

MEDIATEK INC.

**2006 ANNUAL GENERAL SHAREHOLDERS'
MEETING**

MEETING AGENDA (TRANSLATION)

June 21, 2006

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MediaTek Inc.

2006 Annual General Shareholders' Meeting Procedure

- I. Call Meeting to Order
- II. Chairman's Address
- III. Report Items
- IV. Acknowledgement
- V. Proposed Resolutions and Election
- VI. Other Business and Special Motion
- VII. Meeting Adjourned

MediaTek Inc.

2006 Annual General Shareholders' Meeting Agenda

Time: 9:00 a.m., June 21, 2006

Place: The Labor Recreational Center Auditorium
2 Hsin-an Road, Science-based Industrial Park
Hsinchu, Taiwan, R.O.C.

Agenda:

- I. Call Meeting to Order
- II. Chairman's Address
- III. Report Items
 - (I) 2005 Business Report
 - (II) Supervisors' report
- IV. Acknowledgement:
 - (I) To accept 2005 Business Report and Financial Statements
 - (II) To approve the proposal for distribution of 2005 profits
- V. Proposed Resolutions and Election:
 - (I) To approve capitalization of 2005 shareholders' dividend, employees' profit sharing, and capital augment
 - (II) To approve amendment of Articles of Incorporation
 - (III) To approve amendment of Procedures for Acquisition or Disposition of Assets
 - (IV) To elect the 4th Board of Directors and Supervisors
 - (V) To approve lifting of competition ban on newly elected Directors
- VI. Other Business and Special Motion
- VII. Meeting Adjourned

Report Items

Report Item I

Proposed by the Board of Directors

Subject: MediaTek's 2005 Business Report. Please resolve your decision.

Descriptions: For MediaTek's 2005 Business Report, please refer to Page 11; Attachment I.

Report Item II

Proposed by the Board of Directors

Subject: The Supervisors have duly reviewed MediaTek's 2005 Business Report, Financial Statements and earnings allocation. Please resolve your decision.

Descriptions: For Supervisors' Report, please refer to Page 12; Attachment II.

Acknowledgement

Acknowledgement Item I

Proposed by the Board of Directors

Subject: MediaTek's 2005 Business Report and Financial Statements are herewith submitted. Your acknowledgement shall be appreciated.

Descriptions: (I) MediaTek's 2005 Financial Statements, including Balance Sheets, Statements of Income, Statements of Changes in Shareholders' Equity, Statements of Cash Flows, were duly audited and certified by independent auditors Hui-hsin Yeh and Ting-ming Chang of Diwan Ernst & Young. The report duly issued by the independent auditors has been approved at the 37th meeting of the 3rd Board of Directors.

(II) For 2005 independent auditors' report, Business Report and the aforementioned Financial Statements, please refer to Pages 11-17; from Attachment I to Attachment VII.

Decision resolved:

Acknowledgement Item II

Proposed by the Board of Directors

Subject: The distribution of MediaTek's 2005 profits is herewith submitted. Your acknowledgement shall be appreciated.

Descriptions: (I) The distribution of MediaTek's 2005 profits was adopted at the 38th meeting of the 3rd Board of Directors.

(II) MediaTek's 2005 profit allocation proposal is as below:

Expressed in NT Dollars		
Descriptions	Amount	Remarks
Net profit of 2005	\$18,273,633,650	
Less: 10% Legal reserve	1,827,363,365	
Less: Special reserve	0	
2005 Earnings Available for Distribution	<u>16,446,270,285</u>	
Plus: Unappropriated retained earnings of previous years	19,719,824,876	
Earnings Available for Distribution as of December 31, 2005	<u>36,166,095,161</u>	
Distribution Items:		
1. Remuneration to Directors and Supervisors	49,338,811	0.3% of 2005 Earnings Available for Distribution
2. Dividend to common shareholders	10,368,606,960	Total NT\$12 dividend per share, including stock dividend of NT\$ 1 per share and cash dividend of NT\$11 per share
3. Employees' profit sharing	<u>1,152,067,440</u>	15.5% in stock and 84.5% in cash
Total Distribution	<u>11,570,013,211</u>	
Unappropriated Earnings	\$24,596,081,950	

- *: 1. MediaTek's retained earnings capitalization is rounded to the nearest number of ten New Taiwan Dollars.
 2. For dividend distribution, the Board of Directors is authorized to determine the date of ex-right and ex-dividend as well as the date of cash dividend distribution.
 3. In case of repurchase or disposal of MediaTek's shares in the future which would affect the number of outstanding shares and lead to a change in share distribution rate to shareholders, it is proposed that the

shareholders' meeting authorize the Board of Directors with full powers to act accordingly.

4. Stock employee's profit sharing numbers 17,857,045 shares and is priced at NT\$6,426,929,066 as calculated at the NT\$359.91 closing price averaged in December 2005. After the cash employee's profit sharing of NT\$973,496,990 is added, the total comes to NT\$7,400,426,056, within the limit set forth in law.

Decision resolved:

Proposed Resolutions and Election

Proposed Item I

Proposed by the Board of Directors

Subject: To procure R&D equipment and intangible assets, expand plant buildings and investments, it is proposed that NT\$1,042,621,030 be allocated from 2005 Earnings Available for Distribution and converted into MediaTek's paid-in capital . Please resolve your decisions.

Descriptions: (I) To procure R&D equipment and intangible assets, expand plant buildings and investments, it is proposed that MediaTek's paid-in capital be increased by capitalizing the stock dividends to common shareholders of NT\$864,050,580 and employees' profit sharing (in stock) of NT\$178,570,450 allocated from 2005 Earnings Available for Distribution. The total amount of paid-in capital increase shall be NT\$1,042,621,030.

(II) The paid-in capital after earnings capitalization will be as the following:

Paid-in capital before capital increase	864,050,580 shares	NT\$10 per value	NT\$ 8,640,505,800
2005 capitalized shareholders stock dividend	86,405,058 shares	NT\$10 per value	NT\$ 864,050,580
2005 capitalized employees' profit sharing (in stock)	17,857,045 shares	NT\$10 per value	NT\$ 178,570,450
Subtotal	104,262,103 shares	NT\$10 per value	NT\$ 1,042,621,030
Paid-in capital after capital increase	968,312,683 shares	NT\$10 per value	NT\$ 9,683,126,830

(III) The total number of shares of paid-in capital increase shall be 104,262,103 shares at par value of NT\$10 per share, all in common shares. For distribution allocated from 2005 Earnings Available for Distribution, each common shareholder will be entitled by receive a stock dividend of 100 shares for each 1,000 shares held by such shareholders. If the stock dividends include any fractional shares which are less than one full share, the shareholders concerned may arrange for pooling together their fractional shares to form one full share and register the same within 5 days after the record date. Beyond such time limit, the distribution will be made in the form of cash rounded to the nearest dollar amount at par value. Such fractional shares will be purchased by persons arranged by the Chairman as authorized by the Broad of Directors of MediaTek.

(IV) The shareholders' rights and obligations are the same as those of the existing shares.

(V) If the capital augment proposal should be changed in line with practical requirements or as instructed by the authorities of the government, the Board of Directors is authorized to act as necessary.

