

CHUNGHWA TELECOM CO LTD

Form F-6

November 13, 2007

As filed with the U.S. Securities and Exchange Commission on November 13, 2007
Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM F-6

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933
For Depository Shares Evidenced by American Depository Receipts

(Exact name of issuer of deposited securities as specified in its charter)

Chunghwa Telecom Co. Ltd.
(Translation of issuer's name into English)

Republic of China
(Jurisdiction of incorporation or organization of issuer)

JPMORGAN CHASE BANK, N.A.
(Exact name of depository as specified in its charter)

4 New York Plaza, New York, NY 10004
Telephone (212) 623-0636
(Address, including zip code, and telephone number, including area code, of depository's principal executive offices)

CT Corporation System
111 Eighth Avenue, 13th Floor
New York, NY 10011
Telephone: (212) 894-8940
(Address, including zip code, and telephone number, including area code, of agent for service)

Copy to:

Scott A. Ziegler, Esq.
Ziegler, Ziegler & Associates LLP
570 Lexington Avenue, 44th Floor
New York, New York 10022
(212) 319-7600

Chris K. H. Lin, Esq.
Simpson Thacher & Bartlett LLP
35th Floor, ICBC Tower
3 Garden Road
Central, Hong Kong
(852) 2514-7600

It is proposed that this filing become effective under Rule 466
o immediately
upon filing
o on (Date) at
(Time)

If a separate registration statement has been filed to register the deposited shares, check the following box.

CALCULATION OF REGISTRATION FEE

| Title of each class of Securities to be registered | Amount to be registered | Proposed maximum aggregate price per unit ⁽¹⁾ | Proposed maximum aggregate offering price ⁽²⁾ | Amount of registration fee |
|--|--|---|---|-----------------------------------|
| American Depositary Shares evidenced by American Depositary Receipts, each American Depositary Share representing ten common shares of Chunghwa Telecom Co. Ltd. | 1,000,000,000 American Depositary Shares | \$0.05 | \$50,000,000 | \$1535 |

(1) Each unit represents one American Depositary Share.

(2) Estimated solely for the purpose of calculating the registration fee. Pursuant to Rule 457(k), such estimate is computed on the basis of the maximum aggregate fees or charges to be imposed in connection with the issuance of American Depositary Receipts evidencing American Depositary Shares.

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

PART I
INFORMATION REQUIRED IN PROSPECTUS

The Prospectus consists of the proposed form of American Depositary Receipt (“ADR” or “American Depositary Receipt”) included as Exhibit A to the Amended and Restated Deposit Agreement filed as Exhibit (a) to this Registration Statement, which is incorporated herein by reference.

CROSS REFERENCE SHEET

Item 1. DESCRIPTION OF SECURITIES TO BE REGISTERED

| Item Number and Caption | | Location in Form of American Depositary Receipt Filed Herewith as Prospectus |
|-------------------------|---|--|
| (1) | Name and address of Depositary | Introductory paragraph |
| (2) | Title of American Depositary Receipts and identity of deposited securities | Face of American Depositary Receipt, top center |
| | Terms of Deposit: | |
| (i) | Amount of deposited securities represented by one unit of American Depositary Shares | Face of American Depositary Receipt, upper right corner |
| (ii) | Procedure for voting, if any, the deposited securities | Articles 15, 16 and 18 |
| (iii) | Collection and distribution of dividends | Articles 4, 12, 13, 15 and 18 |
| (iv) | Transmission of notices, reports and proxy soliciting material | Articles 11, 15, 16 and 18 |
| (v) | Sale or exercise of rights | Articles 13, 14, 15 and 18 |
| (vi) | Deposit or sale of securities resulting from dividends, splits or plans of reorganization | Articles 12, 13, 15, 17 and 18 |
| (vii) | Amendment, extension or termination of the Deposit Agreement | Articles 20 and 21 |
| (viii) | Rights of holders of receipts to inspect the transfer books of the Depositary and the list of Holders of receipts | Article 11 |
| (ix) | Restrictions upon the right to deposit or withdraw the underlying securities | Articles 2, 3, 4, 5, 6, 8 and 22 |
| (x) | Limitation upon the liability of the Depositary | Articles 14, 18, 19 and 21 |
| (3) | Fees and Charges | Articles 7 and 8 |

Item 2. AVAILABLE INFORMATION

| Item Number and Caption | Location in Form of American Depositary Receipt Filed Herewith as Prospectus |
|---|--|
| (b) Statement that Chunghwa Telecom Co. Ltd. is subject to the periodic reporting requirements of the Securities Exchange Act of 1934 and, accordingly, files certain reports with the Commission, and that such reports can be inspected by holders of American Depositary Receipts and copied at public reference facilities maintained by the Commission in Washington, D.C. | Article 11 |

