions in Subsidiaries.
      - (II) Type II Employees: Key talents and limited to those who met one of the following conditions: (i) highly related to the future strategy and development of the Company, (ii) critical to the Company's business operation, or (iii) key technical talents.
    - (b) The number of Shares to be granted to qualified employees in any award under the issuance rules shall be determined by the distribution standard decided by the Company with regard to

seniority, position, performance, overall contribution, special contribution and any other management-related factors. Proposed distributions of awards (including the awardee list and the granted Shares) under the issuance rules shall be reviewed by the Chairman for each issuance and shall be subject to approval by the Audit Committee and then the Board of Directors, with the exception of awards under the issuance rules to employees who are managerial officers or Board members, which awards are subject to approval by the Compensation Committee of the Company and then the Board of Directors.

(c) Employees who possess over 10% of the Company common shares, all the members of the Compensation Committee, and members of the Board who are not employees of the Company shall not be eligible.

(d) The total number of shares granted to each employee shall be in accordance with the applicable laws and regulations in Regulations.

c. Expected issue price: The issue is gratuitous.

d. Terms and conditions of RSA (including vesting conditions, handling of employee's failure to meet the vesting condition and inheritance):

(a) Vesting conditions:

(I) An employee's continuous employment with the Company through the vesting dates, no violation on any terms of the Company's employment agreement, employee handbook, non-competition and PIM agreements or the agreement of Restricted Stock Awards, and the achievement of individual performance goals and the Company's performance indexes during the Performance Period are required to receive the vested shares. The vesting period of the Plan is two years, and subject to the terms and conditions of each issuance rules set by the Company. The maximum portions of the vesting shares of each vesting date will be subject to the terms and conditions of each issuance rules set by the Company. The actual portions of the vesting shares will be based on the achievement of individual performance goals and the Company's performance indexes during the performance periods (the "Performance Periods"). The Performance Period applied for measuring the achievement level of the Company's performance indexes will be single-year performance period and combined-year performance period. The number of shares vesting for each



performance index is calculated separately and vesting on the first vesting date is calculated based on achievement of performance indexes during the single-year performance period, whereas the vesting on the second vesting date is an accumulated vesting result calculated based on achievement of performance indexes during combined-year performance period. The shares calculation should be rounded down to the nearest whole share.

(II) The individual performance goals are that the employee's annual performance rating for the year preceding each vesting date shall be I rating ("Meets Expectations") (or a rating equivalent to such rating as may be given by a Company affiliate) or higher, and if no rating is available, the achievement of the job performance criteria, which will be set by the Company and agreed with the employee. To determine the achievement level of the Company's performance indexes, three indexes are adopted, including the ranking of the Company's total shareholder return ("Relative TSR") relative to the constituents of FTSE TWSE Taiwan 50 Index, revenue growth YOY rate, and operating margin% ("OPM%"). The number of vested shares determined by each index will range from 0% to 100% of the portions of vesting shares of the corresponding performance period, as follows: 0% if the performance result is below the threshold level, 50% if the performance result meets the threshold level, and 100% if the performance result meets or exceeds the target level. For the performance result between the threshold and the target level, a proportionate fraction of the portions between 50% and 100% will be applied. For rounding rules applied to calculations, a rounding down rule will be used to determine if the threshold level or the target level is achieved or not, while, for levels between the threshold level and the target level, the portions will be rounded to the nearest hundredth percent. The weighting of each index and achievement level for vesting portions are set forth in the table for different Types of awarded employees, and the threshold and target levels of each index will be set by the Company and specified in the individual agreement with the awarded employee. The judgement of the achievement level shall be based on the

consolidated financial statements certified by a certified public accountant in the corresponding performance periods.

Performance Index		TSR ranking relative to the constituents of FTSE TWSE Taiwan 50 Index (Relative TSR)	Revenue Growth YOY %	Operating Margin %
Weighting	Type I Employees	40%	30%	30%
	Type II Employees	25%	30%	45%
Threshold and Target Range		25 <sup>th</sup> ~ 50 <sup>th</sup> (P25~P50)	7%~12%	15%~18%

(b) Measures to be taken when employees fail to meet the vesting conditions or in the event of inheritance: The Company will redeem the issued Restricted Stock Awards and cancel the full number of the shares in accordance with the terms of the issuance rules set by the Company; for any other events, the Company will take measures as set forth in the issuance rules.

e. Expected total amount (shares) of issuance: The number of shares issued by the Company under this Plan will not exceed 24,000,000 common shares, each share having a par value of NT\$ 10, for a total amount of NT\$ 240,000,000. It is allowed to register multiple issues over a period of 1 year from the date of the shareholders' resolution. The issuance amount (shares) for each registration and issuance shall not exceed 35% of the expected total amount (shares) of issuance. The stock awards will be issued by once or multiple times over a period of 1 year or 2 years from the date of approval of the competent authority. The actual number of Restricted Stock Awards to be issued will be, after obtaining the approval of the competent authority, subject to the Board of Directors' approval in accordance with the applicable laws and regulations and will be further announced accordingly.

f. Calculated expense amount: The Company shall value the fair market value of shares and record expenses during the vesting period annually. The proposed number of Restricted Stock Awards in 2024 Annual Shareholders' General Meeting shall not exceed 24,000,000 shares. The amortized expenses for Y2024 to Y2028 are estimated to be in the amount of NT\$634,455,000, NT\$2,087,524,000, NT\$2,601,218,000, NT\$2,186,987,000, and NT\$ 518,012,000 for 2024, 2025, 2026, 2027 and 2028, respectively.

g. Dilution of the Company's earnings per share (EPS) and other matters that may affect the shareholders' interests: Based on the calculation of

the Company's outstanding shares, the maximum dilution of the Company's EPS is estimated to be in the amount of NT\$0.28, NT\$0.89, NT\$1.11, NT\$0.93 and NT\$0.22 for 2024, 2025, 2026, 2027 and 2028, respectively. There is a limited dilution of the Company's future EPS, and there is no material impact on existing shareholders' equity.

h. Restrictions before employees meet the vesting conditions once the RSA are received or subscribed for: During the vesting period, employees may not sell, pledge, transfer, give to another person, create any encumbrance on, or otherwise dispose of, Restricted Stock Awards except for inheritance by operation of law. Other restrictions will be handled in accordance with the issuance rules.

i. Other important terms and conditions (including stock trust custody, etc.): The issued Restricted Stock Awards should be deposited in a security trust or custodian account before the vesting conditions are met.

j. Any other matters that need to be specified:

(a) If some revision or adjustment has to be made due to the competent authority's instruction, amendment to the laws and regulations, financial market conditions, or other objective circumstances, it is proposed that the Annual Shareholders' Meeting authorizes the Board of Directors or the appointed person by the Board of Directors with full power and authority to handle all the issues regarding the issuance of Restricted Stock Awards.

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

- (3) The First Issuance Rules of MediaTek Y2024 Restricted Stock Awards: the Company hereby set forth the Draft of the First Issuance Rules of MediaTek Y2024 Restricted Stock Awards in accordance with Article 267 of Company Act, Article 22 of Securities and Exchange Act and the Regulations, please refer to page 37-45, Attachment 5.

Resolution:

**Proposal (2)**

Proposed by the Board of Directors

Subject: Election of the 10th Board of Directors (including Independent 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 tenure of directors of the 9th session will be due on July 4th, 2024. The Board of Directors has resolved to elect the 10th Board of Directors for 8

seats (including 4 seats of Independent Directors) at the 2024 annual shareholders' meeting, and the tenure will start at the end of the annual shareholders' meeting from May 27th, 2024 to May 26th, 2027, for a period of three years.

- (3) According to Article 14 of the Company's Articles of Incorporation, the election of 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 Director (including Independent Directors) Candidates, Candidates' education background and experience, and other relevant information, as well as the nomination rationale for Independent Director Candidates who have already served three terms, please refer to page 46-48, Attachment 6.
- (4) Election is respectfully requested.

Resolution:

**Proposal (3)**

Proposed by the Board of Directors

Subject: Release of the non-compete restriction on the Company's directors of the 10th 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 Candidates 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 10th session elected Directors of the Company in accordance with the above mentioned Article 209 of the Company Act.
- (3) The concurrent positions held by the 10th session Directors Candidates at other companies are as follows:

Name	Company Name and Concurrent Position
Ming-Kai Tsai	Director, MediaTek Singapore Pte. Ltd. Chairman, MediaTek Capital Co.
Rick Tsai	Director, Lam Research Corporation Chairman, Richtek Technology Corporation
Chung-Yu Wu (Independent Director)	Chairman and CTO, A-NEURON ELECTRONIC CORP. Independent Director, Leadtrend Technology Corporation Independent Director, Powerchip Semiconductor Manufacturing Corporation Representative of Juristic Person Director, AMAZING MICROELECTRONIC CORP.
Peng-Heng Chang (Independent Director)	Chairman, Chi-Kuang Solar Energy Corp. Director, BIG SUN ENERGY TECHNOLOGY INC. Chairman, Ruei-Yang Solar Corp. Chairman, Ruei-Rih Solar Corp. Independent Director, VisEra Technologies Company Ltd. Chairman, LOVE AND JOY CO., LTD. Representative of Juristic Person Director, Ruei-Huei Solar Corp.