(VI) The Board of Directors is authorized to determine the ex-right date of new share allocation after being approved by the competent authorities of the government.

(VII) The Board of Directors is authorized to determine usage of the earnings being capitalized.

(VIII)The Board of Directors is authorized to determine the dividend payout ratio in case of future repurchase or disposal of MediaTek's shares which could affect the number of outstanding shares and change on the dividend payout

ratio to shareholders.

Decision resolved:

Proposed Item II

Proposed by the Board of Directors

Subject: It is proposed that MediaTek's Articles of Incorporation be updated. Please resolve your decisions.

Descriptions: (I) For profits distribution and operational needs, it is proposed Articles of Incorporation be duly updated, as approved at the 38th meeting of the 3rd Board of Directors.
(II) For comparison table of the Articles of Incorporation Before and After Amendment, please refer to Page 18-21, Attachment VIII.

Decision resolved:

Proposed Item III

Proposed by the Board of Directors

Subject: It is proposed that MediaTek's Procedures for Acquisition or Disposition of Assets be updated. Please resolve your decisions.

Descriptions: (I) For operational needs, it is proposed that the relevant clauses of MediaTek's Procedures for Acquisition or Disposition of Assets be amended as approved at the 38th meeting of the 3rd Board of Directors.
(II) The comparison table of Procedures for Acquisition or Disposition of Assets Before and After Amendment is provided on Page 22, Attachment IX.

Decision resolved:

Proposed Item IV

Proposed by the Board of Directors

Subject: It is proposed MediaTek's 4th Board of Directors and Supervisors be elected. Please resolve your decisions.

Descriptions: (I) The tenure of MediaTek's 3rd Board of Directors and Supervisors expired on May 15, 2006. The Directors and Supervisors are to be reelected in the 2006 Annual General Shareholders' Meeting, including 5 Directors and 3 Supervisors.
(II) The tenure of newly elected Directors and Supervisors shall commence on June 21, 2006 and shall expire on June 20, 2009.
(III) Candidates to be elected for the 4th Board of Directors and Supervisors are nominated but not restricted to the individuals as listed below. Nomination of other candidates is at discretionary choice of shareholders at the Annual General Shareholders' Meeting.
1. Directors:
(1) Ming-kai Tsai
(2) Jyh-er Cho
(3) Ching-jiang Hsieh
(4) National Taiwan University
Statutory representative: Ming-je Tang
(5) National Chiao Tung University
Statutory representative: Chung-yu Wu
2. Supervisors
(1) National Tsing Hua University
Statutory representative: Chung-lang Liu
(2) National Cheng Kung University

Statutory representative: Yan-kuin Su
(3) MediaTek Capital Corp.

Statutory representative: Paul Wang
(IV) The efforts for the election shall be appreciated.

Decision resolved:

Proposed Item V

Proposed by the Board of Directors

Subject: It is proposed MediaTek's competition ban on newly elected Directors under Article 209 of the Company Law be lifted. Please resolve your decisions.

Descriptions: (I) As in Article 209 of the Company Law, "A Director who does anything for himself or on behalf of another person that is within the scope of the company's business, shall explain to the shareholders' meeting the essential contents of such an act and obtain its approval."
(II) In the case that MediaTek's newly elected Director invests or engages in a company which shares same or similar business lines of MediaTek and serves as its Director, it is proposed that shareholders' meeting agree to lift the competition ban on such Director or its representative.

Decision resolved:

Attachments

I.	2005 Business Report	12
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IX.	Procedures for Acquisition or Disposition of Assets Before and After Amendment in Comparison.....	25

Attachment I

2005 Business Report

The IC design industry still underwent tough challenges over the past year. Amidst the numerous competitors at home and abroad, a variety of new products emerged continuously, keen competition, and shortened product life cycle, chipset prices are under constant pressure to cope with the volatile environments. Notwithstanding such rigorous business climate, MediaTek still accomplished remarkable performance in the year and hit new all-time-highs in both sales revenue and profitability, as substantial fruit for the efforts in deployment of products and R&D. All such operational results must be attributable to the great teamwork by our entire staff.

MediaTek accomplished historical record highs in both sales revenue and profitability in fiscal year 2005. It attained NT\$46,491 million net revenue, growing by 16.07% over last year, NT\$18,274 million after-tax profit, up by 27.58% over the past year, and EPS of NT\$21.31, growing by 27.83% over last year. Among all of MediaTek's products, the optical storage and DVD player related products maintained stable profitability. More importantly, wireless cell phone chips made great breakthrough in the world markets, especially in global emerging countries. Besides offering premium multimedia handset chipsets, MediaTek virtually helped customers to shorten their process to launch new products by means of supporting customers highly integrated multimedia communications software. MediaTek is the optimal provider of total system solution and the pioneer to lead Taiwan into wireless cell phone semiconductor industry.

Looking into the upcoming year, on the established technology and product base, MediaTek will further broaden and sharpen the products and technology. MediaTek is in possession and application of more than two thousand patents. It has also extended product lines from optical storage and digital consumer products to further cover wireless communications and digital television products. Our long-term vision is to continually provide the optimal IC products and services by means of incessant innovation to satisfy the consumers' potential needs for entertainment and information. It is our earnest hope that through fulfillment of such vision, we would strive to maximize profits for our cherished shareholders. Thank you all, ladies and gentlemen, our shareholders, once more for your persistent and valuable support and advice to MediaTek.

Attachment II

MediaTek Inc.

Supervisors' Report

The Financial Statements of MediaTek Inc. in fiscal year 2005 have been duly audited by Diwan 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. 2006 Annual General Shareholders' Meeting

MediaTek Inc.

Supervisor: Paul Wang (Century Venture Capital Co., Ltd., representative)

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

May 8, 2006

Appendix III

MediaTek Inc.

Independent Auditors' Report

We have examined the accompanying Balance Sheets of MediaTek Inc. as of December 31, 2005 and December 31, 2004, and Statements of Income, Change in Shareholders' Equity and Statement of Cash flows for the period beginning January 1, 2005 until December 31, 2005 as well as the period beginning January 1, 2004 until December 31, 2004. The management of the Company is responsible for preparing the aforementioned Financial Statements while we are responsible for offering opinions on the aforementioned Financial Statements.

We conducted our audits in accordance with the Rules Governing the Audit of Financial Statements by Certified Public Accountants, and auditing standards generally accepted in the Republic of China. Those rules and standards require that we plan and perform the audit to obtain reasonable assurance about whether the Financial Statements are free of material misstatement. Our auditing includes random sampling of the amounts shown on the Financial Statements, the disclosed evidence to evaluate the accounting principles, and major accounting estimation adopted by the management in preparing for the Financial Statements, in order to evaluate the overall expression of Financial Statements. We believe such auditing would provide reasonable grounds on the opinions provided.

In our opinions, the Financial Statements referred to above are in accordance with the Regulations Governing Securities Issuers' Financial Statements and accounting principles generally accepted in the Republic of China. They present fairly the financial position of MediaTek Inc. as of December 31, 2005 and 2004, the results of its operation and cash flows for the periods starting from January 1 until December 31, 2005 and from January 1 until December 31, 2004.

MediaTek Inc. has duly worked out the consolidated Financial Statements of 2005 and 2004 for which we have duly issued the Audit Report with unreserved opinions for reference.

