

TSE : 2412  
NYSE : CHT



Annual Report 2011

2011

# ALWAYS AHEAD.

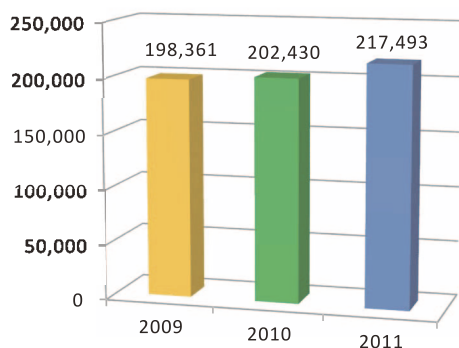
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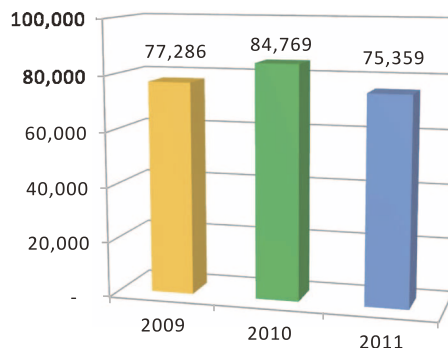
Respect the earth. Printed on environmentally friendly paper using soy inks

## Operating and Financial Summary

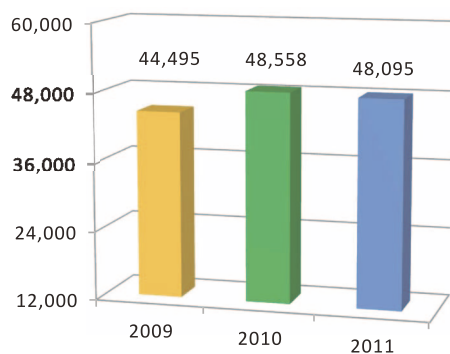
Revenues (in million NT\$)



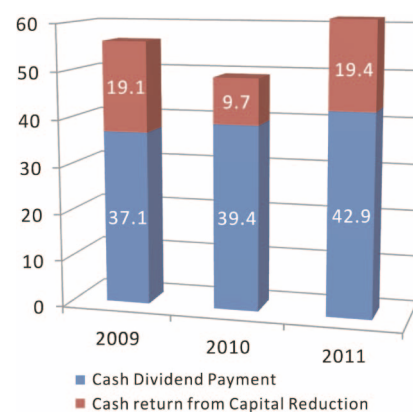
Operating Cash Flow (in million NT\$)



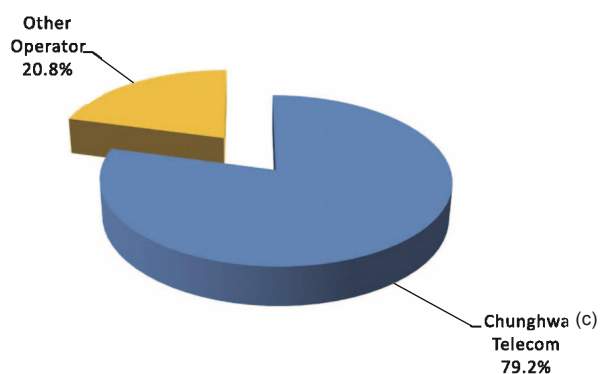
Net Income (in million NT\$)



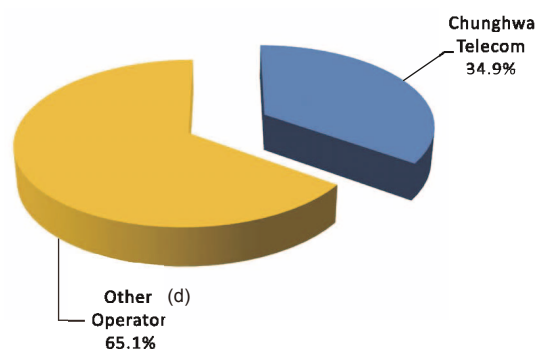
Cash Return<sup>(a)(b)</sup> (in billion NT\$)



Broadband Market Share<sup>(e)</sup>



Mobile Subscriber Market Share<sup>(e)</sup>



Source : Company data, MOTC, and NCC statistics.

Note : (a) The cash return was calculated based on cash dividend and cash return from capital reduction.

(b) 1 ADR= 10 common shares

(c) Access circuits not included.

(d) Including 2G, 3G and PHS.

(e) Figures shown as of Dec. 2011

## Letter to Shareholders

To all of our shareholders,

2011 marked another year of continued execution across our core business segments and significant progress on our key long-term growth drivers. Against a global backdrop of new technology advances and ongoing adoption of more intelligent, integrated and innovative fixed-line and mobile broadband applications by both consumers and businesses, Chunghwa Telecom solidified its position as the most trusted and reliable telecom company in Taiwan.

Our key focus in 2011 remained on the expansion of our customer base for fixed-line and mobile broadband solutions, and further development of our value-added service (VAS) offering. In addition, we made significant progress on the roll-out of our Multimedia-on-Demand offering (MOD). We are proud to announce that we achieved significant milestones in many of our key focus areas, having reached over 1 million customers for our MOD service and over 10 million subscribers in our mobile business, representing a new record in Taiwan. Leveraging on the solid progress on our core business segments, we also made further strides throughout the year on our new initiatives including our corporate ICT offering, convergence services and cloud computing solutions.

For 2011, our total consolidated revenue for the full year increased by 7.4% year-over-year to NT\$217.49 billion, of which 42.8% was from the mobile business, 36.5% was from the domestic fixed business, 11.4% was from the internet business, 7.0% was from the international fixed business, and the remainder was from our other business segment. Our Company's revenue growth in 2011 was driven primarily by growth in mobile VAS revenue and handset sales relating to strong uptake of smartphone devices as well as increase in fixed line revenue resulting from the shift in the pricing right of a fixed-to-mobile call from mobile operators to fixed network operators. EBITDA for 2011 decreased by 4.4% to NT\$87.37 billion and operating profit decreased by 4.0% to NT\$55.08 billion, mainly as a result of the interconnection costs and transition fees resulting from the shift in pricing right of fixed-to-mobile calls, the increase in costs of handset sold and the maintenance and material expenses for mobile internet and broadband operation.

### 2011 Highlights

- **Mobile**

Customer demand for more robust and content-rich mobile access has reached a new high in Taiwan, as demonstrated by increasing smartphone adoption. For the full year, the percentage of Smartphones among all handsets sold reached over 48%. The surge in Smartphone adoption and overall healthy demand for mobile internet access supported our full year results for this segment. Mobile internet customer growth of over 694 thousand subscribers in 2011 brought our total subscriber count for the year to more than 1.5 million, representing over 86% growth over 2010. We expect to reach 2.2 million mobile internet customers by the end of 2012. Nevertheless, the surge of mobile internet usage resulted in network congestion in some hotspots. To response to customers' expectation of quality service, we offered discounts as compensation to subscribers whose monthly data usage is no more than 1GB.

In order to keep pace with this high level of demand, we are constantly expanding our network coverage and the capacity of our mobile network, including expanded development of WiFi hot spots in certain key geographic areas with especially high traffic and usage levels. We have built about 20,000 WiFi APs by 2011 and will continue the development to 30,000 WiFi APs as needed to support our mobile network. Underpinned by our robust mobile platform, we have continued to expand our rich content offering through the development of our Hami platform, our primary VAS brand in the mobile space. On top of Hami platform, we offer Hami Apps, now totaling over 3,390. Moreover, Hami bookstore, Hami music and Hami video services, which allow subscribers to download continuously enriched contents, are also available on Hami platform. Mobile access to multi-media, applications and information has evolved into a near necessity of daily life, and our robust Hami offering is proving to be a valuable asset and customer draw.

In addition, we are working to expand our already comprehensive device line-up. In December 2011, we announced the launch of iPhone 4S pre-registration, and the response has been nothing short of phenomenal, with over 200,000 customers pre-registering. That represents a record high for any single device launch in Taiwan, and it indicates the

strong momentum and demand for high quality, high-end smartphones. We also believe that significant demand exists for quality, mid- to low- level smartphones at reasonable prices, and we are well positioned in this segment, with many products on offer that provide a high level of functionality and good value. We believe this focus on both the high and middle-to-low markets will allow us to drive further smartphone penetration among our mobile subscribers, building on our leading position and ultimately helping to enhance our mobile ARPU.

- **Broadband**

The key underlying trend driving our Broadband business in 2011 was the deployment and promotion of higher speed offerings. In order to migrate customers to higher speed broadband, especially Fiber-to-the-x (FTTx) service, we reduced our broadband tariffs in mid 2011, driving a significant subscriber growth for 50Mbps and even higher speed FTTx services. In addition to the ongoing upgrade of Asymmetric Digital Subscriber Line (ADSL) customers to fiber solutions, we also encourage dial-up customers to migrate to broadband service in order to broaden our broadband subscriber base. Our new higher speed offerings were very well received by the market, with our total FTTx and 50Mbps customer base reaching 2.4 million and 434,000 respectively for the year. Total broadband subscribers increased to around 4.5 million by the end of 2011 and we target to have 5 million by the end of 2012. Moreover, we will further launch the 100Mbps FTTx service and the trial for 1G Mbps in 2012 to satisfy customers' demand for even higher speed services. We believe our ability to provide reliable, high-speed solutions at attractive prices constitutes a key point of differentiation between us and our competitors, and provides us with a solid foundation for the continued growth of our fixed-line business and our mobile operations.

- **IPTV/MOD**

Leveraging our high speed fiber platform, we continued to gain significant momentum with our broadband services, namely IPTV/MOD. Our MOD subscriber base reached 1.06 million in 2011, with many customers drawn by our rich content base and extensive line-up of 133 channels, including 42 High Definition (HD) channels, up from 16 HD channels in the prior year. Our extensive IPTV HD offering is the richest HD content service in Taiwan. Our package services, which contain relatively abundant HD contents, attracted subscription by 75% of our total MOD subscribers. Our MOD channels comprise a broad spectrum of unique viewing options, including news channels, sports channels, music, dramas as well as variety shows. In addition, there are on-demand services such as English language courses and e-government service, providing much broader and deeper offering compared to cable operators. Finally, we expect to launch our second MOD platform in the second quarter of 2012, a highly integrated offering leveraging the idea of a "one-cloud, multi-screen" service, with a new user interface for our customers. We believe that the launch of this second platform and the co-promotion with our broadband service will support greater adoption of our MOD service in the year ahead. With the aforementioned high quality contents and even user-friendly interface, we anticipate to accumulate 1.5 million MOD subscribers by the end of 2012.

- **Fixed Line**

Although local revenue increased year-over-year as a result of the pricing right shift for fixed to mobile calls, the fixed-line voice service remains challenging due to mobile and VOIP substitution. However, by the end of 2011, our market share for local service subscriber was 95.3%, for domestic long distance service traffic was 74.1%, for international long distance service traffic was 54.9%. Chunghwa Telecom still maintains its leading position in all its fixed line segments.

## **Building the Most Advanced, Intelligent Network for Growth Opportunities**

Chunghwa Telecom has built the most powerful and capable network in Taiwan with seamless domestic wireless coverage and the broadest fixed-network. Our network, predicated on the core principals of speed, access and reliability, provides the backbone of our operation and underpins the myriad services and solutions we provide to our consumer and corporate customers. Our underlying goal is to provide our customers with the tools and capabilities needed to succeed in today's rapidly evolving digital world, whether at work, at home or in their leisure time. We have invested over NT\$5 billion annually to expand our 3G network and upgrade to HSPA+ technology while also commencing testing of LTE network

technologies in anticipation of 4G licensing in 2015 according to NCC's announcement. By year-end 2011, we have more than 8,400 3G base stations, including around 2,000 base stations equipped with HSPA+ capability, and more than 20,000 Wi-Fi access points, which will increase to 30,000 by the end of 2012. Throughout 2011, we continued to increase FTTx network coverage. For 50Mbps and 100 Mbps FTTx service, the household coverage rates had reached 76% and 15% respectively by the end of 2011 and will be enhanced to 80% and 45% respectively by the end of 2012. This transformation to a next generation optical network will enable us to provide customers with higher speed broadband packages and the latest digital services such as mobile broadband, MOD/ IPTV and state-of-the-art enterprise solutions, expanding the limits of possibility for our customers and building a long-term pathway for future growth for Chunghwa Telecom.

### **New Initiatives to Meet Diversified Customer Needs**

With our industry leading position and already robust digital based service offerings, we are well positioned to meet the needs of our customers in this evolving environment. Our key new initiatives in place to capitalize on these industry wide trends include our convergence services, corporate ICT services and cloud computing services.

Our convergence services are supported by our integrated fixed-line and mobile broadband platform to provide enhanced services to meet customer demand. Our emphasis is on delivering a "multi-screen, one cloud" cross platform offering allowing access to content through multiple platforms including television, internet, smartphones and tablet PCs. We intend to leverage these capabilities in the coming year for the 2012 London Olympics, for which we have already secured exclusive broadcasting rights for New Media in Taiwan. As a result, our customers will be able to access Olympic coverage and content through a variety of platforms, whether via MOD on television, through HiNet for internet users and via mobile internet for smartphone and tablet users. We believe this will be a key driver for our broadband business and a highlight of our convergence services.

In term of our corporate ICT services, we continued to gain momentum in 2011 and laid the foundation for the continued expansion of this segment. Our ICT services include iEN (Intelligent Energy Networks), ITS (Intelligent Transportation System), PBX (private branch exchange), call centers, IDC (internet data centers) and information security. One area of particular success has been our collaboration with real estate services companies, whereby we have provided IT solutions for new development projects. This has been a successful endeavor, creating value for all the parties involved, and we intend to expand collaborative relationships with enterprises in varying industries in the future.

Finally, Cloud Computing remains one of our key new business initiatives, as it is expected to be one of the main long-term growth platforms for telecom operators in the coming years. We made advances in this segment throughout 2011 which we believe will position us to lead over the long-term. We continue to cooperate with the government network communication entities and independent software vendors to promote innovative cloud services and applications. We have already begun to offer IaaS (Infrastructure as a Service), SaaS CRM, hicloud CaaS/StaaS and cloud Antivirus/ Anti-hacker services, cloudbox services and hicloud Apps mall to service SME and public users. Since ROC government is now promoting six emerging industries in Taiwan, we would like to seize the business opportunity and develop relevant cloud applications. In the first half of 2012, we will cooperate with relevant partners to offer personal, storage and enterprise cloud services. Underpinning the rollout of our cloud computing services is our strength and experience in offering datacenter services to enterprise customers, including our ongoing initiative to build the largest cloud computing data center in Taiwan in anticipation of growing demand for this service. We believe the strength and reliability of our technology and services provide us with competitive advantages that will allow us to continue expanding our cloud computing services in the coming years.

### **Driving Customer Satisfaction through Quality Services**

The rapidly increasing access and capacity that we have been implementing over the past few years will provide our customers with truly innovative services and an improved user experience. Continued enhancement in our infrastructure, services and content will provide new opportunities for the Company to further satisfy our customers. To improve the quality of service, we established a brand new spectrum of service channels. In these new channels, customers could self-experience all of our services such as wireless data services and IPTV services. We added 20 service channels in 2011 and expect to increase 120 more in 2012.

These initiatives will be our continued focus on quality of service, both in terms of the delivery of service or access to our customers, and in terms of customer service. We have worked hard to improve our customer service in recent years, and our efforts were recognized in 2011 by Global View Magazine which awarded us a Best Service Award for the second consecutive year. We will continue to strive to deliver improving customer service as we believe this is the most critical element in driving customer retention and market share growth.

### **Commitment to Corporate Social Responsibility**

CSR remained a core focus of the company in 2011, and our commitment to corporate governance, responsibility, transparency and disclosure was again recognized by trusted industry observers. We have been recipient of the Reader's Digest Trusted Brands Platinum Award for Telecom Company in Taiwan for the eighth consecutive years. We were awarded the Excellence in Corporate Social Responsibility Award by the Common Wealth Magazine and received an "A+" ranking and ranked as one of the top 10 listed companies in "Transparency and Information Disclosure" from Taiwan Securities and Futures Institute for the sixth consecutive year. We were also awarded for the "Best Financial Disclosure in Asia Pacific and Greater China" by 2011 IR Global Rankings and ranked third for the "Best Corporate Governance" and "Best Corporate Social Responsibility" by 2011 FinanceAsia Award. We will continue to maintain our leadership position in the area of CSR and corporate governance by constantly striving to further improve our efforts and practices, including the practices of electronic voting for the annual shareholders meeting.

We also continued to put a strong emphasis on our human resources management and the development of our staff company wide. Our guiding principal with regards to human resources is to do the right thing at the right time with the right people. As such, we implemented a voluntary early retirement program coupled with ongoing recruiting efforts to attract and retain key employees in research and development and elsewhere in the organization with the necessary skills to help advance our new technology initiatives. In fact, over the past few years, we have maintained a steady focus on recruitment, allowing us to renew our human resources, providing us with the necessary skills to compete in the years ahead.

Finally, we continued to maintain our commitment to environmental sustainability, with our overall green procurement totaling NT\$882 million in 2011, versus NT\$410 million in 2010. We are also working to expand our energy savings solutions through our iEN offering for corporate customers. Our experience with our customers to date has shown that our system can deliver on average 6-10% savings in energy consumption. As a result of our efforts, we received several awards in recognition of our efforts to protect the environment in 2011. Chunghwa Telecom was the only telecom service provider in Taiwan to be awarded the "1st Taiwan Green Classic Award" among distinguished Taiwanese enterprises committed to green principles. We also received the "Energy Saving Award" from Taiwan Energy Service Association.

### **Outlook**

While the global macroeconomic environment remains uncertain with continued volatility expected in the year ahead and the regulator is expected to announce further initiatives, we believe that the telecom market will maintain its defensive characteristics. As such, our overall outlook for 2012 is cautiously optimistic. Our primary growth initiatives for the year ahead will center on the four key areas: innovation, broadband, VAS and convergence. Specific initiatives include the continued expansion of our broadband platform and our fiber network as we continue to migrate customers from ADSL to fiber, including the planned introduction of 100 Mbps and the trial of 1 Gbps broadband access for fixed-line in 2012, which we believe will help to further differentiate Chunghwa Telecom from the competition. In our mobile business, we will work to further build out our capacity and drive smartphone penetration, supported by the launch of the iPhone 4S which will certainly be a key growth driver. In addition, the 2012 London Olympics will play a key role in highlighting our content rich, cross-platform convergence services, complemented by the launch of our new MOD platform. On a longer-term scale, we expect 4G licenses to be issued, and Chunghwa Telecom will definitely seek to secure a license.

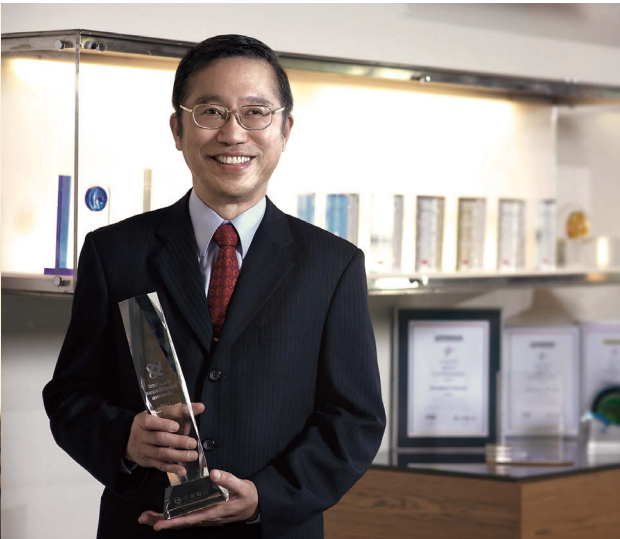
As we work to deliver profitable growth in the year ahead, we remain committed to returning value to our shareholders. Our first priority is to invest in our core business, including broadband deployment in both fixed-line and mobile, and developing cross-platform applications, and we believe we have sufficient cash on hand to meet our investment needs in these areas. Second, we are constantly seeking prudent investment opportunities that complement our core business drivers and strategy



that also ensure effective deployment of our assets. Our third priority is to return cash to our shareholders through our stable dividend policy, which has remained consistent throughout the years. With our sound balance sheet and zero debt, we are quite confident that we have the necessary financial flexibility to meet all of our growth investment needs while also returning the capital to our shareholders.

With our experience, leading market position and continued investment in technology, Chunghwa Telecom is well-positioned to further solidify its position as a trusted information and communications service provider. I am extremely proud of our entire team for each accomplishment and achievement made during the year; it was truly a team effort. Continuing our firm commitment to sharing our successes with our shareholders, we will continue our stable dividend policy. I want to thank our shareholders, customers, partners and vendors for their continued support, and am looking forward to reporting our future successes.

Sincerely,



A handwritten signature in black ink, reading "Shyue-Ching Lu".

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Shyue-Ching Lu  
Chairman and Chief Executive Officer

A handwritten signature in black ink, reading "Shaio-Tung Chang".

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Shaio-Tung Chang  
President

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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**FORM 20-F**

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(Mark One)

- Registration statement pursuant to Section 12(b) or 12(g) of the Securities Exchange Act of 1934  
or
- Annual report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934  
For the fiscal year ended December 31, 2011  
or
- Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934  
For the transition period from            to  
or
- Shell company report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of event requiring this shell company report

Commission file number 001-31731

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**Chunghwa Telecom Co., Ltd.**

(Exact Name of Registrant as Specified in Its Charter)

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**Taiwan, Republic of China**

(Jurisdiction of Incorporation or Organization)

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**21-3 Hsinyi Road, Section 1, Taipei, Taiwan, Republic of China**

(Address of Principal Executive Offices)

**Fufu Shen**

**21-3 Hsinyi Road, Section 1, Taipei,**

**Taiwan, Republic of China**

**Tel: +886 2 2344-5488**

**Fax: +886 2 3393-8188**

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(Name, Telephone, email and/or Facsimile number and Address of Company Contact Person)

Securities registered or to be registered pursuant to Section 12(b) of the Act:

<u>Title of Each Class</u>	<u>Name of Each Exchange on Which Registered</u>
Common Shares, par value NT\$10 per share	New York Stock Exchange*
American Depositary Shares, as evidenced by American Depositary Receipts, each representing 10 Common Shares	New York Stock Exchange

Securities registered or to be registered pursuant to Section 12(g) of the Act:

**None**



Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act:

**None**

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Indicate the number of outstanding shares of each of the Issuer's classes of capital or common stock as of the close of the period covered by the annual report.

7,757,446,545 Common Shares

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes  No

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.

Yes  No

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer       Accelerated filer       Non-accelerated filer

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

U.S. GAAP       International Financial Reporting Standards as issued  
by the International Accounting Standards Board       Other

If "Other" has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow.

Item 17  Item 18

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Securities Exchange Act of 1934).

Yes  No

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\* Not for trading, but only in connection with the listing on the New York Stock Exchange of the American Depositary Shares

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**CHUNGHWA TELECOM CO., LTD.**  
**FORM 20-F ANNUAL REPORT**  
**FISCAL YEAR ENDED DECEMBER 31, 2011**  
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## SUPPLEMENTAL INFORMATION

All references to “we,” “us,” “our” and “our company” in this annual report are to Chunghwa Telecom Co., Ltd. and our consolidated subsidiaries, unless the context otherwise requires. All references to “shares” and “common shares” are to our common shares, par value NT\$10 per share, and to “ADSs” are to our American depositary shares, each of which represents ten of our common shares. The ADSs are issued under the deposit agreement, as amended, supplemented or modified from time to time, originally dated as of July 17, 2003, among Chunghwa Telecom Co., Ltd. and the Bank of New York, and amended and restated on November 14, 2007, among Chunghwa Telecom Co., Ltd. and JP Morgan Chase Bank, as depository, and the holders and beneficial owners of American Depositary Receipts issued thereunder. All references to “Taiwan” are to the island of Taiwan and other areas under the effective control of the Republic of China. All references to “the government” or “the Republic of China government” are to the government of the Republic of China. All references to the “Ministry of Transportation and Communications” are to the Ministry of Transportation and Communications of the Republic of China. All references to the “Securities and Futures Bureau” are to the Securities and Futures Bureau of the Republic of China or its predecessors, as applicable. “R.O.C. GAAP” means the generally accepted accounting principles of the Republic of China, and “U.S. GAAP” means the generally accepted accounting principles of the United States. Any discrepancies in any table between totals and sums of the amounts listed are due to rounding. Unless otherwise indicated, or the context otherwise requires, references in this annual report to financial and operational data for a particular year refer to the fiscal year of our company ending December 31 of that year.

When we refer to our “privatization” or our being “privatized” in this annual report, we mean our status as a non-state-owned entity after the government reduced its ownership of our outstanding common shares, including our common shares owned by entities majority-owned by the government, to less than 50%. We were privatized in August 2005.

We publish our consolidated financial statements in New Taiwan dollars, the lawful currency of the Republic of China. In this annual report, “NT\$” and “NT dollars” mean New Taiwan dollars, “\$”, “US\$” and “U.S. dollars” mean United States dollars.

### FORWARD-LOOKING STATEMENTS IN THIS ANNUAL REPORT MAY NOT BE REALIZED

This annual report contains forward-looking statements, including statements regarding:

- our business and operating strategy;
- our network expansion plans;
- our business, operations and prospects;
- our financial condition and results of operations;
- our dividend policy;
- the telecommunications industry regulatory environment in Taiwan; and
- future developments in the telecommunications industry in Taiwan.

These forward-looking statements are generally indicated by the use of forward-looking terminology such as “believe,” “expect,” “anticipate,” “estimate,” “plan,” “aim,” “seek,” “project,” “may,” “will” or other similar words that express an indication of actions or results of actions that may or are expected to occur in the future. These statements reflect our current views with respect to future events and are subject to risks, uncertainties and assumptions, many of which are beyond our control. The forward looking statements are contained principally in the sections entitled “Item 3. Key Information—D. Risk Factors,” “Item 4. Information on the Company” and “Item 5. Operating and Financial Review and Prospects.” These statements are made under the “safe harbor” provisions of the U.S. Private Securities Litigation Reform Act of 1995. We have based these forward looking statements largely on our current

expectations and projections about future events and financial trends that we believe may affect our financial condition, results of operations, business strategy and financial needs. You should not place undue reliance on these statements, which apply only as of the date of this annual report. These forward-looking statements are based on our own information and on information from other sources we believe to be reliable. Actual results may differ materially from those expressed or implied by these forward-looking statements. Factors that could cause differences include, but are not limited to, those discussed under “Item 3. Key Information—D. Risk Factors.” In light of these risks, uncertainties and assumptions, the forward-looking events discussed in this annual report might not occur and our actual results could differ materially from those anticipated in these forward-looking statements. The forward looking statements made in this annual report relate only to events or information as of the date on which the statements are made in this annual report. Except as required by law, we undertake no obligation to update or revise publicly any forward looking statements, whether as a result of new information, future events or otherwise, after the date on which the statements are made or to reflect the occurrence of unanticipated events. You should read this annual report completely and with the understanding that our actual future results may be materially different from what we expect.



## **PART I**

- ITEM 1. IDENTITY OF DIRECTORS, SENIOR MANAGEMENT AND ADVISERS
- ITEM 2. OFFER STATISTICS AND EXPECTED TIMETABLE
- ITEM 3. KEY INFORMATION
- ITEM 4. INFORMATION ON THE COMPANY
- ITEM 4A. UNRESOLVED STAFF COMMENTS
- ITEM 5. OPERATING AND FINANCIAL REVIEW AND PROSPECTS
- ITEM 6. DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES
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- ITEM 10. ADDITIONAL INFORMATION
- ITEM 11. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK
- ITEM 12. DESCRIPTION OF SECURITIES OTHER THAN EQUITY SECURITIES



## PART I

### ITEM 1. IDENTITY OF DIRECTORS, SENIOR MANAGEMENT AND ADVISERS

Not applicable.

### ITEM 2. OFFER STATISTICS AND EXPECTED TIMETABLE

Not applicable.

### ITEM 3. KEY INFORMATION

We were privatized as a result of a secondary ADS offering and concurrent domestic auction of our common shares on August 12, 2005. The privatization has enabled us to develop our business and respond to changing market conditions more rapidly and efficiently.

#### A. Selected Financial Data

The selected income statement data and cash flow data for the years ended December 31, 2009, 2010 and 2011, and the selected balance sheet data as of December 31, 2010 and 2011 set forth below are derived from our audited consolidated financial statements included elsewhere in this annual report and should be read in conjunction with, and are qualified in their entirety by reference to, our consolidated financial statements and the related notes. The selected income statement and cash flow data for the years ended December 31, 2007 and 2008, and the selected balance sheet data as of December 31, 2007, 2008 and 2009 set forth below, are derived from our audited consolidated financial statements not included in this annual report. The consolidated financial statements have been prepared and presented in accordance with accounting principles generally accepted in the Republic of China, or R.O.C. GAAP, which differ in some material respects from accounting principles generally accepted in the United States of America, or U.S. GAAP, as further explained under note 36 to our consolidated financial statements included herein.

	Year Ended December 31,					
	2007 <sup>(1)</sup>	2008 <sup>(1)</sup>	2009	2010	2011	
	NTS	NTS	NTS	NTS	NTS	US\$
(in billions, except for percentages and per share and per pro forma ADS data)						
<b>Income Statement Data:</b>						
<b>R.O.C GAAP</b>						
Net revenues	197.4	201.7	198.4	202.4	217.5	7.2
Operating costs <sup>(1)</sup>	(106.7)	(113.5)	(112.7)	(115.3)	(131.5)	(4.4)
Gross profit	90.7	88.2	85.7	87.1	86.0	2.8
Operating expenses <sup>(1)</sup>	(30.4)	(29.6)	(29.3)	(29.7)	(30.9)	(1.0)
Income from operations	60.3	58.6	56.4	57.4	55.1	1.8
Non-operating income and gains <sup>(2)</sup>	2.5	3.4	1.4	1.0	1.9	0.1
Non-operating expenses and losses <sup>(2)</sup>	(1.0)	(2.3)	(0.6)	(0.7)	(0.3)	—
Income before income tax	61.8	59.7	57.2	57.7	56.7	1.9
Income tax expense	(13.1)	(13.9)	(12.7)	(9.1)	(8.6)	(0.3)
Consolidated net income	48.7	45.8	44.5	48.6	48.1	1.6
Attributable to:						
Stockholders of the parent	48.2	45.0	43.8	47.6	47.1	1.6
Minority interests	0.5	0.8	0.7	1.0	1.0	—
	48.7	45.8	44.5	48.6	48.1	1.6

	Year Ended December 31,					
	2007 <sup>(1)</sup>	2008 <sup>(1)</sup>	2009	2010	2011	
	NT\$	NT\$	NT\$	NT\$	NT\$	US\$
(in billions, except for percentages and per share and per pro forma ADS data)						
<b>Earnings per share:</b>						
Basic	4.94	4.64	4.51	4.91	6.04	0.20
Diluted	4.93	4.63	4.50	4.89	6.03	0.20
<b>Earnings per ADS equivalent:</b>						
Basic	49.35	46.42	45.16	49.10	60.43	2.00
Diluted	49.35	46.31	45.01	48.95	60.25	1.99
<b>US GAAP</b>						
Net revenues	200.9	204.4	200.4	203.8	218.3	7.2
Operating costs and expenses	(138.1)	(147.1)	(141.8)	(145.2)	(161.2)	(5.3)
Income from operations	62.8	57.3	58.6	58.6	57.1	1.9
Non-operating income, net <sup>(2)</sup>	1.5	1.4	0.8	0.6	1.3	—
Income before income tax	64.3	58.7	59.4	59.2	58.4	1.9
Income tax expense	(14.5)	(14.5)	(13.6)	(10.0)	(9.0)	(0.3)
Consolidated net income	49.8	44.2	45.8	49.2	49.4	1.6
<b>Attributable to:</b>						
Stockholders of the parent	49.5	43.7	45.1	48.3	48.4	1.6
Noncontrolling interests	0.3	0.5	0.7	0.9	1.0	—
	49.8	44.2	45.8	49.2	49.4	1.6
<b>Earnings per share:</b>						
Basic	5.08	4.52	4.65	4.98	6.22	0.21
Diluted	5.08	4.51	4.64	4.96	6.20	0.20
<b>Earnings per ADS equivalent:</b>						
Basic	50.81	45.19	46.51	49.78	62.17	2.05
Diluted	50.80	45.09	46.36	49.64	62.00	2.05

	As of December 31,					
	2007 <sup>(1)</sup>	2008 <sup>(1)</sup>	2009	2010	2011	
	NT\$	NT\$	NT\$	NT\$	NT\$	US\$
(in billions, except for percentages and per share and per pro forma ADS data)						
<b>Balance Sheet Data:</b>						
<b>R.O.C GAAP</b>						
Working capital	60.6	48.3	54.8	48.5	47.3	1.6
Long-term investments	5.6	8.9	9.1	13.9	19.9	0.7
Properties	330.8	323.0	313.0	305.7	302.6	10.0
Goodwill	0.2	0.2	0.3	0.3	0.2	—
Total assets	469.6	463.6	449.0	454.3	442.9	14.6
Short-term loans	—	0.3	0.8	0.1	0.1	—
Short-term bills payable	—	—	—	0.2	—	—
Current portion of long-term loans	—	—	0.1	0.3	0.7	—
Long-term loans <sup>(3)</sup>	—	—	0.2	3.1	1.1	—
Deferred income	1.5	2.1	2.5	2.6	2.6	0.1
Other liabilities	11.0	11.8	7.5	7.5	6.9	0.2
Total liabilities	71.8	83.9	70.0	85.7	69.9	2.3
Capital stock	96.7	97.0	97.0	77.6	77.6	2.6
Cash dividend on common shares	34.6	40.7	37.1	39.4	42.9	1.4
Equity attributable to stockholders of the parent	395.0	376.6	375.2	364.6	368.7	12.2
Minority interests in subsidiaries	2.8	3.1	3.8	4.0	4.3	0.1
<b>US GAAP</b>						
Total assets	406.2	400.7	385.4	390.5	379.4	12.5
Total liabilities	85.7	94.8	78.9	94.4	78.0	2.6
Capital stock	96.7	97.0	97.0	77.6	77.6	2.6
Equity attributable to stockholders of the parent	317.8	302.8	302.8	292.2	297.3	9.8
Noncontrolling interests	2.7	3.1	3.7	3.9	4.1	0.1

	Year Ended December 31,					
	2007 <sup>(1)</sup>	2008 <sup>(1)</sup>	2009	2010	2011	
	NT\$	NT\$	NT\$	NT\$	NT\$	US\$

(in billions, except for percentages and per share and per pro forma ADS data)

<b>Cash Flow Data:</b>						
<b>R.O.C GAAP</b>						
Net cash provided by operating activities	89.0	91.9	77.3	84.8	75.3	2.5
Net cash used in investing activities	(38.6)	(34.5)	(29.5)	(17.4)	(33.1)	(1.1)
Net cash used in financing activities	(44.3)	(52.3)	(56.5)	(47.0)	(65.7)	(2.2)
Net increase (decrease) in cash and cash equivalents	5.6	5.1	(8.0)	17.6	(23.5)	(0.8)
<b>Other Financial Data:</b>						
<b>R.O.C GAAP</b>						
Gross margin <sup>(4)</sup>	46%	44%	43%	43%	39%	39%
Operating margin <sup>(5)</sup>	31%	29%	28%	28%	25%	25%
Net margin <sup>(6)</sup>	24%	22%	22%	24%	22%	22%
Capital expenditures	25.1	30.1	25.5	24.6	26.9	0.9
Depreciation and amortization	39.8	38.2	36.3	34.1	32.3	1.1
Cash dividends declared per share	4.26 <sup>(7)</sup>	3.83 <sup>(7)</sup>	4.06 <sup>(7)</sup>	5.52 <sup>(7)</sup>	5.46 <sup>(8)</sup>	0.18 <sup>(8)</sup>
Stock dividends declared per share	2.10	1.00	—	—	— <sup>(8)</sup>	— <sup>(8)</sup>

- (1) As a result of the adoption of Interpretation 96-052 issued by the Accounting and Research Development Foundation, or ARDF, in the Republic of China, beginning from January 1, 2008, bonuses paid to employees, directors, and supervisors are recognized as an expense rather than an appropriation of earnings, and we accrued NT\$1,891 million, NT\$1,964 million, NT\$2,358 million and NT\$2,344 million (US\$77.4 million) in 2008, 2009, 2010 and 2011, respectively. Some portion of the aforementioned amounts of NT\$41 million, NT\$39 million, NT\$46 million and NT\$49 million (US\$1.6 million) were capitalized as part of property, plant and equipment. Interpretation 96-052 is effective for the financial statements beginning after January 1, 2008, thus we did not retrospectively restate our financial statements for the year of 2007.
- (2) Includes interest income of NT\$1,453 million, NT\$1,916 million, NT\$479 million, NT\$475 million and NT\$682 million (US\$22.5 million) for the years ended December 31, 2007, 2008, 2009, 2010 and 2011 respectively, and interest expense of NT\$15 million, NT\$4 million, NT\$15 million, NT\$107 million and NT\$31 million (US\$1.0 million) for the years ended December 31, 2007, 2008, 2009, 2010 and 2011 respectively.
- (3) Excludes current portion of long-term loans.
- (4) Represents gross profits divided by net revenues.
- (5) Represents income from operations divided by net revenues.
- (6) Represents net income attributed to stockholders of the parent divided by net revenues.
- (7) Dividends for 2007, 2008, 2009 and 2010, in U.S. dollars were US\$0.13, US\$0.12, US\$0.14 and US\$0.18, respectively. The amounts were calculated using the exchange rates of the subsequent years for convenience translation.
- (8) Dividends for 2011 are expected to be declared at our 2012 annual general stockholders' meeting scheduled for June 2012.

### Currency Translations and Exchange Rates

For the convenience of readers, NT dollar amounts used in this annual report for, and as of, the year ended December 31, 2011 have been translated into U.S. dollar amounts using US\$1.00=NT\$30.27, set forth in the statistical release of the Federal Reserve Board on December 30, 2011. The U.S. dollar translation appears in parentheses next to the relevant NT dollar amount. We make no representation that any New Taiwan dollar amounts or U.S. dollar amounts referred to in this annual report could have been or could be converted into U.S. dollars or New Taiwan dollars, as the case may be, at any particular rate or at all. On April 13, 2012, the exchange rate was NT\$29.48 to \$1.00.

The following table sets forth, for each of the periods indicated, the low, average, high and period-end exchange rates of the New Taiwan dollar, expressed in New Taiwan dollar per U.S. dollar. These rates are provided solely for your convenience and are

not necessarily the exchange rates that we used in this annual report or will use in the preparation of our periodic reports or any other information to be provided to you.

<b>Year Ended December 31,</b>	<b>Average<sup>(1)</sup></b>	<b>High</b>	<b>Low</b>	<b>At Period End</b>
2007	32.41	33.41	32.26	32.43
2008	31.51	33.58	29.99	32.76
2009	33.02	35.21	31.95	31.95
2010	31.50	32.43	29.14	29.14
2011	29.42	30.67	28.50	30.27
October	30.26	30.67	29.86	29.91
November	30.22	30.43	30.02	30.31
December	30.25	30.28	30.10	30.27
2012 (through April 13)	29.49	30.28	29.37	29.48
January	29.99	30.28	29.61	29.61
February	29.53	29.65	29.37	29.37
March	29.52	29.61	29.37	29.50
April (through April 13)	29.50	29.55	29.45	29.48

Source: Federal Reserve Statistical Release, Board of Governors of the Federal Reserve System.

- (1) Annual averages are calculated using the average of exchange rates on the last day of each month during the period. Monthly averages are calculated using the average of the daily rates during the relevant period.

#### **B. Capitalization and Indebtedness**

Not applicable.

#### **C. Reasons for the Offer and Use of Proceeds**

Not applicable.

#### **D. Risk Factors**

Our business and operations are subject to various risks, many of which are beyond our control. If any of the risks described below actually occurs, our business, financial condition or results of operations could be seriously harmed.

#### **Risks Relating to Our Company and the Taiwan Telecommunications Industry**

*The recent global macroeconomic events could cause disruptions to our customers and their demand for telecommunications services. Demand for our products has been, and will continue to be, adversely affected by overall macroeconomic conditions.*

The recent global macroeconomic events could have a negative impact on businesses around the world. For example, on August 5, 2011, Standard & Poor's lowered its long term sovereign credit rating on the United States of America from AAA to AA+. In addition, the ongoing European sovereign debt crisis that started in 2009 has also had a negative impact on the credit ratings of several European countries and general market sentiment. These downgrades could have material adverse impacts on financial markets and economic conditions throughout the world. In general, the recent global economic crisis has caused weak consumer confidence and diminished consumer and business spending, which have had a negative impact on the general market demand for telecommunications services around the world. As exports account for a significant portion of Taiwan's economy, any global macroeconomic recessions could also have a significant impact on Taiwan's economy. These recent global macroeconomic events could have a material adverse effect on our results of operations and business prospects and cause the trading price of our common shares and ADSs to decline.

*As an internet service provider, we may not be able to protect our customers and their information from cyber attacks, nor protect our services from disruptions due to cyber security breaches. Since we also provide value-added services via the internet, we may also be subject to administrative penalties due to our failure to protect public interest from harmful content on the internet.*

As an internet service provider, our system is susceptible to cyber security risks, including hijack attacks, phishing attacks, hacker's intrusions to steal customer's information and distributed denial-of-service (DDoS) attacks. Our online services such as e-bills and multiple payment options through the internet are also vulnerable to cyber attacks. These attacks may disrupt our services and cause leakage of our customers' personal information, which may result in significant damages and material adverse effect to our customers and our operations. We cannot assure you that our data protection measures are sufficient to prevent any data leakage or disruption of our service due to cyber attacks. We may suffer negative consequences, such as remedial costs, increased cybersecurity protection costs, lost revenues, litigation and reputational damage due to cyber attacks.

Furthermore, the R.O.C. legislator may, from time to time, imposes obligations on us for protecting public interest from harmful content on the internet. For example, according to the newly amended R.O.C. Children and Youth Welfare Act that became effective on November 30, 2011, we are required to take precautionary measures to protect minor children from accessing to offensive or obscene content on internet that is harmful for their physical and mental health. If we fail to comply with these requirements, we may be subject to administrative fines ranging from NT\$60,000 to NT\$300,000.

*Extensive regulation of our industry may limit our flexibility to respond to market conditions and competition, and our business may suffer.*

As a telecommunications service provider in Taiwan, we are subject to extensive regulation. See "Item 4. Information on the Company—B. Business Overview—Regulation" for a discussion of the regulatory environment applicable to us. Any changes in the regulatory environment applicable to us may adversely affect our business, financial condition and results of operations.

Currently, our regulator is the National Communications Commission, or the NCC, which was formed on March 1, 2006 in accordance with the National Communications Commission Organization Law, or the NCC Organization Law, which was intended to transfer regulatory authority over the Taiwan telecommunications industry from the Ministry of Transportation and Communications and the Directorate General of Telecommunications to the National Communications Commission.

We have been designated by the government as a dominant provider of fixed communications and mobile services within the meaning of applicable telecommunications regulations, and as a result, we are subject to special additional requirements imposed by the National Communications Commission. For example, the regulation governing the setting and changing of tariffs allows non-dominant telecommunications service providers greater freedom to set and change tariffs within the range set by the government. If we are unable to respond effectively to tariff changes by our competitors, then our competitiveness, market position and profitability will be materially and adversely affected. According to the Fixed Network Regulations, we are still required to submit a report to the National Communications Commission within 20 days after our shareholders approves the entering into, modification or termination of any contracts regarding leasing of all business, outsourcing of operations or joint operations, the transfer of the whole or substantial part of our business or assets; taking over of the whole of the business or assets of any other company which would have significant impact on our operations. The National Communications Commission also amended the Wireless Regulations and the Third Generation Mobile Telecommunications on April 3, 2009 to impose a similar requirement requiring us to submit a report within 20 days after our shareholders approves one of the above matters or our capital reduction. We were subject to the Statute of Chunghwa Telecom Co., Ltd. prior to our privatization. Although we have been privatized, the Legislative Yuan has not yet abolished the Statute of Chunghwa Telecom Co., Ltd., and at this time, the Statute of Chunghwa Telecom Co., Ltd. is still applicable to us. Under the Statute of Chunghwa Telecom Co., Ltd., the Ministry of Transportation and Communications has the authority to regulate aspects of our business. Any such regulation could be burdensome or conflict with regulations of the National Communications Commission or may otherwise adversely affect our business, financial condition and results of operations. The regulatory framework within which we operate may limit our flexibility to respond to market conditions, competition or changes in our cost structure. In

particular, future decreases in tariff rates could immediately and substantially decrease our revenues. In particular, as a Type I service provider under the Republic of China Telecommunications Act, or Telecommunications Act, we are constrained in our ability to raise prices. For instance, the National Communications Commission adopted a three-year price reduction plan from April 2007 to March 2010 and a second round three-year price reduction plan from April 2010 to March 2013, resulting in a number of price reductions in the tariff structures relating to our domestic fixed communications and mobile communications services. See “Item 5. Operating and Financial Review and Prospects—Overview—Tariff Adjustments”. We cannot assure you that we will not be required to further reduce our tariffs again in the future. Any mandatory tariff reductions could have a material adverse effect on our revenues. In addition, as requested by Legislative Yuan and National Communications Commission, we implemented a discounted tariff for telecommunication services from Kinmen, Matsu and Penghu Islands to Taiwan in April 1, 2011. We further applied one single tariff to all the telecommunication services for the entire country since January 2012. Due to such adjustment of tariff, telecommunication services which used to be charged as long-distance telecommunication are now charged at a lower rate. Such adjustment of our tariff may have material adverse effect on the revenues of our fixed communications business.

According to a domestic news article, an official from the NCC was publicly quoted saying that he believed that the Telecommunications Act should be amended to force us to implement network separation of the last mile network infrastructure to promote competition. Network separation would force us to divest our last-mile network infrastructure, so all telecommunications providers would have equal competition and access to the last-mile network infrastructure. Although there is no definitive proposal being discussed by the NCC yet, any type of forced network separation could have a material adverse effect on our business and results of operations.

***If we are unable to obtain and maintain the licenses to operate our business, our business prospects and future results of operations would be adversely affected.***

We operate our businesses with approvals and licenses granted by the government. If these approvals or licenses are revoked or suspended or are not renewed, or if we are unable to obtain any additional licenses that we may need to operate or expand our business in the manner we desire, then our financial condition and results of operations, as well as our prospects, will suffer. For example, there are currently three mobile network operators that offer 2G mobile services in Taiwan. The licenses granted by the R.O.C. government authorities for operating 2G mobile services on the 900MHz and 1800MHz spectrum can be extended to June 2017 based on operator’s request for extension, according to Executive Yuan’s announcement on November 22, 2010. We filed a request with the NCC to extend our 2G license to June 2017 on November 29, 2011, which is currently under review by the NCC. The Executive Yuan also announced that the rights to use the 2G frequency spectrum will be sold at an auction for technology neutral usage and further announced in November 2010 that the 4G license auction will be held before June 2015. However, according to a recent domestic media report, the timing for the 4G license auction could be advanced to June 2014. We cannot assure you that we will be able to extend the validity of our licenses or obtain the licenses that we need in the future. If we are unable to successfully acquire the rights to use the frequency spectrum that we need for our future business operations, our business prospects and future results of operations may be adversely affected which as a result may lead to a material impact on our business revenues.

***We have been investigated and fined by the R.O.C. Fair Trade Commission in the past and may continue to be investigated and fined in the future.***

As a provider of telecommunication products and services, our business operations are subject to the regulations of the R.O.C Fair Trade Act, or the FTA, which is administered and enforced by the R.O.C. Fair Trade Commission, or the FTC. The FTA requires, among other things, that the marketing and promotional materials of a business to be true and not misleading. The FTA also prohibits a business from participating or engaging in a cartel or other anti-competitive conduct. The FTC has the authority under the FTA to investigate and, where appropriate, impose fines and penalties on a business that violates the FTA. The consequences of violating the FTA, depending on the nature of the violation, could be severe. If the FTC holds a business accountable for making a false or misleading representation in any of its advertisements, it could order the business to stop the distribution or sale of the products or services in question and take other remedial or corrective measures, such as the imposition of monetary fines ranging from NT\$50,000 to NT\$25,000,000. If the FTC finds a business liable for participating in a cartel, the FTC could order the business



to cease its anti-competitive practices and impose a monetary fine of up to 10% of the gross sales of the business for the most recent fiscal year.

In March 2012, the FTC found us liable for providing misleading representations on the speed of our 50Mbps fiber broadband products in certain advertisements. The FTC consequently ordered us to stop using the relevant advertisements immediately and pay a fine of NT\$5 million. As the FTA provides the FTC broad discretion to interpret anti-competition actions and enforce the relevant clauses under the FTA, we are unable to predict whether the FTC would initiate investigation on any of our daily business activities or find us liable for violating the FTA in the future. The investigations of and penalties imposed by the FTC could interrupt our provision of products or services and have a negative impact on our reputation, business operations and results of operations.

***Increasing market competition may adversely affect our growth and profitability by causing us to lose customers, charge lower tariffs or spend more on marketing.***

Mobile service providers in Taiwan have been offering 3G mobile services for several years. Smart phones with mobile data packages are becoming popular in recent years. To attract more high-end data users, the other two major operators started to offer free intra-network calling packages bundled with mobile data service. We also adopted comparable promotion packages to attract and maintain our customers. We cannot assure you that the intensified market competition will not affect our growth and profitability.

We also face increased broadband competition from cable operators. Cable operators have been using low-priced internet access packages to attract new customers in specific areas and buildings in Taiwan. They have also been upgrading their networks to DOCSIS 3.0 in order to provide higher speed internet access. DOCSIS refers to Data Over Cable Service Interface Specification, which is an international telecommunications standard that permits the addition of high-speed data transfer to an existing cable TV system. To counter these developments, we keep migrating more of our ADSL customers to FTTx services and to provide even higher speed FTTH access. The government has mandated the digitization of cable television networks by 2014. In addition, the draft Cable Radio and Television Act proposes to remove the zoning restrictions on service area for cable operators, while cable operators remain subject to the restriction that the market share of any single cable operator cannot exceed one third. This draft has been approved by the Executive Yuan and submitted to the Legislative Yuan. As cable operators will be allowed to provide digital cable services throughout Taiwan and be able to provide high definition cable TV with more channels as well as high speed cable modem services, we could face increased competition for our broadband access services and multimedia on demand, or MOD IPTV services. If we are unable to compete successfully with the cable operators for broadband access services and MOD businesses, our results of operations could be impacted.

Many of our competitors are in alliances with leading international telecommunications service providers and have access to financial and other resources or technologies that may not be available to us. Moreover, as the government continues to liberalize the telecommunications market, such as through the issuance of new licenses or establishment of additional networks, our market position and competitiveness could be materially and adversely affected. We cannot guarantee that our measures to address competition will be effective and our business, financial condition and results of operations may be adversely affected by our competition.

Increasing competition may also cause the rate of our customer growth to reverse or decline, bring about further decreases in tariff rates and necessitate increases in our selling and promotional expenses. Any of these developments could adversely affect our business, financial condition and results of operations.

***If we fail to maintain our service quality due to insufficient network capacity, our revenue growth, profitability and reputation may suffer.***

In 2011, there were complaints from the general public about our mobile data network congestion. To address the situation, we adopted measures such as offering a 20% discount of the mobile data monthly fees until the end of 2012 for customers whose monthly data usage volume was less than one gigabyte, constructing additional base stations with HSPA+ capability and increasing the number of WiFi access points to offload data usage from our mobile data network. However, we cannot assure you that these measures will be able to adequately address the mobile data network congestion. Although we will continue to enhance our network quality and capacity in the future, data usage has been increasing as well, so we cannot assure you that we will be able to keep pace

with the growth in data usage. If the quality of our service decreases due to insufficient network capacity, our business, results of operations and reputation could be materially and adversely affected. In addition, we may also be sanctioned by the regulatory authorities and may be forced to devote more capital expenditures to resolve these problems.

***If we fail to maintain a good relationship with our labor union, work stoppages or labor unrest could occur and the quality of our services as well as our reputation could suffer.***

In accordance with the articles of association of Chunghwa Telecom Workers Union, besides the chief manager of each department, all of our employees are members of our principal labor union, the Chunghwa Telecom Workers Union. Since our incorporation in 1996, we have experienced disputes with our labor union on such issues as employee benefits and retirement benefits in connection with our privatization as well as the right to protest. Despite having taken measures to improve relations, increase cooperation and ensure mutual benefit with our labor union, such as increasing channels of communications by holding periodic labor resource review meetings and guaranteeing a labor union seat on our board of directions, we cannot assure you that we will be able to maintain a good relationship with our labor union. Any deterioration of our relationship with our labor union could result in work stoppages, strikes or threats to take such an action, which could disrupt our business and operations, and materially and adversely affect the quality of our services and harm our reputation.

***We may not realize the benefits we expect from our investments, and this may materially and adversely affect our business, financial condition, results of operations and prospects.***

We have made significant capital investments in our network infrastructure and information technology systems to provide the services we offer. In 2011, we made capital expenditures for our domestic fixed communications of NT\$16.6 billion (US\$547.4 million), our mobile communications business of NT\$4.3 billion (US\$143.2 million), our internet business of NT\$3.8 billion (US\$123.7 million), our international fixed communications business of NT\$1.5 billion (US\$50.5 million) and our other businesses of NT\$0.7 billion (US\$23.1 million). In order to continue to develop our business and offer new and more sophisticated services, we intend to continue to invest in these areas as well as new technologies. The launch of new and commercially viable products and services is important to the success of our business. We expect to incur substantial capital expenditures to further develop our range of services and products. Commercial acceptance by consumers of new and more sophisticated services we offer may not occur at the rate or level expected, and we may not be able to successfully adapt these services to effectively and economically meet our customers' demand, thus impairing our expected return from our investments.

We cannot assure you that services enabled by new technologies we are implementing, such as HSPA/ HSPA+ mobile technology, will be accepted by the public to the extent required to generate an acceptable rate of return. In addition, we could face the risk of unforeseen complications in the deployment of these new services and technologies, and we cannot assure you that we will not exceed our estimate of the necessary capital expenditure to offer such services. New services and technologies may not be developed and/or deployed according to expected schedules or may not achieve commercial acceptance or be cost effective. The failure of any of our services to achieve commercial acceptance could result in additional capital expenditures or a reduction in profitability to the extent we are required under applicable accounting standards to recognize a charge for impairment of assets. Any such charge could materially and adversely affect our financial condition and results of operations.

We may also from time to time make equity investments in companies, but we cannot assure you of their profitability. We cannot assure you that losses related to our equity investments will not have a material adverse effect on our financial condition or results of operations.

In 2011, we recognized an other-than-temporary impairment loss of NT\$148 million (US\$4.9 million) for financial assets carried at cost due to adverse changes in market conditions and operating performance that was below expectations. We may be required to record additional impairment charges in future periods, which may have a material adverse effect on our financial condition and future results of operations.

***Changes in technology may render our current technologies obsolete or require us to obtain licenses for introducing new services or make substantial capital investments, financing for which may not be available to us on favorable commercial terms or at all.***

The Taiwan telecommunications industry has been characterized by rapid increases in the diversity and sophistication of the technologies and services offered. As a result, we expect that we will need to constantly upgrade our telecommunications technologies and services in order to respond to competitive industry conditions and customer requirements. Developments of new technologies have rendered some less advanced technologies unpopular or obsolete. If we fail to develop, or obtain timely access to, new technologies and equipment, or if we fail to obtain the necessary licenses to provide services using these new technologies, we may lose our customers and market share and become less profitable.

In addition, the cost of implementing new technologies, upgrading our networks or expanding capacity could be significant. In particular, we have made and will continue to make substantial capital expenditures in the near future in order for us to effectively respond to technological changes, such as the continued expansion of our fiber optic networks and High Speed Packet Access, or HSPA, and HSPA+ mobile network. Furthermore, the 4G licenses are scheduled to be awarded before June 2015. We expect to devote additional capital expenditure to the network building for Long Term Evolution, or LTE, network. In addition, to meet the increasingly robust high-bandwidth requirements of digital convergence services, we will expand construction of fiber optic networks, including passive optical networks, or PONs and optical distribution networks, or ODNs. To the extent these expenditures exceed our cash resources, we will be required to seek additional debt or equity financing. Our ability to obtain additional financing on favorable commercial terms will depend on a number of factors. These factors include our financial condition, results of operations, cash flows and the prevailing market conditions in the Taiwan and international telecommunications industry, the cost of financing and conditions in the financial markets, and the issuance of relevant government and other regulatory approvals. Any inability to obtain funding for our capital expenditures on commercially acceptable terms could jeopardize our expansion plans and materially and adversely affect our business prospects and future results of operations.

***Our ability to deliver services may be disrupted due to a systems failure, shutdown in our networks, earthquakes or other natural disasters.***

Taiwan is susceptible to earthquakes and typhoons. However, we do not carry any insurance to cover damages caused by earthquakes, typhoons or other natural disasters or any resulting business interruption. Our services are currently carried through our fixed and mobile communications networks, as well as through our transmission networks consisting of optical fiber cable, microwave, submarine cable and satellite transmission links, which could be vulnerable to damage or interruptions in operations due to natural disasters. For example, in 2011, losses on property, plant and equipment arising from natural disasters such as earthquakes and typhoons were approximately NT\$1.0 million (US\$0.03 million) as recorded in non-operating expenses under R.O.C GAAP. The occurrence of any natural disasters could impact our ability to deliver services and have a negative effect on our results of operations.

***If new technologies adopted by us do not perform as expected, or if we are unable to effectively deliver new services based on these technologies in a commercially viable manner, our revenue growth and profitability will decline.***

We are always evaluating new growth opportunities in the broader telecommunications industry and are expecting to be transformed into an Information and Communications Technology, or ICT, service provider. Some of these opportunities involve new services for which there are no proven markets, and may not develop as expected. Our ability to deploy and deliver these services will depend, in many instances, on new and unproven technologies. These new technologies may not perform as expected or generate an acceptable rate of return. In addition, we may not be able to successfully develop new technologies to effectively and economically deliver these services, or be able to compete successfully in the delivery of telecommunications services based on new technologies. Furthermore, the success of our mobile data services is substantially dependent on the availability of mobile data applications and devices that are being developed by third-party developers. These applications or devices may not be sufficiently developed to support the deployment of our mobile data services. If we are unable to deliver commercially viable services based on the new

technologies that we adopt, our financial condition and results of operations may be materially and adversely affected.

***We depend on select personnel and could be affected by the loss of their services.***

We depend on the continued service of our executive officers and skilled technical and other personnel. Our business could suffer if we lose the services of any of these personnel and cannot adequately replace them. In particular, we are not insured against the loss of any of our personnel. Moreover, we may be required to increase substantially the number of these employees in connection with any expansion, and there is intense competition for experienced personnel in the Taiwan telecommunications industry. We may not be able to retain our present personnel or attract additional qualified personnel as and when needed. In addition, we may need to increase employee compensation levels in order to attract and retain personnel. We cannot assure you that the loss of the services of any of these personnel would not disrupt our business and operations and materially and adversely affect the quality of our services and harm our reputation.

***Our largest stockholder may take actions that conflict with our public stockholders' best interests.***

As of December 31, 2011, the Republic of China government, through the Ministry of Transportation and Communications, owned approximately 35.29% of our outstanding common shares. Accordingly, the government, through its control over our board, as all non-independent board members were appointed by the Ministry of Transportation and Communications, may continue to have the ability to control our business, including matters relating to:

- any sale of all or substantially all of our assets;
- the approval of our annual operation and projects budget;
- the composition of our senior management;
- the timing and distribution of dividends;
- the election of a majority of our directors and supervisors; and
- our business activities and direction.

We cannot assure you that our largest shareholder will not take actions that impair our ability to conduct our business competitively or conflict with the best interests of our public stockholders.

***Actual or perceived health risks related to mobile handsets and base stations could lead to decreased mobile service usage and difficulties in increasing network coverage and could expose us to potential liability.***

According to some published reports, the electromagnetic signals from mobile handsets and cellular base stations may pose health risks or interfere with the operation of electronic equipment. Although the findings of those reports are disputed, actual or perceived risks of using mobile communications devices or of cellular base stations could have a material adverse effect on mobile service providers, including us. For example, our customer base could be reduced, our customers may reduce their usage of our mobile services, we could encounter difficulties in obtaining sites for additional cellular base stations required to expand our network coverage or we may be requested to reduce the number of existing cellular base stations. As a result, our mobile services business may generate less revenues and our financial condition and results of operations may be materially and adversely affected. In addition, we could be exposed to potential liability for any health problems caused by mobile handsets and base stations.

***We are subject to litigation that could expose us to substantial liabilities.***

We are from time to time involved in litigation, arbitration or administrative proceedings in the ordinary course of our business. See “Item 4. Information on the Company—B. Business Overview—Legal Proceedings.” We cannot predict the outcome of

these proceedings, and we cannot assure you that if a judgment is rendered against us in any or all of these proceedings, our financial condition and results of operations would not be materially and adversely affected.

***Investor confidence in us may be adversely impacted if we or our independent registered public accountants are unable to attest to or express an unqualified opinion on the effectiveness of our internal control over financial reporting.***

We are subject to the reporting requirements of the SEC. The SEC, as directed by Section 404 of the U.S. Sarbanes-Oxley Act of 2002, adopted rules requiring U.S. public companies to include a report of management on our internal control over financial reporting in their annual reports that contain an assessment by management of the effectiveness of our internal control over financial reporting. The effectiveness of internal control over financial reporting has been audited by Deloitte & Touche, an independent registered public accounting firm, who has also audited our consolidated financial statements for the year ended December 31, 2011. Deloitte & Touche has issued an attestation report on the effectiveness of our internal control over financial reporting in accordance with the standards of the Public Company Accounting Oversight Board (United States). See “Item 15. Controls and Procedures—Attestation Report of the Registered Public Accounting Firm.”

While the management report included in this annual report concluded that our internal control over financial reporting was effective, we cannot assure you that our management will be able to conclude that our internal control over financial reporting is effective in future years. If in future years we fail to maintain effective internal control over financial reporting in accordance with the Sarbanes-Oxley Act, we could suffer a loss of investor confidence in the reliability of our consolidated financial statements, which in turn could negatively impact the trading price of our ADSs, result in lawsuits being filed against us by our stockholders or otherwise harm our reputation.

***Any further economic downturn or decline in the growth of the population in Taiwan may materially and adversely affect our financial condition, results of operations and prospects.***

We conduct most of our operations and generate most of our revenues in Taiwan. As a result, any decline in the Taiwan economy or a decline in the growth of the population in Taiwan may materially and adversely affect our financial condition, results of operations and prospects. The current European debt crisis and related financial restructuring efforts, including in Greece, Italy, Spain, Portugal and Ireland, are contributing to instability in global financial markets, which adversely affects consumer confidence, the cost of borrowing and economic activity. The global slowdown in technology expenditures has also from time to time adversely affected the Taiwan economy, which is highly dependent on the technology industry. As our business is significantly dependent on economic growth, any uncertainty or further deterioration in economic conditions could have a material adverse effect on our financial condition and results of operations. We cannot assure you that economic conditions in Taiwan will continue to improve in the future or that our business and operations will not be materially and adversely affected by deterioration in the Taiwan economy.

***We face substantial political risks associated with doing business in Taiwan, particularly due to domestic political events and the tense relationship between the Republic of China and the People’s Republic of China, which could adversely affect our financial condition and results of operations.***

Our principal executive offices and substantially all of our assets are located in Taiwan, and substantially all of our revenues are derived from our operations in Taiwan. Accordingly, our business, financial condition and results of operations and the market price of our common shares and the ADSs may be affected by changes in Republic of China governmental policies, taxation, inflation or interest rates and by social instability and diplomatic and social developments in or affecting Taiwan which are outside of our control. Taiwan has a unique international political status. Since 1949, Taiwan and the Chinese mainland have been separately governed. The People’s Republic of China, or PRC, claims that it is the sole government in China and that Taiwan is part of China. Although significant economic and cultural relations have been established between the Republic of China and the PRC, such as the engagement of Economic Cooperation Framework Agreement (ECFA) in 2010, relations may become strained again. The PRC government has refused to renounce the use of military force to gain control over Taiwan. Past developments in relations between the Republic of China and the PRC have on occasion depressed the market prices of the securities of companies in the Republic of China.

Relations between the Republic of China and the PRC and other factors affecting military, political or economic conditions in Taiwan could materially and adversely affect our financial condition and results of operations, as well as the market price and the liquidity of our securities. In addition, the complexities of the relationship between the R.O.C. and PRC require companies involved in cross-strait business operations to carefully monitor its actions and manage its relationships with both R.O.C. and PRC governments. In the past, companies in the R.O.C., including us, have received minor sanctions such as travel restrictions or minor monetary fines by the R.O.C. and/or PRC governments. We cannot assure you that we will be able to successfully manage our relationships with the R.O.C. and PRC governments for our cross-strait business operations, which could have an adverse effect on our ability to expand our business and conduct cross-strait business operations.

***Any future outbreak of contagious diseases may materially and adversely affect our business and operations, as well as our financial condition and results of operations.***

Any future outbreak of contagious diseases, such as severe acute respiratory syndrome or avian influenza, may disrupt our ability to adequately staff our business and may generally disrupt our operations. If any of our employees is suspected of having contracted any contagious disease, we may under certain circumstances be required to quarantine such employees and the affected areas of our premises. As a result, we may have to temporarily suspend part or all of our operations. Furthermore, any future outbreak may restrict the level of economic activity in affected regions, including Taiwan, which may adversely affect our business and prospects. As a result, we cannot assure you that any future outbreak of contagious diseases would not have a material adverse effect on our financial condition and results of operations.

***Stockholders may have more difficulty protecting their interests under the laws of the Republic of China than they would under the laws of the United States.***

Our corporate affairs are governed by our articles of incorporation, the Telecommunications Act, and by the laws governing corporations incorporated in the Republic of China. In addition, our corporate affairs may remain governed by the Statute of Chunghua Telecom Co., Ltd. See “—Extensive regulation of our industry may limit our flexibility to respond to market conditions and competition, and our business may suffer.” The rights of stockholders and the responsibilities of management and the members of the board of directors of Taiwan companies are different from those applicable to a corporation incorporated in the United States. For example, controlling or major stockholders of Taiwan companies do not owe fiduciary duties to minority stockholders. As a result, holders of our common shares and ADSs may have more difficulty in protecting their interests in connection with actions taken by our management or members of our board of directors than they would as public stockholders of a United States corporation.

#### **Risks Relating to Ownership of Our ADSs and Common Shares**

***The value of your investment may be reduced by future sales of our ADSs or common shares by us, by the Republic of China government or by other stockholders.***

The government may continue to sell our common shares. Sales of substantial amounts of ADSs or common shares by the government or any other stockholder in the public market, or the perception that future sales may occur, could depress the prevailing market price of our ADSs and common shares.

***The market value of your investment may fluctuate due to the volatility of, and government intervention in, the Taiwan securities market.***

Our common shares are traded on the Taiwan Stock Exchange, which has a smaller market capitalization and is more volatile than the securities markets in the United States and many European countries. The market value of our ADSs may fluctuate in response to the fluctuation of the trading price of our common shares on the Taiwan Stock Exchange. The Taiwan Stock Exchange has experienced substantial fluctuations in the prices and trading volumes of listed securities, and there are currently limits on the range of daily price movements. In recent years, the Taiwan Stock Exchange Index reached a peak of 10,202.20 in February 2000 and subsequently fell to a low of 3,446.26 in October 2001. During 2011, the Taiwan Stock Exchange Index peaked at 9,145.35 on



January 28, 2011, and reached a low of 6,633.33 on December 19, 2011. On April 13, 2012, the Taiwan Stock Exchange Index closed at 7,788.27. The Taiwan Stock Exchange has experienced certain problems, including market manipulation, insider trading and payment defaults. The recurrence of these or similar problems could have a material adverse effect on the market price and liquidity of the securities of Taiwan companies, including our ADSs and common shares, in both the domestic and the international markets.

In response to declines and volatility in the securities markets in Taiwan, the Republic of China government formed the National Financial Stabilization Fund to support these markets through open market purchases of shares in Taiwan companies from time to time. The details of the transactions of the National Financial Stabilization Fund have not been made public. In addition, the government's Labor Insurance Fund and other funds associated with the government have in the past purchased, and may from time to time purchase, shares of Taiwan companies listed on the Taiwan Stock Exchange or other markets. As a result of these activities, the market price of common shares of Taiwan companies may have been and may currently be higher than the prices that would otherwise prevail in the open market. Market intervention by government entities, or the perception that such activity is taking place, may take place or has ceased, may cause sudden movements in the market prices of the securities of Taiwan companies, which may affect the market price and liquidity of our common shares and ADSs.

***We may be sanctioned or lose our licenses for violations of limits on foreign ownership of our common shares, and these limits may materially and adversely affect our ability to obtain financing.***

The laws of the Republic of China limit foreign ownership of our common shares. Prior to March 1, 2006, the Ministry of Transportation and Communications, as the competent authority under the Telecommunications Act, had the power to prescribe the limits on foreign ownership of our common shares. After the formation of the National Communications Commission on March 1, 2006, the National Communications Commission replaced the Ministry of Transportation and Communications as the competent authority under the Telecommunications Act pursuant to the NCC Organization Law. The National Communications Commission and the Ministry of Transportation and Communications reached an agreement on foreign ownership of Chunghwa Telecom. An announcement issued by the Ministry of Transportation and Communications on December 28, 2007 stipulated that direct holdings by foreign investors in Chunghwa Telecom cannot exceed 49% of our outstanding share capital and the total direct and indirect holdings by foreign investors cannot exceed 55% of our outstanding share capital. As of April 13, 2012, foreign direct holdings of our outstanding share capital is at 17.22%. If we fail to comply with the applicable foreign ownership limitations, our licenses to operate some of our businesses could be revoked. Moreover, we cannot predict the manner in which the National Communications Commission will exercise its authority over us, and the National Communications Commission could decline to raise, or determine to reduce, this foreign ownership limitation.

If we are deemed to be in violation of our foreign ownership limitations, any consequences arising from such violation may materially and adversely affect us. Moreover, since we are unable to control ownership of our common shares or ADSs representing our common shares, and because we have no ability to stop transfers among stockholders, or force particular stockholders to sell their shares, we may be subject to monetary fine or lose our licenses through no fault of our own. In that event, our business could be disrupted, our reputation could be damaged and the market price of our ADSs and common shares could decline. These limitations may also materially and adversely affect our ability to obtain adequate financing to fund our future capital requirements or to obtain strategic partners, and alternate forms of financing may not be available on terms favorable to us or at all.

***Restrictions on the ability to deposit our common shares into our ADS program may adversely affect the liquidity and price of the ADSs.***

The ability to deposit shares into our ADS program is restricted by Republic of China law, under which no person or entity, including you and us, may deposit our common shares into our ADS program unless the Securities and Futures Bureau has not objected within a prescribed period following the filing with it of an application to do so, except for the deposit of the common shares into our ADS program and for the issuance of additional ADSs in connection with:

- distribution of share dividends or free distribution of our common shares;
- exercise of preemptive rights of ADS holders applicable to the common shares evidenced by our ADSs in the event of capital increases for cash; or
- purchases of our common shares in the domestic market in Taiwan by the investor directly or through the depository and delivery of such shares or delivery of our common shares held by such investors to the custodian for deposit into our ADS program, subject to the following conditions: (a) the depository may accept deposit of those shares and issue the corresponding number of ADSs with regard to such deposits only if the total number of ADSs outstanding after the deposit does not exceed the number of ADSs previously approved by the Securities and Futures Bureau, plus any ADSs issued pursuant to the events described above; and (b) this deposit may only be made to the extent previously issued ADSs have been cancelled.

As a result of the limited ability to deposit common shares into our ADS program, the prevailing market price of our ADSs on the New York Stock Exchange may differ from the prevailing market price of the equivalent number of our common shares on the Taiwan Stock Exchange.

***You will be more restricted in your ability to exercise voting rights than the holders of our common shares, which may diminish your influence over our corporate affairs and may reduce the value of your ADSs.***

Holders of American depository receipts evidencing our ADSs may exercise voting rights with respect to the common shares represented by these ADSs only in accordance with the provisions of our deposit agreement. The deposit agreement provides that, upon receipt of notice of any meeting of holders of our common shares, the depository bank will, as soon as practicable thereafter if requested by us in writing, mail to ADS holders the notice of the meeting sent by us, voting instruction forms and a statement as to the manner in which instructions may be given by the holders.

ADS holders will not generally be able to exercise voting rights attaching to the deposited securities on an individual basis. Under the deposit agreement, the voting rights attaching to the deposited securities must be exercised as to all matters subject to a vote of stockholders collectively in the same manner, except in the case of an election of directors and supervisors. The election of our directors and supervisors is by means of cumulative voting. In the event the depository does not receive voting instructions from ADS holders in accordance with the deposit agreement, our chairman or his or her designee will be entitled to vote the common shares represented by the ADSs in the manner he or she deems appropriate at his or her discretion, which may not be in your interest.

***Your right to participate in any future rights offerings may be limited, which may cause dilution to your holdings.***

We may from time to time distribute rights to our stockholders, including rights to acquire our securities. Under the deposit agreement, the depository will not offer you those rights unless the distribution to ADS holders of both the rights and any related securities are either registered under the U.S. Securities Act of 1933, as amended, or the Securities Act, or exempt from registration under the Securities Act. We are under no obligation to file a registration statement with respect to any such rights or securities or to endeavor to cause such a registration statement to be declared effective. Moreover, we may not be able to establish an exemption from registration under the Securities Act. Accordingly, you may be unable to participate in our rights offerings and may experience dilution in your holdings.

If the depository is unable to sell rights that are not exercised or not distributed or if the sale is not lawful or reasonably practicable, it will allow the rights to lapse, in which case you will receive no value for these rights.

***Changes in exchange controls that restrict your ability to convert proceeds received from your ownership of ADSs may have an adverse effect on the value of your investment.***

Your ability to convert proceeds received from your ownership of ADSs depends on existing and future exchange control regulations of the Republic of China. Under the current laws of the Republic of China, an ADS holder or the depository, without

obtaining further approvals from the Central Bank of the Republic of China (Taiwan) or any other governmental authority or agency of the Republic of China, may convert NT dollars into other currencies, including U.S. dollars, in respect of:

- the proceeds of the sale of common shares represented by ADSs or received as share dividends with respect to the common shares and deposited into the depositary receipt facility; and
- any cash dividends or distributions received from the common shares represented by ADSs.

In addition, the depositary may also convert into NT dollars incoming payments for purchases of common shares for deposit in the depositary receipt facility against the creation of additional ADSs. If you withdraw the common shares underlying your ADSs and become a holder of our common shares, you may convert into NT dollars subscription payments for rights offerings. The depositary may be required to obtain foreign exchange approval from the Central Bank of the Republic of China (Taiwan) on a payment-by-payment basis for conversion from NT dollars into foreign currencies of the proceeds from the sale of subscription rights of new common shares. Although it is expected that the Central Bank of the Republic of China (Taiwan) will grant approval as a routine matter, required approvals may not be obtained in a timely manner, or at all.

Under the Republic of China Foreign Exchange Control Law, the Executive Yuan of the Republic of China may, without prior notice but subject to subsequent legislative approval rendered within ten days from such imposition, impose foreign exchange controls or other restrictions in the event of, among other things, a material change in domestic or international economic conditions which might threaten the stability of the domestic economy in Taiwan.

***You are required to register with the Taiwan Stock Exchange and appoint several local agents in Taiwan if you withdraw common shares from our ADS facility and become our stockholder, which may make your ownership burdensome.***

If you are a non-Republic of China person and wish to withdraw common shares represented by your ADSs from our ADS facility and hold those common shares, you are required under the current laws and regulations of the Republic of China to appoint an agent, also referred to as a tax guarantor, in the Republic of China for filing tax returns and making tax payment. A tax guarantor must meet certain qualifications set by the Ministry of Finance of the Republic of China and, upon appointment, becomes a guarantor of your Republic of China tax obligations. If you wish to repatriate profits derived from the sale of withdrawn common shares or cash dividends or interest on funds derived from the withdrawn common shares, you will be required to submit evidence of your appointment of a tax guarantor and the approval of the appointment by the Republic of China tax authorities. You may not be able to appoint and obtain approval for a tax guarantor in a timely manner.

In addition, under the current laws of the Republic of China, you will be required to be registered as a foreign investor with the Taiwan Stock Exchange for making investments in the Republic of China securities market prior to your withdrawal and holding of common shares represented by the ADSs. You will be required to appoint a local agent in Taiwan to, among other things, open a securities trading account with a local securities brokerage firm and a bank account to remit funds, exercise stockholders' rights and perform other functions as holders of ADSs may designate. You must also appoint a local bank to act as custodian for handling confirmation and settlement of trades, safekeeping of securities and cash proceeds and reporting and declaration of information. Without the relevant registration and appointment of the local agent and custodian and the opening of a securities trading account and bank account, you will not be able to hold, subsequently sell or otherwise transfer our common shares withdrawn from the ADSs facilities on the Taiwan Stock Exchange.

***Our actual financial results may differ materially from our published yearly guidance.***

Before 2009, we voluntarily published operating results guidance for the current fiscal year prepared in accordance with R.O.C. GAAP. In 2009 and 2010, we published operating results guidance on a quarterly basis. Beginning in 2011, we reverted to publishing our operating results guidance on an annual basis again and no longer publish operating results guidance on a quarterly basis. These projections are based on a number of estimates and assumptions and are inherently subject to significant uncertainties

and contingencies, including the risks factors described in this annual report. In particular, projections are forward-looking statements that are necessarily speculative in nature, and it can be expected that one or more of the estimates on which the projections were based will not materialize or will vary significantly from actual results, and such variances will likely increase over time.

