

Major Resolutions of the Tenth Meeting of Chunghwa Telecom's
Fourth Board of Directors (Dec. 27, 2005)

1. Summary: Amendments to certain articles of the "Chunghwa Telecom Co., Ltd. Accounting System" were submitted for approval.

Resolutions: The attending directors unanimously passed the proposal and requested the Management to carry out the resolutions and all related matters in accordance with the prescribed procedures.

2. Summary: Amendments to certain articles of the "Chunghwa Telecom Co., Ltd. Procedures for Acquisition or Disposition of Assets" were submitted for approval.

Resolutions:

1. The attending directors unanimously agreed to approve the amendments to certain articles of the "Chunghwa Telecom Co., Ltd. Procedures for the Acquisition or Disposition of Assets", which is to be modified in accordance with Resolution No. 2, and requested the Management to carry out the resolutions and all related matters in accordance with the prescribed procedures.

2. The revised articles of the "Chunghwa Telecom Co., Ltd. Procedures for the Acquisition or Disposition of Assets" are set forth below. The entire amended "Chunghwa Telecom Co., Ltd. Procedures for the Acquisition or Disposition of Assets" is attached herewith and incorporated herein as Attachment 3.

- (1) Article 8, Paragraph 1's original language "when the amount of the transaction exceeds 20% of the Company's paid-in capital or NT\$300 million" was revised to read: "when the amount of the transaction exceeds NT\$300 million"

(2) Article 11, Paragraph 1's original language is "when the amount of the transaction exceeds 20% of the Company's paid-in capital or NT\$300 million" was revised to read: "when the amount of the transaction exceeds NT\$300 million"

(3) Article 22, Paragraph 1's original language is "the cumulative amount of all investments may not exceed the Company's paid-in equity, and the cumulative amount of non- telecommunications related investments may not exceed 20% of the Company's paid-in equity" was revised to read: "the cumulative amount of all investments may not exceed the Company's paid-in capital, and the non- telecommunications related investments may not exceed 20% of the Company's paid-in capital."

3. Summary: The Company has engaged the Accounting Firm of Deloitte & Touche to audit the Company's financial statements. The certified statements are valid until December 31, 2005, and the accountant's engagement period is valid until June 30, 2006. The proposal to continue to engage the same independent auditor was submitted for approval.

Resolutions:

1. The attending directors unanimously passed the proposal, which is to be modified in accordance with Resolution No. 2, and requested the Management to carry out the resolutions and all related matters in accordance with the prescribed procedures.

2. The proposal is revised as follows:

(1) The following text shall be added to the explanation section: "Explanatory Comment 3: Although, with regard to this proposal, the Audit Committee has approved the continuing engagement of the accountant and commenced the professional fee negotiation process, the Company Law stipulates that engagement

and compensation of accountant shall be approved by the board of directors. This proposal is accordingly submitted to the board of directors for approval of engagement and compensation in accordance with the laws.i”

(2) The i§proposed procedures as instructedi” shall be restated to read as follows:i§If this proposal is approved, the Management shall negotiate the service fee with the Accounting Firm of Deloitte and Touche within the fee range authorize by the Audit Committee.Upon successful negotiation of the service fee, the engagement procedure shall be followed.i”

4. Summary: The Company’s 2006 business plan and 2006 budget were submitted for approval.

Resolutions: The attending directors unanimously passed the proposal and requested the Management to carry out the resolutions and all related matters in accordance with the prescribed procedures.

5. Summary: The Company’s 2006 internal audit plan was submitted for approval.

Resolutions:

1.The attending directors unanimously passed the proposal and requested the Management to carry out the resolutions and all related matters in accordance with the prescribed procedures.

2.Subsidiary resolutions: The Company’s internal control system should be reviewed and revised as soon as possible in accordance with relevant regulations and the actual needs of the Company. The revised internal control system shall be submitted to the Board for review and discussion.

6. Summary: In order to promote manpower turnover, improve personnel structure and minimize redundancy so as to enhance the operating efficiency of the Company, the Company plans to encourage early retirement in 2006 by offering certain preferential retirement packages as set forth in the "Company Early Retirement Program Implementation Principles", which was submitted for approval.

Resolutions:

1. The attending directors unanimously passed the proposal and requested the Management to carry out the resolutions and all related matters in accordance with the prescribed procedures.

2. The Management is requested to further define and clarify the terms "average age" and "program payments."

3. The director representing labor Shih-Peng Tsai made the following recommendations:

(1) The early retirement program should be opened to all employees on a voluntary basis, and not be made compulsory or overly difficult.

(2) The preferential payments should not be less than twelve plus one.

7. Summary: In order to expand the Company's overseas operation, the proposal that a liaison office be established in Ho Chi Minh City, Vietnam, was submitted for approval.

Resolutions: The attending directors unanimously passed the proposal and requested the Management to carry out the resolutions and all related matters in accordance with the prescribed procedures.

Extraordinary Motions

1. Summary: In order to meet business needs, it is proposed that Mr. Yao Chen be appointed as statutory representative and Chairman of the Company's joint venture "Taiwan International Standard Electronics Co., Ltd." and that Mr. Chin-Tu Wang be removed from the position of the joint venture's representative director (and Chairman) was also submitted for approval.

Resolutions:

1. The attending directors unanimously passed the proposal and requested the Management to carry out the resolutions and all related matters in accordance with the prescribed procedures.

2. Director Chin-Twen Chen expressed a dissenting opinion:

(1) I personally am opposed to this proposal in view of the fact that Mr. Yao Chen is now over 70 years of age.

(2) Should the Board choose to approve the appointment, I request that Mr. Chen make a formal report to this Company's Board of Directors concerning Taiwan International Standard Electronics Co., Ltd.'s visions, business plans, and performance goals following the precedent of Mr. Hsueh-Shun Chang when he was appointed as Chungwa Investment Company's President by the Board of Directors.

(3) I recommend that the Company broaden the scope of its recruitment efforts at all levels and for all positions, including, without limitation, the Company's middle and upper Management and the various subsidiaries' directors and Chairmen.