

*(This translated document is prepared in accordance with the Chinese version and is for reference only. In the event of any inconsistency between the English version and the Chinese version, the Chinese version shall prevail.)*

# **Chunghwa Telecom Co., Ltd.**

## **2022 Annual General Meeting Minutes**

**Time:** 9:00 a.m. of May 27, 2022

**Venue:** Chunghwa Telecom Training Institute

No. 168, Minzu Road, Banchiao District, New Taipei City, Taiwan, R.O.C.

**Number of shares represented by shareholders present:**

Shares represented by the shareholders in attendance or by proxies totaled 6,234,164,411 (including the 6,228,736,884 shares represented by the shareholders exercising voting rights through e-voting), accounting for 80.36% of the total shares issued by the Company, i.e. 7,757,446,545 shares.

**Chairman:** Chi-Mau Sheih, Chairman of the Board of Directors

**Recorder:** Hsiu-Chuan Lee

**Directors present:**

In person: Chi-Mau Sheih, Shui-Yi Kuo, Lo-Yu Yen (Chairman of the Audit Committee, Independent Director)

By video conference: Yu-Lin Huang, Lien-Chuan Lee, Shin-Yi Chang, Sin-Horng Chen, Hung-Yi Hsiao, Shih-Hung Tseng, JenRan Chen (Independent Director), Yi-Chin Tu (Independent Director), Yu-Fen Lin (Independent Director), Chung-Chin Lu (Independent Director)

**Attendees:** Chih-Poung Liou (Attorney of Stellex Law Firm)

Dien-Sheng Chang (CPA of Deloitte & Touche)

**Chairman's address:** (omitted)

(The Chairman made responses to shareholders' opinions or designated other relevant managers to do so.)

**Report Items**

**I. 2021 business report** (Attachment 1)

**II. 2021 audit committee's review report** (Attachment 2)

**III. 2021 compensation distribution to directors and employees**

**IV. Amendments to the Code of Ethics**

## V. Amendments to the Ethical Corporate Management Best Practice Principles

## VI. Issuance of unsecured straight corporate bonds for 2021

Shareholders provided suggestions on the following issues: frequency of supervisor transfer; staff wages raise in 2023; the internal communication and employee job position exchanges and relocation regarding organizational transformation; recruiting staff in remote areas, the Company should consider the local people firstly; enhanced management on Chunghwa Telecom Resort Inns.

(The Chairman made responses to shareholders' opinions or designated other relevant managers to do so. These were acknowledged by present shareholders.)

### Matters for Ratification

#### I. Ratification of 2021 business report and financial statements

Proposed by the Board of Directors

Explanation:

1. The Company's 2021 financial statements (Attachment 4-7 and Attachment 9-12), including balance sheets, statements of comprehensive income, statements of changes in equity, and statements of cash flows, were audited by Mr. Dien-Sheng Chang and Mr. Cheng-Hung Kuo of Deloitte & Touche. The audit opinions relating to the aforementioned financial statements were issued hereby (Attachment 3 and Attachment 8). The Company's 2021 business report (Attachment 1) and the aforementioned financial statements have been reviewed and determined to be accurate by the Audit Committee members of the Company with review report submitted hereby (Attachment 2).
2. This proposal was approved by the 17<sup>th</sup> meeting of the 9<sup>th</sup> Board of Directors on February 23, 2022.
3. This proposal is hereby submitted to the Annual General Meeting for ratification.

(The Chairman made responses to shareholders' opinions or designated other relevant managers to do so. These were acknowledged by present shareholders.)

Resolution:

Voting results: 5,917,422,492 "for" votes, representing 94.91% of the shares present at the time of voting; 2,777,725 "against" votes; 313,964,194 "abstain/non-vote" votes; 0 "invalid" vote

**RESOLVED, the above proposal submitted by the Board of Directors was ratified upon voting.**

#### II. Ratification of 2021 earnings distribution proposal

Proposed by the Board of Directors

Explanation:

1. The Company's 2021 financial statements have been finalized, and earnings shall be distributed as stipulated in the 2021 Earnings Distribution Proposal (Attachment 13). It is proposed that cash dividends paid to stockholders of NT\$35,746,313,679. Common stockholders will receive cash dividends of NT\$4.608 per share based on their number of shares held as recorded on the ex-dividend base date. The aforementioned cash dividends will be distributed to stockholders from 2021 earnings as a priority.

2. Each shareholder's cash dividend shall be issued to the rounded-down full NT dollar (fractional amount be ignored). The sum of all cash dividends less than NT\$1 shall be allocated in line with a progressive decrease in decimal numbers and a progressive increase in shareholders' ID number so that the total dividend distribution is fully paid. After which, the Chairman shall set a record date of ex-cash dividend for distribution after ratification by the Annual General Meeting.
3. Should the Company's capital position change in the future, requiring adjustments in the cash distribution ratio, it is proposed that the Chairman be authorized to manage the change in the cash distribution ratio.
4. This proposal was approved by the 17<sup>th</sup> meeting of the 9<sup>th</sup> Board of Directors on February 23, 2022 and is hereby submitted to the Annual General Meeting for ratification.

(The Chairman made responses to shareholders' opinions or designated other relevant managers to do so. These were acknowledged by present shareholders.)

The amended proposal by shareholders:

The shareholder, Mr. Chu (account no. 41207), proposed to distribute cash dividend of NT\$5 per share, which should be deducted from the payroll of the management teams.

Resolution:

The Chairman determined to vote for the origin proposal first in accordance with the Ordinance of Shareholders Meetings.

Voting results: 5,924,884,341 "for" votes, representing 95.03% of the shares present at the time of voting; 618,492 "against" votes; 308,661,578 "abstain/non-vote" votes; 0 "invalid" vote

**RESOLVED, the above proposal submitted by the Board of Directors was ratified upon voting.**

## Matters for Discussion

### I. Amendments to the Articles of Incorporation

Proposed by the Board of Directors

Explanation:

1. By reference to the amendment to the Company Act announced on December 29, 2021 and the trend of using digitalized conference by the Company, Article 8 of the Articles of Incorporation of the Company is proposed to be amended to clearly stipulate that the shareholders' meeting of the Company may be held by means of visual communication network or other methods promulgated by the central competent authority, which may increase the flexibility for shareholders to attend the shareholders' meeting and strengthen the protection of shareholders' rights and interests.
2. The comparison table for the draft amendment to the Article 8 of the Articles of Incorporation of Chunghwa Telecom Co., Ltd. is attached (Attachment 14).
3. This proposal was resolved by the 17<sup>th</sup> meeting of the 9<sup>th</sup> Board of Directors on February 23, 2022 and is hereby submitted to the Annual General Meeting for resolution.

(The Chairman made responses to shareholders' opinions or designated other relevant managers to do so. These were acknowledged by present shareholders.)

Resolution:

Voting results: 5,828,631,364 "for" votes, representing 93.49% of the shares present at the time

of voting; 49,868,147 “against” votes; 355,664,900 “abstain/non-vote” votes; 0 “invalid” vote  
**RESOLVED, the above proposal submitted by the Board of Directors was approved upon voting.**

## II. Amendments to the Procedures for Acquisition or Disposal of Assets

Proposed by the Board of Directors

Explanation:

1. The proposed amendment to the “Procedures for Acquisition or Disposal of Assets of Chunghwa Telecom Co., Ltd.” (hereinafter referred to as the “Procedures”) is made in accordance with the “Regulations Governing the Acquisition and Disposal of Assets by Public Companies” (hereinafter referred to as the “Regulations”) amended and issued by the Financial Supervisory Commission (hereinafter referred to as the “FSC”) on January 28, 2022.
2. The main amendments to the Procedures are summarized as follows:
  - 1) Strengthening the management of related-party transactions: To stipulate that, for the acquisition or disposal of assets with a related party by Chunghwa Telecom Co., Ltd. (hereinafter referred to as the Company) or its subsidiary that is not a domestic public company, if the transaction amount reaches 10% of the total assets of the Company, the Company shall submit relevant materials to the shareholders meeting for approval before proceeding in order to protect shareholders' rights and interests. However, the transactions between the Company and its subsidiary, or between its subsidiaries, are exempted from the resolution of the shareholders meeting. (amended as Articles 16.)
  - 2) Improve the quality of opinions issued by external experts: To stipulate that external experts shall follow the self-regulatory rules of the respective associations when issuing appraisal reports or opinions; to delete the relevant words that the CPA (certified public accountants) shall follow the Statement on Auditing Standards. In addition, because that the work performed by experts to issue appraisal reports or opinions is not the audit work of financial statement, the wording of "examining cases" is amended to "performing cases". Furthermore, in order to conform to the practical situation, the text “comprehensiveness, accuracy, and reasonableness” is hereby revised to “appropriateness and reasonableness”.(amended as Articles 5, 8, 12 and 14.)
  - 3) Relax information disclosure requirements on some transactions: Considering that the public companies were exempted from public announcements and reporting on the trading of domestic government bonds, similar to the regulation for the trading of domestic government bonds, the FSC (Financial Supervisory Commission) will make the relaxation that the trading of foreign government bonds with a credit rating not lower than the sovereign rating of Taiwan is exempt from making a public announcement. (amended as Articles 39.)
3. Attached hereto is the comparison table of the proposed amendment to the “Procedures for Acquisition or Disposal of Assets of Chunghwa Telecom Co., Ltd.” (Attachment 15)
4. This proposal was approved by the 17<sup>th</sup> meeting of the 9<sup>th</sup> Board of Directors on February 23, 2022, and is hereby submitted to the Annual General Meeting for resolution.

(The Chairman made responses to shareholders’ opinions or designated other relevant managers to do so. These were acknowledged by present shareholders.)

Resolution:

Voting results: 5,884,351, 283 “for” votes, representing 94.38% of the shares present at the time

of voting; 620,767 “against” votes; 349,192,361 “abstain/non-vote” votes; 0 “invalid” vote  
**RESOLVED, the above proposal submitted by the Board of Directors was approved upon voting.**

### III. Amendments to the Ordinance of Shareholders Meetings

Proposed by the Board of Directors

Explanation:

1. Whereas the Financial Supervisory Commission R.O.C (Taiwan) announced the amendments to the "Regulations Governing Stock Affairs of Public Companies" (the "Regulations") on March 4th, 2022, and the Taiwan Stock Exchange Corporation announced the amendments to the "Template for XXX Co., Ltd. Meeting Rules for Shareholders Meetings (the "Template") on March 8th, 2022, the partial amendments to the Ordinance of Shareholders Meetings of the Company are hereby proposed accordingly.
2. Articles 2, 3, 4, 5, 7, 8, 10, 12, 15, 16, 23 and 24 are proposed for amendments, and Articles 19, 20, 21 and 22 are proposed to be newly added as explained below: :
  - 1) To add the procedure for changing method for holding a Company's shareholders' meeting and time limit for providing materials, such as shareholders' meeting agenda hand book (Amendment to Paragraph 2 and Paragraph 4 of Article 2).
  - 2) To add that the holding of a shareholders' meeting by video conference by the Company is not subject to any restriction on venue of the shareholders' meeting (Amendment to Paragraph 2 of Article 3).
  - 3) To add relevant operation procedures for registration of shareholders attending a shareholders' meeting by video conference, shareholders having registered to attend the shareholders' meeting supported by video conference and wishing to attend the physical shareholders' meeting, and after shareholders having exercised their voting rights by electronic means, or after a proxy has been delivered to the Company wishing to attend the shareholders' meeting by video conference (Amendments to Paragraph 3 of Article 4, Paragraph 5 of Article 5, Paragraph 3 of Article 8, Paragraph 10 and Paragraph 11 of Article 12).
  - 4) To add relevant operation procedures for shareholders attending shareholders' meeting by video conference, including the attendance registration, watching live stream, raising questions, exercise of voting right, vote accounting, proposal for extraordinary motion or amendments to original proposals, shareholders who exercise their voting rights by electronic means may still register to attend the shareholders' meeting by video conference, and disclosure rules for results of each proposal or election (Amendments to Paragraph 4 of Article 5, Paragraph 2 of Article 8, Paragraph 10 of Article 10, Paragraph 8 and Paragraph 9 of Article 12, Article 19, Article 20).
  - 5) To add the mandatory items that shall be recorded in the meeting minutes of shareholders' meeting by video conference, and the retention period for materials, such as shareholders' registration, attendance registration, questions raised, voting right exercised, vote counting results, and audio and video recording of the meeting (Amendments to Paragraph 2 and Paragraph 3 of Article 7, Paragraph 4 and Paragraph 5 of Article 15).
  - 6) To add that the Company shall consolidate and produce a statistical statement for number of shares obtained by solicitors through solicitation, number of shares represented by proxies, and number of shares attended by shareholders exercising voting rights by electronic means, and shall disclose the same on the video conference platform before the

shareholder's meeting is held (Amendments to Paragraph 1 and Paragraph 2 of Article 16).

- 7) To add contents that shall be included in the shareholders' meeting notice, such as methods for shareholders to attend the meeting by video conference and exercise relevant rights, handling of obstacles occurring to video conference platform or to attendance of the meeting by video conference due to natural disasters, incidents or other force majeure events, and to provide appropriate alternative measures for shareholders who have difficulty in attending shareholders' meeting by video conference (Amendment to Article 21).
- 8) To add handling for the digital divide (Amendment to Article 22).
3. The Comparison Table for the draft amendment to Ordinance of Shareholders Meetings of Chunghwa Telecom Co., Ltd. is attached. (Attachment 16)
4. This proposal was approved by the 18<sup>th</sup> meeting of the 9<sup>th</sup> Board of Directors on April 13, 2022 and is hereby submitted to the Annual General Meeting for resolution.

(The Chairman made responses to shareholders' opinions or designated other relevant managers to do so. These were acknowledged by present shareholders.)

Resolution:

Voting results: 5,829,230,683 "for" votes, representing 93.50% of the shares present at the time of voting; 49,889,606 "against" votes; 355,044,122 "abstain/non-vote" votes; 0 "invalid" vote

**RESOLVED, the above proposal submitted by the Board of Directors was approved upon voting.**

## Election

### Election of the Company's 10<sup>th</sup> term directors

Proposed by the Board of Directors

Explanation:

1. The 9<sup>th</sup> term of the Company's directors expires on June 20<sup>th</sup>, 2022. According to Article 192-1 of the Company Act, the 10<sup>th</sup> term of the directors should be elected at the 2022 Annual General Meeting.
2. It is defined in Article 12 of the Company's Articles of Incorporation that the Company shall have 7 to 15 directors in order to organize the Board of Directors. In addition, Article 12-1 of the Company's Articles of Incorporation defines that the Company shall be composed of at least 3 independent directors and directors shall be elected according to the candidate nomination system. The 16<sup>th</sup> meeting of Chunghwa Telecom's 9<sup>th</sup> Board of Directors has resolved to elect the Company's 10<sup>th</sup> term of the Board of directors, which will be composed of 13 directors in total, including 5 independent directors, for a term of 3 years beginning on May 27<sup>th</sup>, 2022 to May 26<sup>th</sup>, 2025.
3. The Company's 10<sup>th</sup> term directors shall be elected according to the candidate nomination system. The list of director candidates for this election reviewed and approved by the 18<sup>th</sup> meeting of the 9<sup>th</sup> Board of Directors of the Company on April 13<sup>th</sup>, 2022 is hereby attached in the next page.
4. For the Directors Election Regulations of Chunghwa Telecom Co., Ltd., please refer to page 134-136 of this handbook.
5. Please vote.

<b>Candidate Category</b>	<b>Candidate Name</b>	<b>Education</b>	<b>Past Experiences</b>	<b>Current Positions</b>	<b>Shareholding (Unit: Share)</b>	<b>Representative of The Government or Institution</b>
Director	Chi-Mau Sheih	Master, Business Administration, National Taiwan University	President, Chunghwa Telecom Co., Ltd.	Chairman, Chunghwa Telecom Co., Ltd. Director of Chunghwa Telecom Co., Ltd.	2,737,718,976	MOTC
Director	Shui-Yi Kuo	Master, Accounting, National Chengchi University	Chief Financial Officer & Senior Executive Vice President, Chunghwa Telecom Co., Ltd.	President, Chunghwa Telecom Co., Ltd. Director of Chunghwa Telecom Co., Ltd.	2,737,718,976	MOTC
Director	Shin-Yi Chang	Master, Business Administration, National Taiwan University	Director, Department of Accounting, Ministry of Economic Affairs(MOEA)	Director, Department of Accounting, Ministry of Transportation and Communications (MOTC) Director of Chunghwa Telecom Co., Ltd	2,737,718,976	MOTC
Director	Sin-Horng Chen	Ph.D., Electrical Engineering, Texas Tech University, USA	Acting President of National Chiao Tung University	Professor, Department of Electrical Engineering, National Yang Ming Chiao Tung University Director of Chunghwa Telecom Co., Ltd	2,737,718,976	MOTC

<b>Candidate Category</b>	<b>Candidate Name</b>	<b>Education</b>	<b>Past Experiences</b>	<b>Current Positions</b>	<b>Shareholding (Unit: Share)</b>	<b>Representative of The Government or Institution</b>
Director	Ching-Hwi Lee	Bachelor, History, National Taiwan Normal University	Deputy Director, National Palace Museum	Deputy Minister, Ministry of Culture (MOC)	2,737,718,976	MOTC
Director	Hsiang-Ling Hu	Bachelor, Transportation and Management, National Chiao Tung University	Director-General, Railway Bureau, Ministry of Transportation and Communications (MOTC)	Political Deputy Minister, Ministry of Transportation and Communications (MOTC)	2,737,718,976	MOTC
Director	Shiu-Chuan Tsai	Ph.D., Public Administration, National Chengchi University	Political Deputy Minister, Ministry of Civil Service	Chairperson & Professor, Department of Political Science, Soochow University	2,737,718,976	MOTC
Director	Shih-Hung Tseng	Graduated at the Electronic Engineering Department of Kun Shan Institute of Technology	Member of Chunghwa Telecom Workers' Union and President of Chunghwa Telecom's Corporate Union, Tainan Branch	Engineer, Tainan Branch, Chunghwa Telecom Co., Ltd. Director of Chunghwa Telecom Co., Ltd.	2,737,718,976	MOTC
Independent Director	Yu-Fen Lin	Bachelors, Political Science and Laws, National Taiwan University	Partner, Kao & Partners, Attorneys-at-Law	Managing Partner, Lex & Honor, Attorneys-at-Law Independent Director of Chunghwa Telecom Co., Ltd.	0	None



<b>Candidate Category</b>	<b>Candidate Name</b>	<b>Education</b>	<b>Past Experiences</b>	<b>Current Positions</b>	<b>Shareholding (Unit: Share)</b>	<b>Representative of The Government or Institution</b>
Independent Director	Chung-Chin Lu	Ph.D., Electrical Engineering, University of Southern California, USA	Chairperson, Department of Electrical Engineering, National Tsing Hua University	Professor, Department of Electrical Engineering, National Tsing Hua University Independent Director of Chunghwa Telecom Co., Ltd.	0	None
Independent Director	Yi- Chin Tu	Master, Computer Science and Information Engineering, National Taiwan University	Founder, Taiwan AI Labs	Founder, Taiwan AI Labs & Foundation Independent Director of Chunghwa Telecom Co., Ltd.	0	None
Independent Director	Chia-Chung Chen	Master, Agricultural Economics, National Taiwan University	CEO, E. SUN Bank (China)	Director, Mega Financial Holding Co., Ltd. Director, Mega International Commercial Bank Co., Ltd.	0	None
Independent Director	Su-Ming Lin	Ph.D., Accounting, Arizona State University, USA	Chairperson, Department of Accounting, National Taiwan University	Professor, Department of Accounting, College of Management, National Taiwan University	0	None

(The Chairman made responses to shareholders' opinions or designated other relevant managers to do so. These were acknowledged by present shareholders.)