## ITEM 4. INFORMATION ON THE COMPANY

### A. History and Development of the Company

Our legal and commercial name is Chunghwa Telecom Co., Ltd. We were officially established on July 1, 1996 as part of the Republic of China government privatization efforts. Prior to our formation, we were operating as a business unit of the Directorate General of Telecommunications. The common shares of the Company have been listed on the Taiwan Stock Exchange under the number "2412" since October 2000 and its ADSs have been listed on the New York Stock Exchange under the symbol "CHT" since July 2003. In August 2005, we became a privatized company as the ownership of the Taiwan government was reduced to less than 50%. Today, we are the largest full telecommunication service provider in Taiwan. Our principal executive offices are located at 21-3 Hsinyi Road, Section 1, Taipei, Taiwan, Republic of China, and our telephone number is (886) 2-2344-5488. Our website address is <http://www.cht.com.tw>. The information on our website does not form a part of this annual report.

We are the largest telecommunications service provider in Taiwan and one of the largest in Asia in terms of revenues. As an integrated telecommunications service provider, our principal services include:

- domestic fixed communications services, including local and domestic long distance telephone services, broadband access services, local and domestic long distance leased line services, MOD services, domestic data services and domestic other services;
- mobile communications services, including mobile services, sales of mobile handsets and data cards and mobile other services;
- internet services, including HiNet, our Internet service provider, Internet value-added services, data communication services, Internet data center services, and Internet other services;
- international fixed communications services, including international long distance telephone services, international leased line services, international data services, satellite services and international other services; and
- other services, including non-telecom services.

In addition to these traditional telecommunication services, we also focus on selected ICT services and advanced development, such as cloud computing.

For each of our key services, we enjoy leading positions across a number of areas in terms of both revenues and customers:

- we are Taiwan's largest provider of fixed communications services; we are Taiwan's largest mobile communications service provider;
- we are Taiwan's largest broadband access provider; and
- we are Taiwan's largest internet service provider.

In 2011, our revenues under R.O.C. GAAP were NT\$217.5 billion (US\$7.2 billion), our consolidated net income was NT\$48.1 billion (US\$1.6 billion) and our basic earnings per share was NT\$6.04 (US\$0.20).

In 2011, we made capital expenditures totaling NT\$26.9 billion (US\$0.9 billion), of which 62 % was related to our domestic fixed communications business, 16% was related to our mobile communications business, 14% was related to our internet business, 6% was related to our international fixed communications business and 2% was related to our other businesses. See “Item 5. Operating and Financial Review and Prospects—B. Liquidity and Capital Resources—Capital Expenditures” for a discussion of our capital expenditures.

### Competitive Strengths

We believe that we are well positioned to take advantage of growth opportunities in the telecommunications market in Taiwan as new technologies evolve. In particular, we have maintained our leading market share in mobile communications and internet services since the opening of the Taiwan telecommunications market to competition in 1996. Furthermore, we have enjoyed greater flexibility in making purchasing and other business decisions after we were privatized in August 2005.

We believe that further deregulation and market liberalization will continue to drive the growth of the overall market for telecommunications services in Taiwan, as well as the development of new products and services. We expect to benefit from additional opportunities as the telecommunications market in Taiwan continues to grow.

We believe that our primary competitive strengths are:

- our broad customer base in Taiwan;
- our position as an integrated, full-service telecommunications provider in Taiwan; and
- our capital resources and technology, which we believe we can build on to expand our leading position in the mobile communications and internet services markets, including through our continued construction of our existing 3G/HSPA/HSPA+ mobile network, our expansion of FTTx broadband access services, IP-based MOD services, fixed/mobile value added and cloud computing related services, and our future construction of a fourth generation long term evolution mobile network if we win the technology neutral license in 2015.

#### ***We have a broad customer base in Taiwan.***

We are the largest telecommunications service provider in Taiwan with a broad customer base across all of our service offerings. Despite deregulation and an increase in competition in the Taiwanese telecommunications industry, we have maintained a market leading position in our primary service offerings of fixed communications, mobile communications and internet services. We believe our broad customer base in each of our service offerings grants us a distinct competitive advantage to maintain our existing customers and attract new customers and increases the chance of success for the launch and popularization of new products. As the telecommunications industry continues its trend of converging fixed communications, mobile communications and internet services, we believe that our comprehensive service offerings places us in a strong position to offer converged products and services to our customers.

#### ***We are an integrated full-service telecommunications provider in Taiwan.***

We are the largest telecommunications service provider in Taiwan with a leading position in fixed communications services, mobile communications services and internet services.

*Broad range of communications products and services.* We believe that our ability to provide an attractive and comprehensive range of telecommunications services positions us to provide bundled and value-added services to our business and residential customers. In addition, we are able to offer innovative integrated services and tariff packages to meet the specific needs of our customers.

*Broad network coverage.* The breadth of our network and our ownership of the so called “last mile” infrastructure in Taiwan, which comprises the connection between the local telephone service provider’s switching centers to the end-users’ buildings or

homes, provide us with access to existing and potential customers and creates a platform for expanding our services. As of December 31, 2011, substantially all of our installed telephone lines were capable of delivering ADSL services and network coverage of ADSL was approximately 99%. In order to provide higher bandwidth services for our customers, we are constructing our FTTx network. As of December 31, 2011, network coverage of FTTx with speed of 50 Mbps and 100 Mbps was approximately 75% and 24.6 %, respectively. In addition, our mobile communications network provides nationwide coverage. Our large cellular spectrum allocation together with our network of 17,973 base stations position us well for the continued expansion of our mobile services in Taiwan.

*Brand awareness, distribution channels and customer service.* Our principal brands “Chunghwa Telecom”, “emome” and “HiNet” have a reputation for quality and reliability. We serve our large and well-established customer base through our extensive customer service network in Taiwan, including 17 operations offices, 326 service centers, 223 exclusive service stores and 6 customer service call centers. We also offer comprehensive and high-quality point of sale and after sale services in our service centers, stores and over the internet. Our extensive sales and distribution channels help us attract additional customers and develop new business opportunities. In 2011, we also obtained several domestic and international awards which recognized our service quality, corporate governance and corporate social responsibility. In the Reader’s Digest Trusted Brands Award, we have stood out and won the Platinum Award of Telecom Company in Taiwan for eight consecutive years since 2004. We were also awarded the “Best Companies in Asia” by Euromoney, “Excellence in Corporate Social Responsibility Award” by the Common Wealth Magazine, “Excellent Service Award 2011” by Global Views, “Best Financial Disclosure” in Asia-Pacific and Greater China, and “Bronze Award of Investor Relations Website” in Taiwan by IR Global Rankings.

*Operational expertise.* Our management and employees have extensive operating experience and technical knowledge, which we believe cannot be easily replicated by competitors. We also believe we will continue to attract and retain high quality employees.

*Comprehensive customer billing infrastructure.* As Taiwan’s leading telecommunications services provider, we have extensive resources and infrastructure relating to billing services. In particular, we issue, in the aggregate, approximately 17 million invoices, including integrated bills, every month. We intend to continue taking advantage of this unique attribute by offering bill collection services to internet content providers and other entities that lack the necessary resources and infrastructure for effective customer billing.

***We have the capital resources and technology to enhance our leading position in the growing mobile communications and internet services markets.***

*Enhancing position in our leading markets.* We expect our mobile value-added service, fixed broadband value-added and information and communication technologies services to continue to be the key drivers of our future growth. With our leading market share, we enjoy substantial economies of scale in equipment procurement as well as the marketing of our products and services.

*Strong capital structure.* We believe we have greater financial resources than other telecommunications operators in Taiwan. Our relatively low debt-to-equity capital structure, together with our high levels of cash and operating cash flows, provides us with the flexibility and resources to invest in capital intensive and growing businesses. In particular, we continue to invest in broadband internet protocol networks, fiber-optic networks, and 3G/HSPA, HSPA+ mobile communications networks and services. We also have begun making investments in or acquiring other companies which provide complementary telecommunications and internet-related services to further expand our business and offer new products and services.

*Advanced network technology.* Since 2003, we have developed and upgraded our existing infrastructure for both mobile and fixed line networks. We developed a high-speed internet protocol backbone network, expanded the coverage of our ADSL network and deployed a 3G network. In 2008, we launched a long-term next generation network construction project that will upgrade our local fixed line networks to high-speed packet-based digital networks with FTTx technologies, including FTTC/N, FTTB and FTTH, in order to provide high speed internet, VoIP, MOD and high definition television, or HDTV, services. We have also upgraded our 3G network to HSPA and HSPA+. In 2011, we expanded HSPA/HSPA+ coverage to provide better mobile internet services with speeds



of up to 21 Mbps. Our investment in network infrastructure places us in a position to capture a significant share of the internet and high-speed data transmission market.

*Research and development expertise.* As of March 31, 2012, we employ over 2,213 research professionals and engineers whose principal focus is to develop advanced network services and operations support systems and to build selected core technologies. In 2011, our research and development expenses accounted for 1.6% of our revenues under R.O.C. GAAP. We believe our focus on research and development will allow us to efficiently develop and deploy new technologies and services ahead of our competitors.

## Business Strategy

Taiwan has one of the highest fixed line penetration rates in Asia and has also experienced rapid adoption of wireless communications and internet services, including broadband access services. We believe that telecommunications services will evolve over the coming years, driven by a number of technological innovations, including cloud computing, mobile value-added services and Internet of Things. We also believe that the convergence trend of communications technologies will provide a significant competitive advantage to integrated telecommunications service providers that are able to design and construct sophisticated and scalable networks capable of serving as a common platform for a broad range of services.

Our key strategic objectives are to maintain our position as a leading integrated telecommunications services provider in Taiwan and to enhance our leadership position in growing markets, such as the mobile services and internet services markets, including fixed/mobile broadband access services and value-added services.

Consistent with our strategic objectives, we have developed the following business strategies:

### ***Focus on our core strengths while expanding our scope of services to capture new growth opportunities***

Our core strengths are the management of telecommunication networks and the provision of services over these networks. We currently operate several networks linked by a core backbone infrastructure consisting of public switched telephone, cellular, ADSL, FTTx and internet protocol networks. Our strategy for each network differs depending on the market dynamics and future growth prospects of services delivered over these networks. In general, we endeavor to maintain our strong market position in each of our business lines and seek to expand the scope of our business beyond network services by offering value-added services to generate growth and new opportunities.

*Fixed communications:* Our strategy is to maintain our position as the market leader in domestic fixed communications. In addition to our Public Switched Telephone Network, or PSTN, we are working on NGN projects to facilitate network migration into IP Multimedia Subsystem, or IMS. The first stage of our IMS network was completed in March 2009. This is the largest ever NGN deployment that has been constructed in Taiwan, with more than 500,000 subscriber facilities. As of December 31, 2011, the IMS network capacity has been expanded to nearly one million subscribers. To enhance business efficiency and reduce operational expenditures, we constructed a new Multi-Protocol Label Switching-, or MPLS-, based IP backbone to consolidate existing IP networks in September 2008. Based on these facilities, we will collaborate with the third parties to develop new integrated services to retain our customers and generate new revenue streams. For provision of new services, we launched our multimedia value-added services in October 2010. These services include provision of home-based surveillance cameras and daily life information, entertainment and phone services.

*Broadband services:* We also plan to continue to build on the success of our broadband access services.

- We provided ADSL and FTTx services to 4.5 million customers, which represented more than 79.2% of Taiwan's fixed line broadband customers by the end of 2011. We have successfully migrated many of our customers from low-speed to higher-speed internet access services and upgraded ADSL subscribers to FTTx, which offers an even higher speeds by using fiber optic technology. Approximately 87% of our broadband customers subscribe for downlink speeds of over 2 Mbps, and 53% were with FTTx as of December 31, 2011.



- We are continuing the build-out of our FTTx infrastructure. Because we typically realize higher average revenue per user for our FTTx internet services, we plan to continue offering various incentives for our ADSL and other internet customers to switch to our FTTx services. In 2011, FTTx revenue has reached 65.4% of our total broadband revenue.

*Mobile Communications:* We offer our mobile services via both 2G and 3G networks. For 2G, we are using standard of Global System for Mobile Communications or GSM while for 3G, wideband code division multiple access, or WCDMA is adopted. In order to meet the demand from our customers for high-speed mobile data access, we upgraded our 3G mobile service to High-Speed Packet Access, or HSPA technology on September 12, 2006 and to HSPA+ services in 2010. The prevalence of smart devices, such as smart phones and tablet PCs that utilize large amounts of mobile data, has become a challenging task for all mobile operators. We are continuing to develop Heterogeneous Network, or HetNet, to meet such demand. HetNet incorporates macrocell for large area coverage, and small cells including micro cells, pico cells, femtocells and Wi-Fi to increase our data capacity. Our strategy for mobile service includes the following initiatives:

- Focusing on maintaining our average revenue per user by promoting increased use of wireless value-added services, such as our “emome” service, Java games, ring-back tone services, Hami music, Hami books, Hami Apps, and online shopping;
- Encouraging our customers to use our 3G and HSPA/HSPA+ services by offering customized mobile handsets combined with attractive value-added services and product packages;
- Expanding our HSPA+ coverage and enhancing the base station bandwidth up to 42 Mbps to attract more mobile internet customers;
- Catering for the high bandwidth usage of smart phone and tablet PCs, we have constructed more than 20,000 Wi-Fi Hotspot in 2011 to share some of the data traffic from the mobile network. We are continuing the construction of an additional 10,000 Wi-Fi Hotspot and 100 hot zones in 2012, especially for highly commercial areas and special events, as a cost-effective technology to help offload the 3G/HSPA+ data traffic;
- Converging fixed communications and mobile communications services to provide customers with access to personalized information through personal computers or mobile handsets; and
- Taking advantage of our superior brand and network quality to attract our competitors’ customers.

*Internet services:* Our strategy for internet services is to continue to build on the success of our HiNet internet services and enhance our internet value-added services.

- We are developing new media to provide both higher-speed access as well as attractive content to our customers. We are also continually enhancing our internet value-added services, such as online games, internet music, internet banking and internet protocol video services, including hiChannel, an internet platform where customers can view videos and multimedia content.

*Emerging services:* Our emerging services include ICT, cloud computing and convergence services. We have been providing ICT services since 2009, including Intelligent Energy Network, or iEN, and Intelligent Transportation System, or ITS, services. Our experience with ICT services positions us well to develop and offer cloud computing services, and we anticipate that cloud computing services could become an important area of growth for telecom operators in the near future. We started to offer hicloud CaaS (Compute as a Service) and provide customers 24-hour installation services in 2010. We started to offer hicloud Mall in 2011, which allows ISV (Independent Software Vendors) to offer their application software in the hicloud Mall for sale. In 2012 we also introduced cloud-based multi-screen services providing music, media, news, weather, traffic information, personal information (Hami+ Cloud) and payment services. The integration of platform and network enables our customers to use and purchase the service through their PCs, IPTV (MOD), tablet PCs and smart phones, and cater to users’ needs to utilize value-added services anytime,

anywhere with any device. We are continuing to expand the scope and variety of our convergence services to create more value for our customers.

### ***Emphasize quality of service and customer satisfaction***

Quality of service is critical in attracting and retaining customers and enhancing our long-term profitability. In order to continually enhance and improve the quality of our services, we have, in addition to the quality assurance function of our regular operating units, established a number of dedicated task forces to monitor our network performance. Our senior management sets our quality evaluation criteria and regularly reviews the quality of our performance.

In order to ensure that our quality of service will translate into strong customer loyalty, we plan to continue to focus on and invest in the provision of a full range of services that emphasize customer care from the point of sale onward. For example, we have extended the focus of our corporate customer services from major accounts to include small and medium-sized enterprises and in January 2007 established our Enterprise Business Group. As of December 31, 2011, our Enterprise Business Group is staffed by approximately 379 professionals and offers packaged and customized services, customer-oriented solutions and integrated information and communications services. We have completed the integration of our call centers, all of which can now be reached by calling a single number "123." We offer 24-hour customer service, including the handling of service and billing inquiries with the assistance of an Interactive Voice Response, or IVR, system. To improve the quality of our customer services, we implemented a customer relationship management system, which encompass, among other things, a customer complaint system, a business information database for the use of our call centers, and a data mining system to enhance our sales and market analysis efforts.

### ***Improve operational efficiency and cost structure***

We have historically been focused, and will continue to focus, on cost control, particularly in the areas of network efficiencies and personnel costs. We expect to be able to further improve our operational efficiency and cost structure by migrating to more advanced networks and sophisticated operational support systems, and efficiently managing our workforce.

*Capital expenditures.* Our long-term goal is to optimize our capital expenditures by focusing on investing in innovative products and services with attractive return profiles. We have commenced a project for gradually upgrading our entire public switched telephone network to a next-generation network. Next-generation internet protocol switches will have substantially more capacity and greater upgrade flexibility and should result in savings from a reduced number of switching centers and a reduction in related property, materials and personnel costs. We have also devoted resources toward the expansion of our 3G mobile network and the continuing build-out of our FTTx infrastructure.

*Personnel costs.* We seek to improve our operational efficiency by reducing our personnel costs. For example, we offered voluntary retirement programs once each year since 2005, which resulted in reductions of 5,696 employees. We also hired more than 3,565 new employees after our privatization in August 2005. Since then, we continued to align our organizational structure by integrating various operating units and departments. We will also continue to reallocate our personnel from traditional fixed line services to our growing businesses and to our marketing and customer services departments, as well as exploring outsourcing opportunities where we deem appropriate.

### ***Expand our business through alliances, acquisitions and investments***

We plan to expand our business in high-growth areas, such as interactive multimedia broadband services, content delivery services and value-added services, through alliances, acquisitions and investments. We believe that our experience, operational scale and large customer base make us an attractive ally for other service providers.

*Alliances.* We have formed and will continue to pursue alliances with information content providers, multimedia service platform providers, customer premises equipment providers, internet portal operators, information and communication technology

solutions partners to diversify our business operations and enhance our service offerings. As of the date of this annual report, we have collaborated with more than 600 information content providers, more than 130 customer premises equipment providers, more than 14 internet service providers, more than four internet portal operator and more than 90 information and communication technology solution partners. In 2010, we signed MOUs with some international companies such as Trend Micro, Intel Corporation, Quanta Computer, Sky Cloud Technology and Inventec Corporation to cooperate on ICT and cloud computing businesses. We believe that our experience in running internet data centers and our ability to serve retail customers coupled with the technologies offered by these partners will position us advantageously in this new area. In February 2011, we signed an MOU with HTC to form a strategic partnership to work on customized handsets and share marketing resources. In February 2012, we subscribed for shares of China Airlines in an equity offering and signed an MOU with the airline to form a strategic alliance; please refer to “--Acquisitions and Investments” for further information.

*Acquisitions and Investments.* We have focused our acquisition strategy on making acquisitions of companies that we believe to be complementary to our long-term strategic goals. In addition, after our privatization, we have focused our investment strategy on the development of new businesses and the enhancement of our operation efficiency. Recently we have entered into the following notable transactions:

To further our expansion into the international telecommunications market overseas, we established two wholly owned subsidiaries, Chunghwa Telecom Singapore Pte., Ltd. and Chunghwa Telecom Japan Co., Ltd., in July and September 2008, respectively. The core businesses of these subsidiaries include data wholesale, IP transiting services, international private leased circuit, or IPLC, IP VPN and voice wholesale. Both companies have successfully obtained all the necessary and relevant local telecommunication licenses and permits to operate. Through these subsidiaries, we hope to strengthen our overseas sales channels, generate sales from Taiwanese and other multinational corporations, increase international incoming voice traffic and IP transiting services and increase our overseas revenues.

In September 2008, to reinforce our satellite capabilities by replacing the ST-1 telecommunications satellite, we established ST-2 Satellite Ventures Pte., Ltd. in Singapore with our partner SingTelSat Pte., Ltd. Our ownership in ST-2 Satellite Ventures Pte., Ltd. is 38%.

In January 2009, we became a 49% stockholder in InfoExplorer Co., Ltd., a company whose core businesses include IT solution provision, IT application consultation, system integration and package solution. The combination of InfoExplorer’s IT expertise with our communication technology capabilities will boost our information and communication technology profile. The stockholders of InfoExplorer Co., Ltd., at the special meeting of stockholders held on February 25, 2011, approved the merger with International Integrated System Inc. and e-ToYou International, Inc. in accordance with the Business Mergers and Acquisitions Act. Upon the merger on April 1, 2011, InfoExplorer Co., Ltd. became the surviving company and International Integrated System, Inc. or IISI. and e-ToYou International, Inc. were dissolved. The name of the surviving company is “International Integrated System, Inc.” and our shareholding is 33.47%. After the stockholders’ meeting of IISI held on June 24, 2011, we lost control of the board of directors, and IISI was deconsolidated and going forward the investment is accounted for as an equity method investment.

In April 2009, we acquired a 30% equity interest in So-net Entertainment Taiwan Limited, or So-net, the fourth largest ISP in Taiwan. We acquired the equity interest in So-net to transform So-net into one of our sub-brands in order to compete against other cable internet service providers.

In September 2009, we increased our stake in Chunghwa Investment from 49% to 89% and became the parent company of Chunghwa Investment.

In 2010, we acquired a 6.67% equity interest in Innovation Works Limited, or IW. Our shareholding decreased to 1.93% in 2011 due to issuance of employee options. In June 2010, we invested 13.3% in Innovation Works Development Fund, or IWDF, which was established to support the development of Innovation Works Limited. After IWDF’s US\$180 million capital increase in 2011, our shareholding in IWDF decreased to 4.4%. We believe our investment in IW and IWDF, which mainly conduct or invests in mobile internet industry in mainland China, will help open up our business opportunities in e-commerce, mobile internet and cloud computing services in the mainland.

In June 2010, we became a 18.2% stockholder of CQi Energy Infocom Inc., or CQi, which engages mainly in intelligent energy network management services.

In September 2010, we established Chunghwa Precision Test Tech. USA Corporation, that engages in the testing service of semi-conductor components and printed circuit boards.

In March 2011, we established a wholly owned subsidiary Chunghwa Telecom (China) Co., Ltd., which engages mainly in providing services of planning, design, and intergration of information systems.

In May 2011, we established a wholly owned subsidiary Chunghwa Telecom Vietnam Co., Ltd. in Vietnam, which engages mainly in providing International Private Leased Circuit, or IPLC, and Intelligent Energy Network, or iEN, services to Taiwanese enterprises in Vietnam.

In May 2011, we, together with President Chain Store Corporation and EasyCard Corporation established Dian Zuan Integrating Marketing Co., Ltd., or DZIM. As of December 31, 2011, we owned 40% of DZIM. DZIM engages mainly in information technology services and general advertising services.

In July 2011, we established Chunghwa Sochamp Technology Inc., which mainly engages in license plate recognition systems. As of December 31, 2011, we owned 51% of Chunghwa Sochamp Technology Inc.

In August 2011, we and United Daily News established a joint venture, Smartfun Digital Co., Ltd., which mainly engages in sales of educational software and providing digital parenting education. As of December 31, 2011, we owned 65% of Smartfun Digital Co., Ltd.

In September 2011, we invested in Huada Digital Corporation and owned 50% of this company as of December 31, 2011. Huada Digital Corporation mainly engages in providing software services.

In February 2012, we subscribed for shares of China Airlines in an equity offering and became a 5.1% stockholder of China Airlines Ltd. We expect to leverage the airline's expertise and operational experience within the tourism and transportation industries to develop relevant Information and Communications Technology services, including intelligent tourism and transportation cloud services. We plan to develop and offer cloud-based tourism services to address the needs of the tourism industry, and we expect China Airlines Ltd. to facilitate the development and penetration of our cloud-based tourism service by introducing our service to potential users.

Please also see notes 1 and 13 to our consolidated financial statements included elsewhere in this annual report for our current strategic investments.

Going forward, we may consider making other equity investments and acquisitions that we believe are complementary to our business and strategic goals. Our future investment will be aimed at expanding our business scale and scope, making better use of our research and development resources and operational experience and increasing our revenues through investing in core telecom businesses as well as value-added services. We expect to target the markets of our overseas investments from Southeast Asia to China while carefully evaluating the risks involved.

#### ***Maintain focus on maximizing stockholder value***

We are committed to maximizing stockholder value and intend to maintain our high dividend payout policy. Following our privatization, we have more flexibility to implement capital management initiatives, including possible repurchases of our outstanding common shares and increases in our leverage through debt financing. We bought back 121,075,000 shares between August 29, 2007 and October 25, 2007 and cancelled those shares on December 29, 2007 and February 21, 2008, respectively.

We continued our capital reduction plan from 2007 to 2010. We effected the last capital reduction plan in 2010 by reducing 20% capital stock in the amount of NT\$19.4 billion. The cash payment of NT\$19.4 billion was made on January 25, 2011 to our stockholders.

## B. Business Overview

### Our Principal Lines of Business

Our core business segments are our domestic fixed communications business, mobile communications business, internet business and international fixed communications business.

### Domestic Fixed Communications Business

The provision of domestic fixed communications services is one of our principal business activities. Our domestic fixed communications business includes local and domestic long distance telephone services, broadband access services, local and domestic long distance leased line services, multimedia on demand services, and domestic other services. We are the largest provider of local and domestic long distance telephone services in Taiwan. We also provide interconnection with our fixed line network to other mobile and fixed line operators. Since June 2001, three new operators have begun offering fixed line services. Our revenues from domestic fixed communications services were NT\$71.5 billion or 36.0% of our revenues in 2009, NT\$70.7 billion, or 34.9% of our revenues in 2010 and NT\$79.4 billion, or 36.5% of our revenues, in 2011. In general, we expect that revenues from our domestic fixed communications business as a percentage of our total revenues will continue to decline primarily due to the expansion of our mobile communications services and the general trend of a continued decline in fixed line voice traffic. In 2011, however, our domestic fixed communications business increased as a percentage of our total revenues due to the change in pricing and collections policies for fixed line-to-mobile phone calls. Since January 1, 2011, the fixed line operator now sets and collects the tariffs for fixed line-to-mobile phone calls, whereas prior to January 1, 2011, these functions were performed by the mobile operator. Please see “Item 4. Information on the Company—B. Business Overview—Regulation—Interconnection Arrangements”.

### Local Telephone

The following table sets forth our revenues from local telephone services for the periods indicated.

	Year ended December 31,			
	2009	2010	2011	
	NT\$	NT\$	NT\$	US\$
		(in billions)		(in millions)
Local telephone revenues:				
Usage	10.6	10.0	21.0	693.0
Subscription	17.2	17.0	16.7	552.2
Interconnection	2.5	2.4	1.4	43.8
Pay telephone	0.6	0.5	0.4	14.6
Other	2.3	2.9	2.2	88.5
Total	33.2	32.3	41.7	1,392.1

We provide local telephone services to approximately 12.08 million customers in Taiwan. Our fixed line network reaches virtually all homes and businesses in Taiwan. Revenues from local telephone services comprised 16.7%, 15.9% and 19.2% of our total revenues in 2009, 2010 and 2011, respectively. Approximately 74.1 % of our local telephone customers as of December 31, 2011 were residential customers. We are currently the leader of the local telephone service market, with an average market share of approximately 97.1%, 96.9% and 95.3% in 2009, 2010 and 2011, respectively.

The following table sets forth information with respect to our local telephone customers and penetration rates as of the dates indicated.

	As of December 31,		
	2009	2010	2011
	(in thousands, except percentages and per household data)		
Taiwan population <sup>(1)</sup>	23,120	23,162	23,225
Fixed line customers:			
Residential	9,328	9,165	8,948
Business	3,120	3,142	3,133
Total	12,448	12,307	12,081
Growth rate (compared to the same period in the prior year)	(2.2)%	(1.1)%	(1.8)%
Penetration rate (as a percentage of the population)	53.8%	53.1%	52.0%
Lines in service per household	1.19	1.15	1.11

(1) Data from the Department of Population, Ministry of the Interior, Republic of China.

Demand for local customer lines has historically been driven by population growth. However, with the development of mobile technologies, this trend has been declining. The number of fixed line customers decreased by 1.1% in 2010 compared to 2009 due to customers replacing fixed lines with mobile services and also as a result of the adverse economic conditions. The number of fixed line customers decreased by 1.8% in 2011 compared to 2010. We attribute the decrease in fixed line customers to a general industry-wide trend of migrating from fixed line services to mobile and internet telephony services. In adherence to a ruling by Supreme Administrative Court, starting from September 2011, we no longer require our ADSL service subscribers to apply for our fixed line services. We also allow our existing ADSL subscribers to unsubscribe their fixed line service. The foregoing factors also caused the decrease in our fixed line customers.

The following table sets forth information with respect to local telephone usage for the periods indicated.

	Year ended December 31,		
	2009	2010	2011
	(in millions, except percentages)		
Minutes from local calls <sup>(1)(2)</sup>	14,602	13,671	15,569
Growth rate (compared to the same period in the prior year)	(8.0)%	(6.4)%	13.9%

- (1) Includes minutes from local calls made on pay telephones. It also includes minutes from fixed line-to-mobile calls due to the change in policy starting from 2011.
- (2) Calls to our HiNet internet service, which are recorded as part of our internet services, are not included in our local call minutes or revenues.

Minutes from local calls increased in 2011 due to the inclusion of minutes from fixed line-to-mobile calls in this category starting from 2011 as a result of the NCC's change in policy for collecting the tariffs of fixed-to-mobile phone calls by our fixed communications business.

We charge our local telephone service customers a monthly fee and a usage fee. We also charge separate fees for some value-added services. The monthly fees for our primary tariff plans are NT\$70 with a deductible on usage fees of NT\$25 for residential customers and NT\$295 for business customers. Our primary peak time usage fee is NT\$1.6 for three minutes or NT\$2.7 for ten minutes, depending on the tariff plan selected by the customer, and our off-peak usage fee is NT\$1.0 for ten minutes. Our usage fees are the same for residential and business customers.

The following table sets forth information with respect to the average local telephone usage charge per minute for the periods indicated.

	Year ended December 31,		
	2009	2010	2011
	NT\$		
Average local telephone usage fee (per minute)	0.74	0.74	1.36
Growth rate (compared to the same period in the prior year)	0.4%	0.5%	83.8%

Average per minute usage charges remained flat at around NT\$0.74 per minute in 2009 and 2010, and around NT\$1.36 per minute in 2011. The increase in average per minute usage charges in 2011 was mainly due to the change in policy for collecting the tariffs of fixed-to-mobile calls from mobile service providers to fixed communications service providers since January 1, 2011, which granted our fixed communications business the right to set and collect the tariffs for fixed line-to-mobile phone calls. Part of our competitive strategy is to offer customers innovative products and services intended to both secure customer loyalty and enhance revenues. In particular, our value-added services are designed to increase our call revenues by increasing the number of calls our customers make and by receiving fees for usage of the value-added services. These services include call waiting, caller identification, call forwarding, three-party calls, ring back tone and voicemail.

### ***Domestic Long Distance Telephone***

We provide domestic long distance telephone services in Taiwan. Total revenues from domestic long distance telephone services comprised 3.7%, 3.3% and 2.7% of our revenues in 2009, 2010 and 2011, respectively. Our average market share in the domestic long distance market was approximately 82.9%, 76.1% and 74.1% in 2009, 2010 and 2011, respectively.

The following table sets forth information with respect to usage of our domestic long distance telephone services for the periods indicated.

	Year ended December 31,		
	2009	2010	2011
	(in millions, except percentages)		
Domestic long distance telephone service usage (minutes)	3,649	3,415	3,202
Growth rate (compared to the same period in the prior year)	(8.8)%	(6.4)%	(6.2)%

Minutes of use for domestic long distance calls have been declining as a result of traffic migration to mobile services, competition from other fixed line operators and increased use of VoIP. We expect declines in minutes of use for fixed line services to continue in the future for the same reasons.

The following table sets forth information with respect to the average domestic long distance telephone usage charge per minute for the periods indicated.

	Year ended December 31,					
	2009		2010		2011	
Average domestic long distance telephone usage fee (per minute)	NT\$	1.68	NT\$	1.61	NT\$	1.53
Growth rate (compared to the same period in the prior year)	0	.3%	(4.2)%	(5.0)%		

All domestic long distance calls, regardless of the distance between the calling parties, have the same tariff. We changed the unit of billing from a per-minute basis to a per-second basis effective February 1, 1999. In addition, we reduced our peak hour domestic long distance rate in April 2001 from NT\$0.045 per second to our current rate of NT\$0.033 per second. Our current domestic long distance rate for off-peak hours is NT\$0.0235 per second. The rates for both peak hours and off-peak hours are the same for residential and business customers. The unit price of domestic long distance calls decreased by 4.2% from 2009 to 2010 because of the resolution of mandatory tariff reduction passed by the National Communications Commission. Our average domestic long distance usage charge per minute decreased 5.0% in 2011 due to a mandatory tariff reduction. For more details of the NCC mandated tariff reduction, please see “Item 5. Operating and Financial Review and Prospects—Overview—Tariff Adjustments”.



We provide so-called “intelligent” network services over our domestic long distance network, including toll-free calling, personal number, televoting, premium rate service and VPNs. We also focus on offering our customers an increasing number of value-added services and flexible tariff packages.

#### **Broadband (ADSL+ and FTTx) Access**

We provide broadband internet access through connections based on ADSL and our FTTx technology. FTTx generally offers a faster access medium for our internet customers compared to ADSL by using fiber optic technology. We are continuing the build-out of our FTTx infrastructure. The majority of our FTTx deployments consist of fiber-to-the-node with some fiber-to-the-building deployments. The majority of the local loops still use copper wires, and we do not have any present plans to upgrade the local loops to fiber optic lines. Because we typically realize higher average revenue per user for our FTTx internet services, we are offering various incentives for our ADSL and other internet customers to switch to our FTTx services.

We provide broadband access services to other internet service providers that do not have their own network infrastructure, and as a result, our broadband customers also include some customers that use us only for the broadband data access line and choose another provider for ISP services. We began providing our ADSL service in August 1999 and had approximately 2.1 million customers as of December 31, 2011. Our ADSL service allows for transmission of data at high access rates and offers high-speed broadband internet access services. As of December 31, 2011, approximately 74.2%, or 1.6 million, of our ADSL customers were also our HiNet subscribers. As a result of increased migration to our higher-bandwidth FTTx services, the number of our ADSL customers declined in 2010 and 2011.

The following table sets forth our revenues from our broadband access services for the periods indicated.

	Year ended December 31,		
	2009	2010	2011
	NT\$	NT\$	NT\$
	(in billions)		
Broadband access revenues:			
Broadband access (ADSL and FTTx)	19.9	20.3	20.4

We provide FTTx internet services, with downlink speeds of 10, 20, 50 and 100 Mbps, in 2011. The number of our FTTx customers increased significantly in 2009, 2010 and 2011 as prices became more affordable, coverage areas expanded and customer demand for higher bandwidth heightened. Many of new FTTx customers have migrated from using our ADSL internet services. We also provide FTTx access services to other internet service providers that do not have their own network infrastructure, and as a result, our FTTx customers also include some customers that only use us for the FTTx data access line and choose another ISP to provide internet services. Of the approximately 2.40 million FTTx customers as of December 31, 2011, approximately 2.13 million were also our HiNet subscribers. We currently offer various promotional packages to encourage more migration of our ADSL subscribers to our FTTx service. As of December 31, 2011, 51.0% of HiNet subscribers accessed the internet through our FTTx service, and we expect this ratio to increase in the future as a result of these promotional measures.

Our market share of Taiwan’s broadband market was approximately 83.0%, 80.5% and 79.2% in 2009, 2010 and 2011, respectively.

The following table sets forth our broadband service customers as of each of the dates indicated.

	As of December 31,		
	2009	2010	2011
ADSL service customers (in thousands)	2,666	2,329	2,101
FTTx service customers (in thousands)	1,638	2,045	2,398
Average downlink speed (Mbps)	5.1	6.1	11.2

Our ADSL service offers downlink speeds that range from 1 Mbps to 8 Mbps and uplink speeds that range from 64 kilobits per second to 640 Kbps. Our FTTx service offers downlink speeds of 10, 20, 50 and 100 Mbps matched with uplink speeds of 3, 4, 5 and 10 Mbps, respectively. As of December 31, 2011, approximately 87% of our customers had subscribed for downlink speeds of over 2 Mbps, and our average downlink speed was 11.2 Mbps.

We have experienced competition in the ADSL and FTTx service market from other fixed line operators and cable operators. Our strategy is to continue the migration of ADSL subscribers to FTTx so as to increase the average revenue per user. In addition, in order to strengthen customer loyalty, we have provided free speed upgrades for ADSL customers who were using lower speed services since August 2010. In June 2011, we further reduced our broadband tariff, especially for higher speed services such as 20 Mbps and 50 Mbps, in order to speed up the migration to fiber solutions and facilitate the take-up of relevant applications. Although the lower broadband tariff had a temporary impact on our revenue, we believe the speed upgrade will have a positive effect on our promotion of broadband value-added services in the long run.

Charges for our HiNet dial-up service include a monthly fee entitling the customer to a fixed number of minutes of service, with an additional charge per minute when the fixed number of minutes is exceeded. Alternatively, we offer our customers an unlimited number of minutes for a fixed monthly fee. Charges for our ADSL and FTTx services include one-time installation charges and monthly subscription fees. These charges for our ADSL and FTTx services vary based on connection speed.

The following table sets forth our average revenue per user for each of the periods indicated.

	Year ended December 31,		
	2009	2010	2011
	NT\$	NT\$	NT\$
Average revenue per user for HiNet dial-up services per month <sup>(1)</sup>	24	17	16
Average revenue per user for ADSL services per month <sup>(2)</sup>	638	598	569
Average revenue per user for FTTx services per month <sup>(3)</sup>	1,022	1,019	945

- (1) Average revenue per user for HiNet dial-up services per month is calculated by dividing the sum of local telephone usage revenues generated by HiNet dial-up subscribers and internet access revenues by the average of the number of our HiNet dial-up subscribers on the first and last days of the period and dividing the result by the number of months in the relevant period.
- (2) Average revenue per user for ADSL service services per month is calculated as the sum of (a) ADSL access revenues for the relevant period divided by the average of the number of our ADSL customers on the first and last days of the period divided by the number of months in the relevant period and (b) HiNet ADSL service revenues divided by the average of the number of HiNet ADSL subscribers on the first and last days of the period divided by the number of months in the relevant period.
- (3) Average revenue per user for FTTx service services per month is calculated as the sum of (a) FTTx access revenues for the relevant period divided by the average of the number of our FTTx service customers on the first and last days of the period divided by the number of months in the relevant period and (b) HiNet FTTx internet service provider revenues divided by the average of the number of HiNet FTTx subscribers on the first and last days of the period divided by the number of months in the relevant period.

The decline of our ADSL average revenue per user over the last three years was due to the National Communications Commission mandated tariff reduction and the decline of FTTx average revenue per user was due to the promotional packages and discounts provided for existing customers. However, we expect our average revenue per user for broadband services to remain stable going forward as many customers will continue to migrate towards more expensive and higher speed FTTx services which will offset the declining average revenue per user of ADSL and FTTx themselves. For more details of the National Communications Commission mandated tariff reduction, please see “Item 5. Operating and Financial Review and Prospects—Overview—Tariff Adjustments”.

#### ***Leased Line Services—Local and Domestic Long Distance***

We are the leading provider of domestic leased line services in Taiwan. Leased line services involve offering exclusive lines that allow point-to-point connection for voice and data traffic. Leased lines are used by business customers to assemble their own

private networks and by telecommunications service providers to establish networks to offer telecommunications services.

We provide data transmission services to major corporate customers in Taiwan. We also provide leased lines to other mobile and fixed line service operators for interconnection with our fixed line network and for connection within their networks.

The following table shows the bandwidth of local and domestic long distance lines leased to third parties as of each of the dates indicated.

	As of December 31,		
	2009	2010	2011
	(in gigabits per second, or Gbps)		
Total bandwidth	1,069.4	1,486.4	1,705.7

Rental fees for local leased lines are generally based on transmission speed while domestic long distance leased line rental fees are generally based on transmission speed and distance.

We continue to experience a decline in rental fees for all of our leased line products. The decline in rental fees since 2000 has been substantial partly as a result of broadband services substitution and other service providers constructing their own lines. In response, we continue to implement marketing and service campaigns to retain our high-value corporate customers.

#### ***Wi-Fi Services***

We launched our wireless local area network service in May 2002. As of December 31, 2011, we had a total of approximately 657,007 residential and business customers that lease our access points. In addition, we have established 21,216 hot spots in public areas, such as convenience stores, airports and international convention centers, where individuals can access our wireless local area network.

#### ***Multimedia on Demand Services***

We launched our multimedia-on-demand, or MOD, service in Taipei County and Keelung City in March 2004. We have expanded this service to all 18 counties and cities of Taiwan in December 2007. Using video streaming technology through a set top box that connects to our FTTx and ADSL data connections, our customers can access TV programs, VOD and other services. We had over 133 broadcasting channels and over 12,000 hours worth of on-demand programs and served approximately 1.05 million customers as of December 31, 2011. In addition, our video-on-demand service provides movies, dramas, animations, documentaries, e-learning and music programs for home entertainment. Also, we currently offer 43 high definition, or HD, channels and other HD video-on-demand programming, such as sports, movies and knowledge materials. We offered “family package” channels in 2010 to enhance our service content and satisfy our customers’ needs. MOD revenues accounted for NT\$0.9 billion, NT\$1.1 billion and NT\$1.4 billion (US\$47.4 million) in 2009, 2010 and 2011, respectively.

#### ***Domestic Other Services***

Our domestic other services include information and communication technology services, corporate solution and bill handling services.

#### **Mobile Communications Business**

Mobile communications services are one of our principal business activities. Our mobile communications services include mobile services, sales of mobile handsets and data cards and mobile other services.

## Mobile Services

We are Taiwan's largest provider of mobile services in terms of both revenues and customers. In 2009, we generated revenues of NT\$71.4 billion, or 35.9% of our total revenues, from mobile services. In 2010, we generated revenues of NT\$73.1 billion, or 36.1% of our total revenues, from mobile services. In 2011, we generated revenues of NT\$70.9 billion (US\$2.3 billion), or 32.6% of our total revenues, from mobile services. The decrease of mobile services revenues in 2011 was primarily due to the NCC's change in policy for collecting the tariffs for fixed-to-mobile calls from mobile service providers to fixed communications service providers since January 1, 2011. As a result, our fixed communications business now has the right to set and collect the tariffs for fixed line-to-mobile phone calls. However, the interconnection and transition fees paid by our fixed communication business and received by our mobile segment deems as internal revenue and not recognized as external revenue of our mobile segment, while the aforementioned fees received by the alternative mobile operators were recognized as external revenue.

	Year ended December 31,			
	2009	2010	2011	
	NT\$	NT\$	NT\$	US\$
		(in billions)		(in millions)
Mobile services revenues:				
Usage <sup>(1)</sup>	54.4	53.0	45.6	1,505.5
Interconnection	7.0	7.2	7.5	249.1
Mobile data	8.4	11.1	15.2	502.9
Other	1.6	1.8	2.6	84.6
Total mobile services .....	<u>71.4</u>	<u>73.1</u>	<u>70.9</u>	<u>2,342.1</u>

(1) Includes monthly fees.

As the market for mobile services has continued to expand, we have experienced growth in our mobile customer base. We are the largest mobile operator in Taiwan in terms of revenues and number of customers. We had 10.07 million mobile customers, for a market share of approximately 34.9% of total mobile customers and approximately 32.6% of total mobile services revenues in Taiwan, as of December 31, 2011.

We offer digital mobile service through our dual band GSM network. We are one of the three national licensed providers of GSM services. We have been allocated 15 MHz in the 900 MHz frequency band and 11.25 MHz in the 1800 MHz frequency band for GSM services and general packet-switched radio services, or GPRS, and 15 MHz paired spectrum plus 5 MHz unpaired spectrum in the 2 GHz frequency band for 3G mobile services. This is the largest frequency spectrum allocation to any mobile operator in Taiwan. In February 2002, the Ministry of Transportation and Communications granted 3G mobile services concessions to five companies, including us. In March 2002, we paid NT\$10.2 billion to the government for our concession. Our 3G mobile services license is valid until December 31, 2018. In July 2005, we launched our 3G mobile services using WCDMA technology. We also offer the largest international roaming network among Taiwan mobile service providers. In particular, our 2G customers have access to 366 networks in 188 countries through our GSM service roaming network and 277 networks in 134 countries through our GPRS roaming network. In addition, our 3G service system includes 158 networks in 75 countries.

As of December 31, 2011, we had 17,973 cellular base stations (including both GSM base stations and 3G cellular base stations) covering substantially all of Taiwan's population. We use these base stations to support both our GSM network and 3G networks. In 2011, we upgraded more than 8,113 3G cellular base stations with HSDPA capacity and 2,444 GSM base stations with EDGE capacity in the larger metropolises of Taiwan. We will continue this process of implementing HSDPA and EDGE upgrades in the major areas of Taiwan.

The following table sets forth information regarding our mobile service operations and our mobile customer base for the periods indicated.

	As of or for the year ended December 31,					
	2009		2010		2011	
Taiwan population (in thousands) <sup>(1)</sup>	23,120		23,162		23,225	
Total mobile customers in Taiwan (in thousands) <sup>(2)</sup>	26,959		27,840		28,862	
Penetration (as a percentage of the population) <sup>(2)</sup>	116.6%		120.2%		124.3%	
Total mobile revenues in Taiwan (in billions) <sup>(3)</sup>	NT\$	215.2	NT\$	213.2	NT\$	217.0
Number of our mobile customers (in thousands) <sup>(2)(4)</sup>	9,269		9,679		10,072	
Our market share by customers	34.4%		34.8%		34.9%	
Our market share by revenues	33.1%		34.2%		32.6%	
Number of our prepaid customers (in thousands) <sup>(4)</sup>	839		945		1,052	
Our prepaid customers as a percentage of our total customers	9.0%		9.8%		10.4%	
Annualized churn rate <sup>(5)</sup>	11.21%		10.35%		11.52%	
Minutes of usage (in millions of minutes)						
Incoming	10,500		11,063		11,368	
Outgoing	9,702		10,190		10,897	
Average minutes of usage per user per month <sup>(2)(6)</sup>	185		187		188	
Average revenue per user per month <sup>(2)(7)</sup>	NT\$	653	NT\$	643	NT\$	598

- (1) Data from the Department of Population, Ministry of the Interior, Republic of China
- (2) The number of mobile customers is based on the number of subscriber identification module, or SIM, cards. Since 2006, the total number of mobile customers in Taiwan included personal handy-phone system, PHS and 3G customers.
- (3) Data from the statistical monthly release by the National Communications Commission in the Republic of China, which include mobile revenues 2G, 3G and PHS.
- (4) Includes GSM, GPRS and 3G services.
- (5) Measures the rate of customer disconnections from mobile service, determined by dividing (a) our aggregate voluntary and involuntary deactivations (excluding deactivations due to customers switching from one of our mobile services to another) during the relevant period by (b) the average number of customers during the period (calculated by averaging the number of customers at the beginning of the period and the end of the period), and multiplying the result by the fraction where (c) the numerator is 12 and (d) the denominator is the number of months in that period.
- (6) Average minutes of usage per user per month is calculated by dividing the total minutes of usage during the period by the average of the number of our mobile customers on the first and last days of the period and dividing the result by the number of months in the relevant period.
- (7) Average revenue per user per month is calculated by dividing our aggregate mobile services revenues during the relevant period by the average of the number of our mobile customers on the first and last days of the period and dividing the result by the number of months in the relevant period.

Total mobile customers in Taiwan have reached approximately 29 million as of December 31, 2011. Mobile penetration was approximately 124.3% on the same date. The overall mobile services market experienced a slight increase of 1.8% in revenues in 2011 mainly due to the growth in mobile data service as a result of our smart phone promotions.

We began offering prepaid card services in October 2000 and prepaid 3G card services in February 2008. As of December 31, 2011, we had approximately 1.1 million prepaid customers representing approximately 10.4% of our total mobile customers. Prepaid customers do not pay monthly fees but pay a higher usage charge on a per second basis. Once the prepayment has been fully utilized, a prepaid customer can make additional prepayments to continue the service. Alternatively, the customer may convert to become a post-paid customer while retaining the same telephone number.

We offer incentives, such as mobile handset subsidies, when new customers agree to sign a service contract with us or when existing customers renew their contracts with us ranging from 12 months to 30 months. We generally offer subsidies on mobile handsets equipped with more advanced data functions to promote the expansion of our 3G mobile services. Smart phones accounted for 48% of the total handsets we offered in 2011, and we expect that the percentage to reach more than 70% in 2012. We expect our average subsidy per handset in 2012 will be less than that in 2011.

While pricing has declined, the number of post-paid customers has increased which had a positive impact on traffic volume. We have also experienced a significant increase in the mobile internet service. The average minutes of usage per customer slightly increased in both 2010 and 2011 since the economy in Taiwan started to improve in 2010.

Our tariffs for post-paid mobile customers primarily consist of usage fees and monthly fees. When our customers are outside Taiwan, they pay roaming charges plus international long distance charges and, where applicable, local charges in roaming destinations. We negotiated with Vodafone, the largest telecommunications service provider in Europe, in November 2009 to join their global telecommunications alliance. As a result, we began offering our customers discounts on their roaming charges starting December 1, 2009. However, we expect our strategic alliance with Vodafone to be terminated in April 2013 after our current agreement expires, as Vodafone has already entered into another strategic alliance with one of our competitors. We are negotiating with other providers for cooperation in roaming business. We also offer discounts on usage fees for calls made between our mobile customers to encourage subscription to our mobile service. Our 3G service provides a monthly flat rate service to our customers using our 3G service for internet purposes.

Our average revenue per user per month decreased from NT\$643 in 2010 to NT\$598 in 2011 mainly due to the change in policy for collecting the tariffs for fixed line-to-mobile calls from mobile service providers to fixed communications service providers, so these revenues are now collected by and recognized as revenues of fixed communications service providers. The strong promotion of our mobile internet services leads to the rapid growth in value added service revenues and helps to cover for the decline in the voice call revenues. In order to alleviate the impact of the decline in average revenue per user, we intend to continue introducing new value-added services and promote our 3G and wireless internet services.

In addition to our basic mobile services, we also offer a broad range of value-added telecommunications and information services. In August 2001, we introduced a platform of integrated mobile value added services under the brand name “emome.” Our “emome” services offer a broad range of value-added services, including financial information, transaction services, emergency services access numbers, directory information, time, weather and traffic reports. In addition, we launched other mobile value-added services, such as JAVA games, unstructured supplementary service data, mobile internet and multimedia messaging services. After the launch of our 3G mobile services, we began providing video phone, video-on-demand and other related 3G mobile value-added services as well. In 2009, we successfully created a business model integrating smart phones with customer-tailored services, promoted our mobile internet service business, created the “Hami” value-added service platform and led the industry in providing e-book service and Hami Apps service. In addition to creating additional sources of revenues, we believe these services enhance customer loyalty and satisfaction and increase mobile traffic. Revenues from mobile data services represented 11.8%, 15.1% and 21.5% of our total mobile services revenues in 2009, 2010 and 2011, respectively.

#### ***Paging Services***

Due to substitution by mobile services and a decline in demand for our paging services in recent years, beginning in February 2007, we started downsizing our paging services by limiting access to certain telephone prefixes. We ceased providing paging services since September 2011 as approved by the NCC.

#### ***Sales of Mobile Handsets***

We engage in the distribution and sales of mobile handsets for use on our mobile network to customers through our directly-owned stores and also through third-party retailers. See “Marketing Strategy—Distribution Channels” and “Sales and Distribution” in “—Marketing, Sales and Distribution”.

In January 2007, we acquired 31.33% equity ownership of Senao, a major distributor of mobile handsets in Taiwan. Senao has been listed on the Taiwan Stock Exchange under the number “2450” since May 2001. We obtained majority board representation in April 2007 through support from the largest beneficial shareholder, upon which it became a consolidated subsidiary of ours. At general annual stockholder meeting of Senao in June 2010, we continued to maintain control of a majority of the board of directors through the continued support of the largest beneficial shareholder. Our equity ownership of Senao decreased from 31.33% as of January 15, 2007 to 28.33% as of March 31, 2012 due to the exercise of options by employees that were previously granted before

2007. Please refer to note 1 of our consolidated financial statements included elsewhere in this annual report for description about the control relationship between the parent company and Senao. Our investment in Senao enhanced our mobile handset distribution and sales capabilities. See “Item 7. Major Stockholders and Related Party Transactions—B. Related Party Transactions” for a discussion of the agreement between the parent company and Senao about our business cooperation.

### **Other Mobile Services**

Our mobile other services include information and communication technology services, corporate solution and bill handling services.

### **Internet Business**

We have experienced continued growth in our internet services. Our internet business includes HiNet, our internet service provider, internet value-added services, or VAS, data communication services, internet data center services, and internet other services. Our internet revenues represented 11.9%, 12.1% and 11.4% of our revenues in 2009, 2010 and 2011, respectively.

### **HiNet Internet Service**

We are the largest internet service provider, or ISP, in Taiwan, with a market share of 68.6% as of December 31, 2011. As of December 31, 2011, HiNet had approximately 4.2 million subscribers. Our HiNet internet service generated revenues of NT\$17.3 billion, NT\$18.2 billion and NT\$18.0 billion (US\$0.6 billion) in 2009, 2010 and 2011, respectively.

The following table sets forth HiNet’s subscribers as of each of the dates indicated.

	As of December 31,		
	2009	2010	2011
	(in thousands, except percentages)		
Total internet subscribers in Taiwan	5,668	5,888	6,092
HiNet subscribers:			
HiNet dial-up subscribers	534	507	487
HiNet ADSL subscribers	2,043	1,768	1,559
HiNet FTTx subscribers	1,486	1,818	2,132
Other access technology subscribers	4	3	4
Total HiNet subscribers	<u>4,067</u>	<u>4,096</u>	<u>4,182</u>
Market share <sup>(1)</sup>	71.8%	69.6%	68.6%

(1) Based on data provided by the National Communications Commission.

We have maintained our leading market position despite a highly competitive market with over 183 internet service providers in Taiwan. We expect the competitive conditions currently prevailing in the internet service provider market to continue to intensify.

### **Internet Value-added Services**

Our HiNet portal at [www.hinet.net](http://www.hinet.net) provides value-added services to our customers, such as network security, Blog, travel, games, e-learning, financial information, music, video, anti-virus and links to other portals. We charge fees for some of these services. We also receive commissions for transactions completed on some of these other portals. Our internet video portal at [www.hichannel.hinet.net](http://www.hichannel.hinet.net) offers online entertainment services through the internet. In particular, our HiNet broadband (ADSL and FTTx) subscribers can access music, television programs, movies and other multi-media content on demand. We charge access fees for some of this content. We expect the revenues generated from these value-added services to grow as a percentage of our total internet services revenues.



## ***Data Communication Services and Internet Data Center Services***

We provide a wide range of managed data services, including frame relay services, asynchronous transfer mode services, and VPN services. Frame relay services provide high-speed data communications linking remote sites. Asynchronous transfer mode services are used to handle high-bandwidth, integrated voice, video, data and internet traffic between sites.

Internet data centers are facilities providing the physical environment necessary to keep computer network servers running at all times. These facilities are custom-designed with high-volume air conditioning temperature control systems, secure access, reliable electricity supply and connections to high-bandwidth internet networks. Data centers house, protect and maintain network server computers that store and deliver internet and other network content, such as web pages, applications and data. We currently have the greatest number of internet data centers in Taiwan compared to our competitors in Taiwan. We offer co-location, web hosting and application service provider services.

### ***Internet Other Services***

Our internet other services include government services, corporate solution and Information and Communications Technology, or ICT, services.

### **International Fixed Communications Business**

Our international fixed communications business include international long distance telephone services, international leased line services, international data services, satellite services and international other services.

### ***International Long Distance Telephone***

We provide international long distance telephone services in Taiwan. Total revenues from international long distance telephone services comprised 6.5%, 6.4% and 5.7% of our revenues in 2009, 2010 and 2011, respectively. In addition, we provide wholesale international long distance services to international simple resale operators that do not possess their own telephone network or infrastructure.

Since international fixed communication services have been open for competition since 2001, we expect competition in this line of business will continue to intensify. Our average market share of the international long distance market was approximately 60.3%, 58.4% and 54.9% in 2009, 2010 and 2011, respectively. Our market share decreased in 2011 primarily because of the intense competition in the international telecommunications business, including a loss of business due to other VoIP providers and service providers using unauthorized routers to carry long distance voice traffic. Our international long distance services consist primarily of international direct dial services and our discounted "Super eCall" services, which we introduced in April 2000. Under Super eCall, we use VoIP technology through international dedicated circuits which connect to our major correspondent carriers that route calls internationally. Super eCall customers are offered rates that are approximately 30% lower than those for our international direct dial service. Calls made over Super eCall represented 4.7%, 4.1% and 3.8% of our total outgoing international traffic in 2009, 2010 and 2011, respectively.

We commenced the wholesale of international long distance minutes to licensed international resale operators and other international carriers in 2001. International resale operators require a fixed line operator in Taiwan to complete their long distance telephone services originating in Taiwan. In addition, other international carriers often find it less expensive to route international calls through Taiwan. These resale operators and carriers purchase from us large numbers of minutes at discounted rates. In 2009, 2010 and 2011, we sold 1,291.6 million, 1,360.0 million and 1,206 million of wholesale outgoing minutes, which represented approximately 51.1%, 50.1% and 47.1% of our total outgoing international long distance minutes, respectively. Revenues from the wholesale of international long distance minutes increased by 11.8% from NT\$2,536 million in 2009 to 2,836 million in 2010, but only increased by 3.2% from NT\$2,836 million in 2010 to NT\$2,927 million in 2011. We primarily attribute the decrease in the growth rate to intensified market competition.

International calls to our top five destinations represented 68.0% of our outgoing international long distance call traffic in 2011. International calls from our top five destinations represented 51.4% of our incoming international long distance call traffic in 2011.

The following table shows the percentage of total outgoing international long distance minutes for our top five outgoing destinations in 2011.

<b>Destination</b>	<b>Percentage of total outgoing minutes</b>
Mainland China	34.8%
Indonesia	13.0
Philippines	7.9
Vietnam	7.3
United States	5.0
Total of top five destinations	68.0%

The following table shows the percentage of total incoming international long distance minutes for our top five incoming destinations in 2011.

<b>Destination</b>	<b>Percentage of total incoming minutes</b>
Mainland China	20.8%
United States	12.6
Malaysia	6.2
Indonesia	5.9
Japan	5.9
Total of top five destinations	51.4%

The following table sets forth information with respect to usage of our international long distance services for the periods indicated.

	<b>As of December 31,</b>		
	<b>2009</b>	<b>2010</b>	<b>2011</b>
	<b>(in thousands, except percentages and incoming/outgoing ratio)</b>		
Incoming minutes	1,865	1,915	1,737
Growth rate (compared to the same period in the prior year)	(4.3)%	2.7%	(9.3)%
Outgoing minutes	2,527	2,715	2,560
Growth rate (compared to the same period in the prior year)	6.4%	7.4%	(5.7)%
Total minutes	4,392	4,630	4,297
Incoming/outgoing ratio	0.74	0.71	0.68

Total outgoing international long distance minutes increased 7.4% from 2009 to 2010 primarily due to an increase in our international long distance wholesale and transit businesses. Our outgoing call volume decreased by 5.7% from 2010 to 2011 primarily due to intensified market competition, including a loss of business due to other VoIP providers and service providers using unauthorized routers to carry long distance voice traffic. Our incoming call volume increased by 2.7% from 2009 and 2010 primarily due to the general recovery of the economy in the R.O.C. and our incoming call volume decreased by 9.3% from 2010 to 2011 primarily due to the competition mentioned above.

Outgoing calls made by customers in Taiwan and by customers from foreign destinations using Taiwan direct service are billed in accordance with our international long distance rate schedule for the destination called. Rates vary depending on the time of day at which a call is placed. Customers are billed on a per minute basis for Super eCall services, whereas customers are billed on a six second unit basis for international direct dial services.

The following table sets forth information with respect to the average international long distance usage charge per minute that we received for outgoing international calls during the periods indicated:

	Year Ended December 31,					
	2009		2010		2011	
Average international long distance usage charge (per minute)	NT\$	3.6	NT\$	3.4	NT\$	3.6
Growth rate (compared to the same period in the prior year)		(15.0)%		(3.9)%		3.8%

Since we offered significant promotional packages and discounts in 2010, the international long distance minutes increased but total revenue declined, so the average charge per minute declined in 2010 compared with that in 2009. We changed our strategy in 2011 and did not continue to offer aggressive discounts. As a result, the average charge per minute increased in 2011 compared with that in 2010 because the decrease in the international long distance revenues was relatively smaller than the decrease in the number of minutes.

We pay for the use of networks of carriers in foreign destinations for outgoing international calls and receive payments from foreign carriers for the use of our network for incoming international calls. Traditionally, these payments have been made pursuant to settlement arrangements under the general auspices of the International Telecommunications Union. Settlement payments are generally denominated in U.S. dollars and are made on a net basis.

The following table sets forth information with respect to our gross international settlement receipts and payments during the periods indicated.

	Year Ended December 31,				
	2009	2010	2011		
	NT\$	NT\$	NT\$	NT\$	US\$
		(in billions)			(in millions)
Gross international settlement receipts	3.5	3.2	2.8		92.7
Gross international settlement payments	4.3	4.2	5.1		167.0

Our payments on an aggregate basis to international carriers have been more than our receipts from these carriers primarily because our customers' outgoing minutes exceeded incoming minutes.

In order to compete more effectively in the international long distance market, we have implemented innovative and customized discount calling plans and marketing campaigns directed at high-usage business customers. We also continue to promote our intelligent network services, including international VPNs, international toll free calling and calling card services, and our international long distance minutes wholesale business. Our subsidiary, Chief Telecom, launched its 070 phone-to-phone VoIP service in April 2009. In addition to the change in policy for collecting the tariffs for fixed line-to-mobile calls starting from 2011, we are also required to pay transition fees to the mobile operators, which as a whole caused negative impact on our revenues. As currently we do not have the right to set and collect the tariffs for our 070 service, we filed with NCC to return 30 thousand 070 numbers assigned by the NCC to Chunghwa Telecom, until the NCC give us the right to set and collect the tariffs for outbound calls from 070 numbers. The application was approved by the NCC on July 1, 2011.

#### ***Leased Line Services—International***

We are a leading provider of international leased line services in Taiwan. Leased line services involve offering exclusive lines that allow point-to-point connection for voice and data traffic. Leased lines are used by business customers to assemble their own private networks and by telecommunications service providers to establish networks to offer telecommunications services.

We provide data transmission services to major corporate customers in Taiwan. Since August 2001, licenses have been awarded to four undersea cable operators to engage in leased line services. Demand for high-speed data transmission services has been growing rapidly, as a result of growing consumer demand and lower tariffs due to increased competition. In particular, the total bandwidth of our lines leased increased by 115% in 2011.

The following table shows the bandwidth of international lines leased to third parties as of each of the dates indicated.

	As of December 31,		
	2009	2010	2011
	(in gigabits per second, or Gbps)		
Total bandwidth	63.1	113.4	243.9

Rental fees for international long distance leased line are generally based on transmission speed and distance.

We continue to experience a decline in rental fees for all of our leased line products. The decline in rental fees since 2000 has been substantial, particularly for international leased lines, partly as a result of competition from new international leased line service providers. In response, we continue to implement marketing and service campaigns to retain our high-value corporate customers.

#### ***International Data Services***

Our international data services include international IP VPN services and Taiwan internet gateway services. Total revenues for international data services were NT\$0.8 billion, NT\$1.0 billion and NT\$1.1 billion (US\$37.4 million) for 2009, 2010 and 2011 respectively. Due to growth of the international corporations in Taiwan, we expect demand for IP VPN and Taiwan internet gateway services to continue to increase and our revenues from our international data services to continue to grow.

#### ***Satellite Services***

We entered into a contract with ST-2 Satellite Ventures Pte., Ltd. on March 12, 2010 to lease capacity on the ST-2 satellite. The lease term is 15 years starting from the official start of operations of the ST-2 satellite, and the total contract value is approximately NT\$6.0 billion (US\$198.2 million). This contract requires a prepayment of NT \$3.1 billion (US\$101.4 million), and the remaining amount will be paid annually when ST-2 satellite starts its official operation. The ST-2 telecommunications satellite launched on May 21, 2011 and began commercial operation in August 2011. We stopped commercial operation of the ST-1 telecommunications satellite at the end of 2011 when the ST-2 satellite began commercial operations. Please refer to note 29 of our consolidated financial statements included elsewhere in this annual report for further details.

In addition, we have two satellite communication centers that enable us to provide satellite value-added services and backup systems for use in major emergencies. We also provide satellite services to Southeast Asia.

#### ***International Other Services***

Our international other services include corporate solution services.

#### **Others**

Our others business segment include revenues from our non-telecom services, including property sales made by our subsidiary Light Era Development Co., Ltd..

#### **Interconnection**

We provide interconnection of our fixed line network and mobile network with other operators.

The following table sets forth our interconnection fee revenues and costs for the periods indicated. These revenues and costs are included, depending on the nature of the call made, in domestic fixed communications or mobile communications revenues and expenses, respectively.

	Year Ended December 31,			
	2009	2010	2011	
	NT\$	NT\$ (in billions)	NT\$	US\$ (in millions)
<b>Interconnection fee revenues:</b>				
Fixed line <sup>(1)</sup>	2.9	2.7	1.6	50.5
Mobile <sup>(2)</sup>	7.5	7.9	8.3	273.8
<b>Interconnection costs:</b>				
Fixed line <sup>(1)(3)</sup>	0.2	0.2	5.9	196.7
Mobile	7.2	7.4	8.4	277.0

(1) Includes local and domestic long distance telephone services.

(2) Includes SMS air time charges.

(3) The interconnection costs increased in 2011 due to the change in policy for collecting the tariffs for fixed line-to-mobile calls starting from 2011.

Tariffs for telephone calls between our fixed line customers and mobile customers of other mobile operators were set by the mobile operators before January 1, 2011. The mobile operators pay us interconnection fees based on minutes of usage, regardless of who initiated the call. However, the National Communications Commission made amendments on August 4, 2010, stipulating the fixed line network that initiated the call has the right to set and collect the tariffs for these fixed-line to mobile calls from January 1, 2011 onwards. Since we are the market leader of the local call services, in addition to the interconnection fees, we are also required to pay transition fees to the mobile operators for a period of six years. The transition fees will decrease gradually over the period and we will stop paying for them in 2017. The foregoing reasons caused the increase in our interconnection costs in 2011.

The interconnection rate for calls initiated by mobile customers to fixed line customers is NT\$0.5219 per minute during peak times and NT\$0.2718 per minute during off-peak times. The interconnection rate between fixed line customers and other fixed line customers is NT\$0.32 per minute during peak times and NT\$0.09 per minute during off-peak times. The interconnection rate for fixed line customers to domestic or international long distance is NT\$0.32 per minute.

In accordance with governmental regulations, the contracts governing our interconnection arrangements must specifically address a number of prescribed issues. For example, our interconnection charge should reflect our costs with respect to the network elements used. In addition, cost increases are subject to approval by the regulatory authorities. We expect that our interconnection contracts will generally be reviewed annually, although we may also enter into long-term contracts.

### Emerging Services

Our ICT services includes integrated services such as our Intelligent Energy Network, or iEN, and our Intelligent Transportation System, or ITS, services. Our iEN service helps companies and corporations implement energy saving measures through computer analysis of data. Our ITS service provides navigation, real-time traffic information and infotainment through mobile devices for cars and drivers. In addition to developing ICT businesses, such as iEN, ITS, IS, Call Center, IDC, we also pursue and bid for government projects aiming to boost economic development, for example, we had won the bid for “The New Generation Reform Project of Taxation Information Systems” launched by the Financial Data Center, Ministry of Finance in February 2010, “Mobile Police (M-Police) Project”, “Backbone Network and Backup Service Project” for Air Navigation & Weather Services, Civil Aeronautics Administration, and “Broadband Network Installation Project” for monitoring equipment of Suhua Highway in 2011.

Cloud Computing is also one of our key new business initiatives, as it is expected to be one of the main long-term growth platforms for telecom operators in the coming years. We have made advances in this segment throughout 2011 which we believe will position us as an industry leader over the long run. We continue to cooperate with the government network communication entities and independent software vendors to promote innovative cloud services and applications. We have already begun to offer Software as a Service Customer relationship management, or SaaS CRM, hicloud CaaS, and hicloud Apps mall to small and medium sized enterprises and public users. We have also made over 130 SaaS in hicloud Apps mall, and the number of our cloud customers exceeded 1,000 small and medium sized enterprises as of the December 31, 2011. Underpinning the rollout of our cloud computing services is our capability and experience in offering datacenter services to enterprise customers, including our ongoing initiative to build the largest cloud computing data center in Taiwan in anticipation of growing demand for this service. We believe the strength and reliability of our technology and services provide us with competitive advantages to continue expanding our cloud computing services in the future.

As an integrated telecom service provider, we are providing and continuing to develop convergence services. For example, we have integrated our internal resources to offer cross-platform services over our broadband, mobile and internet platforms. These convergence services allow our customers to access our services, such as our multi-media programs, through a variety of terminals and devices.

## Marketing, Sales and Distribution

### *Marketing Strategy*

In order to retain and expand our large customer base and to encourage our customers to increase their use of our services and products, we continue to focus our marketing strategy on the following areas.

- **Services, Products and Bundled Offerings.** We continually develop new value-added services and products, and bundle our services and products based on different market segments, with the aim of increasing our high-usage customers and enhancing customer loyalty. For example, we entered into an agreement with Apple Inc. and are currently a reseller of the iPhone in Taiwan. The iPhone combined with our mPro service helps retain existing customers and generate revenues through the increased use of our value-added services.
- **Pricing and Promotions.** We design flexible pricing packages that allow customers to select structures best tailored to their usage patterns, and design special promotional packages to encourage usage. For example, we have provided our “Friends and Family”, “Genki Plan”, “Let’s Talk” and “My Hotline” promotion package to attract mobile customers.
- **Distribution Channels.** We seek to facilitate customer subscription by adding more service points. In addition, we seek to broaden our distribution reach by strengthening our cross-industry alliances and marketing relationships. Furthermore, we seek to expand our sales channels by implementation of a sales agent system. In 2009, we began a collaboration with Tsann Kuen Trans-Nation Group, allowing the registration of mobile numbers at electronics stores for the first time, effectively increasing our points of sale. We also developed staff incentive programs to better motivate our sales staff.
- **Business Customers.** We expanded our customer focus to include small and medium-sized enterprises in addition to large corporations. We seek to serve the needs of large corporate customers by devoting a project manager or project engineer to service these customers. These account managers are responsible for developing customized solutions and tariff packages to meet the specific needs of our customers. We continually update and expand our service offerings so that we can remain a one-stop telecommunications services provider to our corporate customers and provide for all of their telecommunications needs. Our dedicated local teams serve the needs of small and medium-sized enterprises. These teams also use our data bank to identify and target potential clients for promoting our e-commerce and mobile services. In addition, we help our corporate customers improve their efficiency and competitiveness by creating information systems for them.

- Advertising. We are committed to further strengthening the Chunghwa Telecom brand and image as well as strengthening and expanding market recognition of our specialized product brands, such as HiNet and emome. We plan to leverage our leading market position and status to strengthen the overall advantage of our product brands.

### ***Sales and Distribution***

Our marketing department at our corporate headquarters in Taipei is responsible for central business planning and formulating our marketing strategies and objectives. We have multiple marketing departments for our various businesses which are responsible for business and marketing planning.

We also have 17 operations offices, 326 service centers and 223 exclusive service stores located throughout Taiwan that are responsible for operations, sales and customer service in their respective local areas.

### ***Customer Service and Billing***

We believe our reputation for quality customer service has helped us attract new customers and maintain customer loyalty. We regularly survey our customers to improve our service and better understand market demand and customer preferences, and seek to develop products and services accordingly.

We provide the following services to our customers:

- 24-hour customer service and technical support through our service centers, call centers and website;
- English billing documents available upon request;
- free of charge itemized billing for international and domestic long distance calls;
- bill payment services at 24-hour convenience stores, bank service counters, automatic teller machines, and service centers throughout Taiwan, via direct debit, over the phone, online at our website (www.cht.com.tw), on MOD, and on mobile handset emome or Hami;
- online information and bill payment services at our website (www.cht.com.tw) and customer service hotline for telephone payment; and
- consolidated and automated billing for all services.

### ***Network Infrastructure***

Our network infrastructure consists of transmission networks that convey voice and data traffic, switching networks that route traffic between networks, and mobile, internet, leased line and data switching networks.

We purchase most of our network equipment from well-known international suppliers. As part of the purchase contract, these suppliers deliver and install the equipment for us. We also purchase from local suppliers a variety of components such as transmission lines, switches, telephone sets, MOD set-top boxes, and radio transmitters.

Approximately 13,959 of our employees were engaged in network infrastructure development, maintenance, operation and planning as of December 31, 2011.

### ***Internet Protocol Broadband Backbone Network***

Our internet protocol broadband backbone network consists of an inner core network and an outer core network. We completed the construction of our high-speed internet protocol backbone network at the end of 2011 with 16 sets of 4.5 Tbps/2.5Tbps/1.6 Tbps/1.2 Tbps/640 Gbps switch routers for the inner core network and more than 50 sets of 1.2Tbps /640 Gbps/320



Gbps/80 Gbps switch routers for the outer core network. We believe this network will enable us to meet the increasing demand for broadband access and broadband multimedia services.

### ***Transmission Networks***

As of December 31, 2011, our transmission networks consisted of approximately 1.32 million fiber kilometers of fiber optic cable for trunking and approximately 4.19 million fiber kilometers of fiber optic cable for local loop.

Synchronous digital hierarchy, or SDH, architecture is an advanced technology that allows for instantaneous rerouting and eliminates downtime in the event of a fiber cut. In addition, SDH offers better reliability and performance for optical fiber transmissions at a lower operating cost. In December 2002, we installed synchronous transport module 64 or STM 64, multiplexer and 32-wavelength dense wavelength division multiplexing, or DWDM, equipment on our long-haul backbone network. Our STM 64 multiplexer can multiplex several low speed signals into a 10 gigabits per second, or Gbps, high-speed signal. DWDM equipment uses a technology that puts data from different sources together on an optical fiber with each signal carried on its own separate wavelength. Both STM 64 multiplexer and DWDM equipment can increase our network capacity. Furthermore, between 2003 and 2007, we deployed 32-wavelength optical add-drop multiplexer rings in Taipei, Taichung, Tainan and Kaohsiung. Between 2007 and 2011, we deployed 40/80-wavelength Re-configurable Optical Add-Drop Multiplexer, or ROADM, for backbone transmission network in order to provide new data services such as gigabit Ethernet, fiber channel, 2.5 gigabit and 10 gigabit packet over SDH and 10 gigabit Ethernet. We have already completed the deployment of 397 wavelength ROADM by the end of 2011. To meet the demand for broadband services, we will install an optical cross-connect, or OXC, network and a next generation synchronous digital hierarchy, or NG SDH, network, which provides gigabit Ethernet over SDH service, between 2009 and 2013. We have already completed the deployment of 3,514 GbE OXC/NG SDH by the end of 2011.

Based on the transmission network described above, we have been providing connection circuit service of 10 gigabit packet over SDH and 10 gigabit Ethernet to the government's Taiwan Advanced Research and Education Network since November 2006 and continued the service until November 2012.

As part of our strategic focus on the internet and data markets, our local loop connections use ADSL technology. This enables us to deliver high-speed internet, multimedia and other data services to our customers. Substantially all of our installed telephone lines are capable of delivering ADSL services. As of December 31, 2011, we had approximately 4.21 million lines of ADSL and had 2.1 million ADSL customers. In addition, the Ethernet-based FTTx system is also introduced into our access network to provide broadband services, such as MOD, high speed internet access and VPN. As of December 31, 2011, we have constructed approximately 4.05 million FTTx ports and had 2.4 million FTTx customers. Our FTTx service can offer high-speed broadband internet access rates up to 1Gbps.

### ***Switching Networks***

***Domestic telecommunications network.*** Our domestic public switched telephone network consists of 19 message areas connected by a long distance network. As of December 31, 2011, we had 38 long distance exchanges, which are interconnection points between our telecommunications network.

As of December 31, 2011, our NGN core network consisted of 798,100 local telephone subscribers, comprising of 448,000 Session Initiation Protocol-based, or SIP-based, and 350,100 Access Gateway-based, or AG-based, subscribers. In 2011, we initiated a new extension of 349,000 AG-based subscribers. AG-based subscribers will be provided with the original services. SIP-based subscribers access the NGN core network through broadband circuits and will have access to innovative value-added services in the future along with the original services.

Our NGN Managed IP backbone network consists of an inner core network and an outer core network. We completed the construction of our high-speed NGN Managed IP backbone network at the end of 2011 with 12 sets of 1.6 Tbps/640 Gbps switch routers for the inner core network and more than 24 sets of 640 Gbps switch routers for the outer core network. The bandwidth of the network is approximately 715 Gbps as of the end of 2011. We believe this network will enable us to meet the increasing demand for

NGN services, such as VoIP, and all managed services, including MOD and VPN.

We currently have intelligent networks installed over our public switched telephone networks for our domestic long distance and international networks, as well as a local intelligent network in the Taipei, Taichung and Kaohsiung metropolitan areas. Our intelligent network is designed to facilitate the use of value-added services by providing more information about calls and allowing greater management of those calls.