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

Resolution:

## **Extemporary Motions**

## **Meeting Adjourned**

# **Attachment**

## Attachment 1

# MediaTek Inc. 2023 Business Report

Dear shareholders:

In 2023, the global semiconductor industry was full of opportunities and challenges. Under high inflation, the uncertainty of the macroeconomy led to reduced demand visibility in various end markets, causing customers to continue strict inventory control in the first half of the year, reducing demand for semiconductors. As the market returned to a relatively healthy inventory level in the second half of the year, customers' demand gradually warmed up. At the same time, generative AI, automotive, and connectivity technologies continued to evolve, driving robust development in upgrade demand and future opportunities. Over the past few years, MediaTek's solid technology investment has established a leading product portfolio in the industry and strengthened its global market position. In the rapidly changing industry environment of 2023, all MediaTek employees worked together to address short-term challenges and seize medium- and long-term growth opportunities. The annual revenue reached NT\$433.4 billion, with EPS of NT\$48.51. In 2023, MediaTek continued to share its operational results with shareholders through regular cash dividends and executed the four-year special cash dividend program, distributing a total annual cash dividend of NT\$76 per share. At the annual shareholders' meeting, it was resolved to change the earnings distribution from an annual basis to a semi-annual basis, to increase shareholders' flexibility in fund utilization.

In terms of mobile phone, MediaTek maintains a leading position in the global mobile phone market share. MediaTek provides comprehensive 4G and 5G products to global customers and continues to expand into the flagship market. In 2023, MediaTek launched the new generation 5G AI flagship SoC, Dimensity 9300, which adopted an innovative all-big-core architecture, offering powerful computing capabilities and is equipped with AI processing units optimized for large language models in generative AI. The AI performance of the SoC was rated as the best in the world by the ETH Zurich AI benchmark. Many of the flagship phones adopting Dimensity 9300 have introduced various generative AI features, receiving positive market feedback. MediaTek 5G flagship SoC revenues grew significantly at approximately 70% year over year in 2023, contributing over US\$1 billion in revenue.

In terms of smart edge platforms, the continuous evolution of various wireless and wired connectivity technologies has driven the global upgrade trends of WiFi 6/6E, WiFi 7, 5G, and 10GPON in 2023. In particular, MediaTek's WiFi 7 technology holds a leading position globally, successfully expanding into high-end routers, notebooks, TVs, and broadband, providing consumers and enterprise users with a high-speed, stable, and persistent connection experience. Additionally, in 2023, MediaTek introduced the Dimensity Auto platform, integrating and extending our leading cross-platform technologies on the basis of existing products, further enriching the automotive product portfolio. We also announced the partnership with NVIDIA in the global automotive electronics market to jointly provide outstanding solutions for the next generation of software-defined vehicles. In terms of power IC, MediaTek continues to expand into new areas, providing low-power, precise sensing, and high-performance products for storage and servers, supporting customer needs with comprehensive solutions.

MediaTek's achievements have continued to be recognized by authoritative organizations both domestically and internationally. In 2023, it was honored with the "Outstanding APAC Semiconductor Company" award by the Global Semiconductor Alliance and ranked third in

Interbrand's "Best Taiwan Global Brands", achieving its best-ever performance in terms of brand value and ranking. In addition, Chairman Ming-Kai Tsai was awarded the prestigious IEEE Robert N. Noyce Medal, the highest honor in the electronics industry, by the Institute of Electrical and Electronics Engineers (IEEE). Furthermore, Dr. Rick Tsai, Vice Chairman and CEO, was also honored with the "Dr. Morris Chang Exemplary Leadership Award" by the Global Semiconductor Alliance.

In addition, MediaTek continues to make improvements in corporate governance, social inclusion, and environmental sustainability. In 2023, it once again received recognition with the "Excellence in Corporate Social Responsibility" and continued to be recognized as one of the top 5% companies listed on TWSE in the Corporate Governance Evaluation. MediaTek also continues to promote talent in the technology field and launched Taiwan's first women in technology program, "Girls! TECH Action". And through the "Genius at Home" social innovation initiative, it leverages technology to address issues in rural areas. Furthermore, in terms of environmental sustainability, MediaTek further promotes carbon assessment and reduction measures, continuing to progress towards the net-zero target by 2050.

Going forward, with the continuous growth of AI in both edge and cloud computing, MediaTek, with close collaboration with global ecosystem partners, will be a crucial enabler in this rapidly growing market with its industry-leading key technologies, including high-performance, low-power processors, AI computing, and wired and wireless connectivity. In edge computing, MediaTek is one of the few companies globally with a scalable AI technology product portfolio, capable of providing high-performance, low-power AI chips for various devices such as smartphones, tablets, and automotives. In cloud computing, MediaTek's key high-speed transmission SerDes IP, integrated advanced process and packaging design capabilities, and power ICs, all represent mid- to long-term growth opportunities. MediaTek will continue to invest in the development of key technologies, providing optimized processor architectures to meet the increasing demand for computing and the improvement of data transmission speeds.

Finally, we would like to extend our sincere appreciation to all of our shareholders for your long-term trust and continuous support. MediaTek will continue to expand its global market presence, actively attract top talent worldwide, optimize resource allocation, collaborate with the global semiconductor supply chain in various aspects and drive product innovation. We aim to create broader markets and achieve mutual growth with our customers by providing them with the best solutions through our outstanding IPs and technology portfolio.

**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 2023 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. 2024 Annual General Shareholders' Meeting

MediaTek Inc.

Chairman of the Audit Committee: Chung-Yu Wu

February 23, 2024



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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, 2023 and 2022, and the related consolidated statements of comprehensive income, changes in equity and cash flows for the years ended December 31, 2023 and 2022, and notes to the consolidated financial statements, including the summary of material 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, 2023 and 2022, and their consolidated financial performance and cash flows for the years ended December 31, 2023 and 2022, 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 Financial Statement Audit and Attestation Engagement of 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 2023 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\$433,446,330 thousand as net sales, which includes sale of goods in the amount of NT\$424,144,048 thousand and services and other operating revenues in the amount of NT\$9,302,282 thousand for the year ended December 31, 2023. 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.

## **Auditors' 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 auditors' 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 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 auditors' 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 auditors' 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 2023 consolidated financial statements and are therefore the key audit matters. We describe these matters in our auditors' 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, 2023 and 2022.

Kuo, Shao-Pin

Fuh, Wen-Fun

Ernst & Young, Taiwan

February 23, 2024

#### 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, 2023 and 2022**  
(Amounts in thousands of New Taiwan Dollars)

<b>ASSETS</b>	Notes	December 31, 2023	%	December 31, 2022	%
<b>Current assets</b>					
Cash and cash equivalents	4, 6(1)	\$ 165,396,010	26	\$ 147,502,155	24
Financial assets at fair value through profit or loss-current	4, 5, 6(2)	5,671,167	1	8,541,857	1
Financial assets at fair value through other comprehensive income-current	4, 5, 6(3)	6,040,475	1	3,169,019	-
Financial assets measured at amortized cost-current	4, 5, 6(4)	3,565,531	-	5,596,485	1
Notes receivable, net	6(23)	3,142	-	2,811	-
Trade receivables, net	4, 5, 6(5), 6(23)	55,049,729	9	40,804,936	7
Trade receivables from related parties, net	4, 5, 6(5), 6(23), 7	53,462	-	34,593	-
Financing lease receivables, net	4, 6(23), 6(24)	727,892	-	-	-
Other receivables	6(6)	4,807,004	1	15,823,997	3
Current tax assets	4, 5, 6(31)	222,054	-	133,072	-
Inventories, net	4, 5, 6(7)	43,220,266	7	70,703,336	12
Prepayments	6(8), 9	5,193,532	1	4,138,284	1
Other current assets		938,504	-	1,203,062	-
Total current assets		<u>290,888,768</u>	<u>46</u>	<u>297,653,607</u>	<u>49</u>
<b>Non-current assets</b>					
Financial assets at fair value through profit or loss-noncurrent	4, 5, 6(2)	4,871,348	1	6,624,993	1
Financial assets at fair value through other comprehensive income-noncurrent	4, 5, 6(3)	72,400,861	12	73,801,249	12
Financial assets measured at amortized cost-noncurrent	4, 5, 6(4), 8	55,580,529	9	25,264,394	4
Investments accounted for using the equity method	4, 6(9)	17,153,100	3	17,798,462	3
Property, plant and equipment	4, 6(10)	53,291,265	8	53,861,629	9
Right-of-use assets	4, 6(24)	8,597,305	1	8,927,750	2
Investment property, net	4, 6(11)	2,221,916	-	2,086,194	-
Intangible assets	4, 6(12), 6(13)	81,244,768	13	73,454,530	12
Deferred tax assets	4, 5, 6(31)	14,663,824	2	11,511,991	2
Refundable deposits	9	7,201,684	1	7,316,702	1
Long-term financing lease receivables, net	4, 6(23), 6(24)	727,892	-	1,455,784	-
Net defined benefit assets-noncurrent	4, 6(18)	26,265	-	15,852	-
Other non-current assets-others	9	26,168,969	4	28,626,337	5
Total non-current assets		<u>344,149,726</u>	<u>54</u>	<u>310,745,867</u>	<u>51</u>
<b>Total assets</b>		<u>\$ 635,038,494</u>	<u>100</u>	<u>\$ 608,399,474</u>	<u>100</u>

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, 2023 and 2022**  
(Amounts in thousands of New Taiwan Dollars)