#### Election Results:

The 10<sup>th</sup> term elected directors and the votes they received are as follows:

Account No. / ID No.	Name	Votes (e-voting included)
1	Chi-Mau Sheih Representative of the MOTC	4,907,726,786
1	Shui-Yi Kuo Representative of the MOTC	4,712,767,946
1	Shin-Yi Chang Representative of the MOTC	4,523,659,223
1	Sin-Horng Chen Representative of the MOTC	4,529,051,287
1	Ching-Hwi Lee Representative of the MOTC	4,544,353,403
1	Hsiang-Ling Hu Representative of the MOTC	4,543,727,857
1	Shiu-Chuan Tsai Representative of the MOTC	4,543,856,557
1	Shih-Hung Tseng Representative of the MOTC	4,554,477,332
U22041XXXX	Yu-Fen Lin Independent Director	4,580,455,046
S12327XXXX	Chung-Chin Lu Independent Director	4,578,775,434
D12090XXXX	Yi- Chin Tu Independent Director	4,580,851,144
L12126XXXX	Chia-Chung Chen Independent Director	4,646,964,253
M12053XXXX	Su-Ming Lin Independent Director	4,665,494,753

## Other Matters

### Release of non-competition restrictions on the Company's 10<sup>th</sup> term directors

Proposed by the Board of Directors

#### Explanation:

1. According to Article 209 of the Company Act and Article 12 of the Meeting Rules of Order of the Board of Directors of the Company, a director who does anything for himself or on behalf of another person that is within the scope of the company's business, shall submit to the Board of Directors for discussion and explain to the meeting of shareholders the essential contents of such an act and to obtain its approval.

2. Some of the Company' directors and independent directors as listed below concurrently engage in the activities of other companies which have the same or similar lines of business as the Company. Hence it is proposed to the shareholders' meeting to release the non-competition restrictions for the directors and independent director in accordance with the laws.
3. It is proposed to release of non-competition restrictions on the Company's 10<sup>th</sup> term Directors for Chi-Mau Sheih, Shui-Yi Kuo, Shin-Yi Chang, Sin-Horng Chen and independent directors of Yu-Fen Lin, Chia-Chung Chen and Su-Ming Lin when they assume the positions at the following companies:

<b>Director</b>	<b>Position at the Company with same or similar lines of business</b>	<b>Same or similar lines of business of the Company</b>
Chi-Mau Sheih (Director)	Director, Industrial Technology Research Institute	Software Design Service, Rental and Leasing Business, Management Consulting Services, Digital Information Supply Services, Data Processing Services, Environmental Assessment Service Businesses, Energy Service Business, Engineering Consulting Business, Automatic Control Equipment Engineering Business
Shui-Yi Kuo (Director)	Director, Cornerstone Ventures Co., Ltd.	Management Consulting Services
Shin-Yi Chang (Director)	Supervisor, Taiwan International Ports Corporation Ltd.	Parking Lot Operation Businesses, Real Estate Rental Businesses, Information Software Service Business, Exhibition Service Businesses, Rental Business
Sin-Horng Chen (Director)	Independent Director, Chinesegamer International Corp	Internet Identify Services, Digital Information Supply Services, Data Processing Services, Data Storage Media Manufacturing and Duplicating
Yu-Fen Lin (Independent Director)	Independent Director, SINBON Electronics Co., Ltd.	Wholesale of Computing and Business Machinery Equipment, Computers and Computing Peripheral Equipments Manufacturing, Wholesale of Telecom Instruments, Wholesale of Medical Goods, Metrological Instrument Manufacturing, Energy Technical Services

Director	Position at the Company with same or similar lines of business	Same or similar lines of business of the Company
Chia-Chung Chen (Independent Director)	Independent Director, Dimerco Data System Corporation	Wholesale of Computing and Business Machinery Equipment, Wholesale of Computer Software, Retail sale of Computing and Business Machinery Equipment, Retail sale of Computer Software, Computing Equipments Installation Construction, Software Design Services, Data Processing Services, Management Consulting Services, Rental and Leasing Business
Su-Ming Lin (Independent Director)	Independent Director, Taiwan Fertilizer Co., Ltd.	Wholesale of Telecom Instruments, Parking Garage Business, Residence and Buildings Lease Construction and Development, Specialized Field Construction and Development, Software Design Services, Data Processing Services, Digital Information Supply Services

4. This proposal was resolved by the 18<sup>th</sup> meeting of the 9<sup>th</sup> Board of Directors on April 13<sup>th</sup>, 2022. It is hereby submitted to the Annual General Meeting for resolution.

(The Chairman made responses to shareholders' opinions or designated other relevant managers to do so. These were acknowledged by present shareholders.)

Resolution:

Voting results: 5,071,768,689 "for" votes, representing 81.35% of the shares present at the time of voting; 3,726,907 "against" votes; 1,158,668,815 "abstain/non-vote" votes; 0 "invalid" vote

**RESOLVED, the above proposal submitted by the Board of Directors was approved upon voting.**

**Extemporary Motions:** The inquiries and suggestions raised by shareholders totaled 139.

**Meeting Adjourned:** 6:31 p.m. of the same day

# Attachment 1

## I. 2021 business report

As Taiwan faced the COVID-19 pandemic throughout 2021, we are extremely grateful to all our team members for their hard-work and ability to adapt to the new norms during these difficult times, alongside the Company. Our front-line staff also remained in their roles during the pandemic and continued to provide timely, high-quality services to our customers. We have delivered promising results for 2021, as both consolidated revenue and profits exceeded financial forecasts with annual growth rate increasing as well. Our financial performance hit a four-year record high in 2021, further creating value for our shareholders.

### **2021 Business Highlight**

In 2021, we have achieved excellent operating results based on the “Transformation x 5G x Sustainability” strategy.

#### **Successful transformation with “Rise on, together 2021” plan**

In response to changes in the operating environment and new business challenges, Chunghwa Telecom launched a three-year comprehensive strategic transformation plan, "Rise on, together 2021," in 2019. We aimed to create fundamental changes in mindset, behavior and company culture to achieve an upward trend in financial metrics. After three years of hard work, we have successfully returned to the growth track from recession. From 2019 to 2021, our telecom revenue turned upward, as net profit and EPS increased year-by-year. In addition, we achieved a record of EPS of NT\$4.61 in 2021.

In terms of business transformation, we continued to achieve milestones in core and emerging businesses these past three years, including 5G, smart applications, information and communication technology projects. In terms of network transformation, we promoted the next generation of network transformation as well as the integration of fixed-line and mobile networks, and collaborated on cloud-network and smart network maintenance. By aligning resource utilization with flexible deployment, we reduced maintenance and operating costs, while greatly improving operating efficiency. With the leading technical 5G construction method of C-RAN architecture that centralized maintenance operations and big data analysis based construction plan, we continued to accelerate 5G construction, as our network quality has been recognized by both domestic and international institutions.

In terms of organizational transformation, we restructured our organizational structure with a "customer-centric" concept in mind by introducing three business groups: the Consumer Business Group, the Enterprise Business Group and the International Business Group. We have also built three technical groups: the Network Technology Group, Data Communication Business Group and Telecommunications Laboratories. This new organization officially launched on January 1, 2022. We will continue to strengthen the integration of organizational resources to realize operational synergies to enhance overall competitiveness through resourceful and customized services for our customers.

#### **5G leads mobile service revenue turned upward**

2021 is an important year for the Company with upward trends in the core business. In terms

of mobile business, we have actively deployed 5G networks. By the end of 2021, we were the industry leader with more than 12,000 5G base stations completed. Our network quality has been recognized and awarded by professional international speed measurement agencies. Speedtest recognized Chunghwa with "Fastest 5G" and "Fastest Mobile Network" in the first and second halves of 2021, respectively. As for Opensignal's "2021 Global User Network Experience," Chunghwa is recognized as the operator in Taiwan with the greatest number of projects entering the world's top 30 experience projects. Our 5G penetration rate has been promoted by excellent network quality along with an increase in proportion of 5G high price plan adoption, successfully driving our mobile service revenue upward in 2021.

#### **Industry-leading 5G enterprise private network**

In 2021, we actively cultivated the 5G enterprise private network market. Strategically, we aimed to acquire projects from leading enterprises across various industries and established vertical application models as a basis for expanding 5G enterprise private network market at home and abroad. We have successfully achieved pioneer projects in many sectors with the top completion rate in the telecom industry. In addition to developing the domestic market, we have also made breakthroughs in the international market by signing a memorandum to cooperate with overseas telecom companies to develop international 5G enterprise private network services and technologies. Frost & Sullivan, the well-known international research and consulting institute, conducted the 5G enterprise private network evaluation for the first time in 2021. Chunghwa was the only company awarded the "2021 Taiwan Private 5G Network Customer Value Leadership Award," validating our performance in this arena.

#### **Increasing demand for digital business accelerates the growth of fixed-line broadband**

In 2021, the COVID-19 outbreak increased consumer demand for digital services and accelerated enterprise digital transformation to improve fixed broadband business performance. Based on the demand for fixed-line broadband, the net adds of HiNet and broadband subscribers both turned positive in 2021. In addition, demand for high-speed services also improved significantly, as the number of high-speed service subscribers with 300Mbps or higher increased at a double-digit annual growth rate, further driving increases in annual broadband revenue and ARPU. We further rolled out 2Gpbs high-speed services amid with home Mesh Wi-Fi to respond to the strong market demand.

#### **Significant increase in profitability of ICT and emerging businesses**

In 2021, due to the active promotion of smart applications and enhanced project management, overall ICT profits margin and gross profits increased significantly, compared to 2020, contributing to the Company's bottom line. We also completed a number of smart transportation projects that include constructing self-driving electric buses and building the first bus and emergency vehicle priority sign control system in Taiwan. In addition, we have cooperated with medically-focused strategic partners to enter the field of smart medical care and accelerate the development of innovative services.

#### **Commit to ESG practice and set medium- and long-term carbon reduction targets**

In 2021, we transformed the "Corporate Social Responsibility Committee" into the "Sustainable Development Committee." In response to global trends and government policies, we set medium- and long-term goals for energy conservation and carbon reduction, such as promoting IDC to use 100% renewable energy by 2030 and achieving net zero carbon emissions by 2050. In addition, we have been awarded the "Task Force on Climate-related

Financial Disclosures (TCFD)" and the Circular Economy Guidelines (BS8001) audit statement issued by the British Standard Institute, holding the status as the only telecom operator in Taiwan to simultaneously pass both audits.

In addition, we continue to give back to society in the form of innovation and technology. When the pandemic alert in Taiwan was upgraded in 2021, we fully supported the government and became its strongest backup force for pandemic prevention. For example, we developed, completed and launched the "SMS Contact Tracing Platform" within three days and developed an "Epidemic Control Assistance Platform." We also created the "Chunghwa Telecom unmanned airborne base station system," which provides signal for relief in disaster areas, even during service interruptions. We established networks and mobile technology tools to introduce smart medical care solutions in rural health centers, applying 5G technology to unmanned ships to automatically remove marine debris on a daily basis. In addition, we have leveraged our technology to help disadvantaged groups and people in remote villages. During the pandemic, we provided 40,000 prepaid cards for disadvantaged students to study online at home and cooperated with strategic partners to help students in primary and secondary schools study in remote areas.

Our ESG efforts continue to gain recognitions by international professional organizations. We were the only telecom company in Asia to win the highest honor of "Jade Award" in the evaluation of The Asset ESG Corporate Award in 2021. We continue to enhance our corporate governance to protect both shareholder value and stakeholder rights. We have been awarded the 2021 Best Telecom Holding Governance Asia Award by globally-recognized media Capital Finance International, becoming the corporate governance benchmark for Asian telecom operators.

### **Solid financial performance, shareholders paybacks and future investments**

Due to steady growth of our core businesses and improved profitability of emerging businesses, the Company's EBITDA increased by 5.9% year-over-year in 2021. Along with effective resource allocation, we maintained stable financial performance and healthy cash flow. Standard & Poor maintained our "AA" rating, the best in the global telecom industry, and we are the only telecom companies to receive this rating globally. Adhering to our intent of returning surplus to shareholders, the Company's cash dividend payout ratio reached 100% in 2021. Looking forward, we will maintain a stable dividend policy to respond to shareholder expectations.

Stable financial constitution is also the cornerstone of our ongoing investments in the future. In 2021, capital expenditure was NT\$35.3 billion, mainly used for the deployment of 5G and core access networks, the construction of IDC and the layout of international submarine cables in response to increasing demand for external bandwidth and potential opportunities driven by OTT digital content and audio-visual services. As technology evolves to enhance the efficient usage of space in our switch offices, we plan to develop more land and buildings with commercial potential to increase the Company's revenue through efficient use of idle assets.

### **Future outlook**

We adopted the "Customer-Centric" organizational structure on January 1, 2022. The three business groups, "Consumer Business Group," "Enterprise Business Group," and "International

Business Group,” will continue to focus on business development, while technical groups will leverage their capabilities and R&D resources to support the expansion and success of the business groups. Our visions and goals for the new organization include:

- Being the leader of smart life: to provide smart services between people and families; to provide smart life to meet client demands for entertainment, health, safety and convenience; to build the first smart life economic ecosystem in Taiwan.
- Being the facilitator of digital economy: to become a leader in the 5G+AIoT industry by implementing emerging technological solutions; to become the best partner for the digital transformation of enterprises and international cloud network services.
- Building next generation of cloud-based intelligent networks: to establish broadband connection at all times; to provide customers with the ultimate experiences; to promote the innovative digital economy; to develop products for information services and create a digital service eco-system while cooperating with various groups.

As we look forward to 2022, we will sustain our momentum in 5G migration through innovative applications, with an aim to drive up the 5G penetration rate to 30%, while steadily pushing upward growth of mobile ARPU. We are optimistic about the development of Metaverse-related VR, AI and zero-touch application, allowing customers to enjoy unprecedented VR integration experiences. We also provide Giga-level internet surfing experiences through “Always Broadband Connected environment” of “mobile broadband, fixed-line broadband, and home Wi-Fi” to support personal home-centric smart application services, expand in consumer markets and meet customer needs.

In terms of the enterprise customer market, we continue to provide tailored digital transformation solutions for enterprise customers. Through independent R&D, extensive partnerships and strategic investment, we will continue to develop our emerging businesses, such as smart transportation, smart agriculture, fintech and other integrated services, with cutting-edge technologies, including cybersecurity, cloud, AI, big data and blockchain, to help businesses across all industries advance into the digital era.

In terms of sustainability implementation, we set ESG-related goals with a vision of “green and low carbon, digital empowerment, integrity and transparency.” We will replace old infrastructure with virtual network functions and retire old company cars with electric vehicles to reduce carbon emissions. By 2030, we expect the Company’s annual carbon emissions to be halved, compared to 2020. In addition, we look to accelerate usage of renewable energy in IDC data centers by purchasing green electricity and investing in renewable energy.

We continue to promote gender equality and raise our percentage of female managers. We will continue to support employee work-life balance, such as building “Mutual-help Education and Health Center in Workplace,” so our employees can concentrate on work without any worry or concerns. As a telecom operator, we constantly think about how to use network and technology capabilities to implement “Technology for Greater Good” through digital empowerment. We will continue to form partnerships with strategic parties to address structural issues regarding digital divide. By assisting enterprises with digital transformation, we will continue to practice “Digital Empowerment via Internet,” while calling on enterprises and suppliers to reduce carbon emissions to achieve sustainability and sustainable prosperity.



We firmly believe that the “Transformation x 5G x Sustainability” strategy will establish a strong foundation for the Company’s excellence in the next decade. Concurrently, our “Customer-Centric” structural transformation and 5G will generate greater value for our clients in the post-COVID digital era. Lastly, through sustainable prosperity and symbiosis with the society, we will continue to generate sustainable growth to maximize value for our shareholders and stakeholders.

Chairman and Chief Executive Officer: Chi-Mau Sheih

President: Shui-Yi Kuo

Vice President, Accounting Department: Shu-Ling Chen

February 23, 2022

## Attachment 2

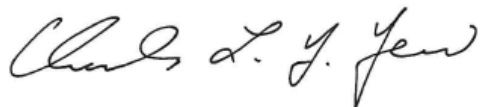
### 2021 audit committee's review report

#### Audit Committee's Review Report

The Board of Directors has prepared the Company's 2021 business report, financial statements, and earnings distribution proposal. The CPA firm of Deloitte & Touche was retained to audit the Company's financial statements and has issued an audit report relating to the financial statements. The business report, financial statements, and earnings distribution proposal have been reviewed and determined to be accurate by the Audit Committee members of the Company. According to Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Law, we hereby submit this report.

Chunghwa Telecom Co., Ltd.

Chairman of the Audit Committee



February 23, 2022

## Attachment 3

### INDEPENDENT AUDITORS' REPORT

The Board of Directors and Stockholders  
Chunghwa Telecom Co., Ltd.

#### Opinion

We have audited the accompanying consolidated financial statements of Chunghwa Telecom Co., Ltd. and its subsidiaries (The "Company"), which comprise the consolidated balance sheets as of December 31, 2021 and 2020, and the consolidated statements of comprehensive income, changes in equity and cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Company as of December 31, 2021 and 2020, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers, and International Financial Reporting Standards (IFRS), International Accounting Standards (IAS), IFRIC Interpretations (IFRIC), and SIC Interpretations (SIC) endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China.

#### Basis for Opinion

We conducted our audits in accordance with the Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants and auditing standards generally accepted in the Republic of China. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Company in accordance with The Norm of Professional Ethics for Certified Public Accountant of the Republic of China, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the year ended December 31, 2021. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

The key audit matter of the consolidated financial statements for the year ended December 31, 2021 is as follows:

### Revenue Recognition on Mobile Service

Refer to Notes 3 and 30 to the consolidated financial statements.

The Company's mobile service revenue consists of subscriber-based charges made up of a significant volume of low-dollar transactions. Because of the complexity and a variety of subscriber-based charges as well as a large number of transactions, the Company uses highly automated systems to process and record its revenue transactions.

Given the Company's systems to process and record revenue are highly automated, auditing revenue was complex and challenging due to the extent of audit effort required and involvement of professionals with expertise in information technology (IT) necessary for us to identify, test, and evaluate the Company's IT systems.

Our audit procedures related to the Company's systems to process revenue transactions included the following, among others:

- With the assistance of our IT specialists, we:
  - Identified the significant systems used to process revenue transactions and tested the general IT controls over each of these systems, including testing of user access controls and change management controls.
  - Performed testing of system interface controls and automated controls within the relevant revenue streams, as well as the controls designed to ensure the accuracy and completeness of revenue.
- We tested internal controls within the relevant revenue business processes, including those in place to reconcile the various systems to the Company's accounting system.
- We selected samples from mobile service revenue and agreed to customer contracts and records of cash receipts.

### **Other Matter**

We have also audited the parent company only financial statements of Chunghwa Telecom Co., Ltd. as of and for the years ended December 31, 2021 and 2020 on which we have issued an unmodified opinion.

### **Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements**

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and IFRS, IAS, IFRIC, and SIC endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China, and for such internal control as management determines is necessary to enable the preparation of the consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance, including the audit committee, are responsible for overseeing the Company's financial reporting process.

## **Auditors' Responsibilities for the Audit of the Consolidated Financial Statements**

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the auditing standards generally accepted in the Republic of China will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with the auditing standards generally accepted in the Republic of China, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

1. Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision, and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements for the year ended December 31, 2021, and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partners on the audit resulting in this independent auditors' report are Dien Sheng Chang and Cheng Hung Kuo.

Deloitte & Touche  
Taipei, Taiwan  
Republic of China

February 23, 2022

Notice to Readers

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

*For the convenience of readers, the independent auditors' report and the accompanying consolidated financial statements have been translated into English from the original Chinese version prepared and used in the Republic of China. If there is any conflict between the English version and the original Chinese version or any difference in the interpretation of the two versions, the Chinese-language independent auditors' report and consolidated financial statements shall prevail.*

# Attachment 4

## CHUNGHWA TELECOM CO., LTD. AND SUBSIDIARIES

### CONSOLIDATED BALANCE SHEETS DECEMBER 31, 2021 AND 2020 (In Thousands of New Taiwan Dollars)

ASSETS	2021		2020	
	Amount	%	Amount	%
<b>CURRENT ASSETS</b>				
Cash and cash equivalents	\$ 39,778,624	8	\$ 30,419,655	6
Financial assets at fair value through profit or loss	2,566	-	9,897	-
Hedging financial assets	-	-	1,752	-
Contract assets	5,554,070	1	5,331,246	1
Trade notes and accounts receivable, net	23,947,107	5	22,621,902	5
Receivables from related parties	41,528	-	230,696	-
Inventories	11,327,409	2	12,408,903	3
Prepayments	2,330,097	-	2,306,246	-
Other current monetary assets	5,060,878	1	6,123,665	1
Other current assets	2,978,780	1	2,349,097	-
Total current assets	91,021,059	18	81,803,059	16
<b>NONCURRENT ASSETS</b>				
Financial assets at fair value through profit or loss	908,775	-	677,202	-
Financial assets at fair value through other comprehensive income	3,615,888	1	7,193,174	2
Investments accounted for using equity method	7,332,774	2	6,893,001	1
Contract assets	2,607,744	-	2,495,302	-
Property, plant and equipment	289,100,461	56	281,415,943	56
Right-of-use assets	11,050,936	2	11,009,206	2
Investment properties	9,662,638	2	9,621,322	2
Intangible assets	83,945,083	16	90,284,560	18
Deferred income tax assets	2,785,006	1	3,132,713	1
Incremental costs of obtaining contracts	987,656	-	999,593	-
Net defined benefit assets	3,391,077	1	3,372,555	1
Prepayments	1,798,463	-	2,213,521	-
Other noncurrent assets	4,862,800	1	5,266,841	1
Total noncurrent assets	422,049,301	82	424,574,933	84
<b>TOTAL</b>	<b>\$ 513,070,360</b>	<b>100</b>	<b>\$ 506,377,992</b>	<b>100</b>
<b>LIABILITIES AND EQUITY</b>				
<b>CURRENT LIABILITIES</b>				
Short-term loans	\$ 65,000	-	\$ 67,000	-
Short-term bills payable	-	-	6,999,198	1
Financial liabilities at fair value through profit or loss	6,180	-	143	-
Hedging financial liabilities	8,286	-	-	-
Contract liabilities	12,234,276	2	13,436,706	3
Trade notes and accounts payable	18,063,288	4	15,590,814	3
Payables to related parties	391,358	-	645,944	-
Current tax liabilities	4,593,458	1	4,369,241	1
Lease liabilities	3,210,564	1	3,381,571	1
Other payables	24,436,708	5	23,987,962	5
Provisions	284,813	-	313,555	-
Current portion of long-term loans	-	-	1,600,000	-
Other current liabilities	998,367	-	1,042,977	-
Total current liabilities	64,292,298	13	71,435,111	14
<b>NONCURRENT LIABILITIES</b>				
Long-term loans	1,600,000	-	-	-
Bonds payable	26,976,675	6	19,980,272	4
Contract liabilities	6,840,056	1	7,289,087	2
Deferred income tax liabilities	2,189,411	-	1,966,538	-
Provisions	141,865	-	100,616	-
Lease liabilities	7,061,689	2	6,215,096	1
Customers' deposits	5,336,343	1	4,826,679	1
Net defined benefit liabilities	2,287,663	-	3,415,331	1
Other noncurrent liabilities	5,081,910	1	1,890,805	-
Total noncurrent liabilities	57,515,612	11	45,684,424	9
Total liabilities	121,807,910	24	117,119,535	23
<b>EQUITY ATTRIBUTABLE TO STOCKHOLDERS OF THE PARENT</b>				
Common stocks	77,574,465	15	77,574,465	15
Additional paid-in capital	171,279,625	33	171,261,379	34
Retained earnings				
Legal reserve	77,574,465	15	77,574,465	15
Special reserve	2,675,419	1	2,675,419	1
Unappropriated earnings	50,639,022	10	47,918,166	10
Total retained earnings	130,888,906	26	128,168,050	26
Others	(408,150)	-	927,122	-
Total equity attributable to stockholders of the parent	379,334,846	74	377,931,016	75
<b>NONCONTROLLING INTERESTS</b>				
	11,927,604	2	11,327,441	2
Total equity	391,262,450	76	389,258,457	77
<b>TOTAL</b>	<b>\$ 513,070,360</b>	<b>100</b>	<b>\$ 506,377,992</b>	<b>100</b>

## Attachment 5

### CHUNGHWA TELECOM CO., LTD. AND SUBSIDIARIES

**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**  
**YEARS ENDED DECEMBER 31, 2021 AND 2020**  
(In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2021		2020	
	Amount	%	Amount	%
REVENUES	\$ 210,477,948	100	\$ 207,608,998	100
OPERATING COSTS	<u>135,110,751</u>	<u>64</u>	<u>137,028,852</u>	<u>66</u>
GROSS PROFIT	<u>75,367,197</u>	<u>36</u>	<u>70,580,146</u>	<u>34</u>
OPERATING EXPENSES				
Marketing	20,944,091	10	20,912,848	10
General and administrative	5,293,136	2	5,005,934	2
Research and development	3,687,747	2	3,849,999	2
Expected credit loss	<u>142,991</u>	<u>-</u>	<u>44,885</u>	<u>-</u>
Total operating expenses	<u>30,067,965</u>	<u>14</u>	<u>29,813,666</u>	<u>14</u>
OTHER INCOME AND EXPENSES	<u>(369,411)</u>	<u>-</u>	<u>1,595,246</u>	<u>1</u>
INCOME FROM OPERATIONS	<u>44,929,821</u>	<u>22</u>	<u>42,361,726</u>	<u>21</u>
NON-OPERATING INCOME AND EXPENSES				
Interest income	94,684	-	115,922	-
Other income	377,820	-	469,608	-
Other gains and losses	460,830	-	(152,967)	-
Interest expense	(218,171)	-	(206,063)	-
Share of profits of associates and joint ventures accounted for using equity method	<u>421,640</u>	<u>-</u>	<u>242,745</u>	<u>-</u>
Total non-operating income and expenses	<u>1,136,803</u>	<u>-</u>	<u>469,245</u>	<u>-</u>
INCOME BEFORE INCOME TAX	46,066,624	22	42,830,971	21
INCOME TAX EXPENSE	<u>8,871,745</u>	<u>4</u>	<u>8,125,428</u>	<u>4</u>
NET INCOME	<u>37,194,879</u>	<u>18</u>	<u>34,705,543</u>	<u>17</u>

(Continued)



# CHUNGHWA TELECOM CO., LTD. AND SUBSIDIARIES

## CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME YEARS ENDED DECEMBER 31, 2021 AND 2020

(In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2021		2020	
	Amount	%	Amount	%
TOTAL OTHER COMPREHENSIVE INCOME (LOSS)				
Items that will not be reclassified to profit or loss:				
Remeasurements of defined benefit pension plans	\$ 390,441	-	\$ 1,193,149	1
Unrealized gain or loss on investments in equity instruments at fair value through other comprehensive income	(1,185,849)	-	404,955	-
Gain or loss on hedging instruments subject to basis adjustment	(10,038)	-	1,425	-
Share of remeasurements of defined benefit pension plans of associates and joint ventures	(4,154)	-	(4,282)	-
Income tax relating to items that will not be reclassified to profit or loss	<u>(78,088)</u>	<u>-</u>	<u>(238,630)</u>	<u>-</u>
	<u>(887,688)</u>	<u>-</u>	<u>1,356,617</u>	<u>1</u>
Items that may be reclassified subsequently to profit or loss:				
Exchange differences arising from the translation of the foreign operations	(76,620)	-	(177,149)	-
Share of exchange differences arising from the translation of the foreign operations of associates and joint ventures	(1,523)	-	(4,289)	-
Income tax relating to items that may be reclassified subsequently to profit or loss	<u>-</u>	<u>-</u>	<u>(263)</u>	<u>-</u>
	<u>(78,143)</u>	<u>-</u>	<u>(181,701)</u>	<u>-</u>
Total other comprehensive income (loss), net of income tax	<u>(965,831)</u>	<u>-</u>	<u>1,174,916</u>	<u>1</u>
TOTAL COMPREHENSIVE INCOME	<u>\$ 36,229,048</u>	<u>18</u>	<u>\$ 35,880,459</u>	<u>18</u>
NET INCOME ATTRIBUTABLE TO				
Stockholders of the parent	\$ 35,753,579	17	\$ 33,406,130	16
Noncontrolling interests	<u>1,441,300</u>	<u>1</u>	<u>1,299,413</u>	<u>1</u>
	<u>\$ 37,194,879</u>	<u>18</u>	<u>\$ 34,705,543</u>	<u>17</u>

(Continued)

# CHUNGHWA TELECOM CO., LTD. AND SUBSIDIARIES

## CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

YEARS ENDED DECEMBER 31, 2021 AND 2020

(In Thousands of New Taiwan Dollars, Except Earnings Per Share)

---

	2021		2020	
	Amount	%	Amount	%
COMPREHENSIVE INCOME ATTRIBUTABLE				
TO				
Stockholders of the parent	\$ 34,789,149	17	\$ 34,598,348	17
Noncontrolling interests	<u>1,439,899</u>	<u>1</u>	<u>1,282,111</u>	<u>1</u>
	<u>\$ 36,229,048</u>	<u>18</u>	<u>\$ 35,880,459</u>	<u>18</u>
EARNINGS PER SHARE				
Basic	<u>\$ 4.61</u>		<u>\$ 4.31</u>	
Diluted	<u>\$ 4.60</u>		<u>\$ 4.30</u>	

(Concluded)

# Attachment 6

## CHUNGHWA TELECOM CO., LTD. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY  
YEARS ENDED DECEMBER 31, 2021 AND 2020  
(In Thousands of New Taiwan Dollars)

	Equity Attributable to Stockholders of the Parent										
	Common Stocks	Additional Paid-in Capital	Retained Earnings			Exchange Differences Arising from the Translation of the Foreign Operations	Others		Total	Noncontrolling Interests	Total Equity
			Legal Reserve	Special Reserve	Unappropriated Earnings		Unrealized Gain or Loss on Financial Assets at Fair Value Through Other Comprehensive Income	Gain or Loss on Hedging Instruments			
BALANCE, JANUARY 1, 2020	\$ 77,574,465	\$ 171,255,985	\$ 77,574,465	\$ 2,675,419	\$ 46,341,361	\$ (148,377)	\$ 836,598	\$ 327	\$ 376,110,243	\$ 10,283,522	\$ 386,393,765
Appropriation of 2019 earnings	-	-	-	-	(32,782,969)	-	-	-	(32,782,969)	-	(32,782,969)
Cash dividends distributed by Chungghwa	-	-	-	-	-	-	-	-	-	-	-
Cash dividends distributed by subsidiaries	-	-	-	-	-	-	-	-	-	(775,420)	(775,420)
Unclaimed dividend	-	1,605	-	-	-	-	-	-	1,605	-	1,605
Change in additional paid-in capital from investments in associates and joint ventures accounted for using equity method	-	(21,918)	-	-	-	-	-	-	(21,918)	(1,817)	(23,735)
Change in additional paid-in capital for not proportionately participating in the capital increase of subsidiaries	-	(103)	-	-	-	-	-	-	(103)	103	-
Net income for the year ended December 31, 2020	-	-	-	-	33,406,130	-	-	-	33,406,130	1,299,413	34,705,543
Other comprehensive income (loss) for the year ended December 31, 2020	-	-	-	-	936,958	(166,154)	419,989	1,425	1,192,218	(17,302)	1,174,916
Total comprehensive income (loss) for the year ended December 31, 2020	-	-	-	-	34,343,088	(166,154)	419,989	1,425	34,598,348	1,282,111	35,880,459
Disposal of investments in equity instruments at fair value through other comprehensive income	-	-	-	-	16,686	-	(16,686)	-	-	-	-
Share-based payment transactions of subsidiaries	-	25,810	-	-	-	-	-	-	25,810	63,063	88,873
Net increase in noncontrolling interests	-	-	-	-	-	-	-	-	-	475,879	475,879
BALANCE, DECEMBER 31, 2020	77,574,465	171,261,379	77,574,465	2,675,419	47,918,166	(314,531)	1,239,901	1,752	377,931,016	11,327,441	389,258,457
Appropriation of 2020 earnings	-	-	-	-	(33,403,565)	-	-	-	(33,403,565)	-	(33,403,565)
Cash dividends distributed by Chungghwa	-	-	-	-	-	-	-	-	-	-	-
Cash dividends distributed by subsidiaries	-	-	-	-	-	-	-	-	-	(896,335)	(896,335)
Unclaimed dividend	-	1,968	-	-	-	-	-	-	1,968	-	1,968
Change in additional paid-in capital from investments in associates and joint ventures accounted for using equity method	-	(437)	-	-	-	-	-	-	(437)	(136)	(573)
Net income for the year ended December 31, 2021	-	-	-	-	35,753,579	-	-	-	35,753,579	1,441,300	37,194,879
Other comprehensive income (loss) for the year ended December 31, 2021	-	-	-	-	311,189	(77,745)	(1,187,836)	(10,038)	(964,430)	(1,401)	(965,831)
Total comprehensive income (loss) for the year ended December 31, 2021	-	-	-	-	36,064,768	(77,745)	(1,187,836)	(10,038)	34,789,149	1,439,899	36,229,048
Disposal of investments in equity instruments at fair value through other comprehensive income	-	-	-	-	59,653	-	(59,653)	-	-	-	-
Share-based payment transactions of subsidiaries	-	16,715	-	-	-	-	-	-	16,715	56,735	73,450
BALANCE, DECEMBER 31, 2021	\$ 77,574,465	\$ 171,279,625	\$ 77,574,465	\$ 2,675,419	\$ 50,639,022	\$ (392,276)	\$ (7,588)	\$ (8,286)	\$ 379,334,846	\$ 11,927,604	\$ 391,262,450

## Attachment 7

### CHUNGHWA TELECOM CO., LTD. AND SUBSIDIARIES

#### CONSOLIDATED STATEMENTS OF CASH FLOWS YEARS ENDED DECEMBER 31, 2021 AND 2020 (In Thousands of New Taiwan Dollars)

	2021	2020
CASH FLOWS FROM OPERATING ACTIVITIES		
Income before income tax	\$ 46,066,624	\$ 42,830,971
Adjustments for:		
Depreciation	31,832,326	30,942,330
Amortization	6,568,547	5,424,367
Amortization of incremental costs of obtaining contracts	815,241	771,875
Expected credit loss	142,991	44,885
Interest expense	218,171	206,063
Interest income	(94,684)	(115,922)
Dividend income	(154,008)	(246,084)
Compensation cost of share-based payment transactions	19,371	7,578
Share of profits of associates and joint ventures accounted for using equity method	(421,640)	(242,745)
Loss (gain) on disposal of property, plant and equipment	3,349	(1,427,984)
Gain on disposal of investment properties	-	(151,357)
Loss on disposal of intangible assets	-	1,858
Loss (gain) on disposal of financial instruments	(353)	1,788
Gain on disposal of investments accounted for using equity method	(3,239)	(15,946)
Provision for impairment loss and obsolescence of inventory	206,824	1,161,281
Impairment loss on right-of-use assets	420,590	-
Reversal of impairment loss on investment properties	(83,429)	(27,066)
Impairment loss on intangible assets	28,901	9,303
Valuation loss (gain) on financial assets and liabilities at fair value through profit or loss, net	(243,381)	99,150
Others	(132,924)	3,139
Changes in operating assets and liabilities:		
Decrease (increase) in:		
Contract assets	(335,554)	(202,628)
Trade notes and accounts receivable	(1,339,250)	4,071,260
Receivables from related parties	189,168	(213,862)
Inventories	874,670	3,915,328
Prepayments	391,207	173,243
Other current monetary assets	(385,757)	354,739
Other current assets	(629,683)	155,324
Incremental cost of obtaining contracts	(803,304)	(828,816)
Increase (decrease) in:		
Contract liabilities	(1,651,461)	(3,289,055)
Trade notes and accounts payable	2,468,093	21,015
Payables to related parties	(254,586)	(8,039)
Other payables	248,112	(924,186)

