



Taiwan Mobile Co., Ltd.

Meeting Notice of 2017 Annual General Shareholders' Meeting (Summary Translation)

Time: 9:00 a.m., Wednesday, June 14, 2017

Place: B2, No. 108, Sec. 1, Dunhua S. Rd., Taipei City (Fubon International Conference Center)

Meeting Agenda

1. Report Items

- (1) The 2016 Business Report
- (2) The 2016 Audit Committee Report
- (3) Distribution of the 2016 employees' profit sharing bonuses and directors' compensation
- (4) Issuance of the NT\$10bn Unsecured Convertible Bonds in November 2016
- (5) Revisions to the Ethical Corporate Management Best Practice Principles
- (6) The sustainability vision and strategy of CSR
- (7) Other items

2. Proposed Resolutions

- (1) To accept the 2016 Business Report and Financial Statements
- (2) To ratify the proposal for the distribution of the 2016 retained earnings
- (3) To approve the cash return from capital surplus
- (4) To approve revisions to the Articles of Incorporation
- (5) To approve revisions to the Rules and Procedures for the Acquisition or Disposal of Assets
- (6) To elect nine board directors (including four independent directors) for the eighth term
- (7) To approve the removal of the non-competition restrictions on the Board of Directors elected in the shareholders' meeting
- (8) Special motions



Taiwan Mobile Co., Ltd.

2017 Annual General Shareholders' Meeting

Brief Summary of Proposed Resolutions (Translation)

AGM Time: 9:00 a.m., Wednesday, June 14, 2017

AGM Place: B2, No. 108, Sec. 1, Dunhua S. Rd., Taipei City
(Fubon International Conference Center)

Note to Readers:

If there is any conflict between the English version and the original Chinese version or any difference in the interpretation of the two versions, the Chinese-language version shall prevail.

Proposed Resolutions

1. To accept the 2016 Business Report and Financial Statements

Taiwan Mobile's (The Company) financial statements were audited by certified public accountants, Kuo Li-Wen, Lai Kwan-Chung of Deloitte & Touche.

Resolution:

2. To ratify the proposal for the distribution of the 2016 retained earnings

(1) The Company's 2016 net income was NT\$15,320,187,297.

(2) Cash dividend from retained earnings proposed by the Board is NT\$14,176,599,025. The Company received letters of agreement from TCC Investment Co., Ltd. (TCCI), TCCI Investment & Development Co., Ltd. (TID) and TFN Union Investment Co., Ltd. (TUI) forfeiting their share of dividends from the Company. Deducting 698,751,601 shares collectively owned by TCCI, TID and TUI from the total outstanding shares of 3,420,832,827, the share count entitled to receive dividends is 2,722,081,226, representing NT\$5.208. It is proposed that the Chairman be authorized to set a record date for distribution and make relevant adjustments, if any, based on the total number of shares outstanding on the record date.

Resolution:

3. To approve the cash return from capital surplus

Cash return from capital surplus proposed by the Board is NT\$1,067,055,841. The Company received letters of agreement from TCC Investment Co., Ltd. (TCCI), TCCI Investment & Development Co., Ltd. (TID) and TFN Union Investment Co., Ltd. (TUI) forfeiting their share of cash return from the Company. Deducting 698,751,601 shares collectively owned by TCCI, TID and TUI from the total outstanding shares of 3,420,832,827, the share count entitled to receive dividends is 2,722,081,226, representing NT\$0.392. It is proposed that the Chairman be authorized to set a record date for distribution and make relevant adjustments, if any, based on the total number of shares outstanding on the record date.

Resolution:

4. To approve revisions to the Articles of Incorporation

To add the distribution of medical supplies & equipment as a new business category for the Company's myfone online shopping service, the Company proposed revisions to Article 2 of the Articles of Incorporation.

Resolution:

5. To approve revisions to the Rules and Procedures for the Acquisition or Disposal of Assets

In compliance with the Financial Supervisory Commission's issuing of interpretation No. 1060001296 related to the "Regulations Governing the Acquisition and Disposal of Assets by Public Companies" on February 9, 2017, the Company proposed the following revisions:

(1) A third-party fairness opinion of a merger and acquisition is not required if the M&A

occurs within the group, i.e., the Company and its 100%-owned subsidiaries or the merger between the Company's 100%-owned subsidiaries, resulting from the Group's re-organization.

- (2) Specifying different sets of criteria for a company with a paid-in capital below NT\$10bn and for one with a paid-in capital of NT\$10bn and above regarding the public announcement and report of a transaction of equipment for business use with a non-related party.