	Notes	December 31, 2023	%	December 31, 2022	%
<b>LIABILITIES AND EQUITY</b>					
<b>Current liabilities</b>					
Short-term borrowings	6(14)	\$ 2,200,000	-	\$ 3,700,000	1
Financial liabilities at fair value through profit or loss-current	4, 5, 6(2)	301,675	-	6,097	-
Contract liabilities-current	4, 5, 6(22), 7	3,376,759	1	4,900,894	1
Trade payables	7	36,859,388	6	19,754,156	3
Trade payables to related parties	6(15)	1,919,652	-	1,763,794	-
Other payables	7	91,653,105	15	52,384,543	9
Other payables to related parties	4, 5, 6(31)	108,629	-	125,059	-
Current tax liabilities	4, 6(24)	15,011,015	2	12,022,458	2
Lease liabilities-current	4, 6(24)	837,485	-	795,500	-
Other current liabilities	6(16)	74,105,113	12	43,249,196	7
Current portion of long-term liabilities	6(17)	5,626,183	1	2,868,692	-
Total current liabilities		231,999,004	37	141,570,389	23
<b>Non-current liabilities</b>					
Long-term payables	7	4,604,807	1	771,209	-
Long-term payables to related parties	4, 6(18)	-	-	92,139	-
Net defined benefit liabilities-noncurrent	7	620,770	-	762,337	-
Deposits received	4, 5, 6(31)	211,796	-	189,707	-
Deferred tax liabilities	4, 6(24)	8,452,479	1	11,584,725	3
Lease liabilities-noncurrent	4, 6(19), 9	8,060,351	1	8,308,237	1
Other non-current liabilities-others		6,883,929	1	2,062,492	-
Total non-current liabilities		28,834,132	4	23,770,846	4
Total liabilities		260,833,136	41	165,341,235	27
<b>Equity attributable to owners of the parent</b>					
Share capital	6(20)				
Common stock		15,996,475	3	15,994,353	3
Capital collected in advance	6(20), 6(21), 6(34)	-	-	113	-
Capital surplus	6(20)	28,350,438	4	47,185,281	8
Retained earnings		75,782,948	12	62,058,498	10
Legal reserve	6(21)	212,669,736	33	286,688,675	47
Undistributed earnings	4, 6(20)	35,462,155	6	28,238,340	5
Other equity		(55,970)	-	(55,970)	-
Treasury shares		368,205,782	58	440,109,290	73
Equity attributable to owners of the parent	4, 6(20), 6(34)	5,999,576	1	2,948,949	-
<b>Non-controlling interests</b>		374,205,358	59	443,058,239	73
Total equity		635,038,494	100	608,399,474	100
<b>Total liabilities and equity</b>					

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



**MEDIATEK INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**

For the years ended December 31, 2023 and 2022

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

Description	Notes	2023	%	2022	%
<b>Net sales</b>	4, 5, 6(22), 7	\$ 433,446,330	100	\$ 548,796,030	100
<b>Operating costs</b>	4, 5, 6(7), 6(25), 7	(226,079,292)	(52)	(277,891,595)	(51)
<b>Gross profit</b>		207,367,038	48	270,904,435	49
<b>Operating expenses</b>	6(23), 6(24), 6(25), 7				
Selling expenses		(14,423,677)	(3)	(14,239,563)	(3)
Administrative expenses		(9,703,256)	(2)	(13,001,319)	(2)
Research and development expenses		(111,384,930)	(26)	(116,874,655)	(21)
Expected credit losses		(55,669)	-	(446)	-
Total operating expenses		(135,567,532)	(31)	(144,115,983)	(26)
<b>Operating income</b>		71,799,506	17	126,788,452	23
<b>Non-operating income and expenses</b>					
Interest income	4, 6(26)	7,307,831	2	3,218,334	1
Other income	4, 6(27), 7	6,700,758	1	2,540,459	1
Other gains and losses	4, 6(28)	1,095,336	-	2,006,590	-
Finance costs	6(29)	(399,373)	-	(370,930)	-
Share of profit of associates and joint ventures accounted for using the equity method	4, 6(9)	278,384	-	1,378,338	-
Total non-operating income and expenses		14,982,936	3	8,772,791	2
<b>Net income before income tax</b>		86,782,442	20	135,561,243	25
<b>Income tax expense</b>	4, 5, 6(31)	(9,591,498)	(2)	(16,936,222)	(3)
<b>Net income</b>		77,190,944	18	118,625,021	22
<b>Other comprehensive income</b>	4, 6(9), 6(18), 6(30), 6(31)				
Items that may not be reclassified subsequently to profit or loss					
Remeasurements of defined benefit plan		134,517	-	91,938	-
Unrealized gains (losses) from equity instrument investments measured at fair value through other comprehensive income		8,383,303	2	(17,764,837)	(3)
Share of other comprehensive income of associates and joint ventures accounted for using the equity method		(341,870)	-	(13,097,831)	(3)
Income tax relating to those items not to be reclassified to profit or loss		(123,667)	-	758,670	-
Items that may be reclassified subsequently to profit or loss					
Exchange differences resulting from translating the financial statements of foreign operations		(1,083,346)	-	25,183,401	5
Unrealized gains (losses) from debt instrument investments measured at fair value through other comprehensive income		15,216	-	(44,073)	-
Share of other comprehensive income of associates and joint ventures accounted for using the equity method		(201,278)	-	(4,338,274)	(1)
<b>Other comprehensive income, net of tax</b>		6,782,875	2	(9,211,006)	(2)
<b>Total comprehensive income</b>		\$ 83,973,819	20	\$ 109,414,015	20
<b>Net income for the periods attributable to :</b>					
Owners of the parent	6(32)	\$ 76,978,637		\$ 118,141,106	
Non-controlling interests	6(20)	212,307		483,915	
		\$ 77,190,944		\$ 118,625,021	
<b>Total comprehensive income for the periods attributable to :</b>					
Owners of the parent		\$ 83,781,837		\$ 108,918,586	
Non-controlling interests		191,982		495,429	
		\$ 83,973,819		\$ 109,414,015	
Basic Earnings Per Share (in New Taiwan Dollars)	6(32)	\$ 48.51		\$ 74.59	
Diluted Earnings Per Share (in New Taiwan Dollars)	6(32)	\$ 48.34		\$ 74.23	

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 CHANGES IN EQUITY**  
**For the years ended December 31, 2023 and 2022**  
(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						
	Common stock	Capital collected in advance	Capital surplus	Legal reserve	Undistributed earnings	Exchange difference 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, 2022	\$ 15,988,420	\$ 483	\$ 59,776,045	\$ 50,217,220	\$ 252,432,501	\$ (13,474,837)	\$ 72,222,376	\$ (5,090,942)	\$ (55,970)	\$ 432,015,296	\$ 1,632,598	\$ 433,647,894
Distribution of 2021 earnings:	-	-	-	-	(1,841,278)	-	-	-	-	(91,147,046)	-	(91,147,046)
Legal reserve	-	-	-	11,841,278	(1,841,278)	-	-	-	-	(91,147,046)	-	(91,147,046)
Cash dividends	-	-	-	-	(102,988,324)	-	-	-	-	(91,147,046)	-	(91,147,046)
Total	-	-	-	11,841,278	(102,988,324)	-	-	-	-	(91,147,046)	-	(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	20,834,513	(30,130,811)	-	-	(9,222,520)	11,514	(9,211,006)
Total comprehensive income	-	-	-	-	118,214,884	20,834,513	(30,130,811)	-	-	108,918,586	495,429	109,414,015
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	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	-	-	-	-	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	2,945,949	443,058,239
Distribution of 2022 earnings:	-	-	-	-	(13,724,450)	-	-	-	-	-	-	-
Legal reserve	-	-	-	13,724,450	(13,724,450)	-	-	-	-	(138,529,355)	-	(138,529,355)
Cash dividends	-	-	-	-	(152,253,805)	-	-	-	-	(138,529,355)	-	(138,529,355)
Total	-	-	-	-	(152,253,805)	-	-	-	-	(138,529,355)	-	(138,529,355)
Cash dividends distributed from capital surplus	-	-	(22,395,132)	-	-	-	-	-	-	(22,395,132)	-	(22,395,132)
Profit for the year ended December 31, 2023	-	-	-	-	76,978,637	-	-	-	-	76,978,637	212,307	77,190,944
Other comprehensive income for the year ended December 31, 2023	-	-	-	-	106,934	(1,251,022)	7,947,288	-	-	6,803,200	(20,325)	6,782,875
Total comprehensive income	-	-	-	-	77,085,571	(1,251,022)	7,947,288	-	-	83,781,837	191,982	83,973,819
Share-based payment transactions	2,273	(113)	81,354	-	-	-	-	-	-	83,514	123,999	207,513
Adjustments due to dividends that subsidiaries received from parent company	-	-	592,402	-	-	-	-	-	-	592,402	-	592,402
Changes in associates and joint ventures accounted for using the equity method	-	-	32,879	-	-	-	-	-	-	32,879	4,453	37,332
The differences between the fair value of the consideration paid or received from acquiring or disposing subsidiaries and the carrying amounts of the subsidiaries	-	-	(2,356,639)	-	-	-	-	-	-	(2,356,639)	(612,082)	(2,968,721)
Changes in ownership interests in subsidiaries	-	-	5,061,315	-	-	-	-	-	-	5,061,315	3,856,274	8,917,589
Issuance of restricted stock for employees	(151)	-	107,552	-	9,537	-	-	-	-	1,784,245	-	1,784,245
Changes in other capital surplus	-	-	41,426	-	-	-	-	-	-	41,426	-	41,426
Proceeds from disposal of equity instruments measured at fair value through other comprehensive income	-	-	-	-	1,139,758	-	(1,139,758)	-	-	-	-	-
Non-controlling interests	-	-	-	-	-	-	-	-	-	-	(513,999)	(513,999)
Balance as of December 31, 2023	\$ 15,996,475	\$ -	\$ 28,350,438	\$ 75,782,948	\$ 212,669,736	\$ 6,108,654	\$ 29,887,085	\$ (533,584)	\$ (55,970)	\$ 368,205,782	\$ 5,995,576	\$ 374,205,358

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

**MEDIATEK INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**For the years ended December 31, 2023 and 2022**  
(Amounts in thousands of New Taiwan Dollars)

Description	2023	2022
<b>Cash flows from operating activities :</b>		
Profit before tax from continuing operations	\$ 86,782,442	\$ 135,561,243
Adjustments for:		
The profit or loss items which did not affect cash flows:		
Depreciation	11,001,295	9,282,258
Amortization	7,198,902	5,697,401
Expected credit losses	55,669	446
Losses (gains) on financial assets and liabilities at fair value through profit or loss	30,641	(48,164)
Interest expenses	399,373	370,930
Losses (gains) on derecognition of financial assets measured at amortized cost	14,616	(34,739)
Interest income	(7,307,831)	(3,218,334)
Dividend income	(6,192,604)	(1,902,463)
Share-based payment expenses	1,897,141	4,174,973
Share of profit of associates and joint ventures accounted for using the equity method	(278,384)	(1,378,338)
Losses on disposal of property, plant and equipment	15,667	17,852
Property, plant and equipment transferred to expenses	-	51
Losses on disposal of intangible assets	-	529
Losses on disposal of investments	-	12,466
Losses (gains) on disposal of investments accounted for using the equity method	2,466	(698,914)
Others	(4)	3,068
Changes in operating assets and liabilities:		
Financial assets mandatorily measured at fair value through profit or loss	5,230,418	454,918
Notes receivable	(331)	-
Trade receivables	(14,290,073)	19,892,114
Trade receivables from related parties	(18,869)	44,643
Other receivables	2,184,097	730,946
Inventories	27,404,403	2,287,011
Prepayments	1,418,402	(2,697,004)
Other current assets	264,558	85,948
Other non-current assets-others	8	12,799,865
Contract liabilities	(1,524,135)	(1,467,589)
Trade payables	17,105,232	(21,642,357)
Trade payables to related parties	155,858	(417,441)
Other payables	(258,298)	(444,456)
Other payables to related parties	14,181	(4,644)
Other current liabilities	31,147,733	540,957
Net defined benefit liabilities	(17,463)	(17,989)
Other non-current liabilities-others	4,230,716	56,932
Cash generated from operating activities:	166,665,826	158,042,119
Interest received	6,981,235	2,828,894
Dividends received	5,993,543	2,580,975
Interest paid	(449,613)	(368,063)
Income tax paid	(13,099,669)	(18,501,123)
Net cash provided by operating activities	166,091,322	144,582,802
<b>Cash flows from investing activities :</b>		
Acquisition of financial assets at fair value through other comprehensive income	(4,127,635)	(6,793,174)
Proceeds from disposal of financial assets at fair value through other comprehensive income	20,532,971	2,568,974
Proceeds from capital return of financial assets at fair value through other comprehensive income	50,991	68,255
Acquisition of financial assets measured at amortized cost	(35,101,005)	(19,206,050)
Proceeds from redemption of financial assets measured at amortized cost	6,487,443	3,895,491
Acquisition of investments accounted for using the equity method	-	(315,905)
Proceeds from disposal of investments accounted for using the equity method	-	89,260
Net cash outflows from acquisition of subsidiary	-	(976,731)
Proceeds from capital return of investments accounted for using the equity method	115,719	27,642
Acquisition of property, plant and equipment	(9,324,762)	(13,622,110)
Proceeds from disposal of property, plant and equipment	7,978	6,433
Decrease in refundable deposits	115,018	2,018,790
Acquisition of intangible assets	(7,502,419)	(5,292,395)
Acquisition of investment property	-	(3,153)
Net cash used in investing activities	(28,745,701)	(37,534,673)
<b>Cash flows from financing activities :</b>		
Decrease in short-term borrowings	(1,500,000)	(48,016,474)
Repayment of long-term borrowings	(827,660)	(558,060)
Increase (decrease) in deposits received	22,089	(37,863)
Cash payment for the principal portion of the lease liabilities	(817,836)	(604,013)
Proceeds from exercise of employee stock options	79,477	67,929
Cash dividends	(120,981,171)	(116,140,659)
Acquisition of ownership interests in subsidiaries	(2,968,721)	(48,413)
Disposal of ownership interests in subsidiaries (without losing control)	-	9,467,468
Changes in non-controlling interests	8,403,590	(410,023)
Other financing activities	21,093	-
Net cash used in financing activities	(118,569,139)	(156,280,108)
Effect of changes in exchange rate on cash and cash equivalents	(882,627)	13,029,540
Net increase (decrease) in cash and cash equivalents	17,893,855	(36,202,439)
Cash and cash equivalents at the beginning of the year	147,502,155	183,704,594
Cash and cash equivalents at the end of the year	\$ 165,396,010	\$ 147,502,155

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, 2023 and 2022, and the related parent company only statements of comprehensive income, changes in equity and cash flows for the years ended December 31, 2023 and 2022, and notes to the parent company only financial statements, including the summary of material 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, 2023 and 2022, and the parent company only financial performance and the parent company only cash flows for the years ended December 31, 2023 and 2022, 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 Financial Statement Audit and Attestation Engagements of 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 2023 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\$268,685,527 thousand as net sales, which includes sale of goods in the amount of NT\$258,217,320 thousand and services and other operating revenues in the amount of NT\$10,468,207 thousand for the year ended December 31, 2023. 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.

## **Auditors' 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 auditors' 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 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 auditors' 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 auditors' 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 2023 parent company only financial statements and are therefore the key audit matters. We describe these matters in our auditors' 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 23, 2024

#### 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, 2023 and 2022**

(Amounts in thousands of New Taiwan Dollars)

	Notes	December 31, 2023	%	December 31, 2022	%
<b>ASSETS</b>					
<b>Current assets</b>					
Cash and cash equivalents	4, 6(1)	\$ 47,975,519	9	\$ 22,417,724	4
Financial assets at fair value through profit or loss-current	4, 5, 6(2)	2,430,520	-	1,747,234	1
Financial assets measured at amortized cost-current	4, 6(4)	361,079	-	20,396	-
Trade receivables, net	4, 6(5), 6(21)	33,354,341	6	25,012,979	5
Trade receivables from related parties, net	4, 6(5), 6(21), 7	529,579	-	508,276	-
Financing lease receivables, net	4, 6(21), 6(22)	727,892	-	-	-
Other receivables	6(6)	2,921,418	1	3,927,095	1
Other receivables from related parties	7	304,451	-	399,764	-
Inventories, net	4, 5, 6(7)	25,078,769	4	39,408,674	7
Prepayments	6(8), 9	2,755,272	1	1,654,250	-
Other current assets		853,426	-	1,164,932	-
Total current assets		117,292,266	21	96,261,324	18
<b>Non-current assets</b>					
Financial assets at fair value through profit or loss-noncurrent	4, 5, 6(2)	708,472	-	2,387,451	1
Financial assets at fair value through other comprehensive income-noncurrent	4, 5, 6(3)	6,892,365	1	7,227,546	1
Financial assets measured at amortized cost-noncurrent	4, 6(4), 8	2,363,083	1	2,023,508	-
Investments accounted for using the equity method	4, 6(9)	308,672,201	55	313,235,289	58
Property, plant and equipment	4, 6(10)	30,714,741	6	32,197,708	6
Right-of-use assets	4, 6(22)	2,325,926	-	2,355,779	-
Intangible assets	4, 6(11), 6(12)	62,090,859	11	57,005,420	11
Deferred tax assets	4, 5, 6(29)	10,028,618	2	8,527,393	2
Refundable deposits	9	5,834,185	1	6,638,424	1
Long-term financing lease receivables, net	4, 6(21), 6(22)	727,892	-	1,455,784	-
Other non-current assets-others	9	12,264,954	2	13,448,903	2
Total non-current assets		442,623,296	79	446,503,205	82
<b>Total assets</b>		\$ 559,915,562	100	\$ 542,764,529	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, 2023 and 2022

(Amounts in thousands of New Taiwan Dollars)

	Notes	December 31, 2023	%	December 31, 2022	%
<b>LIABILITIES AND EQUITY</b>					
<b>Current liabilities</b>					
Financial liabilities at fair value through profit or loss-current		\$ 301,272	-	\$ 3,353	-
Contract liabilities-current	4, 5, 6(2)	3,225,795	1	2,122,229	-
Trade payables	4, 5, 6(20), 7	24,113,488	4	12,068,347	2
Trade payables to related parties	7	1,470,994	-	1,386,107	-
Other payables	6(13)	76,542,380	14	35,878,684	7
Other payables to related parties	7	21,151,965	4	10,129,960	2
Current tax liabilities	4, 5, 6(29)	8,740,833	1	2,518,768	-
Lease liabilities-current	4, 6(22)	255,038	-	263,466	-
Other current liabilities	4, 6(14), 7	35,480,009	6	25,525,176	5
Current portion of long-term liabilities	6(15)	3,701,876	1	2,456,385	1
Total current liabilities		174,983,650	31	92,352,475	17
<b>Non-current liabilities</b>					
Long-term payables		2,892,890	1	529,406	-
Net defined benefit liabilities-noncurrent	4, 6(16)	485,127	-	607,180	-
Deposits received	7	56,677	-	56,309	-
Deferred tax liabilities	4, 5, 6(29)	6,225,407	1	6,252,799	1
Lease liabilities-noncurrent	4, 6(22)	2,101,208	-	2,133,549	1
Other non-current liabilities-others	4, 6(17), 9	4,964,821	1	723,521	-
Total non-current liabilities		16,726,130	3	10,302,764	2
Total liabilities		191,709,780	34	102,655,239	19
<b>Equity</b>					
Share capital	6(18)	15,996,475	3	15,994,353	3
Common stock		-	-	113	-
Capital collected in advance	6(18), 6(19)	28,350,438	5	47,185,281	9
Capital surplus	6(18)				
Retained earnings		75,782,948	14	62,058,498	11
Legal reserve		212,669,736	38	286,688,675	53
Undistributed earnings	6(19)	35,462,155	6	28,238,340	5
Other equity	4, 6(18)	(55,970)	-	(55,970)	-
Treasury shares		368,205,782	66	440,109,290	81
Total equity		559,915,562	100	542,764,529	100
<b>Total liabilities and equity</b>					

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, 2023 and 2022

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

Description	Notes	2023	%	2022	%
<b>Net sales</b>	4, 5, 6(20), 7	\$ 268,685,527	100	\$ 332,181,124	100
<b>Operating costs</b>	4, 5, 6(7), 6(23), 7	(131,565,573)	(49)	(176,996,071)	(53)
<b>Gross profit</b>		137,119,954	51	155,185,053	47
<b>Unrealized gross profit on sales</b>		(207,605)	-	(657)	-
<b>Realized gross profit on sales</b>		189,921	-	170,395	-
<b>Gross profit, net</b>		137,102,270	51	155,354,791	47
<b>Operating expenses</b>	6(21), 6(23), 7				
Selling expenses		(9,013,919)	(3)	(8,800,102)	(2)
Administrative expenses		(5,135,942)	(2)	(9,970,588)	(3)
Research and development expenses		(80,592,743)	(30)	(82,369,154)	(25)
Expected credit losses		(56,293)	-	(770)	-
Total operating expenses		(94,798,897)	(35)	(101,140,614)	(30)
<b>Operating income</b>		42,303,373	16	54,214,177	17
<b>Non-operating income and expenses</b>					
Interest income	4, 6(24)	966,082	-	695,486	-
Other income	4, 6(25), 7	312,893	-	511,693	-
Other gains and losses	4, 6(26), 7	790,848	-	910,789	-
Finance costs	6(27), 7	(172,510)	-	(299,940)	-
Share of profit of subsidiaries, associates, and joint ventures accounted for using the equity method	4	39,455,194	15	71,561,982	22
Total non-operating income and expenses		41,352,507	15	73,380,010	22
<b>Net income before income tax</b>		83,655,880	31	127,594,187	39
<b>Income tax expense</b>	4, 5, 6(29)	(6,677,243)	(2)	(9,453,081)	(3)
<b>Net income</b>		76,978,637	29	118,141,106	36
<b>Other comprehensive income</b>	4, 6(9), 6(16), 6(28), 6(29)				
Items that may not be reclassified subsequently to profit or loss					
Remeasurements of the defined benefit plan		118,934	-	57,848	-
Unrealized gains (losses) from equity instrument investments measured at fair value through other comprehensive income		(327,518)	-	(448,568)	-
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		8,283,361	3	(29,610,670)	(9)
Income tax relating to those items not to be reclassified to profit or loss		(23,787)	-	(11,570)	-
Items that may be reclassified subsequently to profit or loss					
Exchange differences resulting from translating the financial statements of foreign operations		(1,251,022)	(1)	20,834,513	6
Unrealized gains (losses) from debt instrument investments measured at fair value through other comprehensive income		164	-	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		3,068	-	(45,022)	-
<b>Other comprehensive income, net of tax</b>		6,803,200	2	(9,222,520)	(3)
<b>Total comprehensive income</b>		\$ 83,781,837	31	\$ 108,918,586	33
Basic Earnings Per Share (in New Taiwan Dollars)	6(30)	\$ 48.51		\$ 74.59	
Diluted Earnings Per Share (in New Taiwan Dollars)	6(30)	\$ 48.34		\$ 74.23	

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  
**MEDIA TEK INC.**  
**PARENT COMPANY ONLY STATEMENTS OF CHANGES IN EQUITY**  
**For the years ended December 31, 2023 and 2022**  
(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, 2022	\$ 15,988,420	\$ 483	\$ 59,776,045	\$ 50,217,220	\$ 252,432,501	\$ (13,474,837)	\$ 72,222,376	\$ (5,090,942)	\$ (55,970)	\$ 432,015,296
Distribution of 2021 earnings:	-	-	-	-	-	-	-	-	-	-
Legal reserve	-	-	-	11,841,278	(11,841,278)	-	-	-	-	-
Cash dividends	-	-	-	(91,147,046)	(91,147,046)	-	-	-	-	(91,147,046)
Total	-	-	-	11,841,278	(102,988,324)	-	-	-	-	-
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)
Issuance of restricted stock for employees	3,337	-	935,957	17,604	-	-	-	2,890,051	-	3,846,949
Changes in other capital surplus	-	-	(10,626)	-	-	-	-	-	-	(10,626)
Proceeds from disposal of equity instruments measured at fair value through other comprehensive income	-	-	-	-	19,012,010	-	(19,012,010)	-	-	-
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
Distribution of 2022 earnings:	-	-	-	-	-	-	-	-	-	-
Legal reserve	-	-	-	13,724,450	(13,724,450)	-	-	-	-	(138,529,355)
Cash dividends	-	-	-	(13,724,450)	(13,724,450)	-	-	-	-	(138,529,355)
Total	-	-	-	13,724,450	(152,253,805)	-	-	-	-	(22,395,132)
Cash dividends distributed from capital surplus	-	-	(22,395,132)	-	-	-	-	-	-	(22,395,132)
Profit for the year ended December 31, 2023	-	-	-	-	76,978,637	(1,251,022)	7,947,288	-	-	76,978,637
Other comprehensive income for the year ended December 31, 2023	-	-	-	-	106,934	(1,251,022)	7,947,288	-	-	6,803,200
Total comprehensive income	-	-	-	-	77,085,571	(1,251,022)	7,947,288	-	-	83,781,837
Share-based payment transactions	2,273	(113)	81,354	-	-	-	-	-	-	83,514
Adjustments due to dividends that subsidiaries received from parent company	-	-	592,402	-	-	-	-	-	-	592,402
Changes in associates and joint ventures accounted for using the equity method	-	-	32,879	-	-	-	-	-	-	32,879
The differences between the fair value of the consideration paid or received from acquiring or disposing subsidiaries and the carrying amounts of the subsidiaries	-	-	(2,356,639)	-	-	-	-	-	-	(2,356,639)
Changes in ownership interests in subsidiaries	-	-	5,061,315	-	-	-	-	-	-	5,061,315
Issuance of restricted stock for employees	(151)	-	107,552	-	9,537	-	-	1,667,307	-	1,784,245
Changes in other capital surplus	-	-	41,426	-	-	-	-	-	-	41,426
Proceeds from disposal of equity instruments measured at fair value through other comprehensive income	-	-	-	-	1,139,758	-	(1,139,758)	-	-	-
Balance as of December 31, 2023	\$ 15,996,475	\$ -	\$ 28,350,438	\$ 75,782,948	\$ 212,669,736	\$ 6,108,654	\$ 29,887,085	\$ (533,584)	\$ (55,970)	\$ 368,205,782

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

Chairman : Ming-Kai Tsai

President : Luh-Shyng Tsai

Chief Financial Officer : David Ku

## MEDIATEK INC.

## PARENT COMPANY ONLY STATEMENTS OF CASH FLOWS

For the years ended December 31, 2023 and 2022

(Amounts in thousands of New Taiwan Dollars)