(Continued)

# CHUNGHWA TELECOM CO., LTD. AND SUBSIDIARIES

## CONSOLIDATED STATEMENTS OF CASH FLOWS YEARS ENDED DECEMBER 31, 2021 AND 2020 (In Thousands of New Taiwan Dollars)

	2021	2020
Provisions	\$ 12,507	\$ 94,589
Other current liabilities	(12,390)	46,303
Net defined benefit plans	<u>(755,749)</u>	<u>(173,970)</u>
Cash generated from operations	83,205,300	82,468,729
Interests paid	(192,064)	(161,251)
Income taxes paid	<u>(8,155,036)</u>	<u>(7,851,522)</u>
Net cash provided by operating activities	<u>74,858,200</u>	<u>74,455,956</u>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Acquisition of financial assets at fair value through other comprehensive income	(313,171)	(85,246)
Proceeds from disposal of financial assets at fair value through other comprehensive income	2,911,570	297,476
Acquisition of financial assets at fair value through profit or loss	(44,072)	(39,253)
Proceeds from disposal of financial assets at fair value through profit or loss	25,201	29,741
Acquisition of time deposits and negotiable certificates of deposit with maturities of more than three months	(17,369,138)	(5,215,859)
Proceeds from disposal of time deposits and negotiable certificates of deposit with maturities of more than three months	18,446,270	6,630,359
Proceeds from disposal of repurchase agreements collateralized by bonds with maturities of more than three months	-	15,335
Acquisition of investments accounted for using equity method	(329,520)	(10,200)
Proceeds from disposal of investments accounted for using equity method	8,519	-
Acquisition of property, plant and equipment	(35,333,028)	(23,510,820)
Proceeds from disposal of property, plant and equipment	27,038	319,089
Acquisition of intangible assets	(255,852)	(47,605,187)
Acquisition of investment properties	(146)	(54,435)
Proceeds from disposal of investment properties	-	188,300
Decrease (increase) in other noncurrent assets	336,878	(207,616)
Interests received	95,118	124,653
Dividends received	621,972	515,918
Net cash inflow on acquisition of subsidiaries	<u>-</u>	<u>354,056</u>
Net cash used in investing activities	<u>(31,172,361)</u>	<u>(68,253,689)</u>

(Continued)

# CHUNGHWA TELECOM CO., LTD. AND SUBSIDIARIES

## CONSOLIDATED STATEMENTS OF CASH FLOWS YEARS ENDED DECEMBER 31, 2021 AND 2020 (In Thousands of New Taiwan Dollars)

	2021	2020
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Proceeds from short-term loans	\$ 154,000	\$ 115,000
Repayments of short-term loans	(156,000)	(142,000)
Proceeds from short-term bills payable	5,000,000	41,000,000
Repayments of short-term bills payable	(12,000,000)	(34,000,000)
Proceeds from issuance of bonds	7,000,000	20,000,000
Payments for transaction costs attributable to the issuance of bonds	(7,675)	(21,038)
Increase in customers' deposits	477,444	61,757
Payments for the principal of lease liabilities	(3,728,949)	(3,683,204)
Increase in other noncurrent liabilities	3,191,105	343,275
Cash dividends paid	(33,403,565)	(32,782,969)
Cash dividends distributed to noncontrolling interests	(896,335)	(775,420)
Change in other noncontrolling interests	54,079	81,295
Unclaimed dividend	<u>1,968</u>	<u>1,605</u>
Net cash used in financing activities	<u>(34,313,928)</u>	<u>(9,801,699)</u>
<b>EFFECT OF EXCHANGE RATE CHANGES ON CASH AND CASH EQUIVALENTS</b>	<u>(12,942)</u>	<u>(30,556)</u>
<b>NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS</b>	9,358,969	(3,629,988)
<b>CASH AND CASH EQUIVALENTS, BEGINNING OF THE YEAR</b>	<u>30,419,655</u>	<u>34,049,643</u>
<b>CASH AND CASH EQUIVALENTS, END OF THE YEAR</b>	<u>\$ 39,778,624</u>	<u>\$ 30,419,655</u>

(Concluded)

## Attachment 8

### INDEPENDENT AUDITORS' REPORT

The Board of Directors and Stockholders  
Chunghwa Telecom Co., Ltd.

#### Opinion

We have audited the accompanying financial statements of Chunghwa Telecom Co., Ltd. (The "Company"), which comprise the balance sheets as of December 31, 2021 and 2020, and the statements of comprehensive income, changes in equity and cash flows for the years then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2021 and 2020, and its financial performance and its cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers.

#### Basis for Opinion

We conducted our audits in accordance with the Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants and auditing standards generally accepted in the Republic of China. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with The Norm of Professional Ethics for Certified Public Accountant of the Republic of China, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements for the year ended December 31, 2021. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

The key audit matter of the financial statements for the year ended December 31, 2021 is as follows:

##### Revenue Recognition on Mobile Service

Refer to Notes 3 and 27 to the financial statements.

The Company's mobile service revenue consists of subscriber-based charges made up of a significant volume of low-dollar transactions. Because of the complexity and a variety of subscriber-based charges as well as a large number of transactions, the Company uses highly automated systems to process and record its revenue transactions.

Given the Company's systems to process and record revenue are highly automated, auditing revenue was complex and challenging due to the extent of audit effort required and involvement of professionals with

expertise in information technology (IT) necessary for us to identify, test, and evaluate the Company's IT systems.

Our audit procedures related to the Company's systems to process revenue transactions included the following, among others:

- With the assistance of our IT specialists, we:
  - Identified the significant systems used to process revenue transactions and tested the general IT controls over each of these systems, including testing of user access controls and change management controls.
  - Performed testing of system interface controls and automated controls within the relevant revenue streams, as well as the controls designed to ensure the accuracy and completeness of revenue.
- We tested internal controls within the relevant revenue business processes, including those in place to reconcile the various systems to the Company's accounting system.
- We selected samples from mobile service revenue and agreed to customer contracts and records of cash receipts.

### **Responsibilities of Management and Those Charged with Governance for the Financial Statements**

Management is responsible for the preparation and fair presentation of the financial statements in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers, and for such internal control as management determines is necessary to enable the preparation of the financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance, including the audit committee, are responsible for overseeing the Company's financial reporting process.

### **Auditors' Responsibilities for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the auditing standards generally accepted in the Republic of China will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with the auditing standards generally accepted in the Republic of China, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

1. Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.



4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the financial statements. We are responsible for the direction, supervision, and performance of the audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements for the year ended December 31, 2021, and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partners on the audit resulting in this independent auditors' report are Dien Sheng Chang and Cheng Hung Kuo.

Deloitte & Touche  
Taipei, Taiwan  
Republic of China

February 23, 2022

Notice to Readers

*The accompanying financial statements are intended only to present the financial position, financial performance and cash flows in accordance with accounting principles and practices generally accepted in the Republic of China and not those of any other jurisdictions. The standards, procedures and practices to audit such financial statements are those generally applied in the Republic of China.*

*For the convenience of readers, the independent auditors' report and the accompanying financial statements have been translated into English from the original Chinese version prepared and used in the Republic of China. If there is any conflict between the English version and the original Chinese version or any difference in the interpretation of the two versions, the Chinese-language independent auditors' report and financial statements shall prevail.*

# Attachment 9

## CHUNGHWA TELECOM CO., LTD.

### BALANCE SHEETS DECEMBER 31, 2021 AND 2020 (In Thousands of New Taiwan Dollars)

ASSETS	2021		2020	
	Amount	%	Amount	%
<b>CURRENT ASSETS</b>				
Cash and cash equivalents	\$ 28,289,556	6	\$ 20,090,053	4
Financial assets at fair value through profit or loss	-	-	2,271	-
Hedging financial assets	-	-	1,752	-
Contract assets	1,982,596	1	1,734,081	1
Trade notes and accounts receivable, net	20,691,664	4	19,554,643	4
Receivables from related parties	1,789,959	-	1,340,550	-
Inventories	5,278,144	1	7,046,686	1
Prepayments	1,643,733	-	1,691,978	-
Other current monetary assets	1,359,713	-	1,281,393	-
Other current assets	2,844,972	1	2,183,471	1
Total current assets	63,880,337	13	54,926,878	11
<b>NONCURRENT ASSETS</b>				
Financial assets at fair value through profit or loss	884,670	-	677,202	-
Financial assets at fair value through other comprehensive income	3,058,606	1	6,903,679	1
Investments accounted for using equity method	20,120,401	4	20,338,212	4
Contract assets	1,105,747	-	1,007,608	-
Property, plant and equipment	279,910,890	57	272,623,164	56
Right-of-use assets	10,737,544	2	10,028,227	2
Investment properties	9,832,904	2	9,546,547	2
Intangible assets	83,435,418	17	89,723,406	19
Deferred income tax assets	2,271,292	1	2,623,633	1
Incremental costs of obtaining contracts	6,899,240	1	7,015,079	1
Net defined benefit assets	3,369,703	1	3,351,546	1
Prepayments	937,318	-	1,152,722	1
Other noncurrent assets	4,100,621	1	4,421,119	1
Total noncurrent assets	426,664,354	87	429,412,144	89
<b>TOTAL</b>	<b>\$ 490,544,691</b>	<b>100</b>	<b>\$ 484,339,022</b>	<b>100</b>
<b>LIABILITIES AND EQUITY</b>				
<b>CURRENT LIABILITIES</b>				
Short-term bills payable	\$ -	-	\$ 6,999,198	1
Financial liabilities at fair value through profit or loss	6,180	-	-	-
Hedging financial liabilities	8,286	-	-	-
Contract liabilities	11,537,157	2	12,661,964	3
Trade notes and accounts payable	14,119,843	3	12,226,935	3
Payables to related parties	3,448,259	1	3,380,488	1
Current tax liabilities	4,079,823	1	3,914,134	1
Lease liabilities	2,918,782	1	2,938,305	1
Other payables	20,362,594	4	20,046,085	4
Provisions	175,454	-	214,266	-
Other current liabilities	939,652	-	976,630	-
Total current liabilities	57,596,030	12	63,358,005	14
<b>NONCURRENT LIABILITIES</b>				
Bonds payable	26,976,675	5	19,980,272	4
Contract liabilities	5,063,165	1	5,341,114	1
Deferred income tax liabilities	2,160,049	-	1,935,233	-
Provisions	141,865	-	100,616	-
Lease liabilities	7,037,599	2	5,682,342	1
Customers' deposits	4,881,790	1	4,722,280	1
Net defined benefit liabilities	2,188,572	-	3,316,932	1
Other noncurrent liabilities	5,164,100	1	1,971,212	-
Total noncurrent liabilities	53,613,815	10	43,050,001	8
Total liabilities	111,209,845	22	106,408,006	22
<b>EQUITY</b>				
Common stocks	77,574,465	16	77,574,465	16
Additional paid-in capital	171,279,625	35	171,261,379	35
Retained earnings				
Legal reserve	77,574,465	16	77,574,465	16
Special reserve	2,675,419	1	2,675,419	1
Unappropriated earnings	50,639,022	10	47,918,166	10
Total retained earnings	130,888,906	27	128,168,050	27
Others	(408,150)	-	927,122	-
Total equity	379,334,846	78	377,931,016	78
<b>TOTAL</b>	<b>\$ 490,544,691</b>	<b>100</b>	<b>\$ 484,339,022</b>	<b>100</b>

## Attachment 10

### CHUNGHWA TELECOM CO., LTD.

STATEMENTS OF COMPREHENSIVE INCOME  
YEARS ENDED DECEMBER 31, 2021 AND 2020  
(In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2021		2020	
	Amount	%	Amount	%
REVENUES	\$ 178,843,350	100	\$ 178,622,827	100
OPERATING COSTS	<u>113,928,789</u>	<u>64</u>	<u>117,206,244</u>	<u>66</u>
GROSS PROFIT	<u>64,914,561</u>	<u>36</u>	<u>61,416,583</u>	<u>34</u>
OPERATING EXPENSES				
Marketing	16,024,280	9	16,596,096	9
General and administrative	3,885,112	2	3,720,192	2
Research and development	2,837,425	2	3,129,236	2
Expected credit loss	<u>141,794</u>	<u>-</u>	<u>45,689</u>	<u>-</u>
Total operating expenses	<u>22,888,611</u>	<u>13</u>	<u>23,491,213</u>	<u>13</u>
OTHER INCOME AND EXPENSES	<u>(342,764)</u>	<u>-</u>	<u>1,614,287</u>	<u>1</u>
INCOME FROM OPERATIONS	<u>41,683,186</u>	<u>23</u>	<u>39,539,657</u>	<u>22</u>
NON-OPERATING INCOME AND EXPENSES				
Interest income	56,471	-	52,889	-
Other income	255,445	-	346,745	-
Other gains and losses	471,086	-	(100,341)	-
Interest expense	(190,093)	-	(171,658)	-
Share of profits of subsidiaries, associates and joint ventures accounted for using equity method	<u>1,611,361</u>	<u>1</u>	<u>1,216,137</u>	<u>1</u>
Total non-operating income and expenses	<u>2,204,270</u>	<u>1</u>	<u>1,343,772</u>	<u>1</u>
INCOME BEFORE INCOME TAX	43,887,456	24	40,883,429	23
INCOME TAX EXPENSE	<u>8,133,877</u>	<u>5</u>	<u>7,477,299</u>	<u>4</u>
NET INCOME	<u>35,753,579</u>	<u>19</u>	<u>33,406,130</u>	<u>19</u>

(Continued)

# CHUNGHWA TELECOM CO., LTD.

## STATEMENTS OF COMPREHENSIVE INCOME YEARS ENDED DECEMBER 31, 2021 AND 2020 (In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2021		2020	
	Amount	%	Amount	%
TOTAL OTHER COMPREHENSIVE INCOME (LOSS)				
Items that will not be reclassified to profit or loss:				
Remeasurements of defined benefit pension plans	\$ 398,352	-	\$ 1,170,312	1
Unrealized gain or loss on investments in equity instruments at fair value through other comprehensive income	(1,208,027)	(1)	546,879	-
Gain or loss on hedging instruments subject to basis adjustment	(10,038)	-	1,425	-
Share of unrealized gain or loss on investments in equity instruments at fair value through other comprehensive income of subsidiaries, associates and joint ventures	20,191	-	(126,890)	-
Share of remeasurements of defined benefit pension plans of subsidiaries, associates and joint ventures	(7,493)	-	708	-
Income tax relating to items that will not be reclassified to profit or loss	<u>(79,670)</u>	<u>-</u>	<u>(234,062)</u>	<u>-</u>
	<u>(886,685)</u>	<u>(1)</u>	<u>1,358,372</u>	<u>1</u>
Items that may be reclassified subsequently to profit or loss:				
Exchange differences arising from the translation of the foreign operations	(76,359)	-	(156,990)	-
Share of exchange differences arising from the translation of the foreign operations of subsidiaries, associates and joint ventures	<u>(1,386)</u>	<u>-</u>	<u>(9,164)</u>	<u>-</u>
	<u>(77,745)</u>	<u>-</u>	<u>(166,154)</u>	<u>-</u>
Total other comprehensive income (loss), net of income tax	<u>(964,430)</u>	<u>(1)</u>	<u>1,192,218</u>	<u>1</u>
TOTAL COMPREHENSIVE INCOME	<u>\$ 34,789,149</u>	<u>18</u>	<u>\$ 34,598,348</u>	<u>20</u>
EARNINGS PER SHARE				
Basic	<u>\$ 4.61</u>		<u>\$ 4.31</u>	
Diluted	<u>\$ 4.60</u>		<u>\$ 4.30</u>	

(Concluded)

Attachment 11

CHUNGHWA TELECOM CO., LTD.