Resolution:

6. To elect nine board directors (including four independent directors) for the eighth term

- (1) With the term of the current Board of Directors set to expire, the eighth term of Board of Directors shall be elected at the 2017 AGM.
- (2) Article 21 and 21-1 of the Company's Articles of Incorporation promulgate that nine to eleven directors (at least three independent directors), with a three-year tenure of office, shall be persons with legal capacity elected by the shareholders at the shareholders' meeting and shall be determined by a candidate nomination system.
- (3) The eighth term of the Board of Directors with nine directors (including four independent directors) who will hold office from June 14, 2017 to June 13, 2020 shall be elected at the 2017 AGM. The Audit Committee will be composed entirely of independent directors.
- (4) The candidate list of directors was reviewed and approved at the board meeting on May 4, 2017.

Director Candidates				
Name	Education	Experience	Current Positions	Shareholding (Shares)
Fu-Chi Investment Co., Ltd. Representative: Daniel M. Tsai	LL.M., Georgetown University LL.B., National Taiwan University	- Chairman, Fubon Financial Holding Co., Ltd. - Chairman, Taipei Fubon Commercial Bank Co., Ltd. - Chairman, Fubon Insurance Co., Ltd.	- Chairman, Taiwan Mobile Co., Ltd. - Vice Chairman, Fubon Financial Holding Co., Ltd. - Managing Director, Taipei Fubon Commercial Bank Co., Ltd. - Chairman, Taiwan Fixed Network Co., Ltd.	5,748,763
Fu-Chi Investment Co., Ltd. Representative: Richard M. Tsai	MBA, Stern School of Business, New York University BBA, National Taiwan University	- Vice Chairman, Fubon Financial Holding Co., Ltd. - Chairman, Fubon Securities Co., Ltd. - Vice Chairman, Taipei Fubon Commercial Bank Co., Ltd.	- Chairman, Fubon Financial Holding Co., Ltd. - Chairman, Fubon Life Insurance Co., Ltd. - Vice Chairman, Taiwan Mobile Co., Ltd.	5,748,763
Fu-Chi Investment Co., Ltd. Representative: San-Cheng Chang	Ph.D. in Civil and Environmental Engineering, Cornell University MS in Civil and Environmental	- Premier/Vice Premier, Executive Yuan - Minister, Ministry of Science and Technology - Minister without Portfolio, Executive Yuan	- Chairman, Taiwan Mobile Foundation - Chairman, beingNet Alliance - Chairman, Institute for Biotechnology and Medicine Industry	5,748,763

	Engineering, Stanford University BS in Civil and Engineering, National Taiwan University	<ul style="list-style-type: none"> - Regional Director of Hardware Operations in Asia, Google Inc. - Vice President, e-Enabling Services Business Group, Acer Inc. - Director, Department of Planning and Evaluation, National Science Council, Executive Yuan - Director, National Center for High-performance Computing, National Science Council, Executive Yuan 	<ul style="list-style-type: none"> - Dean Emeritus, School of Big Data Management, Soochow University - Dean, Hacker College, National Chiao Tung University - Visiting Chair Professor, Department of Technology Management & Computer Science and Information Engineering, Chung Hua University 	
TCC Investment Co., Ltd. Representative: Howard Lin	Ph.D. in Chemical Engineering, National Taiwan University	<ul style="list-style-type: none"> - Senior Vice President, Fubon Financial Holding Co., Ltd. - President, Fubon Asset Management Co., Ltd. - Manager, Technical & Development Dept., Grand Pacific Petrochemical Corp. 	<ul style="list-style-type: none"> - CIO, Fubon Financial Holding Co., Ltd. - Vice Chairman, Fubon Life Insurance Co., Ltd. - Chairman, Fubon Financial Holding Venture Capital Corp. - Chairman, momo.com Inc. - Director, Fubon Health Management Co., Ltd. - Director, Fu Yi Health Management Co., Ltd. 	200,496,761
TCC Investment Co., Ltd. Representative: James Jeng	Ph.D. and MS in Electrical and Computer Engineering, State University of New York BS in Electrical Engineering, National Cheng Kung University	<ul style="list-style-type: none"> - Chairman & CEO, Kbro Co., Ltd. - CTO & HBG COO, Taiwan Mobile Co., Ltd. - CEO, Asia Pacific Telecom Group - EVP, United Fiber Optic Communication Inc. - Technical Supporting Manager, AT&T Bell Lab, USA 	<ul style="list-style-type: none"> - President, Taiwan Mobile Co., Ltd. - President, Taiwan Fixed Network Co., Ltd. - President, TFN Media Co., Ltd. - Chairman, Taiwan Digital Service Co., Ltd. - Chairman, Taiwan Teleservices & Technologies Co., Ltd. - Chairman, Win TV Broadcasting Co., Ltd. - Chairman, Taiwan Kuro Times Co., Ltd. - Director, momo.com Inc. 	200,496,761

