

Meeting Rules of Order of the Board of Directors of Chunghwa Telecom Co., Ltd.

1. The total 17 articles approved at the BOD Meeting on August 19, 2003.
2. Amendment approved at the BOD Meeting on December 26, 2006 and reported at the 2006 Annual General Meeting.
3. Amendment approved at the BOD Meeting on March 25, 2008 and reported at the 2008 Annual General Meeting.
4. Amendment approved at the BOD Meeting on March 27, 2012 and reported at the 2012 Annual General Meeting.
5. Amendment approved at the BOD Meeting on January 29, 2013 and reported at the 2013 Annual General Meeting.
6. Amendment approved at the BOD Meeting on August 13, 2013 and reported at the 2014 Annual General Meeting.
7. Amendment approved at the BOD Meeting on December 17, 2013 and reported at the 2014 Annual General Meeting.
8. Amendment approved at the BOD Meeting on August 12, 2014.
9. Amendment approved at the BOD Meeting on November 6, 2017
10. Amendment approved at the BOD Meeting on February 26, 2020

Article 1

Chunghwa Telecom Co. Ltd. (herein referred to as the "Company") has determined these Rules of Order in accordance to the "Regulations Governing Procedures for Board of Directors Meetings of Public Companies" in order to establish a sound board governance system and to strengthen the board's supervisory and management functions.

Article 2

The Company's board meetings, the main agenda items, operational procedures, required content of meeting minutes, public announcements, and other compliance requirements for board meetings shall be handled as prescribed in the Rules of Order.

Article 3

The board shall meet at least one time a quarter. All directors shall be notified seven days in advance when a meeting is to be convened, and shall be explicitly informed of the meeting time, location, and agenda. Board meetings may be held at any time, however, when emergency situations arise.

The notice to be given under the preceding paragraph may be effected by means of electronic transmission with the prior consent of the recipients.

Except unforeseen emergency situation or other legitimate reasons, the circumstances regulated in Article 12, Paragraph 1, Subparagraph 1 through 8, 24 and 25 of the Rules of Order, shall be listed on the meeting agenda, and may not be proposed as extraordinary motions; the remaining circumstances, however, shall not be subjected to this restriction.

Article 4

The Company's board has designated the Secretary of the Board of Directors as the meeting affairs unit.

The meeting affairs unit shall draft board meeting agenda, gather sufficient and relevant meeting information, and distribute meeting notification, agenda and information to all directors and supervisors.

Directors may request additional information from the meeting affairs unit if they feel that the information provided is insufficient. The directors may choose to delay deliberation via a board resolution if they feel that the information is insufficient for decision making.

Article 5

An attendance book shall be provided at board meetings for attending directors to sign in. Directors shall personally attend board meetings, and if a director is unable to attend in person, such director may designate another director to attend as a proxy in accordance to the Company's Articles of Incorporation. Attending a meeting via videoconferencing shall be regarded as attending in person.

An absent director who delegates another director to act as a proxy, shall provide a letter of authorization at such meeting; the said letter shall list authorization with regard to the agenda items.

A proxy in the foregoing paragraphs may act on behalf of only one director.

Article 6

The board meetings' location and time shall be held at the Company's premises during business hours or at any suitable place and time in order to properly accommodate the directors.

Article 7

Board meetings shall be convened and chaired by the chairman of the board. However, the director receiving the ballots representing the most voting rights at the shareholders' meeting shall convene the first meeting of the new board, and that convener shall also serve as the chairman of the meeting. When there are two or more directors with convening rights, they shall nominate one of them to serve as chairman.

Pursuant to Company Act, Article 203, Paragraph 4, or Article 203-1, Paragraph 3, the majority or more of the directors may convene a board meeting on their own, the directors shall agree among themselves as to who shall act as the chairman of the meeting. If the chairman cannot attend a board meeting for some reason, the vice chairman shall attend in his place, and if there is no vice chairman or the vice chairman cannot attend, the chairman shall designate one director to attend in his place; if the chairman has not designated a representative, the directors shall nominate one director to serve in place of the chairman.