STATEMENTS OF CHANGES IN EQUITY  
YEARS ENDED DECEMBER 31, 2021 AND 2020  
(In Thousands of New Taiwan Dollars)

						Others			Total Equity
	Common Stocks	Additional Paid-in Capital	Retained Earnings		Unappropriated Earnings	Exchange Differences Arising from the Translation of the Foreign Operations	Unrealized Gain or Loss on Financial Assets at Fair Value through Other Comprehensive Income	Gain or Loss on Hedging Instruments	
			Legal Reserve	Special Reserve					
BALANCE, JANUARY 1, 2020	\$ 77,574,465	\$ 171,255,985	\$ 77,574,465	\$ 2,675,419	\$ 46,341,361	\$ (148,377)	\$ 836,598	\$ 327	\$ 376,110,243
Appropriation of 2019 earnings	-	-	-	-	(32,782,969)	-	-	-	(32,782,969)
Cash dividends	-	-	-	-	-	-	-	-	-
Unclaimed dividend	-	1,605	-	-	-	-	-	-	1,605
Change in additional paid-in capital from investments in subsidiaries, associates and joint ventures accounted for using equity method	-	3,789	-	-	-	-	-	-	3,789
Net income for the year ended December 31, 2020	-	-	-	-	33,406,130	-	-	-	33,406,130
Other comprehensive income (loss) for the year ended December 31, 2020	-	-	-	-	936,958	(166,154)	419,989	1,425	1,192,218
Total comprehensive income (loss) for the year ended December 31, 2020	-	-	-	-	34,343,088	(166,154)	419,989	1,425	34,598,348
Disposal of investments in equity instruments at fair value through other comprehensive income	-	-	-	-	16,686	-	(16,686)	-	-
BALANCE, DECEMBER 31, 2020	77,574,465	171,261,379	77,574,465	2,675,419	47,918,166	(314,531)	1,239,901	1,752	377,931,016
Appropriation of 2020 earnings	-	-	-	-	(33,403,565)	-	-	-	(33,403,565)
Cash dividends	-	-	-	-	-	-	-	-	-
Unclaimed dividend	-	1,968	-	-	-	-	-	-	1,968
Change in additional paid-in capital from investments in subsidiaries, associates and joint ventures accounted for using equity method	-	16,278	-	-	-	-	-	-	16,278
Net income for the year ended December 31, 2021	-	-	-	-	35,753,579	-	-	-	35,753,579
Other comprehensive income (loss) for the year ended December 31, 2021	-	-	-	-	311,189	(77,745)	(1,187,836)	(10,038)	(964,430)
Total comprehensive income (loss) for the year ended December 31, 2021	-	-	-	-	36,064,768	(77,745)	(1,187,836)	(10,038)	34,789,149
Disposal of investments in equity instruments at fair value through other comprehensive income	-	-	-	-	94,588	-	(94,588)	-	-
Disposal of investments in equity instruments at fair value through other comprehensive income by subsidiaries	-	-	-	-	(34,935)	-	34,935	-	-
BALANCE, DECEMBER 31, 2021	\$ 77,574,465	\$ 171,279,625	\$ 77,574,465	\$ 2,675,419	\$ 50,639,022	\$ (392,276)	\$ (7,588)	\$ (8,286)	\$ 379,334,846

# Attachment 12

## CHUNGHWA TELECOM CO., LTD.

### STATEMENTS OF CASH FLOWS YEARS ENDED DECEMBER 31, 2021 AND 2020 (In Thousands of New Taiwan Dollars)

	2021	2020
CASH FLOWS FROM OPERATING ACTIVITIES		
Income before income tax	\$ 43,887,456	\$ 40,883,429
Adjustments for:		
Depreciation	30,748,863	29,852,639
Amortization	6,475,933	5,335,650
Amortization of incremental costs of obtaining contracts	5,684,693	5,395,125
Expected credit loss	141,794	45,689
Interest expense	190,093	171,658
Interest income	(56,471)	(52,889)
Dividend income	(149,918)	(240,821)
Share of profits of subsidiaries, associates and joint ventures accounted for using equity method	(1,611,361)	(1,216,137)
Loss (gain) on disposal of property, plant and equipment	5,603	(1,435,864)
Gain on disposal of investment properties	-	(151,357)
Gain on disposal of investments accounted for using equity method	(3,239)	(13,398)
Provision for impairment loss and obsolescence of inventory	163,193	1,124,350
Impairment loss on right-of-use assets	420,590	-
Reversal of impairment loss on investment properties	(83,429)	(27,066)
Valuation loss (gain) on financial assets and liabilities at fair value through profit or loss, net	(243,417)	98,404
Others	(139,079)	8,473
Changes in operating assets and liabilities:		
Decrease (increase) in:		
Contract assets	(347,693)	(467,335)
Trade notes and accounts receivable	(1,149,116)	4,042,945
Receivables from related parties	(449,409)	(554,980)
Inventories	1,605,349	4,320,692
Prepayments	263,649	(10,178)
Other current monetary assets	(304,927)	145,786
Other current assets	(661,501)	170,744
Incremental cost of obtaining contracts	(5,568,854)	(5,433,783)
Increase (decrease) in:		
Contract liabilities	(1,402,756)	(3,096,840)
Trade notes and accounts payable	1,888,527	173,789
Payables to related parties	67,771	(283,225)
Other payables	(77,677)	(1,118,468)
Provisions	2,437	109,598
Other current liabilities	(12,186)	69,232
Net defined benefit plans	(748,165)	(168,867)
Cash generated from operations	78,536,753	77,676,995
Interests paid	(57,637)	(126,846)
Income taxes paid	(7,470,701)	(7,386,952)
Net cash provided by operating activities	<u>71,008,415</u>	<u>70,163,197</u>

(Continued)

# CHUNGHWA TELECOM CO., LTD.

## STATEMENTS OF CASH FLOWS YEARS ENDED DECEMBER 31, 2021 AND 2020 (In Thousands of New Taiwan Dollars)

	2021	2020
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Proceeds from disposal of financial assets at fair value through other comprehensive income	\$ 2,907,367	\$ 297,476
Acquisition of time deposits and negotiable certificates of deposit with maturities of more than three months	(13,133,853)	(11,803)
Proceeds from disposal of time deposits and negotiable certificates of deposit with maturities of more than three months	13,111,803	1,600,000
Acquisition of investments accounted for using equity method	(273,800)	(244,123)
Proceeds from disposal of investments accounted for using equity method	8,519	-
Proceeds from capital reduction of investments accounted for using equity method	813,793	-
Acquisition of property, plant and equipment	(34,302,157)	(22,740,612)
Proceeds from disposal of property, plant and equipment	15,454	316,940
Acquisition of intangible assets	(187,945)	(47,539,599)
Acquisition of investment properties	(146)	(54,435)
Proceeds from disposal of investment properties	-	188,300
Decrease in other noncurrent assets	213,694	96,334
Interests received	57,190	59,538
Cash dividends received from others	149,918	240,821
Cash dividends received from subsidiaries, associates and joint ventures accounted for using equity method	<u>1,235,130</u>	<u>1,309,769</u>
Net cash used in investing activities	<u>(29,385,033)</u>	<u>(66,481,394)</u>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Proceeds from short-term bills payable	5,000,000	41,000,000
Repayments of short-term bills payable	(12,000,000)	(34,000,000)
Proceeds from issuance of bonds	7,000,000	20,000,000
Payments for transaction costs attributable to the issuance of bonds	(7,675)	(21,038)
Increase in customers' deposits	134,718	52,704
Payments for the principal of lease liabilities	(3,342,213)	(3,287,475)
Increase in other noncurrent liabilities	3,192,888	363,711
Cash dividends paid	(33,403,565)	(32,782,969)
Unclaimed dividend	<u>1,968</u>	<u>1,605</u>
Net cash used in financing activities	<u>(33,423,879)</u>	<u>(8,673,462)</u>
<b>NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS</b>		
	8,199,503	(4,991,659)
CASH AND CASH EQUIVALENTS, BEGINNING OF THE YEAR	<u>20,090,053</u>	<u>25,081,712</u>
CASH AND CASH EQUIVALENTS, END OF THE YEAR	<u>\$ 28,289,556</u>	<u>\$ 20,090,053</u>

(Concluded)

## Attachment 13

### Chunghwa Telecom Co., Ltd. 2021 Earnings Distribution Proposal

Units: NT\$

<b>Source items:</b>		
Unappropriated retained earnings, beginning balance		14,514,600,491
Disposal gain of investments in equity instruments at fair value through other comprehensive income	94,587,723	
Remeasurements of defined benefit pension plans recognized in retained earnings	311,187,983	
Disposal loss of investments in equity instruments at fair value through other comprehensive income by subsidiaries	(34,934,267)	
Net income of 2021	35,753,579,340	36,124,420,779
Appropriation of legal reserve (amounted to the authorized capital)		0
Appropriation of special reserves according to Securities and Exchange Act		(408,149,632)
<b>Distributable retained earnings for 2021</b>		<b>50,230,871,638</b>
<b>Distribution items:</b>		
Cash dividends to stockholders (total of 7,757,446,545 shares x NT\$4.608 per share)		(35,746,313,679)
<b>Unappropriated retained, ending balance</b>		<b>14,484,557,959</b>
Notes: The amount of "Unappropriated retained earnings, beginning balance" is the same as the amount of "Unappropriated retained, ending balance" on the Earnings Distribution Proposal approved by the 2021 Annual General Meeting.		

Chairman and Chief Executive Officer: Chi-Mau Sheih

President: Shui-Yi Kuo

Vice President, Accounting Department: Shu-Ling Chen



# Attachment 14

## The comparison table of the proposed amendments to Article 8 of the Articles of Incorporation of Chunghwa Telecom Co., Ltd.

1. All of 26 articles adopted by Promoters Meeting on June 11, 1996.
2. Article 15 amended by the Annual General Meeting on December 26, 1997.
3. Articles 2 and 22 amended by the Annual General Meeting on November 25, 1998.
4. Paragraph 1 of Article 21 amended by the Extraordinary General Meeting on July 13, 1999.
5. Articles 2, 3, 6, 7, 10, 12, 13, 19, 21, and 22 amended, and Articles 6-1 and 7-1 added by the Annual General Meeting on June 4, 2001.
6. Articles 2, 7, 8, 9, 10, 19, 21, and 22 amended and Article 5 deleted by the Annual General Meeting on June 21, 2002.
7. Article 2 amended by the Annual General Meeting on June 17, 2003.
8. Articles 2 and 22 amended by the Annual General Meeting on June 25, 2004.
9. Articles 2, 3, 6, 10, 11, 12, 14, 17, 19, 20, 22, 23, and 25 amended, and Articles 12-1, 18-1, and 18-2 added by the Annual General Meeting on May 30, 2006.
10. Articles 2, 12-1, 14, 22, and 23 amended, and Article 18-1 deleted by the Annual General Meeting on June 15, 2007.
11. Articles 2, 6, and 14 amended by the Annual General Meeting on June 19, 2008.
12. Articles 2, 6, 12 and 13 amended, and Article 6-1 deleted by the Annual General Meeting on June 19, 2009.
13. Article 2 amended by the Annual General Meeting on June 18, 2010.
14. The title of Chapter IV and Articles 12, 12-1, 14, 19, 20, and 22 amended by the Annual General Meeting on June 22, 2012.
15. The title of Chapter IV, Articles 2, 12, 13, 18-2, 21 and 22 amended; Articles 17 and 18 deleted, and Article 13-1 added by the Annual General Meeting on June 25, 2013.
16. Articles 2 and 15 amended by the Annual General Meeting on June 24, 2014.
17. Articles 1, 2 and 7-1 amended by the Annual General Meeting on June 26, 2015.
18. Articles 2 and 22 amended, and Article 22-1 added by the Annual General Meeting on June 24, 2016.
19. Article 2 amended by the Annual General Meeting on June 15, 2018.
20. Article 2 amended by the Annual General Meeting on June 21, 2019.
21. Article 2 amended by the Annual General Meeting on May 29, 2020.
22. Article 1, 2, 14, 19 and 20 amended by the Annual General Meeting on August 20, 2021.
23. Article 8 amended by the Annual General Meeting on May 27, 2022.

Draft Amendment	Current Articles	Explanatory Notes
<p>Article 8</p> <p>Shareholders' meetings shall be of two types: annual general meeting and extraordinary general meeting. Except as otherwise provided in the Company Law, shareholders' meetings shall be convened by the Board of Directors.</p> <p>The annual general meeting shall be convened at least once every year and shall be convened within six (6) months after the close of each fiscal year except as otherwise approved by the Competent</p>	<p>Article 8</p> <p>Shareholders' meetings shall be of two types: annual general meeting and extraordinary general meeting. Except as otherwise provided in the Company Law, shareholders' meetings shall be convened by the Board of Directors.</p> <p>The annual general meeting shall be convened at least once every year and shall be convened within six (6) months after the close of each fiscal year except as otherwise approved by the Competent</p>	<ol style="list-style-type: none"> <li>1. Add to paragraph 4.</li> <li>2. By reference to the amendment of Article 172-2 of the Company Act published on December 29, 2021, it is proposed to add the paragraph 4 of this Article to stipulate that the shareholders' meetings of the Company may be held by means of visual communication network or other methods promulgated by the central competent authority, which to be in response to the technology development and to meet the need of digitalization conference by company.</li> </ol>

<b>Draft Amendment</b>	<b>Current Articles</b>	<b>Explanatory Notes</b>
<p>Authority for good cause shown.</p> <p>The extraordinary general meeting shall be convened at such time as may be deemed necessary pursuant to relevant laws and regulations.</p> <p><u>The shareholders' meetings may be held by means of visual communication network or other methods promulgated by the central competent authority.</u></p>	<p>Authority for good cause shown.</p> <p>The extraordinary general meeting shall be convened at such time as may be deemed necessary pursuant to relevant laws and regulations.</p>	

# Attachment 15

## The Comparison Table of the Proposed Amendment to the Procedures for Acquisition or Disposal of Assets of Chunghwa Telecom Co., Ltd.

1. All 38 articles adopted by Annual General Meeting on June 25, 2004.
2. Articles 1, 3, 4, 5, 6, 7, 8, 11, 12, 18, 19, 20, 21, 22, 24, 30, 31, 33, 36, and 38 amended by Annual General Meeting on May 30, 2006.
3. Articles 1, 3, 6, 8, 11, 14, 17, 18, 22, 24, 31, 33, and 37 amended by Annual General Meeting on June 15, 2007.
4. Articles 7, 20, 23, 24, 25, 26, 27, 28, 29, 30, 31, 40, and 44 amended, and articles 9, 12, 21, 22, and 47 added by Annual General Meeting on June 19, 2008.
5. Articles 6, 7, 8, 9, 10, 11, 12, 13, 14, 18, 22, 23, 25, 28, 29, 31, 32, 33, 37, 39, 40, 43, 44, and the title of Chapter 3 amended, and Article 47 deleted by Annual General Meeting on June 19, 2009.
6. Articles 2, 8, 10, 11, 12, 13, 14, 15, 16, 31, 33, 39, 40, 41, 42, 43 and 44 and the titles of Chapters 4 and 5 amended by Annual General Meeting on June 22, 2012.
7. Articles 4, 7, 8, 16, 19, 23, 25, 26, 29, 31 and 44 amended by Annual General Meeting on June 25, 2013.
8. Articles 1, 3, 4, 11, 12, 13, 14, 16, 17, 22, 30, 39 and the title of Chapter 3 amended by Annual General Meeting on June 24, 2014.
9. Articles 12, 14, 16, 31, 33, 39 and 40 amended by Annual General Meeting on June 23, 2017.
10. Articles 2, 3, 4, 5, 8, 11, 12, 13, 14, 15, 16, 17, 18, 19, 25, 30, 33, 38, 39 and 42 and the titles of Chapters 3 and 4 amended by Annual General Meeting on June 21, 2019.
11. Articles 5, 8, 12, 14, 16 and 39 amended by Annual General Meeting on May 27, 2022.

Draft Amendment	Current Articles	Explanatory Notes
<p>Article 5</p> <p>When the Company obtains an appraisal report or a written opinion from a CPA, attorney, securities underwriter, or intangible asset appraisal organization, the professional appraiser and its appraisal personnel, or the CPA, attorney, securities underwriter, or intangible asset appraisal organization shall meet the following requirements:</p> <p>1. May not have previously received a final and unappealable sentence to imprisonment for 1 year or longer for a violation of the Act, the Company Act, the Banking Act of The Republic of China, the Insurance Act, the Financial Holding Company Act, or the Business Entity Accounting Act, or for fraud, breach of trust, embezzlement, forgery of documents, or occupational crime. However, this provision does not apply if 3 years have</p>	<p>Article 5</p> <p>When the Company obtains an appraisal report or a written opinion from a CPA, attorney, securities underwriter, or intangible asset appraisal organization, the professional appraiser and its appraisal personnel, or the CPA, attorney, securities underwriter, or intangible asset appraisal organization shall meet the following requirements:</p> <p>1. May not have previously received a final and unappealable sentence to imprisonment for 1 year or longer for a violation of the Act, the Company Act, the Banking Act of The Republic of China, the Insurance Act, the Financial Holding Company Act, or the Business Entity Accounting Act, or for fraud, breach of trust, embezzlement, forgery of documents, or occupational crime. However, this provision does not apply if 3 years have</p>	<p>Amended in accordance with Article 5 of the “Regulations Governing the Acquisition and Disposal of Assets by Public Companies” amended and issued on January 28, 2022 (hereinafter referred to as the “Regulations”).</p>

Draft Amendment	Current Articles	Explanatory Notes
<p>already passed since completion of service of the sentence, since expiration of the period of a suspended sentence, or since a pardon was received.</p> <p>2. May not be a related party or de facto related party of any party to the transaction.</p> <p>3. If the company is required to obtain appraisal reports from two or more professional appraisers, the different professional appraisers or appraisal officers may not be related parties or de facto related parties of each other.</p> <p>When issuing an appraisal report or opinion, the personnel referred to in the preceding paragraph shall <u>follow the self-regulatory rules of the respective associations and</u> comply with the following:</p> <p>1. Prior to accepting a case, they shall prudently assess their own professional capabilities, practical experience, and independence.</p> <p>2. When <u>performing</u> a case, they shall appropriately plan and execute adequate working procedures, in order to produce a conclusion and use the conclusion as the basis for issuing the report or opinion. The related working procedures, data collected, and conclusion shall be fully and accurately specified in the case working papers.</p> <p>3. They shall undertake an item-by-item evaluation of the <u>adequacy</u> and reasonableness of the sources of data used, the parameters, and the information, as the basis for issuance of the appraisal report</p>	<p>already passed since completion of service of the sentence, since expiration of the period of a suspended sentence, or since a pardon was received.</p> <p>2. May not be a related party or de facto related party of any party to the transaction.</p> <p>3. If the company is required to obtain appraisal reports from two or more professional appraisers, the different professional appraisers or appraisal officers may not be related parties or de facto related parties of each other.</p> <p>When issuing an appraisal report or opinion, the personnel referred to in the preceding paragraph shall comply with the following:</p> <p>1. Prior to accepting a case, they shall prudently assess their own professional capabilities, practical experience, and independence.</p> <p>2. When <u>examining</u> a case, they shall appropriately plan and execute adequate working procedures, in order to produce a conclusion and use the conclusion as the basis for issuing the report or opinion. The related working procedures, data collected, and conclusion shall be fully and accurately specified in the case working papers.</p> <p>3. They shall undertake an item-by-item evaluation of the <u>comprehensiveness, accuracy,</u> and reasonableness of the sources of data used, the parameters, and the information, as the basis for issuance of the appraisal report or the opinion.</p>	