As of December 31, 2011, our domestic network included 17.6 million installed telephone lines, and reached virtually all homes and businesses in Taiwan.

**International network.** Our international transmission infrastructure consists of both submarine cable and satellite transmission systems, which link our national network directly to 101 telecommunications service providers in 45 international destinations.

International calls are routed between Taiwan and international destinations through one of our two international switching centers, one located in Taipei and the other in Kaohsiung. Each center had two time-division multiplexing, or TDM, international gateway switches and two NGN international gateway switch. We had a trunk capacity of 143,040 channels in total as of December 31, 2011.

As of December 31, 2011, we have invested in 16 submarine cables, seven of which land in Taiwan. After the number of submarine cables we invest in has increased from 14 in 2010 to 16 in 2011, we have increased the capacity of each of our current submarine cables, increasing our aggregate total capacity from 774 Gbps in 2010 to 1,058 Gbps in 2011.

#### **Mobile Services Network**

Our mobile services network consists of:

- cell sites, which are physical locations equipped with a base station consisting of transmitters, receivers and other equipment used to communicate through radio channels with customers' mobile handsets within the range of a cell;
- BSC (base station controllers) for GSM or RNC (radio network controller) for 3G, which connect to, and control, the base station within each cell site;
- cellular switching service centers, which control the base station controllers and the processing and routing of telephone calls;
- GGSN (gateway GPRS support nodes), which connect our GPRS network to the internet;
- SGSN (serving GPRS support nodes), which connect the GPRS network to the base station controllers; and
- transmission lines, which link (i) with respect to the GSM or 3G network, the mobile switching service centers, base station controllers, base stations and the public switched telephone network, and (ii) with respect to the GPRS network, the base station controllers, the support nodes and the internet.

The following table sets forth selected information regarding our mobile networks as of the dates indicated.

	As of December 31,		
	2009	2010	2011
<b>GSM system</b>			
GSM base stations	9,384	9,336	9,531
Switches	49	44	44
Lines of capacity (in thousands)	7,700	6,500	6,500
Taiwan population coverage	99.9%	99.9%	99.9%

	As of December 31,		
	2009	2010	2011
<b>3G system</b>			
3G base stations	6,243	6,879	8,442
Servers / gateways	8/15	8/16	8/16
Lines of capacity (in thousands)	3,000	3,450	4,400
Taiwan population coverage	93.1%	94.5%	95.8 %
System (Home Location Register) capacity (in thousands)	5,400	7,200	7,200

	As of December 31, 2011
<b>Packet-switched system after consolidation of GSM and 3G</b>	
GPRS gateway support nodes	14
Direct IP access locations / capacity (in Gbps)	15.5/46.6
Serving support nodes	12

We provide mobile services based on the GSM network standards. We have the 900 MHz and 1800 MHz frequency bands paired with spectrums of 15 MHz and 11.25 MHz, respectively, for our GSM services. We began providing mobile communications services based on the GPRS network standards in August 2001, using “emome” as the portal name. We completed a system expansion of our mobile services network to accommodate more than 8.5 million customers, including 2.0 million GPRS customers, at the end of 2003. As of December 31, 2011, we have constructed 9,531 base stations, providing up to 99.9% population coverage. Since the launch of our 3G mobile services, we have gradually transitioned GSM subscribers to 3G and have started to consolidate our GSM network. As a result, the number of switches and network capacity has reduced to 44 and 6.5 million lines, respectively, as of the end of 2010 and 2011.

We have installed an intelligent network on our mobile services network infrastructure to enable us to provide prepaid services as well as a wide range of advanced call features and value-added services. As of the end of 2011, our intelligent network capacity is 1.55 million prepaid customers and 1.2 million mobile virtual private network customers.

We have 15 MHz paired spectrum plus 5 MHz unpaired spectrum in the 2 GHz frequency band for our 3G mobile services, which was launched in July 2005. We contracted Nokia Siemens Networks to provide the core network, radio access network, service network, transmission network and maintenance network for our 3G network. To promote mobile internet use, we upgraded our network to 3.5G in September 2006, with downlink and uplink speeds of 7.2 Mbps and 2.0 Mbps, respectively. To meet the high growth in mobile data traffic, we have upgraded our existing High-Speed Packet Access (HSPA with capability of 14.4 Mbps and 5.76 Mbps each for Down-link and Up-link) Network to HSPA+ (with capability of 21.6 Mbps and 11.5 Mbps each for Down-link and Up-link). As of December 31, 2011, we have completed the construction of 8,442 3G base stations with a network capacity of 4.4 million lines and 7.2 million subscribers.

In order to operate our packet-switched network more efficiently, we have consolidated GSM and 3G serving GPRS support nodes (SGSN) into a single core network. We have also introduced the Direct Tunnel technology to flatten the packet-switched network to enhance the user’s experience. With the introduction of high speed networks and terminals to promote our mobile internet business, we added direct local IP access to eight locations and expanded the capacity to 46.6 Gbps as of the end of 2011.

### **Internet Network**

HiNet, our internet service provider, has the largest internet access network in Taiwan, with 33 points of presence, approximately 1,808 dial-up ports, approximately 5,518,000 broadband remote access server ports and a backbone bandwidth of

approximately 1,740 Gbps as of December 31, 2011. We plan to increase HiNet's points of presence and backbone bandwidth to approximately 2,290 Gbps by the end of 2012.

HiNet's total international connection bandwidth is 315 Gbps as of December 31, 2011. As we expect that internet traffic flows to and from the United States will continue to increase, we plan to expand our bandwidth to the United States. We also plan to increase our links to other countries, including Japan, Korea, Hong Kong, Singapore, Mainland China, Malaysia and Thailand.

#### ***Leased Line and Data Switching Networks***

We operate leased line networks on both a managed and unmanaged basis. In addition, we operate a number of switched digital networks used principally for the provision of packet-switched, frame relay, asynchronous transfer mode technology and a multi protocol label switching internet protocol VPN. We have completed the construction of a digital cross connect system for provisioning and managing voice-grade data services throughout Taiwan with a total of 50 nodes. As of December 31, 2011, we had 3,168 frame relay ports, 150 X.25 ports, 2,686 asynchronous transfer mode ports and approximately 66,655 multi protocol label switching internet protocol VPN virtual ports.

Our data networks support a variety of transmission technologies, including X.25 protocol, frame relay and asynchronous transfer mode technology. We have also built up our HiLink VPN that combines internet protocol and asynchronous transfer mode technologies. The advantage of a HiLink VPN based on multi protocol label switching technology is that it can carry different classes of services, such as video, voice and data together to provide services with various qualities of service, high performance transmission and fast forward solution in an enhanced security network. A HiLink VPN can be accessed by an ADSL and can include built-in mechanisms that can deal with overlapping internet protocol addresses. Therefore, the network potentially is less costly and requires less management for business applications.

#### **Competition**

We face competition in virtually all aspects of our business.

#### ***Domestic Fixed Communications***

We are the largest domestic fixed communications service provider in Taiwan, with a market share of approximately 95.3% in terms of customers for local telephone services, approximately 74.1% in terms of traffic for domestic long distance telephone services in 2011, and approximately 79.2% share of the broadband internet access market in terms of customers. Three new providers, namely, Taiwan Fixed Network, New Century Infocomm Tech. Co., Ltd. and Asia Pacific Telecom Co. Ltd., have provided fixed communication services since June 2001. Our domestic long distance services compete with mobile services as people increasingly use mobile handsets. We believe that the fixed line competition in Taiwan will be primarily based on price, quality of service, network coverage and customer services, such as call centers and unified billing.

We are required by Republic of China regulations to provide number portability and unbundled local loop access.

Our primary competitors in leased line services and broadband services include:

- Leased line service providers: Taiwan Fixed Network, New Century Infocomm Tech. Co., Ltd., Asia Pacific Telecom Co. Ltd., East Asia Netcom Taiwan, Reach Global Services Ltd., FLAG Telecom and Taiwan International Gateway Corporation.
- Broadband internet access providers: kbco Co., Ltd., Taiwan Fixed Network and New Century Infocomm Tech. Co., Ltd., China Network System Co., Ltd.; and

- Cable operators: kbrc Co., Ltd., China Network Systems Co., Ltd., Taiwan Broadband Communications Co., Ltd., Pacific Broadband Co., Ltd., and Taiwan Infrastructure Technology Co., Ltd.

### ***Mobile Communications***

There are currently three major GSM mobile operators in Taiwan, namely, Taiwan Mobile Co., Ltd., FarEasTone Telecommunications Co., Ltd. and us. Based on data provided by the National Communications Commission, as of December 31, 2011, we were the largest mobile operator in Taiwan, with a 56.0% market share in terms of 2G customers. Smart phones with 3G mobile data packages are becoming popular in recent years. To attract more high-end data users, the other two major operators started to offer free intra-network calling packages bundled with mobile data service. Also, there are two 3G mobile operators in Taiwan in addition to us, namely Asia Pacific Telecom Co., Ltd. and Vibo Telecom Inc., as well as one personal handyphone system operator, First International Telecom. Furthermore, the government issued a total of 15 mobile virtual network operator, or MVNO, licenses, which allow operators without a spectrum allocation to provide mobile services by leasing the capacity and facilities of a mobile service network from a licensed mobile service provider. We are currently cooperating with Carrefour Telecom Co., Ltd. We may cooperate with other mobile virtual network operators in the future. As of the end of 2011, there were also six WiMAX service providers in Taiwan, providing services to approximately 133,067 customers in total according to the data provided by the National Communications Commission. We compete in the wireless services market primarily on the basis of price, quality of service, network reliability and attractiveness of service packages.

### ***Internet***

Our primary competitors in internet services are other internet services providers, including SeedNet, Asia Pacific Online.

We are the largest provider of internet services in Taiwan. As of December 31, 2011, we had a 68.6% share of the Taiwanese internet service market in terms of customers. We compete in the internet services market primarily on the basis of price, technology, speed of transmission, amount of bandwidth available for use, network coverage and value-added services.

### ***International Fixed Communications***

We are the largest international fixed communications service provider in Taiwan, with a market share of approximately 54.9% in terms of traffic for international long distance telephone services in 2011. Three new providers, namely, Taiwan Fixed Network, New Century Infocomm Tech. Co., Ltd. and Asia Pacific Telecom Co. Ltd., have provided fixed line services since June 2001. We believe these operators are primarily focused on international long distance services. In addition, we anticipate that these operators will focus on corporate customers, which typically generate higher profit margins than residential customers. Since August 2001, four undersea cable services licenses have been granted. These undersea cable operators, as well as internet service providers and international simple resale operators, have begun offering international leased line services to other fixed line operators, internet service providers and international simple resale operators.

Our international long distance services compete with international long distance resale services and alternative mediums for making international calls, including VoIP technologies, such as those provided by Skype.

### **Cybersecurity and Personal Information Protection**

To prevent increasing cyber risks and threats, recently we have implemented the following mechanisms:

- We have built an online service system which enables Certificate Authority's Secure Socket Layer functions that performs as a secure tunnel to transmit encrypted customer's information. In addition, we offered the Global Trust Secure Site Seal to protect from phishing attacks on payment web sites.

- The High-Availability systems in our data centers deploy firewall and Intrusion Prevention System, or IPS, to defend against hacker' attacks, and the web application programs enforce penetration test to ensure the security of our customers' information.
- The network equipments in our data centers could distinguish DDoS threats and reject or block the attacks. In the future, we could even block the DDoS traffic over the backbone network.

On April 27, 2010, the R.O.C. legislature passed the Personal Information Protection Act, or PIPA, which may become fully effective in 2012 and will be applied to all individuals, legal entities and enterprises that collect, process and use personal information. Furthermore, PIPA will have a significant impact on the banking and service industries in Taiwan. Under the amendments, the level of responsibility and liability on personal information protection of a company will be raised. We need to conduct inventory checks of personal information that we currently hold, establish standard operating procedures, or SOP, to comply with the requirements under PIPA, and take information security measures to protect the data.

To comply with the PIPA, we implemented a series of measures to avoid the customer's information leakage:

- The customer information systems have been enforced on firewall and IPS to avoid hacker's attacks.
- Regular internal audit: Our auditing department completes an annual audit plan and regularly audits information circulation in each department on customer information management and protection.
- External consulting: We, in accordance with the PIPA, request accounting firms not performing audit service for us to conduct external consulting every year on customer information management and protection.
- Documents containing customer's personal information are labeled highly confidential. All levels of managers shall monitor the usage of customers' personal information by employees.

### Properties

Our properties consist mainly of land, land improvements and buildings located throughout Taiwan. We own approximately 411 hectares of land and 3.5 million square meters of building floor space. In January 2008, we established Light Era Development Co., Ltd. for the purpose of developing our real estate properties. As of December 31, 2011, we have transferred six properties to Light Era. Five of these properties are under development. The Wan-Xi project, Li-Shui B project and LightEra-Covent Project have been completed in 2011 and the Guang-Dian project and Li-Shui A project are expected to be completed in 2012. Following the gradual completion of land rezoning, we have focused our real estate development more towards multiuse and diverse projects. Hence, besides the six properties we transferred to Light Era, we have developed more properties for commercial use and participated in government urban redevelopment plans. We have received approximately NT\$696 million (US\$22.7 million) in rental income in 2011 from such properties, and expect to receive approximately NT\$515 million (US\$15.6 million) in 2012.

### Insurance

We do not carry comprehensive insurance for our properties or any insurance for business disruptions. We do, however, maintain in-transit insurance for key materials, such as cables, equipment and equipment components. We carried insurance for the ST-1 satellite until July 1, 2011 when it ceased business operation. We do not carry insurance for the ST-2 satellite since we only lease capacity for our operations instead of owning the satellite.

### Employees

Please refer to "Item 6. Directors, Senior Management and Employees—D. Employees" for a discussion of our employees.

## Our Pension Plans

Currently, we offer two types of employee retirement plans—our defined contributions plan and defined benefits plan—which are administered in accordance with the Republic of China Labor Standards Act and the Republic of China Labor Pension Act.

## Legal Proceedings

A portion of the land used by us during the period between July 1, 1996 and December 31, 2004 was jointly owned by us and Chunghwa Post Co., Ltd., Directorate General of Postal Service. In accordance with the claims process in Taiwan, on July 12, 2005, the Taiwan Taipei District Court sent a claim notice to us requiring us to reimburse Chunghwa Post Co., Ltd. in the amount of NT\$768.0 million for land usage compensation due to the portion of land usage area in excess of our ownership, along with interest calculated at 5% interest rate from June 30, 2005 to the payment date. However, we believe that both parties have the right to use co-managed land without consideration and thus Chunghwa Post Co., Ltd. does not have the right to request land compensation payments. Furthermore, we also believe that the computation used to derive the land usage compensation amount is inaccurate because most of the compensation amount has expired as a result of the expiration clause. On March 30, 2009, the Taiwan Taipei District Court rendered its judgment that we only need to pay approximately NT\$17 million (US\$0.5 million), along with interest calculated at 5% per annum from July 23, 2005, and 4% of Chunghwa Post Co., Ltd.'s court fees as compensation. Chunghwa Post Co., Ltd. appealed to the Taiwan High Court on April 22, 2009. We also filed an appeal to the Taiwan High Court within the statutory period. On April 7, 2010, the Taiwan High Court rendered its judgment, ruling that we need to pay approximately NT\$23 million (US\$0.7 million), in addition to the approximately NT\$17 million from the Taiwan Taipei District Court judgment, along with interest calculated at 5% per annum from July 23, 2005, and 12.5% of Chunghwa Post Co., Ltd.'s court fees from its original suit and subsequent appeal as compensation. We filed an appeal with the Supreme Court on April 22, 2010 and the Supreme Court reversed and remanded the judgment for a new trial at Taiwan High Court in June 2011. On January 6, 2012, the Taiwan High Court ruled that we need to pay NT\$4 million (US\$0.1 million) to Chunghwa Post Co., Ltd., in addition to the amount as demanded by court in the Taipei District Court judgment, along with interest calculated at 5% per annum from July 23, 2005. After further evaluation, we decided not to appeal the judgment.

On September 30, 2008, the Taiwan Kaohsiung Administrative High Court ruled that we are required to pay NT\$428 million in land usage fees to the Kaohsiung City Government. During the three month period ending December 31, 2009, we recognized the maximum possible amount of NT\$428 million in connection with this litigation as an expense under operating costs. On June 22, 2010, the Supreme Administrative Court judged that we should pay the land usage fees to the Kaohsiung City Government, and we have made the payment accordingly.

We are involved in various legal proceedings of a nature considered in the ordinary course of our business. It is our policy to provide for reserves related to these legal matters when it is probable that a liability has been incurred and the amount is reasonably estimable.

We believe that the various asserted claims and litigation in which we are involved will not materially affect our financial condition or results of operations although no assurance can be given with respect to the ultimate outcome of any such claim or litigation.

## Capital Expenditures

See “Item 5. Operating and Financial Review and Prospects—B. Liquidity and Capital Resources—Capital Expenditures” for a discussion of our capital expenditures.

## Enforceability of Judgments in Taiwan

We are a company limited by shares and incorporated under the Republic of China Company Act and the Statute of Chunghwa Telecom Co., Ltd. All of our directors and executive officers, our supervisors and some of the experts named in this annual report are residents of Taiwan and a substantial portion of our assets and the assets of those persons are located in Taiwan. As a result,



it may not be possible for investors to effect service of process upon us or those persons outside of Taiwan, or to enforce against them judgments obtained in courts outside of Taiwan. We have been advised by our Republic of China counsel that in their opinion any final judgment obtained against us in any court other than the courts of the Republic of China in connection with any legal suit or proceeding arising out of or relating to the ADSs will be enforced by the courts of the Republic of China without further review of the merits only if the court of the Republic of China in which enforcement is sought is satisfied that:

- the court rendering the judgment has jurisdiction over the subject matter according to the laws of the Republic of China;
- the judgment and the court procedure resulting in the judgment are not contrary to the public order or good morals of the Republic of China;
- if the judgment was rendered by default by the court rendering the judgment, we were served within a reasonable period of time in accordance with the laws and regulations of the jurisdiction of the court or process was served on us with judicial assistance of the Republic of China; and
- judgments at the courts of the Republic of China are recognized and enforceable in the court rendering the judgment on a reciprocal basis.

A party seeking to enforce a foreign judgment in the Republic of China would be required to obtain foreign exchange approval from the Central Bank of the Republic of China (Taiwan) for the payment out of Taiwan of any amounts recovered in connection with the judgment denominated in a currency other than NT dollars if a conversion from NT dollars to a foreign currency is involved.

## Regulation

### *Overview*

We were subject to the Statute of Chunghwa Telecom Co., Ltd. prior to our privatization. Although we have been privatized, the Legislative Yuan has not yet abolished the Statute of Chunghwa Telecom Co., Ltd., and at this time, the Statute of Chunghwa Telecom Co., Ltd. is still applicable to us.

### *Regulatory Authorities*

Prior to March 1, 2006, we were under the supervision of the Ministry of Transportation and Communications and the Directorate General of Telecommunications. On March 1, 2006, the National Communications Commission was formed in accordance with the National Communications Commission Organization Law, or the Organization Law, which was intended to transfer regulatory authority over the Taiwan telecommunications industry from the Ministry of Transportation and Communications and the Directorate General of Telecommunications to the National Communications Commission. The National Communications Commission was comprised of nine commissioners who were recommended by the government and opposition political parties in the Legislative Yuan, as well as recommended by the Executive Yuan and approved by the Legislative Yuan. However, the Executive Yuan considered the composition of the National Communications Commission unconstitutional and petitioned the Grand Justices of the Republic of China, or the Grand Justices, to interpret the constitutionality of the formation of the National Communications Commission and the procedure for nominating commissioners to serve on the National Communications Commission. On July 21, 2006, the Grand Justices rendered an interpretation and held that the relevant provisions under the Organization Law as to the nomination procedures for the commissioners of the National Communications Commission were unconstitutional. However, the Grand Justices granted a grace period allowing such provisions of the Organization Law to remain in effect until December 31, 2008.

On January 9, 2008, an announcement issued by the President amended the Organization Law, or New Amendment, amending the unconstitutional formation articles and reducing the total number of commissioners to seven with a term of four years, but three

of the commissioners appointed after the New Amendment are with a term of two years. The commissioners will be nominated by the premier of the Executive Yuan and approved and appointed by the Legislative Yuan.

The new nomination method under the New Amendment became effective on February 1, 2008 when the Legislative Yuan started its new term. The nine incumbent commissioners continued to serve until July 31, 2008, when their terms ended. The premier of the Executive Yuan nominated seven commissioners on July 1, 2008, and they were approved and appointed by the Legislative Yuan on July 18, 2008. The new commissioners took office on August 1, 2008. Thereafter, upon the resignation of one commissioner and the expiry of the term for the three commissioners, four new commissioners were nominated by the premier of the Executive Yuan, approved and appointed by the Legislative Yuan and began serving as commissioners on August 1, 2010. The Organization Law was further amended on December 28, 2011 by adding the removal of the commissioners, delegation of power and other administrative matters. The Executive Yuan is authorized to determine the effective date of the new amendment.

In accordance with the National Communications Commission Organization Law, the National Communications Commission is responsible for:

- formulating, implementing and interpreting telecommunications laws and regulations;
- issuing telecommunications licenses and regulating the operation of telecommunications industry participants;
- assessing and testing telecommunication systems and equipment;
- drafting and promulgating technical standards for telecommunications and broadcasting;
- classifying and censoring the contents of telecommunications and broadcasting;
- managing telecommunications and media resources in Taiwan;
- maintaining competition order in the telecommunication and broadcasting industries;
- governing technical standards in connection with the safety of information communications;
- managing and facilitating the resolution of disputes pertaining to the Taiwan telecommunications and broadcasting industries;
- managing offshore matters relating to Taiwan's telecommunications and broadcasting industries including matters of international cooperation;
- managing funds allocated for the development of Taiwan's telecommunications and broadcasting industries;
- monitoring, investigating and determining matters in relating to Taiwan's telecommunications and broadcasting industries;
- enforcing restrictions under telecommunications and broadcasting laws and punishing violators; and
- supervising other matters in relation to communications and media.

### ***Telecommunications Act***

The Telecommunications Act and the regulations under the Telecommunications Act establish the framework and govern the various aspects of the Taiwan telecommunications industry, including:

- licensing of telecommunications services;
- telecommunication numbers;
- restrictions on dominant telecommunications service providers;
- tariff control and price cap regulation;
- accounting separation system;
- interconnection arrangements;
- bottleneck facilities;
- spectrum allocation;
- provision of universal services;
- equal access;
- number portability;
- local loop unbundling;
- co-location; and
- ownership limitations.

Each of these aspects is described below. The Telecommunications Act also establishes a non-auction pricing system for assignment of radio frequencies.

### ***Licensing of Telecommunications Services***

#### *Type I and Type II Service Providers*

Under the Telecommunications Act, telecommunications service providers are classified into two categories:

*Type I.* Type I service providers are providers that install network infrastructure, such as network transmission, switching and auxiliary equipment for the provision of telecommunications services. Type I services include fixed line services such as local, domestic long distance and international long distance services, as well as interconnection, leased line, ADSL and satellite services and wireless services such as mobile, including 3G mobile, paging, mobile data and trunked radio services.

*Type II.* Type II service providers are defined as all telecommunications service providers other than Type I service providers. Type II services are divided into special services and general services. Special services include simple resale, VoIP international leased circuit and other services specified by the Ministry of Transportation and Communications before March 1, 2006 or by the National Communications Commission from March 1, 2006. General services include any Type II service other than special services.

Until 1996, we were the sole provider of Type I services in Taiwan. In 1996, the government opened the market for mobile, paging and trunked radio, mobile data and digital low power cordless telephone services. In 1998, the government opened the market for fixed line and mobile satellite services. In June 2001, the government granted licenses to three operators for establishing fixed line services, thereby opening the market for fixed line services. Since August 2000, the

government has permitted four undersea cable operators to engage in the undersea cable leased-circuit business.

Commencing in 2007, the National Communications Commission began accepting applications for licenses to provide fixed line services in March, June, September and December of each year. The National Communications Commission started to accept applications for fixed line services on a daily basis beginning in 2008. There is no limit on the number of fixed line licenses that they may decide to issue.

#### *Granting of Licenses*

##### *Type I*

Type I service providers are more closely regulated than Type II service providers. The government has broad powers to limit the number of providers and their business scope and to ensure that they meet their facilities roll-out obligations. Under the Telecommunications Act, Type I service providers are subject to pre-licensing merit review of their business plans and tariff rates.

Before March 1, 2006, licenses for Type I services were granted by the Ministry of Transportation and Communications through a three-step procedure. Applicants obtained a concession from the Ministry of Transportation and Communications. After obtaining a concession, the applicant obtained a network construction permit and an assignment of spectrum, in the case of mobile telephone services and satellite services, from the Directorate General of Telecommunications or the Ministry of Transportation and Communications prior to applying for a license. Upon completion of construction of its network and review by the Directorate General of Telecommunications, the applicant was granted a Type I license. The Ministry of Transportation and Communications had the authority to grant Type I licenses for each of fixed line services, wireless services and satellite services. Type I licenses have different minimum paid-in capital requirements for applicants and varying durations depending on the particular type of service.

Since March 1, 2006, the same procedure applies except that the licenses are granted by the National Communications Commission.

The Telecommunications Act further authorizes the competent authority, now the National Communications Commission, to promulgate separate regulations governing each Type I service, including the business scope of the Type I service provider, as well as the procedures and conditions for granting special permits and the length of the period of the special permits of each Type I service. Each holder of a Type I license will pay a fee ranging from 0.5% to 2% of their bid price ratio (Article 2 of the Type I Service Provider Special Tariff Standards) multiplied by their annual revenues generated from the particular Type I service for which a license has been granted.

*Fixed Line Services.* Under the Telecommunications Act, the Fixed Network Regulations govern the issuance of fixed line service licenses and the business scope of fixed line providers. Fixed line service licenses are subdivided into the following categories:

- integrated services, including local, domestic long distance, international long distance telephone services;
- local telephone services;
- domestic long distance telephone services;
- international long distance telephone services; and
- local, domestic long distance and international long distance leased line services. We conduct our fixed line services through a license for integrated services.

Licenses for local telephone and integrated services are valid for 25 years. Licenses for domestic long distance and international long distance telephone services are valid for 20 years. Licenses for leased line services are valid for 15 years. If the service provider wishes to continue operating, the service provider needs to apply for a license renewal to the National Communications Commission between nine months and six months before the expiration of their license. The minimum paid-in capital requirements for integrated services providers that applied for a license before June 30, 2004, between July 1, 2004 and January 31, 2008 and on or after February 1, 2008 are NT\$21 billion, NT\$8.4 billion and NT\$6.4 billion, respectively. The minimum paid-in capital requirements for both domestic and international long distance telephone service providers that applied for a license between July 1, 2004 and January 31, 2008 and on or after February 1, 2008 are NT\$1.05 billion and NT\$800 million, respectively. The minimum paid-in capital requirements for international undersea leased cable service providers that applied for a license before June 30, 2004, between July 1, 2004 and January 31, 2008 and on or after February 1, 2008 are NT\$420 million, NT\$420 million and NT\$320 million, respectively. The minimum paid-in capital requirement for local telephone service providers that applied for a license between July 1, 2004 and January 31, 2008 and on or after February 1, 2008 are NT\$6.3 billion and NT\$4.8 billion, respectively, multiplied by the Local Network Operation Weights for the regions in which local network managerial rights have been granted to the service provider. The Local Network Operation Weights are calculated as the population of the region as a proportion of the entire population of Taiwan and are announced by the competent authority every three years. If an applicant for license is also a Type I service provider, they will need to combine the minimum paid-in-capital requirements for all relevant services.

In March 2000, the government granted three new concessions to fixed line services providers for integrated services. Recipients of these concessions are required to apply for a network construction permit to deploy broadband local access networks. Each recipient of these concessions is required to have capacity for 150,000 customers before they are able to apply for a fixed line license to launch their proposed services. The three fixed line service providers have since obtained fixed line licenses and are required to achieve capacity for one million customers by the sixth year following the date of the grant of the network construction permit awarded. Operators that applied for integrated service provider licenses before June 30, 2004, between July 1, 2004 and January 31, 2008 and on or after February 1, 2008 must achieve a capacity for 1.0 million, 0.4 million and 0.3 million customers, ports or a combination of both, respectively, by the fourth year following the date of the grant of the network construction permit.

Wireless Services. Under the Telecommunications Act, the Wireless Regulations promulgated by the Ministry of Transportation and Communications before March 1, 2006 or by the National Communications Commission from March 1, 2006 continue to govern the issuance of wireless services licenses and the business scope of wireless service providers. Wireless service licenses are subdivided into the following categories:

- mobile services;
- paging services;
- mobile data services;
- digital low-power cordless telephone services; and
- trunked radio services.

Wireless service licenses are granted to both regional and national service providers through review and bidding procedures.

Wireless services licenses for mobile and paging services are valid for 15 years, and licenses for mobile data, digital low-power cordless telephone and trunked radio are valid for ten years. The minimum paid-in capital requirement for regional mobile service providers and national mobile service providers is NT\$2 billion and NT\$6 billion, respectively.

We are licensed to provide mobile services in Taiwan.

*Third Generation Mobile Services.* The Ministry of Transportation and Communications promulgated the Third Generation Mobile Telecommunications Services Regulations on October 15, 2001. The National Communications Commission amended the above regulations on July 5, 2007, designating itself as the authority in charge of the third generation, or 3G, mobile services regulations and further amended such regulations on December 30, 2008 for the establishment of base stations. The regulations govern voice and non-voice telecommunications services provided using the spectrum assigned by the Ministry of Transportation and Communications, and now governed by the National Communications Commission, that utilizes the IMT-2000 technical standards as announced by the International Telecommunications Union. Licenses for 3G mobile services were granted by the Ministry of Transportation and Communications and are now granted by the National Communications Commission. We have received our 3G mobile services license, which is valid from May 26, 2005 to December 31, 2018.

Under the *Third Generation Mobile Telecommunications Services Regulations*, a company holding a 3G mobile license and having 200 or more shareholders is required to become a public company, which is subject to the stringent disclosure requirements under the securities regulations of the R.O.C. A company holding a 3G mobile license is also required to submit a report to the National Communications Commission within 20 days after its shareholders approves the capital reduction of such company, the entering into, modification or termination of any contracts regarding leasing of all business, outsourcing of operations or joint operations, the transfer of the whole or substantial part of business or assets of such company, taking over of the whole of the business or assets of any other company which would have significant impact on such company's operations. The National Communications Commission revised the *Third Generation Mobile Telecommunications Services Regulations* on January 20, 2010 to add additional regulations regarding audio-visual content and provision, including requiring service providers who set up a platform for audio-visual content providers to sell content, duly notify customers the costs and charges of using these audio-visual content and limit access of inappropriate content to minors. The National Communications Commission further amended the Third Generation Mobile Telecommunications Service Regulations on December 28, 2010 to remove the clauses in relation to base station which have been regulated by the new enacted Regulations Governing Base Stations for Wireless Services.

*Satellite Services.* Under the Telecommunications Act, the Satellite Regulations promulgated by the Ministry of Transportation and Communications govern the issuance of satellite services licenses and the business scope of satellite service providers. The National Communications Commission amended the above regulations on July 20, 2007, designating itself as the authority in charge of the Satellite Regulation. Satellite services licenses are subdivided into fixed satellite services licenses and mobile satellite services licenses.

Satellite services licenses are valid for 10 years. Minimum paid-in capital requirements for fixed satellite services providers and mobile satellite services providers are NT\$100 million and NT\$500 million, respectively.

We currently hold a fixed satellite services license, valid from December 10, 2008 to December 9, 2018.

#### *Type II*

The Telecommunications Act was amended in 1996 to open the market for all Type II services. Under the Type II Services Regulations as last amended on November 5, 2010, Type II services are divided into special services and general services. Special services include simple resale, VoIP, network telephone service of E.164 and non-E.164 user numbers (IP Phone Numbers), international leased circuit and other services specified by governing authority. General services include any Type II service other than special services. The policy for granting a Type II service license is as follows:

- there is no limit on the number of licenses to be issued;
- licenses were granted by the Directorate General of Telecommunications before March 1, 2006 and are now granted by the National Communications Commission; and
- no bidding procedure is required.

We hold a license to operate all Type II services. Type II service licenses issued before November 15, 2005 are valid for ten years and may be renewed by application made two months prior to the expiration date. Type II service licenses issued or renewed on or after November 15, 2005 are valid for three years and may be renewed during the period commencing two months prior to the expiration date. There is no minimum paid-in capital requirement for Type II service providers. Our license to operate Type II services is included in our license to operate integrated services, and is valid from July 29, 2000 to July 28, 2025.

Under regulations governing the fees payable for Type II licenses, operators of simple resale or network telephone services of E.164 or non-E.164 user numbers must pay an annual license fee equal to 1% of annual revenues generated from these services during the previous year. Type II service operators providing services other than simple resale or network telephone services of E.164 or non-E.164 user numbers must pay license fees ranging from NT\$6,000 to NT\$150,000 depending on their respective paid-in capitals. The regulations do not apply to integrated services providers who are permitted to provide Type II services without additional Type II Licenses. The annual license fee for an integrated services provider operating Type II businesses is 1% of its annual revenues generated from its Type II services.

The Directorate General of Telecommunications started to process the applications for allocating E.164 and non-E.164 user numbers (IP phone numbers) on November 15, 2005. A few operators, including our company, have applied for IP phone numbers. We applied to the National Communications Commissions for E.164 user numbers and as of January 30, 2008, we have received approval to build a network with a capacity of 30,000 numbers. As we are governed by fixed line regulations, we need to receive approval from the National Communications Commission for our operation rules, tariff and service agreement for IP phone numbers before we can commence E.164 service.

#### ***Telecommunications Numbers***

According to the Telecommunications Act, numbering codes, subscriber numbers, identification numbers and other telecommunication numbers will be distributed and managed by the National Communications Commission. These telecommunication numbers may not be used or changed without approval by the National Communications Commission. In order to maintain effective use of available telecommunication numbers, the Telecommunications Act empowers the National Communications Commission to reallocate and retrieve and to collect a usage fee for distributed telecommunication numbers. The National Communications Commission promulgated the *Fee Standards for Special Telecommunication Numbers* on March 18, 2010, effective immediately, requiring telecommunications service providers to pay 70% of revenues collected from the auctioning off and selection of “golden numbers” and the standard usage rates for “special identification numbers” in use.

#### ***Restrictions on Dominant Telecommunications Services Providers***

Under the Telecommunications Act, the regulations governing dominant telecommunications services providers apply only to Type I service providers. A Type I service provider is deemed to be dominant if it meets any of the following criteria and was declared by the Ministry of Transportation and Communications or now the National Communications Commission as dominant:

- controls key basic telecommunications infrastructure;
- has dominant power over market price; or



- has more than a 25% market share in terms of customers or revenues.

We have been declared by the former competent authority Ministry of Transportation and Communications as a dominant Type I service provider for fixed line and mobile services.

Under the Telecommunications Act, a dominant Type I service provider must not engage in the following activities:

- directly or indirectly hinder a request for interconnection with its proprietary technology by other Type I service providers;
- refuse to release to other Type I service providers the calculation methods of its interconnection fees and other relevant materials;
- improperly determine, maintain or change its tariffs or means of services;
- reject, without due cause, a request for leasing network components by other Type I service providers;
- reject, without due cause, a request for leasing lines by other service providers or customers;
- reject, without due cause, a request for negotiation or testing by other service providers or customers;
- reject, without due cause, a request for negotiation for co-location by other service providers;
- discriminate, without due cause, against other service providers or customers; or
- abuse its position as a dominant provider, or engage in other unfair competition activities as determined by the regulatory authorities.

In addition, a dominant Type I service provider is subject to special regulations limiting its tariff changes.

#### ***Tariff Control and Price Cap Regulation***

In order to promote competition in the telecommunications market, and as part of the government's overall policy toward deregulation, the Telecommunications Act was amended in 1999 to abolish the former rate of return system on tariff setting in favor of price cap regulation of Type I services.

Under the Regulations Governing Tariffs of Type I Service Providers, a dominant Type I service provider must submit its proposed adjustment in primary tariffs and promotional packages to the National Communications Commission for approval at least 14 days prior to the date of the proposed tariff changes and announce such change on media, website and business locations on the next day after the National Communications Commission grants the approval. The tariff change will come into effect seven days after the announcement.

Primary tariffs include:

- for fixed line local telephone services: monthly fees, usage fees, monthly rental fees of leased lines and pay telephone usage fees;
- for fixed line domestic long distance telephone services: usage fees and monthly rental fees of leased lines;

- for fixed line international long distance telephone services: usage fees and leased line monthly rental fees;
- for wireless services, including 3G mobile services: monthly rental fees and usage fees;
- for internet services provided by dominant Type I service providers: connection and usage fees; and
- other fees or tariffs announced by the Directorate General of Telecommunications before March 1, 2006 or by the National Communications Commission from March 1, 2006.

In addition, a dominant Type I service provider is required to set wholesale prices for the provision of its telecommunication services to other telecommunication enterprises. These telecommunication services and their suitable targets, all of which are subject to annual reviews by the National Communications Commission, include:

- interface circuits (local and long distance) between internet access service providers and customers for Type I and Type II service providers
- interface circuits (local and long distance) between internet access service providers for Type I and Type II service providers that are internet access service providers
- interconnection circuits between Type I service providers and between Type I and Type II service providers of international simple resale, or ISR, and E.164 VoIP services
- DSL-family (xDSL) circuits for fixed line service providers and internet service providers
- other local and long distance data circuits for Type I and Type II service providers
- broadband internet interconnection for Type I and Type II service providers that are internet access service providers.

The initial wholesale prices set by a dominant Type I service provider may be the retail price less fees and expenses which need not be incurred, but shall not be higher than its promotional pricing. Changes in the wholesale price charged by a dominant Type I service provider may not be greater than (i) the retail price less fees and expenses which need not be incurred but not greater than the promotional pricing; or (ii) the annual growth rate of the consumer price index in Taiwan minus the constant set by the National Communications Commission, whichever is the lower. The Regulations Governing Tariffs of Type I Service Providers further prohibits a dominant Type I service provider from practicing unfair competition against other telecommunication enterprises.

In comparison, all non-dominant Type I service providers are required to notify the National Communications Commission and the public of their proposed tariff adjustments seven days prior to the date of the proposed tariff change with respect to all tariffs. In addition, changes in tariffs charged by Type I service providers (notwithstanding the type of their respective services) may not, in any event, be greater than the annual growth rate of the consumer price index in Taiwan adjusted by a set constant, which will be periodically determined and announced by the National Communications Commission. For example, if:

- the annual growth rate of the consumer price index in Taiwan minus the set constant is positive, the increased percentage of tariffs must not exceed such positive figure;
- the annual growth rate of the consumer price index in Taiwan minus the set constant is negative, the decreased percentage of tariffs must be at least the absolute value of such negative figure, and the tariffs used in the given year must not be higher than the decreased tariff; and

- the annual growth rate of the consumer price index in Taiwan minus the set constant equals to zero, no increase in tariffs is allowed to be made by any Type I service providers.

On January 29, 2010, the National Communications Commission announced that effective from April 1, 2010 to March 31, 2013:

- the set constant to be applied to the tariff adjustment for the fixed line integrated services is 4.816% and covers the following:
  - dominant providers of fixed line services
  - tariffs of the following:
    - the monthly fee for ADSL leased line and the usage fee for domestic long distance telephone services (excluding public pay phones)
    - wholesale prices of the following:
      - the monthly fee for leased lines services (including local and domestic long distance leased lines) between internet service providers and their customers
      - the monthly fee for leased lines services (including local and domestic long distance leased lines) between an internet service provider and another internet service provider
      - the monthly fee for the interconnection (including local and domestic long distance lines) between a Type 1 telecommunication service provider and another Type 1 telecommunication service provider; the monthly fee for the interconnection (including local and domestic long distance lines) between a Type 1 telecommunication service provider and a Type 2 telecommunication service provider who provides simple resale and network telephone service of E.164 user numbers.
      - the monthly fee for other local and domestic long distance leased lines
      - the interconnection fee for internet bandwidth interconnection
  - no set constant to be applied to the call charges for the domestic fixed communication services during the following periods:
    - the integrated services operators and the domestic telephone services operators can determine the tariff adjustment for the domestic telephone services during the specific period and seek National Communications Commission's approval or recognition
    - the specific periods include 11.00pm to 8.00am from Monday to Friday, 12.00am Saturday to 8.00am Monday, and the whole day of a national holidays
  - the set constant to be applied to the tariff adjustment for the mobile services and the 3G mobile services is 5% and covers the following:
    - 2G mobile service and 3G mobile service operators
    - tariffs of the following:

- domestic short messaging services
- calls made from a 2G mobile services customer or from a 3G service network to a domestic fixed communication network
- calls made from a 2G mobile services customer or from a 3G service network to a 2G mobile service network, a 3G mobile service network, a 1900MHz Digital Low-Tier Cordless Telephone Services, or PHS, or WiMAX services
- the set constant to be applied to the cellular voice access charge will be announced separately after the amendment to the relevant regulations.
- the set constant to be applied to the tariff adjustment for other Type I telecommunication services is the annual growth rate of the consumer price index in Taiwan

The National Communications Commission required the service operators which are subject to the above tariff restrictions shall submit their tariff adjustment plans by March 12, 2010 to the National Communications Commission for approval. The National Communications Commission approved our tariff adjustment plan on March 24, 2010.

Type II service providers are free to establish their own tariff schemes, but are required to notify the National Communications Commission and the public upon adoption and upon any subsequent adjustments. The National Communications Commission approved our tariff adjustment plan on March 24, 2010.

#### ***Accounting Separation System***

The Telecommunications Act requires that a Type I service provider, including one who concurrently offers Type II services, separately calculate the profits and losses for its different services and prohibits any cross-subsidization among services that will impede fair competition.

#### ***Interconnection Arrangements***

The Telecommunications Act requires all Type I service providers to allow other Type I service providers access to their networks. It further requires Type I service providers, within three months upon request by the other Type I service provider, to reach an agreement on the relevant terms for the interconnection. Prices charged for interconnection must be based on cost. If the parties fail to reach an agreement within three months, the National Communications Commission may, either at the request of the parties or on its own accord, arbitrate and determine the interconnection terms for the parties. The Telecommunications Act authorizes the Directorate General of Telecommunications or, from March 1, 2006, the National Communications Commission to issue rules and regulations pertaining to interconnection.

When a Type I service provider leases unbundled network components to another Type I service provider, the parties are required to negotiate the rental fee. Unbundled network components include:

- local loops;
- local switch transmission equipment;
- local trunks;
- toll switch transmission equipment;
- long distance trunks;

- international switch transmission equipment;
- network interfaces;
- directory equipment and services; and
- signaling network equipment.

Under the Administrative Rules for Network Interconnection, we, as a dominant telecommunication service provider for fixed line and mobile services, are required to unbundle our network and provide cost-based interconnection charges calculated with reference to the total element long-run incremental cost incurred by us. We are required to submit our proposed calculations of the total element long-run incremental cost to the National Communications Commission, for its approval each year. Local loop unbundling for both voice and data have been completed.

The Administrative Rules for Network Interconnection Between Telecommunication Service Providers was further amended by the National Communications Commission on November 2011 specifying the charges for network interconnection among Type I service providers as follow:

- Before January 1, 2011, except for international communications, tariffs for communications between a mobile telecommunications network and a fixed-line network were collected from the call-originating subscribers by the call-originating service provider pursuant to the tariff schedules set by the mobile communication service provider, and revenues or any uncollectible accounts from such tariffs went to the mobile service provider. However, from January 1, 2011, although the tariffs shall still be paid by the call-originating subscribers, the tariff schedules are set by the call-originating network service provider, and revenues or any uncollectible accounts from such tariff shall go to the call-originating service provider. During the transition period from January 1, 2011 to December 31, 2016, we, as a dominant Type I fixed-line service provider, shall pay extra transition fee in addition to access charges to the mobile communications service providers.
- Tariffs for communications between mobile telecommunications networks shall be paid by the call-originating subscribers pursuant to the tariff schedules set by the call-originating service providers, and the revenues or any uncollectible accounts from such tariffs shall go to the call-originating service providers.
- Tariffs for communications between fixed-line network will be determined by the following principles:
  - tariffs for communications between the local telephone networks shall be paid by the call- originating subscribers pursuant to the tariff schedules set forth by the call-originating service providers, and revenues or any uncollectible accounts from such tariffs shall go to the call-originating service providers;
  - tariffs schedules for the local telephone network subscribers using domestic long-distance telephone services shall be set by the domestic long-distance telephone services provider and tariffs shall be collected from the local telephone network subscribers using domestic long-distance telephone services. Revenues or any uncollectible accounts from such tariffs shall go to the domestic long-distance telephone services providers; and
  - tariffs schedules for the local telephone network subscribers using international long-distance telephone services shall be set by the international long-distance telephone services provider and collected from the local telephone network subscribers using international long-distance telephone services. Revenues or any uncollectible accounts from such tariffs shall go to the international long-distance telephone service providers.

- Tariffs schedules for communications between satellite mobile networks and between satellite mobile networks and fixed-line communications networks or mobile communications networks shall both be set by the call-originating service providers. Revenues or any uncollectible accounts from such the tariffs shall go to the call-originating service providers.
- Tariffs schedules for communications between the E. 164 VoIP networks provided by the Type I service providers and mobile telecommunications networks, or local telephone networks, or satellite mobile networks shall be set by the call-originating service providers. Revenues or any uncollectible accounts from such tariffs shall go to the call-originating service providers.

### ***Bottleneck Facilities***

Under the Telecommunications Act, when a Type I service provider cannot construct bottleneck facilities within a reasonable period of time or substitute those facilities with other available technologies, it may request for co-location on a fee basis from the owner of the facilities located at the bottleneck of the relevant telecommunications network. The owner of the facilities so requested may not reject these requests without due cause. The Ministry of Transportation and Communications had the authority, now held by the National Communications Commission, to prescribe facilities as bottleneck facilities, and has prescribed bridges, tunnels, lead-in tubes and telecommunications chambers located within buildings and horizontal and vertical telecommunications cables and lines as bottleneck facilities in relation to fixed line telecommunications networks. The National Communications Commission, in an announcement on December 21, 2006, has defined local loop facilities as the “bottleneck” of the telecommunications network and amended the Administrative Rules for Network Interconnection Between Telecommunication Service Providers in April 2007, providing that we, as a Type I service provider, can only charge other local telephone service providers at cost for local loop services. The rental tariff is derived from a cost basis and must be approved by the National Communications Commission each year.

### ***Spectrum Allocation***

The Ministry of Transportation and Communications is responsible for allocating all telecommunications related frequencies primarily according to the standards set by the International Telecommunications Union. The National Communications Commission is responsible for the licensing of operators to use these frequencies. The 900 MHz and 1,800 MHz frequency bands have been allocated for mobile applications. A total of 40 MHz of FDD spectrum around the 850 MHz frequency band and a total of 110 MHz of FDD spectrum and 20 MHz of TDD spectrum around the 2 GHz band have been allocated for 3G mobile services.

Frequency allocation for fixed wireless platforms, such as wireless local loop and local multipoint distribution system, has already been set. Only some bands of the spectrum made available for these services are completely clear and there is partial usage in all other bands. The cost of frequency usage will be based on quantity, bandwidth and the transmitting power.

### ***Provision of Universal Services***

Under the Telecommunications Act, a Type I service provider may be required by the National Communications Commission, previously the Ministry of Transportation and Communications, to provide universal telecommunications services in remote or unprofitable areas. These services include voice communication services, such as public phones, and data communication services, such as internet provision for libraries and public primary and secondary schools. All Type I service providers and certain Type II service providers designated by the National Communications Commission, previously the Ministry of Transportation and Communications, will be required to contribute a fixed portion of their annual revenues to a universal services fund. Such a fund will be used to compensate for any losses, bad debts and management fees incurred by

the relevant Type I service provider in providing the universal services. All providers of universal services cannot refuse any request for service, unless for legitimate reasons, and cannot charge more than the predetermined tariffs.

### ***Equal Access***

As a result of the liberalization of Taiwan's telecommunications industry, a Type I service provider, including a 3G mobile services provider and a WiMax service operator, is required to provide its customers with equal access to the domestic and international long distance telephone services provided by other service providers. A Type I service provider may provide equal access through pre-selection or call-by-call selection. Before July 1, 2005, all Type I service providers, including us, provide equal access only through call-by-call selection. When a customer makes a call using call-by-call selection, such customer has the option to select a service provider by dialing the network identification prefix assigned to the service provider of his choice. This will result in the automatic selection of the preferred service provider for the provision of relevant telecommunication services. Starting from July 1, 2005, all Type I service providers also provide equal access through pre-selection in Keelung City, Taipei City/ County, Taichung City/County and Kaohsiung City/County. Equal access through pre-selection is available throughout Taiwan since January 1, 2006. The pre-selection function allows any customer to select in advance a long distance or international service provider of his or her choice. When such customer makes a call using this function, the communications network will automatically interconnect to the long distance or international network previously selected by such customer.

### ***Number Portability***

According to the Telecommunications Act and the Administration Rules Governing Number Portability, Type I service providers shall provide number portability service which enables customers to retain their existing local and toll free fixed line telephone numbers or mobile phone numbers when they switch from the original Type I service provider to other Type I service provider. Meanwhile, Type I service providers shall mutually grant each other number portability services on a reciprocal basis, and shall conform in accordance with the principle of impartiality and reasonableness, and shall not be discriminatory.

Under the regulation, we are required to provide number portability service for fixed line customers in Taipei City, New Taipei City, Keelung City, Taichung City, Kaohsiung City and other areas where there are two or above fixed line service providers. We have also provided number portability service for mobile communication customers since October 15, 2005. Pursuant to the regulation, we shall compile and submit related information of number portability for the previous six months to NCC by January 10 and July 10 of each year.

### ***Local Loop Unbundling***

In December 2006, the National Communications Commission defined the local loop as facilities "at the bottleneck of telecommunications networks" in accordance with the Regulations Governing Fixed Network Telecommunications Businesses. The National Communications Commission requires us to unbundle the local loops and allow other telecommunications operators to use these connections. The local loop or last mile connections are the physical wire connections between the telephone exchange's central office to the customer's premises usually owned by the incumbent telephone company. The National Communications Commission further amended the "Administrative Rules for Network Interconnection between Telecommunication Service Providers" in April 2007 which provides that we can only charge other local telephone service providers at cost for local loop services instead of on the basis of commercial negotiations.

### ***Co-location***

We have been declared by the former competent authority Ministry of Transportation and Communications as a dominant Type I service provider for fixed line and mobile services. According to the Telecommunication Act, the Regulations



Governing Fixed Network Telecommunications Businesses and the Administrative Rules for Network Interconnection Between Telecommunication Service Providers, if any other service provider requests for co-location, we must negotiate with them, unless otherwise provided by laws or regulations. As of the end of 2011, we are currently co-locating 29 POI sites and two cable stations with other Type I fixed line service providers and 9 POI sites with other Type I mobile service providers.

### ***Ownership Limitations***

The laws of the Republic of China limit foreign ownership of our common shares. Prior to March 1, 2006, the Ministry of Transportation and Communications, as the competent authority under the Telecommunications Act, had the power to prescribe the limits on foreign ownership of our common shares. After the formation of the National Communications Commission on March 1, 2006, the National Communications Commission replaced the Ministry of Transportation and Communications as the competent authority under the Telecommunications Act pursuant to the Organization Law. On July 18, 2006, the Ministry of Transportation and Communications and the National Communications Commission reached an agreement where the Ministry of Transportation and Communications will have the authority to adjust foreign ownership limits only after negotiations with the National Communications Commission. On June 14, 2007, we applied to both the National Communications Commission and the Ministry of Transportation and Communications, asking for an increase in the limitation of direct and indirect foreign ownership of our common shares. After consultation with the National Communications Commission, the Ministry of Transportation and Communications increased our foreign ownership limitation of and total direct and indirect shareholdings from 49% to 55%. Our foreign ownership limitation of total direct shareholdings remained at 49%.

Under the current Telecommunications Act, the Chairman of a Type I service provider is required to be a citizen of the Republic of China.

### ***Administrative Fee Law***

According to the Administrative Fee Law, central and local governments, government agencies and schools are empowered to collect administrative fees from us and other telecommunications services providers for the telecommunications facilities built on public roads and properties. Under the Administrative Fee Law, Urban Road Act and Local Road Act, road authorities of municipal governments may collect usage fees from users of local roads, including us, for establishing lines along with the local roads. The fee schedule is set up in the Standard for Usage Fees of Local Roads.

Under the Public Road Law, administrative authorities of public roads may collect usage fees from the users of public roads. According to the Rules Governing Collection of Usage Fees on Public Roads, the relevant collection agencies, including agencies designated by the Ministry of Transportation and Communications and municipal governments, depending on the types of public roads, may collect usage fees from users, including us, for establishing lines along with the public roads.

### ***Personal Data Protection***

Under the Computer-Processed Personal Data Protection Act, or CPPDPA, every entity regulated by the CPPDPA, such as government agencies or departments, credit investigation companies, hospitals, telecommunications companies and financial institutions shall register with the relevant regulatory authorities and obtain a license pursuant to the CPPDPA for collecting, processing by computer or transmitting internationally and using personal data. In addition, before the collection or process by computers of individual's personal data, we, as one of the regulated entity, are also required to obtain such individual's prior written consent or have contractual or quasi-contractual relationship with such individual.

The CPPDPA requires that personal data shall be collected or used with due respect for the rights and interests of the data subject in an honest and credible manner which does not overstep the necessary scope of registered specific purposes. If an individual

suffers any monetary or non-monetary losses due to a regulated entity's violation of the CPPDPA, the amount of damages that can be claimed by such individual is up to NT\$100,000 unless such individual could prove that his/her losses are higher than that amount. The ceiling of the aggregate amount of damages payable by a violator for a single violation is NT\$20 million regardless of how many persons have suffered such losses. In addition, the violator will be subject to an administrative fine of NT\$20,000 to NT\$100,000. Serious violation could cause the regulated entity's license obtained pursuant to the CPPDPA being cancelled.

The CPPDA has been largely amended and renamed as the Personal Information Protection Act, or PIPA, on May 26, 2010. Under the PIPA, which may become fully effective in 2012, the major amendments include: (i) extension of protection area: protection area has been extended to all personal data (not only limited to computer-processed personal data, hard copy personal information such as written or hand-copied material is also included); and (ii) more serious punishment for civil claims, criminal offenses and administrative liabilities: the ceiling of the aggregate compensation amount for damages payable in a single case has increased to NT\$200 million; the defendant may be subject to an imprisonment of up to five years; and the ceiling of the penalty for administrative liabilities has also increased to NT\$500,000.

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

The Executive Yuan, on February 26, 2008, proposed a motion for the abolishment of the Statute of Chunghwa Telecom Co., Ltd. for legislative approval. We cannot determine when this motion will be approved by the Legislative Yuan. Under Republic of China law, the Statute of Chunghwa Telecom Co., Ltd will continue in effect until the Legislative Yuan formally approves the motion and the President of the Republic of China pronounces the abolishment of the law.

#### ***Approval of Ministry of Transportation and Communications***

While the continued application of the Statute of Chunghwa Telecom Co., Ltd. remains unclear and it may be abolished in the near future, under that statute we are required to obtain approval of the Ministry of Transportation and Communications for:

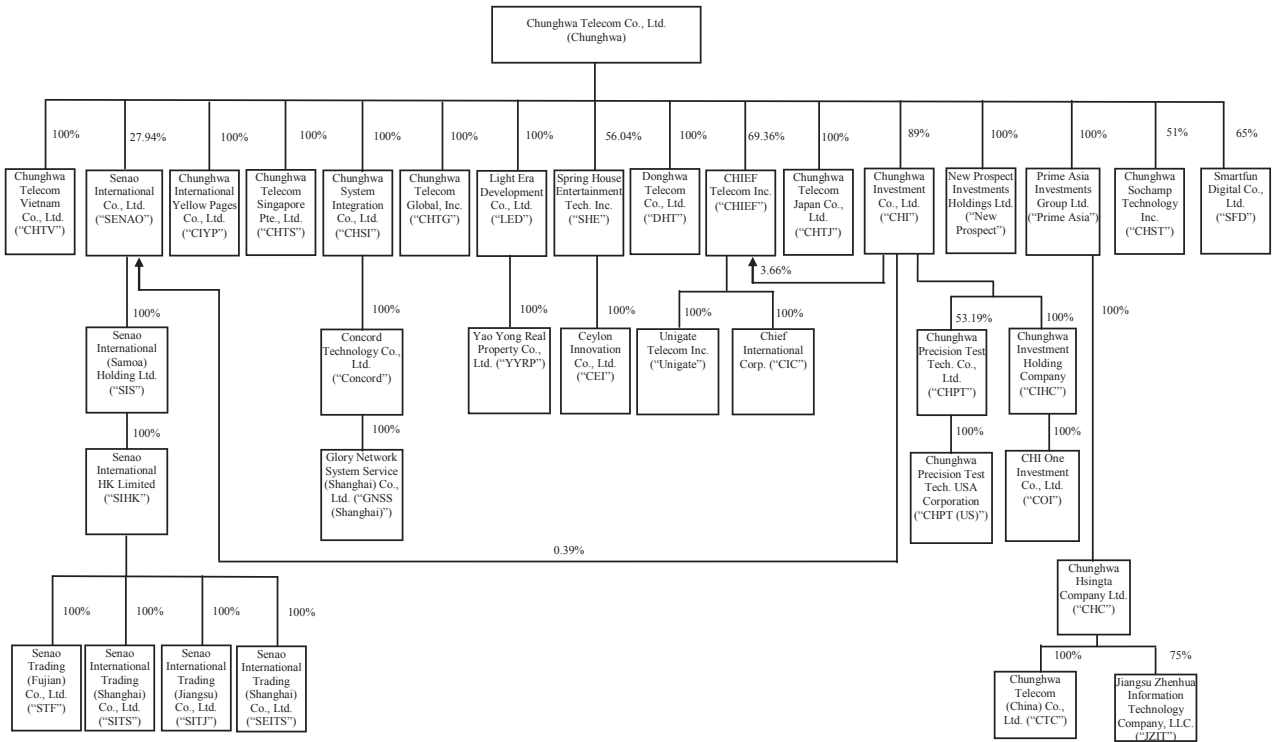
- the adoption of and any changes to our articles of incorporation and board of directors organization rules;
- any changes to our authorized capital and any issuance of our common shares;
- any changes to primary tariffs for Type I services; and
- any changes to operational procedures of Type I services.

#### ***Employee Subscription Rights for New Issues of Our Common Shares***

In accordance with the Statute of Chunghwa Telecom Co., Ltd., our employees have rights to subscribe for not more than 10% of a new issuance of our common shares in accordance with subscription rules which were to be announced by the Ministry of Transportation and Communications. However, no such rules were ever announced. In addition, under the Republic of China Company Act, unless exempted by the relevant government authorities, a Republic of China company must give its employees pre-emptive rights to subscribe for between 10-15% of any new issue of shares by us. The pre-emptive subscription rights do not apply to issuance of restricted shares by a public company to its employees.

### **C. Organizational Structure**

Set forth below is a diagram indicating our organization structure as of March 31, 2012.



#### D. Property, Plant and Equipment

Please refer to “—B. Business Overview” for a discussion of our property, plant and equipment.

#### ITEM 4A. UNRESOLVED STAFF COMMENTS

None.

#### ITEM 5. OPERATING AND FINANCIAL REVIEW AND PROSPECTS

You should read the following discussion of our financial condition and results of operations together with the consolidated financial statements and the notes to such statements included in this annual report.

For the convenience of readers, NT dollar amounts used in this section for, and as of, the year ended December 31, 2011 have been translated into U.S. dollar amounts using US\$1.00=NT\$30.27, set forth in the statistical release of the Federal Reserve Board on December 30, 2011. The U.S. dollar translation appears in parentheses next to the relevant NT dollar amount.

#### Overview

A number of recent and expected future developments have had, and in the future may have, a material impact on our financial condition and results of operations. These developments include:

- changes in our revenue composition and sources of revenue growth;
- tariff adjustments;
- capital expenditures as a result of technological improvements and changes in our business;

- provisions for pension payments to our employees; and
- taxation.

Each of these developments is discussed below.

### *Changes in our revenue composition and sources of revenue growth*

Our domestic fixed communications business revenues are derived primarily from the provision of local, domestic long distance, broadband access, leased line service, MOD, domestic data services and domestic other services including information and communication technologies, corporate solution services, billing handling services and the leasing of real estate properties. In addition, we also derive fixed line revenues from providing interconnection services to other carriers. Our revenues from mobile communications business are principally derived from the provision of mobile services, paging services, sales of mobile handsets and data cards and mobile other services. Our revenues from internet business are generated principally from HiNet internet service, internet VAS, data communication services, internet data center, and internet other services including government services and corporate solution services. Our revenues from international fixed communications business derived primarily from international long distance, international leased line, international data services, satellite services, and international other services. Our other revenues are principally derived from non-telecom services.

The table below sets forth the revenues from our principal lines of business as a percentage of total revenues for the periods indicated.

	Year ended December 31,		
	2009	2010	2011
Revenues:			
Domestic fixed communications business	36.0%	34.9%	36.5%
Mobile communications business	43.6	44.0	42.8
Internet business	11.9	12.1	11.4
International fixed communications business	7.7	7.7	7.0
Others	0.7	1.3	2.3
Total	100.0%	100.0%	100.0%

Our domestic fixed communications business has been an important source of revenues over the last three years. We derive domestic fixed communications from the provision of ADSL and FTTx access services that provides customers with data access lines. The percentage of revenues from domestic fixed communications within total revenues decreased in 2010 compared to 2009. It was mainly due to the greater decreases in domestic long distance calls because of mobile services substitution and the mandatory tariff reduction imposed by the National Communications Commission and the decline in local call service revenue. The increase in 2011 was mainly due to the change in policy for collecting the tariffs for fixed-to-mobile calls from mobile service providers to fixed communications service providers since January 1, 2011, which gave our fixed communications business the right to set and collect the tariffs for fixed line-to-mobile phone calls. We believe that domestic fixed communications business will continue to generate a significant portion of our revenues.

Revenues from our mobile communications business made a major contribution to our revenues over the last three years. While the change in policy for collecting the tariffs for fixed-to-mobile calls has caused a decline in our mobile communications business revenues, we have experienced a significant increase in revenues generated by our mobile value-added services due to increased smart phone and mobile internet use by our subscribers. As a result, we believe that our mobile communications business will continue to generate a significant portion of our revenues.

Our internet business was another important source of revenues over the last three years. We derived internet business revenues from the provision of HiNet Internet service and Internet value-added services. The percentage of revenues from Internet

services within total revenues decreased in 2011 compared to 2010, mainly due to the the discounts we offered in June 2011.

Our international fixed communications business was also an important source of our revenues over the last three years. We derived our international fixed communications revenues mainly from international long distance telephone services, international leased line services and international data services. The revenues from our international fixed communications business as a percentage of our total revenues decreased from 2010 to 2011, primarily because the decrease in international long distance service revenue as a result of intensified market competition. We believe that our international fixed communications business will continue to contribute to our revenues.

Other revenue grew primarily due to the increase in property sales.

### ***Tariff adjustments***

We adjust our tariffs and offer promotional packages from time to time primarily in response to market conditions. We also from time to time are required to adjust our pricing in line with domestic regulations.

The National Communications Commission passed a resolution on December 21, 2006 adopting a price reduction plan requiring the continuous reduction in telecommunication tariffs over three years. Minimum reductions of 4.88% for fixed line to mobile call tariffs, 4.88% for the tariffs of our highest monthly rate plan, 4.88% for mobile prepaid calling card tariffs and 5.35% for ADSL tariffs must be made each year. The price reduction plan also required us to stop collecting a NT\$5.0 monthly maintenance fee from our fixed line customers who have paid at least 20 years worth of tariffs and those who chose self-maintenance customers starting January 1, 2008 and a NT\$70.0 fixed line basic charge from our ADSL customers who only use data services. On January 29, 2010, the National Communications Commission announced a new tariff reduction plan starting on April 1, 2010 to March 31, 2013. The percentage of decrease set by National Communications Commission was  $\Delta$ CPI- 4.816% for IP Peering fees, domestic leased-line fees, ADSL access fees and long distance tariffs, and  $\Delta$ CPI- 5.00% for fees for mobile calls to local fixed lines and other networks and domestic mobile SMS, where  $\Delta$ CPI is the year-over-year change of the consumer price index of previous year released by the Directorate-General of Budget, Accounting and Statistics of the Executive Yuan.  $\Delta$ CPI for 2009 that is used for the tariff reduction starting from April 1, 2010 is -0.87%;  $\Delta$ CPI for 2010 that is used for the tariff reduction starting from April 1, 2011 is 0.96%;  $\Delta$ CPI for 2011 that is used for the tariff reduction starting from April 1, 2012 is 1.42%.

On January 1, 2011, we implemented the NCC's change in policy for collecting the tariffs of fixed line-to-mobile calls from mobile service providers to fixed communications service providers. As a result, our fixed communications business now has the right to set and collect the tariffs for fixed line-to-mobile phone calls.

On June 22, 2011, we implemented a discounted tariff along with broadband speed upgrade for our broadband service, under which we provided a 30% or more discount to subscribers of 20 Mbps, 50 Mbps or 100 Mbps broadband access services. Moreover, we reduced our ADSL tariffs by approximately 20% starting from 2012 in order to attract more broadband customers.

In addition, in 2011, there were complaints from the general public regarding our mobile data network congestion. To address the situation, we adopted measures such as offering a 20% discount of the mobile data monthly fees from August 2011 to the end of 2012 for customers whose monthly data usage volume was less than one gigabyte.

As requested by the Legislative Yuan and National Communications Commission, we implemented a discounted tariff for telecommunication services from Kinmen, Matsu and Penghu Islands to Taiwan in April 1, 2011. We further applied one single tariff to all the telecommunication services for the entire country since January 2012.

We expect to continue to adjust tariffs and offer a variety of promotional packages from time to time in response to increasing competition and in order to take advantage of our pricing power from economies of scale. We may also be required to adjust our pricing due to changes in domestic regulations.

***Capital expenditures as a result of technological improvements and changes in our business***

In recent years, we have focused on modernizing and upgrading our mobile services network and on developing our FTTx network, which enables transmission of digital information at a high bandwidth over fiber loops. In particular, we have enhanced our telecommunications services through:

- the introduction of a IP-based exchange system in our long distance telephone network;
- the implementation of a network modernization program, including a gradual transfer from our public switched telephone network to a system based on internet protocol, to remain at the forefront of new technologies;
- the deployment of an intelligent NGN network for fixed line and multimedia services;
- the development and deployment of Green IDC for meeting the new demands of cloud computing services;
- the deployment of a high-capacity long-haul reconfigurable optical add drop multiplexing system and a nationwide internet protocol backbone network with hundreds of Gbps switching routers for internet and managed IP services; and
- the expansion and upgrade of our mobile services network as well as WiFi/Femtocell to improve indoor 3G mobile network coverage and transmission speed for mobile internet.

As a result, we made aggregate capital expenditures of NT\$132.2 billion over the period from January 1, 2007 to December 31, 2011.

Our long-term goal is to optimize our capital expenditures by focusing on investing in innovative products and services with attractive return profiles. We evaluate our investment opportunities by benchmarking them against internal return requirements. We are currently finalizing plans for the gradual upgrade of our entire public switched telephone network to a next-generation network. Next-generation internet protocol switches will have substantially more capacity and greater upgrade flexibility and should result in increased operational efficiencies from reduced switching centers and related property, materials and personnel costs. We have also devoted resources toward the effective upgrade of our 3G mobile network to 3.5G and HSPA+ and the continuing build-out of our FTTx infrastructure. In addition, we are planning to deploy green internet Data Centers and service delivery network for the innovative services, such as cloud computing, fixed mobile convergence services and four-screen digital convergence services.

***Provisions for pension payments to our employees***

Personnel expenses constitute a significant portion of our operating costs and expenses. In 2009, 2010 and 2011, personnel expenses represented 29.4%, 30.4% and 27.6% of our total operating costs and expenses, respectively, and pension costs represented 1.9%, 2.0% and 1.8% of our total operating costs and expenses, respectively. The table below sets forth information regarding our personnel expenses and as a percentage of our total operating costs and expenses for the periods indicated.

	For the year ended December 31,					
	2009		2010		2011	
	(in billions of NT\$, except percentages)					
Personnel expenses:						
Salaries	22.4	15.8%	22.9	15.8%	23.6	14.6%
Insurance	1.8	1.3	1.9	1.3	2.0	1.2
Pension	2.7	1.9	2.9	2.0	3.0	1.8
Other	<u>14.8</u>	<u>10.4</u>	<u>16.4</u>	<u>11.3</u>	<u>16.2</u>	<u>10.0</u>
Total personnel expenses	<u>41.7</u>	<u>29.4%</u>	<u>44.1</u>	<u>30.4%</u>	<u>44.8</u>	<u>27.6%</u>
Total operating costs and expenses	142.0	100.0%	145.0	100.0%	162.4	100.0%

At the time of our privatization, our then existing defined benefit pension obligations were settled in full. After completion of our privatization, our continuing employees were deemed to have commenced employment as of the date our privatization was completed for seniority purposes under our pension plans in effect after privatization. Under applicable Republic of China regulations, upon our privatization, the Ministry of Transportation and Communications assumed the obligation to make annuity payments to our employees who retired before our privatization.

### **Taxation**

In May 2009, the Legislative Yuan passed an amendment to Article 5 of the Income Tax Law, which reduces the income tax rate of profit-seeking enterprises from 25% to 20% effective in 2010. Furthermore, in May 2010, the Legislative Yuan passed the amendment of Article 5 of the Income Tax Law, which reduced the income tax rate of profit-seeking enterprises from 20% to 17%, effective on January 1, 2010. We benefit from tax incentives generally available to technology companies in the Republic of China, including tax credits of up to 30% of the amount of some of our research and development, automation and employee training expenditures in accordance with the Statute for Upgrading Industries. We also qualify for tax benefits at a rate of 5% to 15% of our investment amount for qualified equipment and technology. However, due to the expiration of the Statute for Upgrading Industries at the end of 2009, we will no longer receive tax credits for new investments in automation, employee training expenditures incurred, and equipment and technology purchased after January 2010. In addition, tax credit rate for research and development expenditures incurred after January 1, 2010 has been reduced to 15% from 30%, under the Statute for Innovating Industries enacted on May 12, 2010. As a result, though our effective tax rate was 22.3%, 15.8% and 15.2% in 2009, 2010 and 2011, respectively, the smaller scope of tax credits and lower tax credit rate will reduce the tax credits amount that we could benefit from in the future. Therefore, we expect that our effective tax rate in the future will not be lower compared to that of 2011.

In 1997, the Income Tax Law of the Republic of China was amended to integrate corporate income tax and stockholder dividend tax to eliminate the double taxation effect for resident stockholders of Taiwan companies. Under the amendment, all retained earnings generated from January 1, 1998 and not distributed to stockholders as dividends in the following year are assessed with a 10% retained earnings tax. See “Item 10. Additional Information—E. Taxation—Republic of China Taxation—Dividends.” This has not had an impact on our financial results of operations because of our high dividend payout policy.

### **Critical Accounting Policies**

Summarized below are our accounting policies that we believe are both important to the portrayal of our financial results and involve the need for management to make estimates about the effect of matters that are uncertain in nature. Actual results may differ from these estimates, judgments and assumptions. Certain accounting policies are particularly critical because of their significance to our reported financial results and the possibility that future events may differ significantly from the conditions and assumptions underlying the estimates used and judgments made by our management in preparing our financial statements. The following discussion should be read in conjunction with the consolidated financial statements and related notes, which are included in this annual report.

#### **Revenue Recognition**

We recognize revenues when we have persuasive evidence of an arrangement, the goods have been delivered or the services have been rendered to the customer, the sales price is fixed or determinable and collectability is reasonably assured. We measure revenues at the fair value of the consideration received or receivable and represents amounts agreed between us and the customers for goods sold in the normal course of business, net of sales discounts and volume rebates. The costs of providing services are recognized as incurred.

Usage revenues from fixed-line services (including local, domestic long distance and international long distance), cellular services, internet and data services and interconnection and call transfer fees from other telecommunications companies and carriers



are billed in arrears and are recognized based upon minutes of traffic processed when the services are provided in accordance with contract terms.

We recognize other revenues as follows: (i) one-time subscriber connection fees (on fixed-line services) are deferred and recognized over the average expected customer service periods, (ii) monthly fees (on fixed-line services, mobile and internet and data services) are accrued every month, and (iii) prepaid services (fixed line, mobile and internet and data services) are recognized as income based upon actual usage by customers or when the right to use those services expires. Where we enter into transactions which involve both the provision of air time bundled with products such as 3G data card and handset, total consideration received from handsets in these arrangements is allocated and measured using units of accounting within the arrangement based on relative fair values limited to the amount that is not contingent upon the delivery of other items or services. Relative fair values are based on the selling prices of 3G data cards and handsets sold on a standalone basis and the monthly fees on the subscription contracts.

Where we sell products to third party cellular phone stores we record the direct sale of the products, typically handsets, as gross revenue when we are the primary obligor in the arrangement and when title is passed and the products are accepted by the stores.

### ***Impairment of Accounts Receivable***

We maintain allowances for doubtful accounts for estimated losses that result from the inability of our customers to make required payments before January 1, 2011. We assesses the probability of collections of accounts receivable by examining the aging analysis of the outstanding receivables and assessing the value of the collateral provided by customers.

On January 1, 2011, we adopted the third-time revised Statement of Financial Accounting Standards No. 34, "Financial Instruments: Recognition and Measurement." One of the main revisions is that the impairment of receivables originated by us should be covered by No. 34. Accounts receivable are assessed for impairment at the end of each reporting period and considered to be impaired when there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the accounts receivable, the estimated future cash flows of the asset have been affected. There was no effect on the net income and after-tax basic earnings per share for the year ended December 31, 2011 as a result of the adoption of SFAS No. 34.

The amount of the impairment loss recognized is the difference between the asset carrying amount and the present value of estimated future cash flows, after taking into account the related collateral and guarantees, discounted at the receivable's original effective interest rate.

### ***Estimated Useful Lives of Long-Lived Assets***

A significant portion of our total assets consists of long-lived assets, primarily property, plant and equipment and definite-lived intangibles. We estimate the useful lives of property, plant and equipment and other long-lived assets with finite lives in order to determine the period of time over which depreciation and amortization expense should be recorded. The useful lives are estimated at the time assets are acquired and are based on historical experience with similar assets as well as the anticipated technological evolution or other environmental changes. If technological changes were to occur more rapidly than anticipated or in a different form than anticipated, the useful lives assigned to these assets may need to be shortened, resulting in the recognition of increased depreciation and amortization in the relevant periods. Alternatively, technological obsolescence could result in a write-down in the value of the assets to reflect impairment. We review these types of assets for impairment quarterly, or when events or circumstances indicate that the carrying amount may not be recoverable over the remaining life of an asset. In assessing impairments, we use estimated cash flows that take into account management's estimates of future operations. We did not have significant impairment losses of long-lived assets in 2009 and 2011, but had NT\$66 million impairment loss in 2010.

### *Investments in Unconsolidated Companies*

We hold investments in other companies that we account for under the equity method or cost method of accounting, depending on our ability to exert significant influence over the investee company. The amounts for our equity method investments generally represent our cost of the initial investment adjusted for our share of the investee company's income or loss and any dividends received. The amounts for our investments carried at cost where the securities are not publicly traded generally represent our cost of the initial investment less any adjustments we make when we determine that an investment's net realizable value is less than its carrying cost. Estimating the net realizable value of investments in privately held companies can be inherently subjective and may contribute to significant volatility in our reported results of operations.

We assess the impairment of investments accounted for using the equity method whenever triggering events or changes in circumstances indicate that an investment may be impaired and carrying value may not be recoverable. We measure the impairment based on the projected future cash flow of the investees, the underlying assumptions for which had been formulated by such investees' internal management team, taking into account sales growth and capacity utilization.

The process of assessing whether a particular cost method investment's net realizable value is less than its carrying cost requires a significant amount of judgment. We periodically evaluate these long-term investments based on quoted market prices, if available, the financial condition of the investee company, economic conditions in the industry and our intent and ability to hold the investment for a long period of time. If quoted market prices are not available, we estimate the fair value using the net asset values as well as the financial condition of the investee company. This information may be based on information that we request from the investee companies and may not be subject to the same disclosure and audit requirements as required of U.S. companies, and as such, the reliability and accuracy of the information may vary. If we deem the fair value of an investment to be less than the book value based on the above factors, and the decline in value is deemed to be other than temporary, we record the difference as impairment in the period of occurrence. In 2009, we recognized impairment losses of NT\$10 million for Essence Technology Solution and NT\$10 million for Digimax Inc. due to poor operating performance. In 2010, we recognized impairment losses of NT\$21 million for Digimax Inc., NT\$13 million for ChipSip Technology Co., Ltd. due to poor operating performance, NT\$9 million for Crystal Media Inc. and NT\$16 million for A2peak Power Co., Ltd. due to adverse changes in market conditions. In 2011, we recognized impairment losses of NT\$50 million (US\$1.7 million) for Global Mobile Corp., NT\$34 million (US\$1.1 million) for RPTI International Ltd., NT\$14 million (US\$0.5 million) for CQi Energy Infocom Inc. and NT\$10 million (US\$0.3 million) for A2peak Power Co., Ltd. due to poor operating performance, and NT\$21 million (US\$0.7 million) for Aide Energy (Cayman) Holding Co., Ltd., NT\$10 million (US\$0.3 million) for Procrystal Technology Co., Ltd., NT\$5 million (US\$0.2 million) for OptiVision Technology, Inc., and NT\$4 million (US\$0.1 million) for Tatung Fine Chemicals Co., Ltd. due to adverse changes in the market.