To:
MediaTek Inc.

Diwan Ernst & Young
Financial Statements of Public Companies Approved by
the Securities and Futures Bureau, Executive Yuan
Audit Certification Code:
(90) -Tai-Tsai-Cheng-(VI)- 100690
(91) -Tai-Tsai-Cheng-(VI)- 144183

Hui-hsin Yeh, CPA
Ting-ming Chang, CPA

February 6, 2006

Attachment IV

MEDIATEK INC.. BALANCE SHEETS

As of December 31, 2005 and 2004 (Amounts in thousand New Taiwan Dollars)

ASSETS	Notes	2005	2004	LIABILITIES AND SHAREHOLDERS' EQUITIES	Notes	2005	2004
Current assets				Current liabilities			
Cash and cash equivalents	2, 4(1)	\$31,405,861	\$22,770,147	Accounts payable		\$ 2,819,030	\$1,618,663
Short-term investments(net)	2, 4(2)	1,189,778	869,901	Payables to related parties	5	2,138,331	1,003,112
Accounts receivable(net)	2, 4(3)	3,987,387	3,479,147	Income tax payable	2, 4(17)	909,647	559,410
Receivables from related parties(net)	5	47,345	9,432	Accrued expenses	7	3,452,174	1,393,070
Other receivables	4(4),10(1)	311,262	270,334	Payables to equipment suppliers		316,185	140,660
Inventories(net)	2, 4(5)	3,235,893	3,251,668	Long-term debts-current portion	4(8)	-	10,643
Prepayments and other current assets		275,329	563,942	Other current liabilities		<u>282,122</u>	<u>111,610</u>
Deferred income tax assets-current(net)	2, 4(17)	159,691	155,953	Total current liabilities		<u>9,917,489</u>	<u>4,837,168</u>
Restricted deposits-current	6	<u>24,000</u>	<u>81,770</u>				
Total current assets		<u>40,636,546</u>	<u>31,452,294</u>				
Long-term investments	2, 4(6)			Other liabilities			
Long-term equity investments				Accrued pension liabilities	2, 4(9)	<u>57,516</u>	<u>74,064</u>
Accounted for under equity method		13,372,476	11,969,352	Total liabilities		<u>9,975,005</u>	<u>4,911,232</u>
Accounted for under cost method		1,015,000	15,000				
Long-term bond investments		-	<u>67,576</u>				
Total long-term investments		<u>14,387,476</u>	<u>12,051,928</u>				
Property, plant and equipment	2, 4(7),5			Shareholders' equities			
Buildings and facilities		742,135	739,276	Capital			
Machinery and equipment		116,374	60,388	Common stock	4(10)	8,640,506	7,693,359
Research and development equipment		716,238	607,151	Capital reserve			
Miscellaneous equipment		<u>52,960</u>	<u>41,183</u>	Additional paid-in capital	4(12)	69,689	69,689
Total cost		1,627,707	1,447,998				

Less : Accumulated depreciation		(514,296)	(384,618)	Treasury stock transaction	4(12)	145,472	84,975
Add : Construction in progress		2,711,279	943,865	Donated assets	4(12)	1,260	1,260
Prepayments for equipment		<u>17,006</u>	<u>19,454</u>	Long-term investment transaction	4(12)	<u>47,115</u>	=
Property, plant and equipment(net)		<u>3,841,696</u>	<u>2,026,699</u>	Total capital reserve		<u>263,536</u>	<u>155,924</u>
Intangible assets	2			Retained earnings			
Software		287,753	213,108	Legal reserve	4(11)	5,579,822	4,147,524
Patents and IPs	5	2,205,979	1,078,429	Special reserve	4(13)	714,649	49,071
Prepayments for patents and technical rights	5	=	<u>105,711</u>	Undistributed earnings	4(13)	37,993,458	31,363,021
Total intangible assets		<u>2,493,732</u>	<u>1,397,248</u>	Other			
Other assets				Cumulative translation adjustments	2	(391,751)	(714,649)
Refundable deposits		72,707	8,385	Treasury stock-cost	2, 4(14)	<u>(55,970)</u>	<u>(55,970)</u>
Deferred income tax assets-noncurrent(net)	2.4(17)	<u>1,287,098</u>	<u>612,958</u>	Total shareholders' equities		<u>52,744,250</u>	<u>42,638,280</u>
Total other assets		<u>1,359,805</u>	<u>621,343</u>				
Total assets		<u>\$719,255</u>	<u>\$47,549,512</u>	Total liabilities and shareholders' equities		<u>\$2,719,255</u>	<u>\$47,549,512</u>

The accompanying notes are an integral part to these Financial Statements.

Attachment V

MEDIATEK INC. STATEMENTS OF INCOME

For the years ended December 31, 2005 and 2004

(Amounts in thousand New Taiwan Dollars, except earnings per share)

	Notes	2005	2004
Gross sales	2, 4(15), 5	\$48,382,445	\$41,885,020
Less : Sales returns and discounts		(1,891,236)	(1,830,718)
Net sales		46,491,209	40,054,302
Cost of goods sold	4(16)	(21,107,425)	(20,438,854)
Gross profits		25,383,784	19,615,448
Operating expenses	2, 4(16),5,7,9		
Selling expenses		(734,129)	(434,436)
Administration expenses		(1,157,206)	(911,354)
Research and development expenses		(6,237,838)	(3,518,067)
Total operating expenses		(8,129,173)	(4,863,857)
Operating income		17,254,611	14,751,591
Non-operating income			
Interest income		411,532	191,866
Gain on equity investments	2,4(6)	78,114	-
Gain on disposal of short-term investments	2	23,515	18,983
Bad debt loss provision (reversal)	2	-	21,804
Reversal of inventory loss provision	2,4(5)	239,671	-
Reversal of accrued license fee	7(2)	419,056	-
Others		9,717	11,978
Total non-operating income		1,181,605	244,631
Non-operating expenses			
Net loss from equity investments	2, 4(6)	-	(127,845)
Foreign exchange loss(net)	2, 10	(37,321)	(116,962)
Inventory loss provision	2, 4(5)	-	(409,050)
Others		(36)	(1,088)
Total non-operating expenses		(37,357)	(654,945)
Income before income tax		18,398,859	14,341,277
Income tax expense	2, 4(17)	(125,226)	(18,292)
Net income		<u>\$18,273,633</u>	<u>\$14,322,985</u>
Earnings Per Share (in New Taiwan dollars)	2, 4(18)		
Income before income tax		<u>\$21.46</u>	<u>\$16.69</u>
Net income		<u>\$21.31</u>	<u>\$16.67</u>
Pro-forma data: (Assuming that the Company's shares owned by its subsidiary were not treated as treasury stock)	2, 4(18)		
Earnings Per Share (in New Taiwan dollars)			
Income before income tax		<u>\$21.36</u>	<u>\$16.62</u>
Net income		<u>\$21.22</u>	<u>\$16.59</u>

The accompanying notes are an integral part to these Financial Statements.

Attachment VI

MEDIATEK INC. STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

For the years ended December 31, 2005 and 2004 (Amounts in thousand New Taiwan Dollars)

	Common stock	Capital reserve	Legal reserve	Special reserve	Undistributed earnings	Cumulative translation adjustments	Treasury stock	Total
Balance as of January 1, 2004	\$6,415,473	\$115,906	\$2,495,315	\$ -	\$27,113,421	\$ (49,071)	\$ (55,970)	\$36,035,074
Appropriation and distribution of 2003 earnings:								
Legal reserve	-	-	1,652,209	-	(1,652,209)	-	-	-
Special reserve	-	-	-	49,071	(49,071)	-	-	-
Directors' and Supervisors' remuneration	-	-	-	-	(44,462)	-	-	(44,462)
Capitalization of employees' profit sharing	157,471	-	-	-	(816,711)	-	-	(659,240)
Stock dividends	1,154,785	-	-	-	(6,607,937)	-	-	(5,453,152)
Purchase of treasury stock	-	-	-	-	-	-	(935,705)	(935,705)
Cancellation of treasury stock	(34,370)	(311)	-	-	(901,024)	-	935,705	-
Net income for the year ended December 31, 2004	-	-	-	-	14,322,985	-	-	14,322,985
The effects of subsidiaries shareholding of the Company's stock recorded as treasury stock	-	43,777	-	-	-	-	-	43,777
The effects of change in long-term equity investment due to change in investment percentage	-	(3,448)	-	-	(1,971)	-	-	(5,419)
Cumulative translation adjustments	-	-	-	-	-	(665,578)	-	(665,578)
Balance as of December 31, 2004	7,693,359	155,924	4,147,524	49,071	31,363,021	(714,649)	(55,970)	42,638,280
Appropriation and distribution of 2004 earnings:								
Legal reserve	-	-	1,432,298	-	(1,432,298)	-	-	-
Special reserve	-	-	-	665,578	(665,578)	-	-	-
Directors' and Supervisors' remuneration	-	-	-	-	(36,675)	-	-	(36,675)
Capitalization of employees' profit sharing	177,811	-	-	-	(1,045,951)	-	-	(868,140)
Stock dividends	769,336	-	-	-	(8,462,694)	-	-	(7,693,358)
Net income for the year ended December 31, 2005	-	-	-	-	18,273,633	-	-	18,273,633
The effects of subsidiaries shareholding of the Company's stock recorded as treasury stock	-	60,497	-	-	-	-	-	60,497
The effects of change in long-term equity investment due to change in investment percentage	-	47,115	-	-	-	-	-	47,115
Cumulative translation adjustments	-	-	-	-	-	322,898	-	322,898
Balance as of December 31, 2005	<u>\$8,640,506</u>	<u>\$263,536</u>	<u>\$5,579,822</u>	<u>\$714,649</u>	<u>\$37,993,458</u>	<u>\$ (391,751)</u>	<u>\$ (55,970)</u>	<u>\$52,744,250</u>

The accompanying notes are an integral part to these Financial Statements.

Attachment VII

MEDIATEK INC. STATEMENTS OF CASH FLOWS

For the years ended December 31, 2005 and 2004

(Amounts in thousand New Taiwan Dollars)

	2005	2004
Cash flows from operating activities :		
Net income	\$ 18,273,633	\$14,322,985
Adjustments to reconcile net income to net cash provided by operating activities		
Depreciation	181,199	158,526
Amortization	765,259	343,764
Bad debt loss provision (reversal)	45,146	(21,804)
Inventory loss provision (reversal)	(239,671)	409,050
Cash dividends from investees	10,400	-
Net loss (gain) from equity investments	(78,114)	127,845
Gain on disposal of short-term investments	(23,515)	(18,983)
Gain on disposal of property, plant and equipment	-	(597)
Interest income on disposal of long-term bond investments	(5,763)	-
Decrease (Increase) in accounts receivable	(550,309)	236,227
Decrease (Increase) in receivable from related parties	(40,990)	3,370
Increase in other receivables	(40,928)	(29,806)
Decrease (increase) in inventories	255,446	(1,585,210)
Increase in net changes in deferred income tax assets and liabilities	(677,878)	(506,178)
Decrease (increase) in prepayments and other current assets	288,613	(424,265)
Increase (decrease) in accounts payable	1,200,367	(634,518)
Increase (decrease) in payables to related parties	1,135,219	(925,068)
Increase in income taxes payable	350,237	246,583
Increase in accrued expenses	2,059,104	66,659
Increase in other current liabilities	170,512	62,481
Decrease (increase) in accrued pension liabilities	(16,548)	19,745
Net cash provided by operating activities	<u>23,061,419</u>	<u>11,850,806</u>
Cash flows from investing activities :		
Decrease in restricted deposits	57,770	1,617
Decrease (Increase) in short-term investments	(296,362)	236,000
Increase in long-term investments	(2,002,900)	(1,347,230)
Disinvestment of long-term investment refundable	98,000	-
Proceeds from disposal of long-term bond investments	73,339	-
Proceeds from disposal of property, plant and equipment	-	1,238
Purchase of property, plant and equipment	(1,822,652)	(1,002,966)
Increase in intangible assets	(1,859,762)	(1,459,432)
Increase in refundable deposits	(64,322)	(2,895)
Net cash used in investing activities	<u>(5,816,889)</u>	<u>(3,573,668)</u>
Cash flows from financing activities :		
Decrease in long-term debts	(10,643)	(17,539)
Buying treasury stocks	-	(935,705)

Cash dividends	(7,693,358)	(5,453,152)
Directors' and Supervisors' remuneration	(36,675)	(44,462)
Employees' profit sharing	(868,140)	(659,240)
Net cash used in financing activities	<u>(8,608,816)</u>	<u>(7,110,098)</u>
Net increase in cash and cash equivalents	8,635,714	1,167,040
Cash and cash equivalents at the beginning of the year	<u>22,770,147</u>	<u>21,603,107</u>
Cash and cash equivalents at the end of the year	<u>\$31,405,861</u>	<u>\$22,770,147</u>
Supplemental disclosures of cash flow information :		
Income tax paid during the year	<u>\$ 452,792</u>	<u>\$ 276,940</u>
Activities partially effected cash flows :		
Purchase of property, plant and equipment	\$1,998,177	\$1,143,626
Less: increase in payables to equipment suppliers	<u>(175,525)</u>	<u>(140,660)</u>
Cash paid for the purchase of property, plant and equipment	<u>\$1,822,652</u>	<u>\$1,002,966</u>
Non-cash activities :		
Stock dividends and employees' profit sharing capitalized	<u>\$947,147</u>	<u>\$1,312,256</u>
Long-term debts-current portion	<u>\$ -</u>	<u>\$10,643</u>
Cumulative translation adjustments	<u>\$322,898</u>	<u>\$ (665,578)</u>
Long-term equity investment adjustments	<u>\$47,115</u>	<u>\$ (5,419)</u>
Cancellation of treasury stock	<u>\$ -</u>	<u>\$ (935,705)</u>
Subsidiary hold the company's treasury stock as collect the company's cash dividends	<u>\$60,497</u>	<u>\$43,777</u>

The accompanying notes are an integral part to these Financial Statements.

Attachment VIII

MediaTek Inc.