Draft Amendment	Current Articles	Explanatory Notes
<p>or the opinion.</p> <p>4. They shall issue a statement attesting to the professional competence and independence of the personnel who prepared the report or opinion, and that they have evaluated and found that the information used is appropriate <u>and</u> reasonable, and that they have complied with applicable laws and regulations.</p>	<p>4. They shall issue a statement attesting to the professional competence and independence of the personnel who prepared the report or opinion, and that they have evaluated and found that the information used is reasonable <u>and accurate</u>, and that they have complied with applicable laws and regulations.</p>	
<p>Article 8</p> <p>Appraisal procedures for the Company's acquisition or disposal of securities are as follows:</p> <p>1. Before acquiring securities, the responsible department shall perform relevant financial analysis of the investment target, forecast returns that may be generated, and assess possible investment risk.</p> <p>2. Method of determining prices when acquiring or disposing of securities and reference basis:</p> <p>(1) When the Company acquires or disposes of securities that are already traded on the securities exchange or OTC, transactions shall be determined on the basis of market prices.</p> <p>(2) When the Company acquires or disposes of securities that are not traded on the securities exchange or OTC, the Company shall, prior to the date of occurrence of the event, refer to the target company's financial statement for the most recent period that has been audited or revised by a CPA. If the securities are bonds, the Company shall determine whether to</p>	<p>Article 8</p> <p>Appraisal procedures for the Company's acquisition or disposal of securities are as follows:</p> <p>1. Before acquiring securities, the responsible department shall perform relevant financial analysis of the investment target, forecast returns that may be generated, and assess possible investment risk.</p> <p>2. Method of determining prices when acquiring or disposing of securities and reference basis:</p> <p>(1) When the Company acquires or disposes of securities that are already traded on the securities exchange or OTC, transactions shall be determined on the basis of market prices.</p> <p>(2) When the Company acquires or disposes of securities that are not traded on the securities exchange or OTC, the Company shall, prior to the date of occurrence of the event, refer to the target company's financial statement for the most recent period that has been audited or revised by a CPA. If the securities are bonds, the Company shall determine whether to</p>	<p>Amended in accordance with the Regulations.</p>

Draft Amendment	Current Articles	Explanatory Notes
<p>perform the transaction after referring to the market price and interest rate at that time, and the debtor's credit.</p> <p>(3) When the value of a transaction in which the Company acquires or disposes of securities reaches NT\$300 million or more, prior to the date of occurrence of the event, the Company shall request a CPA to express an opinion concerning the reasonableness of the transaction price. The case shall not be subject to this restriction, however, if the securities in question have quoted prices in active markets, or other regulations of the Financial Supervisory Commission apply.</p> <p>When the Company engages in a discretionary investment, it shall be proceed in accordance with the Company's discretionary investment guidelines, and the regulations in the foregoing paragraph shall not apply.</p>	<p>perform the transaction after referring to the market price and interest rate at that time, and the debtor's credit.</p> <p>(3) When the value of a transaction in which the Company acquires or disposes of securities reaches NT\$300 million or more, prior to the date of occurrence of the event, the Company shall request a CPA to express an opinion concerning the reasonableness of the transaction price. <u>If the CPA needs to use the report of an expert as evidence, the Company shall require the CPA to do so in accordance with the provisions of Statement of Auditing Standards No. 20 published by the ROC Accounting Research and Development Foundation (herein referred to as the "ARDF").</u> The case shall not be subject to this restriction, however, if the securities in question have quoted prices in active markets, or other regulations of the Financial Supervisory Commission apply.</p> <p>When the Company engages in a discretionary investment, it shall be proceed in accordance with the Company's discretionary investment guidelines, and the regulations in the foregoing paragraph shall not apply.</p>	
<p>Article 12</p> <p>When the transaction amount for the acquisition or disposal of</p>	<p>Article 12</p> <p>When the transaction amount for the acquisition or disposal of</p>	<p>Amended in accordance with the Regulations.</p>

Draft Amendment	Current Articles	Explanatory Notes
<p>real property, equipment or right-of-use assets thereof reach NT\$300 million or more, the Company, unless transacting with a domestic government agency, engaging others to build on its own land, engaging others to build on leased land, or acquiring or disposing of equipment or right-of-use assets thereof held for operating use, shall obtain an appraisal report using the format requested by the Financial Supervisory Commission prior to the date of occurrence of the event , and shall further comply with the following provisions:</p> <ol style="list-style-type: none"> <li>1. In the event of special circumstances such as a limited price, specified price or a special price which must be given as a reference basis for the transaction price, such transaction shall be submitted in advance to the Board for approval; the same procedure shall also be followed whenever there is any subsequent change to the terms and conditions of the transaction.</li> <li>2. Appraisals from two or more professional appraisers shall be obtained when the transaction amount is NT\$1 billion or more.</li> <li>3. When the professional appraiser's appraisal results in any one of the following circumstances, unless all the appraisal results for the assets to be acquired are higher than the transaction amount, or all the appraisal results for the assets to be disposed of are lower than the transaction amount, a CPA shall be engaged to provide an opinion regarding</li> </ol>	<p>real property, equipment or right-of-use assets thereof reach NT\$300 million or more, the Company, unless transacting with a domestic government agency, engaging others to build on its own land, engaging others to build on leased land, or acquiring or disposing of equipment or right-of-use assets thereof held for operating use, shall obtain an appraisal report using the format requested by the Financial Supervisory Commission prior to the date of occurrence of the event , and shall further comply with the following provisions:</p> <ol style="list-style-type: none"> <li>1. In the event of special circumstances such as a limited price, specified price or a special price which must be given as a reference basis for the transaction price, such transaction shall be submitted in advance to the Board for approval; the same procedure shall also be followed whenever there is any subsequent change to the terms and conditions of the transaction.</li> <li>2. Appraisals from two or more professional appraisers shall be obtained when the transaction amount is NT\$1 billion or more.</li> <li>3. When the professional appraiser's appraisal results in any one of the following circumstances, unless all the appraisal results for the assets to be acquired are higher than the transaction amount, or all the appraisal results for the assets to be disposed of are lower than the transaction amount, a CPA shall be engaged to <u>perform the appraisal in</u></li> </ol>	

Draft Amendment	Current Articles	Explanatory Notes
<p>the reason for the discrepancy and appropriateness of the transaction price:</p> <p>(1) Where the discrepancy between the appraisal and the transaction amount is 20% or more of the transaction amount.</p> <p>(2) Where the discrepancy between the appraisals of two or more professional appraisers is 10% or more of the transaction amount.</p> <p>4. When an appraisal is conducted before a contract establishment date, no more than three months may pass between the date of the appraisal report and the contract establishment date. However, when the publicly announced current value for the same period is used and not more than six months have elapsed, an opinion may still be issued by the original professional appraiser.</p>	<p><u>accordance with the provisions of Statements of Auditing Standards No. 20, published by the ARDF, and to provide an opinion regarding the reason for the discrepancy and appropriateness of the transaction price:</u></p> <p>(1) Where the discrepancy between the appraisal and the transaction amount is 20% or more of the transaction amount.</p> <p>(2) Where the discrepancy between the appraisals of two or more professional appraisers is 10% or more of the transaction amount.</p> <p>4. When an appraisal is conducted before a contract establishment date, no more than three months may pass between the date of the appraisal report and the contract establishment date. However, when the publicly announced current value for the same period is used and not more than six months have elapsed, an opinion may still be issued by the original professional appraiser.</p>	
<p>Article 14</p> <p>When the Company acquires or disposes of intangible assets or right-of-use assets thereof or memberships and the transaction amount reaches NT\$300 million or more, except in transactions of telecommunications licenses and spectrum with a domestic government agency, the Company shall engage a CPA prior to the date of occurrence of the event to provide an opinion on the reasonableness of the transaction price.</p>	<p>Article 14</p> <p>When the Company acquires or disposes of intangible assets or right-of-use assets thereof or memberships and the transaction amount reaches NT\$300 million or more, except in transactions of telecommunications licenses and spectrum with a domestic government agency, the Company shall engage a CPA prior to the date of occurrence of the event to provide an opinion on the reasonableness of the transaction price, <u>and the CPA shall comply</u></p>	<p>Amended in accordance with the Regulations.</p>



Draft Amendment	Current Articles	Explanatory Notes
<p>The Company's acquisition or disposal of intangible assets or right-of-use assets thereof or memberships shall be performed in accordance with the Company's relevant operating guidelines and the Powers and Duties Chart of BOD and the Management.</p>	<p><u>with the provisions of Statement of General Auditing Procedures No. 20 published by the ARDF.</u></p> <p>The Company's acquisition or disposal of intangible assets or right-of-use assets thereof or memberships shall be performed in accordance with the Company's relevant operating guidelines and the Powers and Duties Chart of BOD and the Management.</p>	
<p>Article 16</p> <p>When acquiring or disposing real property or right-of-use assets thereof from or to a related party, or when acquiring or disposing assets other than real property or right-of-use assets thereof from or to a related party and the transaction amount reaches NT\$300 million or more, except in trading of domestic government bonds or bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises, the Company may not proceed to enter into a transaction contract or make a payment until the following matters have been approved by the audit committee and the Board of Directors:</p> <ol style="list-style-type: none"> <li>1. The purpose, necessity, and anticipated benefit of the acquisition or disposal of assets;</li> <li>2. The reason for choosing the related party as a transaction counterpart;</li> <li>3. With respect to the acquisition of real property or right-of-use assets thereof from a related party, information regarding assessment of the reasonableness of the</li> </ol>	<p>Article 16</p> <p>When acquiring or disposing real property or right-of-use assets thereof from or to a related party, or when acquiring or disposing assets other than real property or right-of-use assets thereof from or to a related party and the transaction amount reaches NT\$300 million or more, except in trading of domestic government bonds or bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises, the Company may not proceed to enter into a transaction contract or make a payment until the following matters have been approved by the audit committee and the Board of Directors:</p> <ol style="list-style-type: none"> <li>1. The purpose, necessity, and anticipated benefit of the acquisition or disposal of assets;</li> <li>2. The reason for choosing the related party as a transaction counterpart;</li> <li>3. With respect to the acquisition of real property or right-of-use assets thereof from a related party, information regarding assessment of the reasonableness of the</li> </ol>	<p>Amended in accordance with the Regulations.</p>

Draft Amendment	Current Articles	Explanatory Notes
<p>anticipated transaction terms in accordance with the provisions of Articles 17 and 18;</p> <p>4. The date and price at which the related party originally acquired the real property, the original transaction counterpart, and that transaction counterpart's relationship to the Company and the related party;</p> <p>5. Monthly cash flow forecasts for the year commencing from the anticipated month of contract signing, and assessment of the necessity of the transaction and the reasonableness of the use of funds;;</p> <p>6. An appraisal report from a professional appraiser or a CPA's opinion obtained in compliance with the Article 8, Article 12 and Article 14; and</p> <p>7. Restrictive conditions and other important stipulations associated with the transaction. If approval of more than half of all audit committee members as required in the preceding paragraph is not obtained, the transaction 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.</p> <p><u>For the transaction referred to Paragraph 1, the Company or its subsidiary that is not a domestic public company, if the transaction amount reaches 10% of the total assets of the Company, the Company may not proceed to enter into a transaction contract or make a payment until the matters in Paragraph 1 have been approved by the shareholders meeting.</u></p>	<p>anticipated transaction terms in accordance with the provisions of Articles 17 and 18;</p> <p>4. The date and price at which the related party originally acquired the real property, the original transaction counterpart, and that transaction counterpart's relationship to the Company and the related party;</p> <p>5. Monthly cash flow forecasts for the year commencing from the anticipated month of contract signing, and assessment of the necessity of the transaction and the reasonableness of the use of funds;;</p> <p>6. An appraisal report from a professional appraiser or a CPA's opinion obtained in compliance with the Article 8, Article 12 and Article 14; and</p> <p>7. Restrictive conditions and other important stipulations associated with the transaction. If approval of more than half of all audit committee members as required in the preceding paragraph is not obtained, the transaction 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.</p> <p>The calculation of the transaction amounts referred to Paragraph 1 shall be made in accordance with Article 39, Paragraph 2 herein, and "within the preceding year" as used herein refers to the year preceding the date of occurrence of the current transaction. Items that have been approved by the Board of Directors and recognized by the supervisors</p>	

Draft Amendment	Current Articles	Explanatory Notes
<p><u>However, the transactions between the Company and its subsidiary, or between its subsidiaries, are exempted from the resolution of the shareholders meeting.</u></p> <p>The calculation of the transaction amounts referred to Paragraph 1 and <u>the preceding paragraph</u> shall be made in accordance with Article 39, Paragraph 2 herein, and "within the preceding year" as used herein refers to the year preceding the date of occurrence of the current transaction. Items that have been approved by <u>the shareholders meeting</u> or the Board of Directors and recognized by the supervisors need not be counted toward the transaction amount.</p> <p>With respect to the types of transactions listed below, when to be conducted between the Company and its subsidiaries, or between its subsidiaries in which it directly or indirectly holds 100 percent of the issued shares or authorized capital, the Company's Board of Directors may pursuant to the Powers and Duties Chart of BOD and the Management delegate the Chairman to decide such matters when the transaction is within a certain amount and have the decisions subsequently submitted to and ratified by the next Board of Directors meeting:</p> <ol style="list-style-type: none"> <li>1. Acquisition or disposal of equipment or right-of-use assets thereof held for operating use.</li> <li>2. Acquisition or disposal of real property right-of-use assets held for operating use.</li> </ol>	<p>need not be counted toward the transaction amount.</p> <p>With respect to the types of transactions listed below, when to be conducted between the Company and its subsidiaries, or between its subsidiaries in which it directly or indirectly holds 100 percent of the issued shares or authorized capital, the Company's Board of Directors may pursuant to the Powers and Duties Chart of BOD and the Management delegate the Chairman to decide such matters when the transaction is within a certain amount and have the decisions subsequently submitted to and ratified by the next Board of Directors meeting:</p> <ol style="list-style-type: none"> <li>1. Acquisition or disposal of equipment or right-of-use assets thereof held for operating use.</li> <li>2. Acquisition or disposal of real property right-of-use assets held for operating use.</li> </ol>	
<p>Article 39</p> <p>When acquiring or disposing of assets, the Company shall publicly</p>	<p>Article 39</p> <p>When acquiring or disposing of assets, the Company shall publicly</p>	<p>Amended in accordance with the Regulations.</p>

Draft Amendment	Current Articles	Explanatory Notes
<p>announce and report relevant information in accordance with its type on the Financial Supervisory Commission's designated web site in the prescribed format within the filing time limits of "Taiwan Stock Exchange Corporation Procedures for Verification and Disclosure of Material Information of Companies with Listed Securities"; provided, however, that if the competent authority releases other regulations or interpretation, those regulations or interpretation shall be complied with:</p> <ol style="list-style-type: none"> <li>1. Acquisition or disposal of real property or right of use assets thereof from a related party, or acquisition or disposal of assets other than real property or right of use assets thereof from or to a related party where the transaction amount reaches NT\$300 million or more; provided, this shall not apply to trading of domestic government bonds or bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises.</li> <li>2. Merger or consolidation, split, acquisition, or assignment of shares.</li> <li>3. Losses from derivative trading exceeding the overall limit or individual contract limit specified in these Procedures.</li> <li>4. Where The type of asset acquired or disposed is equipment or right of use assets thereof held for operating use, the transaction counterparty is not a related party, and the</li> </ol>	<p>announce and report relevant information in accordance with its type on the Financial Supervisory Commission's designated web site in the prescribed format within the filing time limits of "Taiwan Stock Exchange Corporation Procedures for Verification and Disclosure of Material Information of Companies with Listed Securities"; provided, however, that if the competent authority releases other regulations or interpretation, those regulations or interpretation shall be complied with:</p> <ol style="list-style-type: none"> <li>1. Acquisition or disposal of real property or right of use assets thereof from a related party, or acquisition or disposal of assets other than real property or right of use assets thereof from or to a related party where the transaction amount reaches NT\$300 million or more; provided, this shall not apply to trading of domestic government bonds or bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises.</li> <li>2. Merger or consolidation, split, acquisition, or assignment of shares.</li> <li>3. Losses from derivative trading exceeding the overall limit or individual contract limit specified in these Procedures.</li> <li>4. Where The type of asset acquired or disposed is equipment or right of use assets thereof held for operating use, the transaction counterparty is not a related party, and the</li> </ol>	

Draft Amendment	Current Articles	Explanatory Notes
<p>transaction amount reaches NT\$1billion or more.</p> <p>5. Where real property is acquired under an arrangement on engaging others to build on the company's own land, engaging others to build on rented land, joint construction and allocation of housing units, joint construction and allocation of ownership percentages, or joint construction and separate sale, and furthermore the transaction counterparty is not a related party, and the amount the company expects to invest in the transaction reaches NT\$500 million or more.</p> <p>6. Where an asset transaction other than any of those referred to in the preceding three subparagraphs, or an investment in t he mainland China area reaches NT\$300 million or more; provided, this shall not apply to the following circumstances:</p> <p>(1) Trading of domestic government bonds <u>or foreign government bonds with a credit rating not lower than the sovereign rating of Taiwan.</u></p> <p>(2) Trading of bonds under repurchase/resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises.</p> <p>The amounts of the transactions in the foregoing paragraph shall be calculated as follows:</p> <p>1. The amount of any individual transaction.</p> <p>2. The cumulative transaction</p>	<p>transaction amount reaches NT\$1billion or more.</p> <p>5. Where real property is acquired under an arrangement on engaging others to build on the company's own land, engaging others to build on rented land, joint construction and allocation of housing units, joint construction and allocation of ownership percentages, or joint construction and separate sale, and furthermore the transaction counterparty is not a related party, and the amount the company expects to invest in the transaction reaches NT\$500 million or more.</p> <p>6. Where an asset transaction other than any of those referred to in the preceding three subparagraphs, or an investment in t he mainland China area reaches NT\$300 million or more; provided, this shall not apply to the following circumstances:</p> <p>(1) Trading of domestic government bonds.</p> <p>(2) Trading of bonds under repurchase/resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises.</p> <p>The amounts of the transactions in the foregoing paragraph shall be calculated as follows:</p> <p>1. The amount of any individual transaction.</p> <p>2. The cumulative transaction amount of acquisitions and disposals of the same type of target with the same transaction counterparty within one year.</p>	

Draft Amendment	Current Articles	Explanatory Notes
<p>amount of acquisitions and disposals of the same type of target with the same transaction counterparty within one year.</p> <p>3. The cumulative transaction amount of the acquisitions and disposals (cumulative acquisitions and disposals, respectively) of real property or right-of-use assets thereof within the same development project during one year.</p> <p>4. The cumulative amount of acquisitions and disposals (cumulative acquisitions and disposals, respectively) of the same security during one year. As used in preceding paragraph, during one year refers to a period of one year after the date on which the transaction took place. Items announced in accordance with regulations need not be included.</p>	<p>3. The cumulative transaction amount of the acquisitions and disposals (cumulative acquisitions and disposals, respectively) of real property or right-of-use assets thereof within the same development project during one year.</p> <p>4. The cumulative amount of acquisitions and disposals (cumulative acquisitions and disposals, respectively) of the same security during one year. As used in preceding paragraph, during one year refers to a period of one year after the date on which the transaction took place. Items announced in accordance with regulations need not be included.</p>	

# Attachment 16

## The comparison table of the proposed amendment to Ordinance of Shareholders Meetings of Chunghwa Telecom Co., Ltd.

1. All 25 articles adopted by Annual General Meeting on December 26th, 1997.
2. Articles 3, 4, 8, 11, 12, and 13 amended by Annual General Meeting on June 4, 2001.
3. Articles 4, 5, 9, 12, 13, and 15 amended by Annual General Meeting on June 21, 2002.
4. All 18 articles amended by Annual General Meeting on June 25, 2004.
5. Articles 2, 4, 10, 12, and 15 amended, and articles 2-1, 2-2, 13, 13-1, 13-2, and 19 added by Annual General Meeting on May 30, 2006.
6. Articles 2, 2-1, 2-2, 4, 5, 8, 12, 13, 13-1, 14, 15 and 19 amended by the 2012 Annual General Meeting on June 22, 2012.
7. Articles 2, 2-2 and 15 amended by the 2021 Annual General Meeting on August 20, 2021.
8. Articles 2, 3, 4, 5, 7, 8, 10, 12, 15, 16, 23 and 24 amended, and articles 19, 20, 21 and 22 added by Annual General Meeting on May 27, 2022.

