

CHUNGHWA TELECOM CO LTD
Form 6-K
March 31, 2011

1934 Act Registration No. 1-31731

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 6-K

**REPORT OF FOREIGN PRIVATE ISSUER
PURSUANT TO RULE 13a-16 OR 15d-16 OF
THE SECURITIES EXCHANGE ACT OF 1934**

Dated March 31, 2011

Chunghwa Telecom Co., Ltd.

(Translation of Registrant's Name into English)

21-3 Hsinyi Road Sec. 1,

Taipei, Taiwan, 100 R.O.C.

(Address of Principal Executive Office)

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(Indicate by check mark whether the registrant files or will file annual reports under cover of form 20-F or Form 40-F.)

Form 20-F Form 40-F

(Indicate by check mark whether the registrant by furnishing the information contained in this form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.)

Yes No

(If Yes is marked, indicated below the file number assigned to the registrant in connection with Rule 12g3-2(b): Not applicable)

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant Chunghwa Telecom Co., Ltd. has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: 2011/03/31

Chunghwa Telecom Co., Ltd.

By: /s/ Shu Yeh

Name: Shu Yeh

Title: Senior Vice President CFO

Index to Exhibits

| Exhibit | Description |
|---------|--|
| 1 | Press Release, Dated March 31, 2011, Relating to the Announcement for the Convention of 2011 Annual General Shareholders Meeting of Chunghwa Telecom Co., Ltd. |
| 2 | Supplemental announcement, dated March 31, 2011, regarding the Annual Shareholder s Meeting of Chunghwa Telecom Co., Ltd. on June 24, 2011. |

Announcement for the Convention of 2011 Annual General Shareholders Meeting of

Chunghwa Telecom Co., Ltd.

Taipei, Taiwan, R.O.C. March 31, 2011 Chunghwa Telecom Co., Ltd (TAIEX: 2412, NYSE: CHT) (Chunghwa or the Company), today announced that the Company will hold its annual general shareholders meeting (the Meeting) at Chunghwa Telecom Training Institute (No. 168, Minzu Road, Banchiao District, New Taipei City, Taiwan, R.O.C.) at 9:00 a.m., Friday, June 24, 2011.

As provided in Article 165 of the ROC Company Law, the shareholder register shall be closed for registration of share transfer from April 26 to June 24, 2011. Any person who has acquired Chunghwa s shares but not registered as a holder of such shares shall apply for registration with the Taishin International Bank Stock Affairs Department (B1, No. 96, Sec. 1, Jianguo N. Road, Taipei, Taiwan, R.O.C.) by 5:00 p.m., April 25, 2011, in person, or before April 25, 2011 by post, as per postal office stamp date.

The period (the Submission Period) for shareholders holding at least 1% of outstanding Chunghwa shares to submit any shareholder proposals with Chunghwa for voting at the Meeting is from 9:00 a.m. to 5:00 p.m., April 15 to April 25, 2011. Each qualified shareholder can submit one proposal. All submissions must be made in Chinese, be less than 300 characters and be made to the Finance Department of Chunghwa Telecom Co., Ltd. (21-3 Xinyi Rd., Sec. 1, Taipei, Taiwan, R.O.C.) within the Submission Period in accordance with Article 172-1 of the ROC Company Law.

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

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

About Chunghwa Telecom

Chunghwa Telecom (TAIEX 2412, NYSE: CHT) is the leading telecom service provider in Taiwan. Chunghwa Telecom provides domestic fixed line services, mobile services, Internet services and international fixed line services to residential and business customers in Taiwan.

If you have any questions in connection with the Meeting, please contact the following person:

Fu-fu Shen

Investor Relations

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21-3 Xinyi Road, Section 1,

Taipei, Taiwan,

Republic of China

Supplemental announcement regarding the Company's annual general meeting on June 24, 2011

1. Date of the board of directors resolution: 2011/03/29

2. Date for convening the shareholders' meeting: 2011/06/24

3. Location for convening the shareholders' meeting:
Chunghwa Telecom Training Institute (No. 168, Minzu Road, Banchiao District, New Taipei City, Taiwan, R.O.C.)

4. Cause or subjects for convening the meeting:
 - (1) Reports:
 - a. The Company's 2010 business report

 - b. 2010 supervisors' audit report concerning the Company's 2010 financial statements

 - c. Report of enacting Ethical Corporate Management Best Practice Principles of Chunghwa Telecom Co., Ltd.

 - (2) Issues to be ratified by shareholders:
 - a. Ratification of 2010 business report and financial statements

 - b. Ratification of the proposal for the distribution of 2010 earnings
Cash dividend: NT\$5.5243 / share
Employee cash bonuses: NT\$2,144,074,405
Compensation of directors and supervisors: NT\$45,043,580

 - (3) Issues to be discussed

 - (4) Other business and special motions

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5. Book closure starting and ending dates: 2011/04/26~2011/06/24

6. Any other matters that need to be specified: None