Description	2023	2022
<b>Cash flows from operating activities :</b>		
Profit before tax from continuing operations	\$ 83,655,880	\$ 127,594,187
Adjustments for:		
The profit or loss items which did not affect cash flows:		
Depreciation	6,683,855	5,648,634
Amortization	4,456,803	3,340,491
Expected credit losses	56,293	770
Losses on financial assets and liabilities at fair value through profit or loss	118,593	81,629
Interest expenses	172,510	299,940
Losses on derecognition of financial assets measured at amortized cost	-	36
Interest income	(966,082)	(695,486)
Dividend income	(117,011)	(123,722)
Share-based payment expenses	1,430,641	3,261,615
Share of profit of subsidiaries, associates, and joint ventures accounted for using the equity method	(39,455,194)	(71,561,982)
(Gains) losses on disposal of property, plant and equipment	(3,440)	2,312
Unrealized gross profit on sales	(724)	657
Realized gross profit on sales	(189,921)	(170,395)
Others	-	26
Changes in operating assets and liabilities:		
Financial assets mandatorily measured at fair value through profit or loss	1,177,029	(1,712,413)
Trade receivables	(8,397,655)	7,669,892
Trade receivables from related parties	(21,303)	104,259
Other receivables	987,563	1,162,037
Other receivables from related parties	95,313	(124,391)
Inventories	14,329,905	1,405,050
Prepayments	82,927	(1,177,201)
Other current assets	311,506	49,787
Other non-current assets-others	-	5,970,957
Contract liabilities	1,103,566	(1,286,875)
Trade payables	12,045,141	(12,388,565)
Trade payables to related parties	84,887	(167,568)
Other payables	1,278,930	(1,029,935)
Other payables to related parties	311,167	823,061
Other current liabilities	9,990,101	896,357
Long-term payables to related parties	-	(8,618,791)
Net defined benefit liabilities	(3,119)	(6,999)
Other non-current liabilities-others	4,079,654	(14,528)
Cash generated from operating activities:	93,297,815	59,232,846
Interest received	992,019	762,768
Dividends received	55,034,008	48,921,938
Interest paid	(172,510)	(303,261)
Income tax paid	(2,007,582)	(14,508,933)
Net cash provided by operating activities	147,143,750	94,105,358
<b>Cash flows from investing activities :</b>		
Acquisition of financial assets at fair value through other comprehensive income	-	(1,157,410)
Proceeds from disposal of financial assets at fair value through other comprehensive income	7,827	-
Acquisition of financial assets measured at amortized cost	(710,091)	(500,000)
Proceeds from redemption of financial assets measured at amortized cost	20,000	55,887
Acquisition of investments accounted for using the equity method	-	(4,693,510)
Proceeds from disposal of investments accounted for using the equity method	-	693,414
Proceeds from capital return of investments accounted for using the equity method	-	25,294,580
Acquisition of property, plant and equipment	(4,849,045)	(7,974,778)
Proceeds from disposal of property, plant and equipment	4,191	2,427
Decrease in refundable deposits	804,239	2,032,126
Acquisition of intangible assets	(4,943,961)	(3,266,551)
Net cash (used in) provided by investing activities	(9,666,840)	10,486,185
<b>Cash flows from financing activities :</b>		
Decrease in short-term borrowings	-	(45,327,350)
Repayment of long-term borrowings	(827,660)	(558,060)
Increase (decrease) in deposits received	368	(49,990)
Other payables to related parties	10,710,838	9,274,712
Cash payment for the principal portion of the lease liabilities	(329,658)	(220,793)
Proceeds from exercise of employee stock options	79,477	67,929
Cash dividends	(121,573,573)	(116,709,637)
Other financing activities	21,093	-
Net cash used in financing activities	(111,919,115)	(153,523,189)
Net increase (decrease) in cash and cash equivalents	25,557,795	(48,931,646)
Cash and cash equivalents at the beginning of the year	22,417,724	71,349,370
Cash and cash equivalents at the end of the year	\$ 47,975,519	\$ 22,417,724

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**

# **Draft of the First Issuance Rules of MediaTek Y2024 Restricted Stock Awards Plan**

### **Article 1: Purpose**

To link shareholder value, focus on future growth strategy objectives, enhance global talent competitiveness and to attract and motivate key talents, and to foster the best interests of the MediaTek Inc. (hereinafter "Company") and its shareholders, and further ensure the alignment of shareholders' interests with those of the Company's employees, the following first issuance rules (the "Rules") of the MediaTek Y2024 Restricted Stock Awards are stipulated in accordance with Article 267 of the Company Act, Article 22 of the Securities and Exchange Act and the Regulations Governing the Offering and Issuance of Securities by Securities Issuers (the "Regulations") released by the Financial Supervisory Commission R.O.C.

### **Article 2: Duration of issuance**

Within one year following the receipt of the approval notice from the applicable R.O.C. authorities, the Company may issue restricted stock awards under the Rules once or multiple times, in any case as set forth herein. The actual date of issuance of such awards and related logistical matters shall be determined by the chairman of the Company (the "Chairman") as authorized by the Company's board of directors (the "Board of Directors").

### **Article 3: Qualification requirements for eligibility and review procedures for the distribution**

- 3.1. To protect shareholders' interests, the Company shall cautiously manage the Rules. Subject to applicable law, only the Company and its Subsidiaries' permanent employees who are employed on the date that restricted stock awards are granted and meet the performance requirements shall be eligible for the Rules. The term "Subsidiaries" is defined in accordance with the standards set forth in Article 369-2, Article 369-3, Article 369-9, paragraph 2, and Article 369-11 of the Company Act. Such awards will be further limited to below two types of employees:
- 3.1.1 Type I Employees: Managers at the level of deputy general manager or above in the Company, as well as managers at equivalent positions in Subsidiaries.
  - 3.1.2 Type II Employees: Key talents and limited to those who met one of the following conditions: (a) highly related to the future strategy and development of the Company, (b) critical to the Company's business operation, or (c) key technical talents, as determined by the Company.
- 3.2. The number of Shares to be granted to qualified employees in any award under the Rules shall be determined by the distribution standard decided by the Company with regard to seniority, position, performance, overall contribution, special contribution and any other

management-related factors. Proposed distributions of awards (including the awardee list and the granted Shares) under the Rules shall be reviewed by the Chairman for each issuance and shall be subject to approval by the Audit Committee and then the Board of Directors, with the exception of awards under the Rules to employees who are managerial officers or Board members, which awards are subject to approval by the Compensation Committee of the Company and then the Board of Directors.

- 3.3. Employees who possess 10% or more of the Company's issued and outstanding common shares, all the members of the Compensation Committee, and non-employee members of the Board are not eligible to receive awards under the Rules.
- 3.4. The sum of the aggregate number of Shares granted to each employee by (1) share subscription warrants (issued outside of the Rules) in accordance with paragraph 1, Article 56-1 of the Regulations, plus (2) restricted stock awards (whether issued under or outside of the Rules) shall not exceed 0.3% of the total outstanding common shares of the Company. The aforesaid sum plus the share subscription warrants the Company grants to each employee in accordance with paragraph 1, Article 56 of the Regulations shall not exceed 1% of the total outstanding common shares of the Company. However, with special approval from the applicable R.O.C. authorities, the total number of share subscription warrants and restricted stock awards obtained by any single employee may be exempted from the above-mentioned restriction. If applicable laws and regulations are revised in the future, the Company shall apply the revised laws and regulations.

#### **Article 4: Total amount of issuance**

The total number of shares available for issuance under the Rules shall be 8,000,000 common shares of the Company (the "Shares"), each share having a par value of NT\$ 10, for a total amount of NT\$ 80,000,000.

#### **Article 5. The terms and conditions for issuance of awards under the Rules and the restrictions imposed on the rights of such Shares**

- 5.1. Issue price: Awards under the Rules shall be gratuitous.
- 5.2. Class of issued shares: The Company's newly issued common shares.
- 5.3. Vesting conditions of awarded Shares under the Rules are subject to the following conditions:
  - 5.3.1 An employee's continuous employment with the Company through the vesting dates; no breach by the employee of any terms of any agreement with the Company to which the employee is subject, including, without limitation, the employee's employment terms and conditions or any other employment-related agreement, any non-competition or confidentiality agreements; no violation by the employee of employee handbook; and, the achievement by the employee of the employee's individual performance goals, and the Company's achievement of performance indexes during the applicable Performance Period (as defined below) are all required for the awarded Shares to vest in accordance with vesting schedule set forth in the

applicable Restricted Stock Award Agreement. For each award under the Rules, the awarded Shares shall vest over a 2-year period from the date of the award, with the maximum percentage of Shares vested on the vesting date of each vesting year as follows: 50% of the total award on the 2025 vesting date; and 100% of the total award on the 2026 vesting date. The actual number of the Shares vesting on any particular vesting date will be based on the employee's achievement of individual performance goals and the Company's achievement of performance indexes during the applicable performance periods (the "Performance Periods"). The Performance Periods for measuring the Company's achievement of performance indexes (further described in Section 5.3.2 below) during the 2-year award vesting period are as follows: (1) For the 2025Y vesting date, the 2024 fiscal year (the "Single-Year Performance Period"); (2) For the 2026Y vesting date, the 2024 and 2025, combined fiscal years (the "Combined-Year Performance Period"). The number of shares vesting for each performance index is calculated separately and vesting on the 2025 vesting date is calculated based on achievement of performance indexes during the Single-Year Performance Period, whereas the vesting on the 2026 vesting date is an accumulated vesting result calculated based on achievement of performance indexes during Combined-Year Performance Period. Any fractional vested Shares should be rounded down to the nearest whole share.

- 5.3.2 For the employee's achievement of individual performance index for each vesting date, such goals include the employee's achievement of an "I" rating ("Meets Expectations") (or a rating equivalent to such rating as may be given by a Company affiliate) or higher in the employee's annual performance rating for the performance year preceding such vesting date, or, if no rating is available, the employee's achievement (as determined by the Company) of job performance criteria for such Performance Period, which will be set by the Company and agreed with the employee. The Company's performance indexes include the following three indexes: (1) the ranking of Company's total shareholder return (Relative TSR") compared to the 50 companies that are the constituents of FTSE TWSE Taiwan 50 Index; (2) revenue growth YOY rate; and (3) operating margin% ("OPM%"). Each index has its own threshold level and target level. The percentage of vested Shares determined by each index on each vesting date will range from 0% to 100% for such vesting date and with reference to the performance of the index in the applicable fiscal year(s), with the actual percentage determined as follows: 0% if the Company's achievement of performance index is below the threshold level (as stated in the applicable Restricted Stock Award Agreement); 50% if the achievement of performance index meets such threshold level ; and 100% if the performance result meets or exceeds the target level (as stated in the applicable Restricted Stock Award Agreement). If the performance result is greater than the threshold but less than the target level, the percentage of vested Shares determined by the applicable index shall be calculated by the



interpolation method. For purposes of determining if the threshold level or the target level is achieved, calculations shall be rounded down to the nearest whole percent, while, for performance results between the threshold level and the target level, calculations will be rounded up or down to the nearest hundredth percent. The weighting and the range of threshold to target level of each performance index are set forth in the table below for different Types of awarded employees, and the threshold and target levels for each performance index for the applicable Performances Periods will be set by the Company for each award under the Rules and specified in the applicable Restricted Stock Award Agreement with the awarded employee. The judgement of the achievement level of the performance indexes shall be based on the Company's consolidated financial statements certified by a certified public accountant for the corresponding Performance Periods.