Draft Amendment	Current Articles	Explanatory Notes
<p><b>Article 2 (Convening a shareholders' meeting and notification)</b></p> <p>Except where prescribed by laws and regulations, the Board of Directors shall convene shareholders' meetings.</p> <p><u>Changes to methods for holding a Company's shareholders' meeting shall be resolved by the Board of Directors, which shall be conducted no later than the time when the shareholders' meeting notice is sent out.</u></p> <p>All shareholders shall be notified 30 days in advance of an annual general meeting. Those shareholders who hold less than 1,000 shares of registered stock may be notified 30 days in advance by means of posting a public announcement on the Market Observation Post System website. All shareholders shall be notified 15 days in advance when an extraordinary general meeting is convened. Those shareholders who hold less than 1,000 shares of registered stock may be notified 15 days in advance by</p>	<p><b>Article 2 (Convening a shareholders' meeting and notification)</b></p> <p>Except where prescribed by laws and regulations, the Board of Directors shall convene shareholders' meetings.</p> <p>All shareholders shall be notified 30 days in advance of an annual general meeting. Those shareholders who hold less than 1,000 shares of registered stock may be notified 30 days in advance by means of posting a public announcement on the Market Observation Post System website. All shareholders shall be notified 15 days in advance when an extraordinary general meeting is convened. Those shareholders who hold less than 1,000 shares of registered stock may be notified 15 days in advance by means of posting a public</p>	<p>Paragraph 2 and Paragraph 4 are amended by reference to Paragraph 2 and Paragraph 4 of Article 3 of the Template.</p>

Draft Amendment	Current Articles	Explanatory Notes
<p>means of posting a public announcement on the Market Observation Post System website.</p> <p><u>The Company shall provide the shareholders' meeting agenda handbook and supplemental materials of the meeting by the following methods for the shareholders' reference on the day of shareholders' meeting :</u></p> <ol style="list-style-type: none"> <li><u>1. Distributed on-site at the shareholders' meeting place when a physical shareholders' meeting is held.</u></li> <li><u>2. Distributed on-site at the shareholders' meeting place as well as transmission in electronic form to the video conference platform, when a shareholders' meeting supported by video conference is held.</u></li> <li><u>3. Transmission in electronic form to the video conference platform when a video shareholders' meeting is held.</u></li> </ol> <p>The subject of the meeting shall be explicitly stated in notices and public announcements. When the relevant parties grant their consent, notification may be performed using electronics means.</p> <p>The election or dismissal of directors, amendment to the Articles of Incorporation, reduction of capital, application for the approval of ceasing its status as a public company, approval of competing with the</p>	<p>announcement on the Market Observation Post System website.</p> <p>The subject of the meeting shall be explicitly stated in notices and public announcements. When the relevant parties grant their consent, notification may be performed using electronics means.</p> <p>The election or dismissal of directors, amendment to the Articles of Incorporation, reduction of capital, application for the approval of ceasing its status as a public company, approval of competing with the company by directors, surplus profit distributed in the form of new shares, reserve distributed in the form of new shares, the dissolution, merger, split up of the Company, or anything as</p>	



<b>Draft Amendment</b>	<b>Current Articles</b>	<b>Explanatory Notes</b>
<p>company by directors, surplus profit distributed in the form of new shares, reserve distributed in the form of new shares, the dissolution, merger, split up of the Company, or anything as stated in Article 185, Paragraph1 of the Company Act, Article 26-1 and Article 43-6 of the Securities and Exchange Act, Articles 56-1 and 60-2 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers, or any other issues prohibited by law from being proposed as special motions in the shareholders' meeting shall be stated as the causes of convention, and the main contents shall be enumerated and explained and shall not be proposed as special motions in the meeting.</p> <p>Where re-election of all directors as well as their inauguration date is stated in the notice of the reasons for convening the shareholders meeting, after the completion of the re-election in said meeting such inauguration date may not be altered by any special motion or otherwise in the same meeting.</p>	<p>stated in Article 185, Paragraph1 of the Company Act, Article 26-1 and Article 43-6 of the Securities and Exchange Act, Articles 56-1 and 60-2 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers, or any other issues prohibited by law from being proposed as special motions in the shareholders' meeting shall be stated as the causes of convention, and the main contents shall be enumerated and explained and shall not be proposed as special motions in the meeting.</p> <p>Where re-election of all directors as well as their inauguration date is stated in the notice of the reasons for convening the shareholders meeting, after the completion of the re-election in said meeting such inauguration date may not be altered by any special motion or otherwise in the same meeting.</p>	
<p><b>Article 3 (Location and time of meeting)</b></p> <p>A shareholders' meeting shall be held at the Company's business premises or at another location convenient for shareholders' attendance and suitable for holding such a meeting. The meeting shall not start earlier than 9:00 a.m. or</p>	<p><b>Article 3 (Location and time of meeting)</b></p> <p>A shareholders' meeting shall be held at the Company's business premises or at another location convenient for shareholders' attendance and suitable for holding such a meeting. The meeting shall not start earlier than 9:00 a.m. or</p>	<p>Paragraph 2 of this Article is amended by reference to Paragraph 2 of Article 5 of the Template.</p>

Draft Amendment	Current Articles	Explanatory Notes
<p>later than 3:00 p.m.</p> <p><u>The holding of a shareholders' meeting by the Company by video conference is not subject to any restriction on the venue of the shareholders' meetings set forth in the preceding paragraph.</u></p>	<p>later than 3:00 p.m.</p>	
<p><b>Article 4 (The exercise of voting rights and attendance by proxy)</b></p> <p>When the Company calls for shareholders' meeting, shareholders may elect to excise the voting right through electronic voting or on the site.</p> <p>The aforementioned excise of voting right through electronic voting by shareholders shall be made at the designated electronic voting platform of the Company in compliance with the Company Act, Securities and Exchange Act, and Regulations Governing the Administration of shareholders services of Public Companies (hereinafter, "Regulations Governing the Administration of shareholders services").</p> <p><u>For a shareholder having exercised voting right by electronic means and wishing to attend the shareholders' meeting in person or through video conference, the shareholder shall, no later than 2 days before the shareholders' meeting and in the same manner previously used in exercising the voting right, revoke his/her/its expression of intent in exercising the voting right under the preceding</u></p>	<p><b>Article 4 (The exercise of voting rights and attendance by proxy)</b></p> <p>When the Company calls for shareholders' meeting, shareholders may elect to excise the voting right through electronic voting or on the site.</p> <p>The aforementioned excise of voting right through electronic voting by shareholders shall be made at the designated electronic voting platform of the Company in compliance with the Company Act, Securities and Exchange Act, and Regulations Governing the Administration of shareholders services of Public Companies (hereinafter, "Regulations Governing the Administration of shareholders services").</p>	<ol style="list-style-type: none"> <li>1. Paragraph 3 of this Article is amended by reference to Paragraph 4 of Article 13 of the Template.</li> <li>2. Paragraph 6 of this Article is amended by reference to Paragraph 4 of Article 4 of the Template.</li> </ol>

Draft Amendment	Current Articles	Explanatory Notes
<p><u>paragraph; the voting right exercised by way of electronic means will prevail for failing of such revocation by the deadline.</u></p> <p>A shareholder who cannot attend a shareholders' meeting in person may present a proxy letter issued by the Company, stating scope of authorization and designating a proxy.</p> <p>One shareholder may present one proxy letter and appoint only one proxy. A proxy letter must be delivered to the Company at least five days before the shareholders' meeting. The first proxy letter shall have precedence if repeated proxy letters are delivered. This restriction shall not apply, however, to those shareholders who declare to retract their prior appointment of a proxy.</p> <p>For a shareholder wishing to attend a shareholders' meeting in person or <u>through video conference</u> after a proxy letter is delivered to the Company, the shareholder shall, no later than at least 2 days before the shareholders' meeting, notify the Company in writing to revoke his/her/its proxy appointment; the vote cast by the proxy in the meeting under authorization shall prevail for failing of such revocation by the deadline.</p> <p>Where specific shareholder exercises voting right through electronic voting and also appoints a proxy with proxy letter to attend the</p>	<p>A shareholder who cannot attend a shareholders' meeting in person may present a proxy letter issued by the Company, stating scope of authorization and designating a proxy.</p> <p>One shareholder may present one proxy letter and appoint only one proxy. A proxy letter must be delivered to the Company at least five days before the shareholders' meeting. The first proxy letter shall have precedence if repeated proxy letters are delivered. This restriction shall not apply, however, to those shareholders who declare to retract their prior appointment of a proxy.</p> <p>For a shareholder wishing to attend a shareholders' meeting in person or after a proxy letter is delivered to the Company, the shareholder shall, no later than at least 2 days before the shareholders' meeting, notify the Company in writing to revoke his/her/its proxy appointment; the vote cast by the proxy in the meeting under authorization shall prevail for failing of such revocation by the deadline.</p> <p>Where specific shareholder exercises voting right through electronic voting and also appoints a proxy with proxy letter to attend the shareholders' meeting, the vote cast by the proxy in the meeting under authorization shall stand.</p>	

Draft Amendment	Current Articles	Explanatory Notes
<p>shareholders' meeting, the vote cast by the proxy in the meeting under authorization shall stand.</p>		
<p><b>Article 5 (Registration of shareholders for attendance)</b></p> <p>Shareholders or their proxies shall be admitted to the shareholders' meeting on the basis of attendance passes, attendance sign-in cards, or other attendance verification. Those persons soliciting proxy letters shall carry other personal identification to facilitate checking.</p> <p>The Company shall set up a registration desk for the registration of the shareholders or proxies to the meeting by presenting the attendance sign-in cards.</p> <p>Government or juristic shareholders may send more than one representative to a shareholders' meeting. However, a juristic person attending a shareholders' meeting as a proxy may send only one representative to attend.</p> <p><u>For a shareholders' meeting by video conference, the attendance registration shall be available on the video conference platform for 30 minutes immediately before the meeting. Shareholders having completed the attendance registration shall be deemed to have attended the shareholders' meeting in person.</u></p> <p><u>For a shareholders'</u></p>	<p><b>Article 5 (Registration of shareholders for attendance)</b></p> <p>Shareholders or their proxies shall be admitted to the shareholders' meeting on the basis of attendance passes, attendance sign-in cards, or other attendance verification. Those persons soliciting proxy letters shall carry other personal identification to facilitate checking.</p> <p>The Company shall set up a registration desk for the registration of the shareholders or proxies to the meeting by presenting the attendance sign-in cards.</p> <p>Government or juristic shareholders may send more than one representative to a shareholders' meeting. However, a juristic person attending a shareholders' meeting as a proxy may send only one representative to attend.</p>	<ol style="list-style-type: none"> <li>1. Paragraph 4 of this Article is amended by reference to Paragraph 2 of Article 6 of the Template.</li> <li>2. Paragraph 5 of this Article is amended by reference to Paragraph 7 of Article 6 of the Template.</li> </ol>

Draft Amendment	Current Articles	Explanatory Notes
<p><u>meeting by video conference, the shareholder wishing to attend by video conference shall register with the Company by 2 days before the meeting.</u></p> <p><u>For a shareholders' meetings by video conference, the Company shall, at least 30 minutes before the commencement of the meeting, upload shareholders' meeting agenda handbook, annual report and other relevant materials to the video conference platform for the shareholders' meeting, which shall be continuously disclosed until the end of the meeting.</u></p>		
<p><b>Article 7 (Audio or video recording of shareholders' meeting)</b></p> <p>The Company shall make an audio or video recording of the entire proceedings of the shareholders' meeting, and shall preserve the recording for at least one year. If, however, a shareholder initiates a lawsuit in accordance with Article 189 of the Company Act, such a recording shall be preserved until the conclusion of the lawsuit.</p> <p><u>For a shareholders' meeting by video conference, the Company shall retain the records for registration, attendance registration, questions raised, voting rights exercised, and vote counting results, and the Company shall continuously make the audio and video recording across the whole video conference without</u></p>	<p><b>Article 7 (Audio or video recording of shareholders' meeting)</b></p> <p>The Company shall make an audio or video recording of the entire proceedings of the shareholders' meeting, and shall preserve the recording for at least one year. If, however, a shareholder initiates a lawsuit in accordance with Article 189 of the Company Act, such a recording shall be preserved until the conclusion of the lawsuit.</p>	<p>Paragraph 2 and Paragraph 3 of this Article are amended by reference to Paragraph 3 and Paragraph 4 of Article 8 of the Template.</p>

Draft Amendment	Current Articles	Explanatory Notes
<p><u>an interruption.</u></p> <p><u>The materials and the audio and video recording under the preceding paragraph shall be properly preserved by the Company during the Company's existence, and the Company shall provide the audio and video records to those entrusted to handle the video conference affairs for retention.</u></p>		
<p><b>Article 8 (Calculation of number of shares present, holding of meeting)</b></p> <p>The calculation of attendance at a shareholders' meeting of the Company shall be based on the number of shares being represented. The number of shares attending the meeting shall be calculated based on the number of shares indicated in the attendance registration cards <u>and those registered for attendance with the video conference platform</u>, plus number of shares being voted by electronic means, provided that there shall be no double counting of the attending shares for shares voted by electronic means while the shareholders of which attended the shareholders' meeting in person or through video conference.</p> <p>When the designated meeting time arrives, the chairman shall immediately announce to commence the meeting if shareholders representing a majority of the total number of issued shares are in attendance. The</p>	<p><b>Article 8 (Calculation of number of shares present, holding of meeting)</b></p> <p>The calculation of attendance at a shareholders' meeting of the Company shall be based on the number of shares being represented. The number of shares attending the meeting shall be calculated based on the number of shares indicated in the attendance registration cards, plus number of shares being voted by electronic means, provided that there shall be no double counting of the attending shares for shares voted by electronic means while the shareholders of which attended the shareholders' meeting in person or through video conference.</p> <p>When the designated meeting time arrives, the chairman shall immediately <u>announcement</u> to commence the meeting if shareholders representing a majority of the total number of issued shares are in attendance. The chairman</p>	<ol style="list-style-type: none"> <li>1. Paragraph 1 of this Article is amended by reference to Paragraph 1 of Article 9 of the Template.</li> <li>2. Paragraph 2 of this Article is amended by reference to Paragraph 3 of Article 9 of the Template. °</li> <li>3. Paragraph 3 of this Article is amended by reference to Paragraph 4 of Article 9 of the Template.</li> </ol>

Draft Amendment	Current Articles	Explanatory Notes
<p>chairman may announce to delay the commencement of the meeting if the statutory number of shares has not been reached. The commencement of the meeting may be delayed for no more than twice, and the total time delayed may not exceed one hour. <u>If the number of shareholders present is still below one-third or more of the total number of issued shares after two times of delay, the chairman shall announce that the meeting has failed to be convened for lack of quorum; for a shareholders' meeting by video conference, the Company shall separately announce the same on the video conference platform.</u></p> <p>Where the number of shares present is still insufficient after two delays <u>under the preceding paragraph</u>, but shareholders representing at least one-third of all issued shares are present, the meeting may make tentative resolutions with the consent of a majority of the voting rights in attendance. The Company shall then notify all shareholders of the tentative resolutions, and another shareholders' meeting shall be convened within one month. <u>For a shareholders' meeting by video conference, the shareholder wishing to attend the meeting by video conference shall register again with the Company according to the Article 5 of the Ordinance of Shareholders Meetings of the Company.</u></p>	<p>may announce to delay the commencement of the meeting if the statutory number of shares has not been reached. The commencement of the meeting may be delayed for no more than twice, and the total time delayed may not exceed one hour.</p> <p>Where the number of shares present is still insufficient after two delays, but shareholders representing at least one-third of all issued shares are present, the meeting may make tentative resolutions with the consent of a majority of the voting rights in attendance. The Company shall then notify all shareholders of the tentative resolutions, and another shareholders' meeting shall be convened within one month.</p> <p>If, after making a tentative resolution according to the</p>	