Articles of Incorporation Before & After Amendment in Comparison

As approved in the 38th Meeting of the 3rd Board of Directors

Article	Before amendment	After amendment	Reasons for amendment
Article 2	<p>The Company shall engage in the following business lines:</p> <p>(1).CC01080 Electronic parts & components manufacture.</p> <p>(2).<u>F401030 manufacture and export business.</u></p> <p>(I) To do research, development, production and sales of the following products:</p> <ol style="list-style-type: none"> 1. Multimedia integrated circuits 2. Computer peripheral integrated circuits. 3. High level consumer electronic integrated circuits. 4. Other special applied integrated circuits. <p>(II) To provide software & hardware applied designs, test runs, maintenance and repair and technological consultation services of the aforementioned products.</p> <p>(III) To engage in import and export trade for products related to the above .</p>	<p>The Company shall engage in the following business lines:</p> <p>(1).CC01080 Electronic parts & components manufacture.</p> <p>(2).<u>F401010 international trade.</u></p> <p>(3).<u>I301010 Information & software services.</u></p> <p>(4).<u>I501010 Product design.</u></p> <p>(I) To do research, development, production and sales of the following products:</p> <ol style="list-style-type: none"> 1. Multimedia integrated circuits 2. Computer peripheral integrated circuits. 3. High level consumer electronic integrated circuits. 4. Other special applied integrated circuits. <p>(II) To provide software & hardware applied designs, test runs, maintenance and repair and technological consultation services of the aforementioned products.</p> <p>(III) To engage in import and export trade for products related to above.</p>	<p>The business lines and codes are duly updated based on the “codes of the business lines”.</p>
Article 5	<p>The Company has authorized capital amounting to <u>8.96 billion New Taiwan Dollars</u>, divided into <u>896 million shares</u> at NT\$10 par value for which the Board of Directors has been authorized to issue in installments. Of the total capital, 200 million New Taiwan Dollars, divided into 20 million shares at NT\$10 par value, shall be reserved for issuance of warrants which may be issued in installments as resolved by the Board of Directors.</p>	<p>The Company has authorized capital amounting to <u>12 billion New Taiwan Dollars</u>, divided into <u>1.2 billion shares</u> at NT\$10 par value for which the Board of Directors has been authorized to issue in installments. Of the total capital, 200 million New Taiwan Dollars, divided into 20 million shares at NT\$10 par value, shall be reserved for issuance of warrants which may be issued in installments as resolved by the Board of Directors.</p>	<p>Change in the amount of capital.</p>

Article	Before amendment	After amendment	Reasons for amendment
Article 12	Each share hereof is entitled to one voting power, <u>provided that the Company has no voting power for shares held by itself according to law.</u>	Each share hereof is entitled to one voting power, <u>provided that the Company has no voting power for shares held by itself under Article 179 of the Company Law.</u>	In line with the amended Company Law, which increases restriction upon voting power for shares held by affiliates.
Article 14-2	<u>This Article is newly added.</u>	<u>The following relationship shall not be permitted for a majority of the Company's Director seats or a minimum of one seat among Directors and Supervisors:</u> <u>I. Spouse.</u> <u>II. Kin within Degree II relationship.</u>	In line with the amended of the Securities and Exchange Law, which bans existence of relationship as spouse or kin within Degree II relationship among Directors and Supervisors.

Article	Before amendment	After amendment	Reasons for amendment
Article 24	<p>The earnings of the Company as shown through the annual closing of account shall be allocated based on the following order:</p> <ol style="list-style-type: none"> (1). The sum to pay tax. (2). The sum to make up previous loss, if any. (3). The sum 10% as legal reserve. (4). The sum to appropriate special reserve according to law or as required by the competent authorities of the government. (5). Remuneration to Directors and Supervisors at 0.5% maximum of the balance after deducting Paragraphs I~IV. The remuneration to Directors and Supervisors shall be paid in cash. (6). The final balance added with the previous unappropriated retained earnings shall be dividend and bonus to shareholders. The retained earnings shall be reserved to be allocated as resolved in subsequent year(s). <u>The employee's profit sharing shall not be less than 10% of the total of employee's profit sharing and to shareholders and shall not be more than 15% of the total of employee's profit sharing and to shareholders.</u> Employee's profit sharing may be allocated in either cash or stocks and may be allocated to employees of the Company's affiliates who meet the specified qualification requirements which shall be duly resolved by the Board of Directors as authorized. 	<p>The earnings of the Company as shown through the annual closing of account shall be allocated based on the following order:</p> <ol style="list-style-type: none"> (1). The sum to pay tax. (2). The sum to make up previous loss, if any. (3). The sum 10% as legal reserve. (4). The sum to appropriate special reserve according to law or as required by the competent authorities of the government. (5). Remuneration to Directors and Supervisors at 0.5% maximum of the balance after deducting Paragraphs I~IV. The remuneration to Directors and Supervisors shall be paid in cash. (6). The final balance added with the previous unappropriated retained earnings shall be shareholders' dividend and employees' profit sharing. The retained earnings shall be reserved to be allocated as resolved in subsequent year(s). <u>The employee's profit sharing shall not be less than 1% of the total of shareholders' dividend and employees' profit sharing.</u> Employee's profit sharing may be allocated in either cash or stocks and may be allocated to employees of the Company's affiliates who meet the specified qualification requirements which shall be approved by the Board of Directors as authorized. 	<p>Stating expressly the principles for shareholders' dividend and employees' profit sharing.</p>

Article	Before amendment	After amendment	Reasons for amendment
	<p><u>The Company's bonus to shareholders may be allocated in either cash or stocks. The cash bonus to shareholders shall, nevertheless, not be less than 10% of the total bonus to shareholders in principle. While the Company is in the growing phase, the policy of dividend allocation may be duly determined in line with the Company's investment environments today and in the future, capital needs, competitive edge at home and abroad, anticipated capital, with concurrent consideration of interests to shareholders, balanced dividend and the Company's long-term financial planning. Every year, the Board of Directors will propose allocation ratio to the shareholders' meeting.</u></p>	<p><u>While the Company is in growing phase, the policy of profits distribution may be subject to current and future investment environments, capital needs, competition at home and abroad, anticipated capital plan, with concurrent consideration of shareholders' interests, balanced dividend and the Company's long-term financial planning. Every year, the Board of Directors proposes profits distribution to the shareholders' meeting. The Company may fully allocate earnings available for distribution of this year given financial standing, business status and operation. The shareholders' dividend may be allocated in cash or stocks. The cash dividend to shareholders shall not be less than 10% of the total shareholders' dividend.</u></p>	
Article 27	<p>These Articles were duly established on May 21, 1997 and duly amended on September 1, 1997 as the 1st amendment; July 3, 1998 as the 2nd amendment; June 21, 1999 as the 3rd amendment; June 9, 2000 as the 4th amendment; September 28, 2000 as the 5th amendment; June 8, 2001 as the 6th amendment; June 3, 2002 as the 7th amendment; May 16, 2003 as the 8th amendment; June 9, 2004 as the 9th amendment and June 13, 2005 as the 10th amendment.</p>	<p>These Articles were duly established on May 21, 1997 and duly amended on September 1, 1997 as the 1st amendment; July 3, 1998 as the 2nd amendment; June 21, 1999 as the 3rd amendment; June 9, 2000 as the 4th amendment; September 28, 2000 as the 5th amendment; June 8, 2001 as the 6th amendment; June 3, 2002 as the 7th amendment; May 16, 2003 as the 8th amendment; June 9, 2004 as the 9th amendment; June 13, 2005 as the 10th amendment; <u>June 21, 2006 as the 11th amendment.</u></p>	<p>Addition of the date of latest amendment.</p>

Attachment IX

MediaTek Inc.

Procedures for Acquisition or Disposition of Assets Before and After Amendment in Comparison

As approved in the 38th Meeting of the 3rd Board of Directors

Article	Before amendment	After amendment	Reasons
Article 17~4	(4). Limit in transaction: 2. Financial trading transactions: <u>The Company shall not engage in such transactions.</u>	(4). Limit in transaction: 2. Financial trading transactions: <u>The Company shall not engage in such transactions unless approved by chief financial officer for any amount.</u>	Increasing operating flexibility along with corporate development.

Appendix

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Appendix I

MediaTek Inc.

Articles of Incorporation

Chapter One General Provisions

- Article 1: This Company is duly incorporated under the provisions set forth in the Company Law in the full name of MediaTek Inc..
- Article 2: The Company shall engage in the following business:
- (1). CC01080 Electronic parts and components manufacture.
 - (2). F401030 Manufacture and export business.
 - (I) To do research, development, production, manufacture and sales of the following products:
 1. Multimedia integrated circuits.
 2. Computer peripheral integrated circuits.
 3. High-end consumer electronic integrated circuits.
 4. Other integrated circuits of extraordinary application.
 - (II) To provide the aforementioned products with software & hardware application design, test, maintenance and technological consultation services.
 - (III) To engage in import and export trade for products related to above.
- Article 2-1: The Company, when being a shareholder of limited liability of another company, is free of the restriction set forth in Article 13 of the Company Law which restricts the total investment to not exceeding 40% of the paid-in capital.
- Article 3: The Company is headquartered in Hsinchu Science-based Industrial Park Taiwan and may have branches or offices set elsewhere at home and abroad as resolved by the Board of Directors and competent authorities of the government.
- Article 4: Public announcements of the Company shall be duly made in accordance with Article 28 of Company Law.
- Article 4-1: The Company may render endorsement guarantee externally which shall be duly handled in accordance with the Company's Regulations Governing Endorsement Guarantee.

Chapter Two Capital Stock

- Article 5: The Company has authorized capital amounting to 8,960 million New Taiwan Dollars, divided into 896 million shares at NT\$10 par value for which the Board of Directors has been authorized to issue in installments. Of the total capital, 200 million New Taiwan Dollars, divided into 20 million shares at NT\$10 par value, shall be reserved for issuance of warrant which may be issued in installments as resolved by the Board of Directors.
- Article 6: The share certificates hereof, the registered ones, shall be duly signed by or affixed with seals of three Directors minimum, duly authenticated by the competent authorities of the government or the certification organization authorized thereby before issuance. After the Company issues share certificates to public, the Company may be exempted from printing of share certificates.
- Article 6-1: As requested by Taiwan Securities Central Depository Co., Ltd., the Company may issue share certificates in consolidation into large denomination.

Article 7: No transfer of shares shall be processed within 60 days prior to regular meeting of shareholders, or within 30 days prior to an extraordinary meeting of shareholders, or within 5 days prior to ex-right date of shareholders' dividend or any allocation of other benefits.

Chapter Three Shareholders' Meeting

Article 8: The shareholders' meeting hereof is in two categories, i.e., the regular meeting of shareholders and extraordinary meeting of shareholders.

(1). The regular meeting of shareholders is called once per annum within six months from closing of each fiscal year.

(2). The extraordinary meeting of shareholders may be duly called whenever necessary.

Article 9: The shareholders' meeting shall be chaired by the chairman. In case of his absence or unavailability, he shall, in advance, appoint a Director to act in his place otherwise one Director shall be elected from among them to act in his place. In the event that the shareholders' meeting is convened by a person outside of the Board of Directors, the shareholders' meeting shall be chaired by that convener. In case of two or more conveners, one of them shall be elected to chair the meeting.

Article 10: The notices for shareholders' meeting shall be served to all shareholders in writing thirty days in advance in case of a regular meeting of shareholders and fifteen days in advance in case of a extraordinary meeting of shareholders. The written notices shall bear date, location and subjects of the meeting.

Article 11: A shareholder who is unavailable to attend a shareholders' meeting may duly issue a power of attorney expressly bearing the scope of the authorized power to appoint a proxy to attend the meeting on behalf. The powers of attorney shall be duly handled in accordance with "Regulations Governing Use of Powers of Attorney for the Shareholders' Meeting of Public Offering Companies" in addition to the requirements set forth in Article 177 of the Company Law.

Article 12: Each share hereof is entitled to one voting power, provided that the Company has no voting power for shares held by itself.

Article 13: Unless otherwise provided for in the Company Law, resolutions in the shareholders' meeting shall be adopted by a majority vote in the meeting attended by shareholders representing a majority of the total issued shares.

Article 13-1: Minutes of shareholders' meeting shall be duly signed and sealed by the chairman and served to all shareholders within twenty days after the meeting. After the Company goes public and issues share certificates, the minutes may be served to shareholders who hold less than thousand shares each through a public announcement.

Chapter Four Directors and Supervisors

Article 14: The Company has five Directors and three Supervisors, to be elected from among shareholders of competence, having a three-year tenure of office and eligible for reelection. After the Company goes public, the total number of shares held by all Directors and Supervisors shall live up to requirements promulgated by the competent authorities in charge of securities affairs. The board of Directors is authorized with full powers to fix the amount of remuneration to Directors and Supervisors at the rates prevalent in the fellow firms.

The Company may, in accordance with Corporate Governance Regulations for

TSE/GTSM Listed Companies, purchase liability insurance for the Directors and Supervisors. The Board of Directors is authorized to resolve the scope of the scope of insurance.

Article 14-1: Where the Company's Directors concurrently serve the Company for other duties, the shareholders' meeting authorizes the general manager to resolve the amounts of their remuneration and pay in accordance with the Company's Internal Management Regulations.

Article 15: The Board of Directors shall be formed by the Directors and shall have the following powers and responsibilities:

- (1). Work out business plans.
- (2). Propose allocation of earning and coverage of loss.
- (3). Propose for increase/decrease of capital.
- (4). Draw up major rules and contracts.
- (5). Appoint and discharge the Company's president and vice president.
- (6). Set up and dissolve branches.
- (7). Work out budget and account closing.
- (8). Exercise other duties and powers as endowed by the Company Law or shareholders' meeting.

Article 16: The Directors shall organize the Board of Directors. By attendance of two-thirds majority of Directors and a majority vote of the attending Directors, one chairman shall be duly elected to take care of all business affairs internally and represent the Company externally.

Article 17: Unless otherwise provided for in the Company Law, the Board of Directors meetings shall be duly chaired by the chairman. Unless otherwise provided for in the Company Law, resolutions in the Board of Directors meeting shall be adopted by a majority vote in the meeting attended by a majority of Directors.

