Meeting Notice for 2023 Annual Shareholders' Meeting

2023 Annual Shareholders' Meeting (the "Meeting") of CHC Healthcare Group (the "Company") will be convened at 9:00 a.m., June 12, 2023 at No.88, Xing'ai Rd., Neihu Dist., Taipei City, Taiwan (The Company's conference room). Registration time for shareholders to attend the Meeting will start at 8:30 a.m., and the location for registration will be the same as where the Meeting is.

1. The agenda for the Meeting is as follows:
   (1). Matters for Report
      A. 2022 business report
      B. Audit committee's report on review of 2022 audited financial reports
      C. To report the distribution of dividends and bonuses in cash of 2022
      D. To report the distribution of the compensations for employees and remunerations for directors of 2022
      E. To report the information of endorsements/guarantees in 2022
      F. To report the status of the private placement of common shares resolved by 2022 Annual Shareholders' Meeting
      G. To report the remunerations paid to directors in 2022
   (2). Matters for Ratification
      A. 2022 business report and financial statements
      B. Proposal for 2022 earnings distribution
   (3). Matters for Discussion
      A. Amendment to "Rules of Procedure for Shareholders' Meetings"
      B. To propose the issuance plan for a private placement of common shares
   (4). Elections
      To elect directors of the Board of Directors for the 7th term
   (5). Other Proposals
      To release the non-competition restrictions on new directors
   (6). Extemporary Motions

2. 2022 earnings distribution has been resolved by the Company's Board of Directors to distribute a cash dividend of NT$2.01 per share.

3. The Company has proposed a private placement of common shares. Relevant information please refer to Attachment 1.

4. (1). The quota of directors to be elected: 7 directors (including 3 independent directors)
   (2). List of candidates adopted the candidates nomination system: 【Directors: Pei-Lin, Lee / Tien-Ying, Lee / Chun-Shung, Huang / Yung-Shun, Chuang】; 【Independent Directors: Geng-Wang, Liaw / Chi, Chih / Ming-Liang, Kao】
   (3). Website for relevant information of candidates such as education and experience: 【https://emops.twse.com.tw/server-java/t58query】

5. According to Article 172 of "Company Act", the essential contents shall be posted on the website of Market Observation Post System (https://emops.twse.com.tw/server-java/t58query).

6. The letter is delivered with a "Meeting Notice for 2023 Annual Shareholders' Meeting" and a "Form of Proxy" enclosed herein. If joining in person, please bring the official notice of meeting and register in person on the meeting day. If entrusting others to participate in, please fill up and sign/seal on the "Form of Proxy" and send back to CTBC Bank Acting Department, the shares services agency of the Company, 5 days before the Meeting and use the voucher to attend the Meeting.

7. If someone solicits the proxies publicly, the Company will compile and upload relevant information on website of Securities and Futures Institute (S.F.I.) on May 12, 2023. If requiring such information, investors may refer to "Free Database for Proxy Information" on S.F.I.'s website (http://free.sfi.org.tw) and input search criteria.

8. Shareholders may cast electronic votes at the Meeting during which the electronic voting period will be from May 13, 2023 to June 9, 2023. Please login into the "TDCC's e-voting platform for shareholders' meeting" on the website of Taiwan Depository & Clearing Corporation (https://www.stockvote.com.tw/evote/index.html?language=EN) and cast votes in accordance with the instruction.

9. The proxy tallying and verification service agent for the Meeting is CTBC Bank Acting Department.

10. Please note and act accordingly.

Sincerely yours,

Board of Directors, CHC Healthcare Group

【Attachment 1】

Relevant information for the private placement of common shares proposed by the Company:

1. To enhance the relationship with strategic investors and consider the effectiveness of raising capital, the Company has proposed a private placement of common shares within the limit of 20,000 thousand shares and may be carried out in installments (no more than 3 times) within one year from the date resolved by the Meeting following Article 43-6 of "Securities and Exchange Act". Relevant information is as follows:
   (1). The basis for and reasonableness of pricing:
      A. The price per share set for privately placed common shares may not be lower than 80% of the reference price. The reference price shall be the higher of the following two calculations:
         (a). The simple average closing price of the common shares for either the 1, 3, or 5 business days before the price determination date, after adjustment for any distribution of stock dividends, cash dividends or capital reduction.
         (b). The simple average closing price of the common shares for the 30 business days before the price determination date, after adjustment for any distribution of stock dividends, cash dividends, or capital reduction.
      B. It is proposed to the Meeting to authorize the Board of Directors to determine the actual price determination date and issuance price in accordance with the status of selecting the specific persons and the market situation, also the price can't be lower than the percentage for the private placement pricing set by the Meeting.
      C. It is believed to be reasonable due to the basis for the method by which the price was set and terms above are all complied with relevant laws and regulations and in line with market situation.
   (2). The method, objectives, necessity and anticipated benefits for selecting the specific persons:
      A. The method and objectives for selecting the placees: To enhance the relationship with strategic investors, the Company plans to select the specific persons in accordance with Article 43-6 of "Securities and Exchange Act".
      B. The necessity and anticipated benefits: The Company proposed to engage with strategic investors through private placement to raise capital for the Company's long-term operating plan and future business development. It is expected that the private placement will strengthen future competitiveness, improve financial structure, enrich working capital and have advantage on the Company's long-term development. Cooperation with strategic investors may lead to broader business territory, which also has positive influence on shareholders' equity.

(3). The reasons for the necessity for conducting the private placement:

A. The reasons for not using a public offering: The regulation of a three-year non-trading period will help assure the long-term relationship between the strategic investors and the Company through private placement.

B. The limit on the private placement: Within the limit of 20,000 thousand shares

C. The use of the capital raised by installments and the anticipated benefits: The capital raised by installments through the private placement will be used to enrich working capital and for future development needs. It is expected to strengthen financial structure, replenish working capital and improve competitiveness of the Company.

(4). Since a change to more than one-third of directors is expected to occur due to the re-election of directors at the Meeting, the Company has engaged a securities underwriter to provide a letter of assessment opinion on the necessity and reasonableness for conducting the private placement in accordance with laws and regulations. For relevant contents, please refer to Attachment 2.

2. The new private placement shares shall have the same rights and obligations as holders of common shares of the Company except for the transfer limitation of privately placed securities within three years of the delivery date stated in Article 43-8 of "Securities and Exchange Act". It is proposed to the Meeting to authorize the Board of Directors to apply to the competent authority for retroactive handling of public issuance procedures for the private placement shares after three full years since the delivery date based on "Securities and Exchange Act" and relevant rules.

3. It is proposed to the Meeting to authorize the Board of Directors to make amendment and supplement to the issuance price, terms and conditions, particulars of the plan and the actual status and other relevant matters related to the private placement if there occurs any update of R.O.C. laws or regulations, request by the authority, change of the market conditions or due to any subjective and objective factors.

4. It is proposed to the Meeting to authorize the Chairman to represent the Company to negotiate and sign any document and contract related to the private placement plan, also to handle the relevant issuance matters on behalf of the Company.

Based on Article 43-6 of "Security and Exchange Act", with regards to the required information of the Company's private placement proposal, please refer to the website of MOPS (http://mops.twse.com.tw): After entering the website, investors may click "Invest Section", then click "Private Placement Section" and then click "Information for Private Placement" to input search criteria. Relevant information will also appear on the Company's website (http://www.chcg.com).

【Attachment 2】

CHC Healthcare Group
Issuance Plan for a Private Placement of Common Shares in 2023

Letter of Assessment Opinion

on the Necessity and Reasonableness

for Conducting a Private Placement

Assessor: Fubon Securities Co., Ltd.

Representative: Wey-Ting, Harn, Chairman

April 25, 2023

CHC Healthcare Group

Assessment Opinion Issued by Securities Underwriter for Conducting a Private Placement of Common Shares in 2023

1. Foreword

   CHC Healthcare Group (the Company or CHC) intends to propose an issuance plan for a private placement of common shares in 2023 (the private placement) following Article 43-6 of “Securities and Exchange Act”. The Company plans to discuss the private placement plan at the meeting of the board of directors on May 3, 2023. The amount of the private placement is within the limit of 20,000 thousand shares and may be carried out in installments (no more than 3 times) within one year from the date resolved by the shareholders’ meeting. The method of selecting the placees is limited to specific persons in accordance with Article 43-6 of “Securities and Exchange Act” and related regulations.

   According to Point 4 of “Directions for Public Companies Conducting Private Placements of Securities”: If there has been, is, or will be any significant change in managerial control during the period from 1 year preceding the day on which the board of directors resolves on the private placement of securities to 1 year from the delivery date of those privately placed securities, the company shall engage a securities underwriter to provide an assessment opinion on the necessity and reasonableness for conducting the private placement, and shall state the opinion in the notice to convene the shareholders' meeting to serve as a reference for the shareholders to decide whether to agree. And based on Article 5-1, paragraph 2 of “FAQ on the Private Placement of Securities”, the term "significant change in managerial control" refers to the change to more than one-third of directors.