<b>Draft Amendment</b>	<b>Current Articles</b>	<b>Explanatory Notes</b>
<p>If, after making a tentative resolution according to the procedures in the foregoing paragraph, shareholders representing a majority of issued shares become present at an in-progress meeting, the chairman may, in accordance with Article 174 of the Company Act, resubmit any tentative resolutions already made at the meeting for another vote.</p>	<p>procedures in the foregoing paragraph, shareholders representing a majority of issued shares become present at an in-progress meeting, the chairman may, in accordance with Article 174 of the Company Act, resubmit any tentative resolutions already made at the meeting for another vote.</p>	
<p><b>Article 10 (Speaking)</b></p> <p>Before speaking, an attending shareholder or proxy shall first fill out a speaking slip specifying therein the major points of his or her speech, his or her shareholder account number (or attendance pass number), and account name. The chairman shall determine speaking order.</p> <p>An attending shareholder or proxy who only submits a speaking slip but fails to actually speak shall be deemed to have not spoken. If the content of a shareholder's speech is inconsistent with that stated on his or her speaking slip, the content actually spoken shall take precedence.</p> <p>An attending shareholder or proxy may question about report items on the agenda only after the chairman or person designated by the chairman has read or reported all report items. Each speaker may speak no more than twice concerning each motion, and each instance may not exceed 5 minutes. Although a speaker may speak an additional five minutes with the</p>	<p><b>Article 10 (Speaking)</b></p> <p>Before speaking, an attending shareholder or proxy shall first fill out a speaking slip specifying therein the major points of his or her speech, his or her shareholder account number (or attendance pass number), and account name. The chairman shall determine speaking order.</p> <p>An attending shareholder or proxy who only submits a speaking slip but fails to actually speak shall be deemed to have not spoken. If the content of a shareholder's speech is inconsistent with that stated on his or her speaking slip, the content actually spoken shall take precedence.</p> <p>An attending shareholder or proxy may question about report items on the agenda only after the chairman or person designated by the chairman has read or reported all report items. Each speaker may speak no more than twice concerning each motion, and each instance may not exceed 5 minutes. Although a speaker may speak an additional five minutes with the</p>	<p>Paragraph 10 of this Article is amended by reference to Paragraph 7 of Article 11 of the Template.</p>



<b>Draft Amendment</b>	<b>Current Articles</b>	<b>Explanatory Notes</b>
<p>chairman's approval, only one such extension may be given.</p> <p>When an attending shareholder or proxy gives a speech with regard to the items for ratification and discussion listed on the agenda, and to the proposals made in the special motion session, the regulations in the foregoing paragraph governing speaking time and number of speaking opportunities shall apply.</p> <p>When an attending shareholder or proxy gives a speech with regard to non-proposal issues during the special motion session, the regulations in Paragraph 3 governing speaking time and number of speaking opportunities shall apply.</p> <p>The chairman may stop an attending shareholder or proxy if the person's speech goes past the prescribed time limit or exceeds the bounds of the issue at hand. The chairman may direct disciplinary personnel (or security personnel) to take necessary measures to maintain order in the meeting place or ensure the smooth progress of the meeting if a speaker still refuses to stop talking or other circumstances interfering with meeting procedures occur.</p> <p>Other shareholders may not interfere with a speaking shareholder or proxy without obtaining the consent of the chairman and the speaking shareholder or proxy. The chairman shall stop anyone who violates this rule, and the regulations in the foregoing</p>	<p>chairman's approval, only one such extension may be given.</p> <p>When an attending shareholder or proxy gives a speech with regard to the items for ratification and discussion listed on the agenda, and to the proposals made in the special motion session, the regulations in the foregoing paragraph governing speaking time and number of speaking opportunities shall apply.</p> <p>When an attending shareholder or proxy gives a speech with regard to non-proposal issues during the special motion session, the regulations in Paragraph 3 governing speaking time and number of speaking opportunities shall apply.</p> <p>The chairman may stop an attending shareholder or proxy if the person's speech goes past the prescribed time limit or exceeds the bounds of the issue at hand. The chairman may direct disciplinary personnel (or security personnel) to take necessary measures to maintain order in the meeting place or ensure the smooth progress of the meeting if a speaker still refuses to stop talking or other circumstances interfering with meeting procedures occur.</p> <p>Other shareholders may not interfere with a speaking shareholder or proxy without obtaining the consent of the chairman and the speaking shareholder or proxy. The chairman shall stop anyone who violates this rule, and the regulations in the foregoing</p>	

<b>Draft Amendment</b>	<b>Current Articles</b>	<b>Explanatory Notes</b>
<p>paragraph shall apply.</p> <p>When a government or juristic shareholder sends two or more representatives to attend the shareholders' meeting, the shareholder may designate only one person to speak on each occasion.</p> <p>The chairman may personally respond, or designate another relevant person to do so, after a shareholder has spoken.</p> <p><u>For a shareholders' meeting held by video conference, a shareholder attending the meeting through video conference may, during the period that the meeting is announced to commence until the meeting is announced for the adjournment by the chairman, raise questions in writing through the video conference platform for shareholders' meetings, provided that questions raised for each proposal shall not exceed two times, 200 words for each question, and Paragraphs 1 to 8 shall not apply.</u></p>	<p>paragraph shall apply.</p> <p>When a government or juristic shareholder sends two or more representatives to attend the shareholders' meeting, the shareholder may designate only one person to speak on each occasion.</p> <p>The chairman may personally respond, or designate another relevant person to do so, after a shareholder has spoken.</p>	
<p><b>Article 12 (Voting on resolutions)</b></p> <p>A shareholder shall receive one voting right for each share. However, this rule shall not apply to those shareholders with restricted or no voting rights.</p> <p>Although a government or juristic shareholder may appoint more than one person as a representative, the shareholder's voting rights are still calculated on</p>	<p><b>Article 12 (Voting on resolutions)</b></p> <p>A shareholder shall receive one voting right for each share. However, this rule shall not apply to those shareholders with restricted or no voting rights.</p> <p>Although a government or juristic shareholder may appoint more than one person as a representative, the shareholder's voting rights are still calculated on</p>	<p>Paragraphs 8 to 11 of this Article are amended by reference to Paragraphs 9 to 12 of Article 13 of the Template.</p>

Draft Amendment	Current Articles	Explanatory Notes
<p>the basis of the total number of shares held by that shareholder.</p> <p>If, in the foregoing paragraph, a shareholder has sent two or more representatives, the representatives shall jointly exercise the shareholder's voting rights.</p> <p>Proposals shall be resolved through voting by poll. Unless otherwise specified by the Company Act and the Articles of Incorporation of the Company, a resolution in favor of the proposal may be made with a simple majority of the voting rights represented by the total votes of on-site voting, <u>voting right exercised through video conference</u>, and electronic voting.</p> <p>After the conclusion of the meeting, on the same day it is held, the results for each proposal, based on the numbers of votes for and against and the number of abstentions, shall be entered into the MOPS.</p> <p>If there shall be an amendment or alternative to one motion, the chairman may combine the amendment or alternative into the original motion, and determine their orders for resolution. If any one of the above shall be resolved, the others shall be considered as rejected, upon which no further resolution shall be required.</p> <p>The chairman shall determine the order for discussion and vote for the proposals made during the special motion session. The</p>	<p>the basis of the total number of shares held by that shareholder.</p> <p>If, in the foregoing paragraph, a shareholder has sent two or more representatives, the representatives shall jointly exercise the shareholder's voting rights.</p> <p>Proposals shall be resolved through voting by poll. Unless otherwise specified by the Company Act and the Articles of Incorporation of the Company, a resolution in favor of the proposal may be made with a simple majority of the voting rights represented by the total votes of on-site voting and electronic voting.</p> <p>After the conclusion of the meeting, on the same day it is held, the results for each proposal, based on the numbers of votes for and against and the number of abstentions, shall be entered into the MOPS.</p> <p>If there shall be an amendment or alternative to one motion, the chairman may combine the amendment or alternative into the original motion, and determine their orders for resolution. If any one of the above shall be resolved, the others shall be considered as rejected, upon which no further resolution shall be required.</p> <p>The chairman shall determine the order for discussion and vote for the proposals made during the special motion session. The</p>	

Draft Amendment	Current Articles	Explanatory Notes
<p>chairman may also combine proposals that are of the same type.</p> <p><u>When the Company holds a shareholders' meeting by video conference, a shareholder attending the meeting through video conference, after the chairman announces to commence the meeting, shall vote for each proposal and election proposal through video conference platform before the chairman announces to close the voting. Voting rights shall be deemed waived for failure of doing so by the time required.</u></p> <p><u>For a shareholders' meetings held by video conference, votes shall be calculated at once after the chairman announces to close the voting, and the results of resolution and election shall be announced accordingly.</u></p> <p><u>When the Company holds a shareholders' meeting supported by video conference, for a shareholder having registered to attend the meeting by video conference in accordance with Article 5 of the Ordinance of Shareholders Meetings of the Company but wishing to attend the meeting in person thereafter shall, by 2 days before the shareholders' meeting and in the same manner previously used for the registration, revoke the registration. For those failing of doing so by the time required may only attend the meeting by video conference.</u></p> <p><u>For those shareholders</u></p>	<p>chairman may also combine proposals that are of the same type.</p>	

Draft Amendment	Current Articles	Explanatory Notes
<p><u>having exercised voting rights by electronic voting without revoking their expression of intent but attending the shareholders' meeting by video conference, except for the extraordinary motion, they are not allowed to vote for original proposals, raise a proposal to amend the original proposals, or vote for the amendment to the original proposal.</u></p>		
<p><b>Article 15 (Meeting minutes and signing)</b></p> <p>The deliberation conducted at a shareholders' meeting shall be recorded in the meeting minutes. The chairman shall sign or affix his or her seal to the minutes. The minutes shall be issued to all shareholders within 20 days after the shareholders' meeting. The production and distribution of minutes may be performed using electronic means.</p> <p>The release of the minutes of meeting on record as aforementioned may be announced by the Company through posting at Market Observation Post System.</p> <p>The minutes shall record the year, month, day, and place of the meeting, the name of the chairman, the resolution method, a summary of deliberation, and the results of deliberation (including the number of voting rights), and disclose the number of voting rights won by each candidate in the event of an election of directors. The minutes of</p>	<p><b>Article 15 (Meeting minutes and signing)</b></p> <p>The deliberation conducted at a shareholders' meeting shall be recorded in the meeting minutes. The chairman shall sign or affix his or her seal to the minutes. The minutes shall be issued to all shareholders within 20 days after the shareholders' meeting. The production and distribution of minutes may be performed using electronic means.</p> <p>The release of the minutes of meeting on record as aforementioned may be announced by the Company through posting at Market Observation Post System.</p> <p>The minutes shall record the year, month, day, and place of the meeting, the name of the chairman, the resolution method, a summary of deliberation, and the results of deliberation (including the number of voting rights), and disclose the number of voting rights won by each candidate in the event of an election of directors. The minutes of</p>	<p>Paragraph 4 and Paragraph 5 of this Article are amended by reference to Paragraph 4 and Paragraph 5 of Article 15 of the Template.</p>

Draft Amendment	Current Articles	Explanatory Notes
<p>shareholders’ meetings must be preserved for as long as the company is in existence.</p> <p><u>For a shareholders' meeting by video conference, the meeting minutes, other than the mandatory contents under the preceding paragraph, shall also be recorded with the commencement time and the time that the meeting is adjourned, the method for holding the meeting, the names of the chairman and secretary, and the contingency plans for disconnection issues due to natural disasters, incidents or other force majeure events that prevent the operating of the video conference platforms or that prevent shareholders from attending meetings by video conference.</u></p> <p><u>For a shareholders' meeting held by video conference, in addition to complying with the provisions in the preceding paragraph, the meeting minutes shall also be recorded with alternative measures for shareholders who have difficulty in attending the shareholders' meeting by video conference.</u></p>	<p>shareholders’ meetings must be preserved for as long as the company is in existence.</p>	
<p><b>Article 16 (Public announcements)</b></p> <p>The company shall, on the day of the shareholders’ meeting, compile a statistical table in prescribed format of the number of shares obtained by solicitors, by consigned agents <u>and by shareholders exercising voting rights by electronic</u></p>	<p><b>Article 16 (Public announcements)</b></p> <p>The company shall, on the day of the shareholders’ meeting, compile a statistical table in prescribed format of the number of shares obtained by solicitors and by consigned agents on the day of the shareholders’ meeting. This</p>	<p>Paragraph 1 of this Article is amend and Paragraph 2 of this Article is added by reference to Paragraph 1 and Paragraph 2 of Article 16 of the Template.</p>

Draft Amendment	Current Articles	Explanatory Notes
<p><u>means</u> on the day of the shareholders' meeting. This table shall be clearly displayed in the meeting venue. <u>For a shareholders' meeting held by video conference, the Company shall, at least by 30 minutes before the meeting, upload the abovementioned materials to the video conference platform for shareholders' meeting which shall be continuously disclosed until the meeting is adjourned.</u></p> <p><u>For a shareholders' meeting held by video conference by the Company, the total number of shares by shareholders attended shall be disclosed on the video conference platform when the meeting is announced to commence. Where the total number of shares and voting rights of shareholders attended are separately calculated during the meeting, the same rules shall apply.</u></p>	<p>table shall be clearly displayed in the meeting venue.</p>	
<p><b>Article 19 (Information disclosure of the video conference)</b></p> <p><u>For a shareholders' meeting held by video conference, the Company shall, after the close of the voting, timely disclose the voting results for each proposal and election on the video conference platform for shareholders' meeting for at least 15 minutes on a continuous basis after the chairman announces to adjourn the meeting.</u></p>		<ol style="list-style-type: none"> <li>1. This Article is newly added. °</li> <li>2. This Article is added by reference to Article 19 of the Template.</li> </ol>

Draft Amendment	Current Articles	Explanatory Notes
<p><b>Article 20 (Location of chairman and secretary of the shareholders' meeting by video conference and the)</b></p> <p><u>When the Company holds a shareholders' meeting by video conference, the chairman and secretary shall be at the same location in the R.O.C., and the chairman shall also announce the address of the location when the meeting is announced to be commenced.</u></p>		<ol style="list-style-type: none"> <li>1. This Article is newly added.</li> <li>2. This Article is added by reference to Article 20 of the Template.</li> </ol>
<p><b>Article 21 (Handling of disconnection)</b></p> <p><u>For a shareholders' meeting held by video conference, the Chairman shall, when announcing to commence the meeting, separately announce that, in addition to the situation in which there is no need to postpone or continue the meeting specified in Paragraph 4 of Article 44-20 of the Regulations Governing the Administration of shareholders services, before the Chairman announces to adjourn the meeting, if any disconnection issues occurred due to natural disasters, incidents or other force majeure events that prevent the operating of the video conference platforms or that prevent shareholders from attending meetings by video conference lasts for 30 minutes or more, the dates when the meeting shall be postponed to or continued within 5 days, provided that Article 182 of the</u></p>		<ol style="list-style-type: none"> <li>1. This Article is newly added.</li> <li>2. This Article is added by reference to Article 21 of the Template.</li> </ol>



Draft Amendment	Current Articles	Explanatory Notes
<p><u>Company Act shall not apply.</u></p> <p><u>In the event that the meeting is postponed or continued under the preceding paragraph, a shareholder who have not registered to attend the original shareholders' meeting through video conference shall not attend the postponed or continued meeting.</u></p> <p><u>For a meeting being postponed or continued under Paragraph 1, shareholders having registered to attend the original shareholders' meeting by video conference and completed the attendance registration, but not attending the postponed or continued meeting, the number of shares attended, the voting rights exercised and votes for the election made in the original shareholders' meeting shall be counted in the total number of shares attended, voting rights and votes for election made in the postponed or continued meeting.</u></p> <p><u>Where a shareholders' meeting is postponed or continued under Paragraph 1, for a proposal that the voting and counting of votes have been completed and the voting result or the list of elected directors and supervisors have been announced, there is no need to re-discuss and resolve the proposal.</u></p> <p><u>When a shareholders' meeting supported by video conference is held and the meeting cannot be continued</u></p>		

Draft Amendment	Current Articles	Explanatory Notes
<p><u>through video conference due to the reason under Paragraph 1, the shareholders' meeting shall continue if the total number of shares attended still reaches the statutory quorum for the shareholders' meeting after deducting the number of shares attended by video conference and it is no longer required to postpone or continue the meeting under Paragraph 1.</u></p> <p><u>In the event that the meeting shall be continued under the preceding paragraph, the number of shares of shareholders attended through video conference shall be counted in the number of shares attended, provided that voting rights of which shall be deemed waived for all the proposals of the shareholders' meeting.</u></p> <p><u>Where the Company postpones or continues a meeting in accordance with Paragraph 1, the Company shall, according to the provisions in paragraph 7 of Article 44-20 of the Regulations Governing the Administration of shareholders services, conduct the relevant preparatory works in the same way as the date of the original shareholders' meeting and related provisions.</u></p> <p><u>For the period specified in the last paragraph of Article 12, Paragraph 3 of Article 13 of the Regulations Governing Use of Proxies for Attendance at Shareholder Meetings of Public Companies, Paragraph 2 of Article 44-5, Article 44-15, and</u></p>		

Draft Amendment	Current Articles	Explanatory Notes
<p><u>Paragraph 1 of Article 44-17 of the Regulations Governing the Administration of shareholders services, the Company shall postpone or continue the shareholders’ meeting on the date specified in Paragraph 1.</u></p>		
<p><b>Article 22 (Handling of digital divide)</b></p> <p><u>Where the Company holds a shareholders' meeting by video conference, the Company shall provide appropriate alternative measures for shareholders who have difficulty in attending the shareholders' meetings by video conference.</u></p>		<ol style="list-style-type: none"> <li>1. This Article is newly added.</li> <li>2. This Article is added by reference to Article 22 of the Template.</li> </ol>
<p><b>Article 23 (Supplementary provisions)</b></p> <p>Except where explicitly prescribed in the laws and regulations and the Company's Articles of Incorporation, the chairman shall decide any matters not prescribed in these rules. Any matters still disputed by shareholders shall be handled in accordance with appropriate legal procedures, and shall not constitute a pretext for obstructing or disturbing deliberative procedures.</p>	<p><b>Article 19 (Supplementary provisions)</b></p> <p>Except where explicitly prescribed in the laws and regulations and the Company's Articles of Incorporation, the chairman shall decide any matters not prescribed in these rules. Any matters still disputed by shareholders shall be handled in accordance with appropriate legal procedures, and shall not constitute a pretext for obstructing or disturbing deliberative procedures.</p>	<ol style="list-style-type: none"> <li>1. This Article is not amended. °</li> <li>2. The numbering of this Article is amended accordingly in response to the newly added Articles.</li> </ol>
<p><b>Article 24 (Enforcement)</b></p> <p>These meeting rules of procedure shall take effect after being passed by the shareholders’ meeting; likewise in the case of revisions.</p>	<p><b>Article 20 (Enforcement)</b></p> <p>These meeting rules of procedure shall take effect after being passed by the shareholders’ meeting; likewise in the case of revisions.</p>	<ol style="list-style-type: none"> <li>1. This Article is not amended. °</li> <li>2. The numbering of this Article is amended accordingly in response to the newly added Articles.</li> </ol>