Independent Director Candidates

Name	Education	Experience	Current Positions	Shareholding (Shares)
Jack J.T. Huang	S.J.D., Harvard University LL.M., Northwestern	<ul style="list-style-type: none"> - Partner-in-charge, Jones Day 	<ul style="list-style-type: none"> - Partner, Jones Day - Chairman, Taiwan M&A and Private Equity Council 	0

	University LL.B., National Taiwan University		<ul style="list-style-type: none"> - Independent Director, WPG Holdings - Independent Director, Systex Corp. - Independent Director, CTCI Corp. 	
Hsueh-Jen Sung	MBA, Harvard University MBA, National Chengchi University BS, National Chiao Tung University	<ul style="list-style-type: none"> - Vice Chairman, Goldman Sachs (Asia) Ltd. - President, Grand Cathay Securities Corp. - Country Manager, Westpac Banking Corp. 	<ul style="list-style-type: none"> - Chairman, Vacluse Capital Management Ltd. - Chairman, Shin Chiuan Capital Management Ltd. - Director, Hon Hai Precision Industry Co., Ltd. 	0
Chung-Ming Kuan	Ph.D. in Economics, University of California, San Diego	<ul style="list-style-type: none"> - Minister, National Development Council - Minister, Council for Economic Planning and Development, Executive Yuan - Minister without Portfolio, Executive Yuan - Research Fellow/ Director / Distinguished Research Fellow, Institute of Economics, Academia Sinica - Director, Social Science Research Center, National Science Council - Professor, Department of Economics, National Taiwan University - Assistant Professor / Associate Professor with tenure, University of Illinois, Urbana-Champaign 	<ul style="list-style-type: none"> - NTU Chair Professor - Distinguished Professor, Department of Finance, National Taiwan University 	0
Char-Dir Chung	Ph.D. and MS in E.E, University of Southern California BS in Electrical Engineering, National Taiwan University	<ul style="list-style-type: none"> - Minister without Portfolio, Executive Yuan - Member / Deputy Convener / Executive Secretary, Board of Science and Technology, Executive Yuan - Member / Deputy Convener / Executive Secretary, National Information and Communications Initiative Committee, Executive Yuan - Deputy Executive Secretary, Science and 	<ul style="list-style-type: none"> - Professor, Department of Electrical Engineering and Graduate Institute of Communication Engineering, National Taiwan University - IEEE Fellow - Convener, Performance Evaluation Committee of Technology Development Program, Ministry of Economic Affairs 	0

		Technology Advisory Group, Executive Yuan - Chairman, Department of Communication Engineering, National Central University Director, Graduate Institute of Communication Engineering, National Central University		
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Resolution:

7. To approve the removal of the non-competition restrictions on the Board of Directors elected in the shareholders' meeting

- (1) According to Article 209 of the Company Act, a director who acts for himself or on behalf of another person that is within the scope of the company's business, shall clarify the essential content of his act to the meeting of shareholders and secure AGM's approval.
- (2) Vote on the removal of the non-competition restrictions on the Board of Directors (including individual directors and institutional directors' representatives) for the eighth term of the Board of Directors elected at the shareholders' meeting till the end of their tenure in office.
- (3) According to Article 178 of the Company Act, a shareholder, who has a conflict of interest against a proposed resolution, shall excuse himself from voting and exercising the voting rights on behalf of another shareholder in the AGM. The regulation shall apply to the elected directors and their representatives.

Name	Current position(s) in other companies		
Richard Tsai	Director, Good TV Broadcasting Corp.		
Howard Lin	Chairman, momo.com Inc.	Director, Fubon Health Management Co., Ltd.	Director, Fu Yi Health Management Co., Ltd.
James Jeng	Chairman, Union Cable TV Co., Ltd.	Chairman, Globalview Cable TV Co., Ltd.	Director, momo.com Inc.
Jack J.T. Huang	Independent Director, Systex Corp.	Independent Director, CTCI Corp.	
Hsueh-Jen Sung	Director, Hon Hai Precision Industry Co., Ltd.		

Resolution: