



Handbook for the 2010 Annual Meeting of Shareholders

(TRANSLATION)

Meeting Date: June 15, 2010

Table of Contents

1. Procedure for the 2010 Annual Meeting of Shareholders	2
2. Agenda of Annual Meeting of Shareholders	3
(1). Management Presentation: Company Reports	4
(2). Acknowledgements	5
(3). Proposals and Discussion	6
(4). Questions and Motions	7
3. Attachments	8
(1). MediaTek Inc. 2009 Business Report	9
(2). Supervisors' Report	10
(3). Independent Auditors' Report	11
(4). Independent Auditors' Report – MediaTek Inc. & Subsidiaries	16
(5). Comparison of the Original Text and the Amended Text in "Article of Incorporation"	21
(6). Comparison of the Original Text and the Amended Text in "Rules and Procedures of Shareholders' Meeting"	22
4. Appendix	23
(1). MediaTek Inc. Article of Incorporation	24
(2). MediaTek Inc. Rules and Procedures of Shareholders' Meeting	30
(3). Shareholdings of All Directors and Supervisors	32
(4). Effect of Stock Dividends Resolved at this Shareholders' Meeting on Operating Performance & Earnings Per Share	33

MediaTek Inc.
Procedure for the 2010 Annual Meeting of Shareholders

1. Call the meeting to order
2. Chairman takes chair
3. Chairman's opening remarks
4. Management presentation: company reports
5. Acknowledgements
6. Proposals and discussion
7. Questions and motions
8. Adjournment

MediaTek Inc.
Year 2010
Agenda of Annual Meeting of Shareholders

Time: 9:00 a.m., June 15, 2010 (Tuesday)

Venue: The Labor Recreational Center Auditorium
No. 2, Hsin-An Road, Hsinchu Science-based Industrial Park, Hsinchu, Taiwan, R.O.C.

Agenda:

1. Call the meeting to order
2. Chairman's opening remarks
3. Management presentations: Reports on company affairs
 - (1). 2009 Business Report
 - (2). Supervisors' Review Report on the 2009 Financial Statements
4. Acknowledgements
 - (1). Adoption of the 2009 Business Report and Financial Statements
 - (2). Adoption of the Proposal for Distribution of 2009 Profits
5. Proposals and discussion
 - (1). Proposal for a new share issue through capitalization of 2009 earnings and employee bonus
 - (2). Amendment to the Company's "Article of Incorporation"
 - (3). Amendment to the Company's "Rules and Procedures of Shareholders' Meeting"
6. Questions and Motions
7. Adjournment

Reports on Company Affairs

Report item (1)

Proposed by the Board of Directors

Subject: MediaTek's 2009 Business Report. Please resolve your decision.

Descriptions: MediaTek's 2009 Business Report is attached as page 9, Attachment 1.

Report item (2)

Proposed by the Board of Directors

Subject: The Supervisors have duly reviewed MediaTek's 2009 Business Report, Financial Statements, and earnings allocation. Please resolve your decision.

Descriptions: The 2009 Supervisors' Review Report is attached as page 10, Attachment 2.

Acknowledgements

Acknowledgement item (1)

Proposed by the Board of Directors

Subject: Adoption of the 2009 Business Report and Financial Statements

Descriptions:

- (1). MediaTek's 2009 Financial Statements, including the balance sheets, income statement, statements of changes in shareholders' equity, and statements of cash flows, were audited by independent auditors Shao-Pin Kuo and Hsin-Min Hsu of Ernst & Young. The report issued by the independent auditors has been approved at the 6th meeting of the 5th Board of Directors.
- (2). For 2009 Business Report, Independent Auditors' Report, and the aforementioned Financial Statements, please refer to page 9, Attachment 1, page 11~15, Attachment 3, and page 16-20, Attachment 4.

Resolution:

Acknowledgement item (2)

Proposed by the Board of Directors

Subject: Adoption of the Proposal for Distribution of 2009 Profits

Descriptions:

- (1). The Board has adopted a Proposal for Distribution of 2009 Profits.
- (2). Please refer to the 2009 profit distribution table below:
- (3).

MediaTek's 2008 profit allocation proposal is as below:	Amount (NTD)	Remarks
Descriptions		
Net profit of 2009	\$36,705,639,744	
Less: Legal reserve	3,670,563,974	
Less: Special reserve	81,640,708	
2009 Earnings available for distribution	32,953,435,062	
Plus: Unappropriated retained earnings of previous years	38,189,027,374	
Earnings available for distribution	71,142,462,436	
Distribution items:		
Dividend to common shareholders	28,364,892,581	Stock dividend of NT\$0.02 and cash dividend of NT\$26 per share
Unappropriated retained earnings	42,777,569,855	

Note:

1. MediaTek's 2009 net profit was the net of employee profit-sharing expenses of NT\$12,226,536,227. The Board approved distribution of 30% of employee profit-sharing in the form of stock (market value: NT\$3,667,960,868) and 70% in cash (NT\$8,558,575,359). The number of shares to be distributed will be calculated based on the closing price of MediaTek common shares on June 14, the day before the Company's 2010 annual Shareholders' Meeting, and taking into account the influence of the ex-right and ex-dividend factors. However the maximum new shares issued for employee profit-sharing shall not exceed 10,901,000 shares; shall the market value of 10,901,000 shares be worth less than NT\$3,667,960,868, the difference will be distributed to employees in cash.
2. Remuneration to Directors and Supervisors is NT\$65,906,870 (0.20% of 2009 earnings available for distribution). There is a difference of NT\$25,367,548 with the estimated Directors' compensation. The estimate was calculated based on 0.277% of the distributable earnings while the actual compensation was calculated based on 0.20% of the distributable earnings. The difference shall be accounted as "cumulative effect of changes in accounting principles" and be booked in the next fiscal year's financial report, after approved in the annual shareholders' meeting.
3. MediaTek's retained earnings capitalization is rounded to the nearest number of ten New Taiwan Dollars.
4. The Board of Directors is authorized to determine the fundraising record day, ex-dividend day, and record day.
5. The Board of Directors shall be authorized by the general shareholders to adjust the dividend payout ratio, shall that ratio be impacted by events such as share buybacks, the transfer or cancellation of treasury stocks, or the exercise of employee stock options.

Chairman: Ming-Kai Tsai

President: Ching-Jiang Hsieh

Chief Financial Officer: Mingto Yu

Resolution:

Proposals and Discussion

Proposal (1)

Proposed by the Board of Directors

Subject: Proposal of capitalization of 2009 shareholders' dividends and employee profit sharing. Please proceed to discuss.

Descriptions:

- (1). To fund the Company's expansion plans for purchasing R&D equipments, intellectual property, real estate and other investments, the Board of Directors proposed to issue 2,180,237 new shares to shareholders by converting NT\$21,802,370 of 2009 earnings available for distribution to paid-in capital. For employee profit sharing, the Board of Directors proposed to issue new shares worth NT\$3,667,960,868 (shares count to be issued is based on the share price on June 14th, 2010, the day before the annual general shareholders' meeting and adjusted for the impact of dividends). However, new shares issued for employee profit sharing shall not exceed 10,901,000 shares; shall the market value of 10,901,000 shares be worth less than NT\$3,667,960,868, the difference shall be distributed to employees in cash.
- (2). The above mentioned new shares to be issued are all common shares with a par value of NT\$10. For distributions allocated from 2009 earnings available for distribution, each common shareholder will be entitled to receive a stock dividend of 2 shares for every 1,000 shares owned. Shareholders with fractional shares shall comprise these shares to one full share and register with the Company's Transfer Agent within 5 days after the recording day, otherwise distributions will be made in cash for fractions not comprising one full share. Odd shares will be subscribed at par value by persons designated by the Chairman, as authorized by the Board of Directors.
- (3). The new shares to be issued hereunder will have the same rights and obligations as those of the existing common shares. The issuance of new shares is non-physical.
- (4). The Board of Directors is authorized to take necessary actions when the above mentioned capital augment plan needs to be modified in response to practical issues or in accordance with dictations from related government authorities.
- (5). The Board of Directors is authorized to set the ex-dividend date after being approved by related government authorities.
- (6). The Board of Directors is authorized to determine the usage of the earnings being capitalized.
- (7). The Board of Directors shall be authorized by the general shareholders to adjust the dividend payout ratio, shall that ratio be impacted by events such as share buybacks, the transfer or cancellation of treasury stocks, or the exercise of employee stock options.

Resolution:

Proposal (2)

Proposed by the Board of Directors

Subject: Amendment to the Company's "Article of Incorporation". Please proceed to discuss.

Descriptions:

- (1). In order to conform to the amendments to related commercial laws and in compliance with government's policy of migrating to non-physical (electronic book-entry) securities, the company hereby proposes to amend the Company's "Article of Incorporation". The amendments have been approved by Board of Directors.
- (2). Please refer to page 21, Attachment 5 for details.

Resolution:

Proposal (3)

Proposed by the Board of Directors

Subject: Amendment to the "Rules and Procedures of Shareholders' Meeting". Please proceed to discuss.

Descriptions:

- (1). In order to conform to related commercial laws, the company hereby proposes to amend the "Rules and Procedures of Shareholders' Meeting". The amendments have been approved by Board of Directors.
- (2). For the comparison table of articles being amended, please refer to page 22, Attachment 6.

Resolution:

Questions and Motions

Adjournment

Attachment

MediaTek Inc. 2009 Business Report

MediaTek posted record highs in both revenue and net income in 2009. Consolidated net income rose to NT\$115.5 billion, a 28% increase from 2008. Net income rose 91% to NT\$36.7 billion. Earnings per share topped all listed companies in Taiwan at NT\$34.12. MediaTek was among the few fabless companies ranked in the top 10 to post earnings growth. As a result MediaTek moved up to 4th place from 5th place among global IC design companies and became one of the top 15 semiconductor companies in the world. According to Gartner Research, output value for the semiconductor industry declined 10% in 2009, which further highlighted MediaTek's unique accomplishment in terms of significant growth in both revenue and net income.

In the past year, MediaTek successfully launched a wide range of products that included state-of-the-art Blu-ray single chip, multimedia TV and Internet TV chips, mobile handset single-chip solutions, 3G and smartphone solutions. MediaTek not only strengthened its leading position in optical storage, Blu-ray DVD players, and DTV chips, it also successfully helped its clients in the mobile handset industry to expand their overseas market share. Further, MediaTek made breakthroughs with tier-one international manufacturers and telecommunication operators with its mobile handset solutions. These new products and newly developed markets will help to fuel MediaTek's future growth.

On the organizational front, MediaTek expanded its workforce by more than 10% in spite of the global contraction while improving operational efficiency. MediaTek continued its commitment to corporate responsibility in 2009 and was again awarded by numerous magazines and institutions for its efforts in technology sponsorship, environmental protection, and promotion of rural education. MediaTek received the "Corporate Citizenship Award" for the third consecutive year from CommonWealth Magazine. In addition, IR Magazine awarded MediaTek with the "Best Investor Relations by a CEO." MediaTek was the only company from Taiwan to be nominated for the "Best Corporate Governance in Asia" award by AsiaMoney Magazine. In terms of research and development, MediaTek was the only Taiwanese company to publish its papers in the International Solid State Circuits Conference (ISSCC) for seven consecutive years. These awards and recognitions clearly demonstrate MediaTek's achievements in the fields of management and technology.

Although global economy has begun to recover from 2008 financial crisis, challenges remain ahead. Though MediaTek's future performance is tied to global economy, it aims to outperform regardless of overall market conditions by leveraging its product positioning, market strategy, operational efficiency, intellectual property, human capital, and client relationship. MediaTek intends to focus its resources on developing high margin products and lowering operating costs. A balance will be struck between mid- to long-term R&D investment and short-term market demands. Further, MediaTek's strong portfolio of intellectual property can be harnessed to create a formidable entry barrier to competitors, and generate synergy within the company. These efforts will lead MediaTek closer to its goal of becoming the industry leader.

Looking forward, the continued rapid growth in China and other emerging markets' economies has led to expeditious increase of consumer purchasing power, which is driving a tremendous demand for entertainment, communication, and information products/services. This trend, in turn, is forming a huge market and new opportunities for us. However, rapid technological developments and innovation of new business model shall bring the convergence and crossover of business fields and lead to changes in industry structure and competitive landscape. To meet new challenges and opportunities, MediaTek will continue to carry out its vision of improving and enriching people's lives through innovation, and to improve its market position by advancing company capability, skillfully navigating changing market conditions, and leveraging its own technological advantages. Fundamentally, MediaTek remains firmly committed to building a solid, long-term business foundation with a goal of creating the best possible returns for our investors.

Chairman: Ming-Kai Tsai

President: Ching-Jiang Hsieh

Chief Financial Officer: Mingto Yu

Attachment 2

**MediaTek Inc.
Supervisors' Report**

The Financial Statements of MediaTek Inc. in fiscal year 2009 have been duly audited by Ernst & Young and are believed to fairly represent the financial standing, operation results and cash flows of MediaTek Inc. We, the Supervisors, have duly reviewed the Financial Statements along with the Business Report and proposal for profits distribution and hereby verify that they comply with the requirements of Company Law and relevant regulations. This report is duly submitted in accordance with Article 219 of the Company Law, and we hereby submit this report.

To MediaTek Inc. 2010 Annual General Shareholders' Meeting

MediaTek Inc.

Supervisor: Paul Wang (MediaTek Capital Corp., representative)

Supervisor: Chung-Lang Liu (National Tsing Hua University, representative)

Supervisor: Yan-Kuin Su (National Cheng Kung University, representative)

March 26, 2010

Attachment 3

Independent Auditors' Report

(English translation of a report originally issued in Chinese)

To the Board of Directors and Shareholders
of MediaTek Inc.

We have audited the accompanying balance sheets of MediaTek Inc. as of December 31, 2009 and 2008, and the related statements of income, changes in shareholders' equity, and cash flows for the years then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

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

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of MediaTek Inc. as of December 31, 2009 and 2008, and the results of its operations and its cash flows for the years then ended, in conformity with requirements of the Business Entity Accounting Act and Regulation on Business Entity Accounting Handling with respect to financial accounting standards, Guidelines Governing the Preparation of Financial Reports by Securities Issuers, and accounting principles generally accepted in the R.O.C.

As discussed in Note 3 to the financial statements, effective from January 1, 2008, the Company adopted Accounting Research and Development Foundation Interpretation No. 96-052 and recognized employees' bonuses and remunerations to directors and supervisors as expenses rather than as a distribution of retained earnings.

The Company has prepared consolidated financial statements as of December 31, 2009 and 2008 and for the years then ended. We have expressed an unqualified and a modified unqualified opinion on those consolidated financial statements, respectively.

Ernst & Young
CERTIFIED PUBLIC ACCOUNTANTS
March 10, 2010
Taipei, Taiwan
Republic of China

Notice to Readers

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

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

MEDIATEK INC.

BALANCE SHEETS

As of December 31, 2009 and 2008

(Amounts in thousands of New Taiwan Dollars)

ASSETS	Notes	2009	2008	LIABILITIES AND SHAREHOLDERS' EQUITY	Notes	2009	2008
Current assets				Current liabilities			
Cash and cash equivalents	2, 4(1)	\$ 57,885,158	\$ 35,750,448	Financial liabilities at fair value through profit or loss-current	2, 4(2)	\$ -	\$ 2,956
Financial assets at fair value through profit or loss-current	2, 4(2)	16,042	993,748	Accounts payable		7,101,013	3,443,883
Available-for-sale financial assets-current	2, 4(3)	1,931,724	1,538,700	Payables to related parties	5	427,576	363,932
Held-to-maturity financial assets-current	2, 4(4)	-	371,530	Income tax payable	2, 4(20)	847,228	717,675
Accounts receivable, net	2, 4(5)	2,829,829	2,529,181	Accrued expenses	2, 3, 4(16)	15,089,802	9,768,013
Receivables from related parties, net	5	60,581	20,325	Payables to contractors and equipment suppliers		9,293	89,403
Other receivables	4(6)	788,724	452,585	Other current liabilities		292,660	507,475
Inventories, net	2, 4(7)	5,069,753	3,382,841	Total current liabilities		23,767,572	14,893,337
Prepayments and other current assets		455,739	501,887				
Deferred income tax assets-current	2, 4(20)	145,910	209,620				
Restricted deposits-current	6	6,917	1,800				
Total current assets		69,190,377	45,752,665				
Funds and investments	2, 4(8)			Other liabilities			
Financial assets designated as at fair value through profit or loss-noncurrent		-	51,442	Accrued pension liabilities	2, 4(11)	87,415	82,166
Available-for-sale financial assets-noncurrent		1,770,736	2,448,066	Deposits received		876	1,022
Held-to-maturity financial assets-noncurrent		-	1,158,760	Deferred income tax liabilities-noncurrent	2, 4(20)	190,958	-
Bond portfolios with no active market-noncurrent		1,000,000	1,000,000	Total other liabilities		279,249	83,188
Investments accounted for using the equity method		45,436,996	30,473,509	Total liabilities		24,046,821	14,976,525
Total funds and investments		48,207,732	35,131,777				
Property, plant and equipment	2, 4(9)			Shareholders' equity			
Buildings and facilities		4,922,453	4,340,042	Capital	4(12)		
Machinery and equipment		116,374	116,792	Common stock		10,901,189	10,731,523
Research and development equipment		2,183,905	2,011,107	Capital reserve			
Miscellaneous equipment		232,867	235,828	Additional paid-in capital	4(14)	7,385,442	2,090,759
Total cost		7,455,599	6,703,769	Treasury stock transaction	4(14)	583,194	474,512
Less : Accumulated depreciation		(2,253,149)	(1,731,797)	Donated assets	4(14)	1,260	1,260
Add : Construction in progress		631,211	169,195	Long-term investment transaction	4(8), 4(14)	169,422	150,136
Prepayments for equipment		62,506	102,049	Employee stock option	4(8), 4(15)	128,508	40,644
Property, plant and equipment, net		5,896,167	5,243,216	Total capital reserve		8,267,826	2,757,311
Intangible assets	2, 4(10)			Retained earnings			
Software		267,794	627,559	Legal reserve	4(13)	14,943,414	13,024,414
Goodwill		6,817,211	6,817,211	Special reserve	4(16)	273,489	-
Patents, IPs and others		2,295,704	2,814,268	Undistributed earnings	4(16)	74,894,668	55,427,112
Total intangible assets		9,380,709	10,259,038	Other adjustments			
Other assets				Cumulative translation adjustments	2, 4(8)	(527,304)	(17,915)
Refundable deposits		241,321	14,733	Unrealized gain (loss) on financial instruments	2, 4(8)	172,173	(255,574)
Deferred income tax assets-noncurrent	2, 4(20)	-	185,997	Treasury stock	2, 4(17)	(55,970)	(55,970)
Total other assets		241,321	200,730	Total shareholders' equity		108,869,485	81,610,901
Total assets		\$ 132,916,306	\$ 96,587,426	Total liabilities and shareholders' equity		\$ 132,916,306	\$ 96,587,426

The accompanying notes are an integral part of these financial statements.

Chairman : Ming-Kai Tsai

President : Ching-Jiang Hsieh

Chief Financial Officer : Mingto Yu

MEDIATEK INC.

STATEMENTS OF INCOME

For the years ended December 31, 2009 and 2008

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

Description	Notes	2009		2008	
Gross sales		\$	83,948,316	\$	71,248,417
Less : Sales returns and discounts			(6,637,564)		(3,232,874)
Net sales	2, 4(18), 5		77,310,752		68,015,543
Cost of goods sold	4(19), 5		(31,191,078)		(32,138,731)
Gross profits			46,119,674		35,876,812
Operating expenses	2, 4(19), 5				
Selling expenses		\$	(2,680,358)		(1,496,879)
Administrative expenses			(3,116,862)		(2,159,842)
Research and development expenses			(18,875,858)		(15,129,695)
Total operating expenses			(24,673,078)		(18,786,416)
Operating income			21,446,596		17,090,396
Non-operating income and gains					
Interest income			420,185		869,659
Gain on equity investments, net	2, 4(8)		15,121,930		2,954,090
Foreign exchange gain, net	2		40,954		404,012
Reversal of bad debts	2, 4(5)		-		257,741
Valuation gain on financial assets	2, 4(2)		54,974		-
Others			207,212		120,359
Total non-operating income and gains			15,845,255		4,605,861
Non-operating expenses and losses					
Loss on disposal of property, plant and equipment	2		(1,234)		(661)
Loss on disposal of investments	2		(12,608)		(181,678)
Impairment loss	2, 4(8)		-		(12,126)
Valuation loss on financial assets	2, 4(2)		-		(391,569)
Valuation loss on financial liabilities	2, 4(2)		-		(2,956)
Others			(66)		(137,450)
Total non-operating expenses and losses			(13,908)		(726,440)
Income from continuing operations before income tax			37,277,943		20,969,817
Income tax expense	2, 4(20)		(572,303)		(1,779,820)
Net income		\$	36,705,640	\$	19,189,997
Basic Earnings Per Share (in New Taiwan Dollars)	2, 4(21)	Before tax	After tax	Before tax	After tax
Net income		\$ 34.65	\$ 34.12	\$ 19.64	\$ 17.98
Pro-forma data: (Assuming that the Company's shares owned by its subsidiary were not treated as treasury stock)					
Basic Earnings Per Share (in New Taiwan Dollars)	2, 4(21)				
Net income		\$ 34.50	\$ 33.97	\$ 19.64	\$ 17.98
Diluted Earnings Per Share (in New Taiwan Dollars)	2, 4(21)				
Net income		\$ 33.75	\$ 33.23	\$ 19.12	\$ 17.50

The accompanying notes are an integral part of these financial statements.

Chairman : Ming-Kai Tsai

President : Ching-Jiang Hsieh

Chief Financial Officer : Mingto Yu

MEDIATEK INC.

STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

For the years ended December 31, 2009 and 2008

(Amounts in thousands of New Taiwan Dollars)

Description	Common stock	Capital reserve	Retained earnings			Cumulative translation adjustments	Unrealized gain (loss) on financial instruments	Treasury stock	Total
			Legal reserve	Special reserve	Undistributed earnings				
Balance as of January 1, 2008	\$ 10,408,538	\$ 2,539,843	\$ 9,665,144	\$ -	\$ 62,971,175	\$ (400,047)	\$ 808,374	\$ (55,970)	\$ 85,937,057
Appropriation and distribution of 2007 earnings:									
Legal reserve	-	-	3,359,270	-	(3,359,270)	-	-	-	-
Directors' and supervisors' remuneration	-	-	-	-	(75,584)	-	-	-	(75,584)
Employees' bonuses	218,900	-	-	-	(3,418,900)	-	-	-	(3,200,000)
Shareholders' dividends	104,085	-	-	-	(19,880,306)	-	-	-	(19,776,221)
Net income for the year ended December 31, 2008	-	-	-	-	19,189,997	-	-	-	19,189,997
Unrealized gain (loss) on financial instruments	-	-	-	-	-	-	(1,063,948)	-	(1,063,948)
Employee stock option distributed to subsidiaries' employees	-	40,644	-	-	-	-	-	-	40,644
The effects of subsidiaries' shareholding of the Company's stock recorded as treasury stock	-	146,037	-	-	-	-	-	-	146,037
Adjustment arising from changes in the percentage of ownership in investees	-	30,787	-	-	-	-	-	-	30,787
Cumulative translation adjustments	-	-	-	-	-	382,132	-	-	382,132
Balance as of December 31, 2008	10,731,523	2,757,311	13,024,414	-	55,427,112	(17,915)	(255,574)	(55,970)	81,610,901
Appropriation and distribution of 2008 earnings (Note):									
Legal reserve	-	-	1,919,000	-	(1,919,000)	-	-	-	-
Special reserve	-	-	-	273,489	(273,489)	-	-	-	-
Shareholders' dividends	21,463	-	-	-	(15,045,595)	-	-	-	(15,024,132)
Bonus to employees - in stock	148,203	5,294,683	-	-	-	-	-	-	5,442,886
Net income for the year ended December 31, 2009	-	-	-	-	36,705,640	-	-	-	36,705,640
Unrealized gain (loss) on financial instruments	-	-	-	-	-	-	427,747	-	427,747
Employee stock option distributed to subsidiaries' employees	-	87,864	-	-	-	-	-	-	87,864
The effects of subsidiaries' shareholding of the Company's stock recorded as treasury stock	-	108,682	-	-	-	-	-	-	108,682
Adjustment arising from changes in the percentage of ownership in investees	-	19,286	-	-	-	-	-	-	19,286
Cumulative translation adjustments	-	-	-	-	-	(509,389)	-	-	(509,389)
Balance as of December 31, 2009	\$ 10,901,189	\$ 8,267,826	\$ 14,943,414	\$ 273,489	\$ 74,894,668	\$ (527,304)	\$ 172,173	\$ (55,970)	\$ 108,869,485

Note: Directors' and supervisors' remuneration of NT\$50,993 thousand and employees' bonuses of NT\$6,403,395 thousand had been charged against earnings.

The accompanying notes are an integral part of these financial statements.

Chairman : Ming-Kai Tsai

President : Ching-Jiang Hsieh

Chief Financial Officer : Mingto Yu

MEDIATEK INC.

STATEMENTS OF CASH FLOWS

For the years ended December 31, 2009 and 2008

(Amounts in thousands of New Taiwan Dollars)

Description	Note	2009	2008
Cash flows from operating activities :			
Net income		\$ 36,705,640	\$ 19,189,997
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization		2,411,231	2,525,052
Amortization of financial assets discount or premium		(32,841)	(17,539)
Bad debt provision (reversal)		16,938	(257,741)
Cash dividends from equity investees		28,815	74,604
Inventory loss provision		930,262	1,074,328
Net gain on equity investments		(15,121,930)	(2,954,090)
Adjustment of valuation on financial assets and liabilities		14,192	17,082
Loss on disposal of investments		12,608	181,678
Net loss on disposal of property, plant and equipment		1,234	661
Impairment loss		-	12,126
Deferred income tax		440,665	574,060
Changes in operating assets and liabilities:			
Financial assets at fair value through profit or loss		1,012,000	605,884
Accounts receivable		(317,586)	3,062,604
Receivables from related parties		(40,256)	118,232
Other receivables		(267,986)	249,635
Inventories		(2,617,174)	5,047,507
Prepayments and other current assets		46,148	123,643
Accounts payable		3,657,130	(2,688,424)
Payables to related parties		63,644	(143,463)
Income tax payable		129,553	(1,675,306)
Accrued expenses		10,764,675	8,084,615
Other current liabilities		(214,815)	166,079
Accrued pension liabilities		5,249	15,798
Net cash provided by operating activities		37,627,396	33,387,022
Cash flows from investing activities :			
Increase in restricted deposits		(5,117)	(1,800)
Purchase of property, plant and equipment		(1,432,161)	(938,173)
Proceeds from disposal of property, plant and equipment		921	9,414
Increase in available-for-sale financial assets		-	(1,525,347)
Proceeds from disposal of available-for-sale financial assets		1,787,997	1,694,842
Increase in held-to-maturity financial assets		-	(1,175,199)
Proceeds from redemption of held-to-maturity financial assets		-	500,000
Proceeds from disposal of held-to-maturity financial assets		242,498	-
Increase in investments accounted for using the equity method		-	(3,000,000)
Prepaid long-term investment		-	(12,126)
Purchase of intangible assets from other enterprise	4,(10)	-	(10,060,691)
Increase in intangible assets		(835,958)	(443,958)
(Increase) Decrease in refundable deposits		(226,588)	2,687
Net cash used in investing activities		(468,408)	(14,950,351)
Cash flows from financing activities :			
Decrease in deposits received		(146)	-
Cash dividends		(15,024,132)	(19,776,221)
Directors' and supervisors' remuneration		-	(75,584)
Employees' bonuses		-	(3,200,000)
Net cash used in financing activities		(15,024,278)	(23,051,805)
Net increase (decrease) in cash and cash equivalents		22,134,710	(4,615,134)
Cash and cash equivalents at the beginning of the year		35,750,448	40,365,582
Cash and cash equivalents at the end of the year		\$ 57,885,158	\$ 35,750,448
Supplemental disclosures of cash flow information :			
Income tax paid during the year		\$ 497,937	\$ 2,881,066
Activities partially effected cash flows :			
Purchase of property, plant and equipment		\$ 1,352,051	\$ 832,238
Add: decrease in payables to contractors and equipment suppliers		80,110	105,935
Cash paid for the purchase of property, plant and equipment		\$ 1,432,161	\$ 938,173
Non-cash activities :			
Stock dividends and employees' bonuses capitalized (including Additional paid-in capital)		\$ 5,464,349	\$ 322,985
Adjustment arising from changes in percentage of ownership in investees		\$ 19,286	\$ 30,787
Cumulative translation adjustments		\$ (509,389)	\$ 382,132
Change in unrealized gain (loss) on financial instruments		\$ 427,747	\$ (1,063,948)
Adjustment of cash dividends distributed to subsidiaries holding the Company's stock		\$ 108,682	\$ 146,037

The accompanying notes are an integral part of these financial statements.

Chairman : Ming-Kai Tsai

President : Ching-Jiang Hsieh

Chief Financial Officer : Mingo Yu

Attachment 4

Independent Auditors' Report: MediaTek Inc. & Subsidiaries

(English translation of a report originally issued in Chinese)

To the Board of Directors and Shareholders
of MediaTek Inc.

We have audited the consolidated balance sheets of MediaTek Inc. and its subsidiaries as of December 31, 2009 and 2008, and the related consolidated statements of income, changes in shareholders' equity, and cash flows for the years then ended. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

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

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of MediaTek Inc. and its subsidiaries as of December 31, 2009 and 2008, and the results of its operations and its cash flows for the years then ended, in conformity with requirements of the Guidelines Governing the Preparation of Financial Reports by Securities Issuers, and accounting principles generally accepted in the R.O.C.

As discussed in Note 3 to the financial statements, effective from January 1, 2008, the Company adopted Accounting Research and Development Foundation Interpretation No. 96-052 and recognized employees' bonuses and remunerations to directors and supervisors as expenses rather than as a distribution of retained earnings.

Ernst & Young
CERTIFIED PUBLIC ACCOUNTANTS
March 10, 2010
Taipei, Taiwan, Republic of China

Notice to Readers

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

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

Balance Sheets

English Translation of Financial Statements Originally Issued in Chinese

MEDIA TEK INC. AND SUBSIDIARIES CONSOLIDATED BALANCE SHEETS

As of December 31, 2009 and 2008

(Amounts in thousands of New Taiwan Dollars)

ASSETS		Notes	2009	2008	LIABILITIES AND SHAREHOLDERS' EQUITY		Notes	2009	2008
Current assets					Current liabilities				
Cash and cash equivalents	2, 4(1)		\$ 94,647,892	\$ 53,021,544	Financial liabilities at fair value through profit or loss-current		2, 4(2)	\$ -	\$ 2,956
Financial assets at fair value through profit or loss-current	2, 4(2)		16,042	993,748	Accounts payable			10,008,850	4,273,034
Available-for-sale financial assets-current	2, 4(3)		2,183,335	3,207,472	Payables to related parties		5	1,785,494	633,674
Held-to-maturity financial assets-current	2, 4(4)		-	371,530	Income tax payable		2, 4(21)	985,199	839,461
Accounts receivable, net	2, 4(5)		7,266,916	5,428,620	Accrued expenses		2, 3, 4(17)	16,317,295	10,630,907
Other receivables	4(6)		901,195	739,307	Payables to contractors and equipment suppliers			9,648	89,403
Inventories, net	2, 4(7)		8,172,723	5,547,299	Leased payable-current		4(11)	-	1,392
Prepayments and other current assets			575,313	1,653,568	Other current liabilities			347,879	761,526
Deferred income tax assets-current	2, 4(21)		260,964	257,254	Total current liabilities			29,454,365	17,232,353
Restricted deposits-current	6		13,889	5,535					
Total current assets			114,038,269	71,225,877					
Funds and investments		2, 4(8)			Other liabilities				
Financial assets designated as at fair value through profit or loss-noncurrent			1,041,745	994,848	Accrued pension liabilities		2, 4(12)	87,415	82,166
Available-for-sale financial assets-noncurrent			2,101,700	3,224,681	Deposits received			983	1,022
Held-to-maturity financial assets-noncurrent			-	1,762,612	Deferred income tax liabilities-noncurrent		2, 4(21)	159,920	-
Financial assets carried at cost-noncurrent			931,566	769,806	Total other liabilities			248,318	83,188
Bond portfolios with no active market-noncurrent			1,000,000	1,000,000	Total liabilities			29,702,683	17,315,541
Investments accounted for using the equity method			1,586,583	1,208,569					
Prepayments for long-term investments			-	9,111					
Total funds and investments			6,661,594	8,969,627					
Property, plant and equipment		2, 4(9)			Shareholders' equity				
Buildings and facilities			5,059,545	4,480,979	Capital				
Machinery and equipment			227,738	266,945	Common stock		4(13)	10,901,189	10,731,523
Research and development equipment			3,101,501	2,843,007	Capital reserve				
Miscellaneous equipment			818,049	819,919	Additional paid-in capital		4(15)	7,385,442	2,090,759
Total cost			9,206,833	8,410,850	Treasury stock transaction		4(15)	583,194	474,512
Less : Accumulated depreciation			(3,016,901)	(2,181,410)	Donated assets		4(15)	1,260	1,260
Add : Construction in progress			635,650	171,562	Long-term investment transaction		4(15)	169,422	150,136
Prepayments for equipment			63,247	103,010	Employee stock option		4(15), 4(16)	128,508	40,644
Property, plant and equipment, net			6,888,829	6,504,012	Total capital reserve			8,267,826	2,757,311
Intangible assets		2, 4(10)			Retained earnings				
Software			303,469	692,988	Legal reserve		4(14)	14,943,414	13,024,414
Goodwill			6,837,672	6,945,969	Special reserve		4(17)	273,489	-
Patents, IPs and others			3,481,752	4,390,113	Undistributed earnings		4(17)	74,894,668	55,427,112
Total intangible assets			10,622,893	12,029,070	Other adjustments				
Other assets					Cumulative translation adjustments		2	(527,304)	(17,915)
Refundable deposits			328,579	103,897	Unrealized gain (loss) on financial instruments		2	172,173	(255,574)
Deferred assets			33,756	48,494	Treasury stock		4(18)	(55,970)	(55,970)
Deferred income tax assets-noncurrent	2, 4(21)		-	163,937	Total shareholders' equity attributable to parent company			108,869,485	81,610,901
Restricted deposits-noncurrent	6		19,366	29,490	Minority interests			21,118	147,962
Total other assets			381,701	345,818	Total shareholders' equity			108,890,603	81,758,863
Total assets			\$ 138,593,286	\$ 99,074,404	Total liabilities and shareholders' equity			\$ 138,593,286	\$ 99,074,404

The accompanying notes are an integral part of these financial statements.

Chairman : Ming-Kai Tsai

President : Ching-Jiang Hsieh

Chief Financial Officer : Mingto Yu

Income Statement

English Translation of Financial Statements Originally Issued in Chinese

MEDIATEK INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF INCOME
For the years ended December 31, 2009 and 2008

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

Description	Notes	2009		2008	
Gross sales		\$ 124,142,262		\$ 94,560,270	
Less : Sales returns and discounts		(8,630,637)		(4,158,229)	
Net sales	2, 4(19), 5	115,511,625		90,402,041	
Cost of goods sold	4(20), 5	(47,694,235)		(43,065,722)	
Gross profits		67,817,390		47,336,319	
Operating expenses	4(20), 5				
Selling expenses		(3,279,185)		(2,059,025)	
Administrative expenses		(3,966,155)		(2,941,169)	
Research and development expenses		(24,184,886)		(21,274,903)	
Total operating expenses		(31,430,226)		(26,275,097)	
Operating income		36,387,164		21,061,222	
Non-operating income and gains					
Interest income		494,593		1,299,883	
Gain on equity investments, net	2, 4(8)	198,857		184,393	
Gain on disposal of investments	2, 4(8)	9,091		-	
Foreign exchange gain, net	2	122,238		458,172	
Reversal of bad debts	2, 4(5)	-		152,470	
Valuation gain on financial assets	2, 4(2)	115,600		-	
Others		284,569		226,032	
Total non-operating income and gains		1,224,948		2,320,950	
Non-operating expenses and losses					
Interest expense		(625)		(10,045)	
Loss on disposal of property, plant and equipment	2	(4,661)		(3,093)	
Loss on disposal of investments	2, 4(8)	-		(39,638)	
Impairment loss	2, 4(8)	(99,449)		(1,423,139)	
Valuation loss on financial assets	2, 4(2)	-		(645,864)	
Valuation loss on financial liabilities	2, 4(2)	-		(2,956)	
Others		(87,291)		(159,307)	
Total non-operating expenses and losses		(192,026)		(2,284,042)	
Income from continuing operations before income tax		37,420,086		21,098,130	
Income tax expense	2, 4(21)	(724,620)		(1,923,890)	
Consolidated net income		<u>\$ 36,695,466</u>		<u>\$ 19,174,240</u>	
Income Attributable to :					
Shareholders of the parent		\$ 36,705,640		\$ 19,189,997	
Minority interests		(10,174)		(15,757)	
Consolidated net income		<u>\$ 36,695,466</u>		<u>\$ 19,174,240</u>	
Basic Earnings Per Share (in New Taiwan Dollars)	2, 4(22)	<u>Before tax</u>	<u>After tax</u>	<u>Before tax</u>	<u>After tax</u>
Consolidated net income		\$ 34.78	\$ 34.11	\$ 19.76	\$ 17.96
Net loss attributable to minority interests		0.01	0.01	0.02	0.02
Net income attributable to the parent		<u>\$ 34.79</u>	<u>\$ 34.12</u>	<u>\$ 19.78</u>	<u>\$ 17.98</u>
Diluted Earnings Per Share (in New Taiwan Dollars)	2, 4(22)				
Consolidated net income		\$ 33.88	\$ 33.22	\$ 19.24	\$ 17.49
Net loss attributable to minority interests		0.01	0.01	0.01	0.01
Net income attributable to the parent		<u>\$ 33.89</u>	<u>\$ 33.23</u>	<u>\$ 19.25</u>	<u>\$ 17.50</u>

The accompanying notes are an integral part of these financial statements.

Chairman : Ming-Kai Tsai

President : Ching-Jiang Hsieh

Chief Financial Officer : Mingto Yu

Statements of Changes in Shareholders' Equity

MEDIATEK INC. AND SUBSIDIARIES
 CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
 For the years ended December 31, 2009 and 2008
 (Amounts in thousands of New Taiwan Dollars)

Description	Common stock	Capital reserve	Retained Earnings			Cumulative translation adjustments	Unrealized gain (loss) on financial instruments	Treasury stock	Total shareholder's equity attributable to parent company	Minority interests	Total shareholder's equity
			Legal reserve	Special reserve	Undistributed earnings						
Balance as of January 1, 2008	\$ 10,408,538	\$ 2,539,843	\$ 9,665,144	\$ -	\$ 62,971,175	\$ (400,047)	\$ 808,374	\$ (55,970)	\$ 85,937,057	\$ 132,191	\$ 86,069,248
Appropriation and distribution of 2007 earnings:											
Legal reserve	-	-	3,359,270	-	(3,359,270)	-	-	-	-	-	-
Directors' and supervisors' remuneration	-	-	-	-	(75,584)	-	-	-	(75,584)	-	(75,584)
Employees' bonuses	218,900	-	-	-	(3,418,900)	-	-	-	(3,200,000)	-	(3,200,000)
Shareholders' dividends	104,085	-	-	-	(19,880,306)	-	-	-	(19,776,221)	-	(19,776,221)
Net income attributable to parent company for the year ended December 31, 2008	-	-	-	-	19,189,997	-	-	-	19,189,997	-	19,189,997
Unrealized gain (loss) on financial instruments	-	-	-	-	-	-	(1,063,948)	-	(1,063,948)	-	(1,063,948)
Employee stock option distributed to subsidiaries' employees	-	40,644	-	-	-	-	-	-	40,644	-	40,644
The effects of subsidiaries' shareholding of the Company's stock recorded as treasury stock	-	146,037	-	-	-	-	-	-	146,037	-	146,037
Adjustment arising from changes in the percentage of ownership in investees	-	30,787	-	-	-	-	-	-	30,787	-	30,787
Cumulative translation adjustments	-	-	-	-	-	382,132	-	-	382,132	-	382,132
Increase in minority interests	-	-	-	-	-	-	-	-	-	15,771	15,771
Balance as of December 31, 2008	10,731,523	2,757,311	13,024,414	-	55,427,112	(17,915)	(255,574)	(55,970)	81,610,901	147,962	81,758,863
Appropriation and distribution of 2008 earnings (Note):											
Legal reserve	-	-	1,919,000	-	(1,919,000)	-	-	-	-	-	-
Special reserve	-	-	-	273,489	(273,489)	-	-	-	-	-	-
Shareholders' dividends	21,463	-	-	-	(15,045,595)	-	-	-	(15,024,132)	-	(15,024,132)
Bonus to employees - in stock	148,203	5,294,683	-	-	-	-	-	-	5,442,886	-	5,442,886
Net income attributable to parent company for the year ended December 31, 2009	-	-	-	-	36,705,640	-	-	-	36,705,640	-	36,705,640
Unrealized gain (loss) on financial instruments	-	-	-	-	-	-	427,747	-	427,747	-	427,747
Employee stock option distributed to subsidiaries' employees	-	87,864	-	-	-	-	-	-	87,864	-	87,864
The effects of subsidiaries' shareholding of the Company's stock recorded as treasury stock	-	108,682	-	-	-	-	-	-	108,682	-	108,682
Adjustment arising from changes in the percentage of ownership in investees	-	19,286	-	-	-	-	-	-	19,286	-	19,286
Cumulative translation adjustments	-	-	-	-	-	(509,389)	-	-	(509,389)	-	(509,389)
Decrease in minority interests	-	-	-	-	-	-	-	-	-	(126,844)	(126,844)
Balance as of December 31, 2009	\$ 10,901,189	\$ 8,267,826	\$ 14,943,414	\$ 273,489	\$ 74,894,668	\$ (527,304)	\$ 172,173	\$ (55,970)	\$ 108,869,485	\$ 21,118	\$ 108,890,603

Note: Directors' and supervisors' remuneration of NT\$50,993 thousand and employees' bonuses of NT\$6,403,395 thousand had been charged against earnings.

The accompanying notes are an integral part of these financial statements.

Chairman :Ming-Kai Tsai

President : Ching-Jiang Hsieh

Chief Financial Officer : Mingto Yu

Statements of Cash Flows

English Translation of Financial Statements Originally Issued in Chinese

MEDIATEK INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS

For the years ended December 31, 2009 and 2008

(Amounts in thousands of New Taiwan Dollars)

Description	Note	2009	2008
Cash flows from operating activities :			
Consolidated net income		\$ 36,695,466	\$ 19,174,240
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization		3,245,009	3,294,710
Amortization of financial assets discount or premium		(37,173)	(19,043)
Bad debt provision (reversal)		87,826	(152,470)
Inventory loss provision		149,586	1,311,878
Net gain on equity investments		(198,857)	(184,393)
(Gain) loss on disposal of investment (including interest income)		(23,994)	39,638
Impairment loss		99,449	1,423,139
Cash dividends from equity investees		28,815	74,604
Adjustment of valuation of financial assets and liabilities		(45,372)	132,230
Net loss on disposal of property, plant and equipment		4,661	3,093
Deferred income tax		320,147	542,067
Employee stock option distributed		87,864	40,644
Changes in operating assets and liabilities:			
Financial assets at fair value through profit or loss		905,084	731,228
Accounts receivable		(1,884,208)	1,790,276
Receivables from related parties		-	4,374
Other receivables		(99,951)	90,901
Inventories		(2,856,394)	3,656,655
Prepayments and other current assets		1,068,333	(972,054)
Accounts payable		5,779,249	(2,583,108)
Payables to related parties		1,151,820	(10,984)
Income taxes payable		145,718	(1,751,783)
Accrued expenses		11,166,338	8,640,573
Other current liabilities		(554,392)	306,447
Accrued pension liabilities		5,249	15,798
Net cash provided by operating activities		<u>55,240,273</u>	<u>35,598,660</u>
Cash flows from investing activities :			
Decrease (increase) in restricted deposits		1,770	(30,359)
Increase in available-for-sale financial assets		-	(2,471,734)
Proceeds from disposal of available-for-sale financial assets		4,085,394	5,437,065
Increase in held-to-maturity financial assets		-	(1,612,351)
Proceeds from redemption of held-to-maturity financial assets		-	500,000
Proceeds from disposal of held-to-maturity financial assets		413,073	-
Proceeds from disposal of financial assets carried at cost		122,127	2,207
Increase in financial assets carried at cost		(221,124)	(217,044)
Increase in prepaid long-term investments		-	(72,861)
Purchase of property, plant and equipment		(1,573,525)	(1,704,547)
Proceeds from disposal of property, plant and equipment		1,573	38,751
Purchase of intangible assets from other enterprise	4.(10)	-	(10,060,691)
Increase in intangible assets and deferred assets		(798,574)	(547,557)
Net cash outflow from acquisition of subsidiaries		(32,345)	-
(Increase) decrease in refundable deposits		(229,648)	256,372
Net cash provided by (used in) investing activities		<u>1,768,721</u>	<u>(10,482,749)</u>
Cash flows from financing activities :			
Decrease in deposits received		(39)	-
Decrease in short-term debts		-	(25,000)
Decrease in lease payable		(1,392)	(4,845)
Decrease in long-term debts		-	(9,935)
Cash dividends		(15,024,132)	(19,776,221)
Directors' and supervisors' remuneration		-	(75,584)
Employees' bonuses		-	(3,200,000)
Cash dividends distributed to subsidiaries holding the Company's stock		108,682	146,037
Increase in minority interests		27,838	62,315
Net cash used in financing activities		<u>(14,889,043)</u>	<u>(22,883,233)</u>
Effect of exchange rate		(493,603)	200,842
Net increase in cash and cash equivalents		41,626,348	2,433,520
Cash and cash equivalents at the beginning of the year		53,021,544	50,588,024
Cash and cash equivalents at the end of the year		<u>\$ 94,647,892</u>	<u>\$ 53,021,544</u>
Supplemental disclosures of cash flow information :			
Interest paid during the year		\$ 625	\$ 9,493
Income tax paid during the year		\$ 722,879	\$ 3,133,606
Activities partially effected cash flows :			
Purchase of property, plant and equipment		\$ 1,493,770	\$ 1,595,098
Add: decrease in payables to contractors and equipment suppliers		79,755	109,449
Cash paid for the purchase of property, plant and equipment		<u>\$ 1,573,525</u>	<u>\$ 1,704,547</u>
Non-cash activities :			
Stock dividends and employees' bonuses capitalized (including additional paid-in capital)		\$ 5,464,349	\$ 322,985
Change in unrealized gain (loss) on financial instruments		\$ 427,747	\$ (1,063,948)

The accompanying notes are an integral part of these financial statements.

Chairman : Ming-Kai Tsai

President : Ching-Jiang Hsieh

Chief Financial Officer : Mingto Yu

Comparison of the Original Text and the Amended Text in “Article of Incorporation”

	Original Text	Amended Text	Amendment Remarks
Section 2, Article 6	The share certificates of the Company shall all be name-bearing share certificates. If the Company decides to print share certificates for shares issued, the share certificates shall be signed by or affixed with seals of three Directors minimum, and authenticated by the competent authorities of the government or the certification organization. The Company may issue shares without printing share certificate(s).	The share certificates of the Company shall all be name-bearing share certificates. If the Company decides to print share certificates for shares issued, the share certificates shall be signed by or affixed with seals of three Directors minimum, and authenticated by the competent authorities of the government or the certification organization. <u>The Company may be exempted from printing of share certificates if the shares are registered with a domestic securities depository enterprise</u>	Amendment made in accordance with Article 162-2 of the Company Law, and in compliance with government's policy of migrating to non-physical (electronic book-entry) securities.
Section 4, Article 17	Meetings of the Board of Directors shall be convened by the Chairman of the Board of Directors, except conditions regulated by the Company Law. Except as otherwise provided in the Company Law of the Republic of China, a meeting of the Board of Directors may be held if attended by a majority of total Directors and resolutions shall be adopted with the concurrence of the majority of the Directors present at the meeting.	Meetings of the Board of Directors shall be convened by the Chairman of the Board of Directors, except conditions regulated by the Company Law. <u>Directors and supervisors may be notified of the Board of Directors meeting via written notices such as E-mail or fax.</u> Except as otherwise provided in the Company Law of the Republic of China, a meeting of the Board of Directors may be held if attended by a majority of total Directors and resolutions shall be adopted with the concurrence of the majority of the Directors present at the meeting.	Amendment made in accordance with Ministry of Economic Affairs, Document 09802090850 issued on July 17, 2009.
Section 6, Article 24	6. The remaining net profits, after considering retained earnings from previous years and amounts set aside for distribution in future years, shall be allocated as employees' profit sharing and shareholders' dividend. The guideline for employee profit sharing is, the amount of employee profit sharing shall not be lower than 1% of the sum of employee profit sharing and shareholder dividends. Employee profit sharing may be paid in cash or in stock to qualified employees of the company and its affiliate companies. The Board of Directors shall be authorized to set criteria for qualified employees.	6. The remaining net profits, after considering retained earnings from previous years and amounts set aside for distribution in future years, shall be allocated as employees' profit sharing and shareholders' dividend. The guideline for employee profit sharing is, the amount of employee profit sharing shall not be lower than 1% of the sum of employee profit sharing and shareholder dividends. Employee profit sharing may be paid in cash or in stock to qualified employees of the company and its affiliate companies. <u>Employee's profit sharing when it is allocated in the form of stock,</u> the Board of Directors shall be authorized to set criteria for qualified employees.	Amendment made in accordance with Article 235 of the Company Law, which stipulates that "Employees of subsidiaries of the company meeting certain specific requirements, may also be entitled to receive share bonus.
Section 7, Article 27	These Articles of Incorporation were resolved on May 21, 1997. The first amendment was made on September 1, 1997, the second amendment on July 3, 1998, the third amendment on June 21, 1999, the fourth amendment on June 9, 2000, the fifth amendment on September 28, 2000, the sixth amendment on June 8, 2001, the seventh amendment on June 3, 2002, the eighth amendment on May 16, 2003, the ninth amendment on June 9, 2004, the tenth amendment on June 13, 2005, the eleventh amendment on June 21, 2006, and the twelfth amendment on June 11, 2007.	These Articles of Incorporation were resolved on May 21, 1997. The first amendment was made on September 1, 1997, the second amendment on July 3, 1998, the third amendment on June 21, 1999, the fourth amendment on June 9, 2000, the fifth amendment on September 28, 2000, the sixth amendment on June 8, 2001, the seventh amendment on June 3, 2002, the eighth amendment on May 16, 2003, the ninth amendment on June 9, 2004, the tenth amendment on June 13, 2005, the eleventh amendment on June 21, 2006, the twelfth amendment on June 11, 2007, <u>and the thirteenth amendment on June 15, 2010.</u>	Amendment date added.

Attachment 6

Comparison of the Original Text and the Amended Text in “Rules and Procedures of Shareholders’ Meeting”

	Original Text	Amended Text	Amendment Remarks
Article 5	Other than items already in the agenda, if a shareholder proposes other discussion items or proposes amendment to or substitute for a discussion item, those motions shall be seconded by other shareholder(s). The shareholding represented by the proposer and the seconder(s) shall be more than 1% of the total outstanding common shares.	-	Article removed.
Article 6-15	Article 6-15	Article 5-14	Article numbers changed.

Appendix

MediaTek Inc.

Article of Incorporation

Effective after approval at the 2007 shareholder's meeting

Section One – General Provisions

Article 1

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

Article 2

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

- CC01080: Electronic parts and components manufacture.
- F401030: Manufacture and export business.
- I301010: Information & software services.
- I501010: Product design.
- F401021: Restrained Telecom Radio Frequency Equipments and Materials Import.
- F601010: Intellectual Property

1. Researching, developing, producing, manufacturing, and 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 reinvestment shall not be subject to the restriction of not more than 40% of the Company's paid-in capital as provided in Article 13 of the Company Law.

Article 3

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

Article 4

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

Article 4-1

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

Section Two – Capital Stock

Article 5

The total capital stock of the Company shall be in the amount of 12 billion New Taiwan Dollars, divided into 1.2 billion shares at NT\$10 par value each share, and may be paid-up in installments. The Company may issue stock options from time to time in accordance with the resolutions of the Board of Directors. A total 20 million shares among the above total capital stock should be reserved for issuing stock options.

Article 6

The share certificates of the Company shall all be name-bearing share certificates. If the Company decides to print share certificates for shares issued, the share certificates shall be signed by or affixed with seals of three Directors minimum, and authenticated by the competent authorities of the government or the certification organization. The Company may issue shares without printing share certificate(s).