Article 18: The Board of Directors meetings shall be duly chaired by the chairman. In his absence or unavailability, the vice chairman, if any, shall act in the place. In case of vice chairman, or in case of absence or unavailability by the vice chairman as well, the chairman shall, in advance, appoint a Director to act in the place or one Director shall be elected from among themselves to act in the place. Directors shall attend a Board of Directors meeting in person. A Director who is unavailable to attend in person may duly authorize another Director as his/her proxy to attend a board meeting on his/her behalf provided that one aforementioned proxy shall represent only other Director.

Article 19: Supervisors shall have the following powers and responsibilities:

- (1). Audit account closing.
- (2). Oversee the Company's business performance and financial standing and request the Board of Directors or managerial officers to submit reports.
- (3). Call the shareholders' meeting for the Company's interests where the Board of Directors fails or is unable to call the shareholders' meeting.
- (4). Exercise other Supervisory powers according to law.

Chapter Five Management of the Corporation

Article 20: The Company has one president, and a certain number of vice president all of whom shall be duly appointed, discharged and paid according to Article 29 of the Company Law.

Article 21: The president shall take charge of the Company's business operation in accordance with decisions resolved in the Board of Directors.

Chapter Six Financial Reports

- Article 22: The Company's fiscal year is starting from January 1 until December 31 of every calendar year. The account close shall be handled by the end of each year.
- Article 23: Upon closing of each fiscal year at calendar year, the Board of Directors shall work out the following documents in accordance with Article 228 of the Company Law to be audited by the Supervisors thirty days prior to a regular meeting of shareholders before being acknowledged by the regular meeting of shareholders:
- (1). Business Report.
 - (2). Financial Statements.
 - (3). Proposal of profits distribution or loss coverage.
- Article 24: The earnings of the Company as shown through the annual closing of account shall be allocated based on the following order:
- (1). The sum to pay tax.
 - (2). The sum to make up previous loss, if any.
 - (3). The sum 10% as legal reserve.
 - (4). The sum to appropriate special reserve according to law or as required by the competent authorities of the government.
 - (5). Remuneration to Directors and Supervisors at 0.5% maximum of the balance after deducting Paragraphs 1-4. The remuneration to Directors and Supervisors shall be paid in cash.
 - (6). The final balance added with the previous unappropriated retained earnings shall be given as shareholders' dividend and employees' profit sharing. The retained earnings shall be reserved to be allocated as resolved in subsequent year(s). The employee's profit sharing shall not be less than 10% of the total of employee's profit sharing and to shareholders and shall not be more than 15% of the total of employee's profit sharing and to shareholders. Employee's profit sharing may be allocated in either cash or stocks and may be allocated to employees of the Company's affiliates who meet the specified qualification requirements which shall be duly resolved by the Board of Directors as authorized.
- The Company's bonus to shareholders may be allocated in either cash or stocks. The cash bonus to shareholders shall, nevertheless, not be less than 10% of the total bonus to shareholders in principle. While the Company is on the growing phase, the policy of dividend allocation may be duly determined in line with the Company's investment environments today and in the future, capital needs, competitive edge at home and abroad, anticipated capital, with concurrent consideration of interests to shareholders, balanced dividend and the Company's long-term financial planning. Every year, the Board of Directors will propose allocation ratio to the shareholders' meeting.

Chapter Seven Supplementary Provisions

- Article 25: The organizational rules of the Company shall be separately worked out.
- Article 26: Any matters inadequately provided for herein shall be subject to Company Law.
- Article 27: These Articles were duly established on May 21, 1997 and duly amended on September 1, 1997 as the 1st amendment; July 3, 1998 as the 2nd amendment; June 21, 1999 as the 3rd amendment; June 9, 2000 as the 4th amendment; September 28, 2000 as the 5th amendment; June 8, 2001 as the 6th amendment; June 3, 2002 as the 7th amendment; May 16, 2003 as the 8th amendment; June 9, 2004 as the 9th amendment and June 13, 2005 as the 10th amendment.

Appendix II

MediaTek Inc.

Rules and Procedures of Shareholders' Meeting

June 3, 2002

Officially resolved in 2002 annual general shareholders' meeting

- Article 1: These Regulations govern all affairs regarding the Company's shareholders' meeting related affairs.
- Article 2: The present shareholders who attend a shareholders' meeting in person or through a proxy shall wear the attendance certificate, present sign-in card as the grounds to calculate the shareholding.
- Article 3: The chairman shall call to order the meeting when the meeting is attended by shareholders who represent a majority of the total issued shares.
- Article 4: The agenda of the shareholders' meeting shall be determined by the Board of Directors. All shareholders' meetings shall be duly held exactly in accordance with the agenda.
- Article 5: Except those already enumerated in the agenda, all other resolutions or alternates or amendment of the original resolutions proposed by a shareholder shall be seconded by other shareholder(s). The shareholding represented by the proposer and the seconders shall be up to 1% of the total common shares.
- Article 6: A proposal which is not deemed resolution shall not be put into discussion or voting. Upon discussion of the resolution, the chairman may announce closure of discussion in due time and may promulgate discontinuation of discussion.
- Article 7: Where a resolution is promulgated closed or discontinued from discussion, the chairman shall refer the resolution to voting.
- Article 8: Unless otherwise provided for in the Company Law, resolutions in the shareholders' meeting shall be adopted by a majority vote in the meeting by attended shareholders. Where no objection is heard in response to inquiry by the chairman, the resolution is deemed having been formally resolved in the validity same as an issue officially resolved through balloting.
- Article 9: A shareholder who wishes to speak shall first take a floor slip and fill in his/her attendance certificate code, name and number of shares held therein before being given the floor to speak. The order to speak shall be determined by the chairman.
- Article 10: Each shareholder (including a person and a corporate representative) may speak for three minutes maximum which may, nevertheless, be extended as permitted by the chairman. On a same discussion item, a shareholder (including the natural person and corporate representative) may speak not more than twice.
- Article 11: Where a shareholder overuses his/her time limit to speak or speaks beyond the specified scope, the chairman may discontinue the speech. If a shareholder defies the rectification or obstructs the order, the chairman may discontinue his/her right to attend.
- Article 12: During the process of the meeting, the chairman may determine due time to announce a break.
- Article 13: In case of an air-raid alarm during process of a meeting, the meeting shall be discontinued and participants shall take the initiative to evacuate themselves. The meeting will be resumed an hour after the air-raid alarm is lifted.
- Article 14: Any matters insufficiently provided for herein shall be subject to laws and regulations concerned.
- Article 15: These rules and procedures thereof shall come into enforcement after being resolved

in the Board of Directors meeting and approved by the shareholders' meeting. The same applies in case of revision.

Appendix III

MediaTek Inc.