   As an underwriter, Fubon Securities Co., Ltd. issues an assessment opinion on the necessity and reasonableness for the Company to conduct the private placement. It is hereby stated as follows:

2. Underwriter’s assessment opinions

   (1). Legality assessment

   After reviewing the Company's 2022 financial statements audited by independent accountants, the profit for the year (after tax) was NT$388,650 thousand, and there was no accumulated loss at the end of the period. Therefore, all capital raised by the private placement shall be used to engage with strategic investors. According to the content of the Company’s board meeting plan to be held on May 3, 2023, the placees of the private placement will be limited to strategic investors, and relevant information will be listed in the reason for convening the shareholders’ meeting, which complies with regulations of “Directions for Public Companies Conducting Private Placements of Securities”.

(2). Assessment of the necessity and reasonableness of the private placement

A. Assessment of the necessity

The Company is a well-known domestic medical equipment distributor. In addition to the existing medical equipment distribution business and medical management services, the Company plans a long-term operation blueprint and actively develops new businesses. It is expected that the medical equipment distribution of world-renown brands, comprehensive medical management services, sustainable radiation sterilization business, and physical/online community pharmacies will become the four major businesses that will boost the Company's medium and long-term business performance. In response to long-term business planning and future diversified development, by introducing strategic investors and their funds, and cooperating with the industries to expand the market and strengthen the Company's future competitiveness. Therefore, it is necessary for the Company to conduct the private placement. In addition, if public offerings are used to raise funds, it is less favorable than private placements in terms of the effectiveness, convenience, and cost of raising capital. The Company adopts a private placement method, which not only ensures that all funds raised will be subscribed by strategic investors but also timeliness. Moreover, placees are restricted from a three-year non-trading period, which can help assure a long-term cooperative relationship. Therefore, it is necessary to conduct capital raising through private placement.

B. Assessment of the reasonableness

(a). Reasonableness of the issuance procedure of the private placement

After reviewing the materials related to the private placement of the Company's board meeting plan to be held on May 3, 2023, the content of the proposal, the basis of pricing, the method for selecting the specific persons for the private placement, etc., are in compliance with “Securities and Exchange Act” and relevant laws and regulations. The proposal will be submitted to the resolution of the annual shareholders’ meeting on June 12, 2023, and the issuance procedure is considered reasonable.

(b). Reasonableness of the privately placed securities type

The securities type of the private placement of the Company is common shares, which is a type of securities commonly issued in the market and is highly accepted by investors. It is more appropriate to use equity financing than debt financing. In addition to having no interest expenses and reducing the Company's financial risk, it can also increase the flexibility of the Company's financial scheduling. Besides, the limit on the private placement is 20,000 thousand shares, which only dilutes the Company's share capital by 10.82%[= private placement of 20,000,000 shares / (private placement of 20,000,000 shares + 164,763,214 shares as of the book closure starting date on April 14, 2023)], and has a low impact on the earnings per share. Therefore, the choice of common shares in this private placement should be reasonable.

(c). Reasonableness of the anticipated benefits of private placement

In response to long-term business planning and future business development, by introducing strategic investors and their funds, and cooperating with the industries to expand the market and strengthen the Company's future competitiveness. It is expected to help improve the Company's operating performance, so the anticipated benefits of the private placement are considered reasonable.

C. Assessment of the method, objectives, necessity, and anticipated benefits for selecting the placees

(a). Method and objectives for selecting the placees

After reviewing the materials related to the private placement of the Company's board meeting plan to be held on May 3, 2023, the placees of the private placement are limited to strategic investors who can directly or indirectly benefit the Company's future operations. Therefore, the method and objectives of the placees' selection are deemed appropriate.

(b). Necessity and anticipated benefits

The placees of private placement are those that can contribute to the Company's long-term operation planning and future business development, and enhance the Company's future competitiveness. Expansion of market territory through industrial cooperation opportunities with strategic investors will have positive benefits for shareholders' rights and interests. The private placement will be implemented after resolved at the shareholders' meeting, so the selection of the placees should be necessary and the expected benefits should be reasonable.