Article 6-1

The Taiwan Securities Central Depository Co., Ltd., may request the Company to issue share certificates in consolidation into larger denomination.

Article 7

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

Section Three – Shareholders' Meeting

Article 8

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

Article 9

The shareholders' meeting shall be presided over by the Chairman of the Board of Directors of the Company. In his absence, the Chairman shall appoint a deputy to act in his place; otherwise, one Director shall be designated 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 shareholders' meetings – at least 30 days in advance for regular meetings; and at least 15 days in advance for special meetings. The meeting date, venue and the purpose(s) for convening such shareholders' meeting shall be clearly stated in the meeting notices.

Article 11

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

Article 12

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

Article 13

Except as regulated in the Company Law of the Republic of China, shareholders' meetings may be held if attended by shareholders in person or by proxy representing more than 50% of the total issued and outstanding capital stock of the Company, and resolutions shall be adopted at the meeting with the concurrence of a majority of the votes held by shareholders present at the meeting.

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 Company may make a public announcement to notify shareholders who hold less than one thousand shares.

Section Four – Directors and Supervisors

Article 14

The Company shall have five Directors and three Supervisors, elected in the shareholders' meetings. The term of office for Directors shall be three years, and all Directors shall be eligible for re-election.

After the company went public, the total number of shares that all Directors and Supervisors shall hold should be in accordance with the requirements of competent authorities.

The Board of Directors is authorized to determine the compensation for the Directors and Supervisors, taking into account the standards of the industry.

The Company may, in accordance with Corporate Governance Regulations for TSE/GTSM Listed Companies, purchase Directors and Officers Liability Insurance for its Directors and Supervisors. The Board of Directors is authorized to decide on the insurance coverage.

Article 14-1

If the Director(s) also serves other position(s) in the Company, the shareholders' meeting authorizes the General Manager to resolve the compensation for these duties, in accordance with the Company's Internal Management Regulations.

Article 14-2

The following relationship shall not be permitted for a majority of the Company's Director seats or a minimum of one seat among Directors and Supervisors:

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

Article 16

The Directors shall elect from among themselves a Chairman of the Board of Directors, and a Vice Chairman of the Board of Directors, by a majority in a meeting attended by over two-thirds of the Directors. The Chairman of the Board of Directors shall 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, except conditions regulated by the Company Law. Except as otherwise provided in the Company Law of the Republic of China, a meeting of the Board of Directors may be held if attended by a majority of total Directors and resolutions shall be adopted with the concurrence of the majority 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 his absence, either the Vice Chairman of the Board of Directors or one of the Directors appointed by the Chairman shall preside in the meeting. 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 other Director.

Article 19

Supervisors shall have the following authority:

1. Audit account closings.
2. Oversee the Company's business performance and financial standing as well as request the Board of Directors or managerial officers to submit reports.
3. Convene the Shareholders' Meeting for the Company's interests when the Board of Directors fails or is unable to convene such meetings.
4. Exercise other Supervisory powers according to the law.

Section Five – Management of the Company

Article 20

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

Article 21

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

Section Six – Financial Reports

Article 22

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

Article 23

After the close of each fiscal year, in accordance with the Company Law, Article 228, the following reports shall be prepared by the Board of Directors, and be audited by Supervisors 30 days prior to the annual general shareholders' meeting, and be submitted to the shareholders' meeting for acceptance.

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

Article 24

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

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

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

Section Seven – Supplementary Provisions

Article 25

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

Article 26

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

Article 27

These Articles of Incorporation were resolved on May 21, 1997. The first amendment was made on September 1, 1997, the second amendment on July 3, 1998, the third amendment on June 21, 1999, the fourth amendment on June 9, 2000, the fifth amendment on September 28, 2000, the sixth amendment on June 8, 2001, the seventh amendment on June 3, 2002, the eighth amendment on May 16, 2003, the ninth amendment on June 9, 2004, the tenth amendment on June 13, 2005, the eleventh amendment on June 21, 2006, and the twelfth amendment on June 11, 2007.

Appendix 2

MediaTek Inc. Rules and Procedures of Shareholders' Meeting

Effective after approval at the 2002 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

Other than items already in the agenda, if a shareholder proposes other discussion items or proposes amendment to or substitute for a discussion item, those motions shall be seconded by other shareholder(s). The shareholding represented by the proposer and the seconder(s) shall be more than 1% of the total outstanding common shares.

Article 6

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

Article 7

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

Article 8

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 by casting ballots if no objection is voiced after solicitation by the Chairman.

Article 9

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 10

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

Article 11

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 Meeting place, the Chairman may stop such shareholder from attending the Meeting.

Article 12

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

Article 13

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

Article 14

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

Article 15

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

Appendix 3

MediaTek Inc. Shareholdings of All Directors and Supervisors

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

The Company's total outstanding shares:	1,090,199,276
Percentage of shareholdings of all Directors required by law:	3.0%
Total shareholdings of all Directors required by law:	40,000,000
Percentage of shareholdings of all Supervisors required by law:	0.3%
Total shareholdings of all Supervisors required by law:	4,000,000

2. As of April 17, 2010, the cut-off date of this Shareholders' Meeting, the individual Directors and Supervisors and their aggregate shareholdings are listed below:

Title	Name	Date Elected	Term	Shares	%
Director	Ming-Kai Tsai	June 10, 2009	3 years	40,704,512	3.73%
Director	Jyh-Jer Cho	June 10, 2009	3 years	30,197,282	2.77%
Director	Ching-Jiang Hsieh	June 10, 2009	3 years	4,336,908	0.40%
Director	National Taiwan University Representative: Ming-Je Tang	June 10, 2009	3 years	2,868	0.00%
Director	National Chiao-Tung University Representative: Ching-Teng Lin	June 10, 2009	3 years	2,868	0.00%
Supervisor	MediaTek Capital Co. Representative: Paul Wang	June 10, 2009	3 years	7,778,530	0.71%
Supervisor	National Tsing-Hua University Representative: Chung-Lang Liu	June 10, 2009	3 years	2,048	0.00%
Supervisor	National Cheng-Kung University Representative: Yan-Kuin Su	June 10, 2009	3 years	204	0.00%
Holdings of all Directors				75,244,438	6.90%
Holdings of all Supervisors				7,780,782	0.71%

Appendix 4

MediaTek Inc. Effect of Stock Dividends Resolved at this Shareholders' Meeting on Operating Performance & Earnings Per Share

Items		2010 (Estimate)	
Paid-in Capital at the beginning of the year		NT\$10,901,188,540	
Dividends of the year	Cash dividends per share (NT\$)	NT\$26.0*	
	Number of shares allocated to per share for capitalization (shares)	0.002 shares*	
	Number of shares allocated to per share for capitalization of legal reserves (shares)	-	
Changes in operating performance	Operating income	Not applicable.**	
	Increase (decrease) in operating income in comparison with the previous year (%)		
	After-tax net profit		
	Increase (decrease) in after-tax net income in comparison with the previous year (%)		
	Earnings per share (NT\$)		
	Increase (decrease) in EPS in comparison with the previous year (%)		
	Average rate of return on investments for the year (reciprocal of average P/E ratio)		
Hypothetical EPS and P/E ratio	If capitalization of earnings was entirely distributed in cash	Hypothetical EPS Hypothetical ROI	Not applicable.**
	If capital reserve was not converted to capital	Hypothetical EPS Hypothetical ROI	
	If capital reserve was not converted to capital and capitalization of earnings was instead distributed in cash	Hypothetical EPS Hypothetical ROI	

Note:

- * To be resolved in the 2010 Annual Shareholders' Meeting.
- ** The Company is not required to disclose its financial forecast for the fiscal year of 2010, according to the government regulation. As a result, changes in operating performance and hypothetical EPS and P/E ratio are not applicable.