### *Valuation of long-lived assets, intangible assets*

We assess the impairment of long-lived assets and intangible assets whenever triggering events or changes in circumstances indicate that the asset may be impaired and carrying value may not be recoverable. Indications we consider important which could trigger an impairment review include, but are not limited to, the following:

- External sources of information:
  - during the period, an asset's market value has declined significantly more than would be expected as a result of the passage of time or normal use.
  - significant changes with an adverse effect on the entity have taken place during the period, or will take place in the near future, in the technological, market, economic or legal environment in which the entity operates or in the market to which an asset is dedicated.

- market interest rates or other market rates of return on investments have increased during the period, and those increases are likely to affect the discount rate used in calculating an asset's value in use and decrease the asset's recoverable amount materially.
- the carrying amount of the net assets of the entity is more than its market capitalization.
- Internal sources of information:
  - evidence is available of obsolescence or physical damage of an asset.
  - significant changes with an adverse effect on the entity have taken place during the period, or are expected to take place in the near future, in the extent to which, or manner in which, an asset is used or is expected to be used.
  - evidence is available from internal reporting that indicates that the economic performance of an asset is, or will be, worse than expected.

When an indication of impairment is identified for intangible assets other than goodwill, any excess of the carrying amount of an asset over its recoverable amount is recognized as a loss. If the recoverable amount increases in a subsequent period, the amount previously recognized as impairment would be reversed and recognized as a gain. However, the adjusted amount may not exceed the carrying amount that would have been determined, as if no impairment loss had been recognized.

Goodwill represents the excess of the consideration paid for business acquisition over the fair value of identifiable net assets acquired. Goodwill is tested for impairment annually. If an event occurs or circumstances change which indicates that the fair value of goodwill is below its carrying amount, an impairment loss is recognized. A subsequent reversal of such impairment loss is not allowed.

#### ***Pension Benefits***

The amounts recognized in our consolidated financial statements related to defined benefit pension are determined on an actuarial basis that utilizes several different assumptions in the calculation of such amounts. Significant assumptions used in determining our pension benefits are the discount rate, the expected long-term rate of return on plan assets, the rate of increase in compensation levels, and the average remaining years of service for employees.

We use long-term historical actual return information and estimate future long-term investment returns by reference to external sources to develop the expected long-term return on plan assets. The discount rate is assumed based on the rates available on high-quality fixed-income debt instruments with the same period to maturity as the estimated period to maturity of the pension benefit. We assume the rate of increase in compensation levels and average remaining years of service based on historical data. Any changes in one or more of these assumptions could impact our pension benefits.

For employees under defined contribution pension plans, pension costs are recorded based on the actual contributions made to employees' individual pension accounts during their service periods.

#### ***Accounting for Income Taxes***

Deferred income taxes represent the effect of temporary differences between the amounts of assets and liabilities recognized for financial reporting purposes and the amounts recognized for income tax purposes. We measure deferred tax assets and liabilities using statutory tax rates that, if changed, would result in either an increase or a decrease in the provision for income taxes in the period of change.

We record a valuation allowance to reduce our deferred tax assets to the amount of future tax benefit that is more likely than not to be realized. While we have considered future taxable income and ongoing prudent and feasible tax planning strategies in

assessing the need for the valuation allowance, we cannot assure you that we would not need to increase the valuation allowance to cover additional deferred tax assets that may not be realizable. Any increase in the valuation allowance could have a material adverse effect on our income tax provision and net income in the period in which such determination is made.

We had a valuation allowance of NT\$182 million (US\$6.0 million) on our deferred tax asset balance as of December 31, 2011. We do not have a full valuation allowance on the deferred tax asset, as we believe these benefits will be partially realizable based on our projection of future operating income. If we experience a significant decrease in our future operating income, our ability to realize the deferred tax assets could be negatively impacted, and thus an increase in the valuation allowance might be required.

Any tax credits arising from purchases of machinery, equipment and technology, research and development expenditures, personnel training, and investments in important technology based enterprises are recognized using the flow through method. Adjustments of prior years' tax liabilities are added to or deducted from the current year's tax provision. Under R.O.C. GAAP, income taxes of 10% on undistributed earnings are recorded in the year of stockholders approval which is the year subsequent to the year the earnings are generated. Under US GAAP, the 10% tax on unappropriated earnings is accrued during the period the earnings arise and adjusted to the extent that distributions are approved by the stockholders in the following year.

Effective from January 1, 2007, we adopted a guidance prescribing the recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return under U.S. GAAP. This guidance also provides guidance on derecognition, classification, interest and penalties, disclosure and transition. The evaluation of a tax position in accordance with this guidance is a two step process. The first step is recognition, where we evaluate whether an individual tax position has a likelihood of greater than 50% of being sustained upon examination based on the technical merits of the position, including resolution of any related appeals or litigation processes. For tax positions that are currently estimated to have a less than 50% likelihood of being sustained, zero tax benefit is recorded. For tax positions that have met the recognition threshold in the first step, we perform the second step of measuring the benefit to be recorded. The actual benefits ultimately realized may differ from the estimates. The adoption of this guidance did not have a material impact on our results of operation, financial position and cash flows. We did not identify significant unrecognized tax benefits for the year ended December 31, 2009, 2010 and 2011. It is highly unlikely that we will incur any interests or penalties related to potential underpaid income tax expenses.

### **Our Financial Reporting Obligations**

Our ongoing financial reporting in our Form 20-F annual reports and interim financial reporting furnished to the SEC on Form 6-K had been based on U.S. GAAP through fiscal year 2007. Beginning with our first quarter interim financial report furnished on Form 6-K and our Form 20-F annual report for fiscal year 2008, we prepared our financial statements under R.O.C. GAAP, with reconciliations to U.S. GAAP.

#### **A. Operating Results**

The following table sets forth our revenues, operating costs and expenses, income from operations and other financial data for the periods indicated.

	For the year ended December 31,			
	2009	2010	2011	
	NTS	NTS	NTS	US\$
	(in billions)			
<b>Revenues:</b>				
Domestic fixed communications	71.5	70.7	79.4	2.6
Mobile communications	86.5	89.0	93.0	3.1
Internet	23.7	24.5	24.8	0.8
International fixed communications	15.2	15.5	15.2	0.5
Others	<u>1.5</u>	<u>2.7</u>	<u>5.1</u>	<u>0.2</u>
Net revenues	198.4	202.4	217.5	7.2
<b>Operating costs and expenses:</b>				
Operating costs	112.7	115.3	131.5	4.4
<b>Operating expenses:</b>				
Marketing	22.3	22.5	23.2	0.8
General and administrative	3.8	4.0	4.2	0.1
Research and development	<u>3.2</u>	<u>3.2</u>	<u>3.5</u>	<u>0.1</u>
Total operating costs and expenses	142.0	145.0	162.4	5.4
Income from operations	56.4	57.4	55.1	1.8
Other income, net	<u>0.8</u>	<u>0.3</u>	<u>1.6</u>	<u>0.1</u>
Income before income tax expense	57.2	57.7	56.7	1.9
Income tax expense	<u>12.7</u>	<u>9.1</u>	<u>8.6</u>	<u>0.3</u>
Consolidated net income	<u>44.5</u>	<u>48.6</u>	<u>48.1</u>	<u>1.6</u>
<b>Attributable to:</b>				
Stockholders of the parent	43.8	47.6	47.1	1.6
Minority interests	0.7	1.0	1.0	-

The following table sets forth our revenues, operating costs and expenses, income from operations and other financial data as a percentage of our total revenues for the periods indicated.

	For the year ended December 31,		
	2009	2010	2011
	(as percentages of total revenues)		
<b>Revenues:</b>			
Domestic fixed communications	36.0%	34.9%	36.5%
Mobile communications	43.6	44.0	42.8
Internet	11.9	12.1	11.4
International fixed communications	7.7	7.7	7.0
Others	<u>0.7</u>	<u>1.3</u>	<u>2.3</u>
Total revenues	<u>100.0%</u>	<u>100.0%</u>	<u>100%</u>
<b>Operating costs and expenses:</b>			
Operating costs	56.8%	57.0%	60.5%
<b>Operating expenses:</b>			
Marketing	11.2	11.1	10.7
General and administrative	1.9	2.0	1.9
Research and development	<u>1.6</u>	<u>1.6</u>	<u>1.6</u>
Total operating costs and expenses	71.5	71.7	74.7
Income from operations	28.5	28.3	25.3
Other income, net	<u>0.4</u>	<u>0.2</u>	<u>0.8</u>
Income before income tax expense	28.9	28.5	26.1
Income tax expense	<u>6.4</u>	<u>4.5</u>	<u>4.0</u>
Consolidated net income	<u>22.5%</u>	<u>24.0%</u>	<u>22.1%</u>
<b>Attributable to:</b>			
Stockholders of the parent	22.1	23.5	21.6
Minority interests	0.4	0.5	0.5

Each of our operating segments is managed separately because each represents a strategic business unit that serves a different market. We measure our segment performances mainly based on revenues and income before tax.

Due to the change in policy for collecting the tariffs for fixed line-to-mobile calls starting from 2011 as discussed in “Domestic Fixed Communications Business”, “Interconnection” and “Regulation—Interconnection Arrangements” of “Item 4. Information on the Company—B. Business Overview”, our domestic fixed communications revenues and cost of revenues increased in 2011, while mobile communications revenues for the same period decreased.

## The year ended December 31, 2011 compared with the year ended December 31, 2010

### Revenues

Our revenues increased by 7.4% from NT\$202.4 billion in 2010 to NT\$217.5 billion (US\$7.2 billion) in 2011. This increase was primarily due to increase in revenues generated from domestic fixed communications, mobile communications, and other business sectors.

#### *Domestic fixed communications*

Domestic fixed communications revenues comprised 34.9% and 36.5% of our revenues in 2010 and 2011, respectively. Our domestic fixed line revenues increased by 12.3% from NT\$70.7 billion in 2010 to NT\$79.4 (US\$2.6 billion) in 2011.

*Local telephone services.* Our local telephone revenues increased from NT\$32.3 billion in 2010 to NT\$41.7 billion (US\$1.4 billion) in 2011. This reflects the shift in policies for collecting the tariffs for fixed-to-mobile calls from mobile service providers to fixed communications service providers since January 1, 2011, which gave our fixed communications business the right to set and collect the tariffs for fixed line-to-mobile phone calls. Traffic volume increased from 13.7 billion minutes in 2010 to 15.6 billion minutes in 2011. We primarily attribute the increase in traffic volume to the inclusion of fixed-line to mobile calls under this category as a result of the NCC's change in policy for collecting the tariffs from fixed-line to mobile calls starting from 2011. For the same reason, our local interconnection revenues decreased by NT\$1.0 billion from NT\$2.4 billion in 2010 to NT\$1.4 billion (US\$0.05 billion) in 2011 because fixed communications service providers received less interconnection charges from mobile service providers.

*Domestic long distance telephone services.* Our domestic long distance telephone revenues decreased by 12.9% from NT\$6.6 billion in 2010 to NT\$5.8 billion (US\$0.2 billion) in 2011. This decrease was mainly due to a decrease in traffic volume from 3.4 billion minutes in 2010 to 3.2 billion minutes in 2011. The decrease in traffic volume was primarily due to the continued traffic migration from fixed line services to mobile services and VoIP.

*Broadband access.* The number of our ADSL customers decreased from 2.3 million in 2010 to 2.1 million in 2011 due to customer migration to our FTTx services. There was an increase in the number of FTTx customers from approximately 2.0 million in 2010 to approximately 2.4 million in 2011. Broadband access revenue increased from NT\$20.3 billion for 2010 to NT\$20.4 billion (US\$0.7 billion) for 2011.

*Domestic leased line.* While demand for higher speed leased lines continues to increase, our overall leased line tariffs have continued to be adversely affected by competition from other fixed line operators, as well as the continued migration of domestic leased line customers to broadband services. Domestic leased line revenue decreased from NT\$6.1 billion for 2010 to NT\$5.7 billion (US\$0.2 billion) for 2011.

*MOD.* Our MOD revenues increased by 31.2% from NT\$1.1 billion in 2010 to NT\$1.4 billion (US\$0.05 billion) in 2011. This increase was mainly due to an increase in the number of subscribers.

*Others.* Other revenues increased by 0.4% from NT\$4.3 billion in 2010 to NT\$4.4 billion (US\$0.1 billion) in 2011. This increase was mainly due to an increase in corporate solution ICT business.

#### *Mobile communications*

Revenues from our mobile communications business segment comprised 44.0% and 42.8% of our revenues in 2010 and 2011, respectively. Revenues from our mobile communications business segment increased by 4.4% from NT\$89.0 billion in 2010 to NT\$93.0 billion (US\$3.1 billion) in 2011. This increase was principally due to the growth of mobile VAS revenue and handset sales revenue offsetting the decline of mobile voice revenue since 2008. The growth of mobile voice traffic due to the general recovery of the economy in the R.O.C. was partially offset by the mandatory tariff reduction and the impact from the change in policy for

collecting the tariffs for fixed-to-mobile calls from mobile service providers to fixed communications service providers since January 1, 2011, which gave our fixed communications business the right to set and collect the tariffs for fixed line-to-mobile phone calls.

*Mobile services.* Revenues from our mobile services comprised 36.1% and 32.6% of our revenues in 2010 and 2011, respectively. Revenues from our mobile services decreased by 3% from NT\$73.1 billion in 2010 to NT\$70.9 billion (US\$2.3 billion) in 2011 due to the decline of mobile voice revenue as a result of the change in policy for collecting the tariffs for fixed line-to-mobile phone calls from mobile service providers to fixed communications service providers, and the mandatory tariff reduction, which was partially offset by the growth of mobile VAS revenue from NT\$ 11.1 billion in 2010 to NT\$15.2 billion (US\$0.5 billion) in 2011.

*Sales of mobile handsets and data cards.* Revenues from our sales of mobile handsets and data cards comprised 7.9% and 10.1% of our revenues in 2010 and 2011, respectively. Revenues from our sales of mobile handsets and data cards increased by 38.4% from NT\$15.9 billion in 2010 NT\$22.0 billion (US\$0.7 billion) in 2011. This increase was principally due to the strong sales of mobile smart phones and the general recovery of the economy in the R.O.C.

#### *Internet*

Internet revenues comprised 12.1% and 11.4% of our revenues in 2010 and 2011, respectively. Our revenues attributable to our internet business increased by 1.4 % from NT\$24.5 billion in 2010 to NT\$24.8 billion (US\$0.8 billion) in 2011. The increase was mainly due to a 3% increase in the number of our total HiNet broadband subscribers from approximately 3.6 million as of December 31, 2010 to approximately 3.7 million as of December 31, 2011. Our HiNet subscribers remained at approximately 4.1 and 4.2 million subscribers as of December 31, 2010 and 2011, respectively. As of December 31, 2011, approximately 82% of our broadband access customers were also HiNet subscribers, using HiNet as their ISP.

#### *International fixed communications*

International fixed communications revenues comprised 7.7% and 7.0% of our revenues in 2010 and 2011, respectively. Our international fixed communications revenues decreased by 2% from NT\$15.5 billion in 2010 to NT\$15.2 billion (US\$0.5 billion) in 2011. This decrease was mainly due to the decrease in international long distance service revenue as a result of intensified market competition.

*International long distance telephone services.* Our international long distance telephone revenues decreased by 3.4% from NT\$12.9 billion in 2010 to NT\$12.4 billion (US\$0.4 billion) in 2011 because of the decline in traffic volumes as a result of intensified market competition.

*International leased line and international data services.* Our international leased line and international data revenues increased by 6% from NT\$2.0 billion in 2010 to NT\$2.1 billion (US\$0.1 billion) in 2011. The increase was mainly because of the overseas market expansion and the increased demand of multinational corporations.

#### *Others*

Other revenues comprised 1.3% and 2.3% of our revenues in 2010 and 2011, respectively. Our other revenues increased by 90.0% from NT\$2.7 billion in 2010 to NT\$5.1 billion (US\$0.2 billion) in 2011. The increase was mainly due to higher property sales by our subsidiary Light Era Development Co., Ltd.

#### ***Operating Costs and Expenses***

Our operating costs and expenses increased by 12.0% from NT\$145.0 billion in 2010 to NT\$162.4 billion (US\$5.4 billion) in 2011. This increase was primarily due to the higher cost of handsets sold, interconnection costs and transition fees resulting from the change in policy for collecting the tariffs of fixed line-to-mobile phone calls.



## Operating Costs

Operating costs include depreciation and amortization expense, personnel expenses, cost of goods sold, interconnection and service expense, costs of materials and maintenance and spectrum usage and license fees.

Our operating costs increased by 14.0% from NT\$115.3 billion in 2010 to NT\$131.5 billion (US\$4.4 billion) in 2011. This increase was principally a result of an increase of NT\$8.1 billion (US\$266.1 million) in cost of goods sold, an increase of NT\$7.1 billion (US\$232.9 million) in interconnection and service expenses mainly due to the change in policy for collecting the tariffs of fixed line-to-mobile phone calls, an increase of NT\$1.0 billion (US\$34.5 million) in maintenance and material expenses due to expansion of broadband facilities, a NT\$1.0 billion (US\$33.2 million) increase in corporate solution ICT costs due to the increase in revenue, partially offset by a decrease of NT\$1.8 billion (US\$61.1 million) in depreciation.

### Marketing

Our marketing expenses, which include personnel expenses, expenses relating to advertising and marketing-related activities and provision for bad debt increased by 3.1% from NT\$22.5 billion in 2010 to NT\$23.2 billion (US\$0.8 billion) in 2011. This increase was principally a result of a NT\$0.3 billion (US\$11.5 million) increase in salary expenses due to headcount growth, and NT\$0.2 billion (US\$7.0 million) in expenses relating to human resource outsourcing services for the sales division.

### General and administrative

Our general and administrative expenses increased by 4.2% from NT\$4.0 billion in 2010 to NT\$4.2 billion (US\$0.1 billion) in 2011. This increase was principally a result of new business in mobile industry in Mainland China and an increase in personnel expenses mainly due to salary increases, additional employees and bonuses.

### Research and development

Our research and development expenses increased by 8.5% from NT\$3.2 billion in 2010 to NT\$3.5 billion (US\$0.1 billion) in 2011. This increase was principally a result of an increase in research professionals and engineers.

### Operating Costs and Expenses by Business Segment

	<u>Domestic Fixed Communications</u>	<u>Mobile Communications</u>	<u>Internet</u>	<u>International Fixed Communications</u>	<u>Others</u>	<u>Adjustment</u>	<u>Total</u>
<b>For the year ended December 31, 2011</b>							
Operating costs and expenses	76.7	72.3	17.2	15.8	8.0	(27.6)	162.4
Depreciation and amortization	20.1	8.3	2.3	1.3	0.3	—	32.3
<b>For the year ended December 31, 2010</b>							
Operating costs and expenses	67.0	62.1	15.8	14.5	6.1	(20.5)	145.0
Depreciation and amortization	21.9	8.2	2.2	1.4	0.3	—	34.0

### Domestic fixed communications

Our domestic fixed communications costs and expenses increased by 14.5% from NT\$67.0 billion in 2010 to NT\$76.7 billion (US\$2.5 billion) in 2011, primarily due to an increase of NT\$9.7 billion (US\$321.4 million) in interconnection and service expenses mainly due to the change in policy for collecting the tariffs of fixed line-to-mobile phone calls. Since we are the market leader of the local call services, in addition to the interconnection fees, we are required to pay transition fees to the mobile operators for a period of six years.

### Mobile communications

Our mobile communications operating costs and expenses increased by 16.4% from NT\$62.1 billion in 2010 to NT\$72.3 billion (US\$2.4 billion) in 2011. This increase was primarily due to an increase of NT\$7.9 billion (US\$262.6 million) in cost of handsets sold and an increase of NT\$1.6 billion (US\$53.5 million) in leased line and internet access expenses.

### Internet

Our internet operating costs and expenses increased by 9.1% from NT\$15.8 billion in 2010 to NT\$17.2 billion (US\$0.6 billion) in 2011. This increase was primarily due to an increase of NT\$0.8 billion (US\$27.4 million) in leased line expenses for broadband services and an increase of NT\$0.4 billion (US\$12.9 million) in corporate solution services and ICT costs.

### International fixed communications

Our international fixed communications costs and expenses increased by 9.2% from NT\$14.5 billion in 2010 to NT\$15.8 billion (US\$0.5 billion) in 2011. The increase was primarily due to an increase of NT\$0.9 billion (US\$28.4 million) in international interconnection expenses.

### Others

The costs and expenses from our other business increased by 32.0 % from NT\$6.1 billion in 2010 to NT\$8.0 billion (US\$0.3 billion) in 2011. The increase was primarily due to an increase of NT\$1.4 billion (US\$46.5 million) in construction costs and an increase of NT\$0.5 billion (US\$16.5 million) in research and development expense.

### Income from operations and Operating Margin

As a result of the foregoing, our income from operations decreased by 4.0% from NT\$57.4 billion in 2010 to NT\$55.1 billion (US\$1.8 billion) in 2011. Our operating margin decreased from 28.3% in 2010 to 25.3% in 2011.

The following table sets forth certain information regarding our operating income by business segment for the periods indicated.

	<u>Domestic Fixed Communications</u>	<u>Mobile Communications</u>	<u>Internet</u>	<u>International Fixed Communications</u>	<u>Others</u>	<u>Adjustment</u>	<u>Total</u>
	(in billions of NT\$)						
<b>For the year ended December 31, 2011</b>							
Revenues from external customers	79.4	93.0	24.8	15.2	5.1	—	217.5
Intersegment service revenues	15.4	7.0	1.9	2.6	0.7	(27.6)	—
Interest income	—	—	—	—	0.7	—	0.7
Other income	0.4	0.1	—	0.1	0.6	—	1.2
	<u>95.2</u>	<u>100.1</u>	<u>26.7</u>	<u>17.9</u>	<u>7.1</u>	<u>(27.6)</u>	<u>219.4</u>
Segment income before tax	<u>18.5</u>	<u>27.8</u>	<u>9.6</u>	<u>2.0</u>	<u>(1.2)</u>	<u>—</u>	<u>56.7</u>
<b>For the year ended December 31, 2010</b>							
Revenues from external customers	70.7	89.0	24.5	15.5	2.7	—	202.4
Intersegment service revenues	14.7	2.1	1.1	1.7	0.7	(20.3)	—
Interest income	—	—	—	—	0.5	—	0.5
Other income	—	0.3	—	0.1	0.3	(0.2)	0.5
	<u>85.4</u>	<u>91.4</u>	<u>25.6</u>	<u>17.3</u>	<u>4.2</u>	<u>(20.5)</u>	<u>203.4</u>
Segment income before tax	<u>18.1</u>	<u>29.3</u>	<u>9.8</u>	<u>2.7</u>	<u>(2.2)</u>	<u>—</u>	<u>57.7</u>

As a result of the foregoing, the segment income before tax for our domestic fixed communications business increased by 2.4% from NT\$18.1 billion in 2010 to NT\$18.5 billion (US\$0.6 billion) in 2011; segment income before tax for our mobile communications business decreased by 5.1% from NT\$29.3 billion in 2010 to NT\$27.8 billion (US\$0.9 billion) in 2011; segment income before tax for our internet business decreased by 2.8% from NT\$9.8 billion in 2010 to NT\$9.6 billion (US\$0.3 billion) in 2011; segment income before tax for our international fixed communications business decreased by 23.1% from NT\$2.7 billion in 2010 to NT\$2.0 billion (US\$0.1 million) in 2011; and segment loss for our others business segment decreased by 43.7% from NT\$2.2 billion in 2010 to NT\$1.2 billion (US\$ 40.5 million) in 2011.

#### ***Other Income, Net***

Our other income, net increased by 402.8% from NT\$0.3 billion in 2010 to NT\$1.6 billion (US\$53.3 million) in 2011. This increase was primarily due to a NT\$0.5 billion (US\$17.0 million) increase in net gain on disposal of property, plant and equipment, a NT\$0.2 billion (US\$7.0 million) increase in equity in earnings of equity method investees, a NT\$0.3 billion (US\$9.3 million) increase in net interest income, and a NT\$0.2 billion (US\$5.0 million) decrease in net loss on valuation and disposal of financial instruments.

#### ***Income Tax***

Our income tax was NT\$9.1 billion in 2010, compared to NT\$8.6 billion (US\$0.3 billion) in 2011. Our effective tax rate was 15.8% in 2010 and 15.2% in 2011, primarily due to lower income from operations. Please refer to “Item 5. Operating and Financial Review and Prospects—Taxation” for a discussion of the change in tax rate.

#### ***Net Income***

As a result of the foregoing, our net income attributable to stockholders of the parent decreased by 1.1% from NT\$47.6 billion in 2010 to NT\$47.1 billion (US\$1.6 billion) in 2011. Our net margin was 23.5% in 2010 and 21.6 % in 2011.

### **The year ended December 31, 2010 compared with the year ended December 31, 2009**

#### ***Revenues***

Our revenues increased by 2.1% from NT\$198.4 billion in 2009 to NT\$202.4 billion in 2010. This increase was primarily due to increase in revenues generated from mobile communications, internet, international fixed communications and other business sectors.

### *Domestic fixed communications*

Domestic fixed communications revenues comprised 36.0% and 34.9% of our revenues in 2009 and 2010, respectively. Our domestic fixed line revenues decreased by 1.1% from NT\$71.5 billion in 2009 to NT\$70.7 billion in 2010.

*Local telephone services.* Our local telephone revenues decreased from NT\$33.2 billion in 2009 to NT\$32.3 billion in 2010. This reflects a 6.4% decline in traffic volume from 14.6 billion minutes in 2009 to 13.7 billion minutes in 2010, offset by a 0.5% increase in average local usage fees. The decline in traffic volume was primarily due to the traffic migration from fixed line services to mobile and internet telephone services. We expect this trend to continue as broadband and mobile services become more widely adopted in Taiwan. However, we believe the rate of such migration is slowing down. Our local interconnection revenues decreased by NT\$77 million (US\$2.6 million) from 2009 to 2010 because of the decrease in fixed line to mobile voice traffic volume of calls terminating on mobile networks of alternative operators.

*Domestic long distance telephone services.* Our domestic long distance telephone revenues decreased by 10.2% from NT\$7.4 billion in 2009 to NT\$6.6 billion in 2010. This decrease was mainly due to a decrease in traffic volume from 3.6 billion minutes in 2009 to 3.4 billion minutes in 2010 and domestic long distance interconnection tariff decreases mandated by the National Communications Commission. The decrease in traffic volume was primarily due to the continued traffic migration from fixed line services to mobile services and VoIP. Our interconnection revenues also decreased primarily because the telecommunications operators construct their own interconnection circuit.

*Broadband access.* The number of our ADSL customers decreased from 2.7 million in 2009 to 2.3 million in 2010 due to customer migration to our FTTx services. There was an increase in the number of FTTx customers from approximately 1.6 million in 2009 to approximately 2.0 million in 2010. Broadband access revenue increased from NT\$19.9 billion for 2009 to NT\$20.3 billion for 2010.

*Domestic leased line.* While demand for higher speed leased lines continues to increase, our overall leased line tariffs have continued to be adversely affected by competition from other fixed line operators, as well as the continued migration of domestic leased line customers to broadband services. Domestic leased line revenue decreased from NT\$6.7 billion for 2009 to NT\$6.1 billion for 2010.

*MOD.* Our MOD revenues increased by 9.9% from NT\$0.9 billion in 2009 to NT\$1.1 billion in 2010. This increase was mainly due to an increase in the average revenue per user. In addition, since 2010, MOD revenues include billing fees and advertising revenues, which was previously accounted for under domestic other services.

### *Mobile communications*

Revenues from our mobile communications business segment comprised 43.6% and 44.0% of our revenues in 2009 and 2010, respectively. Revenues from our mobile communications business segment increased by 2.9% from NT\$86.5 billion in 2009 to NT\$89.0 billion in 2010. This increase was principally due to the growth of mobile VAS revenue and handset sales revenue offsetting the decline of mobile voice revenue over years. The growth of mobile voice traffic due to the general recovery of the economy in the R.O.C. partially offset the impact from the mandatory tariff reduction, which helped slow down the decline of the mobile voice revenue in 2010.

*Mobile services.* Revenues from our mobile services comprised 36.0% and 36.1% of our revenues in 2009 and 2010, respectively. Revenues from our mobile services increased by 2.3% from NT\$71.4 billion in 2009 to NT\$73.1 billion in 2010 due to the growth of mobile VAS revenue from NT\$8.4 billion in 2009 to NT\$ 11.1 billion in 2010, offsetting the decline of mobile voice revenue. The growth of mobile traffic volume due to the general recovery of the economy in the R.O.C. also helped slow down the decline in mobile voice revenue.

*Sales of mobile handsets and data cards.* Revenues from our sales of mobile handsets and data cards comprised 7.6% and 7.9% of our revenues in 2009 and 2010, respectively. Revenues from our sales of mobile handsets and data cards increased by 6.1%

from NT\$15.0 billion in 2009 to NT\$15.9 billion in 2010. This increase was principally due to the strong sales of mobile smart phones and the general recovery of the economy in the R.O.C.

#### *Internet*

Internet revenues comprised 11.9% and 12.1% of our revenues in 2009 and 2010, respectively. Our revenues attributable to our internet business increased by 3.5% from NT\$23.7 billion in 2009 to NT\$24.5 billion in 2010. The increase was mainly due to a 1.6% increase in the number of our total HiNet broadband subscribers from approximately 3.5 million as of December 31, 2009 to approximately 3.6 million as of December 31, 2010. Our HiNet subscribers remained at approximately 4.1 million subscribers as of December 31, 2009 and 2010 because the increase of our HiNet broadband subscribers was offset by the decrease of HiNet dial-up subscribers. As of December 31, 2010, approximately 82.0% of our broadband customers were also HiNet subscribers, using HiNet as their ISP.

#### *International fixed communications*

Our international fixed communications revenues increased by 1.9% from NT\$15.2 billion in 2009 to NT\$15.5 billion in 2010. This increase was mainly due to the increase in revenues from our international leased line services and international data services.

*International long distance telephone services.* Our international long distance telephone revenues remained constant at NT\$12.9 billion in 2009 and 2010 because the decrease of the unit price was offset by the growth in both the traffic volume of calls using calling cards and the wholesale of the traffic from 2009 to 2010. Our international settlement revenues decreased from NT\$3.5 billion in 2009 to NT\$3.2 billion in 2010. This decrease was primarily due to the appreciation of NT dollars.

*International leased line and international data services.* Our international leased line and international data revenues increased by 19.1% from NT\$1.68 billion in 2009 to NT\$2.00 billion in 2010. The increase was mainly because of the overseas market expansion and the increased demand of multinational corporations.

#### ***Operating Costs and Expenses***

Our operating costs and expenses increased by 2.2% from NT\$142.0 billion in 2009 to NT\$145.0 billion in 2010. This increase was primarily due to the increases in costs of handsets sold. As a percentage of revenues, operating costs and expenses increased from 71.5% in 2009 to 71.7% in 2010.

#### *Operating Costs*

Operating costs include depreciation and amortization expense, personnel expenses, cost of goods sold, interconnection and service expense, costs of materials and maintenance and spectrum usage and license fees.

Our operating costs increased by 2.3% from NT\$112.7 billion in 2009 to NT\$115.3 billion in 2010. This increase was principally a result of an increase of NT\$3.0 billion in cost of goods sold, an increase of NT\$1.2 billion in personnel expenses mainly due to increase in bonus expense because of net income growth, and a NT\$0.6 billion increase in ICT costs due to the increase in revenue, partially offset by a decrease of NT\$2.2 billion in depreciation.

#### *Marketing*

Our marketing expenses, which include personnel expenses, expenses relating to advertising and marketing-related activities and provision for bad debt increased by 0.8% from NT\$22.3 billion in 2009 to NT\$22.5 billion in 2010. This increase was principally a result of a NT\$0.5 billion increase in bonus, partially offset by a decrease of NT\$0.3 billion in expenses relating to advertising and other marketing-related activities.

### General and administrative

Our general and administrative expenses increased by 6.6% from NT\$3.8 billion in 2009 to NT\$4.0 billion in 2010. This increase was principally a result of a NT\$0.1 billion increase due to the consolidation of our subsidiaries previously accounted for under the equity method, and a NT\$0.1 billion increase in bonus.

### Research and development

Our research and development expenses remained flat at NT\$3.2 billion in 2009 and 2010.

### Operating Costs and Expenses by Business Segment

	Domestic Fixed Communications	Mobile Communications	Internet	International Fixed Communications	Others	Adjustment	Total
<b>For the year ended December 31, 2010</b>							
Operating costs and expenses	67.0	62.1	15.8	14.5	6.1	(20.5)	145.0
Depreciation and amortization	21.9	8.2	2.2	1.4	0.3	—	34.0
<b>For the year ended December 31, 2009</b>							
Operating costs and expenses	67.6	58.3	15.1	14.2	4.6	(17.8)	142.0
Depreciation and amortization	24.0	8.4	2.3	1.4	0.2	—	36.3

#### Domestic fixed communications

Our domestic fixed communications costs and expenses decreased by 0.9% from NT\$67.6 billion in 2009 to NT\$67.0 billion in 2010, primarily due to a NT\$2.1 billion decrease in depreciation and amortization expenses reflecting a slowdown in capital expenditures, partially offset by a NT\$0.9 billion increase in corporate solution services and ICT costs and a NT\$0.8 billion increase in bonus.

#### Mobile communications

Our mobile communications operating costs and expenses increased by 6.6% from NT\$58.3 billion in 2009 to NT\$62.1 billion in 2010. This increase was primarily due to an increase of NT\$2.4 billion in cost of handsets sold, and an NT\$1.0 billion increase in leased line and internet access expenses.

#### Internet

Our internet operating costs and expenses increased by 4.5% from NT\$15.1 billion in 2009 to NT\$15.8 billion in 2010. This increase was primarily due to a NT\$0.4 billion increase in leased line expenses.

#### International fixed communications

Our international fixed communications costs and expenses increased by 1.9% from NT\$14.2 billion in 2009 to NT\$14.5 billion in 2010. The increase was primarily due to an increase of NT\$0.1 billion in equipment rental expense and an increase of NT\$0.1 billion in corporate solution services and ICT costs.

#### Others

The costs and expenses from our other business increased by 31.7% from NT\$4.6 billion in 2009 to NT\$6.1 billion in 2010. The increase was primarily due to the consolidation of our subsidiaries.

## Income from operations and Operating Margin

As a result of the foregoing, our income from operations increased by 1.7% from NT\$56.4 billion in 2009 to NT\$57.4 billion in 2010. Our operating margin decreased from 28.5% in 2009 to 28.3% in 2010.

The following table sets forth certain information regarding our operating income by business segment for the periods indicated.

	<u>Domestic Fixed Communications</u>	<u>Mobile Communications</u>	<u>Internet</u>	<u>International Fixed Communications</u>	<u>Others</u>	<u>Adjustment</u>	<u>Total</u>
	(in billions of NT\$)						
<b>For the year ended December 31, 2010</b>							
Revenues from external customers	70.7	89.0	24.5	15.5	2.7	—	202.4
Intersegment service revenues	14.7	2.1	1.1	1.7	0.7	(20.3)	—
Interest income	—	—	—	—	0.5	—	0.5
Other income	—	0.3	—	0.1	0.3	(0.2)	0.5
	<u>85.4</u>	<u>91.4</u>	<u>25.6</u>	<u>17.3</u>	<u>4.2</u>	<u>(20.5)</u>	<u>203.4</u>
Segment income before tax	<u>18.1</u>	<u>29.3</u>	<u>9.8</u>	<u>2.7</u>	<u>(2.2)</u>	<u>—</u>	<u>57.7</u>
<b>For the year ended December 31, 2009</b>							
Revenues from external customers	71.5	86.5	23.7	15.2	1.5	—	198.4
Intersegment service revenues	13.7	1.9	0.7	1.5	—	(17.8)	—
Interest income	—	—	—	—	0.5	—	0.5
Other income	—	0.1	0.1	—	0.7	—	0.9
	<u>85.2</u>	<u>88.5</u>	<u>24.5</u>	<u>16.7</u>	<u>2.7</u>	<u>(17.8)</u>	<u>199.8</u>
Segment income before tax	<u>17.4</u>	<u>30.2</u>	<u>9.3</u>	<u>2.6</u>	<u>(2.3)</u>	<u>—</u>	<u>57.2</u>

As a result of the foregoing, segment income before tax for our domestic fixed communications business increased by 3.4% from NT\$17.4 billion in 2009 to NT\$18.1 billion in 2010; segment income before tax for our mobile communications business decreased by 2.8% from NT\$30.2 billion in 2009 to NT\$29.3 billion in 2010; segment income before tax for our internet business increased by 5.1% from NT\$9.3 billion in 2009 to NT\$9.8 billion in 2010; segment income before tax for our international fixed communications business increased by 4.0% from NT\$2.6 billion in 2009 to NT\$2.7 billion in 2010; and segment loss for our others business segment decreased by 5.5% from NT\$2.3 billion to NT\$2.2 billion.

### Other Income, Net

Our other income, net decreased by 62.1% from NT\$0.8 billion in 2009 to NT\$0.3 billion in 2010. This decrease was primarily to a NT\$0.2 billion loss on disposal of property, plant, and equipment, and a NT\$0.1 billion net loss on valuation and disposal of financial instruments, and a NT\$0.1 billion net loss on foreign exchange.

### Income Tax

Our income tax was NT\$12.7 billion in 2009, compared to NT\$9.1 billion in 2010. Our effective tax rate was 22.3% in 2009 and 15.8% in 2010, primarily due to the reduction of the corporate income tax rate in the R.O.C. from 25% to 17% effective from 2010. Please refer to “Item 5. Operating and Financial Review and Prospects—Taxation” for a discussion of the change in tax rate.



## Net Income

As a result of the foregoing, our net income attributable to stockholders of the parent increased by 8.8% from NT\$43.8 billion in 2009 to NT\$47.6 billion in 2010. Our net margin was 22.1% in 2009 and 23.5% in 2010.

## B. Liquidity and Capital Resources

### Liquidity

The following table sets forth the summary of our cash flows for the periods indicated:

	For the year ended December 31,			
	2009	2010	2011	
	NT\$	NT\$	NT\$	US\$
			(in billions)	
Net cash provided by operating activities	77.3	84.8	75.3	2.5
Net cash used in investing activities	(29.5)	(17.4)	(33.1)	(1.1)
Net cash used in financing activities	(56.5)	(47.0)	(65.7)	(2.2)
Effect of exchange rate changes	—	—	0.1	—
Effect of change on consolidated subsidiaries	0.7	(2.8)	(0.1)	—
Net increase (decrease) in cash and cash equivalents	(8.0)	17.6	(23.5)	(0.8)
Cash and cash equivalents at end of year	73.3	90.9	67.4	2.2

Our primary source of liquidity is cash flow from operations, which represents operating profit adjusted for non cash items, primarily depreciation and amortization and changes in current assets and liabilities. We believe that our working capital is sufficient to meet our present cash flow requirements.

In 2011, we generated NT\$75.3 billion (US\$2.5 billion) net cash from operating activities as compared to NT\$84.8 billion in 2010. The decrease was primarily due to a NT\$6 billion (US\$0.2 billion) decrease in cash flow from accounts receivable because starting from 2011, we brought our billing period for monthly fees in line with that for connection charges, and due to a NT\$2.3 billion (US\$0.1 billion) decrease in income from operations owing to the increased operating cash outflow which outnumbered the revenue in 2011.

In 2010, we generated NT\$84.8 billion net cash from operating activities as compared to NT\$77.3 billion in 2009. The increase was primarily due to a NT\$4.1 billion increase in consolidated net income and the decrease in pension fund contribution described below.

Historically, net cash from operating activities has been sufficient to cover our capital expenditures, including ongoing expansion and modernization of our networks.

In 2011, net cash used in investing activities was NT\$33.1 billion (US\$1.1 billion), an increase from NT\$17.4 billion in 2010. The change was primarily due to the decrease in cash flow from disposal of available-for-sale financial instruments.

In 2010, net cash used in investing activities was NT\$17.4 billion, a decrease from NT\$29.5 billion in 2009. The change was primarily due to the increase in cash inflow from disposal of available-for-sale financial instruments.

In 2011, our net cash used in financing activities totaled NT\$65.7 billion (US\$2.2 billion), which mainly reflected NT\$42.9 billion (US\$1.4 billion) of payment of dividends during that period and NT\$19.4 billion (US\$0.6 billion) of cash distribution to our stockholders for a capital reduction plan.

In 2010, our net cash used in financing activities totaled NT\$47.0 billion, which mainly reflected NT\$39.4 billion of payment of dividends during that period and NT\$9.7 billion of cash distribution to our stockholders for a capital reduction plan.

### Capital Resources

We have historically financed our capital expenditure requirements with our cash flows from operations. In future years, we expect to have capital expenditure requirements for the ongoing expansion and upgrade of our networks, including 3G/HSPA/HSPA+, FTTx, Wi-Fi/femtocell and service platforms, and future construction of LTE to migrate mobile and data service customers to higher contribution platforms. We also expect to make dividend payments on an ongoing basis. See “Item 8. Financial Information—A. Consolidated Statements and Other Financial Information.” Furthermore, we may require working capital from time to time to finance purchases of materials for our maintenance and other overhead expenses. We expect to primarily rely on cash generated from operations and, to a lesser extent, loans from commercial banks to meet our planned capital expenditures, make our planned dividend payments, repay debts and fulfill other commitments over the next twelve months.

As of December 31, 2011, our primary source of liquidity was NT\$67.4 billion (US\$2.2 billion) in cash and cash equivalents.

Our subsidiary, Spring House Entertainment Inc. applied for a secured loan from the Industrial Development Bureau of the Ministry of Economic Affairs for research and development purposes and obtained the loan from Taiwan Business Bank. This secured loan was early repaid in full in April 2010.

As of December 31, 2009, 2010 and 2011, our subsidiary Chief Telecom had short-term unsecured loans in the amount of NT\$235 million, NT\$75 million, and NT\$70 million (US\$2.3 million) at interest rates at 1.15%, 1.10% and 1.25%, respectively. As of December 31, 2009, 2010 and 2011, Chief Telecom had long-term unsecured loans in the amount of NT\$310 million, NT\$209 million and NT\$109 million (US\$3.6 million), respectively, all with interest rates ranging from 2.01% to 2.04%.

As of December 31, 2009, our subsidiary Light Era Development Co., Ltd. had a short-term secured loan from First Commercial Bank in the amount of NT\$488 million at an interest rate of 0.81%. In September 2010, Light Era Development renewed this short-term loan to a long-term secured loan, and obtained another long-term secured loan in the amount of NT\$2,750 million from Chang Hwa Bank. As of December 31, 2010 and 2011, Light Era Development Co., Ltd. had secured loans in the amount of NT\$3,238 million with interest rates ranging from 0.80% to 1.01%, and NT\$1,650 million (US\$54.5 million) with interest rate at 1.10%, respectively.

As of December 31, 2010 and 2011, Chunghwa Precision Test Technology Co., Ltd., a subsidiary of Chunghwa Investment Co., Ltd. had short-term unsecured loans of NT\$40 million and NT\$5 million (US\$0.17 million) at interest rates ranging from 1.29% to 1.33% and 1.53% from the Bank of Taiwan and E.SUN Bank, respectively, and a long-term secured loan of NT\$10 million and NT\$1.42 million (US\$0.05 million) from E.SUN Bank at an interest rate of 1.60% and 1.83%, respectively.

As part of the government’s effort to upgrade the existing telecommunication infrastructure, we and other public utility companies were required by the R.O.C. government to contribute a total of NT\$1.0 billion to a Piping Fund, administered by the Taipei City Government. This fund is used to finance various telecommunications infrastructure projects. We accounted for the contribution as other monetary assets on our consolidated balance sheets.

Note 30 to our audited consolidated financial statements included elsewhere in this annual report provides a description of the assets are pledged as collateral for short-term and long-term bank loans and contract deposits.

### Capital Expenditures

The following table sets forth a summary of our capital expenditures for the periods indicated.

	For the year ended December 31,					
	2009		2010		2011	
	(NT\$ in billions, except percentages)					
<b>Capital Expenditures:</b>						
Domestic fixed communications business	15.9	62%	14.2	58%	16.6	62%
Mobile communications business	5.0	20	5.3	21	4.3	16
Internet business	2.1	8	1.9	8	3.8	14
International fixed communications business	1.3	5	1.8	7	1.5	6
Others	1.2	5	1.4	6	0.7	2
Total capital expenditures	<u>25.5</u>	<u>100%</u>	<u>24.6</u>	<u>100%</u>	<u>26.9</u>	<u>100%</u>

The following table sets forth a summary of our planned capital expenditures for the year ending December 31, 2012.

	For the year ending December 31, 2012	
	(NT\$ in billions, except percentages)	
<b>Capital Expenditures:</b>		
Domestic fixed communications business	19.3	58.3 %
Mobile communications business	6.9	20.9
Internet business	4.5	13.6
International fixed communications business	1.6	4.8
Others	0.8	2.4
Total capital expenditures	<u>33.1</u>	<u>100.0%</u>

We expect our total capital expenditures to be approximately NT\$ 33.1 billion in 2012. In future periods, we expect our total capital expenditures to rise due to the launch of new businesses, FTTx network expansion, access bandwidth enhancement, service platforms, cloud computing and 3G/HSPA/HSPA+ mobile network expansion. We expect to finance these capital expenditures with our cash flows from operations.

### Inflation

We do not believe that inflation in Taiwan has had a material impact on our results of operations in 2009, 2010 and 2011.

### Recent Accounting Pronouncements

The ARDF of the R.O.C revised statement of Financial Accounting Standards No. 34, "Financial Instruments: Recognition and Measurement" on December 4, 2008. One of the main revisions is that the impairment of receivables originated by us should be covered by SFAS No. 34. Accounts receivable are assessed for impairment at the end of each reporting period and considered to be impaired when there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the accounts receivable, the estimated future cash flows of the asset have been affected. The revised SFAS No. 34 should be applied to financial statements for the fiscal years beginning on and after January 1, 2011. The adoption of the accounting standard did not have a material effect on our results of operations, financial position and cash flows.

On May 14, 2009, the Financial Supervisory Commission announced the "Framework for Adoption of International Financial Reporting Standards, or IFRSs, by Companies in the R.O.C." In this framework, starting 2013, companies with shares listed on the TSE or traded on the Taiwan GreTai Securities Market or Emerging Stock Market should prepare their financial statements in accordance with the Guidelines Governing the Preparation of Financial Reports by Securities Issuers and the International Financial Reporting Standards, International Accounting Standards, and the Interpretations as well as related guidance translated by the ARDF and issued by the FSC. Note 35 to our audited consolidated financial statements included elsewhere in this annual report provides a description of our plans, status of execution and the material differences between the existing accounting policies and the accounting policies to be adopted under IFRSs.

In September 2009, the FASB issued an accounting standard update which provides guidance on how to separate consideration in multiple-deliverable arrangements and significantly expands disclosure requirements. The standard establishes a

hierarchy for determining the selling price of a deliverable, eliminates the residual method of allocation and requires that arrangement consideration be allocated at the inception of the arrangement to all deliverables using the relative selling price method. The update is effective for annual reporting periods beginning on or after June 15, 2010. The adoption of the guidance did not have a material effect on our results of operations, financial position and cash flows.

In September 2009, the FASB issued an accounting standard update on arrangements that include software elements. Tangible products that have software components that are essential to the functionality of the tangible product will no longer be within the scope of the software revenue recognition guidance, and software-enabled products will now be subject to other relevant revenue recognition guidance. The update is effective for annual reporting periods beginning on or after June 15, 2010. The adoption of the guidance did not have a material effect on our results of operations, financial position and cash flows.

In January 2010, the FASB issued an accounting update that amended guidance and clarified the disclosure requirements about fair market value measurement. These amended standards require new disclosures for significant transfers of assets or liabilities between Level 1 and Level 2 in the fair value hierarchy; separate disclosures for purchases, sales, issuance and settlements of Level 3 fair value items on a gross, rather than net basis; and more robust disclosure of the valuation techniques and inputs used to measure Level 2 and Level 3 assets and liabilities. Except for the detailed disclosures of changes in Level 3 items, which are effective for us as of January 1, 2011, the remaining new disclosure requirements were effective for us as of January 1, 2010.

In April 2010, the FASB issued an accounting update that provides guidance on defining a milestone and determining when it may be appropriate to apply the milestone method of revenue recognition for certain research and development transactions. Under this new standard, a company can recognize as revenue consideration that is contingent upon achievement of a milestone in the period in which it is achieved, only if the milestone meets all criteria to be considered substantive. This standard is effective for us on a prospective basis as of January 1, 2011. The adoption of the guidance did not have a material effect on our results of operations, financial position and cash flows.

In April 2010, the FASB issued an accounting update to clarify that a share-based payment award with an exercise price denominated in the currency of a market in which a substantial portion of the entity's equity securities trades must not be considered to contain a market, performance, or service condition. Therefore, an entity should not classify such an award as a liability if it otherwise qualifies for classification in equity. This guidance is effective for annual periods beginning on or after December 15, 2010, and will be applied prospectively. Affected entities will be required to record a cumulative catch-up adjustment to the opening balance of retained earnings for all awards outstanding as of the beginning of the annual period in which the guidance is adopted. Earlier application is permitted. The adoption of the guidance did not have a material effect on our results of operations, financial position and cash flows.

In December 2010, the FASB issued an accounting update to require that supplemental pro forma information disclosures pertaining to acquisitions should be presented as if the business combination(s) occurred as of the beginning of the prior annual period when comparative financial statements are presented. This guidance also expands the supplemental pro forma disclosures to include a description of the nature and amount of material, nonrecurring pro forma adjustments directly attributable to the business combination included in the reported pro forma revenue and earnings. This guidance is effective for business combinations consummated in periods beginning after December 15, 2010. Early adoption is permitted. We will make the required disclosures prospectively as of the date of the adoption for any material business combinations or series of immaterial business combinations that are material in the aggregate. The adoption of the accounting standard did not have a material effect on our financial statements.

In December 2010, the FASB issued an accounting update to modify Step 1 of the goodwill impairment test for reporting units with zero or negative carrying amounts. For those reporting units, an entity is required to perform Step 2 of the goodwill impairment test if it is more likely than not that a goodwill impairment exists. In determining whether it is more likely than not that a goodwill impairment exists, an entity should consider whether there are any adverse qualitative factors indicating that an impairment may exist. For public entities, this guidance is effective for impairment tests performed during entities' fiscal years that begin after

December 15, 2010. Early application will not be permitted. The adoption of the accounting standard did not have a material effect on our consolidated financial statements.

In May 2011, the FASB issued an accounting update to amend the fair value measurement guidance and include some enhanced disclosure requirements. The most significant change in disclosures is an expansion of the information required for Level 3 measurements based on unobservable inputs. The standard is effective for fiscal years beginning after December 15, 2011. Early adoption is not permitted. Since this standard impacts disclosure requirements only, its adoption is not expected to have a material impact on our results of operations, financial condition or cash flows.

In June and December 2011, the FASB issued accounting updates to eliminate the current option to report other comprehensive income and its components in the statement of stockholders' equity. Instead, an entity will be required to present items of net income and other comprehensive income in one continuous statement or in two separate, but consecutive, statements. The new requirements do not change which components of comprehensive income are recognized in net income or other comprehensive income, or when an item of other comprehensive income must be reclassified to net income. This guidance must be applied retroactively and is effective for fiscal years beginning after December 15, 2011. Earlier application is permitted. Based on our analysis, we currently do not anticipate that the new guidance will have a material effect on our result of consolidated financial statements.

In September 2011, the FASB issued an accounting update, which is intended to reduce the cost and complexity of the annual goodwill impairment test by providing entities an option to perform a "qualitative" assessment to determine whether further impairment testing is necessary. Specifically, an entity has the option to first assess qualitative factors to determine whether it is necessary to perform the current two-step test. If an entity believes, as a result of its qualitative assessment, that it is more-likely-than-not that the fair value of a reporting unit is less than its carrying amount, the quantitative impairment test is required. Otherwise, no further testing is required. This standard is effective for annual and interim goodwill impairment tests performed for fiscal years beginning after December 15, 2011. Earlier adoption is permitted. We are currently evaluating the impact on the adoption of the update.

In December 2011, the FASB issued an accounting update, which creates new disclosure requirements regarding the nature of an entity's rights of setoff and related arrangements associated with its financial instruments and derivative instruments. Certain disclosures of the amounts of certain instruments subject to enforceable master netting arrangements or similar agreements would be required, irrespective of whether the entity has elected to offset those instruments in the statement of financial position. The disclosure requirements are effective for annual reporting periods beginning on or after January 1, 2013 with retrospective application required. Since this standard impacts disclosure requirements only, its adoption is not expected to have a material impact on our results of operations, financial condition or cash flows.

### U.S. GAAP Reconciliation

Our consolidated financial statements are prepared in accordance with R.O.C. GAAP, which differ in certain material respects from U.S. GAAP. The following table sets forth a comparison of our net income and stockholders' equity in accordance with R.O.C. GAAP and U.S. GAAP as of and for the periods indicated.

	For the year ended December 31,			
	2009	2010	2011	
	NT\$	NT\$	NT\$	US\$
	(in billions)			
R.O.C. GAAP:				
Consolidated net income	44.5	48.6	48.1	1.6
Attributable to:				
Stockholders of the parent	43.8	47.6	47.1	1.6
Minority interests	0.7	1.0	1.0	—
U.S. GAAP:				
Net income	45.8	49.2	49.4	1.6

	For the year ended December 31,			
	2009	2010	2011	
	NT\$	NT\$	NT\$	US\$
	(in billions)			
Attributable to:				
Stockholders of the parent	45.1	48.3	48.4	1.6
Noncontrolling interests	0.7	0.9	1.0	—
Total stockholders' equity:				
R.O.C. GAAP	379.0	368.6	373.0	12.3
U.S. GAAP	306.5	296.1	301.4	9.9

Note 36 to our audited consolidated financial statements included elsewhere in this annual report provides a description of the significant difference between R.O.C. GAAP and U.S. GAAP as they related to us and a reconciliation of net income and stockholders' equity.

### C. Research, Development, Patents and Licenses, Etc.

#### Research and Development

Our research and development efforts are focused on the development of advanced network services and operation technologies as well as the development of core technologies for the domestic telecommunications market. For 2009, 2010 and 2011, our research and development expenses were approximately NT\$3.2 billion, NT\$3.2 billion and NT\$3.5 billion (US\$116.5 million), respectively, or approximately 1.6%, 1.6% and 1.6% of our revenues, respectively.

As of March 31, 2012, we have more than 2,213 researchers focusing on the following areas:

- wireless communication;
- broadband transmission and access;
- Internet and multimedia applications;
- network operation support;
- customer service information;
- Information and communication security;
- advanced technologies research; and
- customer premises equipment.

We have developed a number of advanced network services, operation technologies and applications and value-added services, including our xDSL/FTTx deployment, internet-based call center, e-commerce platform, mobile internet services, global standard for mobile communications billing system, a new telecommunications operation service system for all business units of our company, government public key infrastructure, a leased line testing and monitoring system and an intelligent transportation system. As of December 31, 2011, we have been granted 360 domestic patents and 60 foreign patents.

## D. Trend Information

See “—Overview” for a discussion of the most significant recent trends that have had, and in the future may have, a material impact on our results of operations, financial condition and capital expenditures. In addition, see discussions included in this Item for a discussion of known trends, uncertainties, demands, commitments or events that we believe are reasonably likely to have a material effect on our net operating revenues, income from continuing operations, profitability, liquidity or capital resources, or that would cause reported financial information not necessarily to be indicative of future operating results or financial condition.

## E. Off-Balance Sheet Arrangements

Note 30 and 31 to our consolidated financial statements included elsewhere in this annual report provide descriptions of the pledged assets, and significant commitments and contingencies. There are no off-balance sheet arrangements that are material to investors.

## F. Tabular Disclosure of Contractual Obligations

Set forth below are our total contractual obligations as of December 31, 2011.

	Payments due by period				
	Total	Less than 1 year	1-3 years (NT\$ in billions)	3-5 years	More than 5 years
Contractual Obligations <sup>(1)</sup>					
Short-term loans	0.1	0.1	—	—	—
Long-term loans	1.8	0.7	—	1.1	—
Obligations related to ST-2 satellite	2.8	0.2	0.4	0.4	1.8
Operating leases <sup>(2)</sup>	6.2	1.9	2.7	1.5	0.1
Total	10.9	2.9	3.1	3.0	1.9

- (1) Accrued pension liabilities of NT\$1.4 billion (US\$47.7 million) as of December 31, 2011 have not been included in the table above.
- (2) Operating leases obligations are described in note 31 to our consolidated financial statements included elsewhere in the annual report.

As of December 31, 2011, we had remaining commitments under non-cancelable contracts with various parties, including acquisition of lands and buildings of NT\$0.05 billion (US\$1.7 million), acquisition of telecommunications equipment of NT\$20.0 billion (US\$660.5 million), unused letters of credit of NT\$0.3 billion (US\$9.9 million) and contracts for printing bills, envelopes and marketing gifts of NT\$34.7 million (US\$1.1 million). Light Era Development has already contracted to advance sale of lands and buildings for NT\$1.1 billion (US\$36.7 million), and collected NT\$0.2 billion (US\$7.9 million) in advance according to the contracts.

## G. Foreign Exchange

Our revenues and costs and expenses are largely denominated in NT dollars. Our principal expenses denominated in foreign currencies are capital expenditures on telecommunications equipment and settlement payments for the use of networks of carriers in foreign countries for outgoing international calls. Settlement receipts have been a principal source of foreign currency for us. While future fluctuations of the NT dollar against foreign currencies could impact our financial condition and results of operations, we have not been materially affected by the fluctuation of the NT dollar against foreign currencies.



## ITEM 6. DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES

### A. Directors and Senior Management

The following table sets forth the name, age, position and tenure of each of our directors and supervisors and such person's position as of March 31, 2012. There is no family relationship among any of these persons. All of our directors and supervisors were elected at our annual general stockholders' meeting held on June 18, 2010 and have terms from June 18, 2010 to June 17, 2013.

Name	Age	Position
Shyue-Ching Lu	63	Chairman, chief executive officer and director
Shaio-Tung Chang	65	President and director
Wen-Tsan Lin	55	Director
Yu-Fen Hong	55	Director
Gordon S. Chen	58	Director
Yi-Bing Lin	51	Director
Jennifer Yuh-Jen Wu	51	Director
Shih-Wei Pan	57	Director
Chung-Yu Wang <sup>(1)</sup>	67	Director
Zse-Hong Tsai <sup>(1)</sup>	51	Director
Chung-Fern Wu <sup>(1)</sup>	55	Director
Shih-Peng Tsai	63	Director
Shwu-Fen Chao	48	Supervisor
I-Hwa Wu	63	Supervisor
Su-Ghen Huang	47	Supervisor

(1) Independent director.

**Shyue-Ching Lu** is a director and our chairman and chief executive officer. Dr. Lu had served as our president from May 1996 until he was appointed our chairman in August 2008. Prior to that, Dr. Lu was the Director General of the Department of Posts and Communications of the Ministry of Transportation and Communications from 1993 to 1994 and the deputy director general of the Directorate General of Telecommunications from 1994 to 1996. Dr. Lu holds a Ph.D. degree in electrical engineering from the University of Hawaii and a bachelor's degree in engineering from the National Cheng Kung University in Taiwan.

**Shaio-Tung Chang** is the president of our company. Mr. Chang served as a senior vice president of our company from March 2007 to August 2008 and an executive vice president of our company and manager of our Mobile Business Group from July 2004 to March 2007. He also served as executive vice president of our company and manager of our International Business Group from December 2002 to July 2004. Mr. Chang holds a master's degree in management science from the National Chiao Tung University in Taiwan.

**Wen-Tsan Lin** is a director of our company. Mr. Lin is also a director of Personnel Department at the Ministry of Transportation and Communications. Mr. Lin holds a Ph.D degree from Public Administration Department of National Chengchi University in Taiwan.

**Yu-Fen Hong** is a director of our company. Ms. Hong is currently the director of the accounting department at the Ministry of Transportation and Communications. She holds a master's degree in business & management from the National Chiao Tung University in Taiwan.

**Gordon S. Chen** is a director of our company, and also the Chairman of Gre Tai Securities Market. Dr. Chen has more than 28 years of services in financial sector. He gained in-depth financial expertise and hands-on banking experience from several government positions, such as chairman of Taiwan Stock Exchange Corporation and chairman of Taiwan Certificate Authority

Corporation. Dr. Chen obtained a Ph.D. degree from the National Taiwan University, a master's degree in Public Finance from National Chengchi University and a bachelor's degree in economics at the Chinese Culture University.

**Yi-Bing Lin** is a director of our company. Dr. Yi-Bing Lin received his bachelor's degree from the National Cheng Kung University in Tainan, Taiwan in 1983, and his Ph.D. from the University of Washington in Seattle in 1990. From 1990 to 1995, he was a research scientist with Bellcore (Telcordia). He then joined the National Chiao Tung University, or NCTU, in Taiwan where he remains. In 1996, he served as the deputy director of Microelectronics and Information Systems Research Center at the NCTU. Between 1997 and 1999, Dr. Lin was chairman of the Department of Computer Science & Information Engineering at the NCTU. Since 2000, he has also been appointed as an adjunct research fellow at the Academia Sinica. Between 2004 and 2006, Dr. Lin was appointed the vice president of the office of research and development at the NCTU. From 2007 to February 22, 2011, Dr. Lin has served as the dean of the College of Computer Science at the NCTU. Since February 23, 2011, he became the vice president of NCTU.

**Jennifer Yuh-Jen Wu** is a director of our company. Dr. Wu is also currently the deputy director general of the Institute of Transportation at the Ministry of Transportation and Communications. Dr. Wu was the director of the information systems division of the Institute of Transportation from 1995 to August 2008 and also worked as the secretary-general of the Ministry of Transportation and Communications in 2000. Dr. Wu holds a Ph.D. degree from the Institute of Traffic and Transportation from the National Chiao Tung University. She also holds two master's degrees from Northwestern University, one in electrical engineering and computer science and one in industrial engineering and management science.

**Shih-Wei Pan** is a director of our company. Dr. Pan is also currently the political deputy minister at the Council of Labor Affairs. Dr. Pan holds a Ph.D. degree in industrial and labor relations from Cornell University.

**Chung-Yu Wang** is currently an independent director of our company and also the ex-chairman of China Steel Corporation. He graduated from Chung Yuan Christian University with a bachelor's degree in Chemical Engineering.

**Zse-Hong Tsai** is an independent director of our company. Dr. Tsai is also currently a professor of electrical engineering at the National Taiwan University. His research interest includes broadband networking, performance evaluation and telecommunication regulations. Dr. Tsai holds a Ph.D. degree and a master's of science degree in electrical engineering from the University of California, Los Angeles, and a bachelor's of Science degree in electrical engineering from the National Taiwan University.

**Chung-Fern Wu** is an independent director of our company. Dr. Wu is also currently a professor of Accounting at the National Taiwan University. She holds an MBA degree in Finance and a Bachelor degree in Accounting from the National Taiwan University. She started her career as a practicing CPA in Taiwan and a Systems Analyst in U.S.A. She started her academic career as an Assistant Professor in the Fisher School of Accounting, University of Florida after receiving her Ph.D. degree in Accounting and Information Management from the Anderson Graduate School of Management, University of California, Los Angeles.

**Shih-Peng Tsai** is a director of our company. Mr. Tsai is currently a representative of the Member's Convention of the Chunghwa Telecom Workers Union. Mr. Tsai graduated from Ta Tung Junior Technological College of commerce.

**Shwu-Fen Chao** is a supervisor of our company. Ms. Chao is the office director of the Secretary-General Office of the Executive Yuan. Ms. Chao was a Senior Specialist of the Department of Information and Tourism, Taipei City Government from 2006-2009 and the Secretary of the Taipei Economic and Cultural Representative Office in New Zealand from 1994 to 1996. She holds a master degree of Diplomacy from National Chengchi University.

**I-Hwa Wu** is a supervisor of our company. Ms. Wu is also the vice president of Chunghwa Post Co., Ltd. She holds a bachelor's degree in commerce of the National Taiwan University.

**Su-Ghen Huang** is a supervisor of our company. Ms. Huang is also currently the director of the Department of Planning of the Directorate General of Budget, Accounting and Statistics at the Executive Yuan. Ms. Huang holds a bachelor's degree in Accounting from the Furen University in Taiwan.

The following people served as directors on our board during 2011 but are no longer serving with us due to resignations or replacements.

**Mu-Shun Lin** was a director of our company. Mr. Lin is the chief secretary at the Ministry of Transportation and Communications. Mr. Lin holds a master's degree in law from Ming-Chuan University in Taiwan.

**Shen-Ching Chen** was a director of our company. Mr. Chen is the vice president of Chinese Television System. He was the president of the Central News Agency, the assistant general manager of the Public Television Service and assistant manager of Formosa TV's news department. Mr. Chen obtained a bachelor's degree in journalism from Chengchi University.

The following table sets forth the name, age, position and tenure of each of our executive officers and such person's position as of March 31, 2012. There is no family relationship among any of these persons.

Name	Age	Position
Shu Yeh	54	Chief financial officer and senior vice president
Chi-Mau Sheih	58	Senior vice president
Yen-Sung Lee	63	Senior vice president
Mu-Piao Shih	59	Senior vice president
Yuan-Kuang Tu	56	Executive vice president
Min-Hsuan Lin	63	Executive vice president
Chang-Rong Chen	61	Executive vice president
Fu-Kuei Chung	58	Executive vice president
Hsiu-Gu Huang	59	Executive vice president
Tai-Feng Leng	63	Executive vice president

**Shu Yeh** is our chief financial officer. Dr. Yeh is also a director of Chunghwa Investment Co., Ltd. Dr. Yeh served as an independent director of our company from June 2007 to January 2010. Dr. Yeh also served as a professor of accounting at National Taiwan University. Dr. Yeh holds a Ph.D. degree in accounting from the University of California, Los Angeles, a master's degree in professional accounting from the University of Texas at Austin, and a bachelor's degree in economics from the National Taiwan University.

**Chi-Mau Sheih** is a senior vice president of our company. Mr. Sheih is also a director of Taiwan International Standard Electronics Co., Ltd. Mr. Sheih was an executive vice president and the manager of our Southern Taiwan Business Group from March 2007 to June 2010. Prior to that, he was an executive vice president of our company and the manager of our Central Taiwan Business Group from September 2006 to March 2007. He served as the senior managing director of our Network Department from September 2001 to January 2004. He also served as an assistant vice president of our company and a deputy manager of our Central Taiwan Business Group from January 2004 to September 2006. Mr. Sheih holds a Master of Business Administration degree from the National Taiwan University.

**Yen-Sung Lee** is a senior vice president of our company. Dr. Lee is also a director of Senao International Co., Ltd. Dr. Lee previously served as an executive vice president of our company and the manager of our Enterprise Business Group from February 2007 to September 2008. Mr. Lee was an executive vice president and the manager of the Data Communications Business Group of our company from January 2002 to April 2005 and was the president of the Telecom Laboratories from April 2005 to February 2007. Mr. Lee holds a Ph. D. degree in information engineering from National Chiao Tung University.

**Mu-Piao Shih** is a senior vice president of our company. Mr. Shih is also a director of Taipei Financial Center Corp. Mr. Shih was an executive vice president of our company and the manager of our Mobile Business Group from September 2009 to August 2011. Mr. Shih served as an assistant vice president and a deputy manager of our Mobile Business Group from March 2005

to September 2009. He also served as the senior chief engineer of our Mobile Business Group from October 2001 to March 2005. Mr. Shih holds a master's degree in electronic engineering from the National Taiwan University.

**Yuan-Kuang Tu** is an executive vice president of our company and the manager of our Northern Taiwan Business Group. Dr. Tu is also a director of Senao International Co., Ltd. He served as the president of Chunghwa Telecom Laboratories from May 2009 to March 2012, the senior managing director of our Corporate Planning Department from May 2007 to May 2009, and a vice president of Chunghwa Telecom Laboratories from March 2006 to April 2007. He holds a Ph.D. degree in Electrical Engineering from National Taiwan University.

**Min-Hsuan Lin** is an executive vice president of our company and the manager of our Southern Taiwan Business Group since June 2010. Prior to that, he served as an assistant vice president of our company and a deputy manager of our Southern Taiwan Business Group from September 2009 to June 2010. He also served as the manager of the Tainan Branch Office from May 2007 to September 2009. He also served as the manager of the Fong-Shan Branch Office from February 2006 to May 2007, and he also served as the managing director of the Marketing Department of our Southern Taiwan Business Group from August 2004 to February 2006. Mr. Lin holds a Bachelor of Department of Transportation and Communication Management Science degree from the National Cheng Kung University.

**Chang-Rong Chen** is an executive vice president of our company and the manager of our Mobile Business Group. Mr. Chen is also a director of Chunghwa Investment Co., Ltd. Mr. Chen served as an assistant vice president and deputy manager of our Mobile Business Group from February 2006 to September 2011, and he also served as the managing director of the Marketing Department of our Mobile Business Group from March 2004 to February 2006. Mr. Chen holds a master's degree in Business Management from National Chiao Tung University.

**Fu-Kuei Chung** is an executive vice president of our company and the manager of our Data Communications Business Group. He is also a director of Chunghwa Telecom Vietnam Co., Ltd. Before promoting to this position, he previously served as a deputy manager of our Data Communications Business Group from September 2010 to 2012 March and the senior managing director of our Corporate Planning Department from May 2009 to August 2010. Mr. Chung holds the master degree in information management from National Taiwan University.

**Hsiu-Gu Huang** is an executive vice president of our company and the manager of our Enterprise Business Group. Mr. Huang served as an assistant vice president of our company and a deputy manager of our Enterprise Business Group from January 2007 to September 2008. Mr. Huang holds a master's degree in management science from the National Chiao Tung University in Taiwan.

**Tai-Feng Leng** is an executive vice president of our company and the manager of the International Business Group. Miss Leng is also a director of Chief Telecom Inc., Donghwa Telecom Co., Ltd. and Chunghwa Telecom Singapore Pte., Ltd. Miss Leng served as the a deputy manager of our International Business Group from July 2004 to December 2007 and as the senior managing director of our Marketing Department from October 2001 to July 2004. Miss Leng holds a master's degree in management science from the National Chiao Tung University in Taiwan.

The following person served as our executive officer during 2011 but is no longer serving with us due to resignations or replacements.

**Jen-Hon Lin** was a senior vice president of our company. Mr. Lin previously served as executive vice president and manager of our Mobile Business Group from March 2007 to September 2009. He also previously served as an executive vice president of our company and the manager of our International Business Group from January 2006 to March 2007. Mr. Lin graduated from the New York Institute of Technology with master's degree in electrical engineering.

**Tzu-Han Huang** was an executive vice president of our company and the manager of our Northern Taiwan Business Group from January 2008 to March 2012. Dr. Huang was also a director of Senao International Co., Ltd. He served as an assistant vice

president of our company and a deputy manager of our Northern Taiwan Business Group from February 2006 to January 2008 and as the senior managing director of our Marketing Department from July 2004 to February 2006. He holds a Ph.D. degree in applied mathematics from National Chung-Hsing University.

**Shyang-Yih Chen** was an executive vice president and the manager of our Data Communications Business Group from September 2006 to March 2012. He served as an assistant vice president of our company and a deputy manager of our Data Communications Business Group from January 2005 to September 2006. Mr. Chen was the managing director of our Value-added System Department of our Data Communications Business Group from May 1997 to January 2005. Mr. Chen holds a master's degree in electronic engineering from National Taiwan University.

## B. Compensation

The compensation plan for our directors and supervisors was approved at our annual general stockholders' meeting in 2006. The adjustment in the fixed monthly income for the chairman of our board of directors and the president was approved by the board meeting in December 2011.

- the chairman of our board of directors may receive a fixed monthly income of NT\$330,000 and a non-fixed income, including but not limited to performance-related bonuses or other rewards, which may not exceed his fixed income. The chairman will not receive any additional compensation for his role as a director;
- our president may receive a fixed monthly income of NT\$311,700 and a non-fixed income, including but not limited to performance-related bonuses or other rewards, which may not exceed his fixed income. The president will not receive any additional compensation for his role as a director;
- independent directors who concurrently serve in military, public office or hold teaching or administrative post may receive a fixed monthly compensation of NT\$8,000, and those who do not concurrently serve in military or public office or hold teaching or administrative post may receive a monthly compensation of NT\$50,000;
- directors and supervisors who serve in military, public office or hold teaching or administrative post may receive a monthly compensation of NT\$8,000, and those directors and supervisors who do not serve in military and public office or hold teaching or administrative post may receive a monthly compensation of NT\$30,000;

Any compensation above the stipulated amounts in the compensation plan for our directors and supervisors, including but not limited to profit-based bonuses, received by our directors and supervisors who are serving as representatives of the Ministry of Transportation and Communications or other legal persons will be collected by the Ministry of Transportation and Communications or the legal persons they represent, respectively. Our chairman, president, and labor representative to our board of directors—Shyue-Ching Lu, Shaio-Tung Chang, and Shih-Peng Tsai, respectively—do not receive monthly compensation for acting as our directors because they receive salaries as employees.

The compensation plan was put into practice on January 1, 2006. The aggregate amount of compensation that we paid to our directors, supervisors and executive officers in 2010 and 2011 was NT\$139,477,758 and NT\$136,289,017 respectively. The aggregate amount of compensation in 2011 includes a NT\$81,647,530 salary payment for directors, supervisors and executive officers, a NT\$2,929,017 pension accrued for executive officers, a NT\$44,446,400 bonus for directors and supervisors and a NT\$7,266,070 bonus for executive officers and a labor union director. The 2011 bonus for our directors and supervisors may not exceed 0.2% of our distributable earnings and must be approved at our 2012 annual general stockholders' meeting. See "Item 5. Operating and Financial Review and Prospects—Overview—Provisions for pension payments to our employees" and note 28 to our consolidated financial statements included elsewhere in this annual report for descriptions about our pension plans.

Pursuant to R.O.C. disclosure rules, we have disclosed the compensation of our directors and supervisors and the compensation ranges of our senior management for the fiscal year ended December 31, 2011 as follows:

<u>Directors</u>	<u>Total Compensation</u>	<u>Fixed Income</u>	<u>Dividends</u>	<u>Business Expenses</u>
	(in NT\$)			
Chung-Yu Wang	630,000	600,000	— <sup>(5)</sup>	30,000
Zse-Hong Tsai	640,000	600,000	— <sup>(5)</sup>	40,000
Chung-Fern Wu	624,000	600,000	— <sup>(5)</sup>	24,000
Shyue-Ching Lu	8,141,000 <sup>(1)</sup>	—	— <sup>(6)</sup>	—
Shaio-Tung Chang	7,510,450 <sup>(2)</sup>	—	— <sup>(6)</sup>	—
Shih-Peng Tsai	2,059,766 <sup>(3)</sup>	—	— <sup>(6)</sup>	—
Mu-Shun Lin	60,968	54,968	— <sup>(6)</sup>	6,000
Wen-Tsan Lin	45,032	41,032	— <sup>(6)</sup>	4,000
Yu-Fen Hong	102,000	96,000	— <sup>(6)</sup>	6,000
Jennifer Yuh-Jen Wu	112,000	96,000	— <sup>(6)</sup>	16,000
Shih-Wei Pan	96,000	96,000	— <sup>(6)</sup>	—
Gordon S. Chen	380,000	360,000	— <sup>(6)</sup>	20,000
Yi-Bing Lin	112,000	96,000	— <sup>(6)</sup>	16,000
Shen-Ching Chen	201,613	191,613	— <sup>(6)</sup>	10,000
Ministry of Transportation and Communications <sup>(4)</sup>	33,804,440	—	33,804,440	—

- (1) Includes NT\$8,141,000 received as salary for serving as our chief executive officer.
- (2) Includes NT\$ 7,510,450 received as salary for serving as our president.
- (3) Includes NT\$1,958,248 received as salary and NT\$101,518 received as business expenses as our employee
- (4) Our juridical director.
- (5) The independent directors will not receive any dividend distributions.
- (6) Each of these directors are legal representatives of the MOTC. The dividend distributions will be paid directly to the MOTC because such dividend distributions are not the individual income of these directors.

<u>Supervisors</u>	<u>Total Compensation</u>	<u>Fixed Income</u>	<u>Dividends</u>	<u>Business Expenses</u>
	(in NT\$)			
Shwu-Fen Chao	98,000	96,000	— <sup>(2)</sup>	2,000
I-Hwa Wu	108,000	96,000	— <sup>(2)</sup>	12,000
Su-Ghen Huang	106,000	96,000	— <sup>(2)</sup>	10,000
National Development Fund, Executive Yuan <sup>(1)</sup> ....	7,094,640	—	7,094,640 <sup>(2)</sup>	—
Chunghwa Post Co., Ltd. <sup>(1)</sup>	3,547,320	—	3,547,320 <sup>(2)</sup>	—

- (1) Our juridical supervisor.
- (2) The dividend distributions will be paid directly to the legal entity that the respective supervisor represents because such dividend distributions are not the individual income of these supervisors.