Article 8

During each board meeting, personnel from the meeting affair unit shall report resolutions of previous meeting and actions arising. The Company may, as necessary for the agenda items of the meeting, notify managers of relevant departments, business groups or subsidiaries to attend the board meetings in a non-voting capacity in order to report on the Company's current business operation and answer questions from the directors, enabling the directors to better understand the Company's current status and to conduct appropriate resolutions. The chairman of the meeting may also invite accountants, legal advisors, or other professionals to attend the meeting and to make explanatory statements in a non-voting capacity in order to provide professional opinions for the board's reference, provided that they shall leave the meeting when deliberation or voting takes place.

The chairman shall promptly announce the start of a meeting if majority of all directors attend at the designated meeting time. The chairman may announce a delay of the meeting if one-half or more of all directors are absent. However, a meeting may not be delayed more than twice. If a quorum still does not exist after two delays, the chairman shall re-convene the meeting in accordance to the procedures in Article 3, Paragraph 2 of the Rules of Order.

If, due to force majeure or other special circumstances, the chairman cannot convene the meeting at the designated time, the chairman may inquire the directors' opinions one-by-one and with the consent of majority directors, the chairman may hold the meeting later at another location and/or by videoconferencing. The time of the meeting should not be rescheduled past 12:00 p.m. midnight of the same day.

The so-stated "all directors" under Paragraph 2 shall be counted as the actual number of serving directors.

Article 9

The Company shall make full audio or video recordings of board meetings, and shall preserve such recordings for at least five years. Recordings may be preserved via any

electronic methods.

If a lawsuit concerning a related board resolution occurs before the end of the preservation period stated in the foregoing paragraph, the related audio or video recordings shall be preserved until the completion of the lawsuit.

When a board meeting is held by means of videoconferencing, audio and video recordings of the meeting shall be part of the meeting minutes, and shall be preserved as long as the Company is in existence.

Article 10

The agenda of the Company's regular board meetings shall include at least the following matters:

1. Reporting matters:
 - (1). A report of the previous board meeting minutes and implementation status;
 - (2). A report of major financial and operational matters (inclusive the first, second and the third quarter financial reports/statements);
 - (3). A report of internal audit matters; and
 - (4). Other important reporting matters
2. Discussion matters:
 - (1). Discussion issues held over from the previous board meeting; and
 - (2). Discussion issues planned for the current board meeting
3. Extraordinary motions

Article 11

Proposals from directors shall not be included in the agenda unless received by the meeting affair unit at least three days prior to meeting notification being sent out.

Board meetings shall proceed in accordance to the agenda specified in the meeting notification. The agenda may be changed, however, with the consent of a majority of the attending directors.

During the meeting proceeding, the chairman may not arbitrarily announce adjournment without the consent of a majority of the attending directors.

If, during a board meeting, the number of directors present does not constitute a majority of the attending directors, the chairman shall announce a recess of the meeting following a proposal to that effect by either of the presenting directors; Article 8, Paragraph 2 shall apply mutatis mutandis herein.

During a meeting, the chairman may announce a specific time to call a recess or consultation period.

Article 12

The following matters shall be submitted to the board for discussion:

