

# MediaTek Inc.

## 2015 Annual General Shareholders' Meeting Minutes

**1. Time:** 9:00 a.m., June 12, 2015

**2. Place:** International Convention Center, MediaTek Inc.  
(No. 1, Du-Shing Road One, Science-Based Industrial Park, Hsin-Chu City, Taiwan, R.O.C.)

**3. The number of shares of attendance:**

Attending shareholders and proxy represented 1,279,009,227 shares (including 974,132,327 shares which attended through electronic voting) accounting for 81.79% of the Company's total outstanding shares (deducting non-voting shares as required in Article 179 of the Company Law)

**4. Others present:**

Director Ching-Jiang Hsieh, Director Cheng-Yaw Sun, Director Kenneth Kin, Independent Director Peng-Heng Chang, Independent Director Chung-Yu Wu, Supervisor Paul Wang, Supervisor Chung-Lang Liu, CFO David Ku, Lawyer Bo-Sen Von, Auditor Shao-Pin Kuo

**5. Chairman:** Mr. Ming-Kai Tsai

**Recorder:** Ms. Sophia Liang

**6. Call Meeting to Order:**

The aggregate shareholding of the shareholders present constituted a quorum. The Chairman called the meeting to order.

**7. Chairman's Address:** Omitted.

**8. Reporting Items:**

**Report item (1)**

Subject: MediaTek's 2014 Business Report

Explanatory Note: MediaTek's 2014 Business Report was attached hereto as Attachment 1.

(Noted)

## Report item (2)

Subject: Supervisors' Review Report on the 2014 Financial Statements.

Explanatory Note: The 2014 Supervisors' Review Report was attached hereto as Attachment 2.

(Noted)

## Report item (3)

Subject: Report on the Company's Endorsements and Guarantees.

Explanatory Note: Detailed items and amounts are listed below (as of December 31, 2014)

Endorsee	Relationship with MediaTek Inc. (Note 1)	Outstanding amount of the endorsement	Note
MediaTek USA Inc.	100% owned subsidiary	NTD 29,819,900 (USD 940,157)	Lease contract guarantee
MTK Wireless Limited (UK)	100% owned subsidiary	NTD 27,479,933 (GBP 556,194)	
Gaintech Co. Limited	100% owned subsidiary	NTD 24,000,000,000	Bank financing guarantee
Mediatek China Limited	100% owned subsidiary	NTD 9,000,000,000	

Note 1:

The Company's Board of Directors authorized the Chairman of the Board to provide endorsements or guarantees for amounts under NTD 300 million on August 28, 2008, but the endorsee or guarantee is limited to the company's 100% owned subsidiaries.

Note 2:

For the year ended December 31, 2014, net increase of endorsement amounted for Gaintech Co. Limited is NTD 9,000,000,000 and for MediaTek China Limited is NTD 2,000,000,000

(Noted)

## 9. Acknowledgement Items:

### Acknowledgement item (1)

Subject: Adoption of the 2014 Business Report and Financial Statements.

Explanatory Note:

- (1). MediaTek's 2014 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 Chin-Lai Wang of Ernst & Young.

(2). The 2014 Business Report, Independent Auditors' Report, and the aforementioned Financial Statements were attached hereto as Attachments 1, 3 and 4.

Resolution: The result is as follows:

Affirmative votes: 1,073,054,222 (including electronic voting 790,351,865)

Dissenting votes: 338,437 (including electronic voting 338,437)

Invalid votes: 960,001 (including electronic voting 0)

Abstaining votes: 204,656,222 (including electronic voting 183,442,025)

The affirmative votes represented 83.90% of 1,279,008,882 shares cast by the shareholders present at the time of voting, among which 974,132,327 shares were cast via electronic voting. It was resolved that the above proposal be approved as proposed.

## Acknowledgement item (2)

Subject: Adoption of the Proposal for Distribution of 2014 Profits.

Explanatory Note:

(1). The proposal for distribution of 2014 profits (proposed by the Board of Directors).

(2). Please refer to the 2014 profit distribution table below:

Descriptions	Amount (NTD)	Remarks
Unappropriated retained earnings of previous years	\$62,441,116,572	
Plus: Net income of 2014	46,397,892,437	
Less: Actuarial loss on defined benefit plans	(272,275,709)	
Earnings available for distribution	108,566,733,300	
Distribution items:		
Legal reserve	(4,639,789,244)	
Reversal of special reserve	895,748,716	
Dividend to common shareholders	(34,574,697,234)	Cash dividend of NT\$22 per share; No stock dividend.
Unappropriated retained earnings	<u>70,247,995,538</u>	

**Note:**

1. After the appropriation of employee cash bonuses of NT\$579,973,639 there is no difference with the estimated employee cash bonuses.
2. Actual remuneration to Directors and Supervisors was reported at NT\$85,307,704, versus the original estimate of NT\$84,192,466 a difference of NT\$1,115,238. The difference is due to the estimated Director's compensation being based on 0.1973854% of the total distributable earnings, while the actual compensation is based on 0.2% of the distributable earnings. The difference will be accounted for as a change in accounting estimates, and included in the profit or loss of the following fiscal year, after resolution in the annual shareholders' meeting.
3. Cash dividend distributions are calculated by the distribution ratio to the amount. For fractional shares distributed which are less than one dollar that will be aggregated in the Company's other income.
4. The Board of Directors is authorized to determine ex-dividend date and the cash dividend payment date.
5. The total amount of outstanding shares is subject to change and the ultimate cash dividend to be distributed to each share will be adjusted accordingly should the Company subsequently repurchase its share, the transfer or cancellation of treasury stocks, the exercise of employee stock options or other matters, the Board of

Directors will be authorized by the Annual Meeting of Shareholders to adjust the cash payment ratio.

Chairman: Ming-Kai Tsai President: Ching-Jiang Hsieh Chief Financial Officer: David Ku

Resolution: The result is as follows:

Affirmative votes: 1,080,289,009 (including electronic voting 796,626,651)

Dissenting votes: 34,583 (including electronic voting 34,583)

Invalid votes: 0 (including electronic voting 0)

Abstaining votes: 198,685,290 (including electronic voting 177,471,093)

The affirmative votes represented 84.46% of 1,279,008,882 shares cast by the shareholders present at the time of voting, among which 974,132,327 shares were cast via electronic voting. It was resolved that the above proposal be approved as proposed.

## **10. Proposed Resolutions and Election:**

### **Proposal (1)**

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

Explanatory Note:

- (1). In order to establish the Audit Committee, the Company plans to amend the Company's "Articles of Incorporation".
- (2). The comparison table illustrating the original and amended texts of the "Articles of Incorporation" was attached hereto as Attachment 5.

Resolution: The result is as follows:

Affirmative votes: 1,070,436,543 (including electronic voting 787,734,245)

Dissenting votes: 456,662 (including electronic voting 456,662)

Invalid votes: 0 (including electronic voting 0)

Abstaining votes: 208,115,677 (including electronic voting 185,941,420)

The affirmative votes represented 83.69% of 1,279,008,882 shares cast by the shareholders present at the time of voting, among which 974,132,327 shares were cast via electronic voting. It was resolved that the above proposal be approved as proposed.

### **Proposal (2)**

Subject: Amendment to the following internal rules:

- (1). Procedures Governing the Acquisition or Disposition of Assets
- (2). Operating Procedures of Outward Loans to Others
- (3). Operating Procedures of Endorsement/Guarantee

Explanatory Note:

- (1). The Company plans to amend the "Procedures Governing the Acquisition or Disposal of Assets", "Operating Procedures of Outward Loans to Others" and "Operating Procedures of Endorsement/Guarantee" to accommodate the requirement of establishing an Audit Committee.
- (2). The comparison table illustrating the original and amended texts of the internal rules were attached hereto as Attachments 6-8.

Resolution: The result is as follows:

Affirmative votes: 1,069,323,411 (including electronic voting 787,732,113)

Dissenting votes: 458,602 (including electronic voting 458,602)

Invalid votes: 0 (including electronic voting 0)

Abstaining votes: 209,226,869 (including electronic voting 185,941,612)

The affirmative votes represented 83.61% of 1,279,008,882 shares cast by the shareholders present at the time of voting, among which 974,132,327 shares were cast via electronic voting. It was resolved that the above proposal be approved as proposed.

### **Proposal (3)**

Subject: Amendment to the Company's "Rules for Election of Directors and Supervisors".

Explanatory Note:

- (1). To accommodate the establishment of Audit Committee which will replace the position of Supervisors, certain provisions in the Company's "Rules for Election of Directors and Supervisors" shall be amended and the title of it shall be changed to "Rules for Election of Directors".
- (2). The comparison table illustrating the original and amended texts of the "Rules for Election of Directors and Supervisors" was attached hereto as Attachment 9.

Resolution: The result is as follows:

Affirmative votes: 1,068,737,748 (including electronic voting 786,035,450)

Dissenting votes: 454,457 (including electronic voting 454,457)

Invalid votes: 0 (including electronic voting 0)

Abstaining votes: 209,816,677 (including electronic voting 187,642,420)

The affirmative votes represented 83.56% of 1,279,008,882 shares cast by the shareholders present at the time of voting, among which 974,132,327 shares were cast via electronic voting. It was resolved that the above proposal be approved as proposed.

## Proposal (4)

Subject: To elect the 7th Board of Directors (including Independent Directors).

Explanatory Note:

- (1). The term of the members of the 6th Board of Directors and Supervisors will expire on June 12, 2015. Pursuant to the provisions of the Company Act and the Company's Articles of Incorporation, seven Directors (including three Independent Directors) will be elected for a three-year term commencing immediately following the conclusion of the 2015 annual meeting of shareholders, i.e. from June 12, 2015 to June 11, 2018.
- (2). Due to the fact that the Audit Committee will be established after the election of 7th Board of Directors, according to relevant laws there will be no Supervisors established.
- (3). For the list of candidates for the Directors, please see Attachment 10.
- (4). Election requested.

Election Results: The following personnel are elected as the 7th Board of Directors:

Title	Name	Elected Number of Votes
Director	Ming-Kai Tsai	1,078,810,065
Director	Ching-Jiang Hsieh	996,538,113
Director	Cheng-Yaw Sun	990,540,833
Director	Kenneth Kin	984,188,510
Independent Director	Chung-Yu Wu	977,945,905
Independent Director	Peng-Heng Chang	975,127,811
Independent Director	Tain-Jy Chen	971,085,365

## Proposal (5)

Subject: To suspend the Non-competition Restriction on the Company's Newly Elected Directors.

Explanatory Note:

- (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 such behavior to the meeting of shareholders and obtain its approval."