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 3. EXHIBITS

- (a) **Form of Deposit Agreement.** Form of Amended and Restated Deposit Agreement dated as of November , 2007 among Chunghwa Telecom Co. Ltd., JPMorgan Chase Bank, N.A., as depositary (the "Depositary"), and all holders from time to time of ADRs issued thereunder (the "Deposit Agreement"), including the Form of American Depositary Receipt, is filed herewith as Exhibit (a).
- (b) **Any other agreement to which the Depositary is a party relating to the issuance of the American Depositary Shares registered hereunder or the custody of the deposited securities represented thereby.** Not Applicable.
- (c) **Every material contract relating to the deposited securities between the Depositary and the issuer of the deposited securities in effect at any time within the last three years.** Not Applicable.
- (d) **Opinion of Ziegler, Ziegler & Associates LLP, counsel to the Depositary, as to the legality of the securities being registered.** Filed herewith as Exhibit (d).
- (e) **Certification under Rule 466.** Not applicable.
- (f) **Power of Attorney.** Included as part of the signature pages hereto.

Item 4. UNDERTAKINGS

- (a) The Depositary hereby undertakes to make available at the principal office of the Depositary in the United States, for inspection by holders of the American Depositary Receipts, any reports and communications received from the issuer of the deposited securities which are both (1) received by the Depositary as the holder of the deposited securities, and (2) made generally available to the holders of the underlying securities by the issuer.
- (b) If the amounts of fees charged are not disclosed in the prospectus, the Depositary undertakes to prepare a separate document stating the amount of any fee charged and describing the service for which it is charged and to deliver promptly a copy of such fee schedule without charge to anyone upon request. The Depositary undertakes to notify each registered holder of an American Depositary Receipt thirty days before any change in the fee schedule.

SIGNATURE

Pursuant to the requirements of the Securities Act of 1933, as amended, JPMorgan Chase Bank, N.A., on behalf of the legal entity created by the Deposit Agreement, certifies that it has reasonable grounds to believe that all the requirements for filing on Form F-6 are met and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in The City of New York, State of New York, on November 13, 2007.

Legal entity created by the form of Deposit Agreement for the issuance of ADRs evidencing American Depositary Shares

By: JPMORGAN CHASE BANK, N.A., as Depositary

By: /s/ Melinda L. VanLuit

Name: Melinda L. VanLuit

Title: Vice President

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, Chunghwa Telecom Co. Ltd. certifies that it has reasonable grounds to believe that all the requirements for filing on Form F-6 are met and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Taipei, Taiwan, Republic of China on November 12, 2007.

Chunghwa Telecom Co. Ltd.

By: /s/ Tan Ho Chen

Name: Tan Ho Chen

Title: Chairman and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each individual whose signature appears below constitutes and appoints Mr. Tan Ho Chen and Mr. Shyue-Ching Lu, and each of them, as his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including pre-effective and post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she may or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

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Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed on November 12, 2007 by the following persons in the capacities and on the dates indicated:

| Signature | Title | Date |
|---|---|-------------------|
| /s/Tan Ho Chen Tan Ho Chen | Chairman and Chief Executive Officer | November 12, 1007 |
| /s/Shyue-Ching Lu Shyue-Ching Lu | Director and President | November 12, 1007 |
| /s/Joseph C.P. Shieh Joseph C.P. Shieh | Chief Financial Officer | November 12, 1007 |
| /s/Oliver F.L. Yu Oliver F.L. Yu | Director | November 12, 1007 |
| /s/Yu-Huei Jea Yu-Huei Jea | Director | November 12, 1007 |
| /s/Jeng-Tsuen Liaw Jeng-Tsuen Liaw | Director | November 12, 1007 |
| /s/Chao-I Hsieh Chao-I Hsieh | Director | November 12, 1007 |
| Yu Cheng | Director | November 12, 1007 |
| Chiu-Kuei Huang | Director | November 12, 1007 |
| Lo-Ming Chung | Director | November 12, 1007 |
| An-Jye Huang | Director | November 12, 1007 |

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| /s/Jing-Twen Chen Jing-Twen Chen | Independent Director | November 12, 1007 |
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| /s/Zse-Hong Tsai Zse-Hong Tsai | Independent Director | November 12, 1007 |
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| /s/Shu Yen Shu Yeh | Independent Director | November 12, 1007 |
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| Hsu-Chung Simon Chang | Director | November 12, 1007 |
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SIGNATURE OF AUTHORIZED REPRESENTATIVE OF THE REGISTRANT

Pursuant to the requirements of the Securities Act of 1933, as amended, the undersigned, the duly authorized representative in the United States of Chunghwa Telecom Co. Ltd. has signed this Registration Statement or amendment thereto in Newark, Delaware on November 13, 2007.

PUGLISI & ASSOCIATES

By: /s/ Donald J. Puglisi

Name: Donald J. Puglisi
Title: Managing Director

INDEX TO EXHIBITS

Exhibit
Number

- (a) Form of Amended and Restated Deposit Agreement dated [], 2007, among Chunghwa Telecom Co., Ltd., JPMorgan Chase Bank, N.A. as depositary, and all Holders and Beneficial Owners from time to time of American Depositary Receipts issued thereunder.

- (d) Opinion of Ziegler, Ziegler & Associates LLP, counsel to the Depositary, as to the legality of the securities to be registered.