1. Approval of the Company's operating plan and budget;
2. Approval of the Company's financial forecast;
3. Approval of annual financial reports/statements and business report;
4. Approval of personnel, procurement, accounting, internal control standards and procedures, and an assessment of the effectiveness of the internal control system;
5. Approval of Internal Control Statement;
6. Adoption or amendment in accordance with Article 36-1 of the Securities and Exchange Act of procedures for handling major financial actions such as acquisition or disposal of assets, engaging in derivative trading, extension of monetary loans to others, endorsements or guarantees for others;
7. Offering, issuance, or private placement of equity-type securities;
8. Appointment and dismissal of finance, accounting, and internal audit executives;
9. Capital increases or decreases;
10. Approval of the Company's organizational regulations;
11. Establishment, alteration, or revocation of domestic or foreign branches;
12. Distribution of profits or off-set of deficit;
13. Approval of the amounts and terms of domestic and foreign debt;
14. Approval of the amounts of re-investments;
15. Approval of the issuance of corporate bonds;
16. Adoption or amendment of organizational regulations for the board and functional committees;
17. Adoption or amendment of regulations governing the scope of independent directors' duties;
18. Approval of employee salaries standard;
19. Appointment and dismissal of the President, Senior Executive Vice Presidents, Presidents of Business Groups and Presidents of the Telecommunication Laboratories and Telecommunication Training Institute;
20. Approval of persons recommended by the Company to serve as the chairmen and presidents of re-investment companies;
21. The salary compensation of the directors and management proposed by the Salary & Compensation Committee members, with further consideration of the compensation amount, payment methods and the Company's potential future risks, etc.
22. Matters that should be submitted for board's resolution in accordance to the Organizational Regulations for Audit Committee;
23. Remuneration of directors and managers of the subsidiaries which shall be

approved by the board of directors in accordance with authorized duties and authorities of such subsidiary.

24. Matters that should be submitted for board's resolution in accordance to the Segregation of Power between BOD and Management of the Company;
25. A donation to a related party or a major donation to a non-related party, provided that a public-interest donation of disaster relief that is made for a major natural disaster may be submitted to the following board of directors meeting for retroactive recognition.
26. Matters that must be decided by a resolution of the shareholders' meeting or by the board pursuant to Article 14-3 of the Securities and Exchange Act, to other laws and regulations or to the Articles of Incorporation, or material matters designated by the competent authority.

The term "related party" in subparagraph 25 of the preceding paragraph means a related party as defined in the Regulations Governing the Preparation of Financial Reports by Securities Issuers. The term "major donation to a non-related party" means an individual donation, or cumulative donations within a 1-year period to a single recipient, at an amount of NTD100 million or more, or at an amount equal to or greater than 1 percent of net operating revenue or 5 percent of paid-in capital as stated in the CPA-attested financial report for the most recent year.

The term "within a 1-year period" in the preceding paragraph means a period of 1 year calculated retroactively from the date on which the current board of directors meeting is convened. Amounts already submitted to and passed by a resolution of the board are exempted from inclusion in the calculation.

At least one independent director shall attend each meeting in person. In the case of a meeting concerning any matter required to be submitted for a resolution by the board of directors under paragraph 1, each independent director shall attend in person; if an independent director is unable to attend in person, he or she shall appoint another independent director to attend as his or her proxy. Independent directors' opposing or qualified opinions shall be explicitly noted in the board meeting minutes. If an independent director cannot attend a board meeting in person to express an opposing or qualified opinion, unless he has a legitimate reason, the independent director shall submit a written opinion in advance; the said opinion shall be explicitly noted in the board meeting minutes.

Article 13

A director who wishes to revise or replace any proposals listed on the agenda, or who wishes to submit another proposal as an extraordinary motion, must be seconded by another director.

Article 14

A director who has raised specific reasons for objection to a resolution approved by the board may submit a written statement. The reasons shall be explicitly stated in the board meeting minutes.

Article 15

The chairman may announce an end to discussion and call for a vote when he perceives that the discussion of a proposal has progressed to the point that a vote is warranted.

When a proposal is put to a vote, the proposal shall be considered approved if no attending directors voice objections in response to the chairman's inquiries. A proposal shall be put to a vote when attending directors voice objections in response to the chairman's inquiries.

The said attending directors do not include those without voting capacity in accordance to Article 17 Paragraph 1.

The chairman shall choose one of the voting methods specified in the followings; however, the voting method shall be decided by majority opinion, if any of the attending directors voices any objection:

1. Voting by show of hands;
2. Voting by roll call; a roll-call vote shall be taken when proposed by an attending director and supported by at least one-fifth of the directors present;
3. Voting by ballot; or
4. A voting method chosen by the Company.

Article 16

Each director shall have one voting right.

