

Meeting Notice for 2026 Annual Shareholders' Meeting

2026 Annual Shareholders' Meeting (the "Meeting") of CHC Healthcare Group (the "Company") will be convened at 9:00 a.m., June 4, 2026, at No.88, Xing'ai Rd., Neihu Dist., Taipei City, Taiwan (The Company's conference room on the second floor). 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. 2025 business report
- B. Audit committee's report on review of 2025 audited financial reports
- C. To report the distribution of dividends and bonuses in cash of 2025
- D. To report the distribution of the compensations for employees and remunerations for directors of 2025
- E. To report the information of endorsements/guarantees in 2025
- F. To report the status of the private placement of common shares resolved by 2025 Annual Shareholders' Meeting
- G. To report the remunerations paid to directors in 2025

(2). Matters for Ratification

- A. 2025 business report and financial statements
- B. Proposal for 2025 earnings distribution
- C. Amendment to the use of proceeds plan for the 5th domestic unsecured convertible corporate bonds

(3). Matters for Discussion

- A. Amendment to "Articles of Incorporation"
- 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 8th term

(5). Other Proposals

- To release the non-competition restrictions on new directors

(6). Extemporary Motions

2. 2025 earnings distribution has been resolved by the Company's Board of Directors to distribute a cash dividend of NT\$1.1 per share.

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

4. (1). The number of directors to be elected at the Meeting is seven, including three independent directors.
(2). The list of candidates under the nomination system is as follows:
Directors: Pei-Lin, Lee / Tien-Ying, Lee / Huan-Fa, Hsieh / Yi-Hong, Chou
Independent Directors: Yi-Fu, Lin / Chi, Chih / Ming-Liang, Kao
(3). For the educational background and professional experience of each candidate, please refer to: <https://mops.twse.com.tw>
5. According to Article 172 of “Company Act”, the essential contents shall be posted on the website of Market Observation Post System (<https://mops.twse.com.tw>).
6. Shareholders who wish to attend the shareholders’ meeting in person are requested to sign or stamp the “Attendance Card” and bring it to the venue for registration on the day of the Meeting. If an agent is entrusted to attend the Meeting, the shareholder shall sign or stamp the “Form of Proxy” and personally fill out the name and address of the agent, then deliver the form to CTBC Stock Affairs Agency Department, the stock affairs agency of the Company, at least five days before the day of the Meeting so that the attendance card can be sent to the agent accordingly.
7. If a proxy is solicited by any shareholders, the Company will compile and upload relevant information on the website of the Securities and Futures Institute (SFI) on May 4, 2026. Investors may refer to the “Free Database for Proxy Information” on SFI’s website (<https://free.sfi.org.tw>) and input search criteria for relevant information.
8. Shareholders may cast electronic votes at the Meeting during which the electronic voting period will be from May 5, 2026 to June 1, 2026. Please login into the “eVoting Platform” on the website of Taiwan Depository & Clearing Corporation (<https://stockservices.tdcc.com.tw>) and cast votes in accordance with the instruction.
9. New shareholders who intend to submit the “Shareholder Specimen Chop” may download the form from the CTBC Trust Online Banking website, the Company’s stock affairs agency.
10. The proxy tallying and verification service agent for the Meeting is the CTBC Stock Affairs Agency Department.
11. 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 the opinion on the necessity and reasonableness for conducting a 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 (<https://mops.twse.com.tw>): After accessing the website, investors may click on the “Thematic Area” section, then select “Investment Section,” and proceed to the “Private Placement Section” to enter the search criteria. Relevant information is also available on the Company’s website (<https://www.chcg.com>).

【Attachment 2】

CHC Healthcare Group
Opinion on the Necessity and Reasonableness
Issued by Securities Underwriter
for Conducting a Private Placement of Common Shares in 2026

1. Foreword

CHC Healthcare Group (the Company or CHC) intends to conduct a private placement of common shares for 2026 (the private placement) in accordance with Article 43-6 of “Securities and Exchange Act”. The private placement is proposed to be submitted to the Board of Directors on April 22, 2026, and to the annual shareholders’ meeting on June 4, 2026 for discussion. The total number of shares to be issued under the private placement shall not exceed 20,000 thousand shares, and the issuance may be conducted in installments (not exceeding three tranches) within one year from the date of resolution by the shareholders’ meeting, or, if authorized by the shareholders’ meeting, the Board of Directors may resolve to combine such tranches into a single issuance. The selection of subscribers shall be limited to specific persons in compliance with Article 43-6 of “Securities and Exchange Act” and the ruling of the Financial Supervisory Commission (the FSC) dated September 12, 2023 (FSC Letter No. 1120383220). In addition, for any matters not fully addressed herein, or where amendments are required due to changes in applicable laws and regulations, instructions from the competent authority, or changes in objective circumstances, the shareholders’ meeting shall authorize the Board of Directors to handle such matters at its full discretion, subject to the resolutions of the audit committee.

