

## **Chunghwa Telecom 2013 Annual General Meeting**

### **Submission of Shareholder Proposals:**

In accordance with Article 172-1 of the ROC Company Law, shareholders holding at least 1% of the outstanding shares of Chunghwa are eligible to submit shareholder proposals to Chunghwa for voting at the Meeting. Each qualified shareholder can submit one proposal. All submissions must be made in Chinese and be less than 300 characters.

The Submission Period of the proposals is from 9:00 a.m. to 5:00 p.m. on April 2 to April 11, 2013 and the submissions must be made to the Finance Department of Chunghwa Telecom Co., Ltd. (21-3 Xinyi Rd., Sec. 1, Taipei, Taiwan, R.O.C.) within the Submission Period.

### **Submission of Director Nominations:**

In accordance with Article 192-1 of the ROC Company Law, shareholders holding at least 1% of the outstanding shares of Chunghwa are eligible to submit director nominations to Chunghwa for the election of the Company's 7th term directors at the Meeting. Each qualified shareholder can submit nominations up to five independent directors and eight non-independent directors.

The Submission Period is from 9:00 a.m. to 5:00 p.m. on April 2 to April 11, 2013 and the submissions must be made to the Finance Department of Chunghwa Telecom Co., Ltd. (21-3 Xinyi Rd., Sec. 1, Taipei, Taiwan, R.O.C.) within the Submission Period.

### **For ADRs Holders:**

As provided under Section 4.7(b) and (c) of the Amended and Restated Deposit Agreement (the "Deposit Agreement") among the Company, JPMorgan Chase Bank, N.A. ("JPMorgan") and all holders and beneficial owners from time to time of American Depositary Receipts ("ADRs") issued thereunder, holders that individually or together with other holders hold at least 51% of the ADRs outstanding at the Shareholder Record Date are entitled to submit one written proposal for voting and director nominations for election at the Meeting. The proposal submission must be in Chinese and be less than 300 characters in length. All proposal or nomination submissions must be made to Ms. Sally Chen, ADR Client Services of JPMorgan Chase Bank N.A. Taipei Branch (8/F, No. 108, Xinyi Rd. Sec. 5, Taipei, Taiwan, R.O.C.) at least five business days prior to the expiry of the Submission Period.

For more information in connection with the proposal right and nomination right of holders of ADRs, please refer to a form of the Deposit Agreement as an exhibit to the Company's registration statement on Form F-6 (File No. 333-147321) which was filed with U.S. Securities and Exchange Commission (the "SEC") and is available on the SEC's website at [www.sec.gov](http://www.sec.gov).