Except where prescribed by law or other regulations in the Articles of Incorporation, a majority of directors must attend whenever a proposal is put to a vote, and the passage of a resolution requires the approval of a majority of those directors present. In regards to Article 12, Paragraph 1, Subparagraph 21, if the board does not adopt or amend the proposals of the Salary & Compensation Committee, then the resolution shall only be passed if more than two-thirds of the Directors attend and more than 50% of the attending Directors approve of the resolution. The difference of opinions and the relevant reasons shall be recorded in the board meeting minutes.

When a resolution has amendments or alternative proposals, the chairman of the meeting must determine the voting priority of each; if any of the proposals is passed, then all other proposals are considered denied and will not be voted upon.

If the voting requires necessary supervisor and counter, then such personnel must be

designated by the chairman of meeting, and the voting supervisor must be one of the attending directors.

The voting results shall be reported during the meeting and recorded into the meeting minutes accordingly.

Article 17

If a director or a juristic person that the director represents is an interested party in relation to an agenda item, the director shall state the important aspects of the interested party relationship at the respective meeting. When the relationship is likely to prejudice the interest of this Corporation, that director may not participate in discussion or voting on that agenda item and shall recuse himself or herself from the discussion or the voting on the item, and may not exercise voting rights as proxy for another director.

Where the spouse, a blood relative within the second degree of kinship of a director, or any company which has a controlling or subordinate relation with a director has interests in the matters under discussion in the meeting of the preceding paragraph, such director shall be deemed to have a personal interest in the matter.

The provisions of Article 180, paragraph 2 of the Company Act, as applied mutatis mutandis under Article 206, paragraph 4 of that Act, apply to resolutions of board of directors meetings when a board director is prohibited by the preceding paragraph from exercising voting rights.

Article 18

Board meeting proceedings shall be recorded into meeting minutes, which shall be signed or chopped by the chairman. Board meeting minutes shall be distributed to all directors and persons who attended in a non-voting capacity within twenty (20) days of each meeting. The minutes shall be deemed important corporate records and appropriately preserved during the existence of this Corporation. The minutes may be produced and distributed by electronic means.

The minutes shall fully and accurately state the matters listed below:

1. The meeting session (or year) and the time and place of the meeting.
2. The name of the chair.
3. The directors' attendance at the meeting, including the names and the number of directors in attendance, excused, and absent.
4. The names and titles of those attending the meeting as non-voting participants.
5. The name of the minute taker.
6. The matters reported at the meeting.
7. Agenda items: the method of resolution and the result for each proposal; a summary of the comments made by directors, experts, or other persons; the name of any

director that is an interested party as referred to in paragraph 1 of the preceding article, an explanation of the important aspects of the relationship of interest, the reasons why the director was required or not required to enter recusal, and the status of their recusal; opinions expressing objections or reservations at the meeting that were included in records or stated in writing; and any opinion issued in writing by an independent director pursuant to Article 12, paragraph 4.

8. Extraordinary motions: The name of the mover, the method of resolution and the result, a summary of the comments of any director, expert, or other person; the name of any director that is an interested party as referred to in paragraph 1 of the preceding article, an explanation of the important aspects of the relationship of interest, the reasons why the director was required or not required to enter recusal, and the status of their recusal; and their objections or reservations and any recorded or written statements.
9. Other matters required to be recorded.

The board's attendance book is a part of the minutes and shall be preserved as long as the Company is in existence.

Any resolution with the following issues, in addition to the meeting minute recording, must be filed and publicly disclosed onto Market Observation Post system, designated by the Financial Supervisory Commission, within two days of the board meeting:

1. When independent directors express opposed or qualified opinions concerning the resolutions, with proper records or written statements;
2. A resolution is adopted with the approval of two-thirds or more of all directors, without having been passed by the audit committee of the Company.
3. Salary compensation approved by the board is higher than the proposed amount by the Remuneration Committee.

Article 19

These Meeting Rules of Order shall be adopted by the approval of meeting of the board of directors and shall be reported to the shareholders meeting. The board is authorized to resolve any future amendments to these rules.