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 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 the underwriter, Fubon Securities Co., Ltd. hereby provides its opinion on the necessity and reasonableness of the Company’s proposed private placement, and a summary of such opinion is set forth as follows:

2. Underwriter's opinions

(1). Legality assessment

After reviewing the Company's consolidated financial statements for 2025 audited by independent accountants, the Company reported a profit for the year (after tax) of NT\$225,846 thousand, and the balance of unappropriated earnings at the end of the period amounted to NT\$349,945 thousand, with no accumulated losses. Accordingly, the Company's proposed private placement is not subject to the restrictions set forth under Article 3 of "Directions for Public Companies Conducting Private Placements of Securities." In addition, based on the review of the agenda items proposed to be submitted to the Board of Directors on April 22, 2026 and to the annual shareholders' meeting on June 4, 2026 in connection with the private placement, the selection of subscribers will be limited to specific persons in compliance with Article 43-6 of "Securities and Exchange Act" and FSC Letter No. 1120383220 dated September 12, 2023. Relevant matters will also be disclosed in the reasons for convening the shareholders' meeting. Accordingly, the private placement is in compliance with the "Directions for Public Companies Conducting Private Placements of Securities".

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

A. Assessment of necessity and reasons for not adopting a public offering

The Company is a well-known domestic distributor of medical equipment. In addition to its existing medical equipment distribution business and medical management services, the Company has formulated a long-term operational blueprint and is actively developing new business segments. International medical equipment distribution, comprehensive medical management services, sustainable radiation sterilization services, and physical/online community pharmacies are expected to become the four core business pillars driving the Company's medium- to long-term growth. In order to support its long-term operational planning and future diversified business development, the Company intends to introduce strategic investors and their capital to expand its market presence and enhance its future competitiveness.

In addition, if funds are raised through a public offering, such method would be relatively less favorable than a private placement in terms of timeliness, convenience, and issuance costs. By adopting a private placement, the Company can ensure that the entire amount of funds raised will be subscribed by strategic investors and can complete the fundraising process in a more efficient manner. Furthermore, as placees are subject to a three-year transfer restriction, this helps ensure a long-term cooperative relationship between the Company and the investors, which is conducive to the Company's future business growth. Accordingly, in order to effectively achieve the fundraising objective and secure the required funds in a timely manner, it is necessary for the Company to conduct the capital increase through private placement.

B. Assessment of reasonableness

In connection with the Company's private placement, the underwriter has assessed its reasonableness from the following three aspects:

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

After reviewing the proposal materials relating to the private placement to be submitted to the Board of Directors on April 22, 2026 and to the annual shareholders' meeting on June 4, 2026, the content of the proposal, pricing method, and the selection criteria for specific persons are in compliance with "Securities and Exchange Act" and relevant laws and regulations, and no material irregularities have been identified.

(b). Reasonableness of the type of privately placed securities

The type of securities to be issued under the private placement is common shares, which is a commonly issued instrument in the market and generally well accepted by investors. Compared with debt financing, equity financing is considered more appropriate, as it does not incur interest expenses, reduces the Company's financial risk, and enhances financial flexibility. Accordingly, the selection of common shares as the securities type for this private placement is considered reasonable.

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

To support its long-term operational planning and future diversified business development, the Company intends to introduce strategic investors and their capital through the private placement. Through collaboration with such strategic investors, the Company expects to expand its market presence, achieve stable business growth, and enhance its future competitiveness. Such benefits are expected to have a positive impact on shareholders' equity and are therefore considered reasonable.

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

(a). Method and purpose for selecting the placees

After reviewing the proposal materials relating to the private placement to be submitted to the Board of Directors on April 22, 2026 and to the annual shareholders' meeting on June 4, 2026, the placees of the private placement will be selected as specific persons in accordance with Article 43-6 of "Securities and Exchange Act" and FSC Letter No. 1120383220 dated September 12, 2023. The purpose of such selection is to target strategic investors who can provide direct or indirect benefits to the Company's future operations. Accordingly, the method and purpose of selecting the placees are considered appropriate.

(b). Necessity and expected benefits

The placees of the private placement are intended to be strategic investors who can support the Company's long-term operational planning and future business

development, thereby enhancing the Company's future competitiveness. Through collaboration with such strategic investors, the Company expects to expand its market presence and strengthen its business development, which will have a positive impact on shareholders' equity. Accordingly, the selection of the placees is considered necessary and the expected benefits are considered reasonable.

D. Impact of significant changes in managerial control on the Company's business, financial condition, and shareholders' equity

The Company will elect the 8th-term directors at the annual shareholders' meeting on June 4, 2026. Based on a comprehensive assessment conducted by the underwriter through reviewing the proposal materials to be submitted to the Board of Directors at the board meeting to be held on April 22, 2026, interviews with relevant management personnel, and a review of the Company's financial statements and disclosures on the Market Observation Post System (MOPS), no changes in directors have occurred within one year prior to the board meeting at which the private placement is proposed to be resolved. However, changes in directors are expected upon the election of new directors at the annual shareholders' meeting on June 4, 2026. There are 7 positions on the Company's Board of Directors, comprising four directors and three independent directors. In order to strengthen corporate governance and align with the 2026 ESG Evaluation System announced by the Taiwan Stock Exchange, it is proposed to replace two directors, Chun-Shung, Huang and Yung-Shun, Chuang, with Huan-Fa, Hsieh and Yi-Hong, Chou, and to replace one independent director, Geng-Wang, Liaw, with Yi-Fu, Lin. Accordingly, the total number of changes in directors will be three out of seven, which meets the threshold for a significant change in managerial control. Although the Company meets the regulatory threshold for a significant change in managerial control, there has been no actual change in control. Specifically, there are no circumstances such as a shift in control of more than half of the board positions to other shareholders, significant changes in the Company's principal business, the addition of new business lines contributing more than 50% of revenue, major organizational restructuring, or significant changes in senior management. In addition, there is no plan to change the Company's ultimate controlling party (i.e., the Chairman Lee's family), such as through a transfer of a majority shareholding, voluntary resignation of directors or the Chairman, or the introduction of new shareholders resulting in a change in control.

The impacts of a significant change in managerial control on the Company's business, financial condition, and shareholders' equity are described as follows:

(a). Impacts on the Company's business

The placees of the private placement are intended to be strategic investors who have a certain level of understanding of the Company's operations. In addition to pursuing stable growth in its core business, the Company aims to achieve diversified expansion,

broaden its business scope, deepen the Group's presence in the healthcare-related sector, and establish a leading position in comprehensive medical equipment, technology, and services in the Asia-Pacific region. Accordingly, by introducing strategic investors and their capital and fostering industry collaboration to expand market presence and enhance the Company's future competitiveness, the private placement is expected to support the Company's long-term operational development and have a positive impact on its business.

(b). Impacts on the Company's financial condition and shareholders' equity

Upon completion of the private placement, the Company will obtain long-term and stable funding to support its future operational development, while also strengthening its financial structure and overall operating system. In addition, by introducing strategic investors and their capital in support of the Company's long-term operational planning and future business development, the Company's future competitiveness is expected to be enhanced. Furthermore, as placees are subject to a three-year transfer restriction, this will help ensure a long-term cooperative relationship between the Company and the investors. Accordingly, the private placement is expected to have a positive impact on the Company's financial condition and shareholders' equity.

In addition to pursuing stable growth in its core business, the Company aims to expand its business scope and deepen the Group's presence in the healthcare-related sector. To this end, it has identified four key business pillars to drive its medium- to long-term growth momentum, namely international medical equipment distribution, comprehensive medical management services, sustainable and environmentally friendly radiation sterilization services, and physical/online community pharmacies. Accordingly, the Company will submit the private placement for discussion at the board meeting to be held on April 22, 2026. Through the introduction of strategic investors and their capital, the Company expects to enhance its future competitiveness, improve its financial structure, and strengthen working capital, thereby supporting its long-term operational development. In addition, through collaboration with strategic investors, the Company aims to expand its market presence, improve operational performance, and enhance overall shareholders' equity. Accordingly, the private placement is considered necessary and reasonable. Furthermore, based on the underwriter's review of the proposal materials to be submitted to the Board of Directors at the board meeting to be held on April 22, 2026, no material violations of applicable regulations or apparent unreasonableness have been identified in the issuance plan and procedures of the private placement. Taking into account the expected benefits of the private placement, the selection of placees, and the impact of any significant change in managerial control on the Company's business, financial condition, and shareholders' equity, the underwriter is of the opinion that the Company's private placement is necessary and reasonable.

3. Other statements

- (1) The content of this opinion letter is provided solely as a reference for CHC in connection with the discussion of the private placement at the board meeting to be held on April 22, 2026, and shall not be used for any other purpose.
- (2) The content of this opinion letter has been prepared based on relevant materials provided by CHC, including the proposal materials relating to the private placement to be submitted to the Board of Directors at the board meeting to be held on April 22, 2026 and to the annual shareholders' meeting on June 4, 2026, the financial statements audited or reviewed by independent accountants, and the Company's disclosures on the Market Observation Post System (MOPS). The underwriter shall not be liable for any changes in the content of this opinion letter arising from any future amendments to the private placement plan or other circumstances.
- (3) As an underwriter, Fubon Securities Co., Ltd. is not a related party of CHC Healthcare Group, and hereby makes this statement.

Assessor: Fubon Securities Co., Ltd.

Representative: Leo Cheng, Chairman