Rules for Election of Directors and Supervisors

- Officially resolved in 2002 annual general shareholders' meeting
- Article 1: These Regulations duly govern election of the Company's Directors and Supervisors unless otherwise provide in the Company Law and the Company's Articles of Incorporation.
- Article 2: The Company's Directors and Supervisors shall be duly elected in the shareholders' meeting. The board of Directors shall prepare for ballots for Directors and Supervisors and note the number of voting rights.
- Article 3: The Company's Directors and Supervisors shall be duly elected in named accumulated balloting. Each share of the Company is entitled to the election powers equivalent to the number of the Directors and Supervisors to be elected and may be used in concentration for one candidate or be allocated for several candidates.
- Article 4: In the election of the Company's Directors and Supervisors, the candidates who win more election powers shall be elected the Directors or Supervisors respectively. In the event that two or more candidates win the same powers of election and the candidates so elected exceed the specified quota, the final winner shall be determined by lot-drawing. The chairman shall draw the lot for the absent candidate, if any. Where a shareholder is elected both Director and Supervisor simultaneously, he/she shall take the initiative to choose either. The seat so vacated shall be made up by the candidate who wins next most voting powers.
- Article 5: Upon election, the chairman shall appoint monitors and calculators of the ballots, several in number each to carry out the respective functions. The monitors may be appointed out of the present shareholders.
- Article 6: The ballot box used for voting shall be prepared by the Company and shall be checked in public by the monitors before voting.
- Article 7: If the candidate is shareholder of this company, voters shall fill in the "candidate" column of their ballots the candidate's name, shareholder's number, and the number of votes cast for such candidate. If the candidate is a government agency or legal entity, voters shall fill in full name of the government agency or legal entity, or the name of its representative. If there are several representatives, the names of representatives shall be filled in respectively. If the candidate is not a shareholder, the "candidate" column shall be filled in with the candidate's name, the candidate's ID number or legal entity's ID number.
- Article 8: A ballot shall be null and void if:
- (1) Not dropped in the ballot box .
 - (2) Not using the ballot prepared by the board of Directors.
 - (3) Left blank where the elector does not give remarks as required.
 - (4) Bearing incomplete entries of the "candidate" under Article 7.
 - (5) Bearing the names, account codes of the candidates inconsistent with the entries of the Roster of Shareholders.
 - (6) Where the candidate's name, title, ID number or legal entity's ID number are found inconsistent with facts upon verification.
 - (7) Bearing words or signs other than the particulars to be filled in "candidate" column under Article 7, the allocated election powers.
 - (8) Illegible to identify the entries.

- (9) Any of the particulars to be entered in “candidates” column under Article 7, the allocated election powers have been tampered with.
- (10) Bearing the account number of the candidate same as another shareholder’s, without entry of shareholder account number to distinguish them.
- (11) Bearing number of candidates in excess of the specified quota.
- (12) Bearing the total voting powers in excess of the total voting powers held by the elector.

Article 9: The ballots shall be opened in public upon completion of voting. The outcome of the election shall be announced by the chairman in public.

Article 10: These Regulations and amendment hereof come into enforcement after being resolved by the board of Directors and agreed upon by the shareholders’ meeting.

Appendix IV

MediaTek Inc.

Shareholdings of All Directors and Supervisors

I. Shareholdings of the 3rd Board of Directors and Supervisors of MediaTek Inc. are as below:

Number of common shares issued by MediaTek	864,050,580
Percentage of total shares held by all Directors	5.0%
Number of total shares held by all Directors	43,202,529
Percentage of total shares held by all Supervisors	0.5%
Number of total shares held by all Supervisors	4,320,252

II. The shareholdings of all Directors and Supervisors as appearing on the Roster of Shareholders on the date which the share transfer was suspended is as below:

Base date: April 23, 2006

Title	Name	Date Elected	Tenure	Roster of Shareholders as of the date on which the share transfer was suspended	
				Number of shares	%
Director	Ming-kai Tsai	2003.05.16	3 years	34,616,722	4.01%
Director	Jyh-jer Cho	2003.05.16	3 years	25,743,394	2.98%
Director	Ching-jiang Hsieh	2005.06.13	*1	3,838,580	0.44%
Director	National Taiwan University Statutory representative: Ming-je Tan	2003.05.16	3 years	2,455	0.00%
Director	National Chiao Tung University Statutory representative: Chung-yu Wu	2003.05.16	3 years	2,455	0.00%
Supervisor	Century Venture Capital Corp. Statutory representative: Paul Wang	2003.05.16	3 years	321,455	0.04%
Supervisor	National Tsing Hua University Statutory representative: Chung-lang Liu	2003.05.16	3 years	1,753	0.00%
Percentage of total shares held by all Directors				64,203,606	7.43%
Percentage of total shares held by all Supervisors				323,208	0.04%

*1: Reelected on June 13, 2005.

*2: Supervisor United Microelectronics Corporation already resigned from the Board on April 18, 2006.

Appendix V

MediaTek Inc.

The Influence of Dividend Capitalization upon the Company's Business Performance and EPS

Descriptions		Year	2006 (Forecast)
Paid-in Capital (Beginning of year)			NT\$8,640,505,800
Dividend Payout	Cash dividend (NT\$/share)		NT\$11*
	Stock dividend from retained earnings (NT\$/share)		0.1 share*
	Stock dividend from capital surplus (NT\$/share)		-
Business Performance	Income from operations		N/A**
	% of increase/decrease of income from operations compared with corresponding period of the preceding year (YOY)		
	Net income after tax		
	% of increase/decrease of net profit after tax compared with corresponding period of the preceding year (YOY)		
	EPS		
	% of increase/decrease of EPS compared with corresponding period of the preceding year (YOY)(*1)		
Annual average return on investment (%) (reciprocal of annual average P/E Ratio)			
Pro Forma EPS & P/E Ratio	If retained earnings distributed in cash dividend in full	Pro-forma EPS	N/A**
		Pro-forma annual averaged return on investment (%)	
	If capital surplus not distributed in stock dividend	Pro-forma EPS	N/A**
		Pro-forma annual averaged return on investment (%)	
	If capital surplus not distributed in stock dividend and earning conversion into capital were allocated in cash dividend	Pro-forma EPS	N/A**
		Pro-forma annual averaged return on investment (%)	

*: Subject to final decision to be resolved in the regular meeting of shareholders 2006.

** : As per "Regulations Governing Financial Forecast of Public Companies", MediaTek Inc. is not required to make public financial forecast, 2006.

Chairman: Ming-kai Tsai

President: Ching-jiang Hsieh

CFO: Mingo Yu

Appendix VI

MediaTek Inc.

Earnings Allocation as Resolved by the Board of Directors and such Information

As approved at the Board of Directors meeting on May 8, 2006:

- (1) As proposed employee's profit sharing in form of stock and employee's profit sharing in form of cash are NT\$178,570,450 and NT\$973,496,990 respectively, totally NT\$1,152,067,440. Remuneration to Directors and Supervisors is NT\$49,338,811.
- (2) As proposed, total 17,857,045 of shares are allocated to employees as profit sharing, which accounts for 17.13% of the earnings converted into capital this year..
- (3) As proposed, after allocation of employee's profit sharing and remuneration to Directors and Supervisors, EPS becomes NT\$ 19.91.

The allocation of 2004 earnings for remuneration to Directors and Supervisors, as well as employee's profit sharing is enumerated below:

Descriptions	Amount	Equivalent number of shares	Ratio of dilution in capital
Remuneration to Directors and Supervisors (in cash)	NT\$36,675,329	-	-
Employee's profit sharing (in cash)	NT\$868,139,301	-	-
Employee's profit sharing (in stocks)	NT\$177,811,660	17,781,166 shares	2.06%
Total	NT\$1,082,626,290	17,781,166 shares	2.06%