D. Impact of significant change in managerial control on the Company's business, finances, and shareholders' equity

The Company will elect directors for the 7th term at the annual shareholders’ meeting on June 12, 2023. As an underwriter, Fubon Securities Co., Ltd. conducted a comprehensive assessment after obtaining the agenda items of the Company’s board meeting plan to be held on May 3, 2023, interviewing its managerial officers, and checking its financial statements and announcements on MOPS. In the year before the board meeting the Company plans to submit the private placement for resolution on May 3, 2023, there has been no change of directors, but it is expected that there will be changes of directors in the election of new directors at the annual shareholders’ meeting on June 12, 2023. There are 7 positions on the Company’s board of directors, including 4 directors and 3 independent directors. To strengthen corporate governance and follow relevant indicators of the 2023 Corporate Governance Evaluation System announced by the Taiwan Stock Exchange Corporation, it is proposed to adjust juristic person directors Princeton Healthcare Limited and Yen-Hsin Investment Ltd. to be elected as directors by their current representatives Pei-Lin, Lee and Yung-Shun, Chuang as natural person directors. For 2 independent directors, Chang-Jian, Ho and Kuei-Tuan, Chen, will be replaced by Chi, Chih and Ming-Liang, Kao. Based on the above, the total number of changes in directors is four-sevenths, which has reached the standard of significant change in managerial control. Although the Company has met the criterion for significant change in managerial control under relevant laws and regulations, there is no actual change in managerial control (For example, chairman Lee’s family transfers more than half of the shares, voluntarily resigns as a director or chairman, and introduces other shareholders resulting in changes in actual controllers, etc.). And there is no plan to change the Company's actual controller (chairman Lee's family). For example, more than half of the directors are controlled by other shareholders, significant changes in the main business, new businesses that account for more than 50% of revenue, major organizational changes or adjustments in management, etc.

The impacts of the private placement proposed by the Company on its business, finances, and shareholders' equity are as follows:

(a). Impacts on the Company's business

The placees of the private placement are limited to strategic investors who can directly or indirectly benefit the Company's future operations. In addition to pursuing stable growth in its original profession, the Company is looking forward to the continuous diversified expansion, expanding its business territory, deepening the group's layout in medical-related fields, and establishing its leading position in comprehensive medical equipment, technology and services in the Asia-Pacific region. Therefore, introducing strategic investors and their funds, and cooperating with the industries to expand the market and strengthen the Company's future competitiveness will have a positive impact on its long-term operation, and have benefits for its business development.

(b). Impacts on the Company's finances, and shareholders' equity

After the completion of the private placement, besides increasing long-term capital to meet the needs of future business development, it can also improve the financial structure and strengthen the operating system. In addition, the Company's future competitiveness will be enhanced by introducing strategic investors and their funds in response to corporate long-term business planning and future development. Moreover, placees are restricted from a three-year non-trading period, which can help assure a long-term cooperative relationship between the Company and the specific persons, so it should be of positive benefit to the Company's finances and shareholders' rights.

3. Conclusion

Apart from pursuing stable growth in its original profession, the Company has listed medical equipment distribution of world-renown brands, comprehensive medical management services, sustainable radiation sterilization business, and physical/online community pharmacies as the four major businesses that will boost its medium and long-term business performance in order to expand its business territory and deepen the group's layout in medical-related fields. For that reason, the Company will discuss the private placement at the board meeting on May 3, 2023, hoping to enhance the Company's future competitiveness by introducing strategic investors and their funds. In addition to improving the Company's financial structure and enriching working capital, it can also help its long-term operation and development. Through industrial cooperation opportunities with strategic investors, the Company can expand the market territory, and improve operating performance and overall shareholders' equity. Therefore, it is necessary and reasonable for the Company to propose the private placement. After reviewing the agenda items of the Company's board meeting plan to be held on May 3, 2023, the content and procedures of the private placement did not violate the regulations or appear to be unreasonable. It is believed that it is necessary and rationality for the Company to propose the private placement later than comprehensively considering the anticipated benefits, the choice of placees, and the impact of significant change in managerial control on the Company's business, finance, shareholders' rights and interests, and other factors.

4. Other statements

(1). The content of this opinion letter is only used as a reference basis for CHC to hold a board meeting on May 3, 2023, to discuss the private placement, and it will not be used for other purposes.

(2). The content of this opinion letter is evaluated with reference to relevant materials provided by CHC, such as the agenda items of the Company's board meeting plan to be held on May 3, 2023, the material of the underwriter's interview with CHC's managerial officers, the financial statements audited by independent accountants and the Company's announcements on MOPS. As an underwriter, Fubon Securities Co., Ltd. hereby declares that this opinion letter shall not be liable for any changes in the content of the letter that CHC may have in the future due to changes in the plan of the private placement or other circumstances.

(3). As an underwriter, Fubon Securities Co., Ltd. is not a related party of CHC, hereby declares.