- (2). Since one or more of director(s) of the Company may engage in the investment in or operation of another company whose scope of business is the same or similar to that of the Company and may serves as a director of that company, we hereby request the meeting of shareholders to approve that in case of the above mentioned situation, the non-competition restriction imposed on the newly-elected directors and its representative is removed.
- (3). The information of the new-elected Directors' current positions at other companies are listed below:

Name	Current Positions at Other Companies
Director Ming-Kai Tsai	1. Chairman, Andes Technology Corp. 2. Chairman, JMicro Technology Corp.
Director Kenneth Kin	1. Independent Director, eMemory Technology Inc. 2. Independent Director, AzureWave Technologies Inc. 3. Independent Director, Vanguard International Semiconductor Corp. 4. Independent Director, Hermes Microvision, Inc.
Independent Director Chung-Yu Wu	1. Independent Director, Global Unichip Corp. 2. Independent Director, Leadtrend Technology Corp. 3. Independent Director, Amazing Microelectronics Corp.
Independent Director Peng-Heng Chang	1. President & CEO, Motech Industries Inc.
Independent Director Tain-Jy Chen	1. Independent Director, TECO Electric & Machinery Co., Ltd. 2. Independent Director, Chunghwa Telecom 3. Independent Director, AU Optronics Corp.

Resolution: The result is as follows:

Affirmative votes: 993,941,110 (including electronic voting 711,390,712)

Dissenting votes: 30,922,241 (including electronic voting 30,922,181)

Invalid votes: 0 (including electronic voting 0)

Abstaining votes: 254,145,531 (including electronic voting 231,819,434)

The affirmative votes represented 77.71% of 1,279,008,882 shares cast by the shareholders present at the time of voting, among which 974,132,327 shares were cast via electronic voting. It was resolved that the above proposal be approved as proposed.

**10. Special Motion : None.**

**11. Meeting Adjourned**



**Attachment**

## Attachment 1

# MediaTek Inc. 2014 Business Report

Dear Shareholders:

2014 is a year of asset expansion and growth for MediaTek with both revenue and net profit achieving record-highs. On February 1st, MediaTek officially merged with MStar and achieved full year consolidated net revenues of NT \$213.1 billion, a substantial growth of 56.6% over the previous year. The consolidated operating margin was 48.8%, an increase of 4.8 percentage points over last year. The consolidated net income reached NT\$46.4 billion, up 68.8% year-over-year, with an after-tax net profit margin of 21.8%. The consolidated earnings per share was NT \$ 30.04.

As a result of diligent efforts from MediaTek employees for the last 3 years, revenue contribution from smartphones has risen close to 50%. Paced closely along market trends such as the fast-changing smartphone features and technologies, the rapid migration to LTE in Mainland China, and the massive growth in emerging markets, MediaTek continuously introduced highly competitive solutions to enable customer success in a highly competitive market. For example, MediaTek's True Octa-Core series were highly recognized by consumers and has become the standard of high-end phones and tablets. In addition, LTE solutions started commercial production in the second quarter last year, supporting TDD/FDD-LTE, WCDMA, TD-SCDMA and GSM. By obtaining a number of LTE certifications from operators in Mainland China and Europe and upgrading to 64 bit CPUs for all SoCs, MediaTek continued its innovations and leadership in advanced specifications, and also launched the world's first HDTV SoC supporting HEVC 4K, a new wearable device platform- LinkIt, multimode wireless charging chip, and multiple wireless communication solutions designed for Internet of Things and Smart Home.

With the rise of the global middle class, MediaTek believes that advanced specified and reasonably priced products will enable the company to expand its businesses to the entire world and consumers to use technology to create endless possibilities (Everyday Genius). MediaTek has started well in expanding to international markets, such as partnering with Google on Android One phone, leading the industry to launch Android TV, Google cast for audio, and Android Wear solutions. In addition, Amazon became a tablet customer and a number of international smartphone brands have strengthened cooperation with MediaTek. With an increasingly competitive LTE product portfolio, we believe MediaTek can explore more market opportunities.

Moreover, MediaTek received a number of international honors. For the second consecutive year and the only business leader from Taiwan, chairman Mr. Ming-Kai Tsai was elected "The Best-Performing CEOs in the World" by Harvard Business Review. For the fourth consecutive year, MediaTek is the winner of "Outstanding Asia-Pacific Semiconductor Company Award" selected by GSA (Global Semiconductor Alliance), which is committed to promote the fabless industry. MediaTek also was listed in the IHS ranking of the world's top ten semiconductor fabless company for the first time. Furthermore, MediaTek published five research papers in the ISSCC, which set the record as the only Taiwanese company to be selected for 12 consecutive years. Finally, MediaTek was included by Thomson Reuters in "The World's 100 Most Innovative Companies" for the first time.

MediaTek firmly believes that technology leadership is the only way to succeed. On top of talents from MStar merger, MediaTek established new offices in Finland, San Diego, and India last year and are recruiting top talents in 27 offices around the world. In addition to develop existing businesses, MediaTek will proactively pursue new opportunities by innovating in Internet of Things, wearables, automotive electronics and other fields, and investing in leading manufacturing processes, advanced technology, and new markets. Last but not least, we would like to thank you - our shareholders - for your continuous support and belief in our efforts. MediaTek will continue to plan for future growth and deliver more shareholder values.

Chairman: Ming-Kai Tsai

President: Ching-Jiang Hsieh

Chief Financial Officer: David Ku

**Attachment 2**

**MediaTek Inc.  
Supervisors' Report**

The Financial Statements of MediaTek Inc. in fiscal year 2014 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. 2015 Annual General Shareholders' Meeting

MediaTek Inc.

Supervisor: Paul Wang

Supervisor: Chung-Lang Liu (MediaTek Capital Corp., representative)

Supervisor: Ruey-Shan Guo (National Taiwan University, representative)

April 30, 2015

English Translation of a Report Originally Issued in Chinese

Independent Auditors' Report

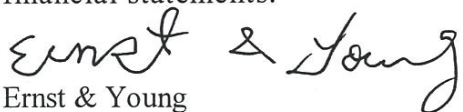
To the Board of Directors and Shareholders  
of MediaTek Inc.

We have audited the accompanying consolidated balance sheets of MediaTek Inc., and its subsidiaries as of December 31, 2014 and 2013 and the related consolidated statements of comprehensive income, changes in equity, and cash flows for the years then ended December 31, 2014 and 2013. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

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

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of MediaTek Inc. and its subsidiaries as of December 31, 2014 and 2013, and the results of its operations and its cash flows for the years then ended December 31, 2014 and 2013, in conformity with requirements of the Regulations Governing the Preparation of Financial Reports by Securities Issuers, and International Financial Reporting Standards, International Accounting Standards, International Financial Reporting Interpretations committee and Standing Interpretations Committee as endorsed by Financial Supervisory Commission.

The Company has prepared Separate Financial Statements as of December 31, 2014 and 2013 for the years then ended. We have expressed an unqualified opinion on those separate financial statements.



Ernst & Young  
CERTIFIED PUBLIC ACCOUNTANTS  
March 19, 2015  
Taipei, Taiwan  
Republic of China

Notice to Readers

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

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

English Translation of Financial Statements Originally Issued in Chinese

**MEDIA TEK INC. AND SUBSIDIARIES**  
**CONSOLIDATED BALANCE SHEETS**

As of December 31, 2014 and 2013

(Amounts in thousands of New Taiwan Dollars)

ASSETS	Notes	December 31, 2014		December 31, 2013	
		\$	%	\$	%
<b>Current assets</b>					
Cash and cash equivalents	4, 6(1)	192,797,506	55	132,997,726	52
Financial assets at fair value through profit or loss-current	4, 5, 6(2)	3,547,217	1	2,132,090	1
Available-for-sale financial assets-current	4, 5, 6(3)	7,575,242	2	3,426,121	1
Held-to-maturity financial assets-current	4, 6(5)	288,378	-	549,573	-
Bond investments for which no active market exists-current	4, 6(6), 8	1,086,146	-	113,678	-
Trade receivables, net	4, 5, 6(7)	12,552,399	4	7,627,591	3
Other receivables	6(7), 7	5,296,078	2	3,652,885	1
Current tax assets	4, 5	47,323	-	30,226	-
Inventories, net	4, 5, 6(8)	22,341,336	6	9,346,792	4
Prepayments		2,247,248	1	1,404,263	1
Other current assets		776,062	-	459,984	-
Total current assets		248,554,935	71	161,740,929	63
<b>Non-current assets</b>					
Financial assets at fair value through profit or loss-noncurrent	4, 5, 6(2)	4,040,793	1	1,478,707	-
Available-for-sale financial assets-noncurrent	4, 5, 6(3)	4,894,091	1	4,487,354	2
Held-to-maturity financial assets-noncurrent	4, 6(5)	127,787	-	341,937	-
Financial assets measured at cost-noncurrent	4, 6(4)	3,782,384	1	2,061,363	1
Bond investments for which no active market exists-noncurrent	4, 6(6), 8	946	-	364	-
Investments accounted for using the equity method	4, 6(9)	2,154,613	1	59,669,761	23
Property, plant and equipment	4, 6(10), 6(24)	23,294,555	7	11,312,107	4
Intangible assets	4, 6(11), 6(12), 6(24)	60,757,826	17	15,509,193	6
Deferred tax assets	4, 5, 6(22)	3,196,429	1	1,778,859	1
Refundable deposits		194,392	-	137,593	-
Long-term prepaid rent		119,920	-	118,495	-
Total non-current assets		102,563,736	29	96,895,933	37
<b>Total assets</b>		\$ 351,118,671	100	\$ 258,636,862	100

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

Chairman : Ming-Kai Tsai

President : Ching-Jiang Hsieh

Chief Financial Officer : David Ku

English Translation of Financial Statements Originally Issued in Chinese

**MEDIATEK INC. AND SUBSIDIARIES**  
**CONSOLIDATED BALANCE SHEETS**

As of December 31, 2014 and 2013

(Amounts in thousands of New Taiwan Dollars)

	Notes	December 31, 2014	December 31, 2013	%	%
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>					
<b>Current liabilities</b>					
Short-term borrowings	6(13)	\$ 46,160,593	\$ 29,051,500	13	11
Financial liabilities at fair value through profit or loss-current	4, 5, 6(2)	50,393	26,017	-	-
Trade payables	7	13,927,964	8,862,146	4	3
Trade payables to related parties		677,196	2,082,028	-	1
Other payables		32,766,959	16,835,299	10	7
Current tax liabilities	4, 5, 6(22)	7,322,589	3,151,805	2	1
Other current liabilities		676,082	1,345,847	-	1
Current portion of long-term liabilities		38,062	29,950	-	-
Total current liabilities		101,619,838	61,384,592	29	24
<b>Non-current liabilities</b>					
Long-term payables		53,920	86,855	-	-
Accrued pension liabilities	4, 6(14)	940,996	606,033	1	-
Deposits received	7	121,643	47,754	-	-
Deferred tax liabilities	4, 5, 6(22)	629,651	1,050,108	-	-
Non-current liabilities-others		146,876	108,121	-	-
Total non-current liabilities		1,893,086	1,898,871	1	-
Total liabilities		103,512,924	63,283,463	30	24
<b>Equity attributable to owners of the parent</b>					
Share capital	6(15)				
Common stock		15,714,455	13,494,667	4	5
Capital collected in advance		467	2,473	-	-
Capital surplus	4, 6(15), 6(16)	88,047,914	68,474,910	25	26
Retained earnings	6(15)				
Legal reserve		27,392,687	24,641,182	8	10
Special reserve		895,749	5,072,425	-	2
Undistributed earnings		108,566,733	84,581,268	31	33
Other equity	6(15)	6,606,113	(895,749)	2	-
Treasury shares	4, 6(15)	(55,970)	(55,970)	-	-
Equity attributable to owners of the parent		247,168,148	195,315,206	70	76
<b>Non-controlling interests</b>					
Total equity	4, 6(15)	437,599	38,193	-	-
		247,605,747	195,353,399	70	76
<b>Total liabilities and equity</b>		\$ 351,118,671	\$ 258,636,862	100	100

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

Chairman : Ming-Kai Tsai

President : Ching-Jiang Hsieh

Chief Financial Officer : David Ku

English Translation of Financial Statements Originally Issued in Chinese  
**MEDIATEK INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**  
**For the years ended December 31, 2014 and 2013**  
(Amounts in thousands of New Taiwan Dollars, except for earnings per share)

Description	Notes	2014	%	2013	%
<b>Net sales</b>	4, 5, 6(17),7	\$ 213,062,916	100	\$ 136,055,954	100
<b>Operating costs</b>	4, 5, 6(8), 6(18), 7	(109,194,295)	(51)	(76,250,370)	(56)
<b>Gross profit</b>		<u>103,868,621</u>	<u>49</u>	<u>59,805,584</u>	<u>44</u>
<b>Operating expenses</b>	6(18), 7				
Selling expenses		(7,372,827)	(4)	(4,561,934)	(3)
Administrative expenses		(5,917,136)	(3)	(3,545,988)	(3)
Research and development expenses		(43,337,348)	(20)	(26,453,942)	(19)
Total operating expenses		<u>(56,627,311)</u>	<u>(27)</u>	<u>(34,561,864)</u>	<u>(25)</u>
<b>Operating income</b>		<u>47,241,310</u>	<u>22</u>	<u>25,243,720</u>	<u>19</u>
<b>Non-operating income and expenses</b>					
Other income	4, 6(19), 7	3,483,335	2	2,402,627	2
Other gains and losses	4, 6(20), 6(24)	1,120,151	1	(103,672)	-
Finance costs	6(21)	(478,782)	-	(146,816)	-
Share of profit of associates accounted for using the equity method	4, 6(9)	983,941	-	2,150,963	1
Total non-operating income and expenses		<u>5,108,645</u>	<u>3</u>	<u>4,303,102</u>	<u>3</u>
<b>Net income before income tax</b>		<u>52,349,955</u>	<u>25</u>	<u>29,546,822</u>	<u>22</u>
<b>Income tax expense</b>	4, 5, 6(22)	(5,950,882)	(3)	(2,062,172)	(2)
<b>Net income</b>		<u>46,399,073</u>	<u>22</u>	<u>27,484,650</u>	<u>20</u>
<b>Other comprehensive income</b>	4, 6(9), 6(14), 6(15), 6(22)				
Exchange differences resulting from translating the financial statements of foreign operations		6,684,653	3	1,811,177	1
Unrealized gains from available-for-sale financial assets		878,929	-	929,781	1
Actuarial losses on defined benefit plans		(328,043)	-	(42,044)	-
Share of other comprehensive income of associates accounted for using the equity method		(22,549)	-	1,554,911	1
Income tax relating to components of other comprehensive income		55,768	-	-	-
<b>Other comprehensive income, net of tax</b>		<u>7,268,758</u>	<u>3</u>	<u>4,253,825</u>	<u>3</u>
<b>Total comprehensive income</b>		<u>\$ 53,667,831</u>	<u>25</u>	<u>\$ 31,738,475</u>	<u>23</u>
<b>Net income (loss) for the periods attributable to :</b>					
Owners of the parent	6(23)	\$ 46,397,892		\$ 27,515,052	
Non-controlling interests	6(15)	<u>1,181</u>		<u>(30,402)</u>	
		<u>\$ 46,399,073</u>		<u>\$ 27,484,650</u>	
<b>Total comprehensive income for the periods attributable to :</b>					
Owners of the parent		\$ 53,627,479		\$ 31,760,633	
Non-controlling interests	6(15)	<u>40,352</u>		<u>(22,158)</u>	
		<u>\$ 53,667,831</u>		<u>\$ 31,738,475</u>	
Basic Earnings Per Share (in New Taiwan Dollars)	6(23)	<u>\$ 30.04</u>		<u>\$ 20.51</u>	
Diluted Earnings Per Share (in New Taiwan Dollars)	6(23)	<u>\$ 29.96</u>		<u>\$ 20.42</u>	

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

Chairman : Ming-Kai Tsai

President : Ching-Jiang Hsieh

Chief Financial Officer : David Ku

English Translation of Financial Statements Originally Issued in Chinese

MEDIA TEK INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

For the years ended December 31, 2014 and 2013

(Amounts in thousands of New Taiwan Dollars)

Description	Equity attributable to owners of the parent											Non-controlling interests	Total equity		
	Share capital		Retained earnings					Other equity						Treasury shares	Equity attributable to owners of the parent
	Common stock	Capital collected in advance	Capital surplus	Legal reserve	Special reserve	Undistributed earnings	Exchange differences resulting from translating the financial statements of foreign operations	Unrealized gains from available-for-sale financial assets							
Balance as of January 1, 2013	\$ 13,493,702	\$ 102	\$ 79,672,498	\$ 23,072,429	\$ 2,210,312	\$ 62,213,816	\$ (5,762,485)	\$ 579,111	\$ (55,970)	\$ 175,423,515	\$ 34,209	\$ 175,457,724			
Appropriation and distribution of 2012 earnings:	-	-	-	1,568,753	-	(1,568,753)	-	-	-	-	-	-			
Legal reserve	-	-	-	1,568,753	-	(1,568,753)	-	-	-	-	-	-			
Special reserve	-	-	-	-	2,862,113	(2,862,113)	-	-	-	-	-	-			
Cash dividends	-	-	-	-	-	(674,690)	-	-	-	(674,690)	-	(674,690)			
Cash distributed from capital surplus	-	-	-	-	-	-	-	-	-	(11,469,734)	-	(11,469,734)			
Total	-	-	-	1,568,753	2,862,113	(5,105,556)	-	-	-	(12,144,424)	-	(12,144,424)			
Profit for the year ended December 31, 2013	-	-	-	-	-	27,515,062	-	-	-	27,515,062	(30,402)	27,484,650			
Other comprehensive income for the year ended December 31, 2013	-	-	-	-	-	(42,044)	3,357,844	929,781	-	4,245,581	8,244	4,253,825			
Total comprehensive income	-	-	-	-	-	27,473,008	3,357,844	929,781	-	31,760,633	(22,158)	31,738,475			
Share-based payment transactions	965	2,371	75,799	-	-	-	-	-	-	79,135	-	79,135			
Adjustments due to dividends that subsidiaries received from parent company	-	-	70,145	-	-	-	-	-	-	70,145	-	70,145			
Changes in ownership interests in subsidiaries	-	-	10,546	-	-	-	-	-	-	10,546	26,142	36,688			
Change in other capital surplus	-	-	115,656	-	-	-	-	-	-	115,656	-	115,656			
Balance as of December 31, 2013	13,494,667	2,473	68,474,910	24,641,182	5,072,425	84,581,268	(2,404,641)	1,508,892	(55,970)	195,315,206	38,193	195,353,399			
Appropriation and distribution of 2013 earnings:	-	-	-	2,751,505	-	(2,751,505)	-	-	-	-	-	-			
Legal reserve	-	-	-	2,751,505	-	(2,751,505)	-	-	-	-	-	-			
Special reserve	-	-	-	-	(4,176,676)	4,176,676	-	-	-	(23,565,323)	-	(23,565,323)			
Cash dividends	-	-	-	-	-	(23,565,323)	-	-	-	(23,565,323)	-	(23,565,323)			
Total	-	-	-	2,751,505	(4,176,676)	(22,140,152)	-	-	-	(23,565,323)	-	(23,565,323)			
Profit for the year ended December 31, 2014	-	-	-	-	-	46,397,892	-	-	-	46,397,892	1,181	46,399,073			
Other comprehensive income for the year ended December 31, 2014	-	-	-	-	-	(272,275)	6,622,933	878,929	-	7,229,587	39,171	7,268,758			
Total comprehensive income	-	-	-	-	-	46,125,617	6,622,933	878,929	-	53,627,479	40,352	53,667,831			
Share-based payment transactions	8,549	(2,006)	63,935	-	-	-	-	-	-	70,478	-	70,478			
Shares issued to acquire a new entity	2,211,239	-	18,957,141	-	-	-	-	-	-	21,168,380	-	21,168,380			
Adjustments due to dividends that subsidiaries received from parent company	-	-	116,911	-	-	-	-	-	-	116,911	-	116,911			
Changes in ownership interests in subsidiaries	-	-	203,151	-	-	-	-	-	-	203,151	359,054	562,205			
Change in other capital surplus	-	-	231,866	-	-	-	-	-	-	231,866	-	231,866			
Balance as of December 31, 2014	\$ 15,714,455	\$ 467	\$ 88,047,914	\$ 27,392,687	\$ 895,749	\$ 108,566,733	\$ 4,218,292	\$ 2,387,821	\$ (55,970)	\$ 247,168,148	\$ 437,599	\$ 247,605,747			

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

Chairman : Ming-Kai Tsai

President : Ching-Jiang Hsieh

Chief Financial Officer : David Ku



**MEDIATEK INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**For the years ended December 31, 2014 and 2013**  
(Amounts in thousands of New Taiwan Dollars)

Description	2014	2013
<b>Cash flows from operating activities :</b>		
Profit before tax from continuing operations	\$ 52,349,955	\$ 29,546,822
Adjustments for:		
The profit or loss items which did not affect cash flows:		
Depreciation	1,312,641	1,182,191
Amortization	1,453,158	544,639
Bad debt provision (reversal)	26,806	(79,110)
Losses on financial assets and liabilities at fair value through profit or loss	40,242	9,155
Interest expenses	478,782	146,816
Interest income	(3,125,381)	(1,755,482)
Dividend income	(238,877)	(167,855)
Share-based payment expenses	63,935	75,799
Share of profit of associates accounted for using the equity method	(983,941)	(2,150,963)
Loss on disposal of property, plant and equipment	2,775	3,137
(Gain) loss on disposal of investments	(928,953)	48,008
Impairment of financial assets	263,372	478,110
Changes in operating assets and liabilities :		
Financial assets at fair value through profit or loss	(3,783,596)	(1,418,009)
Trade receivables	(483,221)	(983,242)
Other receivables	(839,604)	1,186,065
Inventories	(8,836,098)	4,532,449
Prepayments	(711,574)	(263,240)
Other current assets	(309,172)	(33,922)
Trade payables	1,883,426	819,786
Trade payables to related parties	(1,456,969)	1,054,687
Other payables	11,673,202	3,376,421
Other current liabilities	(730,994)	736,536
Long-term payables	(24,823)	(25,961)
Accrued pension liabilities	62,085	8,235
Non-current liabilities-others	38,755	33,446
Cash generated from operating activities		
Interest received	2,752,253	1,991,816
Dividend received	355,312	1,744,746
Interest paid	(485,217)	(125,582)
Income tax paid	(5,488,505)	(942,777)
Net cash provided by operating activities	44,329,774	39,572,721
<b>Cash flows from investing activities :</b>		
Acquisition of available-for-sale financial assets	(4,344,406)	(1,377,363)
Proceeds from disposal of available-for-sale financial assets	827,975	1,469,999
Acquisition of bond investments for which no active market exists	(1,923,564)	(43)
Proceeds from disposal of bond investments for which no active market exists	959,768	-
Acquisition of held-to-maturity financial assets	-	(72,743)
Proceeds from disposal of held-to-maturity financial assets	824,381	-
Acquisition of financial assets measured at cost	(1,857,157)	(626,407)
Proceeds from disposal of financial assets measured at cost	935,500	299
Proceeds from capital return of financial assets measured at cost	41,835	322,344
Acquisition of investments accounted for using the equity method	(204,887)	(91,571)
Net cash inflows from acquisition of subsidiaries	33,097,485	-
Net cash inflows from disposal of subsidiaries	-	6,119
Acquisition of property, plant and equipment	(9,828,126)	(1,628,684)
Proceeds from disposal of property, plant and equipment	105,504	43,510
(Increase) decrease in refundable deposits	(35,360)	68,800
Acquisition of intangible assets	(795,756)	(324,414)
Increase in long-term prepaid rent	(1,425)	(4,148)
Net cash provided by (used in) investing activities	17,801,767	(2,214,302)
<b>Cash flows from financing activities :</b>		
Increase in short-term borrowings	17,109,093	19,983,850
Decrease in long-term borrowings	(651,000)	-
Increase in deposits received	50,406	17,521
Proceeds from exercise of employee stock options	223,003	94,732
Cash dividends	(23,448,412)	(12,074,279)
Increase in non-controlling interests	560,126	26,142
Net cash (used in) provided by financing activities	(6,156,784)	8,047,966
Effect of changes in exchange rate on cash and cash equivalents	3,825,023	1,724,131
Net increase in cash and cash equivalents	59,799,780	47,130,516
Cash and cash equivalents at the beginning of the year	132,997,726	85,867,210
Cash and cash equivalents at the end of the year	\$ 192,797,506	\$ 132,997,726

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

Chairman : Ming-Kai Tsai

President : Ching-Jiang Hsieh

Chief Financial Officer : David Ku

English Translation of a Report Originally Issued in Chinese

Independent Auditors' Report

To the Board of Directors and Shareholders  
of MediaTek Inc.

We have audited the accompanying parent company only balance sheets of MediaTek Inc. as of December 31, 2014 and 2013 and the related parent company only statements of comprehensive income, parent company only changes in equity, and parent company only cash flows for the years then ended December 31, 2014 and 2013. These parent company only financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these parent company only financial statements based on our audits.

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

In our opinion, the parent company only financial statements referred to above present fairly, in all material respects, the financial position of MediaTek Inc. as of December 31, 2014 and 2013 and the results of its operations and its cash flows for the years then ended December 31, 2014 and 2013 in conformity with requirements of the Regulations Governing the Preparation of Financial Reports by Securities Issuers.



Ernst & Young  
CERTIFIED PUBLIC ACCOUNTANTS  
March 19, 2015  
Taipei, Taiwan  
Republic of China

Notice to Readers

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

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

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

**PARENT COMPANY ONLY BALANCE SHEETS**

As of December 31, 2014 and 2013

(Amounts in thousands of New Taiwan Dollars)

	Notes	December 31, 2014	December 31, 2013	
		\$	\$	%
<b>ASSETS</b>				
<b>Current assets</b>				
Cash and cash equivalents	4, 6(1)	127,448,149	53,710,940	40
Financial assets at fair value through profit or loss-current	4, 5, 6(2)	297,143	57,473	-
Available-for-sale financial assets-current	4, 5, 6(3)	2,260,284	2,342,414	1
Bond investments for which no active market exists-current	4, 6(4), 8	308,133	112,021	-
Trade receivables, net	4, 5, 6(5)	3,775,223	4,113,848	2
Trade receivables from related parties, net	4, 6(5), 7	179,720	160,054	-
Other receivables	6(5), 7	5,104,465	3,189,179	2
Inventories, net	4, 5, 6(6)	7,904,602	5,748,634	3
Prepayments		1,295,742	905,256	-
Other current assets		693,541	367,827	-
Total current assets		149,267,002	70,707,646	47
<b>Non-current assets</b>				
Financial assets at fair value through profit or loss-noncurrent	4, 5, 6(2)	795,503	260,334	-
Available-for-sale financial assets-noncurrent	4, 5, 6(3)	2,432,403	2,067,800	1
Investments accounted for using the equity method	4, 6(7)	126,428,254	142,644,666	62
Property, plant and equipment	4, 6(8)	9,177,068	6,331,668	3
Intangible assets	4, 6(9), 6(10), 6(22)	28,740,924	7,242,842	3
Deferred tax assets	4, 5, 6(20)	2,400,152	1,148,644	-
Refundable deposits		29,639	68,341	-
Total non-current assets		170,003,943	159,764,295	53
<b>Total assets</b>		\$ 319,270,945	\$ 230,471,941	100

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

Chairman : Ming-Kai Tsai

President : Ching-Jiang Hsieh

Chief Financial Officer : David Ku

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

**PARENT COMPANY ONLY BALANCE SHEETS**  
**As of December 31, 2014 and 2013**

(Amounts in thousands of New Taiwan Dollars)

<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		December 31, 2014		December 31, 2013	
	Notes	\$	%	\$	%
<b>Current liabilities</b>					
Short-term borrowings	6(11)	30,290,690	10	8,985,000	4
Financial liabilities at fair value through profit or loss-current	4, 5, 6(2)	2,595	-	26,017	-
Trade payables	7	6,751,833	2	6,822,620	3
Trade payables to related parties		419,512	-	433,716	-
Other payables		26,714,011	8	13,545,923	6
Current tax liabilities	4, 5, 6(20)	5,507,246	2	2,755,934	1
Other current liabilities		704,447	-	1,061,452	1
Current portion of long-term liabilities		38,062	-	-	-
Total current liabilities		70,428,396	22	33,630,662	15
<b>Non-current liabilities</b>					
Long-term payables		53,920	-	-	-
Accrued pension liabilities	4, 6(12)	949,930	1	608,694	-
Deposits received	7	50,374	-	47,298	-
Deferred tax liabilities	4, 5, 6(20)	620,177	-	870,081	-
Total non-current liabilities		1,674,401	1	1,526,073	-
Total liabilities		72,102,797	23	35,156,735	15
<b>Equity</b>					
Share capital	6(13)	15,714,455	5	13,494,667	6
Common stock		467	-	2,473	-
Capital collected in advance	4, 6(13), 6(14)	88,047,914	27	68,474,910	30
Capital surplus	6(13)				
Retained earnings		27,392,687	9	24,641,182	11
Legal reserve		895,749	-	5,072,425	2
Special reserve		108,566,733	34	84,581,268	36
Undistributed earnings	6(13)	6,606,113	2	(895,749)	-
Other equity	4, 6(13)	(55,970)	-	(55,970)	-
Treasury shares		247,168,148	77	195,315,206	85
Total equity		319,270,945	100	230,471,941	100
<b>Total liabilities and equity</b>					
		\$ 319,270,945	100	\$ 230,471,941	100

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

Chairman : Ming-Kai Tsai

President : Ching-Jiang Hsieh

Chief Financial Officer : David Ku

## MEDIATEK INC.

## PARENT COMPANY ONLY STATEMENTS OF COMPREHENSIVE INCOME

For the years ended December 31, 2014 and 2013

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

Description	Notes	2014	%	2013	%
<b>Net sales</b>	4, 5, 6(15), 7	\$ 136,265,018	100	\$ 96,230,064	100
<b>Operating costs</b>	4, 5, 6(6), 6(16), 7	(67,990,658)	(50)	(54,894,385)	(57)
<b>Gross profit</b>		68,274,360	50	41,335,679	43
<b>Realized (unrealized) gross profit on sales</b>		59,028	-	(59,028)	-
<b>Gross profit, net</b>		68,333,388	50	41,276,651	43
<b>Operating expenses</b>	6(16), 7				
Selling expenses		(4,761,200)	(3)	(3,476,394)	(4)
Administrative expenses		(3,003,315)	(2)	(1,998,501)	(2)
Research and development expenses		(26,701,696)	(20)	(16,989,264)	(18)
Total operating expenses		(34,466,211)	(25)	(22,464,159)	(24)
<b>Operating income</b>		33,867,177	25	18,812,492	19
<b>Non-operating income and expenses</b>					
Other income	4, 6(17), 7	1,201,272	1	593,595	1
Other gains and losses	4, 6(18)	909,759	1	243,961	-
Finance costs	6(19)	(170,523)	-	(20,981)	-
Share of profit of subsidiaries and associates accounted for using the equity method	4, 6(7)	14,292,618	10	9,578,438	10
Total non-operating income and expenses		16,233,126	12	10,395,013	11
<b>Net income before income tax</b>		50,100,303	37	29,207,505	30
<b>Income tax expense</b>	4, 5, 6(20)	(3,702,411)	(3)	(1,692,453)	(1)
<b>Net income</b>		46,397,892	34	27,515,052	29
<b>Other comprehensive income</b>	4, 6(7), 6(12), 6(13), 6(20)				
Exchange differences resulting from translating the financial statements of foreign operations		6,645,482	5	1,813,956	2
Unrealized gains from available-for-sale financial assets		(263,561)	-	313,902	-
Actuarial losses on defined benefit plans		(331,755)	-	(55,167)	-
Share of other comprehensive income of subsidiaries and associates accounted for using the equity method		1,123,022	-	2,172,890	2
Income tax relating to components of other comprehensive income		56,399	-	-	-
<b>Other comprehensive income, net of tax</b>		7,229,587	5	4,245,581	4
<b>Total comprehensive income</b>		\$ 53,627,479	39	\$ 31,760,633	33
Basic Earnings Per Share (in New Taiwan Dollars)	6(21)	\$ 30.04		\$ 20.51	
Diluted Earnings Per Share (in New Taiwan Dollars)	6(21)	\$ 29.96		\$ 20.42	

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

Chairman : Ming-Kai Tsai

President : Ching-Jiang Hsieh

Chief Financial Officer : David Ku

## MEDIATEK INC.

## PARENT COMPANY ONLY STATEMENTS OF CHANGES IN EQUITY

For the years ended December 31, 2014 and 2013

(Amounts in thousands of New Taiwan Dollars)

Description	Share capital		Capital surplus	Retained earnings			Other equity		Treasury shares	Total equity
	Common stock	Capital collected in advance		Legal reserve	Special reserve	Undistributed earnings	Exchange differences resulting from translating the financial statements of foreign operations	Unrealized gains from available-for-sale financial assets		
Balance as of January 1, 2013	\$ 13,493,702	\$ 102	\$ 79,672,498	\$ 23,072,429	\$ 2,210,312	\$ 62,213,816	\$ (5,762,485)	\$ 579,111	\$ (55,970)	\$ 175,423,515
Appropriation and distribution of 2012 earnings:	-	-	-	1,568,753	-	(1,568,753)	-	-	-	-
Legal reserve	-	-	-	-	-	-	-	-	-	-
Special reserve	-	-	-	-	2,862,113	(2,862,113)	-	-	-	-
Cash dividends	-	-	-	-	-	(674,690)	-	-	-	(674,690)
Cash distributed from capital surplus	-	-	(11,469,734)	-	-	-	-	-	-	(11,469,734)
Total	-	-	(11,469,734)	1,568,753	2,862,113	(5,105,556)	-	-	-	(12,144,424)
Profit for the year ended December 31, 2013	-	-	-	-	-	27,515,052	-	-	-	27,515,052
Other comprehensive income for the year ended December 31, 2013	-	-	-	-	-	(42,044)	3,357,844	929,781	-	4,245,581
Total comprehensive income	-	-	-	-	-	27,473,008	3,357,844	929,781	-	31,760,633
Share-based payment transactions	965	2,371	75,799	-	-	-	-	-	-	79,135
Adjustments due to dividends that subsidiaries received from parent company	-	-	70,145	-	-	-	-	-	-	70,145
Changes in ownership interests in subsidiaries	-	-	10,546	-	-	-	-	-	-	10,546
Changes in other capital surplus	-	-	115,656	-	-	-	-	-	-	115,656
Balance as of December 31, 2013	13,494,667	2,473	68,474,910	24,641,182	5,072,425	84,581,268	(2,404,641)	1,508,892	(55,970)	195,315,206
Appropriation and distribution of 2013 earnings:	-	-	-	-	-	-	-	-	-	-
Legal reserve	-	-	-	2,751,505	-	(2,751,505)	-	-	-	-
Special reserve	-	-	-	-	(4,176,676)	4,176,676	-	-	-	-
Cash dividends	-	-	-	-	-	(23,565,323)	-	-	-	(23,565,323)
Total	-	-	-	2,751,505	(4,176,676)	(22,140,152)	-	-	-	(23,565,323)
Profit for the year ended December 31, 2014	-	-	-	-	-	46,397,892	-	-	-	46,397,892
Other comprehensive income for the year ended December 31, 2014	-	-	-	-	-	(272,275)	6,622,933	878,929	-	7,229,587
Total comprehensive income	-	-	-	-	-	46,125,617	6,622,933	878,929	-	53,627,479
Share-based payment transactions	8,549	(2,006)	63,935	-	-	-	-	-	-	70,478
Shares issued to acquire a new entity	2,211,239	-	18,957,141	-	-	-	-	-	-	21,168,380
Adjustments due to dividends that subsidiaries received from parent company	-	-	116,911	-	-	-	-	-	-	116,911
Changes in ownership interests in subsidiaries	-	-	203,151	-	-	-	-	-	-	203,151
Changes in other capital surplus	-	-	231,866	-	-	-	-	-	-	231,866
Balance as of December 31, 2014	\$ 15,714,455	\$ 467	\$ 88,047,914	\$ 27,392,687	\$ 895,749	\$ 108,566,733	\$ 4,218,292	\$ 2,387,821	\$ (55,970)	\$ 247,168,148

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

Chairman: Ming-Kai Tsai

President: Ching-Jiang Hsieh

Chief Financial Officer: David Ku

## MEDIATEK INC.

## PARENT COMPANY ONLY STATEMENTS OF CASH FLOWS

For the years ended December 31, 2014 and 2013

(Amounts in thousands of New Taiwan Dollars)

Description	2014	2013
<b>Cash flows from operating activities :</b>		
Profit before tax from continuing operations	\$ 50,100,303	\$ 29,207,505
Adjustments for:		
The profit or loss items which did not affect cash flows:		
Depreciation	695,186	576,119
Amortization	348,171	117,935
Bad debt provision	23,440	24,411
Loss (gain) on financial assets and liabilities at fair value through profit or loss	(20,996)	15,227
Interest expenses	170,523	20,981
Interest income	(1,024,947)	(397,445)
Dividend income	(62,698)	(48,197)
Share of profit of subsidiaries and associates accounted for using the equity method	(14,292,618)	(9,578,438)
Losses on disposal of property, plant and equipment	210	445
(Gain) loss on disposal of investments	(10,086)	16,113
(Realized) unrealized gross profit on sales	(59,028)	59,028
Changes in operating assets and liabilities:		
Financial assets at fair value through profit or loss	(777,265)	(259,369)
Trade receivables	1,480,522	(1,193,071)
Trade receivables from related parties	(17,415)	(128,342)
Other receivables	(702,890)	1,400,619
Inventories	(997,343)	4,840,600
Prepayments	(390,209)	(575,987)
Other current assets	(288,644)	28,054
Trade payables	(827,555)	272,542
Trade payables to related parties	(45,787)	317,324
Other payables	9,517,526	3,008,653
Other current liabilities	(363,010)	496,406
Long-term payables	(19,379)	-
Accrued pension liabilities	12,143	8,284
Cash generated from operating activities		
Interest received	936,802	404,316
Dividend received	30,384,445	3,247,709
Interest paid	(170,009)	(12,240)
Income tax paid	(2,410,073)	(810,949)
Net cash provided by operating activities	71,189,319	31,058,233
<b>Cash flows from investing activities :</b>		
Acquisition of available-for-sale financial assets	(546,034)	-
Proceeds from disposal of available-for-sale financial assets	-	499,551
Acquisition of bond investments for which no active market exists	(489,037)	(37)
Acquisition of investments accounted for using the equity method	(278,494)	-
Proceeds from disposal of bond investments for which no active market exists	294,279	-
Proceeds of cash due to merger transaction	8,171,812	-
Acquisition of property, plant and equipment	(2,191,476)	(639,516)
Proceeds from disposal of property, plant and equipment	-	7,456
Decrease in refundable deposits	39,315	41,257
Acquisition of intangible assets	(418,613)	(318,355)
Net cash provided by (used in) investing activities	4,581,752	(409,644)
<b>Cash flows from financing activities :</b>		
Increase in short-term borrowings	21,305,690	6,805,850
Increase in deposits received	2,768	17,719
Proceeds from exercise of employee stock options	223,003	94,732
Cash dividends	(23,565,323)	(12,144,424)
Net cash used in financing activities	(2,033,862)	(5,226,123)
Net increase in cash and cash equivalents	73,737,209	25,422,466
Cash and cash equivalents at the beginning of the period	53,710,940	28,288,474
Cash and cash equivalents at the end of the period	\$ 127,448,149	\$ 53,710,940

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

Chairman : Ming-Kai Tsai

President : Ching-Jiang Hsieh

Chief Financial Officer : David Ku

## Attachment 5

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

Original version	Amended version	Reason
<p>Article 6-1</p> <p>The Taiwan Securities Central Depository Co., Ltd. may request the Company to issue share certificates in consolidation into larger denomination.</p>	(deleted)	To accommodate with current laws and regulations.
<p>Article 13</p> <p>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.</p>	<p>Article 13</p> <p>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. <u>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.</u></p>	To accommodate with current laws and regulations.
<p>Section Four – Directors <u>and Supervisors</u></p> <p>Article 14</p> <p>The Company shall have five to nine Directors, with the actual number to be determined by the Board. There shall be at least <u>two</u> Independent Directors in the Board. The election of Directors and Supervisors 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. <u>The Company shall have three Supervisors. However, if the Company establishes an Audit Committee in accordance with the law (i.e. formation of an Audit Committee comprising at least three Independent Directors, with at least one possessing a professional accounting or finance background), then there shall be no need to elect Supervisors. Once the Audit Committee is formed, the Supervisors shall be dismissed immediately; all provisions that apply to the Supervisors in the Articles of Incorporation shall at that time become void. The number of members in the Audit Committee, tenure terms, authorities, rules of procedure and other matters shall be governed by the Guidelines for the Exercise of Authority by Audit Committee of Public Companies and determined separately according to the Audit Committee’s organization guidelines.</u> The term of Directors <u>and Supervisors</u> 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.</p> <p>After the company went public, the total number of shares that all Directors <u>and Supervisors</u> shall hold should be in accordance with the requirements of</p>	<p>Section Four – Directors and <u>Audit Committee</u></p> <p>Article 14</p> <p>The Company shall have five to nine Directors, with the actual number to be determined by the Board. There shall be at least <u>three</u> Independent Directors in the Board. The election of Directors and <u>Independent Directors</u> 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.</p> <p>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.</p> <p>The Board of Directors is authorized to determine the compensation for the Directors, taking into account the standards of the industry.</p> <p>The Company may, in accordance with Corporate Governance Regulations for TSE/GTSM Listed Companies, purchase Directors and Officers Liability Insurance for its Directors. The Board of Directors is authorized to decide on the insurance coverage.</p>	To accommodate with Company’s adoption of Audit Committee mechanism.



<p>the competent authorities.</p> <p>The Board of Directors is authorized to determine the compensation for the Directors <u>and Supervisors</u>, taking into account the standards of the industry.</p> <p>The Company may, in accordance with Corporate Governance Regulations for TSE/GTSM Listed Companies, purchase Directors and Officers Liability Insurance for its Directors <u>and Supervisors</u>. The Board of Directors is authorized to decide on the insurance coverage.</p>		
<p>Article 14-2</p> <p>The following relationship shall not be permitted for a majority of the Company's Director seats <u>or a minimum of one seat among Directors and Supervisors</u>:</p> <ol style="list-style-type: none"> <li>1. Spouse</li> <li>2. Relative within the Second Degree of relationship.</li> </ol>	<p>Article 14-2</p> <p>The following relationship shall not be permitted for a majority of the Company's Director seats:</p> <ol style="list-style-type: none"> <li>1. Spouse.</li> <li>2. Relative within the Second Degree of relationship.</li> </ol>	<p>To accommodate with Company's adoption of Audit Committee mechanism.</p>
<p>Article 15</p> <p>The Board of Directors shall be formed by elected Directors and shall have responsibilities <u>listed as the items in the left</u>:</p> <ol style="list-style-type: none"> <li>1. Preparing business plans.</li> <li>2. Proposing allocation plans of earnings or proposals to recover loss.</li> <li>3. Proposing plans for increasing or decreasing capital.</li> <li>4. Drafting important rules and contracts.</li> <li>5. Appointing or discharging the Company's President and Vice Presidents.</li> <li>6. Setting up or dissolving branches.</li> <li>7. Compiling Budget Reports and Final Reports.</li> <li>8. Performing other duties authorized by the Company Law or shareholders' meeting.</li> </ol>	<p>Article 15</p> <p>The Board of Directors shall be formed by elected Directors and shall have <u>the following</u> responsibilities:</p> <ol style="list-style-type: none"> <li>1. Preparing business plans.</li> <li>2. Proposing allocation plans of earnings or proposals to recover loss.</li> <li>3. Proposing plans for increasing or decreasing capital.</li> <li>4. Drafting important rules and contracts.</li> <li>5. Appointing or discharging the Company's President and Vice Presidents.</li> <li>6. Setting up or dissolving branches.</li> <li>7. Compiling Budget Reports and Final Reports.</li> <li>8. Performing other duties authorized by the Company Law or shareholders' meeting.</li> </ol>	<p>Minor revisions on wordings.</p>
<p>Article 17</p> <p>Meetings of the Board of Directors shall be convened by the Chairman of the Board of Directors, except conditions regulated by the Company Law. Directors <u>and supervisors</u> may be notified of the Board of Directors meeting via written notices such as E-mail or fax. 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.</p>	<p>Article 17</p> <p>Meetings of the Board of Directors shall be convened by the Chairman of the Board of Directors, except conditions regulated by the Company Law. Directors may be notified of the Board of Directors meeting via written notices such as E-mail or fax. 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.</p>	<p>To accommodate with Company's adoption of Audit Committee mechanism.</p>
<p>Article 19</p> <p><u>Supervisors shall have the following authority:</u></p> <ol style="list-style-type: none"> <li>1. <u>Audit account closings.</u></li> <li>2. <u>Oversee the Company's business performance and financial standing as well as request the Board of Directors or managerial officers to submit reports.</u></li> <li>3. <u>Convene the Shareholders' Meeting for the Company's interests when the Board of Directors fails or is unable to convene such meetings.</u></li> <li>4. <u>Exercise other Supervisory powers according to the law.</u></li> </ol>	<p>Article 19</p> <p><u>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".</u></p>	<p>To accommodate with Company's adoption of Audit Committee mechanism.</p>
<p>Article 23</p> <p>After the close of each fiscal year, in accordance with the Company Law, Article 228, <u>the reports</u></p>	<p>Article 23</p> <p>After the close of each fiscal year, in accordance with the Company Law, Article 228, <u>the following reports</u></p>	<p>To accommodate with Company's adoption of Audit Committee</p>

<p><u>listed in the left</u> shall be prepared by the Board of Directors, and <u>be audited by Supervisors 30 days prior to the annual general shareholders' meeting</u>, and be submitted to the shareholders' meeting for acceptance.</p> <ol style="list-style-type: none"> <li>1. Business Report.</li> <li>2. Financial Statements.</li> <li>3. Proposal Concerning Appropriation of Net Profits or Covering of Losses.</li> </ol>	<p>shall be prepared by the Board of Directors, and be submitted to the shareholders' meeting for acceptance.</p> <ol style="list-style-type: none"> <li>1. Business Report.</li> <li>2. Financial Statements.</li> <li>3. Proposal Concerning Appropriation of Net Profits or Covering of Losses.</li> </ol>	<p>mechanism.</p>
<p>Article 24 When allocating the net profits for each fiscal year, the following order shall be followed:</p> <ol style="list-style-type: none"> <li>1. Reserve for tax payments.</li> <li>2. Offset losses in previous years, if any.</li> <li>3. Legal reserve, which is 10% of leftover profits. However, this restriction does not apply in the event that the amount of the accumulated legal reserve equals or exceeds the Company's total capital stock.</li> <li>4. Allocation or reverse of special reserves as required by law or government authorities.</li> <li>5. Remuneration to Directors <u>and Supervisors</u>, at a maximum of 0.5% of remaining net profits after deducting item (1) to (4) stated in Article 24. The Remuneration to Directors <u>and Supervisors</u> shall be paid in cash.</li> </ol> <p>(omitted)</p>	<p>Article 24 When allocating the net profits for each fiscal year, distributions shall be allocated in the following order:</p> <ol style="list-style-type: none"> <li>1. Reserve for tax payments.</li> <li>2. Offset losses in previous years, if any.</li> <li>3. Legal reserve, which is 10% of leftover profits. However, this restriction does not apply in the event that the amount of the accumulated legal reserve equals or exceeds the Company's total capital stock.</li> <li>4. Allocation or reverse of special reserves as required by law or government authorities.</li> <li>5. Remuneration to Directors, at a maximum of 0.5% of remaining net profits after deducting item (1) to (4) stated in Article 24. The Remuneration to Directors shall be paid in cash.</li> </ol> <p>(omitted)</p>	<p>To accommodate with Company's adoption of Audit Committee mechanism.</p>
<p>Article 27 (omitted)</p>	<p>Article 27 (omitted) The sixteenth amendment was made on June 12, 2015.</p>	<p>To add the amendment date.</p>

**Attachment 6**

**Comparison Table Illustrating the Original and Amended Text of the “Procedures Governing the Acquisition or Disposition of Assets”**

Original version	Amended version	Reason
<p>Article IV: Operating Procedures I. Limits and levels of authorization The acquisition or disposal of the Company’s assets shall be handled in accordance with the following limits and procedures. (I)The acquisition or disposal of the Company’s assets set out in Paragraph 1, Article 2 shall be subject to approval by the chairman if it is long-term shareholding investment for business purpose, and shall be further subject to a decision resolved in the Board of Directors beforehand if the case exceeds NT\$300 million. Investment in long- and short-term securities other than aforementioned shall abide by the following operating procedures and amounts for its acquisition or disposal. (omitted)</p>	<p>Article IV: Operating Procedures I. Limits and levels of authorization The acquisition or disposal of the Company’s assets shall be handled in accordance with the following limits and procedures. (I)The acquisition or disposal of the Company’s assets set out in Paragraph 1, Article 2 shall be subject to approval by the chairman if it is long-term shareholding investment for business purpose, and shall be further subject to a decision resolved in <u>the Audit Committee</u> and the Board of Directors beforehand if the case exceeds NT\$300 million. Investment in long- and short-term securities other than aforementioned shall abide by the following operating procedures and amounts for its acquisition or disposal. (omitted)</p>	<p>To accommodate with Company’s adoption of Audit Committee mechanism.</p>
<p>Article IV: Operating Procedures II. With respect to the Company’s acquisition or disposal of assets that is subject to the approval of the Board of Directors under these Procedures or other laws or regulations, if a director expresses dissent and it is contained in the minutes or a written statement, the Company shall submit the director’s dissenting opinion to each <u>supervisor</u>. III. When a transaction involving the acquisition or disposal of assets is submitted for discussion by the Board of Directors pursuant to the preceding Paragraph, the Board of Directors shall take into full consideration each independent director’s opinions. If an independent director objects to or expresses reservations about any matter, it shall be recorded in the minutes of the Board of Directors meeting. IV. <u>Where an Audit Committee has been established</u>, any transaction involving major assets or derivatives shall be approved by more than half of all Audit Committee members and submitted to the Board of Directors for a resolution.</p>	<p>Article IV: Operating Procedures II. With respect to the Company’s acquisition or disposal of assets that is subject to the approval of the Board of Directors under these Procedures or other laws or regulations, if a director expresses dissent and it is contained in the minutes or a written statement, the Company shall submit the director’s dissenting opinion to each <u>member of the Audit Committee</u>. III. When a transaction involving the acquisition or disposal of assets is submitted for discussion by the Board of Directors pursuant to the preceding Paragraph, the Board of Directors shall take into full consideration each independent director’s opinions. If an independent director objects to or expresses reservations about any matter, it shall be recorded in the minutes of the Board of Directors meeting. IV. Any transaction involving major assets or derivatives shall be approved by more than half of all Audit Committee members and submitted to the Board of Directors for a resolution.</p>	<p>To accommodate with Company’s adoption of Audit Committee mechanism.</p>
<p>Article XII: Operating Procedures I. The Board of Directors authorizes the Chairman of the Board to enter into contracts for derivatives trading with financial institutions.</p>	<p>Article XII: Operating Procedures I. <u>Any major derivatives transaction shall be approved by more than half of all Audit Committee members and submitted to the Board of Directors, and shall be subject to mutatis mutandis application of Paragraphs 5 and 6 of Article 4.</u> The Board of Directors shall authorize the Chairman of the Board to enter into contracts for derivatives trading with financial institutions.</p>	<p>To accommodate with Company’s adoption of Audit Committee mechanism.</p>
<p>Article XIV: Internal Audit Systems The internal audit personnel shall periodically make a determination of the suitability of internal controls on derivatives and conduct a monthly audit of how faithfully derivatives trading by the trading department adheres to the procedures of engaging in derivatives trading, and prepare a report. The audit report shall be in consolidation with the annual internal audit performance report, declared to the securities regulatory authority in the prescribed format through the Internet no later</p>	<p>Article XIV: Internal Audit Systems The internal audit personnel shall periodically make a determination of the suitability of internal controls on derivatives and conduct a monthly audit of how faithfully derivatives trading by the trading department adheres to the procedures of engaging in derivatives trading, and prepare a report. The audit report shall be in consolidation with the annual internal audit performance report, declared to the securities regulatory authority in the prescribed format through the Internet no later than the last day</p>	<p>To accommodate with Company’s adoption of Audit Committee mechanism.</p>

<p>than the last day of February of the ensuing year. The performance of corrective action in response to the irregularities shall be reported to the securities regulatory authority no later than last day of May of the ensuing year. If any material violation is discovered, all <u>supervisors</u> shall be notified in writing.</p>	<p>of February of the ensuing year. The performance of corrective action in response to the irregularities shall be reported to the securities regulatory authority no later than last day of May of the ensuing year. If any material violation is discovered, the <u>Audit Committee</u> shall be notified in writing.</p>	
<p>Article XXI These Procedures and amendments hereof shall be put into enforcement after passing the Board of Directors, reviewed by <u>the supervisors</u> and resolved by the Shareholders' Meeting. If any director expresses dissent and it is contained in the minutes or a written statement, the Company shall submit the director's dissenting opinion to each <u>supervisor</u>.</p>	<p>Article XXI These Procedures and amendments hereof shall be put into enforcement after passing <u>the Audit Committee</u> and the Board of Directors and resolved by the Shareholders' Meeting. If any director expresses dissent and it is contained in the minutes or a written statement, the Company shall submit the director's dissenting opinion to each <u>member of the Audit Committee</u>.</p>	<p>To accommodate with Company's adoption of Audit Committee mechanism.</p>
<p>Article XXII When submitting these Procedures to the Board of Directors for discussion in accordance with the requirements of the preceding Article, the Board of Directors shall take into full consideration each independent director's opinions. Any objection or reservation expressed by an independent director should be recorded in the minutes of the Board of Directors meeting. <u>Where an Audit Committee has been established</u>, when the Procedures are adopted or amended they shall be approved by more than half of all Audit Committee members and submitted to the Board of Directors for a resolution. If approval of more than half of all Audit Committee members as required in the Paragraph 2 is not obtained, the Procedures may be implemented if approved by more than two-thirds of all directors, and the resolution of the Audit Committee shall be recorded in the minutes of the Board of Directors meeting. The terms "all Audit Committee members" in paragraph 2 and "all directors" in paragraph 3 shall be counted as the actual number of people currently holding those positions.</p>	<p>Article XXII When submitting these Procedures to the Board of Directors for discussion in accordance with the requirements of the preceding Article, the Board of Directors shall take into full consideration each independent director's opinions. Any objection or reservation expressed by an independent director should be recorded in the minutes of the Board of Directors meeting. When the Procedures are adopted or amended, they shall be approved by more than half of all Audit Committee members and submitted to the Board of Directors for a resolution. If approval of more than half of all Audit Committee members as required in the Paragraph 2 is not obtained, the Procedures may be implemented if approved by more than two-thirds of all directors, and the resolution of the Audit Committee shall be recorded in the minutes of the Board of Directors meeting. The terms "all Audit Committee members" in paragraph 2 and "all directors" in paragraph 3 shall be counted as the actual number of people currently holding those positions.</p>	<p>To accommodate with Company's adoption of Audit Committee mechanism.</p>
<p>Article XXIII : Where an Audit Committee has been established, the provisions regarding supervisors set out in Articles 4, 14, and 21, shall apply mutatis mutandis to the Audit Committee.</p>	<p>(deleted)</p>	<p>To accommodate with Company's adoption of Audit Committee mechanism.</p>

**Attachment 7**

**Comparison Table Illustrating the Original and Amended Text of the “Operating Procedures of Outward Loans to Others”**

Original version	Amended version	Reason
<p>Article VIII Any lending of the Company’s funds shall assess deliberatively whether it meets the requirement of relevant competent authorities’ regulations and the operation procedures set forth before the lending, combine the result of examination of Article V and Article VI, and submitted to the Board of Directors for its approval. No delegation of authority shall be made to any other person in this regard.</p> <p>Fund lending between the Company and its subsidiaries shall be approved by the Board of Directors of the Company as stipulated in the preceding paragraph, and the Board may authorize its Chairman to lend funds to a specific borrowing counterparty, within a certain monetary limit resolved by the Board and within a period not exceeding one year, in installments or to make a revolving credit line.</p>	<p>Article VIII Any lending of the Company’s funds shall assess deliberatively whether it meets the requirement of relevant competent authorities’ regulations and the operation procedures set forth before the lending, combine the result of examination of Article V and Article VI, and submitted to the Board of Directors for its approval. No delegation of authority shall be made to any other person in this regard. <u>The proposal of any lending of the Company’s funds shall be approved by half or more of all Audit Committee members before submitting to the Board of Directors for a resolution. If approval of half or more of all Audit Committee members is not obtained, the Procedures may be implemented if approved by two-thirds or more of all directors, and the resolution of the Audit Committee shall be recorded in the minutes of the Board of Directors meeting.</u></p> <p>Fund lending between the Company and its subsidiaries shall be approved by the Board of Directors of the Company as stipulated in the preceding paragraph, and the Board may authorize its Chairman to lend funds to a specific borrowing counterparty, within a certain monetary limit resolved by the Board and within a period not exceeding one year, in installments or to make a revolving credit line.</p>	<p>To accommodate with Company’s adoption of Audit Committee mechanism.</p>
<p>Article X When lending funds to other parties is contemplated by the Company’s subsidiary, the Company shall order the subsidiary to stipulate the operation procedures of fund lending, and submitted to the Board of Directors and/or the shareholders’ meeting of the Company for its approval, and follow the approved operation procedures.</p> <p>When fund lending to other parties is contemplated by the Company’s subsidiary, the subsidiary shall fill out a credit report and opinion and set the condition of lending, and then submit to the Board of Directors and/or the shareholders’ meeting of the subsidiary for its approval.</p> <p>When fund lending to other parties by subsidiaries, they shall disclose relevant information regularly for review by the Company.</p>	<p>Article X When lending funds to other parties is contemplated by the Company’s subsidiary, the Company shall order the subsidiary to stipulate the operation procedures of fund lending, and submitted to <u>the Audit Committee</u>/Board of Directors and/or the shareholders’ meeting of the Company for its approval, and follow the approved operation procedures.</p> <p>When fund lending to other parties is contemplated by the Company’s subsidiary, the subsidiary shall fill out a credit report and opinion and set the condition of lending, and then submit to <u>the Audit Committee</u>/Board of Directors and/or the shareholders’ meeting of the subsidiary for its approval.</p> <p>When fund lending to other parties by subsidiaries, they shall disclose relevant information regularly for review by the Company.</p>	<p>To accommodate with Company’s adoption of Audit Committee mechanism.</p>
<p>Article XII The Company’s internal auditors shall audit the Operating Procedures and applications thereof every quarter and prepare written records accordingly. They shall promptly notify <u>all the supervisors (or audit committee)</u> in writing of any material violation found.</p>	<p>Article XII The Company’s internal auditors shall audit the Operating Procedures and applications thereof every quarter and prepare written records accordingly. They shall promptly notify <u>all the members of the Audit Committee</u> in writing of any material violation found.</p>	<p>To accommodate with Company’s adoption of Audit Committee mechanism.</p>
<p>Article XIII Where borrower’s balance exceeds our policy limitation as a result of changes in condition, the Company shall draw up rectification plans, submit these plans to <u>all supervisors (or audit committee)</u>, and perform these plans by the time frames.</p>	<p>Article XIII Where borrower’s balance exceeds our policy limitation as a result of changes in condition, the Company shall draw up rectification plans, submit these plans to <u>all the members of the Audit Committee</u>, and perform these plans by the time frames.</p>	<p>To accommodate with Company’s adoption of Audit Committee mechanism.</p>
<p>Article XV The Operating Procedures shall, after being resolved by the Board of Directors, be referred to</p>	<p>Article XV The Operating Procedures shall, after being resolved <u>by half or more of all Audit Committee members and</u></p>	<p>To accommodate with Company’s adoption of Audit Committee</p>

<p>every supervisor (or audit committee) and submit to the shareholders' meeting for consent. The same shall be handled in case of amendment. If there are matters not mentioned herein, the Operating Procedures shall be processed according to the related legal regulations.</p>	<p>the Board of Directors, submit to the shareholders' meeting for consent. The same shall be handled in case of amendment. If there are matters not mentioned herein, the Operating Procedures shall be processed according to the related legal regulations.</p>	<p>mechanism.</p>
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**Attachment 8**

**Comparison Table Illustrating the Original and Amended Text of the "Operating Procedures of Endorsement/Guarantee"**

Original version	Amended version	Reason
<p>Article IV:                      II. The Company shall not render endorsement/guarantee until the matter is agreed upon and resolved by the board of directors. The board of directors may delegate the chairman to facilitate execution within the pre-determined limited credit, NT\$300,000,000. Such endorsement/guarantee shall be ratified by the board of directors <u>and then submit to the shareholders' meeting for acknowledgement retrospectively.</u></p> <p>III. In the event that the above limits have to be exceeded to accommodate business needs, the Company must obtain consent from the board of directors, and, in addition, over half of all directors must jointly endorse the potential loss that may be brought about by such an excess of limits. The board of directors shall also revise the Procedures and have it ratified at the Shareholders' Meeting. If the revised Procedures are not ratified at the Shareholders' Meeting, the board of directors shall furnish a plan containing a timetable to withdraw the excess portion.</p> <p>IV. In the event that, due to changes of circumstances, the party to whom the Company provided endorsement/guarantee no longer satisfies the criteria set forth in Article II herein, or the amount of endorsement/guarantee exceeds the limits due to changes of basis on which the amounts of limits are calculated, a corrective plan shall be provided to modify the total amount or the amount over the limitation of endorsement/guarantee, and withdraw these portions within the duration of contract or the specific period. The proposed corrective actions shall be submitted to <u>all supervisors</u> and implemented within specified timeframe.</p>	<p>Article IV:                      II. The Company shall not render endorsement/guarantee until the matter is agreed upon and resolved by the board of directors. The board of directors may delegate the chairman to facilitate execution within the pre-determined limited credit, NT\$300,000,000. Such endorsement/guarantee shall be ratified by the board of directors.  <u>When, in accordance with relevant rules and regulations, endorsement/guarantee transaction is required to submit to the Board of Directors for resolution, such case shall be approved by half or more of all Audit Committee members before submitting to the Board of Directors for a resolution. If approval of half or more of all Audit Committee members is not obtained, the Procedures may be implemented if approved by two-thirds or more of all directors, and the resolution of the Audit Committee shall be recorded in the minutes of the Board of Directors meeting.</u></p> <p>III. In the event that the above limits have to be exceeded to accommodate business needs, the Company must obtain consent from <u>the Audit Committee</u> and the board of directors, and, in addition, half or more of all directors must jointly endorse the potential loss that may be brought about by such an excess of limits. The board of directors shall also revise the Procedures and have it ratified at the Shareholders' Meeting. If the revised Procedures are not ratified at the Shareholders' Meeting, the board of directors shall furnish a plan containing a timetable to withdraw the excess portion.</p> <p>IV. In the event that, due to changes of circumstances, the party to whom the Company provided endorsement/guarantee no longer satisfies the criteria set forth in Article II herein, or the amount of endorsement/guarantee exceeds the limits due to changes of basis on which the amounts of limits are calculated, a corrective plan shall be provided to modify the total amount or the amount over the limitation of endorsement/guarantee, and withdraw these portions within the duration of contract or the specific period. The proposed corrective actions shall be submitted to all <u>Audit Committee members</u> and implemented within the specified timeframe.</p>	<p>To accommodate with Company's adoption of Audit Committee mechanism.</p>
<p>Article X:                      Other matters and concerns:                      I. The Company's internal auditors shall audit the Operating Procedures of Endorsements/Guarantees for Others and the implementation thereof no less frequently than quarterly and prepare written records accordingly. They shall promptly notify all <u>supervisors</u> in writing of any material violation found.                      II. In the event that the Company's executive officers or related personnel violate the Regulations Governing Loaning of Funds and Endorsements/ Guarantees by Public Companies and these Operating Procedures of the Company, and, as a result, jeopardizes the Company's equity, the Company shall impose penalty or adjust their</p>	<p>Article X:                      Other matters and concerns:                      I. The Company's internal auditors shall audit the Operating Procedures of Endorsements/Guarantees for Others and the implementation thereof no less frequently than quarterly and prepare written records accordingly. They shall promptly notify all <u>Audit Committee members</u> in writing of any material violation found.                      II. In the event that the Company's executive officers or related personnel violate the Regulations Governing Loaning of Funds and Endorsements/ Guarantees by Public Companies and these Operating Procedures of the Company, and, as a result, jeopardizes the Company's equity, the Company shall</p>	<p>To accommodate with Company's adoption of Audit Committee mechanism.</p>

<p>positions in accordance with the provisions concerned.</p> <p>III. These Operating Procedures shall, after being resolved in the Board of Directors, be referred to <u>supervisors</u> and submit to the Shareholders' Meeting for consent. <u>In the event that a director objects as entered into the minutes or with written declaration, the Company shall refer the objection to the supervisors and shall submit the objection along with supporting documents to the shareholders' meeting for discussion.</u> The same shall be handled in case of amendment.</p>	<p>impose penalty or adjust their positions in accordance with the provisions concerned.</p> <p>III. These Operating Procedures shall, after <u>being approved by the Audit Committee</u> and being resolved in the Board of Directors, be submitted to the Shareholders' Meeting for consent. The same shall be handled in case of amendment.</p>	
<p>Article XI: These Procedures were passed in the Shareholders' Regular Meeting of June 21, 1999. First Update in Shareholders' Regular Meeting of May 16, 2003. Second Update in Shareholders' Regular Meeting of June 10, 2009. Third Update in Shareholders' Regular Meeting of June 15, 2011. Fourth Update in Shareholders' Regular Meeting of June 21, 2013.</p>	<p>Article XI: These Procedures were passed in the Shareholders' Regular Meeting of June 21, 1999. First Update in Shareholders' Regular Meeting of May 16, 2003. Second Update in Shareholders' Regular Meeting of June 10, 2009. Third Update in Shareholders' Regular Meeting of June 15, 2011. Fourth Update in Shareholders' Regular Meeting of June 21, 2013. <u>Fifth Update in Shareholders' Regular Meeting of June 12, 2015.</u></p>	<p>To add the amendment date.</p>



## Attachment 9

# Comparison Table Illustrating the Original and Amended Text of the "Rules for Election of Directors and Supervisors"

Original version	Amended version	Reason
Rules for Election of Directors <u>and Supervisors</u>	Rules for Election of Directors	To accommodate with Company's adoption of Audit Committee mechanism.
Article 1 Unless otherwise provided in the Company Law or the Articles of Incorporation of this Company, the Directors <u>and Supervisors</u> of this Company shall be elected in accordance with the rules specified herein.	Article 1 Unless otherwise provided in the Company Law or the Articles of Incorporation of this Company, the Directors of this Company shall be elected in accordance with the rules specified herein.	To accommodate with Company's adoption of Audit Committee mechanism.
Article 2 Election of Directors <u>and Supervisors</u> of this Company shall be held at the shareholders' meeting. <u>The Board of Directors</u> shall prepare and distinguish ballots for Directors <u>and Supervisors</u> , and note the number of voting rights.	Article 2 Election of Directors of this Company shall be held at the shareholders' meeting. <u>The Company</u> shall prepare ballots for Directors, and note the number of voting rights.	To accommodate with Company's adoption of Audit Committee mechanism.
Article 3 The election of the Company's Directors <u>and Supervisors</u> shall be conducted in accordance with Article 192-1 of the Company Act, under the system of nomination of candidates.	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.	To accommodate with Company's adoption of Audit Committee mechanism.
Article 4 In the election of Directors <u>and Supervisors</u> of this 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 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 4 In the election of Directors of this 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 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.	To accommodate with Company's adoption of Audit Committee mechanism.
Article 5 <u>If the Company establishes an Audit Committee, no Supervisors shall be elected. Procedures for electing Supervisors shall not be applied.</u>	Article 5 <u>The qualification and election of Independent Directors should be made in accordance with relevant rules and regulations issued by authorities.</u>	To accommodate with Company's adoption of Audit Committee mechanism.
Article 6 In the election of Directors, Independent Directors <u>and Supervisors</u> of this Company, based on the voting rights for the number of seats set forth in the Articles of Incorporation, candidates who acquire more votes, based on the number of votes received, should win the seats of Directors or Supervisors. If two or more persons 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. <u>If a shareholder is elected as Director and Supervisor at the same time, the person shall decide whether he/she will take the seat of Director or Supervisor, and the vacancy shall be filled by the candidate who wins the closest number of votes.</u>	Article 6 In the election of Directors, Independent Directors of this Company, based on the voting rights for the number of seats set forth in the Articles of Incorporation, candidates who acquire more votes, based on the number of votes received, should win the seats of Directors or Supervisors. If two or more persons 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.	To accommodate with Company's adoption of Audit Committee mechanism.
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's <u>Board of Directors</u> ;	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;	To accommodate with Company's adoption of Audit Committee mechanism.

<p>(3) Blank ballots not completed by the voter;</p> <p>(4) The "candidate" column was not filled in properly as specified in Article 9 of this Rule.</p> <p>(5) If the candidate's name or shareholder's number is inconsistent with the shareholders' register;</p> <p>(6) If the candidate's name or ID number of the candidate filled in the ballot is incorrect;</p> <p>(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;</p> <p>(8) Illegible writing;</p> <p>(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;</p> <p>(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;</p> <p>(11) The number of candidates filled in the ballot exceeding the number of the seats to be elected;</p> <p>(12) The total votes cast by the voter exceeding the total voting rights of such voter.</p>	<p>(4) The "candidate" column was not filled in properly as specified in Article 9 of this Rule.</p> <p>(5) <u>If the candidate is a shareholder of this Company</u>, the name or shareholder's number of the candidate filled in the ballot inconsistent with the shareholders' register;</p> <p>(6) <u>If the candidate is not a shareholder of this Company</u>, the name or ID number of the candidate filled in the ballot is incorrect;</p> <p>(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;</p> <p>(8) Illegible writing;</p> <p>(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;</p> <p>(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;</p> <p>(11) The number of candidates filled in the ballot exceeding the number of the seats to be elected;</p> <p>(12) The total votes cast by the voter exceeding the total voting rights of such voter.</p>	
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**Attachment 10****List of Director Candidates**

<b>Name</b>	<b>Shareholdings (Note 1)</b>	<b>Education Recognitions</b>	<b>Major Previous Positions</b>	<b>Current Positions</b>
Ming-Kai Tsai	41,006,187 shares	- Master, Electrical Engineering, University of Cincinnati, USA	- President, the 2nd Business Group, UMC	- Chairman and CEO, MediaTek, Inc. - Chairman, Andes Technology Corporation - Chairman, JMicro Technology Corporation
Ching-Jiang Hsieh	4,004,921 shares	- Master, Electrical Engineering, National Taiwan University	- Engineer, Multimedia R&D Team, UMC	- Director and President, MediaTek, Inc.
Cheng-Yaw Sun	29,244 shares	- B.S., Computer Science, Chung Yuan Christian University of Taiwan.	- Managing Director, HP China - Chairman, ALi Corporation - Chairman, HiSoft Technology International Limited - CEO, ATA Inc.	- Director, MediaTek, Inc.
Kenneth Kin	-	- Ph.D., Nuclear Engineering and Applied Physics, Columbia University, USA.	- Senior Vice President, Worldwide Sales & Services, TSMC	- Director, MediaTek, Inc. - Independent Director, eMemory Technology Inc. - Independent Director, AzureWave Technologies, Inc. - Independent Director, Vanguard International Semiconductor Corporation - Independent Director, Hermes Microvision, Inc. - Vice Dean, College of Technology Management, National Tsing Hua University

Note 1: As of April 14, 2015

## List of Independent Director Candidates

Name	Shareholdings (Note 1)	Education Recognitions	Major Previous Positions	Current Positions
Chung-Yu Wu	-	<ul style="list-style-type: none"> <li>- Ph.D., Electronics Engineering, National Chiao Tung University.</li> <li>- Visiting Senior Researcher, EECS, University of California, Berkeley</li> </ul>	<ul style="list-style-type: none"> <li>- President, National Chiao Tung University</li> <li>- Program Director, National Program on Silicon-On-Chip (NSOC)</li> <li>- Dean, College of Electrical and Computer Engineering, National Chiao Tung University</li> <li>- Director, Division of Engineering and Applied Science, National Science Council</li> </ul>	<ul style="list-style-type: none"> <li>- Independent Director, MediaTek, Inc.</li> <li>- Independent Director, Global Unichip Corp.</li> <li>- Independent Director, Leadtrend Technology Corp.</li> <li>- Independent Director, Amazing Microelectronic Corp.</li> <li>- Chair Professor, National Chiao Tung University</li> <li>- Director, Biomedical Electronics Translational Research Center</li> </ul>
Peng-Heng Chang	-	<ul style="list-style-type: none"> <li>- Ph.D., Materials Engineering, Purdue University, IN, USA.</li> </ul>	<ul style="list-style-type: none"> <li>- VP, Human Resources, TSMC</li> </ul>	<ul style="list-style-type: none"> <li>- Independent Director, MediaTek, Inc.</li> <li>- President and CEO, Motech Industries, Inc.</li> </ul>
Tain-Jy Chen	-	<ul style="list-style-type: none"> <li>- Ph.D. in Economics, The Pennsylvania State University, University Park, U.S.A.</li> </ul>	<ul style="list-style-type: none"> <li>- Minister, Council for Economic Planning and Development, Executive Yuan</li> <li>- President, Chung-Hua Institution for Economic Research</li> </ul>	<ul style="list-style-type: none"> <li>- Professor, Department of Economics, National Taiwan University</li> <li>- Independent Director, TECO Electric &amp; Machinery Co., Ltd.</li> <li>- Independent Director, Chunghwa Telecom</li> <li>- Independent Director, AU Optronics Corp.</li> </ul>

Note 1: As of April 14, 2015