Performance Index		TSR ranking relative to the constituents of FTSE TWSE Taiwan 50 Index (Relative TSR)	Revenue Growth YOY %	Operating Margin %
Weighting	Type I Employees	40%	30%	30%
	Type II Employees	25%	30%	45%
Threshold and Target Range		25 <sup>th</sup> ~ 50 <sup>th</sup> (P25~P50)	7%~12%	15%~18%

#### 5.4. Circumstances leading to revocation/cancellation of awards

5.4.1 Subject to applicable law, after a restricted stock award is granted to an employee, the Company shall have the right, in its sole discretion, to revoke and cancel any or all of the unvested Shares in the award in any of the following events:

The employee is on a leave of absence on the vesting date; The employee (1) commits a breach of (A) the employee's employment terms and conditions or any other employment-related agreement, non-competition or confidentiality agreements, or (B) employee handbook, or (2) fails to achieve the employee's individual performance goals (see Section 5.3.2 above) and the Company fails to achieve its performance indexes (see Section 5.3.2 above); or (3) employee breaches below section 5.8 regarding modification withdrawal, cancellation, expiry or termination of the authorization to the Company or the appointed person as the deputy to handle all events for management of restricted stock awards in the security trust or custodian account.

5.4.2 The Company shall revoke and cancel all the unvested Shares of any restricted stock awards granted to the employee if the employee resigns voluntarily or the employee has been laid-off or otherwise terminated during the vesting period.

#### 5.5. Events resulting in change of vesting and/or other actions.

In the event any of the following occurs, the unvested Shares in an employee's outstanding

restricted stock award(s) shall be handled as follows.

- 5.5.1 Leave of absence without pay (approved by the company). For any employee taking a leave of absence without pay (approved by the Company), the rights and obligations of the employee under the Rules and any applicable Restricted Stock Award Agreement shall remain in effect, provided that, subject to applicable law, (1) the number of Shares that vest in any restricted stock awards during a vesting period when the employee is on leave for any part of such period shall be further pro-rated based on the number of months the employee was not on leave during such period, and (2) in the event the employee is on leave on the vesting date, the vesting conditions for such award shall be deemed to have not been satisfied on the vesting date and the unvested Shares that might otherwise vest on the vesting date during such vesting period under such award shall be subject to revocation and cancellation in accordance with Section 5.4.1 above.
- 5.5.2 Transfer to another entity within the MediaTek Group. If the employee is transferred to another entity within the MediaTek Group at the Employee's request, the unvested Shares under the restricted stock award(s) granted to the employee shall be revoked and cancelled by the Company. If the transfer is made at the Company's request, the terms and conditions with respect to the unvested Shares under the Rules and the applicable Restricted Stock Award Agreement, including without limitation, the Company's performance indexes, shall remain in effect, provided that the employee's individual performance goals shall be re-evaluated and meet the performance requirement based on the performance standard of the entity in the MediaTek Group to which the employee transfers. In the event that the employee is not employed by the Company or the entity in the MediaTek Group that the Company requests the employee to transfer to on the vesting date, the Company shall revoke and cancel any and all portions of the unvested shares of restricted stock awards.
- 5.5.3 Retirement. For a retiring employee the rights and obligations of the employee under the Rules and any applicable Restricted Stock Award Agreement shall remain in effect, provided that, subject to applicable law, the actual number of Shares that vest on the vesting date shall be further pro-rated based on the number of months the employee worked during such performance. In the event that the effective date of the retirement is on or before the last day of the Combined-Year Performance Period, the shares vesting shall only be determined by Single-Year Performance Period, and the Company shall revoke and cancel any and all portions of the unvested shares of restricted stock awards.
- 5.5.4 Termination of employment due to permanent and total disability arising from occupational injury. If an employee's employment terminates by reason of permanent and total disability (as determined by the applicable Subsidiaries in accordance with applicable laws governing disability) arising from occupational injury, the unvested Shares in the employee's restricted stock award(s) shall immediately vest upon such

termination date as follows: If both the achievement of the Company's performance indexes and the employee's individual performance goals have already been determined (in accordance with Article 5.3) for the applicable vesting period as of the date of termination, all unvested Shares shall vest in accordance with the vesting conditions set forth in the Rules (see Section 5.3.2). If both the achievement of the Company's performance indexes and the employee's individual performance goals have not already been determined (in accordance with Article 5.3) as of the date of termination for any remaining vesting periods, all of the unvested Shares for such vesting periods shall immediately and automatically vest as of the date of termination.

5.5.5 Death due to occupational injury or others. Regarding the unvested Shares granted to a dead employee, after the employee's estate, heirs, or other representative(s), as the case may be, complete the required procedure in accordance with applicable laws and provide the Company with relevant document for evidencing the completion, he/she/they may apply for transfer of the Shares or the interest arising from disposal of the Shares. If both the achievement of the Company's performance indexes and the employee's individual performance goals have already been determined for the applicable vesting period, the unvested Shares shall vest in accordance with the vesting conditions set forth in the Rules. If the achievement of the Company's performance indexes and the employee's individual performance goals have not already been determined for the applicable vesting period as of the date of termination, all of the unvested Shares shall immediately and automatically vest.

5.5.6 Change of Control. In the event of any planned reorganization in accordance with the Business Mergers and Acquisitions Act, the Board of Directors shall determine what portion, if any, of all the unvested Shares in outstanding restricted stock awards shall vest prior to or otherwise in connection with the closing of such transaction.

5.5.7 Additional Considerations. Notwithstanding the foregoing, in the event of special circumstances, including, without limitation, outstanding contributions by an employee to the Company, the Chairman is authorized to determine, in the Chairman's discretion, that unvested Shares in the restricted stock award(s) of an employee should vest in a number in excess of what the vesting rules set forth above would provide on a case by case basis when the employee's employment is terminated with the Company; provided that, for employees who are managerial officers or members of the Board of Directors, any such determination is subject to approval by the Compensation Committee.

5.6. The issued restricted stock awards revoked by the Company without consideration shall be canceled.

5.7. Restrictions imposed on the Shares before vesting conditions are met.

5.7.1 Except for inheritance, employees are prohibited from and shall not sell, pledge, transfer, give to another person, create any encumbrance on, or in any other way dispose of any unvested Shares.

- 5.7.2 Rights to attend the Company's shareholder's meeting, submit proposals, or speak and vote at the meeting attributed to ownership of stock with respect to any unvested Shares will be the same as those of the common shares of the Company but shall be subject to and performed in accordance with the trust or custodian agreement.
- 5.7.3 Rights to dividends, interest, capital reserve, and share subscription warrants attributed to ownership of stock with respect to any unvested Shares will be the same as those of the common shares of the Company and shall be subject to and performed in accordance with the trust or custodian agreement.
- 5.7.4 If any Shares vest on a date that falls during a period in which the Company is prohibited from altering the Company's shareholders' roster, including but not limited to, for reasons pertaining to the Company's issuance of bonus or cash dividends, or conducting a capital increase, convening shareholder's meeting pursuant to paragraph 3 of Article 165 of the Company Act, the release of the restrictions on such Shares set forth in this Section 5.7.4 shall be in accordance with the trust or custodian agreement and applicable laws and regulations.

#### 5.8. Others

- 5.8.1 All Shares under each restricted stock award under the Rules shall be deposited in a security trust or custodian account governed by the trust or custodian agreement immediately after the granting of the award and execution of Company-required documentation. The employee shall have no right to request and shall not request that the trustee(s) release unvested Shares held in the trust or custodian account for any reason or in any method.
- 5.8.2 During the period that the Shares under a restricted stock award are deposited in the security trust or custodian account, management of the security trust or custodian account and the assets therein shall be pursuant to the trust or custodian agreement, and the negotiation, execution, amendment, renewal, or termination of the trust or custodian agreement for such account and the instructions to deliver, use or disposal of the trust or custodian property in such account shall be performed by the Company or the person appointed by the Company on behalf of the employees, in any case, in accordance with the trust or custodian agreement.
- 5.8.3 Employees who are managerial officers and do not meet the minimum number of shares requirement based on the Mediatek Inc. Executive Officer Stock Ownership Guidelines and its Implementing Rules, as then in effect, a portion of shares (in an amount as determined by such Guidelines and Rules) that are about to be vested will be considered as not vested and continue to be held in trust or custodian account. Upon reaching the minimum number of shares requirement in subsequent annual measurement, the shares will be considered as vested and released from trust or custodian account.