<u>Total Compensation</u>	<u>Senior Management</u>
Below NT\$2,000,000	none
NT\$2,000,000 to NT\$4,999,999	Chang-Rong Chen, Feng-Yue Hung
NT\$5,000,000 to NT\$9,999,999	Yen-Sung Lee, Jen-Hon Lin, Chi-Mao Hsieh, Shu Yeh, Mu-Piao Shih, Tzu-Han Huang, Min-Hsuan Lin, Hsiu-Gu Huang, Tai-Feng Leng, Shyang-Yih Chen, Yuan-Kuang Tu
Total	13 people



We do not have any service contracts with any directors providing for any benefits upon termination of employment.

### C. Board Practices

Thirteen directors and three supervisors were elected in 2010 for three-year terms. The MOTC replaced Mr. Mu-Shun Lin with Mr. Wen-Tsan Lin in July 2011 due to a reallocation of responsibilities for these two individuals at the MOTC. One of the directors designated by MOTC, Shen-Ching Chen, resigned in July 2011 and MOTC has not designated new director yet. Therefore we currently have 12 directors and three supervisors. Pursuant to the R.O.C. Company Act, the directors may be removed from office at any time by a resolution adopted by a resolution at a stockholders' meeting. The chairman of our board of directors is elected by our directors. Our chairman presides at all meetings of our board of directors and also has the authority to act as our representative. We have not entered into any contract with any of our directors and supervisors by which our directors or supervisors are expected to receive benefits upon termination of their employment.

Our articles of incorporation provide for a board of directors consisting of seven to fifteen members. Pursuant to the R.O.C. Securities and Exchange Act, as amended in January 2006, the R.O.C. Financial Supervisory Commission on May 28, 2006 published a rule requiring listed non-financial-institution companies with paid-in capital exceeding NT\$50 billion to appoint independent directors to serve on their board of directors in accordance with the Act. The term "independent director" may have a different meaning when used in Taiwan than in other jurisdictions. The number of independent directors shall be not less than one-fifth of the total number of directors and not less than two in number. Pursuant to both the R.O.C. Company Act and the R.O.C. Securities and Exchange Act, Article 12 Clause 1 of our article of incorporation provides for the election of, starting from the fifth stockholders' meeting, at least three independent directors out of the 7-to-15-member board. We have used a nominating process, with the stockholders choosing the independent directors from the list of nominees. Accordingly, we have elected three independent directors in the annual general meeting on June 18, 2010. With respect to certain material decisions to be made by our company as specified in the R.O.C. Securities and Exchange Act, including the adoption or amendment to our internal control system, material loans or guarantees, the issuance of equity-type securities, matters in which directors and supervisors have personal interests, the appointment and discharge of auditors, approval of financial reports, the appointment and discharge of financial, accounting or internal auditing officers and other matters prescribed by the R.O.C. Financial Supervisory Commission, the dissenting opinion or qualified opinion of an independent director is required to be noted in the minutes of the board of directors' meeting.

In accordance with our articles of incorporation, we are required to have three to five supervisors. We currently have three supervisors elected during the stockholder's meeting in 2010. In accordance with the R.O.C. Company Act, our supervisors are elected by our stockholders and may not concurrently serve as our directors, executive officers or other staff members. The term of office for our supervisors is three years and their term may be renewed for any number of consecutive terms. Supervisors' duties and powers include, but are not limited to, supervision of our business operations, investigation of our financial condition, inspection of corporate records, verification of statements prepared by the board of directors prior to the annual general stockholders' meeting, calling of and giving reports at stockholders' meetings, representation of us in negotiations with our directors and giving notification, when appropriate, to the board of directors to cease acting in contravention of applicable law or regulations, our articles of incorporation or the resolutions adopted by our stockholders. The supervisors may be also removed from office at any time by a resolution adopted at a stockholders' meeting.

Under the R.O.C. Company Act, a person may serve as our director or supervisor in his personal capacity or as the representative of another legal entity. A director or supervisor who serves as the representative of a legal entity may be removed or replaced at any time at the discretion of that legal entity, and the replacement director or supervisor may serve the remainder of the term of office of the replaced director or supervisor. Except for our three independent directors, all of our directors are representatives of the Ministry of Transportation and Communications. Our current supervisors consist of one representative from the Executive Yuan's National Development Foundation and two representatives from Chunghwa Post Co. Ltd. In accordance with the R.O.C. Securities and Exchange Act, as amended, except with the approval of the Competent Authority (i.e. The Financial Supervisory Commission), a representative of the government or of a juristic person, as a stockholder of our company, may not be concurrently



selected or serve as the director or supervisor from the time of expiration of the term currently being served by our directors or supervisors.

The business address of our directors, supervisors and executive officers is the same as our registered address.

Our audit committee was established in September 2004 and is comprised of our three independent directors: Chung-Yu Wang and Zse-Hong Tsai and Chung-Fern Wu.

Our audit committee is responsible for: (i) selecting our independent registered public accounting firm and determining their compensation; (ii) reviewing and discussing our annual, semi-annual and quarterly financial reports with our independent auditor; (iii) communicating with our independent auditors; (iv) approving our accounting firm's annual audit and non-audit service items; (v) negotiating the conflicts over our financial reports between our management and accounting firm; (vi) reviewing and assessing of our internal control policy; (vii) discussing and reporting other financial information and required disclosure under the Securities Exchange Act of 1934 with our management and independent auditor; and (viii) performing one self-review each year. Our board of directors has concluded that Chung-Fern Wu is our audit committee financial expert.

In addition to our audit committee, we also have a corporate strategy committee. Our corporate strategy committee is composed of seven directors and is responsible for reviewing and advising on the budgets, capital requirements, financial forecasts, matters related to investments, business license matters, corporate reorganization, development plans and other major issues affecting our development. The conclusions of the corporate strategy committee are considered at a subsequent board of directors meeting. The board of directors passed a resolution on November 8, 2005 to set up a compensation committee, which is composed of five directors. The Article 14-6 of R.O.C. Securities and Exchange Act requires all listed companies to establish a compensation committee for directors, supervisors and managers' compensation, which includes salary, stock options and other rewards, as well as authorizes the Competent Authority (i.e. Financial Supervisory Commission) to enact a regulation on the authorities of the compensation committee and the qualifications of its members. Our board of directors passed a resolution to amend the organization of our compensation committee on August 26, 2011. The compensation committee is composed of two independent directors and one director and is responsible for drafting, approving and periodically reviewing the compensation proposals for the directors, supervisors, president, senior management, financial officer, accounting officer, and internal audit officer. See "Item 10. Additional Information—B. Memorandum and Articles of Incorporation—Directors." Our audit committee members include: Chung-Yu Wang, Zse-Hong Tsai, Chung-Fern Wu.

In November 2003, the Securities and Exchange Commission approved changes to the New York Stock Exchange's listing standards related to the corporate governance practices of listed companies. Under these rules, listed foreign private issuers, like us, must disclose any significant ways in which their corporate governance practices differ from those followed by New York Stock Exchange-listed U.S. companies under the New York Stock Exchange's listing standards. See "Item 16G. Corporate Governance". A copy of the significant differences between our corporate governance practices and New York Stock Exchange corporate governance rules applicable to U.S. companies is also available on our website <http://www.cht.com.tw>. The information contained on our website is not a part of this annual report.

#### D. Employees

*The following section sets forth information regarding the employees.*

As of December 31, 2011, we had 28,772 employees on a consolidated basis. The following table is a breakdown of our employees from 2009 to 2011 on a consolidated basis.

	2009	2010	2011
<b>Employees</b>			
Technical	14,490	14,522	14,768
Operations	11,643	11,785	12,283
Administrative	1,782	1,827	1,721
Total	<u>27,915</u>	<u>28,134</u>	<u>28,772</u>

The following table is a breakdown of our employees from 2009 to 2011 on a non-consolidated basis.

	2009	2010	2011
<b>Employees</b>			
Technical	14,061	13,879	13,959
Operations	9,133	9,189	9,336
Administrative	1,474	1,406	1,369
Total	<u>24,668</u>	<u>24,474</u>	<u>24,664</u>

As of December 31, 2011, approximately 73% of our employees had university, graduate or post-graduate degrees. To improve our operational efficiency by reducing personnel costs, we offered a number of voluntary retirement programs between June 1, 2000 and December 31, 2011, which resulted in a reduction in our workforce of approximately 12,193 employees.

As of December 31, 2011, approximately 99% of our employees on a non-consolidated basis were members of our principal labor union. Our collective agreement sets forth work rules, grievance procedures and provides for union participation in performance evaluations and promotion decisions. Our union members also occupy a majority of the seats on our employee welfare and pension fund committees. In addition, we will continue to maintain a good relationship with our labor union. We strive to have good communication with our employees and the labor union by inviting representatives of our labor union to attend various meetings related to the performance of our employees.

Pursuant to our articles of incorporation, our employees are entitled to 2% to 5% of the distributable earnings as employee bonuses. Our practice in the past to determine the amount of the bonus has been based on the operating results. In the fourth quarter of 2011, we distributed an aggregate bonus to our employees of NT\$2.1 billion. Since the change in accounting regulations requiring bonuses in the form of stocks be recorded as an expense at their market value instead of their par value, we instead decided to distribute cash bonuses.

#### E. Share Ownership

As of March 31, 2012, our directors, supervisors and executive officers personally held an aggregate 593,078 shares of our common shares, representing around 0.01% of our outstanding common shares. The following table sets forth information with respect to the beneficial ownership of our common shares as of March 31, 2012 by each of our directors, supervisors and executive officers.

Name	Number	%
Shyue-Ching Lu	*	*
Shaio-Tung Chang	*	*
Shih-Peng Tsai	*	*
Shu Yeh	*	*
Chi-Mau Sheih	*	*
Yen-Sung Lee	*	*
Mu-Piao Shih	*	*
Yuan-Kuang Tu	*	*
Min-Hsuan Lin	*	*
Chang-Rong Chen	*	*
Fu-Kuei Chung	*	*
Hsiu-Gu Huang	*	*
Tai-Feng Leng	*	*

\* Stockholder beneficially owns less than 1.0% of our outstanding common shares.

## Employee Stock Subscription Program

Under the Statute of Chunghwa Telecom Co., Ltd. and our articles of incorporation, we must reserve up to 10 to 15% of any new shares for subscription by our employees whenever we issue new shares for cash, except for any issuances of restricted stock to employees.

Our consolidated subsidiary, Senao, is publicly traded on the Taiwan Stock Exchange and resolved to grant the stock options plan for its employees to purchase common stock of Senao. As of December 31, 2010 and 2011, participants in Senao's stock incentive plan had outstanding stock options to purchase 5.1 million and 2.3 million common shares of Senao, respectively.

## ITEM 7. MAJOR STOCKHOLDERS AND RELATED PARTY TRANSACTIONS

### A. Major Stockholders

The following table sets forth information known to us with respect to the beneficial ownership of our shares (i) as of April 1, 2012, the most recent practicable date and (ii) as of certain record dates in each of the preceding three years, for the stockholders known by us to own at least 5.0% of our outstanding common shares. Beneficial ownership is determined in accordance with Securities and Exchange Commission's rules.

Name	As of April 1, 2009		As of April 1, 2010		As of April 1, 2011		As of April 1, 2012	
	number	%	number	%	number	%	number	%
The Republic of China government(1)	3,544,036,853	36.55	3,685,804,514	38.01	2,957,318,085	38.12	2,885,164,257	37.19
The Ministry of Transportation and Communications	3,422,148,723	35.29	3,422,148,720	35.29	2,737,718,976	35.29	2,737,718,976	35.29

(1) Includes shares held through the Ministry of Transportation and Communications and other government-controlled entities

The Ministry of Transportation and Communications owned 3,764,363,593, or 35.29%, 3,422,148,720, or 35.29%, and 2,737,718,976, or 35.29% of our outstanding common shares as of December 31, 2009, 2010 and 2011 respectively.

As of April 13, 2012, 29 record holders held 42,512,221 ADSs (each representing 10 ordinary shares), which represents approximately 5.5% of our total outstanding ordinary shares. Because many of these ADSs were held by brokers or other nominees, we cannot ascertain the exact number of beneficial shareholders with addresses in the United States.

### B. Related Party Transactions

We have not extended any loans or credit to any of our directors, supervisors or executive officers, and we have not provided guarantees for borrowings by any of these persons. We have not entered into any fee-paying contract with any of these persons for them to provide services not within his or her capacity as a director, supervisor or executive officer of our company, except that three of our directors who are also our employees receive salaries from our company in their capacity as our employees.

Please refer to "Item 4. Information on the Company—A. History and Development of the Company" for a discussion of our alliances, acquisitions and investments. Please refer to notes 1, 13 and 29 to our consolidated financial statements included elsewhere in this annual report for descriptions of Chunghwa's subsidiaries, investments accounted for using equity method, and related party transactions.

On April 1, 2007, Chunghwa entered into an agreement with Senao making Senao the exclusive distributor of mobile handsets to Chunghwa's retail outlets. Under the terms of the agreement, Senao also provides mobile handset sales services in Chunghwa's retail outlets, exclusively sells Chunghwa's SIM cards in Senao's own retail stores, and gets commission, subsidies of handset sold

and warranties from Chunghwa. For the year ended December 31, 2011, Senao received NT7.4 billion (US\$244.0 million) from Chunghwa. Chunghwa also sells mobile handsets and data cards to Senao. For the year ended December 31, 2011, Chunghwa sold mobile handsets and data cards to Senao that amounted to NT0.8 billion (US\$27.5 million).

Chunghwa acquired network equipment and related supplies from Chunghwa System Integration for approximately NT\$1.7 billion (US\$56.5 million) in 2011.

Chunghwa purchased telecommunications exchange facilities and related supplies and replacement parts from Taiwan International Standard Electronics for approximately NT\$1.3 billion (US\$44.0 million) in 2011.

On July 28, 2009, we provided a loan to our related party, ST-2 Satellite Ventures Pte., Ltd., in the amount of SG\$23.9 million at an interest rate of 6.38% per annum. The outstanding balance of the loan and interest accrued was paid in full on April 1, 2010.

The foregoing transactions with related parties were determined in accordance with mutual agreements.

### C. Interests of Experts and Counsel

Not applicable.

## ITEM 8. FINANCIAL INFORMATION

### A. Consolidated Statements and Other Financial Information

See Item 18 for a list of all consolidated financial statements filed as part of this annual report on Form 20-F.

Except as described in “Item 4. Information on the Company—B. Business Overview—Legal Proceedings,” we are not currently involved in material litigation or other proceedings that may have or have had in the recent past, significant effects on our financial position or profitability.

For our policy on dividend distributions, see “Item 10. Additional Information—B. Memorandum and Articles of Incorporation—Dividends and Distributions.” The following table sets forth the dividends declared on each of our common shares and in the aggregate for each of the years ended December 31, 2007, 2008, 2009, 2010 and 2011. All of these dividends were paid, in the fiscal year following the period with respect to which the dividends relate.

	Dividends per common share <sup>(1)</sup>	Total dividends <sup>(1)</sup>
	NT\$	NT\$ in billions
Year ended December 31, 2007	6.36 <sup>(2)</sup>	60.8 <sup>(2)</sup>
Year ended December 31, 2008	4.83 <sup>(3)</sup>	46.8 <sup>(3)</sup>
Year ended December 31, 2009	4.06	39.4
Year ended December 31, 2010	5.52	42.8
Year ended December 31, 2011	5.46 <sup>(4)</sup>	42.4 <sup>(4)</sup>

(1) Cash dividend unless otherwise indicated.

(2) Includes stock dividends of NT\$2.10 per common share (equivalent to 210 shares for every 1,000 shares held) representing total stock dividends of NT\$20.1 billion.

(3) Includes stock dividends of NT\$1 per common share (equivalent to 100 shares for every 1,000 shares held) representing total stock dividends of NT\$9.7 billion.

(4) Dividends for 2011 were approved in the board meeting in March 2012 and are expected to have the final approval at our annual general stockholders’ meeting scheduled for June 22, 2012.

We have historically distributed cash dividends to our stockholders equal to approximately 90% of our annual net income. We intend to maintain this dividend payout ratio in the future, subject to a number of commercial factors, including the interests of our stockholders, cash requirements for future capital expenditures and investments, as well as relevant industry and market practice. The amount of our net income determined for purposes of calculating our annual dividend payout may differ from the amount of our net income determined in accordance with U.S. GAAP.

## B. Significant Changes

Other than as disclosed elsewhere in this annual report, we have not experienced any significant changes since the date of the annual consolidated financial statements included in this annual report.

## ITEM 9. THE OFFER AND LISTING

### A. Offer and Listing Details

#### Market Price Information for Our Common Shares

Our common shares have been listed on the Taiwan Stock Exchange since October 27, 2000. There is no public market outside Taiwan for our common shares. The table below shows, for the periods indicated, the high and low closing prices and the average daily volume of trading activity on the Taiwan Stock Exchange for our common shares. The closing price for our common shares on the Taiwan Stock Exchange on April 13, 2012 was NT\$90.60 per share.

A capital reduction plan approved at the general stockholders' meeting on June 15, 2007 was executed in 2007. Trading of our shares was suspended in the Taiwan Stock Exchange from December 21, 2007 to January 8, 2008. Trading of our new shares commenced on January 9, 2008. The amount of the capital reduction was NT\$9,667,845,090, corresponding to 966,784,509 common shares of 10,634,629,602 total listed common shares—a reduction ratio of 9.09090908834%. Every thousand shares were converted to 909.0909091165 shares. For the fractional common shares resulting from the capital reduction, we paid the stockholder cash based on the closing price on December 20, 2007, which was NT\$59.9, rounded off to the nearest whole NT dollar. After the capital reduction, the share price was restated in accordance with Article 67-1 of the Operating Rules of the Taiwan Stock Exchange Corporation.

Another capital reduction plan approved at the special stockholders' meeting on August 14, 2008 was executed in 2009. The last trading date for our old shares was March 2, 2009. Trading of our shares was suspended in the Taiwan Stock Exchange from March 3 to March 19, 2009. Trading of our new shares commenced on March 20, 2009. The amount of the capital reduction was NT\$19,115,553,820, corresponding to 1,911,555,382 common shares of total listed common shares—a reduction ratio of 16.46705301419%. Every thousand shares were converted to 835.329469858 shares. For the fractional common shares resulting from the capital reduction, we paid the stockholder cash based on the closing price on March 2, 2009, which was NT\$54.9, rounded off to the nearest whole NT dollar. After the capital reduction, the share price was restated in accordance with Article 67-1 of the Operating Rules of the Taiwan Stock Exchange Corporation.

An additional capital reduction plan approved at the general shareholders' meeting on June 19, 2009 was executed in 2009. The last trading date for our old shares was January 20, 2010. Trading of our shares was suspended in the Taiwan Stock Exchange from January 21 to February 7, 2010. Trading of our new shares commenced on February 8, 2010. The amount of the capital reduction was NT\$9,696,808,180, corresponding to 969,680,818 common shares of total listed common shares—a reduction ratio of 9.09090909006%. Every thousand shares were converted to 909.0909090994 shares. For the fractional common shares resulting from the capital reduction, we paid the stockholder cash based on the closing price on January 20, 2010, which was NT\$58.1, rounded off to the nearest whole NT dollar. After the capital reduction, the share price was restated in accordance with Article 67-1 of the Operating Rules of the Taiwan Stock Exchange Corporation.

An additional capital reduction plan approved at the general shareholders' meeting on June 18, 2010 was executed in 2011. The last trading date for our old shares was January 6, 2011. Trading of our shares was suspended in the Taiwan Stock Exchange from January 7 to January 24, 2011. Trading of our new shares commenced on January 25, 2011. The amount of the capital reduction was NT\$19,393,616,360, corresponding to 1,939,361,636 common shares of total listed common shares—a reduction ratio of 20%. Every thousand shares were converted to 800 shares. For the fractional common shares resulting from the capital reduction, we paid the stockholder cash based on the closing price on January 6, 2011, which was NT\$73.1, rounded off to the nearest whole NT dollar. After the capital reduction, the share price was restated in accordance with Article 67-1 of the Operating Rules of the Taiwan Stock Exchange Corporation.

	Closing price per common share(1)		Average daily trading volume (in thousands)
	High	Low	
	NT\$	NT\$	
2007	62.83	49.75	9,320
2008	73.84	54.98	23,035
2009	70.17	58.43	20,048
2010	88.57	64.37	13,142
First Quarter	70.05	64.37	10,824
Second Quarter	69.36	65.67	12,341
Third Quarter	80.83	69.69	14,825
Fourth Quarter	88.57	80.49	14,251
2011	104.48	82.35	14,355
First Quarter	87.00	82.35	12,209
Second Quarter	94.41	85.86	14,108
Third Quarter	104.48	94.70	18,535
Fourth Quarter	103.50	98.50	12,256
October	102.00	98.50	12,847
November	103.50	99.50	14,076
December	101.50	99.70	9,898
2012 (through April 13)	100.00	90.10	20,549
First Quarter	100.00	90.10	22,153
January	100.00	94.90	26,534
February	96.50	90.10	27,405
March	92.70	90.20	14,730
Second Quarter (through April 13)	90.90	90.40	10,214
April (through April 13)	90.90	90.40	10,214

- (1) The historical prices and volumes of our common shares traded on the Taiwan Stock Exchange have been adjusted based on prior cash dividend payments, capital increases and capital reductions.

#### Market Price Information for Our American Depositary Shares

Our ADSs have been listed on the New York Stock Exchange under the symbol “CHT” since July 17, 2003. The outstanding ADSs are identified by the CUSIP number 17133Q502. The table below shows, for the periods indicated, the high and low closing prices and the average daily volume of trading activity on the New York Stock Exchange for our ADSs. The closing price for our ADSs on the New York Stock Exchange on April 13, 2012 was US\$30.52 per ADS. Each of our ADSs represents the right to receive ten shares.

	Closing Price Per ADS(1)		Average ADS Daily Trading Volume (in thousands)
	High	Low	
	US\$	US\$	
2007	20.78	15.84	896
2008	25.55	16.80	1,428
2009	22.45	17.66	759
2010	29.55	20.01	590
First Quarter	22.75	20.01	553
Second Quarter	22.44	20.92	788
Third Quarter	26.19	22.15	522
Fourth Quarter	29.55	26.21	500
2011	36.10	28.02	375
First Quarter	29.91	28.02	394
Second Quarter	33.16	29.75	357
Third Quarter	36.10	32.14	467
Fourth Quarter	34.19	32.53	283
October	33.63	32.53	398
November	34.19	32.53	269
December	33.80	32.96	181
2012 (through April 13)	32.97	29.76	662
First Quarter	32.97	29.76	716
January	32.97	31.48	529
February	32.40	29.76	912
March	31.15	30.30	707
Second Quarter (through April 13)	30.64	30.32	294
April (through April 13)	30.64	30.32	294

- (1) The historical prices and volumes of our ADSs traded on the New York Stock Exchange have been adjusted based on prior cash dividend payments, capital increases and capital reductions.

As of April 13, 2012, a total of 42,512,221 ADSs and 7,757,446,545 common shares (including those represented by ADSs) were outstanding. With certain limited exceptions, holders of shares that are not Republic of China persons are required to hold these shares through a brokerage or custodial account in the Republic of China. As of April 13, 2012, 425,122,210 shares were registered in the name of a nominee of JP Morgan Chase Bank, the depositary under the deposit agreement.

#### B. Plan of Distribution

Not applicable.

#### C. Markets

The principal trading market for our common shares is the Taiwan Stock Exchange and the principal trading market for our ADSs is the New York Stock Exchange.

#### D. Selling Stockholders

Not applicable.

#### E. Dilution

Not applicable.

#### F. Expenses of the Issue

Not applicable.



## ITEM 10. ADDITIONAL INFORMATION

### A. Share Capital

Not applicable.

### B. Memorandum and Articles of Incorporation

*Set forth below is information relating to our capital structure, including brief summaries of material provisions of our articles of incorporation, the Republic of China Securities and Exchange Law, the Republic of China Company Act, the Statute of Chunghwa Telecom Co., Ltd. and the Telecommunications Act, all as currently in effect. The following summaries are qualified in their entirety by reference to our articles of incorporation, the Republic of China Securities and Exchange Law, the Republic of China Company Act, the Statute of Chunghwa Telecom Co., Ltd. and the Telecommunications Act.*

#### Objects and Purpose

The scope of business of Chunghwa Telecom Co., Ltd. as set forth in Article 2 of our articles of incorporation, includes (i) Telecommunications Enterprise Type 1 and Type 2 businesses pursuant to the Telecommunications Act of the Republic of China, (ii) installation of the computer equipment and radio-frequency equipment whose operation is controlled by the telecommunication business, (iii) telecommunications equipment wholesale, retail and engineering businesses, (iv) design, engineering and operation of information software and hardware service businesses, (v) technique and performance arts training, (vi) apparatus and electric appliance installation and construction business, (vii) television program production, distribution and commercial business, (viii) broadcasting program distribution and commercial business, and (ix) other businesses, except any business requiring a special permit or otherwise restricted by law or regulation.

#### General

Under our articles of incorporation as last amended on June 18, 2010, our authorized capital was NT\$120,000,000,000, divided into 12,000,000,000 common shares, with par value of NT\$10 per share. We have set aside 200,000,000 common shares for the conversion of any future issuances of preferred shares, warrants or convertible debt. Our paid-in capital is NT\$77,574,465,450 divided into 7,757,446,545 common shares. We currently do not have any other equity in the form of preferred shares, convertible bonds or otherwise outstanding as of the date of this annual report.

The Ministry of Transportation and Communications, on behalf of the government of the Republic of China, owned approximately 35.29% of our outstanding common shares as of December 31, 2011. The remainder of our outstanding shares is held by public stockholders and other investors.

#### Directors

Under Republic of China Company Act, our board of directors, in conducting our business, shall act in accordance with laws and regulations, our articles of incorporation and the resolutions adopted at the meetings of stockholders. Where any resolution adopted by our board of directors contravenes laws, our articles of incorporation and the resolutions adopted at the meetings of stockholders, thereby causing loss or damage to us, all directors taking part in the adoption of such resolution shall be liable to compensate us for such loss or damage; however, those directors whose disagreement appears on record or is expressed in writing shall be exempted from liability.

If our board of directors decides, by resolution, to commit any act in violation of any law or our articles of incorporation, a supervisor or any stockholder who has continuously held our shares for a period of one year or longer may request our board of directors to discontinue such act. One or more stockholders who have held more than 3% of our issued and outstanding shares for over a year may require a supervisor to bring an action on our behalf against a director for losses suffered by us as a result of the director's unlawful actions or failure to act by sending a written request to a supervisor. In addition, if our stockholders' meeting

resolves to institute an action against a director, we shall, within 30 days from the date of such resolution, institute such an action. In the case of a lawsuit between us and a director, a supervisor shall act on our behalf, unless otherwise provided by law; and our stockholders meeting may also appoint some other person to act on our behalf in a lawsuit.

In addition, our board of directors owes fiduciary duty to us. Our directors are liable to compensate us if they breach their fiduciary duty.

According to the Republic of China Company Act, a director who has a personal interest in a matter to be discussed at the meeting of the board of directors, shall specify such conflict; if the conflict may cause damages to the company, the director shall abstain from voting on the matter, and shall not serve as a proxy and vote on behalf of another director. Our articles of incorporation also provide that commencing in the fiscal year in which our privatization is completed, we may make compensation to all directors and supervisors and such compensation shall not exceed 0.2% of our distributable earnings and may be approved only by a validly convened stockholders' meeting. Our articles of incorporation do not impose a mandatory retirement age for our directors. Furthermore, our articles of incorporation do not impose a shareholding qualification for each director. According to our current internal Loan Procedures, we may not extend any loan to our directors or our supervisors.

### **Dividends and Distributions**

At each annual general stockholders' meeting, our board of directors submits to the stockholders for their approval any proposal for the distribution of dividend or the making of any other distribution to stockholders from our net income for the preceding fiscal year. All common shares outstanding and fully paid as of the relevant record date are entitled to share equally in any dividend or other distribution so approved. Dividends may be distributed in cash, in the form of common shares or a combination of the two, as determined by the stockholders at the meeting.

We are not permitted to distribute dividends or make other distributions to stockholders in any year in which we do not have any net income or retained earnings (excluding reserves). The Republic of China Company Act also requires that 10% of our annual net income, less prior years' losses and outstanding tax, if any, be set aside as a legal reserve until the accumulated legal reserve equals our paid-in capital. We may also set aside special reserve as determined by our stockholders at a stockholders' meeting. In addition, our articles of incorporation provide that at least 50% of the remaining portion of the net income, less prior years' losses, outstanding taxes, the legal reserve and any special reserve, plus undistributed retained earnings from prior years will be distributed as dividends to stockholders. Under our articles of incorporation, not less than 50% of the total amount of the distributed dividends must be in cash, but if the cash dividends to be distributed are less than NT\$0.10 per share, the dividends may be distributed in the form of shares. Pursuant to our current articles of incorporation, prior to distributing any dividends to our stockholders, we were required to first distribute (i) between 2% and 5% of the distributable earnings to employees as bonuses and (ii) not more than 0.2% of the distributable earnings to directors and supervisors as compensation. Also, in accordance to a clarification letter issued by the Ministry of Economic Affairs of Taiwan for the explanation of Article 64 of the Business Accounting Law on January 24, 2007, starting from January 1, 2008, employee bonuses are now categorized as an expense instead of as distributable earnings.

Under the Republic of China Company Act as amended on January 4, 2012, if we do not incur a loss, we are permitted to make distributions on a pro rata basis to our stockholders of additional common shares or cash by the legal reserve, the premium derived from the issuance of new shares and the income from endowments received by us. However, only when the legal reserve exceeds 25% of the Company's paid-in capital, the distribution of new shares or cash by legal reserve may be allowed.

### **Changes in Share Capital**

Under the Republic of China Company Act, any change in our authorized share capital requires an amendment to our articles of incorporation, which in turn requires approval at our stockholders' meeting. Authorized but unissued common shares may be issued, subject to applicable Republic of China law, upon terms as our board of directors may determine.

## Preemptive Rights

Under the Republic of China Company Act and our articles of incorporation, when we issue new shares for cash, existing stockholders who are listed on the stockholders' register as of the record date have preemptive rights to subscribe for the new issue in proportion to their existing shareholdings. Under our articles of incorporation, our employees, except for the directors and executives involved with the approval and passage of the share issuance, have rights to subscribe for between 10% and 15% of any new issue.

In addition, in accordance with the Republic of China Securities and Exchange Law, a public company that intends to offer new shares for cash must offer to the public at least 10% of the shares to be sold except in certain limited circumstances. This percentage can be increased by a resolution passed at a stockholders' meeting, held in accordance with the Company Act and our articles of incorporation which would diminish the number of new shares subject to the preemptive rights of existing stockholders.

## Meetings of Stockholders

We are required by the Republic of China Company Act and our articles of incorporation to hold a general meeting of our stockholders within six months following the end of each fiscal year, unless for specific legitimate reason or approved otherwise by the relevant authorities. Commencing from January 1, 2012, we must hold a general shareholders meeting within six months after the end of fiscal year and may not seek any extension for such meeting accordingly to newly amended Article 36 of Securities and Exchange Act. These meetings are generally held in Taipei, Taiwan. Special stockholders' meetings may be convened by resolution of the board of directors or by the board of directors upon the written request of any stockholder or stockholders who have held 3% or more of the outstanding common shares for more than one year. Stockholders' meetings may also be convened by a supervisor. Notice in writing of general meetings of stockholders, stating the place, time and agenda must be dispatched to each stockholder at least 30 days, in the case of general meetings, and 15 days, in the case of special meetings, before the date set for each meeting. Except in certain circumstances described below, a majority of the holders of all issued and outstanding common shares present at a stockholders' meeting constitutes a quorum for meetings of stockholders. Stockholders of 1% or more our issued and outstanding shares are entitled to submit one written proposal each year for consideration at our annual general stockholders' meeting in accordance with the Republic of China Company Act.

## Voting Rights

As previously required by the Republic of China Company Act, our articles of incorporation provide that a holder of common shares has one vote for each common share. Cumulative voting applies to the election of our directors and supervisors. Separate ballots may be held for the election of independent directors.

In general, a resolution can be adopted by the holders of at least a majority of the common shares represented at a stockholders' meeting at which the holders of a majority of all issued and outstanding common shares are present. Under the Republic of China Company Act, the approval by at least a majority of the common shares represented at a stockholders' meeting in which a quorum of at least two-thirds of all issued and outstanding common shares are represented is required for major corporate actions, including:

- amendment to our articles of incorporation;
- entering into, modification or termination of any contracts regarding leasing of all business, outsourcing of operations or joint operations;
- transfer of the whole or substantial part of our business or assets;
- taking over of the whole of the business or assets of any other company which would have significant impact on our operations;
- distribution of any share dividend;

- dissolution;
- merger or spin-off; and
- removing of directors or supervisors.

Alternatively, the Republic of China Company Act provides that in the case of a public company, such as us, a resolution may be adopted by the holders of at least two-thirds of the common shares represented at a meeting of stockholders at which holders of at least a majority of issued and outstanding common shares are present.

A stockholder may be represented at a general or special meeting by proxy if a valid proxy form is delivered to us five days before the commencement of the general or special stockholders' meeting. Except for trust enterprises or share registrar approved by the Securities and Futures Bureau of the Financial Supervisory Commission, where one person is appointed as proxy by two or more stockholders who together hold more than 3% of the total issued common shares, the votes of those stockholders in excess of 3% of the outstanding common shares shall not be counted. Alternatively, if the stockholder would like to exercise its voting right at a general or special meeting but cannot be present at the meeting in person, according to the regulations promulgated by the Financial Supervisory Commission on February 20, 2012, starting from our 2012 general meeting, we are required to set up an electronic voting mechanism for such stockholder to exercise voting right. The stockholder is not allowed to exercise voting right through electronic voting mechanism if such stockholder fails to revoke the granted proxy (if any) at least two days prior to the general or special meeting.

If the director of a public company pledges more than half of its then holding shares at the time being elected, the director shall be disallowed to exercise the voting right in excess of half of its then holding shares at the time being elected, and the shares disallowed to exercise the voting right shall not be counted as present.

Any stockholder who has a personal interest in the matter under discussion at a stockholders' meeting, the outcome of which may impair our interests, shall not vote or exercise voting rights on behalf of another stockholder.

Holders of our ADSs generally will not be able to exercise voting rights on the common shares underlying ADSs on an individual basis.

### **Other Rights of Stockholders**

Under the Republic of China Company Act, dissenting stockholders are entitled to appraisal rights in certain major corporate actions, such as a planned transfer of the whole or part of the business or a proposed merger by us. A dissenting stockholder may request us to purchase back all of the shares owned by the stockholder at a fair price determined by mutual agreement or determined by the court if a mutual agreement cannot be reached. Stockholders may exercise their appraisal rights by serving notice in writing to us prior to the related stockholders' meeting and/or by raising his objection at the stockholders' meeting. Moreover, a stockholder has the right to file a petition in the court for annulment of any resolution adopted at a stockholders' meeting where the procedures for convening the stockholders' meeting or the method of adopting the resolutions at the meeting is contrary to law or our Articles of Incorporation. One or more stockholders who have held more than 3% of the issued and outstanding shares of a company continuously for more than one year may require a supervisor to institute, on behalf of us, an action against a director. In addition, one or more stockholders who has/have continuously held 3% or more of the total number of the outstanding shares of our company for more than one year may require the board of directors to convene a special stockholders' meeting by sending a written request to the board of directors.

The Republic of China Company Act allows stockholders holding 1% or more of the total issued shares of a company to submit, during the period of time prescribed by us, one proposal in writing for discussion at the general meeting of stockholders. It also provides that a company may adopt a nomination procedure for election of directors or supervisors. We have adopted a nomination procedure for election of independent directors as stipulated in our articles of incorporation which provides that stockholders holding 1% or more of our total issued shares may submit to us a list of candidates for independent director, along with relevant information and supporting documents.

## Register of Stockholders and Record Dates

Our share registrar, Yuanta Securities Co., Ltd., maintains our register of stockholders at its offices in Taipei, Taiwan. Under the Republic of China Company Act and our articles of incorporation, we may, by giving advance public notice, set a record date and close the register of stockholders for a specified period in order for us to determine the stockholders or pledgees that are entitled to rights pertaining to the common shares. The specified period required is as follows:

- general stockholders' meeting—60 days;
- special stockholders' meeting—30 days; and
- relevant record date—five days.
- Annual Consolidated Financial Statements

At least ten days before the annual general stockholders' meeting, our annual consolidated financial statements must be available at our principal office in Taipei, Taiwan for inspection by the stockholders.

## Transfer of Common Shares

Shares in registered form are transferred in book-entry form or by endorsement and delivery of the related share certificates. Transferees must have their names and addresses registered on our register in order to assert stockholder's rights against us. Our stockholders are required to file their respective specimen seals with our share registrar, Yuanta Securities Co., Ltd. Under the current R.O.C. Company Act, a public company, such as our company, may issue individual share certificates, one master certificate or no certificate at all, to evidence common shares. Our articles of incorporation, as amended on June 18, 2010, provide that we may deliver shares in book-entry form instead of by means of issuing physical share certificates.

## Acquisition of Our Own Common Shares

Under the Republic of China Company Act, with minor exceptions, we cannot acquire our own common shares. Any common shares acquired by us, under certain of such minor exceptions, must be sold at the market price within six months after their acquisition.

In addition, under the Republic of China Securities and Exchange Law, a company whose shares are listed on the Taiwan Stock Exchange or traded on the GreTai Securities Market may, pursuant to a board resolution adopted by a majority consent at a meeting attended by more than two-thirds of the directors and pursuant to the procedures prescribed by the Securities and Futures Bureau of the Financial Supervisory Commission, purchase its shares for the following purposes on the Taiwan Stock Exchange, the GreTai Securities Market or by a tender offer:

- for transfers of shares to its employees;
- for conversion into shares from bonds with warrants, preferred shares with warrants, convertible bonds, convertible preferred shares or certificates of warrants issued by us; and
- for maintaining its credit and its stockholders' equity, provided that the shares so purchased shall be cancelled thereafter.

The total shares purchased by us shall not exceed 10% of its total issued and outstanding shares. In addition, the total amount for purchase of the shares shall not exceed the aggregate amount of the retained earnings, the premium from shares issues and the realized portion of the capital surplus.

The shares purchased by us pursuant to items (1) and (2) above shall be transferred to the intended transferees within three years after the purchase; otherwise the same shall be cancelled. For the shares to be cancelled pursuant to item (3) above, we shall complete amendment registration for such cancellation within six months after the purchase.

The shares purchased by us shall not be pledged or hypothecated. In addition, we may not exercise any stockholders' rights attaching to these shares. Under R.O.C Company Act, we may transfer the treasury stock to our employees and impose transfer restrictions on the shares up to two years.

### Liquidation Rights

In the event of our liquidation, the assets remaining after payment of all debts, liquidation expenses and taxes will be distributed pro rata to the stockholders in accordance with the relevant provisions of the Republic of China Company Act and our articles of incorporation.

### Substantial Stockholders and Transfer Restrictions

The Republic of China Securities and Exchange Law currently requires (i) each director, supervisor, manager, as well as their respective spouses, minor children and nominees, and substantial stockholder (i.e., a stockholder who together with his or her spouse, minor children or nominees, holds more than 10% of the shares of a public company) to report any change in that person's shareholding to the issuer of the shares on a monthly basis and (ii) each director, supervisor, manager or substantial stockholder holding such common shares for more than a six month period to report his or her intent to transfer any shares listed on the Taiwan Stock Exchange or traded on the GreTai Securities Market to the Securities and Futures Bureau of the Financial Supervisory Commission at least three days before the intended transfer, unless the number of shares to be transferred is less than 10,000 shares. ADS holders holding more than 10% of our common shares, including common shares represented by ADSs, may be subject to the reporting obligation in above item (i).

In addition, the number of shares that can be sold or transferred on the Taiwan Stock Exchange or GreTai Securities Market by any person subject to the restrictions described above on any given day may not exceed:

- 0.2% of the outstanding shares of the company in the case of a company with no more than 30 million outstanding shares;
- 0.2% of 30 million shares plus 0.1% of the outstanding shares exceeding 30 million shares in the case of a company with more than 30 million outstanding shares; or
- in any case, 5% of the average daily trading volume (number of shares) on the Taiwan Stock Exchange or the GreTai Securities Market for the ten consecutive trading days preceding the reporting day on which day the director, supervisor, manager or substantial stockholder or their respective spouse, minor child or nominee reports the intended share transfer to the Securities and Futures Bureau.

These restrictions do not apply to block trading, auction sale, purchase by auction, after-hour trading and sales or transfers of our ADSs. However, these restrictions will apply to sales of common shares upon withdrawal.

### C. Material Contracts

We have not entered into any material contracts other than in the ordinary course of business and other than those described elsewhere in this annual report.

### D. Exchange Controls

#### Foreign Investment and Exchange Controls in Taiwan

*We have extracted from publicly available documents the information presented in this section. Please note that citizens of the People's Republic of China and entities organized in the People's Republic of China are subject to special Republic of China laws, rules and regulations, which are not discussed in this section.*

## General

Historically, foreign investments in the securities market of Taiwan were restricted. However, commencing in 1983, the Taiwan government has from time to time enacted legislation and adopted regulations to make foreign investment in the Taiwan securities market possible. Initially, only overseas investment trust funds of authorized securities investment trust enterprises established in Taiwan were permitted to invest in the Taiwan securities market. Since January 1, 1991, qualified foreign institutional investors are allowed to make investments in the Taiwan listed securities market. Since March 1, 1996, overseas Chinese, non-resident foreign institutional and individual investors (other than qualified foreign institutional investors), called “general foreign investors,” are permitted to make direct investments in the Taiwan securities market.

### Foreign Investment in Taiwan Securities Market

On December 28, 1990, the Executive Yuan, the cabinet of the Republic of China government, approved guidelines drafted by the Securities and Futures Commission (the predecessor of the Securities and Futures Bureau), which, since January 1, 1991, has allowed direct foreign investment in Taiwan’s securities that are listed on the Taiwan Stock Exchange or other Taiwan securities approved by the Securities and Futures Bureau by certain eligible qualified foreign institutional investors.

In addition to qualified foreign institutional investors, certain individual and foreign institutional investors which meet certain qualifications set by the Securities and Futures Bureau may invest in the shares of Taiwan Stock Exchange-listed companies, GreTai Securities Market (formerly known as Over-The-Counter Securities Exchange) traded companies, emerging market companies or other Taiwan securities approved by the Securities and Futures Bureau up to a limit of US\$50 million (in the case of institutional investors) and US\$5 million (in the case of individual investors) after obtaining permission from the Taiwan Stock Exchange.

On September 30, 2003 and June 15, 2004, the Securities and Futures Bureau issued amendments to the “Guideline Governing Investment in Securities by Overseas Chinese and Foreign Nationals” and relevant regulations, in which the Securities and Futures Bureau lifted certain restrictions and simplified the procedures required for foreign investments in Taiwan’s securities market. The amendment focuses mainly on the following aspects:

- The concept of “qualified foreign institutional investors” no longer exists. Foreign investors are reclassified as “off-shore foreign institutional investors,” “on-shore foreign institutional investors,” “off-shore general foreign investors,” and “on-shore general foreign investors” based on whether they are institutions or natural persons, and whether they have presence in Taiwan.
- For foreign investors to invest in Taiwan’s securities market, registration with the Taiwan Stock Exchange, instead of the approval of the Securities and Futures Bureau, is required. The Taiwan Stock Exchange may withdraw or rescind the registration if the application documents submitted by foreign investors are untrue or incomplete, or if any material violation of the relevant regulations exists.
- Off-shore foreign investors may provide the securities they hold as the underlying shares of depositary receipts and act as selling stockholders in depositary receipts offerings.
- Off-shore foreign institutional investors are required to appoint their agent or nominee to attend the stockholders’ meeting of the invested company.

Currently, subject to the specific restriction imposed by relevant regulations, the off-shore foreign institutional investors may invest in the Taiwan securities market without any amount restriction. However, a ceiling will be separately determined by the Securities and Futures Bureau after consultation with the Central Bank of the Republic of China (Taiwan) for investment by offshore overseas Chinese and foreign individual investors.



## Foreign Investment Approval

Other than:

- foreign institutional investors;
- foreign individual investors; and
- investors in overseas convertible bonds and depositary receipts,

foreign investors who wish to make direct investments in the shares of Taiwan companies may submit a “foreign investment approval” application to the Investment Commission of the Ministry of Economic Affairs of Taiwan or other government authority to qualify for benefits granted under the Statute for Investment by Foreign Nationals. The Investment Commission or other government authority reviews each foreign investment approval application and approves or disapproves the application after consultation with other governmental agencies. Any non-Taiwan person possessing a foreign investment approval may remit capital for the approved investment and repatriate annual net profits and interests and cash dividends attributable to an approved investment. Stock dividends, investment capital and capital gains attributable to the investment may be repatriated with approval of the Investment Commission or other government authority.

In addition to the general restrictions against direct investment by non-Taiwan persons in Taiwan companies, non-Taiwan persons are currently prohibited from investing in prohibited industries in Taiwan under the Negative List promulgated by the Executive Yuan from time to time. The prohibition on direct foreign investment in the prohibited industries in the Negative List is absolute with the consequence of certain specific exemption from the application of the Negative List. Under the Negative List, some other industries are restricted so that non-Taiwan persons may directly invest only up to a specified level and with the specific approval of the relevant authority which is responsible for enforcing the legislation which the negative list is intended to implement. The telecommunication industry is a restricted industry under the Negative List.

## Depositary Receipts

In April 1992, the Securities and Futures Bureau began allowing Taiwan companies listed on the Taiwan Stock Exchange, with the prior approval of the Securities and Futures Bureau, to sponsor the issuance and sale of depositary receipts evidencing depositary shares. In December 1994, the Republic of China Ministry of Finance began allowing companies whose shares are traded on the GreTai Securities Market also to sponsor the issuance and sale of depositary receipts evidencing depositary shares representing shares of its capital stock. Approvals for these issuances are still required.

After the issuance of a depositary share, a holder of the depositary receipt evidencing the depositary shares may request the depositary issuing the depositary share to cause the underlying shares to be sold in Taiwan and to distribute the proceeds of the sale to or to withdraw the shares and deliver the shares to the depositary receipt holder. A citizen of the People’s Republic of China is not permitted to withdraw and hold our shares.

If you are an offshore foreign institutional investor holding the depositary receipts, you must register with the Taiwan Stock Exchange as a foreign investor before you will be permitted to withdraw the shares represented by the depositary receipts. In addition to obtaining registration with the Taiwan Stock Exchange, you must also (i) appoint a qualified local agent to, among other things, open a securities trading account with a local securities brokerage firm and a bank account to remit funds, exercise stockholders’ rights and perform other functions as holders of ADSs may designate, (ii) appoint a custodian bank to hold the securities and cash proceeds, confirm transactions, settle trades and report and declare other relevant information and; (iii) appoint a tax guarantor as guarantor for the full compliance of the withdrawing depositary receipt holders’ tax filing and payment obligations in the Republic of China. A depositary receipt holder not registered as a foreign investor with the Taiwan Stock Exchange, or not has made the necessary appointments as outlined above, will be unable to hold or subsequently transfer the shares withdrawn from the depositary receipt facility.

No deposits of shares may be made in a depositary receipt facility and no depositary shares may be issued against deposits without specific Securities and Futures Bureau approval, unless they are:

- (i) stock dividends;
- (ii) free distributions of shares;
- (iii) due to the exercise by the depositary receipt holder preemptive rights in the event of capital increases for cash; or
- (iv) if permitted under the deposit agreement and custody agreement and within the amount of depositary receipts which have been withdrawn, due to the direct purchase by investors or purchase through the depositary on the Taiwan Stock Exchange or the GreTai Securities Market or delivery by investors of the shares for deposit in the depositary receipt facility. In this event, the total number of depositary receipts outstanding after an issuance cannot exceed the number of issued depositary receipts previously approved by the Securities and Futures Bureau of the Financial Supervisory Commission in connection with the offering plus any ADSs issued pursuant to the events described in (i), (ii) and (iii) above.

An ADS holder or the depositary, without obtaining further approvals from the Central Bank of the Republic of China (Taiwan) or any other governmental authority or agency of the Republic of China, may convert NT dollars into other currencies, including U.S. dollars, in respect of:

- the proceeds of the sale of common shares represented by ADSs or received as share dividends with respect to the common shares and deposited into the depositary receipt facility; and
- any cash dividends or distributions received from the common shares.

In addition, the depositary may also convert into NT dollars incoming payments for purchases of common shares for deposit in the depositary receipt facility against the creation of additional ADSs. If you withdraw the common shares underlying your ADSs and become a holder of our common shares, you may convert into NT dollars subscription payment for rights offerings. The depositary may be required to obtain foreign exchange payment approval from the Central Bank of the Republic of China (Taiwan) on a payment-by-payment basis for conversion from NT dollars into foreign currencies of the proceeds from the sale of subscription rights of new common shares. Although it is expected that the Central Bank of the Republic of China (Taiwan) will grant approval as a routine matter, required approvals may not be obtained in a timely manner, or at all.

### Exchange Controls

Taiwan's Foreign Exchange Control Statute and regulations provide that all foreign exchange transactions must be executed by banks designated to handle foreign exchange transactions by the Financial Supervisory Commission and by the Central Bank of the Republic of China (Taiwan). Current regulations favor trade-related foreign exchange transactions. Consequently, foreign currency earned from exports of merchandise and services may now be retained and used freely by exporters. All foreign currency needed for the importation of merchandise and services may be purchased freely from the designated foreign exchange banks.

Aside from trade-related foreign exchange transactions, Taiwan companies and residents may remit to and from Taiwan foreign currencies of up to US\$50 million (or its equivalent) and US\$5 million, (or its equivalent), respectively, in each calendar year. These limits apply to remittances involving a conversion between New Taiwan dollars and U.S. dollars or other foreign currencies. A requirement is also imposed on all private enterprises to register all medium and long-term foreign debt with the Central Bank of the Republic of China (Taiwan).

In addition, a foreign person without an alien resident card or an unrecognized foreign entity may remit to and from Taiwan foreign currencies of up to US\$100,000 per remittance if required documentation is provided to Taiwan authorities. This limit applies

only to remittances involving a conversion between New Taiwan dollars and U.S. dollars or other foreign currencies.

## E. Taxation

### Republic of China Taxation

The discussion below describes the principal Republic of China tax consequences of the ownership and disposition of ADSs representing common shares and of common shares. It applies to you only if you are:

- an individual who is not a citizen of the Republic of China, who owns ADSs or common shares and who is not physically present in Taiwan for 183 days or more during any calendar year; or
- a corporation or a non-corporate body that is organized under the laws of a jurisdiction other than the Republic of China for profit-making purposes and has no fixed place of business or other permanent establishment in Taiwan.

You should also consult your tax advisors concerning the tax consequences of owning ADSs and common shares in the Republic of China and any other relevant taxing jurisdiction to which they are subject.

### *Dividends*

Dividends declared by us out of our retained earnings and distributed to you are subject to Republic of China withholding tax, currently at the rate of 20%, on the amount of the distribution in the case of cash dividends or on the par value of the common shares in the case of stock dividends. However, a 10% Republic of China retained earnings tax paid by us on our undistributed after-tax earnings, if any, may provide a credit of up to 10% of the gross amount of any dividends declared out of such earnings that would reduce the 20% Republic of China withholding tax imposed on these distributions.

Share or cash dividends paid by us out of our capital surplus which are derived from the issuance of shares at a premium are not subject to Republic of China withholding tax. According to the rulings of Ref. Tai-Tsai-Hsuei-Tzi-09504509440 issued by the Ministry of Finance of the Republic of China, if a company reduces its share capital and redeems for cash its outstanding common shares issued to the company's stockholders by capitalization of capital surplus, those premiums under the capitalized capital surplus derived from re-evaluation of assets, sale of lands and/or merger with other enterprise shall be deemed as the gain in the stockholders' capital investment, and shall be deemed as stockholders' dividend income (or investment revenue) and be subject to R.O.C income tax.

As the legal reserve is set-aside from company's profit earnings (after tax) in accordance with Article 237 of R.O.C Company Act, receipt of distribution of legal reserve shall be deemed as stockholders' dividend income (or investment revenue) and be subject to R.O.C income tax collected by way of withholding at the time of distribution, currently at the rate of 20%, unless a lower withholding rate is provided under a tax treaty between the R.O.C and the jurisdiction where the Non-R.O.C Stockholder is a resident.

### *Capital Gains*

Gains from the sale of property in the Republic of China are generally subject to Republic of China income tax. Under the current Republic of China law, capital gains on securities transactions (including sale of common stock) are exempt from income tax but subject to Income Basic Tax (alternatively known as the Alternative Minimum Tax) assessment at the rate of:

- 20% of the gains realized if you are a natural person residing in the Republic of China; or
- 10% of the gains realized if you are an entity that is not a natural person and have a fixed place of business or business agent in the Republic of China.

Sales of ADSs by you are regarded as transactions relating to property located outside the Republic of China and thus any gains derived therefrom are currently not subject to Republic of China income tax.

### ***Preemptive Rights***

Distributions of statutory preemptive rights for common shares in compliance with Republic of China law are not subject to any Republic of China tax. Proceeds derived from sales of statutory preemptive rights evidenced by securities are exempted from income tax but are subject to securities transaction tax at the rate of 0.3% of the gross amount received. Proceeds derived from sales of statutory preemptive rights which are not evidenced by securities are subject to capital gains tax at the rate of:

- 20% of the gains realized if you are a natural person; or
- 20% of the gains realized if you are an entity that is not a natural person.

Subject to compliance with Republic of China law, we, at our sole discretion, can determine whether statutory preemptive rights shall be evidenced by issuance of securities.

### ***Securities Transaction Tax***

A securities transaction tax, at the rate of 0.3% of the gross amount received, payable by the seller will be withheld upon a sale of common shares in Taiwan. Transfers of ADSs are not subject to Republic of China securities transaction tax. According to a letter issued by the Ministry of Finance of the Republic of China in 1996, withdrawal of common shares from the deposit facility will not be subject to Republic of China securities transaction tax.

### ***Estate Taxation and Gift Tax***

Republic of China estate tax is payable on any property within Taiwan of a deceased person who is a nonresident individual, and Republic of China gift tax is payable on any property within Taiwan donated by any such person. Under Republic of China estate and gift tax laws, common shares issued by Taiwan companies are deemed located in Taiwan regardless of the location of the owner. It is not clear whether the ADSs will be regarded as property located in Taiwan under Republic of China estate and gift tax laws. Starting from January 21, 2009, the estate tax and gift tax rates were reduced to 10%.

### ***Tax Treaty***

The Republic of China does not have an income tax treaty with the United States. On the other hand, the Republic of China has income tax treaties with Indonesia, Israel, Singapore, South Africa, Australia, Vietnam, New Zealand, Malaysia, Macedonia, Swaziland, the Netherlands, United Kingdom, Gambia, Senegal, Sweden, Belgium and Denmark, Paraguay, Hungary, France, India, Slovakia, and Switzerland, which may limit the rate of Republic of China withholding tax on dividends paid with respect to common shares in Taiwan companies. It is unclear whether if you hold ADSs, you will be considered to hold common shares for the purposes of these treaties. Accordingly, if you may otherwise be entitled to the benefits of the relevant income tax treaty, you should consult your tax advisors concerning your eligibility for the benefits with respect to the ADSs.

### ***Retained Earnings Tax***

Under the Republic of China Income Tax Laws, a 10% retained earnings tax will be imposed on a company for its after-tax earnings generated after January 1, 1998 which are not distributed in the following year. The retained earnings tax so paid will further reduce the retained earnings available for future distribution. When the company declares dividends out of those retained earnings, up to a maximum amount of 10% of the declared dividends may be credited against the 20% withholding tax imposed on the non-resident holders of its shares.

## U.S. Federal Income Tax Considerations for U.S. Holders

The following is a summary of certain U.S. federal income tax consequences of the ownership and disposition of our shares and ADSs as of the date hereof. The discussion set forth below is applicable to beneficial owners of our shares or ADSs that hold the shares or ADSs as capital assets and that are U.S. holders and non-residents of the Republic of China. You are a U.S. holder if you are:

- an individual who is a citizen or resident of the United States;
- a corporation or other entity taxable as a corporation for U.S. federal income tax purposes created or organized in or under the laws of the United States, any state thereof or the District of Columbia;
- an estate the income of which is subject to U.S. federal income taxation regardless of its source;
- a trust that is subject to the primary supervision of a court within the United States and one or more U.S. persons have the authority to control all substantial decisions of the trust; or
- a trust that has a valid election in effect under applicable U.S. Treasury regulations to be treated as a U.S. person.

This summary is based on the provisions of the Internal Revenue Code of 1986, as amended (the “Code”), and regulations, rulings and judicial decisions thereunder as of the date hereof, and such authorities may be replaced, revoked or modified so as to result in U.S. federal income tax consequences different from those discussed below. It is for general purposes only and you should not consider it to be tax advice. In addition, it is also based in part on representations made by the depositary and assumes that the deposit agreement and any related agreement will be performed in accordance with their terms. This summary does not represent a detailed description of all the U.S. federal income tax consequences to you in light of your particular circumstances and does not address the effects of any state, local or non-U.S. tax laws (or other U.S. federal tax consequences, such as U.S. federal estate or gift tax consequences). In addition, it does not represent a detailed description of the U.S. federal income tax consequences applicable to you if you are subject to special treatment under the U.S. federal income tax laws, including if you are:

- a dealer in securities or currencies;
- a trader in securities if you elect to use a mark-to-market method of accounting for your securities holdings;
- a financial institution or an insurance company;
- a regulated investment company;
- a real estate investment trust;
- a tax-exempt organization;
- a person liable for alternative minimum tax;
- a person holding shares or ADSs as part of a hedging, integrated or conversion transaction, constructive sale or straddle;
- a person owning, actually or constructively, 10% or more of our voting stock;
- a partnership or other pass-through entity for U.S. federal income tax purposes; or
- a person whose “functional currency” is not the U.S. dollar.

We cannot assure you that a later change in law will not alter significantly the tax considerations that we describe in this summary.

If a partnership holds our shares or ADSs, the tax treatment of a partner will generally depend upon the status of the partner and the activities of the partnership. If you are a partner of a partnership holding our shares or ADSs, you should consult your tax advisor.

**You should consult your own tax advisor concerning the particular U.S. federal income tax consequences to you of the ownership and disposition of the shares or ADSs, as well as the consequences to you arising under the laws of any other taxing jurisdiction.**

In general, for U.S. federal income tax purposes, a U.S. holder who is the beneficial owner of an ADS will be treated as the owner of the shares underlying such ADS. Deposits or withdrawals of shares, actually or constructively, by U.S. holders for ADSs will not be subject to U.S. federal income tax.

The U.S. Treasury has expressed concerns that intermediaries in the chain of ownership between the holder of an ADS and the issuer of the security underlying the ADS may be taking actions that are inconsistent with the claiming of foreign tax credits by U.S. holders of ADSs. Such actions would also be inconsistent with the claiming of the reduced rate of tax, described in “—Taxation of Dividends” below, applicable to dividends received by certain non-corporate holders. Accordingly, the analysis of the credibility of Republic of China taxes and the availability of the reduced tax rate for dividends received by certain non-corporate holders, each described in “—Taxation of Dividends” below, could be affected by actions taken by intermediaries in the chain of ownership between the holder of the ADS and the issuer of the security underlying the ADS.

#### *Taxation of Dividends*

The gross amount of distributions (other than certain pro rata distributions of shares to all stockholders) you receive on your shares or ADSs, including net amounts withheld in respect of Republic of China withholding taxes, will generally be treated as dividend income to you to the extent the distributions are made from our current and accumulated earnings and profits as calculated according to U.S. federal income tax principles. These amounts (including withheld taxes) will be includible in your gross income as ordinary income on the day you actually or constructively receive the distributions, which in the case of an ADS will be the date received by the depository. You will not be entitled to claim a dividends-received deduction allowed to corporations under the Code with respect to distributions you receive from us.

With respect to U.S. holders who are individuals, certain dividends received from a foreign corporation in taxable years beginning before January 1, 2013, on shares (or ADSs backed by such shares) that are readily tradable on an established securities market in the United States may be subject to reduced rates of taxation, provided further that the foreign corporation was not, in the year prior to the year in which the dividends are paid, and is not, in the year in which the dividends are paid, a passive foreign investment company (see “Passive Foreign Investment Company” below). Under current U.S. Treasury Department guidance, our ADSs, which are listed on the New York Stock Exchange, but not our shares, are treated as readily tradable on an established securities market in the United States. Thus, we do not believe that dividends that we pay on our shares that are not backed by ADSs currently meet the conditions required for these reduced tax rates. There can be no assurance that our ADSs will continue to be readily tradable on an established securities market in later years (or that our shares will be readily tradable on an established securities market in any given year). Individuals that do not meet a minimum holding period requirement during which they are not protected from the risk of loss, or that elect to treat the dividend income as “investment income” pursuant to Section 163(d)(4) of the Code, will not be eligible for the reduced rates of taxation regardless of the trading status of our shares or ADSs. In addition, the rate reduction will not apply to dividends if the recipient of a dividend is obligated to make related payments with respect to positions in substantially similar or related property. This disallowance applies even if the minimum holding period has been met. You should consult your own tax advisor regarding the application of these rules given your particular circumstances.

The amount of any dividend paid in NT dollars will equal the U.S. dollar value of the NT dollars you receive, calculated by reference to the exchange rate in effect on the date you actually or constructively receive the dividend, which in the case of an ADS

will be the date received by the depository, regardless of whether the NT dollars are actually converted into U.S. dollars. If the NT dollars received as a dividend are not converted into U.S. dollars on the date of receipt, you will have a basis in the NT dollars equal to their U.S. dollar value on the date of receipt. Any gain or loss you realize if you subsequently sell or otherwise dispose of the NT dollars will be ordinary income or loss from sources within the United States for foreign tax credit limitation purposes.

Subject to certain conditions and limitations under the Code, you may be entitled to a credit or deduction against your U.S. federal income taxes for the net amount of any Republic of China taxes that are withheld from dividend distributions made to you. In determining the amounts withheld in respect of Republic of China taxes, any reduction of the amount withheld on account of a Republic of China credit in respect of the 10% retained earnings tax imposed on us is not considered a withholding tax and will not be treated as distributed to you or creditable by you against your U.S. federal income tax. The limitation on foreign taxes eligible for credit is calculated separately with respect to specific classes of income. For purposes of calculating the foreign tax credit, dividends we pay with respect to shares or ADSs will generally be considered passive category income from sources outside the United States. Further, a U.S. holder that

- has held shares or ADSs for less than a specified minimum period during which it is not protected from risk of loss, or
- is obligated to make payments related to the dividends,

may not be allowed a foreign tax credit for foreign taxes imposed on dividends paid on shares or ADSs. The rules governing the foreign tax credit are complex. We therefore urge you to consult your tax advisor regarding the availability of the foreign tax credit under your particular circumstances.

To the extent that the amount of any distribution you receive exceeds our current and accumulated earnings and profits for a taxable year, as determined under U.S. federal income tax principles, the distribution will first be treated as a tax-free return of capital, causing a reduction in your adjusted basis in the shares or ADSs and thereby increasing the amount of gain, or decreasing the amount of loss, you will recognize on a subsequent disposition of the shares or ADSs. The balance in excess of adjusted basis, if any, will be taxable to you as capital gain recognized on a sale or exchange. However, we do not expect to keep earnings and profits in accordance with U.S. federal income tax principles. Therefore, you should expect that a distribution will generally be treated as a dividend.

It is possible that pro rata distributions of shares or ADSs to all stockholders may be made in a manner that is not subject to U.S. federal income tax. The basis of any new shares or ADSs so received will generally be determined by allocating your basis in the old shares or ADSs between the old shares or ADSs and the new shares or ADSs, based on their relative fair market values on the date of distribution.

For U.S. tax purposes, any such tax-free share distribution would not result in foreign source income to you. Consequently, you may not be able to use the foreign tax credit associated with any Republic of China withholding tax imposed on such distributions unless you can use the credit (subject to applicable limitations) against U.S. federal income tax due on other foreign source income in the appropriate category for foreign tax credit purposes.

### ***Taxation of Capital Gains***

When you sell or otherwise dispose of your shares or ADSs, you will generally recognize capital gain or loss in an amount equal to the difference between the U.S. dollar value of the amount realized for the shares or ADSs and your basis in the shares or ADSs, determined in U.S. dollars. For foreign tax credit limitation purposes, such gain or loss will generally be treated as U.S. source gain or loss. If you are an individual and have held the shares or ADSs being sold or otherwise disposed for more than one year, your gain recognized will be eligible for reduced rates of taxation. Your ability to deduct capital losses is subject to limitations.

Any Republic of China securities transaction taxes that you pay generally will not be creditable foreign taxes for U.S. federal income tax purposes, but you may be able to deduct such taxes, subject to certain limitations under the Code. You are urged to consult your tax advisors regarding the U.S. federal income tax consequences of these taxes.



### ***Passive Foreign Investment Company***

We believe that we were not a “passive foreign investment company,” or PFIC, for U.S. federal income tax purposes for our taxable year ending on December 31, 2011, and we do not expect to become one for our current taxable year or in the future, although there can be no assurance in this regard. If we were treated as a PFIC for any taxable year during which you held our shares or ADSs, you could be subject to additional U.S. federal income taxes on gain recognized with respect to the shares or ADSs and on certain distributions, plus an interest charge on certain taxes treated as having been deferred under the PFIC rules.

Non-corporate U.S. holders will not be eligible for reduced rates of taxation on any dividends received from us in taxable years beginning before January 1, 2013, if we are a PFIC in the taxable year in which such dividends are paid or in the preceding taxable year.

### ***Information Reporting and Backup Withholding***

In general, information reporting will apply to dividends in respect of our shares or ADSs and the proceeds from the sale, exchange or redemption of our shares or ADSs that are paid to you within the United States (and in certain cases, outside the United States), unless you are an exempt recipient such as a corporation. A backup withholding tax may apply to such payments if you fail to provide a taxpayer identification number or certification of other exempt status or fail to report in full dividend and interest income.

Any amounts withheld under the backup withholding rules will be allowed as a refund or a credit against your U.S. federal income tax liability provided the required information is furnished to the Internal Revenue Service.

### ***Information Return under Section 6045B of the Internal Revenue Code***

Section 6045B of the Code imposes certain reporting requirements on us with respect to any organizational action that affects the basis of our shares or ADSs, such as the capital reduction plan described in Item 9 under “A. Offer and Listing Details”. We intend to comply with the requirements by making available on our website IRS Form 8937, Report of Organizational Actions Affecting Basis of Securities, with respect to such capital reduction plan and any other such organizational action.

### **F. Dividends and Paying Agents**

Not applicable.

### **G. Statement by Experts**

Not applicable.

### **H. Documents on Display**

We have filed this annual report on Form 20-F, including exhibits, with the SEC. As allowed by the SEC, in Item 19 of this annual report, we incorporate by reference certain information we filed with the SEC. This means that we can disclose important information to you by referring you to another document filed separately with the SEC. The information incorporated by reference is considered to be part of this annual report.

You may read and copy this annual report, including the exhibits incorporated by reference in this annual report, at the SEC’s Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549 and at the SEC’s regional offices in New York, New York and Chicago, Illinois. You can also request copies of this annual report, including the exhibits incorporated by reference in this annual report, upon payment of a duplicating fee, by writing information on the operation of the SEC’s Public Reference Room.

The SEC also maintains a website at [www.sec.gov](http://www.sec.gov) that contains reports, proxy statements and other information regarding registrants that file electronically with the SEC. Our annual report and some of the other information submitted by us to the SEC may be accessed through this web site.

## I. Subsidiary Information

Not applicable.

## ITEM 11. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Market risk is the risk of loss related to adverse changes in market prices, including interest rates and foreign exchange rates, of financial instruments. In the normal course of business, we are routinely subject to a variety of risks, including market risk associated with interest rate movements, currency rate movements on non-NT dollar denominated assets and liabilities and equity price movements on our portfolio of equity securities.

We regularly assess these financial instruments and their ability to address market risk and have established policies and business practices to protect against the adverse effects of these and other potential exposures.

### Interest Rate Risk

We do not expect interest rate risk to have a material impact on our financial condition and results of operations. As of December 31, 2011, our subsidiaries had the following loans: (i) Light Era Development Co., Ltd., has long-term loan in the amount of NT\$1.65 billion (US\$54.5 million), which have interest rate at 1.10% and will be due in 2015, (ii) Chief Telecom has short-term unsecured loans in the amount of NT\$70 million (US\$2.3 million), which have interest rates at 1.25% and are due in 2012, and long-term unsecured loan in the amount of NT\$0.11 billion (US\$3.6 million), which have interest rate ranging from 2.01% to 2.04% and are due in 2013. (iii) CHPT has short-term unsecured loans in the amount of NT\$ 5 million (US\$ 0.17 million), which has interest rates at 1.53% and is due in 2012, and long-term secured loans in the amount of NT\$1.42 million (US\$0.05 million), which have interest rates at 1.83% and are due in 2012.

For our non-fixed interest rate loans, the interest rates will change in accordance with the fixed rates of the banks we borrowed from. Assuming an increase or decrease of 1% in the interest rates of our non-fixed interest rate loans, our interest payments in 2011 would have increased or decreased by NT\$18 million (US\$0.59 million). We have not used any derivative financial instruments to hedge interest rate risk. We have not been exposed nor do we anticipate being exposed to material risks due to changes in interest rates. We anticipate that our cash, cash equivalents and cashflow from operations will be sufficient to fund our working capital needs and capital expenditure plans for the foreseeable future. As of December 31, 2011, our cash and cash equivalents amounted to NT\$67.4 billion (US\$ 2.2 billion). The risk associated with fluctuating interest rates is principally confined to our cash deposits in banks, which is one of the many ways we manage our capital, and interest income accounts for only a very small percentage of our total revenue. Therefore, we believe our exposure to interest rate risk is immaterial.

### Foreign Currency Risk

We are exposed to foreign currency risk as a result of (i) our foreign currency and derivative trading activities; (ii) our telecommunications equipment being sourced from overseas suppliers; (iii) our international settlement payments associated with our services for international calls and roaming traffic; and (iv) mutual funds denominated in foreign currencies.

We entered into currency swap and forward exchange contracts to reduce our exposure to foreign currency risk due to fluctuations in exchange rates. Outstanding currency swap and forward exchange contracts on December 31, 2011 were as follows:

FX instrument	Currencies involved	Maturity Period	Contract Amount
Currency swap contracts	US\$/NT\$	2012.01-2012.03	US\$43 million/NT\$1,307 million
Currency swap contracts	US\$/NT\$	2012.01-2012.02	US\$19 million/NT\$571 million
Forward exchange contracts-Buy	NT\$/US\$	2012.01	NT\$60 million/US\$2 million

Net gain arising from all of our foreign currency trading, hedging and derivative financial instruments for the year ended December 31, 2010 was NT\$63.1 million, including realized settlement gain of NT\$35.2 million and valuation gain of NT\$27.9 million.

Net loss arising from all of our foreign currency trading, hedging and derivative financial instruments for the year ended December 31, 2011 was NT\$72.8 million (US\$2.4 million), including realized settlement loss of NT\$40.9 million (US\$1.35 million) and valuation loss of NT\$31.9 million (US\$1.05 million).

### Equity Price Risk

We are exposed to equity price risk as a result of our available-for-sale equity securities, including publicly-traded equities, NT dollar- and foreign currency-denominated mutual funds, and exchange-traded funds, or ETFs, and we manage our equity investment portfolio in accordance with our internal regulations.

The table below presents the carrying amount and unrealized gain or loss for our available-for-sale equity securities as of December 31, 2011.

	Carrying Amount NT\$	December 31, 2011 Unrealized	
		Gain NT\$	Unrealized Loss NT\$
(In Millions)			
Available-for-sale equity securities			
Open-end mutual funds	\$ 2,137	\$ 77	\$ 9
Domestic listed stocks	343	55	54
	<u>2,480</u>	<u>132</u>	<u>63</u>

The total value of our available-for-sale equity portfolio amounted to NT\$2.5 billion (US\$81.9 million) as of December 31, 2011, which was approximately 19% more than the total value of our equity portfolio as of December 31, 2010. This increase was mainly due to the net-increase in purchase of our portfolio, partially offset by the decline in equity prices over 2011. Compared to a net unrealized gain of NT\$208.2 million on our equity portfolio at the end of 2010, we recognized a net unrealized gain of NT\$69.0 million (US\$2.3 million) on our equity portfolio as of December 31, 2011. The decrease in unrealized gain was mainly due to the decline in global equity markets, in particular that of Taiwan with domestic stock index falling 21% during 2011.

For the year ended December 31, 2011, pursuant to R.O.C. and U.S. accounting regulations, no impairment charge was recognized. The value of our equity holdings fluctuates depending on the market conditions. However, we do not expect the gains and losses in the values of the equities that we hold to have a material impact on our financial condition and results of operations.

### Other Market Risk

We have made investments in convertible bonds and corporate bonds issued by domestic public companies with strong industry leadership and solid profits. Industries we invested include financial holdings, semiconductors, electronics, and so on. As of December 31, 2011, total value of our investments in convertible bonds and corporate bonds amounted to NT\$117 million (US\$3.8 million), of which, NT\$40 million (US\$1.3 million) convertible bonds were classified as financial assets at fair value through profit or loss and NT\$77 million (US\$2.5 million) corporate bonds were classified as available-for-sale financial assets on recognition. The fair values of these convertible bonds and corporate bonds are either based on quoted market prices or valued using market-based observable inputs including duration, yield rate and credit rating, which are subject to fluctuation based on many factors such

as prevailing market conditions. However, we do not expect the gains and losses in the values of these investments to have a material impact on our financial condition and results of operations.

## ITEM 12. DESCRIPTION OF SECURITIES OTHER THAN EQUITY SECURITIES

### A. Debt Securities

Not applicable

### B. Warrants and Rights

Not applicable

### C. Other Securities

Not applicable

### D. American Depositary Shares

#### Depository Fees

Under the terms of the deposit agreement for our ADSs, an ADS holder may have to pay the following service fees to the depository:

Service	Fees
Issuance of ADSs	Up to US\$5.00 per 100 ADS issued
Cancellation of ADSs	Up to US\$5.00 per 100 ADS cancelled
Distribution of cash dividends or other cash distributions	Up to US\$2.00 per 100 ADS held
Distribution of ADSs pursuant to stock dividends, free stock distributions or exercises of rights	Up to US\$5.00 per 100 ADS held
Distribution of securities other than ADSs or rights to purchase additional ADSs	Up to US\$5.00 per 100 ADS held

#### Depository Charges

In addition, an ADS holder shall be responsible for the following charges:

- taxes (including applicable interest and penalties) and other governmental charges;
- such registration fees as may from time to time be in effect for the registration of common shares or other deposited securities on the share register and applicable to transfers of common shares or other deposited securities to or from the name of the custodian, the depository or any nominees upon the making of deposits and withdrawals, respectively;
- such cable, telex and facsimile transmission and delivery expenses as are expressly provided in the deposit agreement to be at the expense of ADS holders and beneficial owners of ADSs;
- the expenses and charges incurred by the depository in the conversion of foreign currency; and
- the fees and expenses incurred by the depository, the custodian or any nominee in connection with the servicing or delivery of deposited securities.

Depository fees payable upon the issuance and cancellation of ADSs are typically paid to the depository by the brokers (on behalf of their clients) receiving the newly-issued ADSs from the depository and by the brokers (on behalf of their clients) delivering the ADSs to the depository for cancellation. The brokers in turn charge these transaction fees to their clients.

Depository fees payable in connection with distributions of cash or securities to ADS holders and the depository services fee are charged by the depository to the holders of record of ADSs as of the applicable ADS record date. The depository fees payable for cash distributions are generally deducted from the cash being distributed. In the case of distributions other than cash (i.e., stock dividends, rights offerings), the depository charges the applicable fee to the ADS record date holders concurrent with the distribution. In the case of ADSs registered in the name of the investor (whether certificated or un-certificated in direct registration), the depository sends invoices to the applicable record date ADS holders. In the case of ADSs held in brokerage and custodian accounts via the central clearing and settlement system, The Depository Trust Company, or DTC, the depository generally collects its fees through the systems provided by DTC (whose nominee is the registered holder of the ADSs held in DTC) from the brokers and custodians holding ADSs in their DTC accounts. The brokers and custodians who hold their clients' ADSs in DTC accounts in turn charge their clients' accounts the amount of the fees paid to the depository.

In the event of refusal to pay the depository fees, the depository may, under the terms of the deposit agreement, refuse the requested service until payment is received or may set off the amount of the depository fees from any distribution to be made to the ADS holder.

The fees and charges ADS holders may be required to pay may vary over time and may be changed by us and by the depository. ADS holders will receive prior notice of such changes.

#### Payments by Depository

In 2011, we received the following net payments (after deducting the 30% U.S. withholding tax) from JPMorgan Chase Bank, N.A., the Depository Bank for our ADR program:

Item	US\$ (in thousands)
Reimbursement of investor relations efforts	369
Reimbursement of legal fees	177
Reimbursement of NYSE listing fees	76
Reimbursement of proxy process expenses	14
Reimbursement of SEC filing fees	10
Reimbursement of Sarbanes-Oxley and accounting related expenses in connection with ongoing SEC compliance and listing requirements	1,478
Reimbursement of other ADR program-related expenses	48
Total	2,172

\*Total may not equal to sum of all items due to rounding. The amounts in the table are disclosed on a net basis after deducting US\$931,000 that has been withheld for U.S. taxes. On December 17, 2010, the IRS published General Legal Advice Memorandum 2010-006 (the GLAM), which concludes that payments made by a U.S. depository institution to a non-U.S. corporation for expenses the ADR issuer incurs to institute a sponsored ADR program are treated as U.S.-source royalty income. Such income is therefore subject to a U.S. withholding tax of 30% or a lower applicable income tax treaty rate.

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## PART II

- ITEM 13. DEFAULTS, DIVIDEND ARREARAGES AND DELINQUENCIES
- ITEM 14. MATERIAL MODIFICATIONS TO THE RIGHTS OF SECURITY HOLDERS AND USE OF PROCEEDS
- ITEM 15. CONTROLS AND PROCEDURES
- ITEM 16A. AUDIT COMMITTEE FINANCIAL EXPERT
- ITEM 16B. CODE OF ETHICS
- ITEM 16C. PRINCIPAL ACCOUNTANT FEES AND SERVICES
- ITEM 16D. EXEMPTIONS FROM THE LISTING STANDARDS FOR AUDIT COMMITTEES
- ITEM 16E. PURCHASES OF EQUITY SECURITIES BY THE ISSUER AND AFFILIATED PURCHASERS
- ITEM 16F. CHANGE IN REGISTRANT'S CERTIFYING ACCOUNTANT
- ITEM 16G. CORPORATE GOVERNANCE



## PART II

### ITEM 13. DEFAULTS, DIVIDEND ARREARAGES AND DELINQUENCIES

None.

### ITEM 14. MATERIAL MODIFICATIONS TO THE RIGHTS OF SECURITY HOLDERS AND USE OF PROCEEDS

None.

### ITEM 15. CONTROLS AND PROCEDURES

#### Disclosure Controls and Procedures

As of the end of the period covered by this annual report, an evaluation has been carried out under the supervision and with the participation of our management, including our chief executive officer and our chief financial officer, of the effectiveness of the design and operation of our disclosure controls and procedures, as such term is defined under Rules 13a-14(c) and 15d-14(c) promulgated under the Securities Exchange Act of 1934, as amended. Based on that evaluation, our chief executive officer and chief financial officer have concluded that our disclosure controls and procedures are effective in ensuring that material information required to be disclosed in this annual report is recorded, processed, summarized and reported to them for assessment, and required disclosure is made within the time period specified in the rules and forms of the Securities and Exchange Commission.

#### Management's Annual Report on Internal Control Over Financial Reporting.

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Rule 13a-15(f) under the Securities Exchange Act of 1934, as amended, for our company. Internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements in accordance with generally accepted accounting principles and includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of a company's assets, (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of consolidated financial statements in accordance with generally accepted accounting principles, and that a company's receipts and expenditures are being made only in accordance with authorizations of a company's management and directors, and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of a company's assets that could have a material effect on the consolidated financial statements.

Because of its inherent limitations, a system of internal control over financial reporting can provide only reasonable assurance with respect to consolidated financial statement preparation and presentation and may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

As required by Section 404 of the Sarbanes-Oxley Act of 2002 and related rules as promulgated by the Securities and Exchange Commission, management assessed the effectiveness of our internal control over financial reporting as of December 31, 2011 using criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission.

Based on this assessment, management concluded that our internal control over financial reporting was effective as of December 31, 2011 based on the criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission.

The effectiveness of our internal control over financial reporting has been audited by Deloitte & Touche, an independent registered public accounting firm, who has also audited our consolidated financial statements for the year ended December 31, 2011. Deloitte & Touche has issued an attestation report on the effectiveness of our internal control over financial reporting in accordance with the standards of the Public Company Accounting Oversight Board (United States).

#### Attestation Report of the Registered Public Accounting Firm

## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

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

We have audited the internal control over financial reporting of Chunghwa Telecom Co., Ltd. and subsidiaries (the “Company”) as of December 31, 2011, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission. The Company’s management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying “Management’s Annual Report on Internal Control over Financial Reporting”. Our responsibility is to express an opinion on the Company’s internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company’s internal control over financial reporting is a process designed by, or under the supervision of, the company’s principal executive and principal financial officers, or persons performing similar functions, and effected by the company’s board of directors, management, and other personnel to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Because of the inherent limitations of internal control over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may not be prevented or detected on a timely basis. Also, projections of any evaluation of the effectiveness of the internal control over financial reporting to future periods are subject to the risk that the controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2011, based on the criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We have also audited, in accordance with auditing standards generally accepted in the Republic of China and the standards of the Public Company Accounting Oversight Board (United States), the consolidated financial statements as of and for the year ended December 31, 2011 of the Company and our report dated April 16, 2012 expressed an unqualified opinion on those financial statements and included explanatory paragraphs regarding i) the reconciliation to accounting principles generally accepted in the United States of America (“US GAAP”) and ii) the convenience translation of New Taiwan dollar amounts into U.S. dollar amounts.

/s/ DELOITTE & TOUCHE

Deloitte & Touche  
Taipei, Taiwan  
The Republic of China

April 16, 2012

## Changes in Internal Control Over Financial Reporting

There were no changes in our internal control over financial reporting that occurred during the year ended December 31, 2011 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

### ITEM 16A. AUDIT COMMITTEE FINANCIAL EXPERT

Chung-Fern Wu is our audit committee financial expert and independent director. See “Item 6. Directors, Senior Management and Employees—C. Board Practices.”

The U.S. Securities and Exchange Commission has indicated that the designation of Mr. Wu as the audit committee financial expert does not: (i) make Mr. Wu an “expert” for any purpose, including without limitation for purposes of Section 11 of the Securities Act of 1933, as amended, as a result of this designation; (ii) impose any duties, obligations or liability on Mr. Wu that are greater than those imposed on him as a member of the audit committee and the board of directors in the absence of such designation; or (iii) affect the duties, obligations or liability of any other member of the audit committee or the board of directors.

### ITEM 16B. CODE OF ETHICS

We have adopted a Code of Ethics and Ethical Corporate Management Best Practice Principles that applies to our directors, supervisors, employees and officers, including our chief executive officer and chief financial officer. We have posted a copy of our Code of Ethics and Ethical Corporate Management Best Practice Principles on our website at

<http://www.cht.com.tw/CHTFinalE/Web/AboutUS.php?CatID=915>.

### ITEM 16C. PRINCIPAL ACCOUNTANT FEES AND SERVICES

The following table sets forth the aggregate fees by categories specified below in connection with certain professional services rendered by Deloitte & Touche, our principal accountant for the years indicated. We did not pay any other fees to Deloitte & Touche during the periods indicated below.

	For the year ended December 31,							
	2009		2010		2011			
	(in millions)							
Audit fees <sup>(1)</sup>	NT\$	100.0	NT\$	95.3	NT\$	81.7	US\$	2.7
Audit-related fees <sup>(2)</sup>		—		—		—		—
Tax fees <sup>(3)</sup>		—		—		—		—
All other fees <sup>(4)</sup>		—		4.1		2.3		0.1

- (1) “Audit fees” means the aggregate fees billed in each of the fiscal years listed for professional services rendered by our principal accountant for the audit of our annual consolidated financial statements or services that are normally provided by the auditors in connection with statutory and regulatory filings or engagements.
- (2) “Audit-related fees” means the aggregate fees billed in each of the fiscal years listed for assurance and related services by our principal accountant that are reasonably related to the performance of the audit or review of our consolidated financial statements and are not reported under “Audit fees.” Services comprising the fees disclosed under the category of “Audit related fees” involve principally the issuance of agreed upon procedures letters.
- (3) “Tax fees” means the aggregate fees billed in each of the fiscal years listed for professional services rendered by our principal accountant for tax compliance, tax advice and tax planning. Services comprising the fees disclosed under the category of “Tax Fees” involve tax advice.
- (4) “All other fees” means the aggregate fees billed in each of the last two fiscal years for products and services provided by our principal accountant other than the services reported in items (1) to (3) above. The amount for the years ended December 31, 2010 and 2011 mainly consisted of professional services rendered by the Deloitte & Touche for IFRS adoption.

All audit and non-audit services provided by Deloitte & Touche were pre-approved by our audit committee according to the revised Rule 2-01(c) (7) of Regulation S-X, entitled “Audit Committee Administration of the Engagement”, that served to strengthen requirements regarding auditor independence.

#### **ITEM 16D. EXEMPTIONS FROM THE LISTING STANDARDS FOR AUDIT COMMITTEES**

None.

#### **ITEM 16E. PURCHASES OF EQUITY SECURITIES BY THE ISSUER AND AFFILIATED PURCHASERS**

Not applicable.

#### **ITEM 16F. CHANGE IN REGISTRANT’S CERTIFYING ACCOUNTANT**

Not applicable.

#### **ITEM 16G. CORPORATE GOVERNANCE**

As a R.O.C. company listed on the New York Stock Exchange, or NYSE, we are subject to the U.S. corporate governance rules to the extent that these rules are applicable to foreign private issuers. The following summary details the significant differences between our corporate governance practices and corporate governance standards for U.S. companies (i.e. non-foreign private issuers) under the NYSE listing standards.

Under Section 303A of the NYSE Listed Company Manual, NYSE-listed non-U.S. companies may, in general, follow their home country corporate governance practices in lieu of most of the new NYSE corporate governance requirements. However, all NYSE-listed foreign private issuers must comply with NYSE Sections 303A.06, 303A.11, 303A.12(b) and 303A.12(c).

**The Legal Framework.** In general, corporate governance principles for Taiwanese companies are set forth in the Company Act of the Republic of China, or R.O.C. Company Act, the R.O.C. Securities Exchange Act, regulations promulgated by the Securities and Futures Bureau of the Financial Supervisory Commission and, to the extent they are listed on the Taiwan Stock Exchange, listing rules of the Taiwan Stock Exchange. Corporate governance principles under provisions of R.O.C. law may differ in significant ways to corporate governance standards for U.S. companies listed on the NYSE. Committed to high standards of corporate governance, we have generally brought our corporate governance in line with U.S. regulations, including the formation of an audit committee. However, we have not adopted certain recommended NYSE corporate governance standards where such standards are not in conformity with R.O.C. laws or regulations or generally prevailing business practices in Taiwan. We believe the following to be the significant differences between our corporate governance practices and NYSE corporate governance rules applicable to U.S. companies listed on the NYSE.

**Director Independence.** Under the NYSE listing standards applicable to U.S. companies, independent directors must comprise a majority of the board of directors. The R.O.C. Securities Exchange Act requires the independent directors of a public company to comprise of no less than one-fifth of the board of directors. We currently have three independent directors on our twelve-member board of directors. Our standards for determining director independence, which comply with requirements under the R.O.C. Company Act and R.O.C. Securities Exchange Act for director independence, may differ from the standards imposed by the NYSE.

In addition, under the R.O.C. requirements, our board of directors is not required to make a formal determination of a director’s independence. Nevertheless, we believe that our independent directors are free from any business or other relationships that would impair the exercise of their independent judgment. Furthermore, pursuant to the NYSE listing standards, non-executive directors must meet on a regular basis without the management directors present. All of our directors attend our board of directors’ meetings; however, no separate meeting is held among non-executive directors.

**Audit Committee.** On April 1, 2003, the SEC adopted final rules relating to the audit committee requirements. NYSE-listed foreign private issuers were required to comply with the related NYSE listing requirements by July 31, 2005. Our audit committee was established in September 2004, and is comprised of our three independent directors. According to the NYSE listing standards, the board must review status of any audit member that serves on more than three audit committees. There is no such requirement under the R.O.C. law. R.O.C. law requires all independent directors of a public company to be members of the audit committee if the company has established such a committee. R.O.C. law allows a person to serve as an independent director on up to four R.O.C. public companies.

Rule 303A.07 of the NYSE Listed Company Manual, or NYSE LCM, requires issuers to have at least three directors on the audit committee that meets the definition of independence set forth under Rule 10A-3 of the Exchange Act and Rule 303A of the NYSE LCM. There is no such requirement under the R.O.C. law. See “Item 6. Directors, Senior Management and Employees—C. Board Practices”.

**Nominating/Corporate Governance Committee and Corporate Governance Principles.** Under the NYSE listing standards, companies are required to have a nominating/corporate governance committee, composed entirely of independent directors. In addition to identifying individuals qualified to become board members, the nominating/corporate governance committee must develop and recommend to the board a set of corporate governance principles. The R.O.C. Company Act does not require companies incorporated in the R.O.C. to have a nominating/corporate governance committee. We do not currently have a nominating committee or a corporate governance committee.

Currently, our board of directors performs the duties of a corporate governance committee and regularly reviews our corporate governance principles and practices. The R.O.C. Company Act requires that directors shall be elected by stockholders. Our Articles of Incorporation requires us, beginning in the fifth commencement, to establish at least three independent directors in the number of directors. The elections for independent directors shall proceed with the candidate nomination system; the stockholders shall elect the independent directors from among the nominees listed in the roster of independent director candidates. Stockholders holding stock over 1% are entitled to nominate candidates of independent directors in written to us. The numbers of candidates nominated by stockholders shall not exceed the numbers of independent directors to be elected; neither the numbers of candidates nominated by the Board. Elections for independent and non-independent directors shall proceed concurrently, and the number of elected independent and non-independent directors shall be calculated separately. In addition, our stockholders are entitled to nominate non-independent directors by voting at stockholders’ meetings.

U.S. companies listed on the NYSE are also required to adopt and disclose corporate governance guidelines. We currently comply with the R.O.C. non-binding Corporate Governance Best-Practice Principles for TSEC/GTSM Listed Companies promulgated by the Taiwan Stock Exchange, or Best-Practice Principles, and we provide an explanation of differences between our practice and the principles, if any, in our R.O.C. annual report.

**Compensation Committee.** Under the NYSE listing standards, companies are required to have a compensation committee, composed entirely of independent directors. The Article 14-6 of R.O.C. Securities and Exchange Act requires all listed companies to establish a compensation committee for directors, supervisors and managers’ compensation, which includes salary, stock options and other rewards, as well as authorizes the Competent Authority (i.e. Financial Supervisory Commission) to enact a regulation on the authorities of the compensation committee and the qualifications of its members. See “Item 6. Directors, Senior Management and Employees—C. Board Practices” for description of our compliance.

**Code of Business Conduct and Ethics.** The NYSE listing standards require U.S. companies to adopt a code of business conduct and ethics for directors, officers and employees and promptly disclose any waivers of the code for directors or executive officers. We have adopted Code of Ethics and Ethical Corporate Management Best Practice Principles that applies to our directors, supervisors, managers, employees and persons having substantial control over us. We have filed Code of Ethics and Ethical Corporate Management Best Practice Principles as an exhibit to our annual report filed with the SEC and a copy is available to any stockholder upon request.

**Equity Compensation Plans.** The NYSE listing standards require that equity compensation plans be approved by a company’s stockholders. Under the R.O.C. Company Act and the R.O.C. Securities and Exchange Act,

stockholders' approval is required for the distribution of employee bonuses and any issuances of restricted stock to employees, while the board of director has authority to approve employee stock option plans and to grant options to employees pursuant to such plans, subject to the approval of the Securities and Futures Bureau, Financial Supervisory Commission, Executive Yuan of the R.O.C., and to approve share buy-back programs and transfer of shares to employees under such programs. We intend to follow only the R.O.C. requirements.

**Means to Communicate with Non-Management Directors.** According to the NYSE listing standards, companies are required to establish a means for stockholders, employees and other interested parties to communicate with non-management directors. The R.O.C. law does not have comparable requirements. However, according to the Best-Practice Principles, companies are required to establish channels of communication with employees and encourage employees to communicate directly with the management, directors or supervisors so as to reflect employees' opinions about the management, financial conditions and material decisions of the company concerning employee welfare. Moreover, companies are required to establish a channel for supervisors to communicate with the employees, stockholders, and interested parties. We have complied with these provisions.

**Internal Audit Function.** The NYSE listing standards require companies to establish an internal audit function to provide management and the audit committee with assessments of the company's risk management processes and system of internal control. We have complied with the Best-Practice Principles by setting up an internal control/audit system in accordance with the R.O.C. Regulations Governing Establishment of Internal Control Systems by Public Companies.

**CEO Certification to the NYSE.** The NYSE listing standards require the CEO of companies to certify compliance with NYSE corporate governance standards annually. R.O.C. law does not contain such requirement. In this regard, we only follow R.O.C. corporate governance requirement which does not require CEO annual certification. However, our CEO and CFO are required to certify in the 20-F annual report that, to his or her knowledge the information contained therein fairly represents in all material respects the financial condition and results of operation of our company.

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INNOVATIVE

## **PART III**

- ITEM 17. FINANCIAL STATEMENTS
- ITEM 18. FINANCIAL STATEMENTS
- ITEM 19. EXHIBITS

## PART III

### ITEM 17. FINANCIAL STATEMENTS

The Registrant has elected to provide the consolidated financial statements and related information specified in Item 18 in lieu of Item 17.

### ITEM 18. FINANCIAL STATEMENTS

The following is a list of the consolidated financial statements and report of independent registered public accounting firm included in this annual report beginning on page F-1.

## INDEX TO THE CONSOLIDATED FINANCIAL STATEMENTS

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Report of Independent Registered Public Accounting Firm	F-1
Consolidated Balance Sheets as of December 31, 2010 and 2011	F-2
Consolidated Statements of Income for the years ended December 31, 2009, 2010 and 2011	F-4
Consolidated Statements of Changes in Stockholders' Equity for the years ended December 31, 2009, 2010 and 2011	F-6
Consolidated Statements of Cash Flows for the years ended December 31, 2009, 2010 and 2011	F-7
Notes to Consolidated Financial Statements	F-11

### ITEM 19. EXHIBITS

Exhibit Number	Description of Exhibits
1.1	Statute of Chunghwa Telecom Co., Ltd. as last amended on November 29, 2000 (English translation) (incorporated by reference to Exhibit 1.1 to the Registrant's Annual Report on Form 20-F for the fiscal year ended December 31, 2003 (File No. 001-31731) filed with the Commission on May 17, 2004).
1.2	Articles of incorporation of Chunghwa Telecom Co., Ltd. as last amended on June 18, 2010. (English translation) (incorporated by reference to Exhibit 1.2 to the Registrant's Annual Report on Form 20-F for the fiscal year ended December 31, 2010 (File No. 001-31731) filed with the Commission on April 20, 2011).
2.1	Form of Amended and Restated Deposit Agreement dated as of November 2007 among Chunghwa Telecom Co. Ltd., JPMorgan Chase Bank, N.A., as depository, and all holders from time to time of ADRs issued thereunder, including the Form of American Depositary Receipt (incorporated by reference to Exhibit (a) to the Registrant's Registration Statement on Form F-6 (File No. 333-147321) filed with the Commission on November 13, 2007).
8.1*	List of Subsidiaries.
11.1*	Code of Ethics (English translation), as last amended on April 26, 2011.
11.2	Ethical Corporate Management Best Practice Principles as approved by the board of directors on December 28, 2010 (English translation) (incorporated by reference to Exhibit 11.2 to the Registrant's Annual Report on Form 20-F for the fiscal year ended December 31, 2010 (File No. 001-31731) filed with the Commission on April 20, 2011).
12.1*	Certification of our Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
12.2*	Certification of our Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
13.1*	Certification of our Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
13.2*	Certification of our Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

\* Filed herewith.

## SIGNATURES

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F and that it has duly caused and authorized the undersigned to sign this annual report on its behalf.

CHUNGHWA TELECOM CO., LTD.



By: \_\_\_\_\_  
Name: Shyue-Ching Lu  
Title: Chairman and Chief Executive Officer

Date: April 20, 2012

## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of  
Chunghwa Telecom Co., Ltd.

We have audited the accompanying consolidated balance sheets of Chunghwa Telecom Co., Ltd. and subsidiaries (the “Company”) as of December 31, 2010 and 2011, and the related consolidated statements of income, changes in stockholders’ equity, and cash flows for the years ended December 31, 2009, 2010 and 2011, all expressed in New Taiwan dollars. These financial statements are the responsibility of the Company’s management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the Republic of China and the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, such consolidated financial statements present fairly, in all material respects, the financial position of Chunghwa Telecom Co., Ltd. and subsidiaries as of December 31, 2010 and 2011, and the results of their operations and their cash flows for the years ended December 31, 2009, 2010 and 2011, in conformity with accounting principles generally accepted in the Republic of China.

Accounting principles generally accepted in the Republic of China vary in certain significant respects from accounting principles generally accepted in the United States of America. Information relating to the nature and effect of such differences is presented in Note 36 to the consolidated financial statements.

Our audits also comprehended the translation of New Taiwan dollar amounts into U.S. dollar amounts and, in our opinion, such translation has been made in conformity with the basis stated in Note 3. Such U.S. dollar amounts are presented solely for the convenience of the readers.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the Company’s internal control over financial reporting as of December 31, 2011, based on the criteria established in Internal Control Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated April 16, 2012 expressed an unqualified opinion on the Company’s internal control over financial reporting.

Deloitte & Touche  
Taipei, Taiwan  
The Republic of China

April 16, 2012

# CHUNGHWA TELECOM CO., LTD. AND SUBSIDIARIES

## CONSOLIDATED BALANCE SHEETS

(In Millions of New Taiwan or U.S. Dollars, Except Par Value)

	Notes	December 31		
		2010	2011	
		NT\$	NT\$	US\$ (Note 3)
<b>ASSETS</b>				
<b>CURRENT ASSETS</b>				
Cash and cash equivalents	2, 5	\$ 90,875	\$ 67,390	\$ 2,226
Financial assets at fair value through profit or loss	2, 6	77	46	2
Available-for-sale financial assets	2, 7	2,191	2,499	83
Held-to-maturity financial assets	2, 8	1,964	1,201	40
Trade notes and accounts receivable, net	2, 9, 22	14,503	22,396	740
Receivables from related parties	29	64	34	1
Other monetary assets	10	2,139	2,068	68
Inventories	2, 11, 22, 31	4,561	5,214	172
Deferred income tax assets	2, 26	91	115	4
Restricted assets	22, 30, 31	205	57	2
Other current assets	11, 12, 22, 27	4,121	5,519	182
Total current assets		120,791	106,539	3,520
<b>LONG-TERM INVESTMENTS</b>				
Investments accounted for using equity method	2, 13	1,725	2,563	84
Financial assets carried at cost	2, 14	2,734	2,760	91
Available-for-sale financial assets	2, 7	-	58	2
Held-to-maturity financial assets	2, 8	8,408	13,495	446
Other monetary assets	15, 31	1,000	1,000	33
Total long-term investments		13,867	19,876	656
PROPERTY, PLANT AND EQUIPMENT, NET	2, 16, 29, 30	305,730	302,612	9,997
<b>INTANGIBLE ASSETS</b>				
3G concession	2	5,989	5,240	173
Goodwill		283	245	8
Others		584	845	28
Total intangible assets		6,856	6,330	209
<b>OTHER ASSETS</b>				
Refundable deposits		1,462	1,760	58
Deferred income tax assets	2, 26	472	340	11
Others	2, 28, 29, 30	5,133	5,463	181
Total other assets		7,067	7,563	250
<b>TOTAL</b>		<b>\$ 454,311</b>	<b>\$ 442,920</b>	<b>\$ 14,632</b>

(Continued)

	Notes	December 31		
		2010 NTS	2011 NTS	US\$ (Note 3)
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>				
<b>CURRENT LIABILITIES</b>				
Short-term loans	17	\$ 115	\$ 75	\$2
Short-term bills payable	18	230	—	—
Financial liabilities at fair value through profit or loss	2, 6	—	4	—
Trade notes and accounts payable	22	11,555	14,265	471
Payables to related parties	29	140	788	26
Income tax payable	2, 26	4,568	3,539	117
Accrued expenses	19, 22	18,404	18,571	614
Due to stockholders for capital reduction	23	19,394	-	-
Current portion of long-term loans	21	309	702	23
Other current liabilities	11, 20, 22, 29	<u>17,626</u>	<u>21,336</u>	<u>705</u>
Total current liabilities		<u>72,341</u>	<u>59,280</u>	<u>1,958</u>
<b>NONCURRENT LIABILITIES</b>				
Long-term loans	21	3,148	1,058	35
Deferred income	2	<u>2,589</u>	<u>2,578</u>	<u>85</u>
Total noncurrent liabilities		<u>5,737</u>	<u>3,636</u>	<u>120</u>
RESERVE FOR LAND VALUE INCREMENTAL TAX	16	<u>95</u>	<u>95</u>	<u>3</u>
<b>OTHER LIABILITIES</b>				
Accrued pension liabilities	2, 28	1,291	1,444	48
Customers' deposits		5,781	5,014	166
Others		<u>463</u>	<u>408</u>	<u>13</u>
Total other liabilities		<u>7,535</u>	<u>6,866</u>	<u>227</u>
Total liabilities		<u>85,708</u>	<u>69,877</u>	<u>2,308</u>
<b>EQUITY ATTRIBUTABLE TO STOCKHOLDERS OF THE PARENT</b>				
Common stock - NT\$10 par value				
Authorized: 12,000,000 thousand shares				
Issued: 7,757,447 thousand shares				
		<u>77,574</u>	<u>77,574</u>	<u>2,563</u>
Additional paid-in capital		<u>169,515</u>	<u>169,536</u>	<u>5,601</u>
Retained earnings		<u>111,653</u>	<u>115,866</u>	<u>3,828</u>
Other adjustments				
Cumulative translation adjustments		(102)	(38)	(1)
Unrecognized net loss of pension		(40)	(38)	(1)
Unrealized gain on financial instruments		176	68	2
Unrealized revaluation increment		<u>5,803</u>	<u>5,763</u>	<u>190</u>
Total other adjustments		<u>5,837</u>	<u>5,755</u>	<u>190</u>
Total equity attributable to stockholders of the parent		<u>364,579</u>	<u>368,731</u>	<u>12,182</u>
<b>MINORITY INTERESTS IN SUBSIDIARIES</b>				
		<u>4,024</u>	<u>4,312</u>	<u>142</u>
Total stockholders' equity		<u>368,603</u>	<u>373,043</u>	<u>12,324</u>
TOTAL		<u>\$ 454,311</u>	<u>\$ 442,920</u>	<u>\$ 14,632</u>

The accompanying notes are an integral part of the consolidated financial statements.

# CHUNGHWA TELECOM CO., LTD. AND SUBSIDIARIES

## CONSOLIDATED STATEMENTS OF INCOME

(In Millions of New Taiwan or U.S. Dollars, Except Earnings Per Share That Are in New Taiwan or U.S. Dollars)

	Notes	Year Ended December 31			
		2009 NT\$	2010 NT\$	2011 NT\$	US\$ (Note 3)
NET REVENUES	29	\$ 198,361	\$ 202,430	\$ 217,493	\$ 7,185
OPERATING COSTS	29	112,736	115,332	131,531	4,345
GROSS PROFIT		85,625	87,098	85,962	2,840
OPERATING EXPENSES	29				
Marketing		22,293	22,469	23,172	766
General and administrative		3,765	4,012	4,180	138
Research and development		3,173	3,250	3,525	116
Total operating expenses		29,231	29,731	30,877	1,020
INCOME FROM OPERATIONS		56,394	57,367	55,085	1,820
NON-OPERATING INCOME AND GAINS	29				
Interest income		479	475	682	22
Equity in earnings of equity method investees, net		-	151	364	12
Gain on disposal of financial instruments, net		-	-	20	1
Gain on disposal of property, plant and equipment, net		-	-	298	10
Foreign exchange gain, net		89	-	81	3
Dividend income		55	26	34	1
Valuation gain on financial instruments, net		99	-	-	-
Others		700	380	402	13
Total non-operating income and gains		1,422	1,032	1,881	62
NON-OPERATING EXPENSES AND LOSSES					
Impairment loss on assets		110	125	148	5
Valuation loss on financial instruments, net		-	11	37	1
Interest expense		15	107	31	1
Loss on disposal of property, plant and equipment, net		7	216	-	-
Loss on disposal of financial instruments, net		142	157	-	-
Foreign exchange loss, net		-	17	-	-
Loss arising from natural calamities		149	19	1	-
Equity in losses of equity method investees, net		23	-	-	-
Others		132	60	50	2
Total non-operating expenses and losses		578	712	267	9
INCOME BEFORE INCOME TAX		57,238	57,687	56,699	1,873
INCOME TAX EXPENSE	2, 26	12,743	9,129	8,604	284
CONSOLIDATED NET INCOME		\$ 44,495	\$ 48,558	\$ 48,095	\$ 1,589

(Continued)



## CHUNGHWA TELECOM CO., LTD. AND SUBSIDIARIES

### CONSOLIDATED STATEMENTS OF INCOME

(In Millions of New Taiwan or U.S. Dollars, Except Earnings Per Share That Are in New Taiwan or U.S. Dollars)

	Notes	Year Ended December 31			
		2009 NT\$	2010 NT\$	2011 NT\$	US\$ (Note 3)
<b>ATTRIBUTABLE TO:</b>					
Stockholders of the parent		\$ 43,757	\$ 47,609	\$ 47,068	\$ 1,555
Minority interests		738	949	1,027	34
		<u>\$ 44,495</u>	<u>\$ 48,558</u>	<u>\$ 48,095</u>	<u>\$ 1,589</u>
<b>BASIC EARNINGS PER SHARE</b>					
	27				
Before income tax		\$ 5.79	\$ 5.82	\$ 7.11	\$ 0.23
After income tax		<u>\$ 4.51</u>	<u>\$ 4.91</u>	<u>\$ 6.04</u>	<u>\$ 0.20</u>
<b>DILUTED EARNINGS PER SHARE</b>					
	27				
Before income tax		\$ 5.77	\$ 5.80	\$ 7.09	\$ 0.23
After income tax		<u>\$ 4.50</u>	<u>\$ 4.89</u>	<u>\$ 6.03</u>	<u>\$ 0.20</u>
<b>BASIC EARNINGS PER EQUIVALENT ADS</b>					
Before income tax		\$ 57.96	\$ 58.20	\$ 71.10	\$ 2.35
After income tax		<u>\$ 45.16</u>	<u>\$ 49.10</u>	<u>\$ 60.43</u>	<u>\$ 2.00</u>
<b>DILUTED EARNINGS PER EQUIVALENT ADS</b>					
Before income tax		\$ 57.77	\$ 58.02	\$ 70.89	\$ 2.34
After income tax		<u>\$ 45.01</u>	<u>\$ 48.95</u>	<u>\$ 60.25</u>	<u>\$ 1.99</u>
<b>BASIC WEIGHTED AVERAGE SHARES</b>					
OUTSTANDING (THOUSANDS)	27	<u>9,696,808</u>	<u>9,696,808</u>	<u>7,789,326</u>	
<b>DILUTED WEIGHTED AVERAGE SHARES</b>					
OUTSTANDING (THOUSANDS)	27	<u>9,725,614</u>	<u>9,725,461</u>	<u>7,810,605</u>	

The accompanying notes are an integral part of the consolidated financial statements.

(Concluded)

## CHUNGHWA TELECOM CO., LTD. AND SUBSIDIARIES

### CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY

(In Millions of U.S. Dollars, Except Shares Data and Par Value)

	Equity Attributable to Stockholders of the Parent																					
	Capital Stock (NT\$10 Par Value)	Common Stock		Additional Paid-in Capital		Legal Reserve		Special Reserve		Retained Earnings		Unrealized Gain (Loss) on Financial Instruments		Unrecognized Net Loss of Pension		Unrealized Revaluation Increment		Minority Interests		Total Stockholders' Equity		
	(Thousands)	Amount, NT\$	NT\$	NT\$	NT\$	NT\$	NT\$	NT\$	NT\$	NT\$	NT\$	NT\$	NT\$	NT\$	NT\$	NT\$	NT\$	NT\$	NT\$	NT\$	NT\$	
BALANCE, JANUARY 1, 2009	9,696,808	\$ 96,968	\$ 179,206	\$ 52,859	\$ 2,676	\$ 41,277	\$ 29	\$ —	\$ —	\$ (2,272)	\$ 5,813	\$ 3,138	\$ 379,694									
Transfer of unrealized revaluation increment to income upon disposal of revalued assets																						
Appropriation of 2008 earnings																						
Legal reserve				4,128		(4,128)																
Cash dividend - NT\$3.83 per share						(37,139)																
Cancellation of preferred stock (Note 23)																						
Capital surplus transferred to common stock		969,680	(9,697)																			
Decrease in minority interests																						
Capital reduction (Note 23)		(969,680)	(9,697)																			
Consolidated net income in 2009						43,757																
Equity adjustments in investees						(17)																
Cumulative translation adjustment for foreign-currency investments held by investees																						
Defined benefit pension plan adjustments of investees																						
Unrealized gain on financial instruments																						
BALANCE, DECEMBER 31, 2009	9,696,808	96,968	169,510	56,987	2,676	43,750	8	(44)	(44)	1,825	5,803	3,753	378,964									
Appropriation of 2009 earnings																						
Legal reserve				4,374		(4,374)																
Cash dividend - NT\$4.06 per share						(39,369)																
Decrease in minority interests																						
Capital reduction (Note 23)		(1,939,361)	(19,394)																			
Consolidated net income in 2010						47,609																
Equity adjustments in investees																						
Cumulative translation adjustment for foreign-currency investments held by investees																						
Defined benefit pension plan adjustments of investees																						
Unrealized gain on financial instruments																						
BALANCE, DECEMBER 31, 2010	7,757,447	77,574	169,515	61,361	2,676	47,616	(102)	(40)	(40)	623	5,803	4,024	368,603									
Transfer of unrealized revaluation increment to income upon disposal of revalued assets																						
Appropriation of 2010 earnings																						
Legal reserve				4,761		(4,761)																
Cash dividend - NT\$5.52 per share						(42,855)																
Decrease in minority interests																						
Consolidated net income in 2011						47,068																
Equity adjustments in investees																						
Cumulative translation adjustment for foreign-currency investments held by investees																						
Defined benefit pension plan adjustments of investees																						
Unrealized loss on financial instruments																						
BALANCE, DECEMBER 31, 2011	7,757,447	\$ 77,574	\$ 169,536	\$ 66,122	\$ 2,676	\$ 47,068	\$ (38)	\$ (38)	\$ (38)	\$ 68	\$ 5,763	\$ (31)	\$ 373,043									
BALANCE, DECEMBER 31, 2011 (IN MILLIONS OF US\$ - Note 3)		\$ 2,563	\$ 5,601	\$ 2,184	\$ 88	\$ 1,556	\$ (1)	\$ (1)	\$ (1)	\$ 2	\$ 190	\$ 142	\$ 12,324									

The accompanying notes are an integral part of the consolidated financial statements.

# CHUNGHWA TELECOM CO., LTD. AND SUBSIDIARIES

## CONSOLIDATED STATEMENTS OF CASH FLOWS

(In Millions of New Taiwan or U.S. Dollars)

	Year Ended December 31			
	2009	2010	2011	
	NTS	NTS	NTS	US\$ (Note 3)
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>				
Consolidated net income	\$ 44,495	\$ 48,558	\$ 48,095	\$ 1,589
Adjustments to reconcile net income to net cash provided by operating activities:				
Provision for doubtful accounts	462	230	113	4
Depreciation and amortization	36,320	34,064	32,306	1,067
Amortization of premium (discount) of financial assets	16	38	61	2
Loss (gain) on disposal of financial instruments, net	142	157	(20)	(1)
Valuation loss (gain) on financial instruments, net	(99)	11	37	1
Loss (gain) on disposal of property, plant and equipment, net	7	216	(298)	(10)
Equity in losses (earnings) of equity method investees, net	23	(151)	(364)	(12)
Dividends received from equity investees	89	36	158	5
Loss arising from natural calamities	149	19	1	-
Impairment loss on assets	110	125	148	5
Deferred income taxes	1,099	27	56	2
Changes in operating assets and liabilities:				
Decrease (increase) in:				
Financial assets held for trading	221	32	(53)	(2)
Trade notes and accounts receivable	(1,492)	(2,749)	(8,313)	(275)
Receivables from related parties	(70)	(36)	144	5
Other monetary assets	350	(288)	58	2
Inventories	(88)	(475)	(665)	(22)
Other current assets	510	(858)	(1,046)	(34)
Increase (decrease) in:				
Trade notes and accounts payable	(1,565)	2,237	2,377	79
Payables to related parties	(206)	(260)	650	21
Income tax payable	(1,377)	257	(1,028)	(34)
Accrued expenses	950	954	196	7
Other current liabilities	777	2,447	2,609	86
Deferred income	422	105	(14)	-
Accrued pension liabilities	(3,960)	73	151	5
Net cash provided by operating activities	77,285	84,769	75,359	2,490
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>				
Acquisition of designated financial assets at fair value through profit or loss	(45)	(34)	(113)	(4)
Proceeds from disposal of financial assets at fair value through profit or loss	63	21	147	5
Acquisition of available-for-sale financial assets	(9,263)	(3,342)	(4,325)	(143)
Proceeds from disposal of available-for-sale financial assets	8,097	19,195	3,945	131
Acquisition of held-to-maturity financial assets	(2,100)	(6,917)	(6,544)	(216)
Proceeds from disposal of held-to-maturity financial assets	869	1,538	2,159	71
Acquisition of financial assets carried at cost	(116)	(318)	(236)	(8)
Proceeds from disposal of financial assets carried at cost	302	59	66	2
Capital reduction of financial assets carried at cost	-	-	7	-
Liquidating dividend	-	-	6	-
Capital reduction of equity investees	-	-	7	-
Prepaid long-term investment	(26)	(66)	(84)	(3)
Acquisition of investments accounted for using equity method	(560)	(35)	(365)	(12)
Acquisition of property, plant and equipment	(25,478)	(24,617)	(26,876)	(888)
Proceeds from disposal of property, plant and equipment	65	82	656	22

(Continued)

# CHUNGHWA TELECOM CO., LTD. AND SUBSIDIARIES

## CONSOLIDATED STATEMENTS OF CASH FLOWS

(In Millions of New Taiwan or U.S. Dollars)

	Year Ended December 31			
	2009 NTS	2010 NTS	2011 NTS	2011 US\$ (Note 3)
Acquisition of intangible assets	\$ (274)	\$ (278)	\$ (556)	\$ (18)
Decrease (increase) in restricted assets	(91)	31	12	—
Increase in other assets	(914)	(2,682)	(1,010)	(33)
Net cash used in investing activities	(29,471)	(17,363)	(33,104)	(1,094)
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>				
Increase (decrease) in short-term loans	485	(648)	(40)	(1)
Increase (decrease) in short-term note payable	—	230	(230)	(8)
Increase in long-term loans	400	3,238	—	—
Repayment of long-term loans	(124)	(119)	(1,697)	(56)
Decrease in customers' deposits	(118)	(81)	(895)	(30)
Increase (decrease) in other liabilities	(198)	61	48	2
Cash dividends paid	(37,139)	(39,369)	(42,855)	(1,416)
Capital reduction	(19,116)	(9,697)	(19,394)	(641)
Proceeds from exercise of employee stock option granted by subsidiary	58	97	94	3
Decrease in minority interest	(697)	(675)	(769)	(25)
Net cash used in financing activities	(56,449)	(46,963)	(65,738)	(2,172)
EFFECT OF EXCHANGE RATE CHANGES	(7)	(63)	111	4
EFFECT OF CHANGE ON CONSOLIDATED SUBSIDIARIES	613	(2,764)	(113)	(4)
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	(8,029)	17,616	(23,485)	(776)
CASH AND CASH EQUIVALENTS, BEGINNING OF YEAR	81,288	73,259	90,875	3,002
CASH AND CASH EQUIVALENTS, END OF YEAR	\$ 73,259	\$ 90,875	\$ 67,390	\$ 2,226
<b>SUPPLEMENTAL INFORMATION</b>				
Interest paid (excluding capitalized interest expense)	\$ 14	\$ 98	\$ 41	\$ 1
Income tax paid	\$ 13,024	\$ 8,841	\$ 9,574	\$ 316
<b>NON-CASH FINANCING ACTIVITIES</b>				
Current portion of long-term loans	\$ 117	\$ 309	\$ 702	\$ 23
Reclassification from common capital stock to due to stockholders for capital reduction	\$ 9,697	\$ 19,394	\$ —	\$ —
<b>CASH AND NON-CASH INVESTING ACTIVITIES</b>				
Increase in property, plant and equipment	\$ 25,151	\$ 23,250	\$ 28,257	\$ 934
Decrease (increase) in payables to suppliers	359	1,356	(1,354)	(45)
Prepayments for equipment	(32)	11	(27)	(1)
	\$ 25,478	\$ 24,617	\$ 26,876	\$ 888

(Continued)

## CHUNGHWA TELECOM CO., LTD. AND SUBSIDIARIES

### CONSOLIDATED STATEMENTS OF CASH FLOWS

(In Millions of New Taiwan or U.S. Dollars)

InfoExplorer Co., Ltd. (“IFE”) merged with International Integrated System, Inc. and e-ToYou International, Inc. on April 1, 2011. After the merger, IFE became the surviving entity and was renamed as International Integrated System, Inc. (“IISI”). International Integrated System, Inc. and e-ToYou International, Inc. were dissolved. As IFE issued new shares for the aforementioned share swap, the following table presents the allocation of acquisition costs of International Integrated System Inc. and e-ToYou International Inc. to assets acquired and liabilities assumed based on their fair values:

Cash and cash equivalents	\$ 46
Accounts receivables	200
Financial assets at fair value through profit and loss	38
Other current assets	18
Long-term investments	34
Property, plant, and equipment	5
Refundable deposits	44
Other assets	4
Accounts payables	(80)
Other current liabilities	(25)
Other liabilities	(38)
Common stock issued by IFE	<u>\$ 246</u>

Chunghwa has lost control over International Integrated System Inc. (“IISI”) on June 24, 2011. The following table presents assets and liabilities of IISI based on their fair values:

Current assets (excluding cash)	\$ 592
Long-term investments	64
Property, plant, and equipment	60
Intangible assets	3
Other assets	130
Current liabilities	(276)
Other liabilities	(103)
Net assets	<u>(629)</u>
Cash balance upon deconsolidation	<u>\$ (159)</u>

The acquisition of Yao Yong Real Property Co., Ltd. (“YYRP”) by Light Era Development Co., Ltd. (“LED”) was made on March 1, 2010. The following table presents the allocation of acquisition costs of YYRP to assets acquired and liabilities assumed based on their fair values:

Cash and cash equivalents	\$ 30
Other monetary assets	13
Deferred income tax assets	6
Property, plant, and equipment	2,782
Customers’ deposits	(35)
Accrued expenses	(1)
Other current liabilities	<u>(2)</u>
Total	2,793
Percentage of ownership	<u>100%</u>
	2,793
Goodwill	1
Acquisition costs of acquired subsidiary	<u>\$ 2,794</u>

(Continued)

## CHUNGHWA TELECOM CO., LTD. AND SUBSIDIARIES

### CONSOLIDATED STATEMENTS OF CASH FLOWS

(In Millions of New Taiwan or U.S. Dollars)

The acquisition of InfoExplorer Co., Ltd. ("IFE") was made on January 20, 2009. The following table presents the allocation of acquisition costs of IFE to assets acquired and liabilities assumed based on their fair values:

Cash and cash equivalents	\$ 458
Receivables	13
Other current assets	15
Property, plant, and equipment	40
Identifiable intangible assets	53
Refundable deposits	3
Other assets	2
Payables	(83)
Income tax payable	—
Other current liabilities	—
Total	<u>501</u>
Percentage of ownership	<u>49.07%</u>
	245
Goodwill	<u>38</u>
Acquisition costs of acquired subsidiary (cash prepaid for long-term investments in December 2008)	<u>\$ 283</u>

The acquisition of additional interest of Chunghwa Investment Co., Ltd. ("CHI") and its subsidiaries was made on September 9, 2009. The following table presents the allocation of acquisition costs of Chunghwa Investment Co., Ltd. and its subsidiaries to assets acquired and liabilities assumed based on their fair values:

Cash and cash equivalents	\$ 914
Financial assets at fair value through profit or loss	51
Available-for-sale financial assets	568
Trade notes and accounts receivable	76
Inventories	60
Other current assets	19
Investments accounted for using equity method	57
Financial assets carried at cost	156
Property, plant, and equipment	90
Identifiable intangible assets	34
Other assets	22
Trade notes and accounts payable	(34)
Accrued expenses	(16)
Income tax payable	(1)
Short-term loans	(20)
Long-term loans	(24)
Other liabilities	(1)
Subtotal	<u>1,951</u>
Minority interests	<u>(100)</u>
Total	1,851
Percentage of additional ownership	<u>40%</u>
	741
Goodwill	<u>18</u>
Acquisition costs of acquired subsidiary paid in cash	<u>\$ 759</u>

The accompanying notes are an integral part of the consolidated financial statements.

(Concluded)

## CHUNGHWA TELECOM CO., LTD. AND SUBSIDIARIES

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

#### 1. GENERAL

Chunghwa Telecom Co., Ltd. (“Chunghwa”) was incorporated on July 1, 1996 in the Republic of China (“ROC”) pursuant to the Article 30 of the Telecommunications Act. Chunghwa is a company limited by shares and, prior to August 2000, was wholly owned by the Ministry of Transportation and Communications (“MOTC”). Prior to July 1, 1996, the current operations of Chunghwa were carried out under the Directorate General of Telecommunications (“DGT”). The DGT was established by the MOTC in June 1943 to take primary responsibility in the development of telecommunications infrastructure and to formulate policies related to telecommunications. On July 1, 1996, the telecom operations of the DGT were spun-off to as Chunghwa which continues to carry out the business and the DGT continues to be the industry regulator.

As the dominate telecommunications service provider of fixed-line and Global System for Mobile Communications (“GSM”) in the ROC, Chunghwa is subject to additional regulations imposed by the ROC.

Effective August 12, 2005, the MOTC had completed the process of privatizing Chunghwa by reducing the government ownership to below 50% in various stages. In July 2000, Chunghwa received approval from the Securities and Futures Commission (the “SFC”) for a domestic initial public offering and its common shares were listed and traded on the Taiwan Stock Exchange (the “TSE”) on October 27, 2000. Certain of Chunghwa’s common shares had been sold, in connection with the foregoing privatization plan, in domestic public offerings at various dates from August 2000 to July 2003. Certain of Chunghwa’s common shares had also been sold in an international offering of securities in the form of American Depository Shares (“ADS”) on July 17, 2003 and were listed and traded on the New York Stock Exchange (the “NYSE”). The MOTC sold common shares of Chunghwa by auction in the ROC on August 9, 2005 and completed the second international offering on August 10, 2005. Upon completion of the share transfers associated with these offerings on August 12, 2005, the MOTC owned less than 50% of the outstanding shares of Chunghwa and completed the privatization plan.

Senao International Co., Ltd. (“SENAO”) was incorporated in 1979. SENAO has been listed on the Taiwan Stock Exchange under the number “2450” since May 2001. SENAO engages mainly in selling and maintaining mobile phones and its peripheral products. Chunghwa acquired 31.33% shares of SENAO on January 15, 2007 and has substantial control in SENAO by obtaining half of the seats of the board of directors of SENAO on April 12, 2007. At general annual stockholder meeting of SENAO in June 2010, the Company continued to maintain control of a majority of the board of directors through the continued support of the largest beneficial shareholder. The Company’s equity ownership of SENAO decreased from 31.33% as of January 15, 2007 to 28.44% as of December 31, 2011 due to the exercise of options by employees that were previously granted before 2007.

Senao International (Samoa) Holding Ltd. (“SIS”) was established by SENAO in 2009. SIS engages mainly in international investment activities.

Senao International HK Limited (“SIHK”) was established by SIS in 2009. SIHK engages mainly in international investment activities.

Senao Trading (Fujian) Co., Ltd. (“STF”) was established by SIHK in 2011. STF engages mainly in the sale of information and communication technology products.

Senao International Trading (Shanghai) Co., Ltd. (“SITS”) was established by SIHK in 2011. SITS engages mainly in the sale of information and communication technology products.



Senao International Trading (Shanghai) Co., Ltd. (“SEITS”) was established by SIHK in 2011. SEITS engages mainly in the provision of information and communication maintenance services.

The English name is the same as the above entity; however, the Chinese names included in the respective Articles of Incorporations are different.

Senao International Trading (Jiangsu) Co., Ltd. (“SITJ”) was established by SIHK in 2011. SITJ engages mainly in the sale of information and communication technology products.

Chunghwa established Chunghwa International Yellow Pages Co., Ltd. (“CIYP”) in January 2007. CIYP engages mainly in yellow pages sales and advertisement services.

CHIEF Telecom Inc. (“CHIEF”) was incorporated in 1991. CHIEF engages mainly in internet communication and internet data center (“IDC”) service. Chunghwa acquired 70% of the shares of CHIEF on September 2006.

Unigate Telecom Inc. (“Unigate”) was established by CHIEF in 1999. Unigate engages mainly in telecommunication and information software service.

CHIEF Telecom (Hong Kong) Limited (“CHIEF (HK)”) was established by CHIEF in 2003. CHIEF (HK) engages mainly in internet communication and internet data center (“IDC”) service. On August 20, 2009, the stockholders of CHIEF (HK) resolved to dissolve CHIEF (HK). CHIEF (HK) completed the liquidation procedures and obtained the required approval from local government on September 24, 2010.

Chief International Corp. (“CIC”) was established by CHIEF in 2008. CIC engages mainly in internet communication and internet IDC services.

Chunghwa System Integration Co., Ltd. (“CHSI”) was incorporated in 2002. CHSI engages mainly in providing communication and information integration services. Chunghwa acquired 100% shares of CHSI in December 2007.

Concord Technology Co., Ltd. (“Concord”), a subsidiary of CHSI, was incorporated in 2006. Concord engages mainly in investment activities.

Glory Network System Service (Shanghai) Co., Ltd. (“GNSS (Shanghai)”), a subsidiary of Concord, was incorporated in 2006. GNSS (Shanghai) engages mainly in planning and designing of systems and communications and information integration services.

Chunghwa Telecom Global, Inc. (“CHTG”) was incorporated in 2004. CHTG engages mainly in international data and internet services and long distance call wholesales to carriers. Chunghwa acquired 100% shares of CHTG in December 2007.

Donghwa Telecom Co., Ltd. (“DHT”) was incorporated in 2004. DHT engages mainly in international telecommunications, IP fictitious internet and internet transfer services. Chunghwa acquired 100% shares of DHT in December 2007.

Spring House Entertainment Inc. (“SHE”) was incorporated in 2000. SHE engages mainly in network services, producing digital entertainment contents and broadband visual sound terrace development. SHE was an equity method investee before Chunghwa obtained control interest over it in January 2008.

Ceylon Innovation Co., Ltd. (“CEI”) was established by SHE in April 2011. CEI has not started its operation and will engage mainly in international trade, general advertisement and book publishing service.

Chunghwa established Light Era Development Co., Ltd. (“LED”) in January 2008. LED engages mainly in development of property for rent and sale.

Yao Yong Real Property Co., Ltd. (“YYRP”) was incorporated in 2002. YYRP engages mainly in real estate management and leasing business. LED acquired 100% ownership interest of YYRP on March 1, 2010.

Chunghwa established Chunghwa Telecom Singapore Pte., Ltd. (“CHTS”) in July 2008, CHTS engages mainly in telecommunication wholesale, internet transfer services, international data, long distance call wholesales to carriers and the world satellite business.

Chunghwa established Chunghwa Telecom Japan Co., Ltd. (“CHTJ”) in October 2008. CHTJ engages mainly in telecommunication business, information processing and information providing service, development and sale of software and consulting services in telecommunication.

InfoExplorer Co., Ltd. (“IFE”) issued new shares as the consideration to merge with International Integrated System, Inc. and e-ToYou International, Inc. on April 1, 2011. After the merger, IFE became the surviving entity and was renamed as International Integrated System, Inc. (“IISI”). International Integrated System, Inc. and e-ToYou International, Inc. were dissolved. As a result of the additional shares being issued by IFE in connection with this transaction, Chunghwa’s ownership interest in IISI decreased from 49% to 33% after the merger, and after the stockholders’ meeting of IISI on June 24, 2011, Chunghwa lost control of the board of directors. Due to this loss of control, IISI and its subsidiaries including IESA and IEHK, were deconsolidated and going forward the investment is accounted for as an equity method investment.

Chunghwa Investment Co., Ltd. (“CHI”) was established in 2002. CHI engages mainly in professional investing in telecommunication business, and telecommunication valued-added services. CHI was equity-method investee of the parent company. Chunghwa acquired over 50% shares of CHI on September 2009.

Chunghwa Precision Test Tech. Co., Ltd. (“CHPT”) was established in 2005 as the subsidiary of CHI. CHPT engages mainly in production and marketing of semiconductor testers and printed circuit boards.

Chunghwa Precision Test Tech. USA Corporation (“CHPT(US)”) was established by CHPT in 2010. CHPT(US) engages mainly in production and marketing in semiconductor testers and printed circuit boards.

Chunghwa Investment Holding Company (“CIHC”) was established by CHI in 2004. CIHC engages mainly in investment activities.

CHI One Investment Co., Ltd. (“COI”) was established by CHI in 2009. COI engages mainly in investment activities.

Chunghwa has established New Prospect Investments Holdings Ltd. (“New Prospect”) in March 2006. The holding company is operating as an investment company and Chunghwa has 100% ownership interest in an amount of US\$1 in the holding company as of December 31, 2011.

Chunghwa has established Prime Asia Investments Group Ltd. (“Prime Asia”) in March 2006. Prime Asia engages mainly in investment activities.

Chunghwa Hsingta Company Ltd. (“CHC”) was established by Prime Asia in December 2010. CHC engages mainly in investment activities.

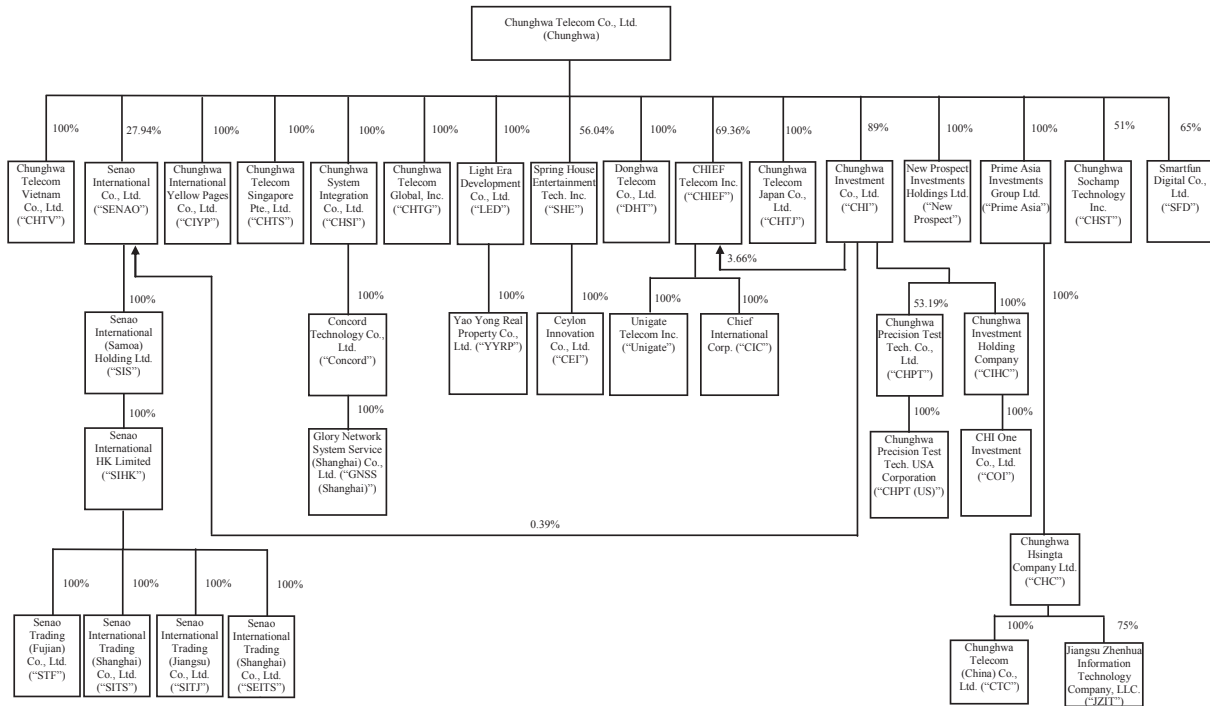
Chunghwa Telecom (China) Co., Ltd. (“CTC”) was established by CHC in March 2011. CTC engages mainly in energy conserving and providing services of planning, design, and intergration of information systems.

Chunghwa has established Chunghwa Telecom Vietnam Co., Ltd. (“CHTV”) in May 2011. CHTV engages mainly in providing information and communications technology, international private leased circuit, and intelligent energy network services.

Chunghwa and Sochamp Technology Inc. established a joint venture, Chunghwa Sochamp Technology Inc. (“CHST”), in July 2011. CHST mainly engages in license plate recognition system.

Chunghwa and United Daily News established a joint venture, Smartfun Digital Co., Ltd. (“SFD”), in August 2011. SFD mainly engages in sales of educational software which provides digital parenting education.

The following diagram presents information regarding the relationship and ownership percentages between Chunghwa and its subsidiaries as of December 31, 2011:



Chunghwa together with its subsidiaries are hereinafter referred to collectively as the “Company”. Minority interests in the aforementioned subsidiaries are presented as a separate component of stockholders’ equity.

As of December 31, 2010 and 2011, the Company had 28,134 and 28,772 employees, respectively.

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The accompanying consolidated financial statements were prepared in conformity with accounting principles generally accepted in the ROC ("ROC GAAP"). The significant accounting policies are summarized as follows:

### Principle of Consolidation

The accompanying consolidated financial statements include the accounts of all directly and indirectly majority owned subsidiaries of Chunghwa, and the accounts of investees in which the Company's ownership percentage is less than 50% but over which the Company has a controlling interest. All significant intercompany transactions and balances are eliminated upon consolidation.

The consolidated financial statements for the year ended December 31, 2009 include the accounts of Chunghwa, SENA0, SIS, SIHK, CIYP, CHIEF, Unigate, CHIEF (HK), CIC, CHSI, Concord, GNSS (Shanghai), CHTG, DHT, SHE, LED, CHTS, CHTJ, IFE, CHI, CHPT, CIHC, COI, New Prospect and Prime Asia. The consolidated financial statements for the year ended December 31, 2010 include the accounts of Chunghwa, SENA0, SIS, SIHK, CIYP, CHIEF, Unigate, CHIEF (HK), CIC, CHSI, Concord, GNSS (Shanghai), CHTG, DHT, SHE, LED, YYRP, CHTS, CHTJ, IFE, IESA, IEHK, CHI, CHPT, CHPT(US), CIHC, COI, New Prospect, Prime Asia and CHC. The consolidated financial statements for the year ended December 31, 2011 include the accounts of Chunghwa, SENA0, SIS, SIHK, STF, SITS, SITJ, SEITS, CIYP, CHIEF, Unigate, CIC, CHSI, Concord, GNSS (Shanghai), CHTG, DHT, SHE, CEI, LED, YYRP, CHTS, CHTJ, IISI, IESA, IEHK, CHI, CHPT, CHPT (US), CIHC, COI, New Prospect, Prime Asia, CHC, CTC, CHTV, CHST, and SFD. The accounts of IISI, IESA and IEHK were deconsolidated on June 24, 2011 (see Note 1).

For foreign subsidiaries using their local currency as their functional currency, assets and liabilities are translated into New Taiwan dollars at the exchange rates in effect on the balance sheet date; stockholders' equity accounts are translated into New Taiwan dollars at historical exchange rates and income statement accounts are translated into New Taiwan dollars at average exchange rates during the year.

### Business Combination

Acquisitions are accounted for using the purchase method of accounting. The cost of the acquisition is measured at the aggregate of the fair values, at the date of exchange, of assets given and liabilities incurred or assumed, by the Company in exchange for control of the acquiree, plus any costs directly attributable to the business combination. The acquiree's identifiable assets and liabilities are recognized at their fair values at the acquisition date.

Goodwill arising on acquisition is recognized as an asset and initially measured at cost, being the excess of the cost of the business combination over the Company's interest in the net fair value of the identifiable net assets.

The interest of minority stockholders in the acquiree is initially measured at historical cost.

### Foreign-currency Transactions

Foreign-currency transactions other than derivative contracts are recorded in New Taiwan dollars at the rates of exchange in effect when the transactions occur. Exchange gains or losses derived from foreign-currency transactions or monetary assets and liabilities denominated in foreign currencies are recognized in earnings. At the balance sheet date, monetary assets and liabilities denominated in foreign currencies are revalued at prevailing exchange rates with the resulting gains or losses recognized in earnings.

At the balance sheet date, foreign-currency nonmonetary assets (such as equity instruments) and liabilities that are measured at fair value are revalued using prevailing exchange rates. When a gain or loss on a nonmonetary item is recognized in stockholders' equity, any exchange component of that gain or loss shall be recognized in stockholders' equity. Conversely, when a gain or loss on a non-monetary item is recognized in earnings, any exchange component of that gain or loss shall be recognized in earnings.

Foreign-currency nonmonetary assets and liabilities that are carried at cost continue to be stated at exchange rates at trade dates.

The financial statements of foreign equity investees and consolidated subsidiaries are translated into New Taiwan dollars at the following exchange rates. Assets and liabilities - spot rates at year-end; stockholders' equity - historical rates, income and expenses - average rates during the year.

The resulting translation adjustments of financial statements shall be recorded as cumulative translation adjustments, a separate component of stockholders' equity.

### **Accounting Estimates**

Under above principles, certain estimates and assumptions have been used for the allowance for doubtful accounts, allowance for loss on inventories, depreciation of property, plant and equipment, impairment of assets, bonuses to employees, directors and supervisors, pension cost, and income tax, etc. Actual results may differ from these estimates.

### **Current and Noncurrent Assets and Liabilities**

Current assets include cash and cash equivalents, and those assets held primarily for trading purposes or to be realized, sold or consumed within one year from the balance sheet date. All other assets are classified as noncurrent. Current liabilities are obligations incurred for trading purposes or to be settled within one year from the balance sheet date. All other liabilities are classified as noncurrent.

LED engages mainly in the development of property for rent and sale. The assets and liabilities of LED related to property development within its operating cycle, which is over one year, are classified as current items. Assets and liabilities related to property development over its operating cycle are classified as noncurrent items.

### **Cash Equivalents**

Cash equivalents are commercial paper and treasury bills purchased with maturities of three months or less from the date of acquisition. The carrying amount approximates fair value.

### **Financial Assets and Liabilities at Fair Value Through Profit or Loss**

Financial instruments classified as financial assets or financial liabilities at fair value through profit or loss ("FVTPL") include financial assets or financial liabilities held for trading and are designated as at FVTPL on initial recognition. The Company recognizes a financial asset or a financial liability when the Company becomes a party to the contractual provisions of the financial instrument. A financial asset is derecognized when the Company loses control of its contractual rights over the financial asset. A financial liability is derecognized when the obligation specified in the relevant contract is discharged, cancelled or expired.

Financial instruments at FVTPL are initially measured at fair value. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are recognized as expenses as incurred. Financial assets or financial liabilities at FVTPL are remeasured at fair value, subsequently with changes in fair value recognized in earnings. Cash dividends received subsequently (including those received in the period of investment) are recognized as income. On derecognition of a financial asset or a financial liability, the difference between its carrying amount and the sum of the consideration received and

receivable or consideration paid and payable is recognized in earnings. Regular way purchases or sales of financial assets are accounted for using trade date accounting.

Derivatives that do not meet the criteria for hedge accounting are classified as financial assets or financial liabilities held for trading. When the fair value is positive, the derivative is recognized as a financial asset; when the fair value is negative, the derivative is recognized as a financial liability.

Fair values of financial assets and financial liabilities at the balance sheet date are determined as follows: forward exchange contracts and currency swap contracts are estimated by valuation techniques; index future contracts are determined at their market quotation on the balance sheet date; bonds are based on prices quoted by GreTai Securities Market (GTSM).

#### **Available-for-sale Financial Assets**

Available-for-sale financial assets are initially recognized at fair value plus transaction costs that are directly attributable to the acquisition. Changes in fair value from subsequent remeasurement are reported as a separate component of stockholders' equity. The corresponding accumulated gains or losses are recognized in earnings when the financial asset is derecognized from the balance sheet. A regular way purchase or sale of financial assets is accounted for using trade date accounting.

The recognition and derecognition of available-for-sale financial assets are the same with those of financial assets at FVTPL.

Fair values are determined as follows: Listed stocks - at closing prices at the balance sheet date; open-end mutual funds - at net asset values at the balance sheet date; bonds - quoted at prices provided by the Taiwan GreTai Securities Market; and financial assets and financial liabilities without quoted prices in an active market - at values determined using valuation techniques.

Cash dividends are recognized in earnings on the ex-dividend date, except for the dividends declared before acquisition which are treated as a reduction of investment cost. Stock dividends are recorded as an increase in the number of shares and do not affect investment income. The total number of shares subsequent to the increase of stock dividends is used to recalculate cost per share. The difference between the initial carrying amount of a debt instrument and its maturity amount is amortized using the effective interest method, with the amortized interest recognized in profit or loss.

An impairment loss is recognized when there is objective evidence that the financial asset is impaired. If, in a subsequent period, the amount of the impairment loss decreases, for equity securities, the previously recognized impairment loss is reversed to the extent of the decrease and recorded as an adjustment to stockholders' equity; for debt securities, the amount of the decrease is recognized in earnings, provided that the decrease is clearly attributable to an event which occurred after the impairment loss was recognized.

#### **Held-to-maturity Financial Assets**

Held-to-maturity financial assets are carried at amortized cost using the effective interest method. Those financial assets are initially recognized at fair value plus transaction costs that are directly attributable to the acquisition. Gains and losses are recognized at the time of derecognition, impairment or amortization. A regular way purchase or sale of financial assets is accounted for using trade date accounting.

If there is objective evidence which indicates that a financial asset is impaired, a loss is recognized. If, in a subsequent period, the amount of the impairment loss decreases and the decrease is clearly attributable to an event which occurred after the impairment loss was recognized, the previously recognized impairment loss is reversed to the extent of the decrease. The reversal may not result in a carrying amount that exceeds the amortized cost that would have been determined as if no impairment loss had been recognized.

### **Financial Assets Carried at Cost**

Investments in equity instruments with no quoted prices in an active market and with fair values that cannot be reliably measured, such as non-publicly traded stocks and stocks traded in the Emerging Stock Market, are measured at their original cost. The accounting treatment for dividends on financial assets carried at cost is the same with that for dividends on available-for-sale financial assets. An impairment loss is recognized when there is objective evidence that the asset is impaired. A reversal of this impairment loss is disallowed.

### **Impairment of Accounts Receivable**

An allowance for doubtful accounts is provided on the basis of a review of the collectibility of accounts receivable before January 1, 2011. The Company assesses the probability of collections of accounts receivable by examining the aging analysis of the outstanding receivables and assessing the value of the collateral provided by customers.

On January 1, 2011, the Company adopted the third-time revised Statement of Financial Accounting Standards (SFAS) No. 34, "Financial Instruments: Recognition and Measurement." One of the main revisions is that the impairment of receivables originated by the Company should be covered by SFAS No. 34. Accounts receivable are assessed for impairment at the end of each reporting period and considered to be impaired when there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the accounts receivable, the estimated future cash flows of the asset have been affected.

The amount of the impairment loss recognized is the difference between the asset carrying amount and the present value of estimated future cash flows, after taking into account the related collateral and guarantees, discounted at the receivable's original effective interest rate.

The carrying amount of the accounts receivable is reduced through the use of an allowance account.

### **Inventories**

Inventories including merchandise and work-in-process are stated at the lower of cost (weighted-average cost) or net realizable value item by item, except for those that may be appropriate to group items of similar or related inventories. Net realizable value is the estimated selling price of inventories less all estimated costs of completion and costs necessary to make the sale. The calculation of the cost of inventory is derived using the weighted-average method.

### **Buildings and Lands Consigned to Constructing Firm**

Inventories of LED are stated at the lower of cost or net realizable value item by item, except for those that may be appropriate to group as similar items or related inventories. Land acquired before construction is classified as land held for development, and then reclassified as land held under development after LED begins its construction project. Prepayments for licensing and other miscellaneous costs have been capitalized as part of inventory.

When using the completed-contract method for its construction projects, LED recognizes the proceeds from customers as advances from customers for land and building before the construction project is completed. After completion of the construction project and ownership is transferred to the customers, LED recognizes the relevant revenues.

When using percentage-of-completion method, profits are recorded based on LED's estimates of the percentage of completion of individual contracts, commencing when the work performed under the contracts reaches a point where the final costs can be estimated with reasonable accuracy. Changes in job performance, job conditions and estimated profitability may result in revisions to costs and income and are recognized in the period in which the revisions are determined. If the current estimates



of total contract revenue and contract cost indicate a loss, a provision for the entire loss on the contract is recorded in the period in which it becomes evident.

The percentage of completion is measured based on the completion of the contract milestones predetermined by the architects and engineers. Construction in progress is stated at cost plus (less) amounts associated with estimated profit (loss) recognized on the basis of the percentage-of-completion method.

#### **Investments Accounted for Using Equity Method**

Investments in companies in which the Company exercises significant influence over the operating and financial policy decisions are accounted for by the equity method. Under the equity method, the investment is initially stated at cost and subsequently adjusted for its proportionate share in the net earnings of the investee companies. Any cash dividends received are recognized as a reduction in the carrying value of the investments.

Gains or losses on sales from the Company to equity method investees wherein Chunghwa exercises significant influence over these equity method investees are deferred in proportion to the Company's ownership percentage in the investees until such gains or losses are realized through transactions with third parties. Gains or losses on sales from equity method investees to Chunghwa are deferred in proportion to Chunghwa's ownership percentages in the investees until they are realized through transactions with third parties.

When the Company subscribes for additional investees shares at a percentage different from its existing ownership percentage, the resulting carrying amount of the investment in the investee differs from the amount of the Company's share of the investee's equity. The Company records such a difference as an adjustment to long-term investments with the corresponding amount charged or credited to additional paid-in capital to the extent available, with the balance charged to retained earnings.

#### **Property, Plant and Equipment**

Property, plant and equipment are stated at cost plus a revaluation increment, if any, less accumulated depreciation and accumulated impairment loss. The interest costs that are directly attributable to the acquisition, construction of a qualifying asset are capitalized as property, plant and equipment. Major renewals and betterments are capitalized, while maintenance and repairs are expensed as incurred.

When an indication of impairment is identified, any excess of the carrying amount of an asset over its recoverable amount is recognized as a loss. If the recoverable amount increases in a subsequent period, the amount previously recognized as impairment would be reversed and recognized as a gain. However, the adjusted amount may not exceed the carrying amount that would have been determined, net of depreciation, as if no impairment loss had been recognized.

An impairment loss on a revalued asset is charged to "unrealized revaluation increment" under equity to the extent available, with the balance recognized as a loss in earnings. If the recoverable amount increases in a subsequent period, the amount previously recognized as impairment loss could be reversed and recognized as a gain, with the remaining credited to "unrealized revaluation increment".

Depreciation expense is computed using the straight-line method over the following estimated service lives: land improvements - 10 to 30 years; buildings - 3 to 60 years; computer equipment - 2 to 15 years; telecommunication equipment - 3 to 20 years; transportation equipment - 3 to 10 years; and miscellaneous equipment - 2 to 12 years.

Upon sale or disposal of property, plant and equipment, the related cost, accumulated depreciation, accumulated impairment losses and any unrealized revaluation increment are deducted from the corresponding accounts, and any gain or loss is recorded as non-operating gains or losses in the year of sale or disposal.

## Intangible Assets

Intangible assets mainly included 3G Concession, computer software, patents and goodwill.

The 3G Concession is valid through December 31, 2018. The 3G Concession fee is amortized on a straight-line basis from the date operations commence through the date the license expires. Computer software costs and patents are amortized using the straight-line method over the estimated useful lives of 2 to 20 years.

When an indication of impairment is identified for intangible assets other than goodwill, any excess of the carrying amount of an asset over its recoverable amount is recognized as a loss. If the recoverable amount increases in a subsequent period, the amount previously recognized as impairment would be reversed and recognized as a gain. However, the adjusted amount may not exceed the carrying amount that would have been determined, as if no impairment loss had been recognized.

Goodwill represents the excess of the consideration paid for business acquisition over the fair value of identifiable net assets acquired. Goodwill is tested for impairment annually. If an event occurs or circumstances change which indicates that the fair value of goodwill is below its carrying amount, an impairment loss is recognized. A subsequent reversal of such impairment loss is not allowed.

## Idle Assets

Idle assets are carried at the lower of recoverable amount or carrying amount.

## Pension Costs

For defined benefit pension plans, net periodic pension benefit cost is recorded in the consolidated statement of income and includes service cost, interest cost, expected return on plan assets, amortization of prior service costs, amortization of pension gains (losses) and curtailment or settlement gains (losses).

The Company recognizes into income, any unrecognized actuarial net gains or losses that exceed 10% of the larger of projected benefit obligations or plan assets, defined as the "corridor". Amounts inside this 10% corridor are amortized over the average remaining service life of active plan participants. Actuarial net gains and losses occur when actual experience differs from any of the many assumptions used to value the plans. Differences between the expected and actual returns on plan assets and changes in interest rate, which affect the discount rate used to value projected plan obligations, can have a significant impact on the calculation of pension net gains and losses from year to year.

Curtailment/settlement gains or losses are equal to the changes of underfunded status plus the a pro rata portion of the unrecognized prior service cost, unrecognized net gains (losses), and unrecognized transition obligations/assets, before the settlement/curtailment event multiplied by the percentage reduction in projected benefit obligation.

The projected benefit obligation represents the actuarial present value of benefits expected to be paid upon retirement based on estimated future compensation levels.

The carrying amount of accrued pension liability should be the sum of the following amounts when the calculation is positive: (a) projected benefit obligation as of balance sheet date, (b) minus (plus) unamortized actuarial loss (gain), (c) minus unamortized prior service cost, and (d) minus the fair value of plan assets. If the amount determined by above calculation is negative, it is viewed as prepaid pension cost. The prepaid pension cost is measured at the lower of: (a) the amount determined above, and (b) the sum of the following amounts: (i) unamortized actuarial loss, (ii) unamortized prior service cost, and (iii) the present value of refunds from the plan or reductions in future contributions to the plan.

The measurement of benefit obligations and net periodic cost (income) is based on estimates and assumptions approved by the Company's management such as compensation, age and seniority, as well as certain assumptions, including estimates of discount rates, expected return on plan assets and rate of compensation increases.

For employees under defined contribution pension plans, pension costs are recorded based on the actual contributions made to employees' individual pension accounts during their service periods.

### **Income Tax**

The Company applies inter-period allocations for its income tax, whereby deferred income tax assets and liabilities are recognized for the tax effects of temporary differences and unused tax credits. Valuation allowances are provided to the extent, if any, that it is more likely than not that deferred income tax assets will not be realized. A deferred tax asset or liability is classified as current or noncurrent in accordance with the classification of its related asset or liability. However, if a deferred tax asset or liability does not relate to an asset or liability in the financial statements, then it is classified as either current or noncurrent based on the expected length of time before it is realized or settled.

Any tax credits arising from purchases of machinery, equipment and technology, research and development expenditures, personnel training, and investments in important technology based enterprises are recognized using the flow-through method.

Adjustments of prior years' tax liabilities are added to or deducted from the current year's tax provision.

Income taxes (10%) on undistributed earnings is recorded in the year of stockholders approval which is the year subsequent to the year the earnings are generated.

### **Share-based Compensation**

Employee stock options granted on or after January 1, 2008 are accounted for using fair value method in accordance with SFAS No. 39, "Accounting for Share-based Payment." The adoption of SFAS No. 39 did not have any impact on the Company.

Employee stock options granted between January 1, 2004 and December 31, 2007 were accounted for under the interpretations issued by the Accounting Research and Development Foundation (the "ARDF"). The Company adopted the intrinsic value method, under which compensation cost was amortized over the vesting period.

### **Revenue Recognition**

Revenues are recognized when they are realized or realizable and earned. Revenues are realized or realizable and earned when the Company has persuasive evidence of an arrangement, the goods have been delivered or the services have been rendered to the customer, the sales price is fixed or determinable and collectibility is reasonably assured.

Revenue is measured at the fair value of the consideration received or receivable and represents amounts agreed between the Company and the customers for goods sold in the normal course of business, net of sales discounts and volume rebates. For trade receivables due within one year from the balance sheet date, as the nominal value of the consideration to be received approximates its fair value and transactions are frequent, fair value of the consideration is not determined by discounting all future receipts using an imputed rate of interest.

Usage revenues from fixed-line services (including local, domestic long distance and international long distance), cellular services, Internet and data services, and interconnection and call transfer fees from other telecommunications companies and carriers are billed in arrears and are recognized based upon minutes of traffic processed when the services are provided in accordance with contract terms.

Other revenues are recognized as follows: (a) one-time subscriber connection fees (on fixed-line services) are deferred and recognized over the average expected customer service periods, (b) monthly fees (on fixed-line, mobile, Internet and data services) are accrued every month, and (c) prepaid services (fixed-line, mobile, Internet and data services) are recognized as income based upon actual usage by customers or when the right to use those services expires.

Where the Company enters into transactions which involve both the provision of air time bundled with products such as 3G data card and handset, total consideration received from handsets in these arrangements are allocated and measured using units of accounting within the arrangement based on relative fair values limited to the amount that is not contingent upon the delivery of other items or services.

Where the Company sells products to third party cellular phone stores the Company records the direct sale of the products, typically handsets, as gross revenue when the Company is the primary obligor in the arrangement and when title is passed and the products are accepted by the stores.

### **Expense Recognition**

The costs of providing services and operating expenses are recognized as incurred.

### **Hedge Accounting**

A hedging relationship qualifies for hedge accounting only if, all of the following conditions are met: (a) at the inception of the hedge, there is formal documentation of the hedging relationship and the entity's risk management objective and strategy for undertaking the hedge; (b) the hedge is expected to be highly effective in achieving offsetting changes in fair value attributable to the hedged risk, consistently with the risk management strategy documented for that particular hedging relationship; (c) the effectiveness of the hedge can be reliably measured; (d) the hedge is assessed on an ongoing basis and determined actually to have been highly effective throughout the financial reporting periods for which the hedge was designated.

The gain or loss from remeasuring the hedging instrument at fair value and the gain or loss on the hedged item attributable to the hedged risk are recognized in earnings.

The hedging items that do not meet the criteria for hedge accounting were classified as financial assets or financial liabilities at fair value through profit or loss.

### **Concentrations**

For all periods presented, no individual customer or supplier constituted more than 10% of the Company's revenues, trade notes and accounts receivables, purchases or trade notes and accounts payable. The Company invests its cash with several financial institutions. The Company also does not have concentrations of available sources of labor, services or other rights that could, if suddenly eliminated, severely impact its operations. However, telecommunications franchises and licenses are issued solely by authority of the ROC government. The withdrawal or the revocation of the franchise and licenses by the ROC government would severely impact the Company's operations.

### **Earnings Per Share and Per Equivalent ADS**

Earnings per share is computed by dividing net income attributable to stockholders of the parent by the weighted-average number of common shares outstanding during the periods. Earnings per equivalent ADS is calculated by multiplying the above earnings per share by ten as each ADS represents ten common shares.

Per share data has been restated for all periods presented to reflect capital reductions in 2008 and 2009 and the declaration of the stock dividends.

Securities issued by a subsidiary that enable their holders to obtain the subsidiary's common stock shall be included in computing the subsidiary's earnings per share data. Those per-share earnings of the subsidiary shall then be included in the consolidated earnings per share computations based on the consolidated Company's holding of the subsidiary's securities.

### 3. U.S. DOLLAR AMOUNTS

The Company maintains its accounts and expresses its consolidated financial statements in New Taiwan dollars. For convenience only, U.S. dollar amounts presented in the accompanying consolidated financial statements have been translated from New Taiwan dollars as set forth in the statistical release of the Federal Reserve Board as of December 30, 2011, which was NT\$30.27 to US\$1.00. The convenience translations should not be construed as representations that the New Taiwan dollar amounts have been, could have been, or could in the future be, converted into U.S. dollars at this or any other rate of exchange.

### 4. EFFECT OF CHANGES IN ACCOUNTING PRINCIPLES

The Company adopted the newly-revised Statements of Financial Accounting Standards No. 34, "Financial Instruments," ("SFAS No. 34") beginning from January 1, 2011. When an enterprise adopts the revised provisions, the initial recognition of loans and receivables shall be accounted for under SFAS No. 34. There was no effect on the consolidated net income and after-tax basic earnings per share for the year ended December 31, 2011 as a result of the adoption of SFAS No. 34.

### 5. CASH AND CASH EQUIVALENTS

	<b>December 31</b>	
	<b>2010</b>	<b>2011</b>
	<b>NT\$</b>	<b>NT\$</b>
	<b>(In Millions)</b>	
<b>Cash</b>		
Cash on hand	\$ 125	\$ 239
Bank deposits	7,047	6,258
Negotiable certificate of deposit, annual yield rate - ranging from 0.52%-0.91% and 0.80%-1.05% for 2010 and 2011, respectively	54,265	41,627
	<u>61,437</u>	<u>48,124</u>
<b>Cash equivalents</b>		
Commercial paper, annual yield rate - ranging from 0.41%-0.48% and 0.70%-0.80% for 2010 and 2011, respectively	26,550	18,966
Treasury bills, annual yield rate - ranging from 0.42%-0.43% and 0.70% for 2010 and 2011, respectively	2,888	300
	<u>29,438</u>	<u>19,266</u>
	<u>\$ 90,875</u>	<u>\$ 67,390</u>

## 6. FINANCIAL ASSETS AND LIABILITIES AT FAIR VALUE THROUGH PROFIT OR LOSS

	December 31	
	2010	2011
	NT\$	NT\$
(In Millions)		
<b>Derivatives - financial assets</b>		
Currency swap contracts	\$ 34	\$ 6
Forward exchange contracts	—	—
	34	6
<b>Designated financial assets at fair value through profit or loss</b>		
Convertible bonds	43	40
	\$ 77	\$ 46
<b>Derivatives - financial liabilities</b>		
Currency swap contracts	\$ —	\$ 4
Index future contracts	—	—
Forward exchange contracts	—	—
	\$ —	\$ 4

The Company entered into currency swap contracts, forward exchange contracts and index future contracts to reduce its exposure to foreign currency risk and variability in operating results due to fluctuations in exchange rates and stock prices. However, the aforementioned derivatives did not meet the criteria for hedge accounting and were classified as financial assets or financial liabilities held for trading.

Outstanding currency swap contracts and forward exchange contracts as of December 31, 2010 and 2011:

	Currency	Maturity Period	Contract Amount (In Millions)
<u>December 31, 2010</u>			
Currency swap contracts	US\$/NT\$	2011.01-2011.03	US\$25/NT\$767
Forward exchange contracts - buy	NT\$/US\$	2011.01	NT\$18/US\$1
<u>December 31, 2011</u>			
Currency swap contracts	US\$/NT\$	2012.01-2012.03	US\$43/NT\$1,307
Currency swap contracts	US\$/NT\$	2012.01-2012.02	US\$19/NT\$571
Forward exchange contracts - buy	NT\$/US\$	2012.01	NT\$60/US\$2

Outstanding index future contracts as of December 31, 2011 were as follows:

December 31, 2011	Maturity Period	Units	Contract Amount (In Millions)
TAIFEX futures			
TX	2012.01	2	NT\$3
TX	2012.02	4	NT\$6
TX	2012.03	37	NT\$52
TE	2012.03	19	NT\$11
TF	2012.01	8	NT\$6
TF	2012.02	5	NT\$4
TF	2012.03	15	NT\$12

As of December 31, 2011, the deposits paid for outstanding index future contracts were NT\$5 million (classified as other current assets). The company did not have any outstanding index future contract on December 31, 2010.

The convertible bonds held by CHI are hybrid financial instruments that are designated to be measured at fair value and changes in fair value are recognized in earnings.

Net gains (loss) arising from financial assets and liabilities at fair value through profit or loss for the years ended December 31, 2010 and 2011 were NT\$65 million (including realized settlement gain of NT\$37 million and valuation gain of NT\$28 million), and NT\$(72) million (including realized settlement loss of NT\$35 million and valuation loss of NT\$37 million), respectively.

## 7. AVAILABLE-FOR-SALE FINANCIAL ASSETS

	December 31	
	2010 NT\$	2011 NT\$
	(In Millions)	
Open-end mutual funds	\$ 1,562	\$ 2,137
Domestic listed stocks	527	343
Corporate bonds	102	77
	2,191	2,557
Less: Current portion	2,191	2,499
	\$ —	\$ 58

Movements of unrealized gain (loss) on available-for-sale financial assets were as follows:

	Year Ended December 31		
	2009 NT\$	2010 NT\$	2011 NT\$
	(In Millions)		
Balance, beginning of year	\$(2,265)	\$ (447)	\$ 176
Impact on acquisition of subsidiaries	2	—	—
Recognized in stockholders' equity	1,685	204	(55)
Transferred to profit or loss	131	419	(53)
Balance, end of year	\$(447)	\$ 176	\$ 68



## 8. HELD-TO-MATURITY FINANCIAL ASSETS

	December 31	
	2010 NTS	2011 NTS
	(In Millions)	
Corporate bonds, nominal interest rate ranging from 1.20%-4.75% and 1.20%-2.98% for 2010 and 2011, respectively; effective interest rate ranging from 1.00%-2.95% and 0.83%-2.89%, respectively	\$ 9,868	\$ 13,790
Bank debentures, nominal interest rate ranging from 1.60%-2.11% and 1.37%-1.60% for 2010 and 2011, respectively; effective interest rate ranging from 1.25%-2.45% and 1.25%-1.40%, respectively	504	906
	10,372	14,696
Less: Current portion	1,964	1,201
	<u>\$ 8,408</u>	<u>\$ 13,495</u>

## 9. ALLOWANCE FOR DOUBTFUL ACCOUNTS

	Year Ended December 31		
	2009 NTS	2010 NTS	2011 NTS
	(In Millions)		
Balance, beginning of year	\$ 3,051	\$ 2,799	\$ 2,551
Provision for doubtful accounts	455	215	105
Accounts receivable written off	(707)	(463)	(235)
Impact on changes of consolidated subsidiaries	—	—	2
Balance, end of year	<u>\$ 2,799</u>	<u>\$ 2,551</u>	<u>\$ 2,423</u>

## 10. OTHER MONETARY ASSETS - CURRENT

	December 31	
	2010 NTS	2011 NTS
	(In Millions)	
Accrued custodial receipts of MOD service	\$ 53	\$ 119
Accrued custodial receipts from other carriers	387	3
Other receivables	1,699	1,946
	<u>\$ 2,139</u>	<u>\$ 2,068</u>

## 11. INVENTORIES

	December 31	
	2010 NT\$	2011 NT\$
	(In Millions)	
Merchandise	\$ 2,147	\$ 2,999
Work in process	765	782
Raw materials	—	25
	<u>2,912</u>	<u>3,806</u>
Land held for sale	—	579
Land held under development	1,237	111
Construction in progress	376	682
Land held for development	36	36
	<u>\$ 4,561</u>	<u>\$ 5,214</u>

The operating costs related to inventories were NT\$23,116 million (including the valuation loss on inventories of NT\$56 million), NT\$27,046 million (including valuation loss on inventories of NT\$17 million) and NT\$32,826 million (including the valuation loss on inventories of NT\$187 million) for the years ended December 31, 2009, 2010 and 2011, respectively.

Land held for sale on December 31, 2011 was for Wan-Xi and Covent projects.

Land held under development and construction in progress on December 31, 2010 was for Guang-Diang, Wan-Xi, Covent, Li-Shui (A), and Li-Shui (B) projects.

Land held under development and construction in progress on December 31, 2011 was for Guang-Diang and Li-Shui (A) projects. Guang-Diang and Li-Shui (A) projects are expected to be completed in 2012.

LED recognizes the relevant revenues of Guang-Diang Project by percentage of completion method. The related information were as follows (in millions):

	December 31	
	2010 NT\$	2011 NT\$
	(In Millions)	
<b>Percentage of completion method</b>		
<b>Guang-Diang project</b>		
Contract price	\$ 983	\$ 983
Estimated construction cost	\$ 425	\$ 430
Land held under development	\$ 65	\$ 65
	<u>373</u>	<u>682</u>
<b>Construction in progress</b>		
Construction cost	\$ 174	\$ 290
Recognized cumulative gain	199	392
	<u>373</u>	<u>682</u>
Deferred marketing expenses (classified as other current assets)	\$ 38	\$ 17
Advance from land and building (classified as other current liabilities)	\$ 155	\$ 179
Percentage of completion	43%	79%
Expected year of completion	2012	2012

## 12. OTHER CURRENT ASSETS

	December 31	
	2010	2011
	NT\$	NT\$
	(In Millions)	
Spare parts	\$ 1,797	\$ 2,306
Prepaid expenses	1,009	1,584
Prepaid rents	789	994
Others	526	635
	<u>\$ 4,121</u>	<u>\$ 5,519</u>

## 13. INVESTMENTS ACCOUNTED FOR USING EQUITY METHOD

	December 31			
	2010	% of Owner- ship	2011	% of Owner- ship
Carrying Amount NT\$ (In Millions)	Carrying Amount NT\$ (In Millions)			
<b>Non-listed</b>				
Taiwan International Standard Electronics Co., Ltd. ("TISE")	\$ 556	40	\$ 609	40
ST-2 Satellite Ventures Pte., Ltd. ("STS")	398	38	462	38
Senao Networks, Inc. ("SNP")	308	41	346	41
International Integrated System, Inc. (IISI)	—	—	257	33
Viettel-CHT Co., Ltd. ("Viettel-CHT")	246	30	255	30
Huada Digital Corporation ("HDD")	—	—	251	50
Skysoft Co., Ltd. ("SKYSOFT")	95	30	113	30
Dian Zuan Integrating Marketing Co., Ltd. ("DZIM")	—	—	110	40
Kingwaytek Technology Co., Ltd. ("KWT")	66	33	75	33
So-net Entertainment Taiwan Limited ("So-net")	25	30	34	30
HopeTech Technologies Limited ("HopeTech")	19	45	21	45
Xiamen Sertec Business Technology Co., Ltd. ("Sertec")	8	49	1	49
Tatung Technology Inc. ("Tatung")	4	28	—	—
Panda Monium Company Ltd.	—	43	—	43
	1,725		2,534	
<b>Prepayments for long-term investments in stocks</b>				
Jiangsu Zhenhua Information Technology Company, LLC	—	—	29	—
	<u>\$ 1,725</u>		<u>\$ 2,563</u>	

InfoExplorer Co., Ltd. (“IFE”) issued new shares as the consideration to merge with International Integrated System, Inc. and e-ToYou International, Inc. on April 1, 2011. After the merger, IFE became the surviving entity and was renamed as International Integrated System, Inc. (“IISI”). International Integrated System, Inc. and e-ToYou International, Inc. were dissolved. As a result of the additional shares being issued by IFE in connection with this transaction, Chunghwa’s ownership interest in IISI decreased from 49% to 33% after the merger, and after the stockholders’ meeting of IISI on June 24, 2011, Chunghwa lost control of the board of directors. Due to this loss of control, IISI was deconsolidated and going forward the investment is accounted for as an equity method investment.

Chunghwa invested in HDD in September 2011 by investing NT\$250 million cash and holds a 50% ownership of HDD. HDD engages mainly in providing software service.

Chunghwa, President Chain Store Corporation and EasyCard Corporation established a joint venture, DZIM, in May 2011. Chunghwa invested NT\$115 million cash and holds a 40% ownership of DZIM. DZIM engages mainly in information technology service and general advertisement service.

SIS invested in HopeTech on September 2010 by investing NT\$21 million cash to acquire 45% of its shares. HopeTech engages mainly in information technology services and sale of communication products.

COI established Sertec with Xiamen Information Investment Co., Ltd. in 2010, by investing NT\$14 million cash and held 49% ownership of Sertec. Sertec engages mainly in customer service and platform rental activities.

Tatung, the former equity method investee of CHI, completed a capital reduction and a capital increase plan in July 2011, however, CHI did not invest in the capital increase plan of Tatung as the percentage it held; therefore, CHI lost significant influence over Tatung. CHI reclassified Tatung from investments accounted for using equity method to financial assets carried at cost.

#### 14. FINANCIAL ASSETS CARRIED AT COST

	<b>December 31</b>			
	<b>2010</b>		<b>2011</b>	
	<b>Carrying Amount</b>	<b>% of Owner- ship</b>	<b>Carrying Amount</b>	<b>% of Owner- ship</b>
	<b>NT\$ (In Millions)</b>		<b>NT\$ (In Millions)</b>	
<b>Non-listed</b>				
Taipei Financial Center Corp. (“TFC”)	\$ 1,790	12	\$ 1,790	12
Industrial Bank of Taiwan II Venture Capital Co., Ltd. (“IBT II”)	200	17	200	17
iD Branding Ventures (“iDBV”)	100	11	90	11
Global Mobile Corp. (“GMC”)	127	8	77	8
Innovation Works Development Fund, L.P. (“IWDF”)	38	13	73	4
Procrystal Technology Co., Ltd. (“Procrystal”)	30	1	68	2
Tons Lightology Inc.	-	-	66	4
Tatung Technology Inc.	-	-	60	11
UniDisplay Inc.	55	3	55	3
Innovation Works Limited (“IW”)	21	7	31	2
VisEra Technologies Company Ltd.	-	-	30	1
Alder Optomechanical Corp.	29	1	29	1
Ultra Fine Optical Technology Co., Ltd.	27	12	27	8

(Continued)

	December 31			
	2010		2011	
	Carrying Amount NTS (In Millions)	% of Owner- ship	Carrying Amount NTS (In Millions)	% of Owner- ship
Hiroca Holdings Ltd.	\$ —	—	\$ 18	—
Digimax Inc. (“DIG”)	15	4	15	4
N.T.U. Innovation Incubation	12	9	12	9
CoaTronics Inc.	12	9	12	9
Aide Energy (“Cayman”) Holding Co., Ltd. (“Aide”)	—	—	9	1
SuperAlloy Industrial Co., Ltd.	7	—	7	—
DeISolar Co.	6	—	6	—
CQi Energy Infocom Inc. (“CQi”)	20	18	6	18
OptiVision Technology Inc. (“OptiVision”)	10	1	5	1
Cando Corporation	5	—	5	—
Tatung Fine Chemicals Co., Ltd. (“TFChemicals”)	9	—	5	—
Subtron Technology Co.	5	—	4	—
3 Link Information Service Co.	4	10	4	10
XinTec Inc.	1	—	1	—
RPTI Intergroup International Ltd. (“RPTI”)	34	10	—	10
Lextar Electronics Corp.	15	—	—	—
PChome Store Inc.	14	3	—	—
Taimide Technology, Ltd.	14	1	—	—
Huga Optotech Inc.	13	—	—	—
A2peak Power Co., Ltd. (“A2P”)	11	3	—	3
Win Semiconductors Corp.	11	—	—	—
Chia Chang Co., Ltd.	9	—	—	—
ChipSip Technology Co., Ltd. (“ChipSip”)	8	2	—	—
Champion Microelectronic Corp.	7	—	—	—
Crystal Media Inc. (“CMI”)	6	5	—	—
eMemory Technology Inc.	3	—	—	—
Essence Technology Solution, Inc. (“ETS”)	—	7	—	—
eASPNet Inc.	—	2	—	—
	<u>2,668</u>		<u>2,705</u>	
Prepayments for long-term investments in stocks				
MEDIAPRO TECHNOLOGY LTD.	—	—	45	—
Fashion Guide Co., Ltd.	—	—	10	—
Tons Lightology Inc.	<u>66</u>	—	<u>—</u>	—
	<u>66</u>		<u>55</u>	
	<u>\$ 2,734</u>		<u>\$ 2,760</u>	

(Concluded)

After evaluating the financial assets carried at cost, Chunghwa and its subsidiaries determined the following investments were impaired and recognized impairment losses for the years ended December 31, 2010 and 2011:

	Year Ended December 31	
	2010	2011
	NT\$	NT\$
	(In Millions)	
GMC	\$ —	\$ 50
RPTI	—	34
Aide	—	21
CQi	—	14
A2P	16	10
Procrystal	—	10
OptiVision	—	5
TFChemicals	—	4
DIG	21	—
ChipSip	13	—
CMI	9	—
	<u>\$ 59</u>	<u>\$ 148</u>

The above investments do not have quoted market prices in an active market and the fair values cannot be reliably measured; therefore, these investments are carried at original cost.

#### 15. OTHER MONETARY ASSETS - NONCURRENT

	December 31	
	2010	2011
	NT\$	NT\$
	(In Millions)	
Piping Fund	\$ 1,000	\$ 1,000

As part of the government's effort to upgrade the existing telecommunications infrastructure, Chunghwa and other public utility companies were required by the ROC government to contribute a total of NT\$1,000 million to a Piping Fund administered by the Taipei City Government. This fund was used to finance various telecommunications infrastructure projects.

#### 16. PROPERTY, PLANT AND EQUIPMENT, NET

	December 31	
	2010	2011
	NT\$	NT\$
	(In Millions)	
Cost		
Land	\$ 104,136	\$ 103,814
Land improvements	1,555	1,553
Buildings	67,457	67,692
Computer equipment	16,086	14,951
Telecommunications equipment	656,301	655,287

(Continued)

	<b>December 31</b>	
	<b>2010</b>	<b>2011</b>
	<b>NT\$</b>	<b>NT\$</b>
	<b>(In Millions)</b>	
Transportation equipment	\$ 2,373	\$ 2,527
Miscellaneous equipment	7,154	6,974
Total cost	855,062	852,798
Revaluation increment on land	5,801	5,762
	<u>860,863</u>	<u>858,560</u>
Accumulated depreciation		
Land improvements	1,004	1,041
Buildings	18,603	19,755
Computer equipment	12,232	10,946
Telecommunications equipment	527,819	531,124
Transportation equipment	1,637	1,254
Miscellaneous equipment	5,897	5,517
	<u>567,192</u>	<u>569,637</u>
Construction in progress and advances payments related to acquisition of equipment	12,059	13,689
Property, plant and equipment, net	<u>\$ 305,730</u>	<u>\$ 302,612</u>

Pursuant to the related regulation, Chunghwa revalued its land owned as of April 30, 2000 based on the publicly announced value on July 1, 1999. These revaluations which were approved by the Ministry of Auditing resulted in increases in the carrying values of property, plant and equipment of NT\$5,986 million, liabilities for land value incremental tax of NT\$211 million, and stockholders' equity - other adjustments of NT\$5,775 million.

The amendment to the Land Tax Act, relating to the article to permanently lower land value incremental tax, went effective from February 1, 2005. In accordance with the lowered tax rates, Chunghwa recomputed its land value incremental tax, and reclassified the reserve for land value incremental tax of NT\$116 million to stockholders' equity - other adjustments. As of December 31, 2011, the unrealized revaluation increment was decreased to NT\$5,763 million by disposal of revaluation assets.

Depreciation expense on property, plant and equipment was NT\$35,114 million, NT\$32,737 million and NT\$30,889 million for the years ended December 31, 2009, 2010 and 2011, respectively. Interest expense capitalized for the years ended December 31, 2009, 2010 and 2011 were NT\$1 million, NT\$0.01 million, and NT\$0.08 million, respectively. The capitalized interest rates were 1.165%-1.604%, 1.1% and 1.10%-1.25%, respectively, for the years ended December 31, 2009, 2010 and 2011.

Chunghwa reclassified the unused property, plant and equipment amounting to NT\$61 million to idle assets and recognized the impairment loss of NT\$61 million on those assets for the year ended December 31, 2010.

Losses on property, plant and equipment arising from natural calamities such as earthquakes and typhoons were recorded in non-operating expenses.



## 17. SHORT-TERM LOANS

	December 31	
	2010	2011
	NTS	NTS
	(In Millions)	
Unsecured loans - annual rate - 1.10%-1.33% and 1.25%-1.53% for 2010 and 2011, respectively	\$ 115	\$ 75

## 18. SHORT-TERM BILLS PAYABLE

	December 31	
	2010	2011
	NTS	NTS
	(In Millions)	
Commercial paper - annual rate 0.74%-0.79%	\$ 230	\$ —

## 19. ACCRUED EXPENSES

	December 31	
	2010	2011
	NTS	NTS
	(In Millions)	
Accrued salary and compensation	\$ 10,716	\$ 10,506
Accrued employees' bonuses and remuneration to directors and supervisors	2,358	2,343
Accrued franchise fees	2,191	2,246
Other accrued expenses	3,139	3,476
	<u>\$ 18,404</u>	<u>\$ 18,571</u>

## 20. OTHER CURRENT LIABILITIES

	December 31	
	2010	2011
	NTS	NTS
	(In Millions)	
Advances from subscribers	\$ 9,220	\$ 12,070
Payables to equipment suppliers	1,106	1,870
Payables to contractors	1,262	1,834
Amounts collected in trust for others	2,356	1,201
Refundable customers' deposits	1,097	1,095
Others	2,585	3,266
	<u>\$ 17,626</u>	<u>\$ 21,336</u>

## 21. LONG-TERM LOANS (INCLUDING LONG-TERM LOANS - CURRENT PORTION)

	December 31	
	2010	2011
	NT\$	NT\$
	(In Millions)	
Secured loans - annual rate 0.80%-1.60% and 1.10%-1.83% for 2010 and 2011, respectively	\$ 3,248	\$ 1,651
Unsecured loans - annual rate 2.01%-2.04% for both 2010 and 2011	209	109
	3,457	1,760
Less: Current portion of long-term loans	309	702
	<u>\$ 3,148</u>	<u>\$ 1,058</u>

LED obtained a secured loan from Chang Hwa Bank in September 2010. Interest is paid monthly and the principal is paid yearly from December 2011 and due in September 2015. The loan from Chang Hwa bank was NT\$2,750 million and the interest rate at December 31, 2011 was 1.10%. LED renegotiated the loan repayment schedule with Chang Hwa bank in September 2011. LED early repaid NT\$1,100 million in 2011, and will repay NT\$600 million and NT\$1,050 million in December 2012 and September 2015, respectively.

LED obtained a secured loan from First Commercial Bank in September 2010. Interest is paid monthly and the principal is paid yearly from September 2014 and due in September 2017. The loan was repaid early in June 2011.

CHIEF obtained an unsecured loan from Bank of Taiwan in January 2009. Interest and principal amount are paid monthly from January 2009 and due in January 2013. The loan from Bank of Taiwan in January 2009 was NT\$209 million and range of interest rate at December 31, 2011 was 2.01%-2.04%.

SHE requested a loan from the Industrial Development Bureau, Ministry of Economic Affairs and obtained a secured loan from Taiwan Business Bank. Interest is paid monthly and the principal is paid every three months from January 2009 and due in April 2013. The loan was repaid early in April 2010.

CHPT obtained a secured loan from the E. Sun Commercial Bank in February 2009. Interest and the principal are paid monthly from March 2009 and due in February 2012. The loan from E. Sun Commercial Bank in February 2009 was NT\$10 million and the interest rate at December 31, 2011 was 1.83%.

The scheduled maturities of our long-term debt are as follows:

	Amount
	NT\$
	(In Millions)
<u>For the year ending December 31</u>	
2012	\$ 702
2013	8
2014	—
2015	1,050
Total long-term debt	<u>\$ 1,760</u>

## 22. MATURITY ANALYSIS OF ASSETS AND LIABILITIES

The Company classified LED's assets and liabilities of its construction operation as current and noncurrent according to the length of the operating cycle of the construction operations. Maturity analysis of LED's related current assets and liabilities was as follows:

	<b>December 31, 2010</b>		
	<b>With in One Year NTS</b>	<b>Over One Year NTS (In Millions)</b>	<b>Total NTS</b>
<b>Assets</b>			
Inventories	\$ —	\$ 1,649	\$ 1,649
Deferred expenses (classified as other current assets)	—	120	120
Restricted assets	—	169	169
	<u>\$ —</u>	<u>\$ 1,938</u>	<u>\$ 1,938</u>
<b>Liabilities</b>			
Payable to contractor (classified as other current liabilities)	\$ —	\$ 14	\$ 14
Advance from land and building (classified as other current liabilities)	—	507	507
	<u>\$ —</u>	<u>\$ 521</u>	<u>\$ 521</u>
<b>December 31, 2011</b>			
	<b>With in One Year NTS</b>	<b>Over One Year NTS (In Millions)</b>	<b>Total NTS</b>
<b>Assets</b>			
Accounts receivable	\$ 4	\$ —	\$ 4
Inventories	—	1,408	1,408
Deferred expenses (classified as other current assets)	—	20	20
Restricted assets	56	—	56
	<u>\$ 60</u>	<u>\$ 1,428</u>	<u>\$ 1,488</u>
<b>Liabilities</b>			
Trade notes and accounts payable (classified as other current liabilities)	\$ 11	\$ —	\$ 11
Accrued expenses	21	7	28
Payables to contractors (classified as other current liabilities)	—	25	25
Advance from land and building (classified as other current liabilities)	—	283	283
	<u>\$ 32</u>	<u>\$ 315</u>	<u>\$ 347</u>

## 23. STOCKHOLDERS' EQUITY

Under Chunghwa's Articles of Incorporation, Chunghwa's authorized capital is NT\$120,000,000 thousand, which is divided into 12,000,000 thousand common shares (at \$10 par value per share), among which 7,757,447 thousand common shares are issued and outstanding as of December 31, 2011.

For the purpose of privatizing Chunghwa, the MOTC sold 1,109,750 thousand common shares of Chunghwa in an international offering of securities in the form of American Depositary Shares ("ADS") amounting to 110,975 thousand units (one ADS represents ten common shares) on the New York Stock Exchange on July 17, 2003. Afterwards, the MOTC sold 1,350,682 thousand common shares in the form of ADS amounting to 135,068 thousand units on August 10, 2005. Subsequently, the MOTC and Taiwan Mobile Co., Ltd. sold 505,389 thousand and 58,959 thousand common shares of Chunghwa, respectively, in the form of ADS totally amounting to 56,435 thousand units on September 29, 2006. The MOTC and Taiwan Mobile Co., Ltd. have sold 3,024,780 thousand common shares in the form of ADS amounting to 302,478 thousand units. As of December 31, 2011, the outstanding ADSs representing 556,463 thousand common shares, which equaled approximately 55,646 thousand units and represented 7.17% of Chunghwa's total outstanding common shares.

The ADS holders generally have the same rights and obligations as other common stockholders, subject to the provision of relevant laws. The exercise of such rights and obligations shall comply with the related regulations and deposit agreement, which stipulate, among other things, that ADS holders can, through deposit agents:

- a. Exercise their voting rights,
- b. Sell their ADSs, and
- c. Receive dividends declared and subscribe to the issuance of new shares.

Under the ROC Company Law, additional paid-in capital may only be utilized to offset deficits. However, the additional paid-in capital from shares issued in excess of par and donations may be capitalized, which however is limited to a certain percentage of Chunghwa's paid-in capital. However, where a company undergoes an organizational change (such as a merger, acquisition, or reorganization) that results in the capitalization of undistributed earnings after the organizational change, the above restriction does not apply. Under the revised Company Law issued on January 4, 2012, the aforementioned additional paid-in capital also may be distributed in cash. The additional paid-in capital from long-term investments may not be used for any purpose.

In addition, before distributing a dividend or making any other distribution to stockholders, Chunghwa must pay all outstanding taxes, recover any past losses and set aside a legal reserve equal to 10% of its net income, and depending on its business needs or requirements, may also set aside a special reserve. In accordance with the Articles of Incorporation, no less than 50% of the remaining earnings comprising remaining balance of net income, if any, plus cumulative undistributed earnings shall be distributed in the following order: (a) from 2% to 5% of distributable earnings shall be distributed to employees as employee bonus; (b) no more than 0.2% of distributable earnings shall be distributed to board of directors and supervisors as remuneration; and (c) cash dividends to be distributed shall not be less than 50% of the total amount of dividends to be distributed. If cash dividends to be distributed is less than NT\$0.10 per share, such cash dividend shall be distributed in the form of common shares.

For the years ended December 31, 2010 and 2011, the accrual amounts for bonuses to employees and remuneration to directors and supervisors were accrued based on past experiences and the probable amount to be paid in accordance with Chunghwa's Articles of Incorporation and Implementation Guidance for the Employee's Bonus Distribution of Chunghwa Telecom Co., Ltd.

If the initial accrual amounts of the aforementioned bonus are significantly different from the amounts proposed by the board of directors, the difference is charged to the earnings of the year making the initial estimate. Otherwise, the difference between initial accrual amount and the amount resolved in the shareholders' meeting is charged to the earnings of the following year as a result of change in accounting estimate.

Under the ROC Company Law, the appropriation for legal reserve shall be made until the accumulated reserve equals the aggregate par value of the outstanding capital stock of Chunghwa. This reserve can only be used to offset a deficit, or, under the revised Company Law issued on January 4, 2012, when the legal reserve has exceeded 25% of the Company's paid-in capital, the excess may be transferred to capital or distributed in cash.

The appropriations and distributions of the 2009 and 2010 earnings of Chunghwa have been approved and resolved by the stockholders on June 18, 2010 and June 24, 2011 as follows:

	<u>Appropriation of Earnings</u>		<u>Dividends Per Share</u>	
	<u>For Fiscal Year 2009</u>	<u>For Fiscal Year 2010</u>	<u>For Fiscal Year 2009</u>	<u>For Fiscal Year 2010</u>
	NT\$	NT\$	NT\$	NT\$
	(In Millions)	(In Millions)		
Legal reserve	\$ 4,374	\$ 4,761		
Cash dividends	39,369	42,855	\$ 4.06	\$ 5.52

The amounts for bonuses to employees and remuneration to directors and supervisors approved in the shareholders' meeting on June 24, 2011, were \$2,144 million and \$45 million, respectively. There was no difference between the initial accrual amounts and the amounts resolved in shareholders' meeting of the aforementioned bonuses to employees and the remuneration to directors and supervisors.

The amounts for bonuses to employees and remuneration to directors and supervisors approved in the stockholders' meeting on June 18, 2010, were NT\$1,801 million and NT\$41 million paid by cash, respectively. There was no difference between the initial accrual amounts and the amounts resolved in stockholders' meeting of the aforementioned bonuses to employees and the remuneration to directors and supervisors.

The appropriation and distribution of the 2011 earnings of Chunghwa has been approved and resolved by the board of directors on March 27, 2012 as follows:

	<u>Appropriation of Earnings</u>	<u>Dividends Per Share</u>
	NT\$	NT\$
	(In Millions)	
Legal reserve	\$ 4,707	
Cash dividends	42,362	\$ 5.46

The appropriation and distribution of the 2011 earnings, and the amounts for bonuses to employees and remuneration to directors and supervisors is subject to the approval in the stockholders' meeting on June 22, 2012.

The stockholders, at the stockholders' meeting held on June 18, 2010, resolved to reduce the amount of NT\$19,394 million in capital of Chunghwa by a cash distribution to its stockholders. The abovementioned 2010 capital reduction proposal was effectively approved by FSC. The board of directors of Chunghwa was authorized to designate the record date of capital reduction as of October 26, 2010. Subsequently, the stock transfer record date of capital reduction was designated as January 15, 2011. The amount due to stockholders for capital reduction was NT\$19,394 million and such cash payment to stockholders was made in January 2011.

The stockholders, at a meeting held on June 19, 2009, resolved to transfer capital surplus in the amount of NT\$9,697 million to common capital stock. The abovementioned 2009 capital increase proposal was effectively registered with FSC. The board of directors authorized the chairman of directors to decide the ex-dividend date of the aforementioned proposal and the chairman decided the ex-dividend date as August 9, 2009.

The stockholders, at the stockholders' meeting held on June 19, 2009, also resolved to reduce the amount of capital in Chunghwa by a cash distribution to its stockholders in order to improve the financial condition of Chunghwa and better utilize its excess funds. The abovementioned 2009 capital reduction proposal was effectively registered with FSC. The board of directors of Chunghwa further authorized the chairman of board of directors of Chunghwa to designate the record date of capital reduction as of October 26, 2009. Subsequently, common capital stock was reduced by NT\$9,697 million and the stock transfer date of capital reduction was January 28, 2010. The amount due to stockholders for capital reduction was paid in February 2010.

#### 24. SHARE-BASED COMPENSATION PLANS

SENAO's share-based compensation plans ("SENAO Plans") described as follows:

<u>Effective Date</u>	<u>Grant Date</u>	<u>Stock Options Units (Thousands)</u>	<u>Exercise Price</u>
2003.09.03	2003.10.17	3,981	\$ 14.7 (Original price \$20.2)
2003.09.03	2004.03.04	385	17.6 (Original price \$23.9)
2004.12.01	2004.12.28	6,500	10.0 (Original price \$11.6)
2004.12.01	2005.11.28	1,500	13.5 (Original price \$18.3)
2005.09.30	2006.05.05	10,000	12.1 (Original price \$16.9)
2007.10.16	2007.10.31	6,181	42.6 (Original price \$44.2)
		<u>28,547</u>	

Each option is eligible to subscribe for one common share when exercisable. Under the terms of the Plans, the options are granted at an exercise price equal to the closing price of the SENAO's common shares listed on the TSE on the higher of closing price or par value. The SENAO Plans have exercise price adjustment formula upon the issuance of new common shares, capitalization of retained earnings and/or capital reserves, stock split as well as distribution of cash dividend (except for 2007 Plan), except (i) in the case of issuance of new shares in connection with mergers and in the case of cancellation of outstanding shares in connection with capital reduction (2007 Plan is out of this exception), and (ii) except if the exercise price after adjustment exceeds the exercise price before adjustment. The options of all the Plans are valid for six years and the graded vesting schedule for which 50% of option granted will vest two years after the grant date and another two tranches of 25% will vest three and four years after the grant date respectively.

Information about SENAO's outstanding stock options for the years ended December 31, 2010 and 2011 was as follows:

	<b>Stock Options Outstanding</b>			
	<b>2010</b>		<b>2011</b>	
	<b>Number of Options (Thousands)</b>	<b>Weighted Average Exercise Price NTS</b>	<b>Number of Options (Thousands)</b>	<b>Weighted Average Exercise Price (NTS)</b>
Options outstanding, beginning of year	9,323	\$30.92	5,103	\$36.15
Options exercised	(4,075)	23.40	(2,780)	33.76
Options expired	(145)	37.60	(45)	40.07
Options outstanding, end of year	<u>5,103</u>	36.15	<u>2,278</u>	38.85
Options exercisable, end of year	<u>3,719</u>		<u>2,278</u>	

As of December 31, 2010, information about SENAO's outstanding and exercisable options was as follows:

<b>Options Outstanding</b>				<b>Options Exercisable</b>	
<b>Range of Exercise Price (NTS)</b>	<b>Number of Options (Thousand)</b>	<b>Weighted Average Remaining Contractual Life (Years)</b>	<b>Weighted Average Exercise Price (NTS)</b>	<b>Number of Options (Thousand)</b>	<b>Weighted Average Exercise Price (NTS)</b>
\$ 12.4	-1,061	1.33	\$ 12.40	1,061	\$12.40
\$ 13.5	30	0.92	13.50	30	13.50
\$ 42.6	<u>4,012</u>	2.92	42.60	<u>2,628</u>	42.60
	<u>5,103</u>	2.58	36.15	<u>3,719</u>	33.75

As of December 31, 2011, information about SENAO's outstanding and exercisable options was as follows:

<b>Options Outstanding</b>				<b>Options Exercisable</b>	
<b>Range of Exercise Price (NTS)</b>	<b>Number of Options (Thousand)</b>	<b>Weighted Average Remaining Contractual Life (Years)</b>	<b>Weighted Average Exercise Price (NTS)</b>	<b>Number of Options (Thousand)</b>	<b>Weighted Average Exercise Price (NTS)</b>
\$ 12.1	280	0.32	\$12.10	280	\$12.10
\$ 42.6	<u>1,998</u>	1.92	42.60	<u>1,998</u>	42.60
	<u>2,278</u>	1.72	38.85	<u>2,278</u>	38.85

No compensation cost was recognized under the intrinsic value method for the years ended December 31, 2009, 2010 and 2011. Had SENAO used the fair value method to recognize the compensation cost, there were no significant impact on the consolidated net income and earnings per share.

Had SENAO used the fair value method to evaluate the options using the Black-Scholes model, the assumptions of SENAO for the year ended December 31, 2011 would have been as follows:

	December 28, 2004	November 28, 2005	May 5, 2006	October 31, 2007
Expected dividend yield	—	—	—	1.49%
Risk free interest rate	1.88%	2.00%	1.75%	2.00%
Expected life	4.375 years	4.375 years	4.375 years	4.375 years
Expected volatility	49.88%	43.40%	39.63%	39.82%
Weighted—average fair value of grants	\$4.91	\$6.93	\$5.88	\$13.69

## 25. COMPENSATION, DEPRECIATION AND AMORTIZATION EXPENSES

	Year Ended December 31, 2009		
	Operating Costs NT\$	Operating Expenses NT\$ (In Millions)	Total NT\$
Compensation expense			
Salaries	\$ 12,544	\$ 9,901	\$ 22,445
Insurance	999	771	1,770
Pension	1,517	1,138	2,655
Other compensation	<u>8,807</u>	<u>6,031</u>	<u>14,838</u>
	<u>\$ 23,867</u>	<u>\$ 17,841</u>	<u>\$ 41,708</u>
Depreciation expense	<u>\$ 33,169</u>	<u>\$ 1,945</u>	<u>\$ 35,114</u>
Amortization expense	<u>\$ 957</u>	<u>\$ 232</u>	<u>\$ 1,189</u>

	Year Ended December 31, 2010		
	Operating Costs NT\$	Operating Expenses NT\$ (In Millions)	Total NT\$
Compensation expense			
Salaries	\$ 12,616	\$ 10,313	\$ 22,929
Insurance	1,053	828	1,881
Pension	1,705	1,203	2,908
Other compensation	<u>9,652</u>	<u>6,705</u>	<u>16,357</u>
	<u>\$ 25,026</u>	<u>\$ 19,049</u>	<u>\$ 44,075</u>
Depreciation expense	<u>\$ 30,972</u>	<u>\$ 1,765</u>	<u>\$ 32,737</u>
Amortization expense	<u>\$ 1,087</u>	<u>\$ 222</u>	<u>\$ 1,309</u>



	Year Ended December 31, 2011		
	Operating Costs	Operating Expenses	Total
	NT\$	NT\$ (In Millions)	NT\$
Compensation expense			
Salaries	\$ 12,741	\$ 10,895	\$ 23,636
Insurance	1,088	897	1,985
Pension	1,740	1,254	2,994
Other compensation	<u>9,537</u>	<u>6,697</u>	<u>16,234</u>
	<u>\$ 25,106</u>	<u>\$ 19,743</u>	<u>\$ 44,849</u>
Depreciation expense	<u>\$ 29,123</u>	<u>\$ 1,766</u>	<u>\$ 30,889</u>
Amortization expense	<u>\$ 1,185</u>	<u>\$ 215</u>	<u>\$ 1,400</u>

## 26. INCOME TAX

- a. The components of income taxes are as follows:

	Year Ended December 31		
	2009	2010	2011
	NT\$	NT\$ (In Millions)	NT\$
Current	\$ 11,644	\$ 9,102	\$ 8,547
Deferred	<u>1,099</u>	<u>27</u>	<u>57</u>
	<u>\$ 12,743</u>	<u>\$ 9,129</u>	<u>\$ 8,604</u>

- b. A reconciliation between income tax expense computed by applying the statutory income tax rate of 25% for 2009, and 17% for 2010 and 2011 to income before income tax and income tax expense shown in the statements of income and comprehensive income is as follows:

	Year Ended December 31		
	2009	2010	2011
	NT\$	NT\$ (In Millions)	NT\$
Income tax expense computed at statutory tax rate	\$ 14,404	\$ 9,912	\$ 9,991
Permanent differences	(188)	(188)	(773)
Investment tax credits	(1,425)	(602)	(644)
10% undistributed earning tax	7	5	10
Prior year adjustment	(196)	(2)	52
Other	<u>141</u>	<u>4</u>	<u>(32)</u>
Income tax expense	<u>\$ 12,743</u>	<u>\$ 9,129</u>	<u>\$ 8,604</u>

The balances of income tax payable as of December 31, 2009, 2010 and 2011 were shown net of prepaid income tax.

- c. Income tax expense consisted of following:

	Year Ended December 31		
	2009 NTS	2010 NTS (In Millions)	2011 NTS
Income tax payable	\$ 11,777	\$ 9,100	\$ 8,467
Income tax - separated	63	4	—
Income tax — deferred	1,099	27	57
Adjustments of prior years' income tax	(196)	(2)	52
Foreign income tax	—	—	28
	<u>\$ 12,743</u>	<u>\$ 9,129</u>	<u>\$ 8,604</u>

In May 2010, the Legislative Yuan passed the amendment of Article 5 of the Income Tax Law, which reduced the income tax rate of profit-seeking enterprises to 17%, effective from January 1, 2010. The Company recalculated its deferred income tax assets and liabilities in accordance with the amended Article and recorded the resulting difference as an income tax expense or benefit.

Under Article 10 of the Statute for Industrial Innovation (SII) passed by the Legislative Yuan in April 2010, a profit-seeking enterprise may deduct up to 15% of its research and development expenditures from its income tax payable for the fiscal year in which these expenditures are incurred, but this deduction should not exceed 30% of the income tax payable for that fiscal year. This incentive took effect from January 1, 2010 and is effective until December 31, 2019.

- d. Deferred income taxes arise due to temporary differences in the book and tax bases of certain assets and liabilities. Significant components of deferred income tax assets are shown in the following table:

	December 31	
	2010 NTS	2011 NTS
	(In Millions)	
<b>Current</b>		
Deferred income tax assets (liabilities):		
Provision for doubtful accounts	\$ 241	\$178
Valuation loss on inventory	17	62
Loss carryforward	—	27
Unrealized accrued expense	51	26
Estimated warranty liabilities	23	8
Investment tax credit	2	2
Valuation gain on financial instruments, net	(6)	—
Unrealized foreign exchange loss (gain), net	1	(13)
Others	3	2
	<u>332</u>	<u>292</u>
Valuation allowance	<u>(241)</u>	<u>(177)</u>
Net deferred income tax assets - current	<u>\$ 91</u>	<u>\$ 115</u>

The decrease of valuation allowance as of December 31, 2011 was attributed to the change of provision for doubtful accounts.

	December 31	
	2010	2011
	NTS	NTS
	(In Millions)	
Noncurrent		
Deferred income tax assets (liabilities):		
Accrued pension cost	\$ 296	\$ 241
Loss carryforward	78	47
Equity in losses of equity method investees, net	6	41
Impairment loss	64	12
Investment tax credit	14	5
Abandonment of equipment not approved by National Tax Administration	38	—
Others	3	(1)
	499	345
Valuation allowance	(27)	(5)
Net deferred income tax assets - noncurrent	<u>\$ 472</u>	<u>\$ 340</u>

As of December 31, 2011, details for investment tax credit of CHPT are as follows:

Law/Statute	Items	Remaining Creditable Amount NTS (In Millions)	Expiry Year
Statute for Upgrading Industries	Personnel training expenditures	\$ 2	2012
	Personnel training expenditures	3	2013
	Purchase of machinery and equipment	2	2012
	Purchase of machinery and equipment	—	2013
		<u>\$ 7</u>	

e. As of December 31, 2011, loss carryforward of CHIEF, Unigate, CEI, LED, CHI and SFD are as follows:

Company	Total Amounts NTS (In Millions)	Unused Amounts NTS (In Millions)	Expiry Year
CHIEF	\$ 17	\$ 12	2015
	15	15	2016
	9	9	2017
	1	1	2018
Unigate	—	—	2017
	—	—	2018
	—	—	2020
	—	—	2021
CEI	—	—	2021

(Continued)

Company	Total Amounts NT\$ (In Millions)	Unused Amounts NT\$ (In Millions)	Expiry Year
LED	\$5	\$5	2018
	8	8	2019
	8	8	2020
	15	15	2021
CHI	3	1	2020
SFD	1	1	2021
	\$ 82	\$ 75	

(Concluded)

- f. The related information under the Integrated Income Tax System is as follows:

	December 31	
	2010	2011
	NT\$	NT\$
	(In Millions)	
Balance of Imputation Credit Account ("ICA")		
Chunghwa	\$ 4,502	\$ 4,830

The actual and the estimated creditable ratios distribution of Chunghwa's 2010 and 2011 for earnings were 18.76% and 17.46%, respectively. The imputation credit allocated to stockholders is based on its balance as of the date of dividend distribution. The estimated ratio may change when the actual distribution of imputation credit is made.

- g. Undistributed earnings information

All Chunghwa's earnings generated prior to June 30, 1998 have been appropriated.

Chunghwa's income tax returns have been examined by tax authorities through 2007. YYRP's income tax returns have been examined by tax authorities through 2008. The following subsidiaries income tax returns have been examined by authorities through 2009: SENAO, CHIEF, Unigate, CHI, CHPT, CHSI, CIYP, SHE and LED.

## 27. EARNINGS PER SHARE

EPS was calculated as follows:

	<u>Amount (Numerator)</u>		<u>Weighted-average Number of Common Shares (Thousand) (Denominator)</u>	<u>Earnings Per Share (NTS)</u>	
	<u>Income Before Income Tax</u>	<u>Net Income</u>		<u>Income Before Income Tax</u>	<u>Net Income</u>
	<u>NTS</u>	<u>NTS</u>		<u>NTS</u>	<u>NTS</u>
<u>(In Millions)</u>					
<u>Year ended December 31, 2009</u>					
Basic EPS					
Income attributable to stockholders of the parent	\$ 56,163	\$ 43,757	9,696,808	<u>\$ 5.79</u>	<u>\$ 4.51</u>
Effect of dilutive potential common stock					
SENAO's stock options	(7)	(7)	—		
Employee bonus	—	—	28,806		
Diluted EPS					
Income attributable to stockholders of the parent (including effect of dilutive potential common stock)	<u>\$ 56,156</u>	<u>\$ 43,750</u>	<u>9,725,614</u>	<u>\$ 5.77</u>	<u>\$ 4.50</u>
<u>Year ended December 31, 2010</u>					
Basic EPS					
Income attributable to stockholders of the parent	\$ 56,438	\$ 47,609	9,696,808	<u>\$ 5.82</u>	<u>\$ 4.91</u>
Effect of dilutive potential common stock					
SENAO's stock options	(7)	(7)	—		
Employee bonus	—	—	28,653		
Diluted EPS					
Income attributable to stockholders of the parent (including effect of dilutive potential common stock)	<u>\$ 56,431</u>	<u>\$ 47,602</u>	<u>9,725,461</u>	<u>\$ 5.80</u>	<u>\$ 4.89</u>
<u>Year ended December 31, 2011</u>					
Basic EPS					
Income attributable to stockholders of the parent	\$55,379	\$ 47,068	7,789,326	<u>\$ 7.11</u>	<u>\$ 6.04</u>
Effect of dilutive potential common stock					
SENAO's stock options	(9)	(9)	—		
Employee bonus	—	—	21,279		
Diluted EPS					
Income attributable to stockholders of the parent (including effect of dilutive potential common stock)	<u>\$ 55,370</u>	<u>\$ 47,059</u>	<u>7,810,605</u>	<u>\$ 7.09</u>	<u>\$ 6.03</u>

According to the Interpretation 97-169 issued by ARDF in May 2008, Chunghwa presumed that the employees bonuses to be paid will be settled in shares and takes those shares into consideration when calculating the weighted average number of outstanding shares used in the calculation of diluted EPS if the shares have a dilutive effect for the years ended December 31, 2009, 2010 and 2011. The number of shares is calculated by dividing the amount of bonuses by the closing price of the Chunghwa's shares as of the balance sheet date. The dilutive effect of the shares needs to be considered until the stockholders resolve the number of shares to be distributed to employees in their meeting in the following year.

The diluted earnings per share for the years ended December 31, 2009, 2010 and 2011 were also due to the effect of potential common stock of stock options issued by SENAO.

## 28. PENSION PLANS

Chunghwa completed privatization plans on August 12, 2005. Chunghwa is required to pay all accrued pension obligations including service clearance payment, lump sum payment under civil service plan, additional separation payments, etc. upon the completion of the privatization in accordance with the Statute Governing Privatization of Stated-owned Enterprises. After paying all pension obligations for privatization, the plan assets of Chunghwa should be transferred to the Fund for Privatization of Government-owned Enterprises (the "Privatization Fund") under the Executive Yuan. On August 7, 2006, Chunghwa transferred the remaining balance of fund to the Privatization Fund. However, according to the instructions of MOTC, Chunghwa is requested to pay all accrued pension obligations including service clearance payment, lump sum payment under civil service plan, additional separation payments, etc. on behalf of MOTC upon the completion of the privatization.

The pension plan under the Labor Pension Act of ROC (the "LPA") is considered as a defined contribution plan. Based on the LPA, Chunghwa and its subsidiaries make monthly contributions to employees' individual pension accounts at 6% of monthly salaries and wages.

The Company's pension plan is considered as a defined benefit plan under the Labor Standards Law that provide benefits based on an employee's length of service and average six-month salary prior to retirement. Chunghwa and its subsidiaries contribute an amount no more than 15% of salaries paid each month to their respective pension funds (the Funds), which are administered by the Labor Pension Fund Supervisory Committee (the Committee) and deposited in the names of the Committees in the Bank of Taiwan.

The Company used December 31 as the measurement date for their pension plans.

Pension costs of the Company were NT\$2,948 million (NT\$2,737 million subject to defined benefit plan and NT\$211 million subject to defined contributed plan), NT\$2,982 million (NT\$2,752 million subject to defined benefit plan and NT\$230 million subject to defined contribution plan) and NT\$3,057 million (NT\$2,810 million subject to defined benefit plan and NT\$247 million subject to defined contributed plan) for the years ended December 31, 2009, 2010 and 2011, respectively.

Pension information of the Company of the defined benefit plan is summarized as follows:

### a. Components of net periodic pension cost

	<b>Year Ended December 31</b>		
	<b>2009</b>	<b>2010</b>	<b>2011</b>
	<b>NT\$</b>	<b>NT\$</b>	<b>NT\$</b>
	<b>(In Millions)</b>		
Service cost	\$ 2,695	\$ 2,694	\$ 2,760
Interest cost	189	242	266
Expected return on plan assets	(144)	(183)	(215)
Amortizations	(3)	(1)	(1)
Net periodic benefit pension cost	<u>\$ 2,737</u>	<u>\$ 2,752</u>	<u>\$ 2,810</u>

- b. The changes in benefits obligation and plan assets and the reconciliation of funded status for the pension plans of subsidiaries are as follows:

	Year Ended December 31		
	2009	2010	2011
	NTS	NTS	NTS
	(In Millions)		
<b>Change in benefits obligation:</b>			
Projected benefits obligation, beginning of year	\$ (9,565)	\$ (12,155)	\$(15,367)
Services cost	(2,695)	(2,694)	(2,760)
Interest cost	(187)	(242)	(266)
Actuarial (loss) gain	71	(768)	(618)
Benefits paid	221	492	322
Projected benefits obligation, end of year	<u>\$ (12,155)</u>	<u>\$ (15,367)</u>	<u>\$ (18,689)</u>
<b>Change in plan assets:</b>			
Fair value of plan assets, beginning of year	\$ 4,407	\$ 10,919	\$ 13,247
Actual return on plan assets	142	187	215
Actuarial (loss) gain	(104)	(46)	(48)
Employer contributions	6,652	2,611	2,603
Benefits paid	(178)	(424)	(266)
Fair value of plan assets, end of year	<u>\$ 10,919</u>	<u>\$ 13,247</u>	<u>\$ 15,751</u>

- c. Reconciliation between the funded status and accrued pension liabilities, vested benefit, actuarial assumptions and contributions and payments of the fund is summarized as follows:

- 1) Reconciliation between the fund status and accrued pension cost is summarized as follows:

	Year Ended December 31	
	2010	2011
	NTS	NTS
	(In Millions)	
<b>Benefit obligation</b>		
Vested benefit obligation	\$ (10,089)	\$ (12,554)
Non-vested benefit obligation	(3,733)	(4,354)
Accumulated benefit obligation	(13,822)	(16,908)
Additional benefit obligation	(1,545)	(1,781)
Projected benefit obligation	(15,367)	(18,689)
Fair values of plan assets	13,247	15,751
Funded status	(2,120)	(2,938)
Unrecognized net loss (gain)	888	1,557
Unrecognized net transition	6	—
Unrecognized prior service cost effect	(49)	(45)
Net amount recognized	<u>\$ (1,275)</u>	<u>\$ (1,426)</u>

The amounts recognized in the accompanying balance sheets at December 31, 2010 and 2011 are as follows:

	<u>Year Ended December 31</u>	
	<u>2010</u>	<u>2011</u>
	NT\$	NT\$
	(In Millions)	
Amounts recognized		
Prepaid pension (included in other assets)	\$ 16	\$ 18
Accrued pension liability	<u>(1,291)</u>	<u>(1,444)</u>
Net amount recognized	<u>\$ (1,275)</u>	<u>\$ (1,426)</u>

2) Vested benefit

	<u>Year Ended December 31</u>	
	<u>2010</u>	<u>2011</u>
	NT\$	NT\$
	(In Millions)	
Vested benefit	<u>\$ 13,197</u>	<u>\$ 16,197</u>

3) Actuarial assumptions

	<u>Year Ended December 31</u>		
	<u>2009</u>	<u>2010</u>	<u>2011</u>
Discount rate used in determining present value	2.00%	1.75%	1.75%
Rate of compensation increase	1.00%	1.00%	1.00%
Expected long-term rate of return on plan assets	1.50%	1.50%	1.50%

d. Contributions and payments for defined benefit plan

	<u>Year Ended December 31</u>	
	<u>2010</u>	<u>2011</u>
	NT\$	NT\$
	(In Millions)	
Contributions	<u>\$ 2,611</u>	<u>\$ 2,603</u>
Payments	<u>\$ 492</u>	<u>\$ 322</u>

e. Expected benefit payments

<u>Year</u>	<u>Amount</u>
	NT\$
	(In Millions)
2012	\$ 684
2013	926
2014	1,247
2015	1,477
2016	1,888
2017 and thereafter	11,481



f. Plan assets allocation

Under the Labor Standards Law, the government is responsible for the administration of the Funds and determination of the investment strategies and policies. As of December 31, 2010 and 2011, the asset allocation was primarily in cash, equity securities and debt securities. Furthermore, under the Labor Standards Law, the rate of return on assets shall not be less than the average interest rate on a two-year time deposit published by the local banks. The government is responsible for any shortfall in the event that the rate of return is less than the required rate of return.

## 29. TRANSACTIONS WITH RELATED PARTIES

The ROC Government, one of Chunghwa's customers held significant equity interest in Chunghwa. Chunghwa provides fixed-line services, wireless services, Internet and data and other services to the various departments and institutions of the ROC Government and other state-owned enterprises in the normal course of business and at arm's-length prices. The information on service revenues from government bodies and related organizations have not been provided because details of the type of transactions were not summarized by Chunghwa. Chunghwa believes that all revenues and costs of doing business are reflected in the financial statements.

a. The Company engages in business transactions with the following related parties:

Company	Relationship
Taiwan International Standard Electronics Co., Ltd. ("TISE")	Equity-method investee
Kingwaytek Technology Co., Ltd. Co., Ltd. ("KWT")	Equity-method investee
Skysoft Co., Ltd. ("SKYSOFT")	Equity-method investee
Dian Zuan Integrating Marketing Co., Ltd. ("DZIM")	Equity-method investee
So-net Entertainment Taiwan Limited ("So-net")	Equity-method investee
Viettel-CHT Co., Ltd. ("Viettel")	Equity-method investee
Senao Networks, Inc. ("SNI")	Equity-method investee of SENAO
HopeTech Technologies Limited ("HopeTech")	Equity-method investee of SIS
Senao Technical and Cultural Foundation ("STCF")	A nonprofit organization of which the funds donated by SENAO exceeds one third of its total funds
Institute for Information Industry ("III")	Investor with significant influence over IISI
International Integrated System, Inc. ("IISI")	Equity-method investee, which was a subsidiary of Chunghwa before Chunghwa lost control over IISI on June 24, 2011
ST-2 Satellite Ventures Pte., Ltd. ("STS")	Equity-method investee of CHTS
Sochamp Tech Co., Ltd. ("Sochamp")	Investor with significant influence over CHST
United Daily News Co., Ltd. ("UDN")	Investor with significant influence over SFD
udnDigital Co., Ltd. ("udnD")	Investor with significant influence over SFD

b. Significant transactions with the above related parties are summarized as follows:

	December 31	
	2010	2011
	NTS	NTS
(In Millions)		
1) Receivables		
Trade notes and accounts receivable		
HopeTech	\$ —	\$ 18
So-net	32	11
III	32	—
Others	<u>—</u>	<u>5</u>
	<u>\$ 64</u>	<u>\$ 34</u>
2) Payables		
Trade notes payable, accounts payable, and accrued expenses		
TISE	\$ 111	\$ 520
IISI	—	120
STS	—	82
HopeTech	1	12
SKYSOFT	5	10
So-net	12	4
Others	<u>11</u>	<u>10</u>
	<u>140</u>	<u>758</u>
Amounts collected in trust for others		
So-net	—	20
Others	<u>—</u>	<u>10</u>
	<u>—</u>	<u>30</u>
	<u>\$ 140</u>	<u>\$ 788</u>
3) Advances from customers (included in other current liabilities)		
SNI	<u>\$ 3</u>	<u>\$ 3</u>
4) Customer's deposits		
Others	<u>\$ —</u>	<u>\$ 2</u>

**Year Ended December 31**

	2009	2010	2011
		NTS	NTS
	(In Millions)		
<b>5) Revenues</b>			
So-net	\$ 61	\$ 329	\$ 289
HopeTech	—	25	82
SKYSOFT	34	38	41
IISI	—	—	19
III	127	28	—
Others	<u>15</u>	<u>7</u>	<u>6</u>
	<u>\$ 237</u>	<u>\$ 427</u>	<u>\$ 437</u>
<b>6) Operating costs and expenses</b>			
TISE	\$ 482	\$ 684	\$ 494
STS	—	—	168
IISI	—	—	105
SKYSOFT	22	25	49
KWT	6	23	45
HopeTech	—	3	35
STCF	—	10	18
Others	<u>51</u>	<u>22</u>	<u>10</u>
	<u>\$ 561</u>	<u>\$ 767</u>	<u>\$ 924</u>
<b>7) Non-operating income and gains</b>			
SNI	\$ 26	\$ 30	\$ 31
Others	<u>—</u>	<u>2</u>	<u>1</u>
	<u>\$ 26</u>	<u>\$ 32</u>	<u>\$ 32</u>
<b>8) Acquisition of property, plant and equipment</b>			
TISE	\$ 1,337	\$ 332	\$ 1,332
IISI	—	—	152
Others	<u>19</u>	<u>—</u>	<u>15</u>
	<u>\$ 1,356</u>	<u>\$ 332</u>	<u>\$ 1,499</u>
<b>9) Acquisition of intangible assets</b>			
udnD	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 10</u>

**10) Financing to related parties**

The Company did not have any financing to related parties for the year ended December 31, 2011.

Financing to related parties (include in other assets - others) for the year ended December 31, 2010 was as follows:

<u>Related Party</u>	<u>Year Ended December 31, 2010</u>			
	<u>Ending Balance</u> (In Millions)	<u>Maximum Balance</u> (In Millions)	<u>Interest Rate</u>	<u>Interest Income</u> (In Millions)
STS	\$ —	\$ 546	6.38%	\$ 8

Chunghwa has entered into a contract with ST-2 Satellite Ventures Pte., Ltd. on March 12, 2010 to lease capacity on the ST-2 satellite. This lease term is 15 years which will start from the commercial operation of ST-2 satellite and the total contract value is approximately NT\$6,000 million (SG\$261 million), which included a prepayment of NT\$3,068 million, and the rest of amount will be paid annually when ST-2 satellite starts its commercial operation. ST-2 satellite was launched in May 2011, and began its commercial operation in August 2011. The total rental expense for the year ended December 31, 2011 was NT\$168 million, which consisted of a reduction of the prepayment of NT\$85 million and an additional accrual of NT\$83 million. The prepayment was NT\$2,983 million (classified as other current assets NT\$205 million, and other assets - others NT\$2,778 million) as of December 31, 2011.

SENAO rents out part of its plant to SNI, and the rent is collected monthly.

The foregoing transactions with related parties were determined in accordance with mutual agreements.

- c. The compensation of directors, supervisors and managements is showed as follows:

	<u>Year Ended December 31</u>		
	<u>2009</u> NTS	<u>2010</u> NTS	<u>2011</u> NTS
	(In Millions)		
Salaries	\$ 144	\$ 156	\$ 157
Compensations	64	58	70
Bonus and remunerations	60	63	84
Amortizations			
	\$ 268	\$ 277	\$ 311

### 30. PLEDGED ASSETS

The following assets are pledged as collateral for short-term and long-term bank loans and contract deposits by LED, CHPT and CHTS for the year ended December 31 2011, and by CHIEF, LED, SHE, CHPT, IISI and CHTS for the year ended December 31, 2010.

	<u>December 31</u>	
	<u>2010</u> NTS	<u>2011</u> NTS
	(In Millions)	
Property, plant and equipment, net	\$ 4,318	\$ 2,736
Restricted assets	70	9
	\$ 4,388	\$ 2,745

### 31. SIGNIFICANT COMMITMENTS AND CONTINGENCIES

As of December 31, 2011, in addition to those disclosed in other notes, the Company's remaining commitments under non-cancelable contracts with various parties were as follows:

- a. Acquisition of land and buildings of NT\$52 million.
- b. Acquisition of telecommunications equipment of NT\$19,993 million.
- c. Unused letters of credit of NT\$300 million.
- d. Contract to print billing, envelopes and marketing gifts of NT\$35 million.
- e. LED has already contracted to advance sale of lands and buildings for NT\$1,111 million, and collected NT\$239 million in advance according to the contracts.
- f. For the purpose of completing the construction, acquisition of the building construction license and registration ownerships of all buildings for LightEra Covent Garden Project, LED signed the trust deeds with Land Bank and China Real Estate Management Co., Ltd. for the fund management, property rights and related development to the extent of authority they are given.

Trust assets are as follow:

	<u>December 31, 2011</u>
	NT\$
	(In Millions)
Restricted assets bank deposits	\$ 56
Land held under development	<u>211</u>
	<u>\$ 267</u>

- g. The Company also has non-cancelable operating leases covering certain buildings, computers, computer peripheral equipment and operation system software under contracts that expire in various years. Future lease payments are as follows:

<u>Year</u>	<u>Amount</u>
	NT\$
	(In Millions)
2012	\$ 1,891
2013	1,505
2014	1,222
2015	898
2016 and thereafter	682

- h. A commitment to contribute NT\$2,000 million to a Piping Fund administered by the Taipei City Government, of which NT\$1,000 million was contributed by Chunghwa on August 15, 1996 (classified as long-term investment - other monetary assets). If the fund is not sufficient, Chunghwa will contribute the remaining NT\$1,000 million upon notification from the Taipei City Government. Based on Chunghwa's understanding of the Piping Fund terms, if the project is considered to be no longer necessary by the ROC government, Chunghwa will receive back its proportionate share of the net equity of the Piping Fund upon its dissolution. The Company does not know when its contribution to the Piping Fund will be returned; therefore, the Company did not discount the face amount of its contribution to the Piping Fund.

## 32. DISCLOSURES FOR FINANCIAL INSTRUMENTS

a. Carrying amounts and fair values of financial instruments were as follows:

	December 31			
	2010		2011	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
	NT\$	NT\$	NT\$	NT\$
(In Millions)				
<b>Assets</b>				
Cash and cash equivalents	\$ 90,875	\$ 90,875	\$ 67,390	\$ 67,390
Financial assets at fair value through profit or loss	77	77	46	46
Available-for-sale financial assets - current	2,191	2,191	2,499	2,499
Held-to-maturity financial assets - current	1,964	1,964	1,201	1,201
Trade notes and accounts receivable, net	14,503	14,503	22,396	22,396
Receivables from related parties	64	64	34	34
Other current monetary assets	2,139	2,139	2,068	2,068
Restricted assets - current	205	205	57	57
Financial assets carried at cost	2,734	—	2,760	—
Available-for-sale financial assets - noncurrent	—	—	58	58
Held-to-maturity financial assets - noncurrent	8,408	8,408	13,495	13,495
Other noncurrent monetary assets	1,000	1,000	1,000	1,000
Refundable deposits	1,462	1,462	1,760	1,760
Restricted assets - noncurrent (included in "other assets - others")	34	34	8	8
<b>Liabilities</b>				
Short-term loans	115	115	75	75
Commercial paper	230	230	—	—
Financial liabilities at fair value through profit or loss	—	—	4	4
Trade notes and accounts payable	11,555	11,555	14,265	14,265
Payables to related parties	140	140	788	788
Accrued expenses	18,404	18,404	18,571	18,571
Due to stockholder for capital reduction	19,394	19,394	—	—
Payables to equipment suppliers (included in "other current liabilities")	1,106	1,106	1,870	1,870
Payables to contractors (included in "other current liabilities")	1,262	1,262	1,834	1,834
Amounts collected in trust for others (included in "other current liabilities")	2,356	2,356	1,201	1,201
Refundable customers' deposits (included in "other current liabilities")	1,097	1,097	1,095	1,095
Current portion of long-term loans	309	309	702	702
Long-term loans	3,148	3,148	1,058	1,058
Customers' deposits	5,781	5,781	5,014	5,014

- b. Methods and assumptions used in the estimation of fair values of financial instruments:
- 1) The fair values of certain financial instruments recognized in the balance sheet generally correspond to the market prices of the financial assets. Because of the short maturities of these instruments, the carrying value represents a reasonable basis to estimate fair values. This method does not apply to the financial instruments discussed in Notes 2, 3, and 4 below.
  - 2) If the financial instruments have quoted market prices in an active market, the quoted market prices are viewed as fair values. If the market price of the other financial instruments are not readily available, valuation techniques are used incorporating estimates and assumptions that are consistent with prevailing market conditions.
  - 3) Financial assets carried at cost are investments in nonlisted shares, which have no quoted prices in an active market and entail an unreasonably high cost to obtain verifiable fair values. Therefore, no fair value is presented.
  - 4) The fair value of long-term loans (including current portion) is discounted based on projected cash flow which approximate their carrying amounts. The projected cash flows were discounted using the interest rate of similar long-term loans.
- c. Fair values of financial assets and liabilities using quoted market prices or valuation techniques were as follows:

Amount Based on Quoted Market Price		Amount Determined Using Valuation Techniques	
December 31		December 31	
2010	2011	2010	2011
NT\$	NT\$	NT\$	NT\$

(In Millions)

Assets

Financial assets at fair value through profit or loss	\$ 43	\$ 40	\$ 34	\$ 6
Available-for-sale financial assets	2,089	2,480	102	77

Liabilities

Financial liabilities at fair value through profit or loss	—	—	—	4
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- d. Information about financial risks

- 1) Market risk

The foreign exchange rate fluctuations would result in the Company's foreign-currency-dominated assets and liabilities, outstanding currency swap contracts, forward exchange contracts exposed to rate risk.

The fluctuations of market price would result in the index future contracts exposed to price risk.

The financial instruments categorized as available-for-sale financial assets are mainly listed stocks, open-end mutual funds and corporate bonds. Therefore, the market risk is the fluctuations of market price. In order to manage this risk, the Company would assess the risk before investing; therefore, no material market risk is anticipated.

2) Credit risk

Credit risk represents the potential loss that would be incurred by the Company if the counter-parties or third-parties breached contracts. Financial instruments with positive fair values at the balance sheet date are evaluated for credit risk. The counter-parties or third-parties of the aforementioned financial instruments are reputable financial institutions and corporations. Management does not expect the Company's exposure to default by those parties to be material.

The maximum amount of credit risk of the financial instruments held by counter-parties or third parties is equal to the carrying amount.

3) Liquidity risk

The Company has sufficient operating capital to meet cash needs upon settlement of derivative financial instruments. Therefore, the liquidity risk is low.

The financial instruments of the Company categorized as available-for-sale financial assets are publicly-traded, easily converted to cash. Therefore, no material liquidity risks are anticipated. The financial instruments categorized as financial assets carried at cost are investments that do not have a quoted market price in an active market. Therefore, material liquidity risk is anticipated.

4) Cash flow interest rate risk

The Company engages in investments in fixed-interest-rate debt securities. Therefore, cash flows from such securities are not expected to fluctuate significantly due to changes in market interest rates.

e. Fair value hedge

Chunghwa entered into currency swap contracts to hedge the fluctuation in exchange rates of beneficiary certificates denominated in foreign currency, which is fair value hedge. No transaction met the criteria for hedge accounting for the years ended December 31, 2010 and 2011. The transaction was assessed as highly effective for the year ended December 31, 2009. There were no outstanding hedge currency or forward exchange contracts existed as of December 31, 2009.

### 33. SEGMENT FINANCIAL INFORMATION

Beginning from September 1, 2009, the Company redefined its financial reporting operating segments into five operating segments: (a) domestic fixed communications business, (b) mobile communications business, (c) internet business, (d) international fixed communications business and (e) others. Prior to September 1, 2009, Chunghwa Telecom had seven operating segments: (a) local operations, (b) domestic long distance operations, (c) international long distance operations, (d) cellular service operations, (e) internet and data operations, (f) cellular phone sales and (g) all others. The redefinition of the Company's operating segments is expected to facilitate the management's ability to assess the performance of each operating segment by conforming the Company's operating segments to the international trends of other telecommunications companies in general. The Company also early adopted the Statement of Financial accounting Standards No. 41 "Operating Segments" ("SFAS No. 41") starting from September 1, 2009.

Operating segments are defined as components of an enterprise regarding which separate financial information is available for regular evaluation by the chief operating decision maker in deciding how to allocate resources and in assessing performance.



The Company organizes its reporting segments based on types of organizational business. The five reporting segments are segregated as below: Domestic fixed communications business, mobile communications business, internet business, international fixed communications business and others.

- Domestic fixed communications business - the provision of local telephone services, domestic long distance telephone services, broadband access, and related services;
- Mobile communications business - the provision of mobile services, sales of mobile handsets and data cards, and related services;
- Internet business - the provision of HiNet services and related services;
- International fixed communications business - the provision of international long distance telephone services and related services;
- Others - the provision of non-telecom services and the corporate related items not allocated to reportable segments.

The operating segments are managed separately because each operating segment represents a strategic business unit that serves different markets. The Company's measure of segment performance is mainly based on revenues and income before tax.

a. Segment information

	Domestic Fixed Communications	Mobile Communications	Internet Business	International Fixed Communications	Others	Adjustment	Total
	Business NTS (In Millions)	Business NTS (In Millions)	Business NTS (In Millions)	Business NTS (In Millions)	Business NTS (In Millions)	Business NTS (In Millions)	Business NTS (In Millions)
<b>Year ended December 31, 2009</b>							
Revenues from external customers	\$ 71,467	\$ 86,524	\$ 23,653	\$ 15,244	\$ 1,473	\$ —	\$ 198,361
Intersegment service revenues	13,650	1,915	717	1,523	3	(17,808)	—
Interest income	3	8	4	11	453	—	479
Other income	77	104	74	10	678	—	943
	<u>\$ 85,197</u>	<u>\$ 88,551</u>	<u>\$ 24,448</u>	<u>\$ 16,788</u>	<u>\$ 2,607</u>	<u>\$ (17,808)</u>	<u>\$ 199,783</u>
Interest expense	\$ 3	\$ 1	\$ 10	\$ —	\$ 1	\$ —	\$ 15
Depreciation and amortization	\$ 23,984	\$ 8,373	\$ 2,327	\$ 1,404	\$ 232	\$ —	\$ 36,320
Other expense	\$ 156	\$ 98	\$ 11	\$ 52	\$ 279	\$ —	\$ 546
Segment income before tax	\$ 17,452	\$ 30,184	\$ 9,356	\$ 2,550	\$ (2,304)	\$ —	\$ 57,238
Total assets	\$ 231,177	\$ 63,537	\$ 17,154	\$ 18,700	\$ 118,429	\$ —	\$ 448,997
Capital expenditures for segment assets	\$ 15,877	\$ 5,028	\$ 2,097	\$ 1,299	\$ 1,177	\$ —	\$ 25,478
<b>Year ended December 31, 2010</b>							
Revenues from external customers	\$ 70,688	\$ 89,044	\$ 24,483	\$ 15,534	\$ 2,681	\$ —	\$ 202,430
Intersegment service revenues	14,662	2,117	1,104	1,720	750	(20,353)	—
Interest income	1	9	2	9	454	—	475
Other income	31	263	24	96	313	(170)	557
	<u>\$ 85,382</u>	<u>\$ 91,433</u>	<u>\$ 25,613</u>	<u>\$ 17,359</u>	<u>\$ 4,198</u>	<u>\$ (20,523)</u>	<u>\$ 203,462</u>
Interest expense	\$ 75	\$ 1	\$ 7	\$ —	\$ 24	\$ —	\$ 107
Depreciation and amortization	\$ 21,948	\$ 8,205	\$ 2,206	\$ 1,383	\$ 322	\$ —	\$ 34,064
Other expense	\$ 283	\$ 7	\$ 14	\$ 198	\$ 255	\$ (170)	\$ 587
Segment income before tax	\$ 18,048	\$ 29,328	\$ 9,835	\$ 2,652	\$ (2,176)	\$ —	\$ 57,687
Total assets	\$ 227,376	\$ 63,330	\$ 17,663	\$ 23,535	\$ 122,407	\$ —	\$ 454,311
Capital expenditures for segment assets	\$ 14,260	\$ 5,261	\$ 1,889	\$ 1,787	\$ 1,420	\$ —	\$ 24,617
<b>Year ended December 31, 2011</b>							
Revenues from external customers	\$ 79,351	\$ 92,998	\$ 24,834	\$ 15,218	\$ 5,092	\$ —	\$ 217,493
Intersegment service revenues	15,355	6,994	1,917	2,620	725	(27,611)	—
Interest income	4	8	1	3	666	—	682
Other income	465	130	10	41	562	(9)	1,199
	<u>\$ 95,175</u>	<u>\$ 100,130</u>	<u>\$ 26,762</u>	<u>\$ 17,882</u>	<u>\$ 7,045</u>	<u>\$ (27,620)</u>	<u>\$ 219,374</u>
Interest expense	\$ —	\$ —	\$ 4	\$ —	\$ 27	\$ —	\$ 31
Depreciation and amortization	\$ 20,139	\$ 8,288	\$ 2,278	\$ 1,282	\$ 319	\$ —	\$ 32,306
Other expense	\$ 15	\$ 7	\$ 6	\$ 3	\$ 197	\$ (9)	\$ 219
Segment income before tax	\$ 18,482	\$ 27,839	\$ 9,562	\$ 2,041	\$ (1,225)	\$ —	\$ 56,699
Total assets	\$ 227,822	\$ 64,742	\$ 20,323	\$ 24,770	\$ 105,263	\$ —	\$ 442,920
Capital expenditures for segment assets	\$ 16,569	\$ 4,334	\$ 3,746	\$ 1,529	\$ 698	\$ —	\$ 26,876

b. Products and service revenues from external customer information

	Year Ended December 31		
	2009	2010	2011
	NT\$	NT\$	NT\$
	(In Millions)		
Mobile services revenue	\$ 71,295	\$ 72,955	\$70,773
Local telephone services revenue	34,116	33,243	42,951
Leased line services revenue	27,477	27,412	27,068
Sales of products	15,058	15,989	22,066
Internet services revenue	21,511	22,016	21,949
International long distance telephone services revenue	12,922	12,863	12,422
Domestic long distance telephone services revenue	7,407	6,650	5,793
Others	8,575	11,302	14,471
	<u>\$ 198,361</u>	<u>\$ 202,430</u>	<u>\$ 217,493</u>

c. Geographic information

The users of the Company's services are mainly from Taiwan, ROC. The revenues it derived outside Taiwan are mainly revenues from international long distance telephone and leased line services. The geographic information for revenues is as follows:

	Year Ended December 31		
	2009	2010	2011
	NT\$	NT\$	NT\$
	(In Millions)		
Taiwan, ROC	\$ 193,003	\$ 196,830	\$ 211,826
Overseas	5,358	5,600	5,667
	<u>\$ 198,361</u>	<u>\$ 202,430</u>	<u>\$ 217,493</u>

The Company has long-lived assets in U.S., Singapore, Hong Kong, China, Vietnam, Thailand, and Japan amounting to NT\$175 million and NT\$219 million at December 31, 2009 and 2010, respectively.