## **Article 6: Execution and confidentiality of the agreement**

- 6.1 An employee is deemed to have been granted a restricted stock award only upon the employee's receipt of notification of the award by the responsible department of the Company and after the employee has executed the Restricted Stock Award Agreement evidencing such award and any other documentation required by the Company in connection therewith and completed all other required processes for trust or custody of the Shares. If the employee fails to take all such required steps within the timeframe specified by the Company, all rights to the restricted stock award shall immediately and automatically be deemed to have been forfeited.
- 6.2 The employee and any person receiving restricted stock awards in accordance with the Rules shall comply with the Rules and the Restricted Stock Award Agreement executed by employee as required hereunder, the violation of the above shall be deemed as nonfulfillment of the vesting condition. As provided in the rules set by the Company regarding the confidentiality of compensation (to the extent the employee may be bound by such rules under applicable law), the employee shall keep confidential the contents of the applicable Restricted Stock Award Agreement, the number of shares granted to him/her under the Rules and his/her rights under the Rules and shall not inquire Shares granted to others. The Company shall have the right to revoke and cancel the unvested restricted stock awards awarded to such employee if the employee violates the above.

## **Article 7: Tax**

Any tax matter arising from the granting and/or vesting of any restricted stock awards under the Rules shall be handled in accordance with the applicable laws and regulations of the R.O.C. and the country where the employee resides.

## **Article 8: Other important covenants**

- 8.1 The Rules must be approved by the Board of Directors by an agreement adopted by a majority vote of the Board at a meeting attended by over two-thirds of the directors, and then take effect after receiving the written approval from the applicable R.O.C. authorities. If there are revisions of the Rules before issuance, the same approval process shall apply. If modifications of the Rules are required due to amendment to the laws and regulations or instructions from the competent authority, the Chairman is authorized to make any necessary amendment to the Rules. All other modification or amendment to the Rules shall be proposed to be reviewed and approved by the Board of Directors for ratification and issuance as set forth above.
- 8.2 For the matters pertaining to yet not stipulated in the Rules, except as otherwise provided by law, the Board of Directors or the person appointed by the Board of Directors is authorized with full power and authority to revise the Rules and execute such matters pursuant to the applicable laws and regulations.

**Note: This English translation is for reference purposes only. In the event of any discrepancy between the Chinese original and this English translation, the Chinese original shall prevail.**

**Attachment 6**

**MediaTek Inc.  
List of Director Candidates**

<b>Name</b>	<b>Gender</b>	<b>Shareholdings (Note 1)</b>	<b>Education Recognitions</b>	<b>Major Previous Positions</b>	<b>Current Positions</b>
Ming-Kai Tsai	Male	41,663,806	- Master, Electrical Engineering, University of Cincinnati, USA	- President, 2 <sup>nd</sup> Business Group, United Microelectronics Corporation	- Chairman, MediaTek Inc. - Chairman & Director, MediaTek affiliates
Rick Tsai	Male	738,508	- Ph.D., Material Science, Cornell University, USA	- Chairman & CEO, Chunghwa Telecom Co., Ltd. - President & CEO, Taiwan Semiconductor Manufacturing Company Limited	- Vice Chairman & CEO, MediaTek Inc. - Director, Lam Research Corporation - Chairman, MediaTek affiliates
Joe Chen	Male	656,581	- Master, Electronics Engineering, National Chiao Tung University	- Engineer, Silicon Integrated Systems Corporation	- Director, President & COO, MediaTek Inc.
Cheng-Yaw Sun	Male	29,244	- B.S., Chung Yuan Christian University of Taiwan	- Managing Director, HP China	- Director, MediaTek Inc.

Note 1: As of March 29, 2024

## MediaTek Inc. List of Independent Director Candidates

Name	Gender	Shareholdings (Note 1)	Education Recognitions	Major Previous Positions	Current Positions
Chung-Yu Wu	Male	236,000	<ul style="list-style-type: none"> <li>- Ph.D., Electronics Engineering, National Chiao Tung University</li> </ul>	<ul style="list-style-type: none"> <li>- President, National Chiao Tung University</li> </ul>	<ul style="list-style-type: none"> <li>- Independent Director, MediaTek Inc.</li> <li>- Chairman and CTO, A-NEURON ELECTRONIC CORP.</li> <li>- Independent Director, Leadtrend Technology Corporation</li> <li>- Independent Director, Powerchip Semiconductor Manufacturing Corporation</li> <li>- Representative of Juristic Person Director, AMAZING MICROELECTRONIC CORP.</li> <li>- Emeritus Professor, National Yang Ming Chiao Tung University</li> </ul>
Peng-Heng Chang	Male	0	<ul style="list-style-type: none"> <li>- Ph.D., Master engineering, Purdue University, USA</li> </ul>	<ul style="list-style-type: none"> <li>- VP, Human Resources/Material Management &amp; Risk Management, Taiwan Semiconductor Manufacturing Company Limited</li> <li>- Chairman, Motech Industries, Inc</li> </ul>	<ul style="list-style-type: none"> <li>- Independent Director, MediaTek Inc.</li> <li>- Chairman, Chi-Kuang Solar Energy Corp.</li> <li>- Director, BIG SUN ENERGY TECHNOLOGY INC.</li> <li>- Chairman, Ruei-Rih Solar Corp.</li> <li>- Independent Director, VisEra Technologies Company Ltd.</li> <li>- Chairman, LOVE AND JOY CO., LTD.</li> <li>- Representative of Juristic Person Director, Ruei-Huei Solar Corp.</li> </ul>
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>- Independent Director, MediaTek Inc.</li> <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.</li> <li>- Independent Director, Goldman Sachs Asia Bank Limited (Hong Kong)</li> <li>- Independent Director, Langham Hospitality Investments Limited (Hong Kong)</li> </ul>



Yao-Wen Chang	Male	0	<ul style="list-style-type: none"> <li>- Ph.D., Department of Computer Sciences, The University of Texas at Austin, USA</li> <li>- B.S., Department of Computer Sciences and Information Engineering, National Taiwan University</li> </ul>	<ul style="list-style-type: none"> <li>- IEEE CEDA President</li> <li>- ACM Fellow/IEEE Fellow</li> </ul>	<ul style="list-style-type: none"> <li>- Dean, College of Electrical Engineering and Computer Science, National Taiwan University</li> <li>- Director, Center for Information and Electronics Technologies, National Taiwan University</li> <li>- Distinguished Professor, Department of Electrical Engineering &amp; Graduate Institute of Electronics Engineering, National Taiwan University</li> </ul>
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Note 1: As of March 29, 2024

### **Reasons for Nominating the Directors Who Have Served as an Independent Director of the Company for Three Consecutive Terms or More**

<b>Name</b>	<b>Reasons for nominating the directors who have served as an independent director of the Company for three consecutive terms or more</b>
Chung-Yu Wu	<p>Mr. Chung-Yu Wu possesses a high degree of professionalism and extensive experience in the semiconductor industry. He has long been dedicated to technical research and development in academia while also possessing industry experience. He has profound insights into the forward-looking technology development of IC design and fully grasps the innovative technology R&amp;D and changes related to industry trends. Mr. Chung-Yu Wu had a 100% attendance rate at the current Board of Directors, Audit Committee, and Remuneration Committee meetings. Based on his involvement in the discussions and voting within the Board of Directors and functional committees, the Board of Directors believes that Mr. Chung-Yu Wu continues to maintain the necessary independence and sense of fair judgment in performing and making judgments on his duty. Furthermore, he has not established any particular relationships with management or others that would impair his ability to make unbiased and impartial judgments. Considering Mr. Chung-Yu Wu's rich expertise and experience in the research and development of semiconductors, he is therefore renominated to serve as an independent director of the Company.</p>
Peng-Heng Chang	<p>Mr. Peng-Heng Chang possesses a high level of expertise in the semiconductor industry, talent cultivation and development, and human resources planning. He is well-versed in the industry supply chain and has a wealth of cross-disciplinary industry experience. Mr. Peng-Heng Chang had a 100% attendance rate at the current Board of Directors, Audit Committee, Remuneration Committee, and M&amp;A Strategy Committee meetings. Based on his involvement in the discussions and voting within the Board of Directors and functional committees, the Board of Directors believes that Mr. Peng-Heng Chang continues to maintain the necessary independence and sense of fair judgment in performing and making judgments on his duty. Furthermore, he has not established any particular relationships with management or others that would impair his ability to make unbiased and impartial judgments. Considering Mr. Peng-Heng Chang's extensive expertise and industry experience in semiconductors, as well as talent cultivation and development, and human resource planning, he is therefore renominated to serve as an independent director of the Company.</p>

# **Appendix**

## Appendix 1

# MediaTek Inc. Articles of Incorporation

Date: May 31, 2023

Approved by the Annual General Shareholders' Meeting 2023

## 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**

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.

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.

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. 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.

### **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, the twentieth amendment was made on May 31, 2022, and the twenty-first amendment was made on May 31, 2023.



## Appendix 2

# MediaTek Inc. Rules and Procedures of Shareholders' Meeting

Date: June 15, 2010  
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:	1,599,623,421
Total shareholdings of all Directors required by law:	38,390,962
As of March 29, 2024, total shareholdings of all Directors (except Independent Directors)	43,088,139

2. As of March 29, 2024, the shareholder registration record date for 2024 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	41,663,806	2.60%
<b>Vice Chairman</b>	Rick Tsai	July 5, 2021	738,508	0.05%
<b>Director</b>	Joe Chen	July 5, 2021	656,581	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-Je Tang	July 5, 2021	-	-
<b>Independent Director</b>	Syaru Shirley Lin	May 31, 2023	-	-
<b>Holding of all directors</b>			43,324,139	2.70%