The Company has long-lived assets in U.S., Singapore, Hong Kong, China, Vietnam, and Japan amounting to NT\$736 million at December 31, 2011.

Except for the long-lived assets located in the aforementioned areas, the other long-lived assets are located in Taiwan, ROC.

d. Major customers

For the years ended December 31, 2009, 2010 and 2011, the Company did not have any single customer whose net revenue exceeded 10% of the total net revenues.

### 34. OTHERS

The significant information of foreign-currency financial assets and liabilities as below:

	December 31					
	2010			2011		
	Foreign Currencies (In Millions)	Exchange Rate	New Taiwan Dollars (In Millions)	Foreign Currencies (In Millions)	Exchange Rate	New Taiwan Dollars (In Millions)
<b>Financial assets</b>						
<b>Monetary items</b>						
Cash						
US Dollar	\$ 15	29.13	\$ 443	\$ 8	30.28	\$ 254
HK Dollar	92	3.75	344	122	3.90	475
JP Yen	45	0.36	16	78	0.39	31
SG Dollar	40	22.73	910	35	23.31	826
Accounts receivable						
US Dollar	157	29.13	4,566	154	30.28	4,670
HK Dollar	18	3.75	68	1	3.90	2
SG Dollar	1	22.73	17	-	23.31	-
Available-for-sale financial assets						
US Dollar	35	29.13	1,010	68	30.28	2,066
Investments accounted for using equity method						
US Dollar	1	29.13	27	1	30.28	22
VND Dollar	170,986	0.00144	246	183,540	0.00139	255
SG Dollar	18	22.73	398	20	23.31	462
<b>Financial liabilities</b>						
<b>Monetary items</b>						
Accounts payable						
US Dollar	113	29.13	3,298	116	30.28	3,505
Euro Dollar	22	38.92	842	28	39.18	1,098
HK Dollar	32	3.75	119	1	3.90	3
SG Dollar	-	22.73	8	4	23.31	83
RMB	-	-	-	16	4.81	75

### 35. PRE-DISCLOSURE FOR ADOPTION OF INTERNATIONAL FINANCIAL REPORTING STANDARDS

Under Rule No. 0990004943 issued by the Financial Supervisory Commission (FSC) on February 2, 2010, the Company pre-discloses the following information on the adoption of International Financial Reporting Standards (IFRSs) as follows:

- a. On May 14, 2009, the FSC announced the “Framework for Adoption of International Financial Reporting Standards by Companies in the ROC.” In this framework, starting 2013, companies with shares listed on the TSE or traded on the Taiwan GreTai Securities Market or Emerging Stock Market should prepare their financial statements in accordance with the Guidelines Governing the Preparation of Financial Reports by Securities Issuers and the International Financial Reporting Standards, International Accounting Standards, and the Interpretations as well as related guidance translated by the ARDF and issued by the FSC. To comply with this framework, the Company has set up a project team and made a plan

to adopt the IFRSs. Leading the implementation of this plan is the President, Mr. Chang. The main contents of the plan, anticipated schedule and status of execution as of December 31, 2011 were as follows:

<u>Contents of Plan</u>	<u>Responsible Department</u>	<u>Status of Execution</u>
1) Evaluation Phase: August 1 2009 - March 31, 2010		
• Make IFRSs adoption plan and set up a IFRSs project team	Accounting department	Completed
• Compare and analyze the differences between current accounting policies and IFRSs	Accounting department	Completed
• Evaluate the modification of current accounting policies for IFRSs adoption	Accounting department	Completed
• Evaluate the adoption of IFRS 1, "First-time Adoption of International Financial Reporting Standards"	Accounting department	Completed
• Conduct the first stage of internal employee training	Accounting department	Completed
2) Preparation Phase: April 1, 2010 - December 31, 2011		
• Determine accounting policies in accordance with IFRSs	Accounting department	Completed
• Choose the optional exemptions under IFRS 1, "First-time Adoption of International Financial Reporting Standards"	Accounting department	Completed
• Modify related information system	Information technology department	Completed
• Amend internal control and related policies	Accounting department, related departments	Completed
• Conduct the second stage of internal employee training	Accounting department	Completed
3) Application Phase: January 1, 2012 - December 31, 2013		
• Prepare opening IFRSs balance sheet and comparatives financial statements	Accounting department	In progress
• Prepare financial statements in accordance with IFRSs	Accounting department	In progress

- b. As of December 31, 2011, the Company had assessed the material differences, shown below, between the existing accounting policies and the accounting policies to be adopted under IFRSs:

<u>Accounting Issues</u>	<u>Description of Differences</u>
The definition and reclassification of cash and cash equivalents	Under ROC GAAP, cash and cash equivalents includes time deposits that are cancellable but without any loss of principal. Under IFRSs, cash equivalents are short-term, highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value. Therefore, an investment normally qualifies as a cash equivalent only when it has a short maturity of three months or less from the date of acquisition.
The classification of real estate	<ol style="list-style-type: none"> <li>1) Under ROC GAAP, there's no related guidance about investment property. Under IFRSs, real estate should be classified as "property, plant and equipment" or "investment property" in accordance with IAS 16 and IAS 40.</li> <li>2) Under IFRSs, "property, plant and equipment" and "investment property" are recognized at costs or the deemed costs using the revalued amounts which were determined under ROC GAAP. The Company chooses cost model as its accounting policy for subsequent recognition of aforementioned items.</li> </ol>
The classification of leased assets and idle assets	Under IFRSs, assets, which are classified as leased assets and idle assets under ROC GAAP, are classified as "property, plant and equipment" or "investment property" according to their nature.
The recognition and classification of deferred income tax asset and liability	<ol style="list-style-type: none"> <li>1) Under ROC GAAP, a deferred income tax asset and liability should be classified as current and noncurrent in accordance with the classification of its related asset or liability. When a deferred income tax asset and liability does not relate to an asset or liability, then it is classified as either current or noncurrent based on the expected length of time before it is realized or settled. However, under IFRSs, a deferred income tax asset and liability should be classified as noncurrent.</li> <li>2) Under ROC GAAP, if it is more likely than not that deferred income tax assets will not be realized, the valuation allowances are provided to the extent. However, under IFRSs, deferred income tax assets are only recognized when it is more likely than not to be realized, and the valuation allowance is not used under IFRSs.</li> </ol>

(Continued)

**Accounting Issues****Description of Differences**

The recognition of pension gains (losses)	Under ROC GAAP, pension gains (losses) are recognized based on the corridor approach and the amounts are amortized over the average remaining service life of active plan participants. However, under IFRSs, pension gains (losses) resulting from defined benefit plans should be recognized as other comprehensive income immediately and subsequent reclassification to earnings is not permitted.
The settlement of pension at the time of privatization	Since the effective date of IAS 19 "Employee Benefits" in 1999 to when the Company underwent privatization in 2005, the settlement impact upon privatization calculated according to the actuarial report under IAS19 shall be recorded as donation capital under additional paid-in capital.
The recognition of revenue from providing fixed line connection service	Prior to privatization, according to the laws and regulations applicable to state-owned enterprises in Taiwan, the Company recorded revenue from providing fixed line connection service at the time the service was performed. Under IFRSs, following the revenue recognition guidance, the above service revenue should be treated as deferred income and recognized over the time when the service is continuously provided. Therefore, the Company shall retrospectively adjust the deferred income.
The recognition of house and land revenue of the construction corporation	Under ROC GAAP, when the construction contracts meet several specific conditions, the Company could use percentage of completion method to recognize related revenues. Under IFRSs, when construction projects do not meet the criteria in IFRIC15.11, IAS11 does not apply. The Company could only recognize the revenues when the projects are completed and sold out based on IAS 18.

Since the Company may choose some exemptions in IFRS 1, some material differences showed above may not cause significant impact at the time of transition from ROC GAAP to IFRSs.

- c. The Company has prepared the above assessments in compliance with (a) the 2010 version of the IFRSs translated by the ARDF and issued by the FSC and (b) the Guidelines Governing the Preparation of Financial Reports by Securities Issuers amended and issued by the FSC on December 22, 2011. These assessments may be changed as the FSC may issue new rules governing the adoption of IFRSs, and as other laws and regulations may be amended to comply with the adoption of IFRSs. Actual results may differ from these assessments.

### 36. SUMMARY OF SIGNIFICANT DIFFERENCES BETWEEN ACCOUNTING PRINCIPLES FOLLOWED BY THE COMPANY AND GENERALLY ACCEPTED ACCOUNTING PRINCIPLES IN THE UNITED STATES OF AMERICA

The accompanying financial statements have been prepared in accordance with accounting principles generally accepted in the Republic of China (ROC GAAP), which differ in the following respects from accounting principles generally accepted in the United States of America (US GAAP):

a. Property, plant and equipment

Under ROC GAAP, property, plant and equipment, excluding land, may be revalued when the price fluctuation is greater than 25% and upon approval from the tax authority. Similarly, land may be revalued if there is any appreciation of land based on the present value of land announced by the government. This revaluation component is recorded as a special reserve in equity at the time of revaluation and is subsequently depreciated. Upon sale or disposal of property, plant and equipment, the cost and any related revaluation increment less accumulated depreciation calculated after the revaluation are removed from the accounts, and any gain or loss is credited or charged to income. This revaluation adjustment also created differences in the opening balances of additional paid-in capital upon incorporation of the Company on July 1, 1996.

Under US GAAP, no revaluation of property, plant and equipment is permitted.

b. 10% tax on unappropriated earnings

In ROC, a 10% tax is imposed on unappropriated earnings (excluding earnings from foreign consolidated subsidiaries). Under ROC GAAP, the Company records the 10% tax on unappropriated earnings in the year of stockholders' approval.

Under US GAAP, the 10% tax on unappropriated earnings is accrued during the period the earnings arise and adjusted to the extent that distributions are approved by the stockholders in the following year.

c. Deferred income from prepaid phone cards

Prior to incorporation and privatization, the Company was subject to the laws and regulations applicable to state-owned enterprises in Taiwan which differed from ROC GAAP as applicable to commercial companies. As such, revenue from selling prepaid phone cards was recognized at the time of sale by the Company. Upon incorporation, net assets greater than capital stock was credited as additional paid-in capital. Part of additional paid-in capital was from unearned revenues generated from prepaid cards as of that day. Upon privatization, unearned revenue generated from prepaid cards was deferred at the time of sale and recognized as revenue as consumed in accordance with ROC GAAP.

Under US GAAP, revenue from prepaid cards is deferred at the time of sale and recognized as revenue as consumed.

The GAAP adjustments related to prepaid cards subsequent to privatization are: (1) adjustments for prepaid cards transaction before incorporation from additional paid-in capital and (2) adjustments for such transactions occurred between incorporation and privatization from retained earnings which still have remaining expected customer service periods.

d. One-time connection fees income

Similar to prepaid phone cards, according to the laws and regulations applicable to state-owned enterprises in Taiwan, the Company recorded revenue from providing fixed line connection service at the time the service was performed. Upon incorporation, net assets greater than capital stock was credited as additional paid-in capital. Part of additional paid-in capital was from unearned revenues from connection fees as of that date. Upon privatization, unearned revenue generated from one-time connection fees was deferred at the time of service performed and recognized as revenue over time as the service is continuously performed in accordance with ROC GAAP.

Under US GAAP, following the revenue recognition guidance, the above service revenue should be treated as deferred income at the time of service rendered and the recognition of revenue should occur over time as the service is continuously performed.

The GAAP adjustments related to one-time connection fees income subsequent to privatization are: (1) adjustments for one time connection fees before incorporation from additional paid-in capital, and (2) adjustments for such transactions occurred between incorporation and privatization from retained earnings which still have remaining expected customer service periods.

e. Share-based compensation

- 1) The Company's major stockholder, the MOTC made an offer to the Company's employees to purchase shares of common stock of the Company at a discount from the quoted market price in 2006.

Under ROC GAAP, such an offer was regarded as a transaction between stockholders and no entry was recorded on the Company's books and records.

Under US GAAP, the offer was deemed as compensation expense to employees and measured as the difference between the fair value of common stock offered and the amount of the discounted price at the grant date in 2006.

- 2) One of the Company's subsidiaries, SENA0, granted options to employees.

Under ROC GAAP, employee stock option plans were accounted for using the intrinsic value method and no stock-based compensation expense was recognized for the employee stock options granted by its subsidiary under ROC GAAP prior to January 1, 2008. In August 2007, the ARDF issued ROC SFAS No. 39, "Accounting for Share-based Payment", which required companies to record share-based payment transactions granted on or after January 1, 2008 using the fair value method. There is no impact of the adoption of this statement since the Company did not grant options on or after January 1, 2008.

Under US GAAP, the Company recognized compensation expense for such employee stock options granted by its subsidiary using the fair value method in accordance with the share-based payment guidance.

f. Defined benefit pension plan

Pension accounting under ROC GAAP is similar in many respects to US GAAP. However, under ROC GAAP, companies are not required to recognize the overfunded or underfunded positions of their defined benefit pension plans as an asset or liability on the balance sheet.



Under US GAAP, employers are required to recognize the overfunded or underfunded status of a defined benefit pension plan as an asset or liability on its balance sheet and to recognize changes in that funded status in the year in which the changes occur through comprehensive income. US GAAP defines the funded status of a benefit plan as the difference between the fair value of the plan assets and the projected benefit obligation (“PBO”). Previously unrecognized items such as unrealized actuarial loss are recognized in other comprehensive income and are subsequently recognized through net periodic benefit cost.

Furthermore, the accounting treatment of settlements and curtailments are different under ROC GAAP and US GAAP. Under ROC GAAP, settlement/curtailment gains or losses are equal to the changes of underfunded status plus a pro rata portion of the unrecognized prior service cost, unrecognized net gains (losses), and unrecognized transition obligations/assets, before the settlement/curtailment event multiplied by the percentage reduction in PBO.

Under US GAAP, settlement gain (loss) is the total unrecognized net gain or losses including any gain or loss that arose from the measurement at the settlement date and unrecognized transition assets before settlement multiplied by the percentage reduction in PBO. Curtailment gain (loss) includes the following items: (1) total unrecognized prior service cost and net transition obligation before curtailment multiplied by the curtailment ratio (the ratio of reduction in future service over such future service before curtailment) and (2) decrease in PBO to the extent that such gain exceeds the net unrecognized loss (sum of unrecognized net gain or loss and net unrecognized transition asset before curtailment) or the entire gain if a net unrecognized gain exists or increase in PBO to the extent that such loss exceeds unrecognized gain (sum of unrecognized net gain or loss and net unrecognized transition asset before curtailment) or the entire loss if net unrecognized loss exists.

g. Pension plan upon privatization

In order to increase operational efficiency, the Company approved several special retirement incentive programs during the process of privatization.

Under ROC GAAP, the obligation related to annuity payments due after the date of privatization for civil service eligible employees who retire prior to that date would be born by the MOTC. The Company completed its privatization plan on August 12, 2005. On the date of privatization, the MOTC settled all employees’ past service costs. The portion of the pension obligations that was settled by the MOTC, represented by the difference between the accrued pension liabilities and the deferred pension cost as an adjustment for the pension cost of that year.

Under US GAAP, the MOTC settled related pension obligations on the privatization date and recorded the difference between accrued pension liabilities, deferred pension cost and related deferred income tax assets, as contributed capital in stockholders’ equity.

h. Income tax

This line item includes the tax effects of the pre-tax ROC GAAP to US GAAP adjustments described above.

i. Noncontrolling interests of acquired subsidiaries

The adjustment to net income for the years ended December 31, 2009 and 2010 and to stockholders’ equity as of December 31, 2009 and 2010 represents a difference between ROC GAAP and US GAAP for the accounting for business combinations.

Under ROC GAAP, the noncontrolling interest in the acquiree is measured at historical cost whereas under US GAAP, the noncontrolling interest in the acquiree is measured at fair value at acquisition date upon the adoption of the new accounting standard beginning from January 1, 2009. Such adjustment for the years ended December 31, 2009 and 2010 was caused by the Company's acquisition of IFE in January 2009 and of CHI in September 2009. The adjustment to ROC GAAP net income represents additional depreciation and amortization expenses recognized under US GAAP due to the difference between the measurement of noncontrolling interests at historical cost and fair value. The adjustment to stockholders' equity represents the difference for the measurement of noncontrolling interests at historical cost and fair value after the aforementioned net income adjustment.

The following is a reconciliation of consolidated net income and stockholders' equity under ROC GAAP as reported in the consolidated financial statements to the consolidated net income and equity determined under US GAAP, giving effect to the differences listed above.

	Year Ended December 31			
	2009	2010	2011	
	NT\$	NT\$	NT\$	US\$ (Note 3)
(In Millions)				
<u>Net income</u>				
Consolidated net income under ROC GAAP	\$ 44,495	\$ 48,558	\$ 48,095	\$ 1,589
Adjustments:				
a. Property, plant and equipment				
1. Adjustments of gains and losses on disposal of property, plant and equipment	24	25	725	24
2. Adjustments for depreciation expenses	158	122	112	4
b. 10% tax on unappropriated earnings	110	(380)	(125)	(4)
c. Revenues recognized from deferred income of prepaid phone cards	615	258	—	—
d. Revenues recognized from deferred one-time connection fees	1,426	1,118	861	28
e. Share-based compensation	(17)	(5)	(2)	—
f. Defined benefit pension plan	1	—	1	—
h. Income tax effect of US GAAP adjustments	(982)	(462)	(226)	(8)
i. Noncontrolling interests of acquired subsidiaries	(8)	(9)	-	—
Other minor GAAP differences not listed above	(7)	(34)	(3)	—
Net adjustment	<u>1,320</u>	<u>633</u>	<u>1,343</u>	<u>44</u>
Consolidated net income based on US GAAP	<u>\$ 45,815</u>	<u>\$ 49,191</u>	<u>\$ 49,438</u>	<u>\$ 1,633</u>
Attributable to				
Stockholders of the parent	\$ 45,096	\$ 48,274	\$ 48,426	\$ 1,600
Noncontrolling interests	<u>719</u>	<u>917</u>	<u>1,012</u>	<u>33</u>
	<u>\$ 45,815</u>	<u>\$ 49,191</u>	<u>\$ 49,438</u>	<u>\$ 1,633</u>

	<b>December 31</b>			
	<b>2009</b>	<b>2010</b>	<b>2011</b>	
	NT\$	NT\$	NT\$	US\$ (Note 3)
<b>(In Millions)</b>				
<b>Stockholders' equity</b>				
Total stockholders' equity based on ROC GAAP	\$ 378,964	\$ 368,603	\$373,043	\$ 12,324
Adjustments:				
a. Property, plant and equipment				
1. Capital surplus reduction	(60,168)	(60,168)	(60,168)	(1,988)
2. Adjustment on depreciation expenses, and disposal gains and losses	4,141	4,288	5,125	169
3. Adjustments of revaluation of land	(5,803)	(5,803)	(5,763)	(190)
b. 10% tax on unappropriated earnings	(4,037)	(4,417)	(4,542)	(150)
c. Deferred income of prepaid phone cards				
1. Capital surplus reduction	(2,798)	(2,798)	(2,798)	(92)
2. Adjustment on deferred income recognition	2,540	2,798	2,798	92
d. Revenues recognized from deferred one-time connection fees				
1. Capital surplus reduction	(18,487)	(18,487)	(18,487)	(611)
2. Adjustment on deferred income recognition	14,582	15,700	16,561	547
e. Share-based compensation				
1. Adjustment on capital surplus	15,700	15,705	15,707	519
2. Adjustment on retained earnings	(15,700)	(15,705)	(15,707)	(519)
f. 1. Accrual for accumulative other comprehensive income under pension guidance	(1)	(608)	(1,114)	(37)
2. Accrual for pension cost	(28)	(28)	(27)	(1)
g. Adjustment for pension plan upon privatization				
1. Adjustment on capital surplus	1,782	1,782	1,782	59
2. Adjustment on retained earnings	(9,665)	(9,665)	(9,665)	(319)
h. Income tax effect of US GAAP adjustments	5,238	4,776	4,550	150
i. Noncontrolling interests of acquired subsidiaries	28	19	(29)	(1)
Other GAAP differences not listed above	184	150	146	5
Net adjustment	<u>(72,492)</u>	<u>(72,461)</u>	<u>(71,631)</u>	<u>(2,367)</u>
Total equity based on US GAAP	<u>\$ 306,472</u>	<u>\$ 296,142</u>	<u>\$ 301,412</u>	<u>\$ 9,957</u>
Attributable to				
Stockholders of the parent	\$ 302,799	\$ 292,232	\$ 297,285	\$ 9,821
Noncontrolling interests	<u>3,673</u>	<u>3,910</u>	<u>4,127</u>	<u>136</u>
	<u>\$ 306,472</u>	<u>\$ 296,142</u>	<u>\$ 301,412</u>	<u>\$ 9,957</u>

	Year Ended December 31			
	2009	2010	2011	
	NT\$	NT\$	NT\$	US\$ (Note 3)
(In Millions)				
<b>Changes in equity based on US GAAP</b>				
Balance, beginning of year	\$ 305,849	\$ 306,472	\$ 296,142	\$ 9,783
Consolidated net income	45,815	49,191	49,438	1,633
Unrealized gain (loss) on available-for-sale securities	1,833	649	(139)	(5)
Cumulative translation adjustment for foreign-currency investments held by investees	(22)	(119)	82	3
Increase in interest on issuance of stock by investees	(10)	7	22	1
Cash dividends	(37,139)	(39,369)	(42,855)	(1,416)
Capital reduction	(9,697)	(19,394)	-	-
Defined benefit pension plan adjustment	(68)	(605)	(509)	(17)
Decrease in noncontrolling interests	(89)	(690)	(769)	(25)
Balance, end of year	<u>\$ 306,472</u>	<u>\$ 296,142</u>	<u>\$ 301,412</u>	<u>\$ 9,957</u>
Attributable to				
Stockholders of the parent	\$ 302,799	\$ 292,232	\$ 297,285	\$ 9,821
Noncontrolling interests	<u>3,673</u>	<u>3,910</u>	<u>4,127</u>	<u>136</u>
	<u>\$ 306,472</u>	<u>\$ 296,142</u>	<u>\$ 301,412</u>	<u>\$ 9,957</u>

The following US GAAP condensed balance sheets as of December 31, 2010 and 2011, and statements of income for the years ended December 31, 2009, 2010 and 2011 have been derived from the audited consolidated financial statements and reflected the adjustments presented above.

	December 31		
	2010	2011	
	NT\$	NT\$	US\$ (Note 3)
(In Millions)			
<b>Assets</b>			
Current assets	\$ 121,233	\$ 106,763	\$ 3,527
Long-term investments	12,847	18,856	623
Property, plant and equipment, net	241,689	238,954	7,894
Intangible assets	6,913	6,339	209
Other assets	<u>7,822</u>	<u>8,479</u>	<u>280</u>
Total assets	<u>\$ 390,504</u>	<u>\$ 379,391</u>	<u>\$ 12,533</u>
<b>Liabilities and equities</b>			
<b>Liabilities</b>			
Current liabilities	\$ 83,235	\$ 69,278	\$ 2,289
Long-term liabilities	<u>11,127</u>	<u>8,701</u>	<u>287</u>
Total liabilities	<u>94,362</u>	<u>77,979</u>	<u>2,576</u>

(Continued)

	<b>December 31</b>		
	<b>2010</b>	<b>2011</b>	
	NT\$	NT\$	US\$ (Note 3)
	(In Millions)		
Equity attributable to stockholders of the parent			
Capital stock - NT\$10 (US\$0.3) par value	\$ 77,574	\$ 77,574	\$ 2,563
Capital surplus	132,919	135,734	4,484
Retained earnings	82,289	85,068	2,810
Accumulated other comprehensive income	(550)	(1,091)	(36)
Total equity attributable to stockholders of the parent	<u>292,232</u>	<u>297,285</u>	<u>9,821</u>
Noncontrolling interests	3,910	4,127	136
Total equity	<u>296,142</u>	<u>301,412</u>	<u>9,957</u>
Total liabilities and equity	<u>\$ 390,504</u>	<u>\$ 379,391</u>	<u>\$ 12,533</u>

(Concluded)

Certain accounts have been reclassified to conform to the US GAAP presentation requirements. Under US GAAP, gains and losses on disposal of property, plant and equipment and other assets and impairment loss on property, plant and equipment and other assets and loss arising from natural calamities are included in operating expenses whereas under ROC GAAP, such accounts are included in non-operating expenses.

	<b>Year Ended December 31</b>			
	<b>2009</b>	<b>2010</b>	<b>2011</b>	
	NT\$	NT\$	NT\$	US\$ (Note 3)
	(In Millions Except Per Share Amounts)			
Net revenues	\$ 200,369	\$ 203,773	\$ 218,321	\$ 7,212
Operating costs and expenses	<u>141,817</u>	<u>145,166</u>	<u>161,245</u>	<u>5,327</u>
Income from operations	58,552	58,607	57,076	1,885
Non-operating income, net	<u>877</u>	<u>555</u>	<u>1,316</u>	<u>44</u>
Income before income tax	59,429	59,162	58,392	1,929
Income tax expense	<u>(13,614)</u>	<u>(9,971)</u>	<u>(8,954)</u>	<u>(296)</u>
Consolidated net income	<u>\$ 45,815</u>	<u>\$ 49,191</u>	<u>\$ 49,438</u>	<u>\$ 1,633</u>
Attributable to				
Stockholders of the parent	\$ 45,096	\$ 48,274	\$ 48,426	\$ 1,600
Noncontrolling interests	<u>719</u>	<u>917</u>	<u>1,012</u>	<u>33</u>
	<u>\$ 45,815</u>	<u>\$ 49,191</u>	<u>\$ 49,438</u>	<u>\$ 1,633</u>
Basic earnings per share	<u>\$ 4.65</u>	<u>\$ 4.98</u>	<u>\$ 6.22</u>	<u>\$ 0.21</u>
Diluted earnings per share	<u>\$ 4.64</u>	<u>\$ 4.96</u>	<u>\$ 6.20</u>	<u>\$ 0.20</u>
Weighted-average number of common shares outstanding (in 1,000 shares)				
Basic	<u>9,696,808</u>	<u>9,696,808</u>	<u>7,789,326</u>	
Diluted	<u>9,725,614</u>	<u>9,725,461</u>	<u>7,810,605</u>	

(Continued)

<b>Year Ended December 31</b>			
<b>2009</b>	<b>2010</b>	<b>2011</b>	
NTS	NTS	NTS	US\$ (Note 3)

(In Millions Except Per Share Amounts)

Net income per pro forma equivalent ADSs			
Basic	\$ 46.51	\$ 49.78	\$ 62.17
Diluted	\$ 46.36	\$ 49.64	\$ 62.00
<hr/>			
Weighted-average number of pro forma equivalent ADSs (in 1,000 shares)			
Basic	969,681	969,681	778,933
Diluted	972,561	972,546	781,061

(Concluded)

The Company reports comprehensive income in accordance with related guidance. The guidance requires that in addition to net income (loss), a company should report other comprehensive income consisting of the changes in equity of the Company during the year from transactions and other events and circumstance from nonowner sources. It includes all changes in equity during the year except those resulting from investments by stockholders and distribution to stockholders. The components of other comprehensive income for the Company consist of unrealized gains and losses relating to the translation of financial statements maintained in foreign currencies, unrealized gains and losses on available-for-sale securities held by the Company and its investees and changes in the funded status of the defined benefit pension plan.

Statements of comprehensive income for the years ended December 31, 2009, 2010 and 2011 are as follows:

<b>Year Ended December 31</b>			
<b>2009</b>	<b>2010</b>	<b>2011</b>	
NTS	NTS	NTS	US\$ (Note 3)

(In Millions)

Comprehensive income			
Consolidated net income	\$ 45,815	\$ 49,191	\$ 49,438
<b>Other comprehensive income:</b>			
Cumulative translation adjustments for foreign-currency investments held by investees	(22)	(119)	82
Unrealized gain (loss) on available-for-sale securities	1,833	649	(139)
Defined benefit pension plan adjustment	(68)	(605)	(509)
	<u>1,743</u>	<u>(75)</u>	<u>(566)</u>
	<u>\$ 47,558</u>	<u>\$ 49,116</u>	<u>\$ 48,872</u>
<hr/>			
Attributable to			
Stockholders of the parent	\$ 46,843	\$ 48,189	\$ 47,885
Noncontrolling interests	<u>715</u>	<u>927</u>	<u>987</u>
	<u>\$ 47,558</u>	<u>\$ 49,116</u>	<u>\$ 48,872</u>

The components of accumulated other comprehensive income (loss) attributable to stockholders of the parent were as follows:

	December 31		
	2010	2011	
	NT\$	NT\$	US\$ (Note 3)
	(In Millions)		
Cumulative translation adjustments for foreign-currency investments held by investees	\$ (102)	\$ (38)	\$ (1)
Unrealized gain on available-for-sale securities	176	68	2
Defined benefit pension plan adjustment	(624)	(1,121)	(37)
	<u>\$ (550)</u>	<u>\$ (1,091)</u>	<u>\$ (36)</u>

Disclosures about defined benefit plan adjustment recognized in other comprehensive income were as follows:

	Year Ended December 31			
	2009	2010	2011	
	NT\$	NT\$	NT\$	US\$ (Note 3)
	(In Millions)			
Amounts recognized in other comprehensive income				
Net prior service cost, pretax	\$ 6	\$ 4	\$ 4	\$ —
Net actuarial loss, pretax	73	804	673	22
Deferred tax asset	(11)	(203)	(168)	(5)
Net impact in other comprehensive loss	<u>\$ 68</u>	<u>\$ 605</u>	<u>\$ 509</u>	<u>\$ 17</u>

The Company applies ROC SFAS No. 17, "Statement of Cash Flows". Its objectives and principles are similar to those set out in U.S. standards. The principal differences between the two standards relate to classification. Cash flows from investing activities for changes in other assets, and cash flows from financing activities for changes in customers' deposits, other liabilities are reclassified to operating activities under U.S. standards. In addition, the effect of change on consolidated subsidiaries, which was shown as a separate item under ROC standards, is reclassified to investing activities under U.S. standards. Summarized cash flow data by operating, investing and financing activities in accordance with U.S. standards are as follows:

	Year Ended December 31			
	2009	2010	2011	
	NT\$	NT\$	NT\$	US\$ (Note 3)
	(In Millions)			
Net cash flows (outflows) from:				
Operating activities	\$ 77,246	\$ 84,840	\$ 74,652	\$ 2,466
Investing activities	(28,755)	(20,127)	(32,909)	(1,087)
Financing activities	(56,513)	(47,034)	(65,337)	(2,158)
Effects of exchange rate change on cash and cash equivalents	(7)	(63)	109	3
Net increase in cash and cash equivalents	(8,029)	17,616	(23,485)	(776)
Cash and cash equivalents, beginning of year	<u>81,288</u>	<u>73,259</u>	<u>90,875</u>	<u>3,002</u>
Cash and cash equivalents, end of year	<u>\$ 73,259</u>	<u>\$ 90,875</u>	<u>\$ 67,390</u>	<u>\$ 2,226</u>

## 37. ADDITIONAL DISCLOSURES REQUIRED BY US GAAP

### a. Recent accounting pronouncements

In September 2009, the FASB issued an accounting standard update which provides guidance on how to separate consideration in multiple-deliverable arrangements and significantly expands disclosure requirements. The standard establishes a hierarchy for determining the selling price of a deliverable, eliminates the residual method of allocation and requires that arrangement consideration be allocated at the inception of the arrangement to all deliverables using the relative selling price method. The update is effective for annual reporting periods beginning on or after June 15, 2010. The adoption of the guidance did not have a material effect on the Company's results of operations, financial position and cash flows.

In September 2009, the FASB issued an accounting standard update on arrangements that include software elements. Tangible products that have software components that are essential to the functionality of the tangible product will no longer be within the scope of the software revenue recognition guidance, and software-enabled products will now be subject to other relevant revenue recognition guidance. The update is effective for annual reporting periods beginning on or after June 15, 2010. The adoption of the guidance did not have a material effect on the Company's results of operations, financial position and cash flows.

In January 2010, the FASB issued an accounting update that amended guidance and clarified the disclosure requirements about fair market value measurement. These amended standards require new disclosures for significant transfers of assets or liabilities between Level 1 and Level 2 in the fair value hierarchy; separate disclosures for purchases, sales, issuance and settlements of Level 3 fair value items on a gross, rather than net basis; and more robust disclosure of the valuation techniques and inputs used to measure Level 2 and Level 3 assets and liabilities. Except for the detailed disclosures of changes in Level 3 items, which are effective for the Company as of January 1, 2011, the remaining new disclosure requirements were effective for the Company as of January 1, 2010.

In April 2010, the FASB issued an accounting update that provides guidance on defining a milestone and determining when it may be appropriate to apply the milestone method of revenue recognition for certain research and development transactions. Under this new standard, a company can recognize as revenue consideration that is contingent upon achievement of a milestone in the period in which it is achieved, only if the milestone meets all criteria to be considered substantive. This standard is effective for the Company on a prospective basis as of January 1, 2011. The adoption of the guidance did not have a material effect on the Company's results of operations, financial position and cash flows.

In April 2010, the FASB issued an accounting update to clarify that a share-based payment award with an exercise price denominated in the currency of a market in which a substantial portion of the entity's equity securities trades must not be considered to contain a market, performance, or service condition. Therefore, an entity should not classify such an award as a liability if it otherwise qualifies for classification in equity. This guidance is effective for annual periods beginning on or after December 15, 2010, and will be applied prospectively. Affected entities will be required to record a cumulative catch-up adjustment to the opening balance of retained earnings for all awards outstanding as of the beginning of the annual period in which the guidance is adopted. Earlier application is permitted. The adoption of the guidance did not have a material effect on the Company's results of operations, financial position and cash flows.



In December 2010, the FASB issued an accounting update to require that supplemental pro forma information disclosures pertaining to acquisitions should be presented as if the business combination(s) occurred as of the beginning of the prior annual period when comparative financial statements are presented. This guidance also expands the supplemental pro forma disclosures to include a description of the nature and amount of material, nonrecurring pro forma adjustments directly attributable to the business combination included in the reported pro forma revenue and earnings. This guidance is effective for business combinations consummated in periods beginning after December 15, 2010. Early adoption is permitted. The Company will make the required disclosures prospectively as of the date of the adoption for any material business combinations or series of immaterial business combinations that are material in the aggregate. The adoption of the accounting standard did not have a material effect on the Company's consolidated financial statements.

In December 2010, the FASB issued an accounting update to modify Step 1 of the goodwill impairment test for reporting units with zero or negative carrying amounts. For those reporting units, an entity is required to perform Step 2 of the goodwill impairment test if it is more likely than not that a goodwill impairment exists. In determining whether it is more likely than not that a goodwill impairment exists, an entity should consider whether there are any adverse qualitative factors indicating that an impairment may exist. For public entities, this guidance is effective for impairment tests performed during entities' fiscal years that begin after December 15, 2010. Early application will not be permitted. The adoption of the accounting standard did not have a material effect on the Company's consolidated financial statements.

In May 2011, the FASB issued an accounting update to amend the fair value measurement guidance and include some enhanced disclosure requirements. The most significant change in disclosures is an expansion of the information required for Level 3 measurements based on unobservable inputs. The standard is effective for fiscal years beginning after December 15, 2011. Early adoption is not permitted. Since this standard impacts disclosure requirements only, its adoption is not expected to have a material impact on the Company's results of operations, financial condition or cash flows.

In June and December 2011, the FASB issued accounting updates to eliminate the current option to report other comprehensive income and its components in the statement of stockholders' equity. Instead, an entity will be required to present items of net income and other comprehensive income in one continuous statement or in two separate, but consecutive, statements. The new requirements do not change which components of comprehensive income are recognized in net income or other comprehensive income, or when an item of other comprehensive income must be reclassified to net income. This guidance must be applied retroactively and is effective for fiscal years beginning after December 15, 2011. Earlier application is permitted. Based on the Company's analysis, the Company currently does not anticipate that the new guidance will have a material effect on the Company's consolidated financial statements.

In September 2011, the FASB issued an accounting update, which is intended to reduce the cost and complexity of the annual goodwill impairment test by providing entities an option to perform a "qualitative" assessment to determine whether further impairment testing is necessary. Specifically, an entity has the option to first assess qualitative factors to determine whether it is necessary to perform the current two-step test. If an entity believes, as a result of its qualitative assessment, that it is more-likely-than-not that the fair value of a reporting unit is less than its carrying amount, the quantitative impairment test is required. Otherwise, no further testing is required. This standard is effective for annual and interim goodwill impairment tests performed for fiscal years beginning after December 15, 2011. Earlier adoption is permitted. The Company is currently evaluating the impact on the adoption of the update.

In December 2011, the FASB issued an accounting update, which creates new disclosure requirements regarding the nature of an entity's rights of setoff and related arrangements associated with its financial instruments and derivative instruments. Certain disclosures of the amounts of certain instruments subject to enforceable master netting arrangements or similar agreements would be required, irrespective of whether the entity has elected to offset those instruments in the statement of financial position. The disclosure requirements are effective for annual reporting periods beginning on or after January 1, 2013 with retrospective application required. Since this standard impacts disclosure requirements only, its adoption is not expected to have a material impact on the Company's results of operations, financial condition or cash flows.

b. Share-based compensation

The Company adopted share-based compensation guidance to recognize compensation cost of options granted by SENA. The guidance requires companies to estimate the fair value of share-based payment awards on the date of grant using an option-pricing model. The value of the portion of the award that is ultimately expected to vest is recognized as expense ratably over the requisite service period. The Company has estimated the fair value of stock options as of the date of grant using the Black-Scholes option pricing model.

The Compensation expenses related to stock options were NT\$17 million, NT\$5 million and NT\$2 million for 2009, 2010 and 2011, respectively. There is no income tax benefit effect related to share-based compensation arrangements.

The weighted average remaining contractual term and aggregate intrinsic value of options under the foregoing plans as of December 31, 2011 were as follows:

	<b>Weighted Average Remaining Contractual Term</b>	<b>Aggregate Intrinsic Value</b>
	<b>(In Years)</b>	<b>NT\$ (In Millions)</b>
Options outstanding	1.72	123
Options exercisable	1.72	123

The aggregate intrinsic value in the above table represents the total intrinsic value (the difference between the Company's closing stock price on the last trading day of fiscal year 2011 and the exercise price, multiplied by the number of in-the-money options) that would have been received by the option holders had all option holders exercised their options on December 31, 2011. Intrinsic value will change in future periods based on the fair market value of the Company's stock and the number of shares outstanding.

SENAO did not grant any options in 2009, 2010 and 2011.

Total intrinsic values of options exercised for the years ended December 31, 2009, 2010 and 2011 were NT\$113 million, NT\$110 million and NT\$193 million, respectively. Total fair values of shares vested during the years ended December 31, 2009, 2010 and 2011 were NT\$252 million, NT\$164 million and NT\$204 million, respectively.

As of December 31, 2011, there was no unrecognized compensation expense related to share-based compensation plan.

The compensation expenses were determined by calculating the fair value of each option grant using the Black-Scholes option-pricing model. SENAO used the following weighted-average assumptions in calculating the fair value of the options granted:

	<u>Year Ended December 31, 2011</u>
Expected dividend yield	0%-1.49%
Expected volatility	39.63%-49.88%
Risk free interest rate	1.75%-2.00%
Expected life	4.375 years

Risk-free interest rate is based on the rate of the Taiwan government bonds in effect at the time of grant. Expected volatilities are based on historical volatilities of stock prices of the similar company in the same industry and SENAO. Expected life represents the period that SENAO's share-based awards are expected to be outstanding and was determined based on historical experience regarding similar awards, giving consideration to the contractual term of the share-based awards. The dividend yield is zero as there are dividend protection rights in SENAO's option plans with the exception of the options granted in 2007. The expected dividend yield for SENAO's 2007 Plan is based on anticipated future cash dividends yield at the time of grant.

c. Marketable securities

	<u>December 31, 2010</u>		
	<u>Carrying Amount</u>	<u>Unrealized Gain</u>	<u>Unrealized Loss</u>
	NT\$	NT\$	NT\$
	(In Millions)		
<b>Available-for-sale securities</b>			
Open-end mutual funds	\$ 1,562	\$ 14	\$ 23
Domestic listed stocks	527	236	19
Corporate bonds	<u>102</u>	<u>1</u>	<u>-</u>
	<u>2,191</u>	<u>251</u>	<u>42</u>
<b>Held-to-maturity securities</b>			
Corporate bond	9,868	326	96
Bank debentures	<u>504</u>	<u>1</u>	<u>5</u>
	<u>10,372</u>	<u>327</u>	<u>101</u>
	<u>\$ 12,563</u>	<u>\$ 578</u>	<u>\$ 143</u>

	<u>December 31, 2011</u>		
	<u>Carrying Amount</u>	<u>Unrealized Gain</u>	<u>Unrealized Loss</u>
	NT\$	NT\$	NT\$
	(In Millions)		
<b>Available-for-sale securities</b>			
Open-end mutual funds	\$ 2,137	\$ 77	\$ 9
Domestic listed stocks	343	55	54
Corporate bonds	<u>77</u>	<u>1</u>	<u>-</u>
	<u>2,557</u>	<u>133</u>	<u>63</u>

(Continued)

	<b>December 31, 2011</b>		
	<b>Carrying Amount</b>	<b>Unrealized Gain</b>	<b>Unrealized Loss</b>
	NT\$	NT\$	NT\$
Held-to-maturity securities	\$ 13,790	\$ 129	\$ 4
Corporate bond	906	6	—
Bank debentures	14,696	135	4
	<u>\$ 17,253</u>	<u>\$ 268</u>	<u>\$ 67</u>

(Concluded)

The Company's gross realized gains on the sale of investments for the years ended December 31, 2009, 2010 and 2011 were NT\$553 million, NT\$476 million and NT\$137 million, respectively. The Company's gross realized losses on the sale of investments for the years ended December 31, 2009, 2010 and 2011 were NT\$695 million, NT\$654 million and NT\$84 million, respectively.

The carrying amounts at December 31, 2011 for debt securities classified as available-for-sale securities and held-to-maturity by contractual maturity are shown below.

	<b>December 31, 2011</b>
	NT\$
	(In Millions)
Due within one year or less	\$ 1,226
Due after one year through four years	<u>13,547</u>
	<u>\$ 14,773</u>

The following table shows the gross unrealized losses and fair value of the investments with unrealized losses that are not deemed to be other-than-temporarily impaired, aggregated by investment category and length of time that have been in a continuous unrealized loss position as of December 31, 2011:

	<b>Less than 12 Months</b>		<b>12 Months or Greater</b>		<b>Total</b>	
	<b>Fair Value</b>	<b>Unrealized Losses</b>	<b>Fair Value</b>	<b>Unrealized Losses</b>	<b>Fair Value</b>	<b>Unrealized Losses</b>
	NT\$	NT\$	NT\$	NT\$	NT\$	NT\$
	(In Millions)					
Open-end-mutual funds	\$ 80	\$ (7)	\$ 5	\$ (2)	\$ 85	\$ (9)
Domestic listed stocks	160	(29)	36	(25)	196	(54)
Corporate bond	<u>2,546</u>	<u>(4)</u>	<u>—</u>	<u>—</u>	<u>2,546</u>	<u>(4)</u>
	<u>\$ 2,786</u>	<u>\$ (40)</u>	<u>\$ 41</u>	<u>\$ (27)</u>	<u>\$ 2,827</u>	<u>\$ (67)</u>

The gross unrealized losses related to mutual funds, stocks and corporate bonds were due to fair value fluctuations. The Company reviewed its investment portfolio to identify and evaluate investments that have indications of possible impairment. Factors that were considered in determining whether a loss is other-than-temporary included but were not limited to, the length of time and extent to which fair value has been less than the cost basis, credit quality and the Company's ability and intent to hold the investment for a period of time sufficient to allow for any anticipated recovery in market value. As a result, the Company determined that aforementioned investments with unrealized losses were not deemed to be other-than-temporarily impaired as of December 31, 2011.

d. Fair value measurements

The fair value guidance requires disclosure that establishes a framework for measuring fair value and expands disclosure about fair value measurements. The standard describes a fair value hierarchy based on three levels of inputs that may be used to measure fair value. The level in the fair value hierarchy within which the fair value measurement in its entirety falls shall be determined based on the lowest level input that is significant to the fair value measurement in its entirety. These levels are:

- Level 1: Quoted prices in active markets for identical assets or liabilities that the Company has the ability to access at the measurement date;
- Level 2: Quoted prices in markets that are not active, or inputs which are observable, either directly or indirectly, for substantially the full term of the asset or liability; or
- Level 3: Prices or valuation techniques that require inputs that are both significant to the fair value measurement and are unobservable.

Assets and liabilities measured at fair value on a recurring basis

The following table presents our assets and liabilities measured at fair value on a recurring basis at December 31, 2010 and 2011:

	December 31, 2010			
	Level 1	Level 2	Level 3	Total
	NT\$	NT\$	NT\$	NT\$
	(In Millions)			
<b>Assets</b>				
Derivatives - currency swap contracts	\$ —	\$ 34	\$ —	\$ 34
Convertible bonds	43	—	—	43
Available-for-sale securities				
Open-end mutual funds	1,562	—	—	1,562
Domestic listed stocks	527	—	—	527
Corporate bonds	—	102	—	102
	<u>\$ 2,132</u>	<u>\$ 136</u>	<u>\$ —</u>	<u>\$ 2,268</u>

	December 31, 2011			
	Level 1	Level 2	Level 3	Total
	NT\$	NT\$	NT\$	NT\$
	(In Millions)			
<b>Assets</b>				
Derivatives - currency swap contracts	\$ —	\$ 6	\$ —	\$ 6
Convertible bonds	40	—	—	40
Available-for-sale securities				
Open-end mutual funds	2,137	—	—	2,137
Domestic listed stocks	343	—	—	343
Corporate bonds	—	77	—	77
	<u>\$ 2,520</u>	<u>\$ 83</u>	<u>\$ —</u>	<u>\$ 2,603</u>
<b>Liabilities</b>				
Derivative - currency swap contracts	<u>\$ —</u>	<u>\$ 4</u>	<u>\$ —</u>	<u>\$ 4</u>

Convertible bonds are actively traded or have quoted prices. For forward exchange and currency swap contracts, fair values are estimated using industry standard valuation models. These models use market-based observable inputs including interest rate curves, foreign exchange rates, and forward and spot prices for currencies to project fair value.

Available-for-sale financial assets include open-end mutual funds and domestic listed stocks that are actively traded or have quoted prices.

Corporate bonds are valued using market-based observable inputs including duration, yield rate and credit rating.

Assets measured at fair value on a nonrecurring basis

The tables below set out the balances for those assets required to be measured at fair value on a nonrecurring basis and the associated losses recognized during the years ended December 31, 2010 and 2011:

	<b>For the Year Ended December 31, 2010</b>			
	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>	<b>Total</b>
	NT\$	NT\$	NT\$	<b>Losses</b>
	(In Millions)			
<b>Assets</b>				
Cost method investees - DIG, A2P, ChipSip and CMI	\$ —	\$ —	\$ 40	\$ 59
Other assets	\$ —	\$ —	\$ 28	\$ 66

	<b>For the Year Ended December 31, 2011</b>			
	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>	<b>Total</b>
	NT\$	NT\$	NT\$	<b>Losses</b>
	(In Millions)			
<b>Assets</b>				
Cost method investees - GMC, RPTI, Aide, CQi, A2P, Procrystal, OptiVision and TFChemicals	\$ —	\$ —	\$ 170	\$ 148

The Company evaluated its cost method investees for impairment by using valuation models based on discounted future cash flows because there are no quoted fair value for such investments. Cost method investees held with a carrying amount of NT\$99 million were written down to their fair value of NT\$40 million, resulting in an impairment charge of NT\$59 million, which was included in earnings for the year ended December 31, 2010 and cost method investees held with a carrying amount of NT\$318 million were written down to their fair value of NT\$170 million, resulting in an impairment charge of NT\$148 million, which was included in earnings for year ended December 31, 2011.

Certain non-financial assets and non-financial liabilities measured at fair value on a recurring basis include reporting units measured at fair value in the first step of a goodwill impairment test, other non-financial long-lived assets and idle assets measured at fair value for impairment assessment. The Company calculates these fair values using the market approach which includes recent market condition and other economic factors as their fair value inputs. Other assets held with a carrying amount of NT\$94 million were written down to their fair value of NT\$28 million, resulting in an impairment charge of NT\$66 million, which was included in earnings for year ended December 31, 2010.

e. Advertising and promotion expenses

Advertising and promotional expenses are charged to income as incurred. These expenses were NT\$3,413 million, NT\$3,227 million and NT\$3,177 million for the years ended December 31, 2009, 2010 and 2011, respectively.

f. Income tax

Effective from January 1, 2007, the Company adopted the guidance of income taxes uncertainties. The guidance prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. The guidance also provides guidance on derecognition, classification, interest and penalties, disclosure and transition. The evaluation of a tax position in accordance with the guidance is a two step process. The first step is recognition, where we evaluate whether an individual tax position has a likelihood of greater than 50% of being sustained upon examination based on the technical merits of the position, including resolution of any related appeals or litigation processes. For tax positions that are currently estimated to have a less than 50% likelihood of being sustained, zero tax benefit is recorded. For tax positions that have met the recognition threshold in the first step, we perform the second step of measuring the benefit to be recorded. The actual benefits ultimately realized may differ from the Company's estimates. The adoption of the guidance did not have a material impact on the Company.

The Company did not identify significant unrecognized tax benefits for the year ended December 31, 2009, 2010 and 2011. The Company did not incur any interest or penalties related to potential underpaid income tax expenses.

g. Estimated aggregate amortization expense of intangible assets

As of December 31, 2011, the Company's estimated aggregate amortization expense for each of the five succeeding fiscal years is as follows:

<u>Year</u>	<u>Amount</u> NTS (In Millions)
2012	\$ 1,042
2013	980
2014	896
2015	824
2016	796
2017 and thereafter	1,547

h. Litigation

A portion of the land used by Chunghwa during the period July 1, 1996 to December 31, 2004 was co-owned by Chunghwa and Taiwan Post Co., Ltd. (the former Chunghwa Post Co., Ltd. directorate General of Postal Service). In accordance with the claims process in Taiwan, on July 12, 2005, the Taiwan Taipei District Court sent a claim notice to Chunghwa to reimburse Chunghwa Post Co., Ltd. in the amount of NT\$768 million for land usage compensation due to the portion of land usage area in excess of Chunghwa's ownership and along with interest calculated at 5% interest rate from June 30, 2005 to the payment date. Chunghwa stated that both parties have the right to use co-management land without consideration. Chunghwa Post Co., Ltd. can't request payment for land compensation. Furthermore, Chunghwa believes that the computation used to derive the land usage compensation amount is inaccurate because most of the compensation amount has expired as result of the expiration clause. Therefore, Chunghwa filed an appeal at the Taiwan Taipei District Court. On March 30, 2009, the Taiwan Taipei District Court rendered its judgment that Chunghwa only need to pay NT\$17 million along with interest calculated at 5% per annum from July 23, 2005 and 4% of the court fees as the court judgment

compensation. However, Chunghwa Post Co., Ltd. did not accept the judgment and filed an appeal at Taiwan High Court. Chunghwa also filed an appeal at the Taiwan High Court within the statutory period. On April 7, 2010, the Taiwan High Court rendered its judgment, ruling that Chunghwa was required to pay NT\$23 million as compensation in addition to the NT\$17 million from the Taiwan Taipei District Court judgment, along with interest calculated at 5% per annum from July 23, 2005 to the payment date and 12.5% of Chunghwa Post Co., Ltd.'s court fees from its original suit and subsequent appeal as compensation. Chunghwa has filed an appeal to the Supreme Court of the Republic of China within the statutory period. On June 22, 2011, the Supreme Court of the Republic of China remanded the aforementioned judgment from Taiwan High Court and the case was remanded back to the Taiwan High Court. On January 6, 2012, the Taiwan High Court rendered its judgment, ruling that Chunghwa was required to pay additional land compensation NT\$4 million along with related interest. Chunghwa withdrew the claim after evaluation.

The Company is involved in various legal proceedings of a nature considered normal to its business. It is the Company's policy to accrue for amounts related to these legal matters when it is probable that a liability has been incurred and the amount is reasonably estimable.

The Company believes that the various asserted claims and litigation in which it is involved will not materially affect its financial position, future operating results or cash flows, although no assurance can be given with respect to the ultimate outcome of any such claim or litigation.



**LIST OF SUBSIDIARIES**  
(as of March 31, 2012)

NAME OF ENTITY	JURISDICTION OF INCORPORATION
CHIEF Telecom Inc.	Taiwan, R.O.C.
Chunghwa International Yellow Pages Co., Ltd.	Taiwan, R.O.C.
Chunghwa Investment Co., Ltd.	Taiwan, R.O.C.
Chunghwa Precision Test Tech. Co., Ltd	Taiwan, R.O.C.
Chunghwa System Integration Co., Ltd.	Taiwan, R.O.C.
Light Era Development Co., Ltd.	Taiwan, R.O.C.
Senao International Co., Ltd.	Taiwan, R.O.C.
Spring House Entertainment Inc.	Taiwan, R.O.C.
Unigate Telecom Inc.	Taiwan, R.O.C.
Yao Yong Real Property Co., Ltd.	Taiwan, R.O.C.
New Prospect Investments Holdings Ltd.	British Virgin Islands
Prime Asia Investments Group Ltd.	British Virgin Islands
Chunghwa Investment Holding Company	Brunei
Concord Technology Co., Ltd.	Brunei
CHI One Investment Co., Ltd.	Hong Kong
Donghwa Telecom Co., Ltd.	Hong Kong
Senao International HK Limited	Hong Kong
Chunghwa Hsingta Company Ltd.	Hong Kong
Chunghwa Telecom Japan Co., Ltd.	Japan
Chief International Corp.	Samoa Islands
Senao International (Samoa) Holding Ltd.	Samoa Islands
Glory Network System Service (Shanghai) Co., Ltd.	People's Republic of China
Chunghwa Telecom (China), Co., Ltd	People's Republic of China
Chunghwa Telecom Singapore Pte., Ltd.	Singapore
Chunghwa Telecom Global, Inc.	United States of America

<b>NAME OF ENTITY</b>	<b>JURISDICTION OF INCORPORATION</b>
Chunghwa Precision Test Tech. USA Corporation	United States of America
Chunghwa Telecom Vietnam Co., Ltd.	Vietnam
Chunghwa Sochamp Technology Inc.	Taiwan, R.O.C.
Smartfun Digital Co., Ltd.	Taiwan, R.O.C.
Ceylon Innovation Co., Ltd.	Taiwan, R.O.C.
Senao Trading (Fujian) Co., Ltd.	People's Republic of China
Senao International Trading (Shanghai) Co., Ltd.	People's Republic of China
Senao International Trading (Shanghai) Co., Ltd.	People's Republic of China
Senao International Trading (Jiangsu) Co., Ltd.	People's Republic of China
Jiangsu Zhenhua Information Technology Company, LLC	People's Republic of China

## Code of Ethics of Chunghwa Telecom Co., Ltd.

All articles adopted by the 2nd special meeting of the Company's 3rd Board of Directors on April 28, 2004.

The amendment adopted by the 12th meeting of the Company's 4th Board of Directors on March 28, 2006.

All 19 articles amended by the 8th meeting of the Company's 6th Board of Directors on April 26, 2011.

### Article 1 Purpose and applicable scope

Chunghwa Telecom Co., Ltd. (hereinafter referred to as the "Company") and its directors, supervisors, managers, and employees shall conduct business throughout the world in accordance with the highest ethical standards. This Code of Ethics is hereby stipulated in order to establish an obedience and maintenance standard.

The Code of Ethics embodies rules regarding individual and group responsibilities, as well as responsibilities to the Company, the public, and other stakeholders. This Code of Ethics applies to the Company's directors, supervisors, managers, and employees. The purpose of this Code of Ethics is to prevent from wrongdoing and to cause their conducts to be in compliance with the following requirements:

1. Honesty and ethics;
2. Avoiding conflict of interest;
3. No appropriation for personal gains;
4. Caring for employees;
5. Keeping trade secrets;
6. Disclosing the Company's information in a full, fair, accurate, timely, and understandable manner;
7. Treating fairly with the Company's customers, suppliers, and competitors;
8. Protecting the Company's assets and utilizing them in an efficient and legitimate manner;
9. Complying with laws, rules, and regulations;
10. Preventing from insider trading;
11. Preventing from corruption and bribery;
12. Implementing environmental protection and establish a healthy and safeworking environment;
13. Reporting and handling discovered violations against the Code of Ethics; and
14. Full understanding and compliance with this Code of Ethics.

### Article 2 Honesty and ethics

The Company's directors, supervisors, managers, and employees shall act according to the ethics and perform their duties with honesty.

Honest conduct mentioned above refers to a conduct that is free from intent of fraud or fact of deception. Conduct in compliance with ethics refers to a conduct that meets the professional standards, including the handling of conflict of interests in connection with the personal matters or their duties.

### Articles 3 Avoiding conflict of interest

"Conflict of interests" stipulated in the previous Article refers to a situation where directors, supervisors, managers, and employees face a choice between their personal interests (financial interests or otherwise) and the interests of the Company.

Conflict of interests will always cause public concerns toward the Company's image. Services to the Company shall not be provided basing on personal interests, and directors, supervisors, managers, and employees are required to act in the Company's best interest to avoid from any conflict of interests.

Where the Company's directors, supervisors, managers, and employees are in a position whose objectivity may be questioned because of personal interests or interests of their spouse, children, or relatives within the second degree (including working for companies whose interests are in direct competition with the Company) shall notify their immediate supervisor or the Company's Human Resources Department. Where any individual is aware that a material transaction or relationship might gives rise to a personal conflict of interests, he/she shall discuss about the matter with his/her immediate supervisor or the Company's Human Resources Department immediately.

A conflict of interests may arise when a director or supervisor takes actions or has interests that might make him/her difficult to perform the director's or supervisor's duty objectively and effectively. Conflict of interests will arise where a director or supervisor, or the director's or supervisor's spouses, children or relatives within the second degree, receives improper personal benefits because of the director's or supervisor's position in the Company. Directors or supervisors shall not have a direct economic relationship with the Company unless otherwise authorized by Chunghwa's Board of Directors (hereinafter referred to as the "Board").

Loans to or guarantees in favor of directors, supervisors, senior managers or their spouses, children, and relatives within the second degree are prohibited in order to avoid from conflict of interests. Loans to other personnel shall be reviewed and approved in advance pursuant to the Company's rules.

While potential conflict of interests involving directors, supervisors, or senior managers shall be reviewed directly by the Board, those of other personnel of the Company shall be reviewed in accordance with the Company's relevant regulations. The relevant activities may be permitted if they are determined to be not harmful to the Company.

#### **Article 4 No appropriation for personal gains**

Directors, supervisors, managers, and employees have a duty to protect the Company's legitimate interests. Unless the Company otherwise agrees, any individual shall not take advantage of the Company's assets, information or its position to obtain personal interests.

Any person is prohibited from competing with the Company unless it is otherwise approved in writing by the Company's Human Resources Department in advance.

#### **Articles 5 Caring for Employees**

Employees are the most important assets of the Company. The Company's sustainable development relies on excellent employees who have realized their dreams in an excellent working environment and abundant business opportunities. The Company's management shall be in compliance with the following requirements:

1. Complying with labor related laws and regulations;
2. Treating each employee fairly, openly, and justly;
3. Caring for employees, respecting employees, and listening to the employees;
4. Motivating employee's innovation and passion toward the Company;
5. Providing employees with a safe, healthy, and sanitary working environment;
6. Striving to improve working conditions;
7. Protecting employee's legitimate rights and interests;
8. Improving harmony relationship between employer and employees;
9. Creating working opportunities of employees and value; and
10. Implementing the compliance with collective bargaining agreement.

#### **Article 6 Keeping trade secrets**

"Trade secret" is defined under this Code of Ethics to include all the Company's trade secrets and information that is obtained from or through business or cooperative relationship which shall be kept confidential. The Company's directors, supervisors, managers, and employees shall keep the trade secret they obtain in confidential, except where a disclosure is required by applicable laws, rules or regulations or authorized by the Company.

#### **Article 7 Disclosing the Company's information in a full, fair, accurate, timely, and understandable manner**

All the Company related transactions and any disposition of assets shall be reflected in the accounts, financial statements and records of the Company in a full, fair, accurate, and timely manner.

All directors, supervisors, managers, and employees handling the Company's disclosure process are required to know and understand the relevant rules with respect to disclosure requirements within the scope of their duties and shall ensure that information in documents that the Company files with or submits to the Securities and Futures Bureau, Financial Supervisory Commission, Executive Yuan, R.O.C (hereinafter referred to as "SFB") and the U.S. Securities and Exchange Commission (hereinafter referred to as "U.S. SEC"), or information otherwise disclosed to the public, is

provided in a full, accurate, timely, and understandable manner.

The Company's financial statements must be prepared in accordance with the Company's internal accounting principles so that the financial statements will fairly and completely reflect the business transactions and financial condition of the Company.

Directors, supervisors, managers, and employees shall not intentionally make (or cause others to make) any incomplete, misleading, or false statement to an attorney, accountant, government agencies, audit institutions, or relevant agencies (such as the SFB, New York Stock Exchange, or U.S. SEC). Any of the abovementioned personnel shall not directly or indirectly coerce, manipulate, mislead, or fraudulently influence any of the Company's auditors if he/she knows (or shall have known) that his/her actions, if successful, have resulted in a significant misleading in the Company's financial statements.

#### **Article 8 Treating fairly with the Company's customers, suppliers, and competitors**

The Company strives to increase its market competitiveness through its superior performance and products without the use of illegal or unethical manners. The Company's directors, supervisors, managers, and employees shall respect the rights and benefits of, and shall treat fairly with, the Company's customers, suppliers, competitors, and employees, and shall not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, or any material misrepresentation. Any person shall not engage in any of the following activities:

1. Receiving from or giving to any customer, supplier, or any party related to the Company any rebate or other improper benefits;
2. Spreading false rumors about customers, suppliers, or competitors;
3. Intentionally misrepresenting the function, quality or content of the Company's products and services; or
4. Taking unfair advantage of any third party to obtain unfair benefits in order to benefit the Company.

#### **Article 9 Protecting the Company's assets and utilizing them in an efficient and legitimate manner**

The Company's assets shall be well protected and can only be used for legitimate business purpose of the Company. The Company's assets, whether tangible or intangible, may be used only by authorized employees or their designees unless it is otherwise permitted by the management.

Any person shall not make use of, steal, or intentionally misappropriate the assets of the Company or of any customers (including any trade secrets of the Company), for personal use, the use of another, or for other improper purpose. Any person shall not remove, destroy, or dispose of any valuables of the Company without the permission of management.

#### **Article 10 Complying with applicable governmental laws, rules and regulations**

Directors, supervisors, managers, and employees are obliged to comply with all laws and regulations applicable to the Company's businesses activities and with all the Company policies.

The Company's businesses activities are subject to the relevant laws, regulations, and rules in the R.O.C and U.S., and are subject to market examination and other regulatory supervisory. The Company's products and services are provided basing on contractual commitments which subject to the following principles:

1. Any person shall not intentionally violate any laws or regulations and shall consult with personnel in the internal legal department on any matter that is likely to violate any law or regulation or any of the Company's contractual commitment.
2. Any person shall not obtain benefits from a customer and supplier by any illegitimate manner (including intention to mislead or manipulate) and shall not make a misstatement about the Company or its products or services.
3. Any person shall not make a misstatement about facts, contractual terms, or Chunghwa policies to customer, supplier, or regulator. If a misstatement is made, it shall be presented to with the supervisor and the internal legal department for consultation and corrected as soon as possible.
4. Procedures established by the Company that governs the retention and destruction of records shall be in line with applicable laws and regulations, the Company's policies, and business needs. Documents related to any pending or

potential lawsuit or governmental investigation may not be destroyed, altered, or falsified. Where there is an event of litigation or government investigation, it shall be presented to the internal legal department for consultation and handled according to its instructions accordingly.

5. Any of the following illegal business practices shall not be done with representatives of competing companies:
  - (1) Setting prices jointly;
  - (2) Allocating or dividing markets or customers;
  - (3) Boycotting or refusing from trading with other customers, suppliers, or competitors; or
  - (4) Engaging in any other illegal behavior that would restrain competition.
6. Any person shall not discuss or exchange sensitive business competing information with representatives of competing companies unless otherwise with a prior approval of the internal legal department or the compliance officer.

#### **Article 11 Preventing from insider trading**

Directors, supervisors, managers, and employees are prohibited from trading securities while they are in possession of material nonpublic information.

Directors, supervisors, managers, and employees shall comply with the relevant securities laws and the Company's policies regarding insider trading, securities transactions and processing of business confidential information.

The Company, directors, supervisors, managers, and employees shall follow the following basic rules when engaging in securities (including bonds) transactions:

1. Complying with all applicable insider trading related laws.
2. Unless otherwise permitted by the R.O.C. laws or approved by the relevant authority, any person shall not trade the Company securities while he/she possesses material and nonpublic information about the Company's operations, activities, plans, or financial results.
3. Material information refers to the information that may affect someone's decision to buy, hold, or sell a company's securities. Material information includes a company's expected earnings, significant businesses plans of acquisition or sale, and changes to senior high-level managers. Any trading is prohibited prior to disclosure of material information or within 18 hours after the disclosure.
4. Unless otherwise permitted by the laws or rules of the SFB or U.S. SEC, any person shall not trade securities of other companies when he/she possesses material nonpublic information about the companies. In addition, any person shall not trade securities of other companies when such trade will become illegal or result in a conflict of interests.
5. Material nonpublic information of the Company and other companies which belongs to the Company cannot be appropriated by any person and shall not be disclosed to the following persons even there is no profits arising therefrom:
  - (1) The Company's employees who does not need to know the information for operational purpose;
  - (2) Non-The Company's employees, unless otherwise a prior approval is obtained from the management.
6. The abovementioned rules apply to the Company's employees' spouses, children, relatives within the second degree, and anyone else who lives together. The Company's employees must be cautious when discussing about your work with friends, spouses, children, relatives within the second degree, anyone else who lives together, or with other employees.

The rules outlined above apply to the following situations:

1. Transactions of the Company's common shares (including stock options), preferred shares, and bond.
2. Transfers of accumulated value of any Chunghwa common share in any Chunghwa benefit plan that is subject to an individual's control.
3. Under certain circumstances, purchases or sales of securities in other companies and transactions made in

foreign securities markets.

An insider trading is prohibited by the Company. While the Company has established rules to avoid from insider trading, any person who is found to likely have involved in an insider trading shall be reported to relevant authority for investigation.

#### **Article 12 Preventing from corruption and bribery**

All directors, supervisors, managers, and employees shall comply with Ethical Corporate Management Best Practice Principles for the Company and the following regulations:

1. Shall not provide, commit, demand, or accept illegal gains in any form directly or indirectly in order to establish a business relationship or affect commercial transactions.
2. Shall make donation directly or indirectly to political parties or organizations and individuals involved in political activities only in accordance with the Political Donations Act and internal relevant business procedure of company, and shall not acquire any commercial interest and/or trade advantages.
3. Shall make charity donations or execute sponsorships only in accordance with relevant rules and internal operational procedure which shall not engage in any bribery.

#### **Article 13 Implementing environmental protection and establishing a healthy and safe working environment**

Directors, supervisors, managers, and employees of the Company shall comply with environmental protection related laws and regulations, as well as the company internal rules for implementing the company's environmental protection concept and realizing the company's commitment to environmental protection. The Company values efficiency and recycle of various resources in all business activities. The Company actively participates in environmental protection activities and strives to protect environment.

Directors, supervisors, managers, and employees, shall comply with applicable domestic and international laws, regulations, and the company's internal rules for maintenance of safety of working environment and physical/mental health. The Company provides employees with periodical health examination, safety education, health education and training, and physical/mental health activities.

Customers' health and safety is the first priority in all business activities. The Company provides customers with the relevant information for correct use of products and services as well as management methods.

#### **Article 14 Reporting and handling discovered violations against the Code of Ethics**

Where a director, supervisor, manager, and an employee becomes aware of or engages in any conduct or activity that is likely to violate this Code of Ethics or an applicable law or regulation, he/she shall promptly report the event to the Company's Human Resources Department. Any person making the report shall provide enough information to enable the Company to properly address the matter.

The Company has established related procedures for submitting matters regarding accounting, internal accounting controls, or auditing matters to the Audit Committee.

Any person will not be subject to retaliation of any kind (or threat of retaliation) for reporting any ethical concerns, suspected violations to securities related law, or other suspected misconduct in good faith. Any person who believes that he/she has been under a retaliation (or threatened or harassed) as a result of above action shall immediately report the matter to his/her immediate supervisor or the Company's Human Resources Department.

#### **Article 15 Full understanding and compliance with this Code of Ethics**

Each director, supervisor, manager, and employee is obliged to carefully read, clearly understand, and comply with this Code of Ethics and, as necessary, to seek clarification on any key point. Where a manager or employee fails to comply with this Code of Ethics, including supervisors who fail to make a report, may be subject to disciplinary action of termination of the employment agreement.

The Company shall actively remind the importance of compliance with the company's policies. Any violation of certain of the Company's policies is likely to cause the Company and the relevant personnel to be responsible for civil liability and damages, administrative penalty, or criminal prosecution.

Any doubt regarding this Code of Ethics shall be directed to the immediate supervisor or the Company's Human Resources Department.

#### **Article 16 Waivers**

The Company may, by a prior approval, waive application to this Code of Ethics for directors, supervisors, managers, and employees under certain limited situations. The waivers for directors, supervisors, or senior managers shall be granted by the Board. Waivers of other personnel shall be reviewed by a special committee chaired by the Senior Vice President of headquarters. Where the waiver shall be granted if it is in compliance with the laws or company rules, the waiver that is not in violation of the company's legitimate business policies may be granted at discretion.

The Company shall promptly disclose to the shareholders about the names of directors, supervisors, or senior managers receiving the waiver, the contents of and reason for such waiver and state the same in the Company's public periodic report for the next issue.

#### **Article 17 Application to affiliates and organization**

Group enterprises or entities such as the Company's subsidiaries, institutes with direct or indirect cumulative donation funds exceeding 50%, and institutions or legal persons with substantial controlling power shall proceed with business activities in accordance with this Code of Ethics and may establish relevant provisions for need of business operation.

#### **Article 18 Riders**

This Code of Ethics is established solely for the internal use by the Company. It is not intended to and does not give any rights to any employee, customer, supplier, competitor, shareholder, or any other person or entity. It does not in any way constitute a commitment, by or on behalf of the Company, as to any fact, circumstance or legal conclusion.

#### **Article 19 Enforcement**

This Code of Ethics is enforced upon the approval of the Board and the same procedures will apply to amendment thereafter from time to time.



### Certification by the Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, Shyue-Ching Lu, certify that:

1. I have reviewed this annual report on Form 20-F of Chunghwa Telecom Co., Ltd.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the company as of, and for, the periods presented in this report;
4. The company's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the company and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the company's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the company's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the company's internal control over financial reporting; and
5. The company's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the company's auditors and the audit committee of the company's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the company's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the company's internal control over financial reporting.

Date: April 20, 2012



By: \_\_\_\_\_  
 Name: Shyue-Ching Lu  
 Title: Chairman and Chief Executive Officer

### Certification by the Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, Shu Yeh, certify that:

1. I have reviewed this annual report on Form 20-F of Chunghwa Telecom Co., Ltd.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the company as of, and for, the periods presented in this report;
4. The company's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the company and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the company's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the company's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the company's internal control over financial reporting; and
5. The company's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the company's auditors and the audit committee of the company's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the company's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the company's internal control over financial reporting.

Date: April 20, 2012



By: \_\_\_\_\_

Name:

Shu Yeh

Title:

Chief Financial Officer

**Certification by the Chief Executive Officer  
Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002**

In connection with the Annual Report on Form 20-F of Chunghwa Telecom Co., Ltd. (the "Company") for the year ended December 31, 2011 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Shyue-Ching Lu, Chairman and Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: April 20, 2012



By: \_\_\_\_\_  
Name: Shyue-Ching Lu  
Title: Chairman and Chief Executive Officer

**Certification by the Chief Financial Officer**  
**Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002**

In connection with the Annual Report on Form 20-F of Chunghwa Telecom Co., Ltd. (the "Company") for the year ended December 31, 2011 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Shu Yeh, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: April 20, 2012



By: \_\_\_\_\_

Name:

Shu Yeh

Title:

Chief Financial Officer



## Chunghwa Telecom Co., Ltd.

### Transfer Agent

Yuanta Securities Co. Ltd.  
Registrar & Transfer Agency Department  
B1, No. 210, Sec.3, Chengde Rd., Taipei, 103  
Tel: 886-2-2586-5859  
<http://agent.yuanta.com.tw/index.htm>

### Exchange of ADR Listing

The New York Stock Exchange  
Ticker symbol: CHT  
<http://www.nyse.com>

### ADR Depositary Bank

JPMorgan Depositary Receipts  
1 Chase Manhattan Plaza, Floor 58  
New York, NY 10005, U.S.A.  
Tel: 1-866-JPM-ADRS  
<http://www.adr.com>

### Inquires on ADR Investment

Toll free in USA: 1-800-990-1135  
Outside USA: 1-651-453-2128  
[jpmorgan.adr@wellsfargo.com](mailto:jpmorgan.adr@wellsfargo.com)  
Regular Correspondence:  
JPMorgan Chase & Co.  
P.O. Box 64504  
St. Paul, MN 55164-0504, U.S.A.  
Overnight mail:  
JPMorgan Chase & Co.  
161 N. Concord Exchange  
South St. Paul, MN 55075, U.S.A.

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## Chunghwa Telecom Overseas Office

### Bangkok Representative Office

General Manager: Frank Tseng,  
TEL : +66-2 248 7101, FAX : +66-2 248 7100

### Beijing Representative Office

General Manager: Teng Jian  
TEL : +86-10 6801 8035, FAX : +86-10 6801 6309

### Europe Representative Office

General Manager: Lawrence Wei,  
TEL : +31-20-545-3355, FAX: +31-20-545-3354

## Contact Information for Chunghwa Telecom and Affiliates

### Headquarters

21-3 Hsinyi Rd., Sec. 1, Taipei 100

TEL : 886-2-2344-3691

FAX : 886-2-2356-8306

<http://www.cht.com.tw>

### Northern Taiwan Business Group

42 Renai Rd., Sec. 1, Taipei 100

TEL : 886-2-2344-2487

FAX : 886-2-2341-2564

### Southern Taiwan Business Group

230 Linsen 1st Rd., Kaohsiung 800

TEL : 886-7-344-3350

FAX : 886-7-344-3391

### Mobile Business Group

35 Aikuo E. Rd., Taipei 106

TEL : 886-2-3316-6121

FAX : 886-2-2356-3023

### Data Communications Business Group

21 Hsinyi Rd., Sec. 1, Taipei 100

TEL : 886-2-2344-4756

FAX : 886-2-2394-8404

### International Business Group

31 Aikuo E. Rd., Taipei 106

TEL : 886-3-2344-3923

FAX : 886-3-2393-0144

### Enterprise Business Group

16F., No.88, Sec. 4, Hsinyi Rd., Taipei 106

TEL : 886-2-2326-6688

FAX : 886-2-2326-6833

### Telecommunication Laboratories

12 Minzu Rd., Sec. 5, Lane 551

Yangmei Jen, Taoyuan County 326

TEL : 886-3-424-4123

FAX : 886-3-490-4464

### Telecommunication Training Institute

168 Minzu Rd., Panchiao, New Taipei City 220

TEL : 886-2-2963-9586

FAX : 886-2-2955-4144

## Creating a Digital Life: Be Bold and Be Innovative

We endeavor to accelerate the creation of fiber broadband network environment, advance into 4G mobile internet era, and implement green energy solutions to sustain our environment.

We have initiated a cloud service platform in supporting apps mall for developing and promoting cloud applications. Our advanced platform and services will effectively and efficiently leverage the professional knowledge of experts from a wide variety of backgrounds including industry, academia, technology R&D, etc.

We believe in creating and in facilitating a better digital environment, as we become the most trustworthy and value-creating information communication technology company in servicing our clients.



Chunghwa Telecom

21-3, Hsinyi Rd., Sec. 1, Taipei, Taiwan 100, R.O.C

TEL : 886-2-2344-5488

FAX : 886-2-3393-8188

[http : //www.cht.com.tw](http://www.cht.com.tw)