Ticker Number: 4164

CHC Healthcare Group

2020 Annual Shareholders' Meeting

Meeting Agenda

Date of the Meeting: June 12, 2020 at 09:00 a.m.
Place of the Meeting: 7F., No. 369, Fuxing N. Rd., Taipei City, Taiwan
(Salt & Light Conference Center)

Table of Contents

		Page
Ⅰ. Meeting Procedure		2
Ⅱ. Meeting Agenda		3
1. Report Items		4
2. Matters for Ratification		7
3. Matters for Discussion		9
4. Elections		16
5. Other Proposals		17
6. Extemporary Motions		18
7. Meeting Adjourned		18
Ⅲ. Attachment		
Attachment 1.	2019 Business Report	19
Attachment 2.	2019 Audit Committee's Review Report	22
Attachment 3.	Information of Endorsements/Guarantees in 2019	23
Attachment 4.	Comparison Table of Revised Articles of "Rules for the First Repurchase and Transfer of Shares to Employees"	24
Attachment 5.	Comparison Table of Revised Articles of "Procedures for Ethical Management and Guidelines for Conduct"	25
Attachment 6.	Report of Independent Accountants and 2019 Parent Company Only Financial Statements and Consolidated Financial Statements	27
Attachment 7.	List of Director Candidates	52
Attachment 8.	Detail List of Director and Independent Director Candidates to be Released from Non-Competition Restrictions	55
Ⅳ. Appendix		
Appendix 1.	Articles of Incorporation	57
Appendix 2.	Rules of Procedure for Shareholders' Meetings	63
Appendix 3.	Procedures for Election of Directors	71
Appendix 4.	Shareholdings of All Directors	74

CHC Healthcare Group
Meeting Procedure for 2020 Annual Shareholders' Meeting

1. Commencement

2. Chair's Address

3. Report Items

4. Matters for Ratification

5. Matters for Discussion

6. Elections

7. Other Proposals

8. Extemporary Motions

9. Meeting Adjourned

CHC Healthcare Group

Meeting Agenda for 2020 Annual Shareholders' Meeting

Date of the Meeting: June 12, 2020 at 09:00 a.m.

Place of the Meeting: 7F., No. 369, Fuxing N. Rd., Taipei City, Taiwan (Salt & Light Conference Center)

1. Commencement
2. Chair's Address
3. Report Items
   (1). 2019 business report
   (2). Audit committee's report on review of 2019 audited financial reports
   (3). To report the distribution of dividends and bonuses to be paid in cash of 2019
   (4). To report the distribution of the compensations for employees and remunerations for directors of 2019
   (5). To report the information of endorsements/guarantees in 2019
   (6). To report the amendment to the Company's "Rules for the First Repurchase and Transfer of Shares to Employees"
   (7). To report the status of the private placement of common shares resolved by 2019 Annual Shareholders' Meeting
   (8). To report the amendment to the Company's "Procedures for Ethical Management and Guidelines for Conduct"
4. Matters for Ratification
   (1). 2019 business report and financial statements
   (2). Proposal for 2019 earnings distribution
5. Matters for Discussion
   (1). To transfer shares to employees at less than the average actual share repurchase price
   (2). To propose the issuance plan for a private placement of common shares
6. Elections
   To elect directors of the Company's Board of Directors for the 6th term
7. Other Proposals
   To release the new directors and their representatives from non-competition restrictions
8. Extemporary Motions
9. Meeting Adjourned

Report Items

1. 2019 business report
   Explanation: For “2019 Business Report”, please refer to Attachment 1 (p19-21).

2. Audit committee’s report on review of 2019 audited financial reports
   Explanation: For “2019 Audit Committee’s Review Report”, please refer to Attachment 2 (p22).

3. To report the distribution of dividends and bonuses to be paid in cash of 2019
   Explanation: (1). The Company’s Board of Directors is authorized to decide the distributable dividends and bonuses to be paid in cash and submit a report of such distribution to the shareholders’ meeting according to Article 25, paragraph 2 of the Company's “Articles of Incorporation”.
   (2). The Company’s Board of Directors resolved to distribute cash dividend of NT$ 281,267,078, which means cash dividend of NT$2 per share. The cash dividend will be paid with calculation rounded down to the nearest one NTD (any amount under one NTD will be discarded). The remaining fraction will be incorporated into other income of the Company. The Company’s Board of Directors also authorized the Chairman to decide the record date, payment date and related matters for cash dividends’ payment, and to adjust the dividend distribution ratio based on the actual number of outstanding shares if there is any change in number of common shares of the Company which consequently leads to a change in the ratio.

(Continued on Next Page)

4. To report the distribution of the compensations for employees and remunerations for directors of 2019

Explanation: (1). According to Article 24-1, paragraph 1 of the Company's “Articles of Incorporation”: When allocating the profit of current year (profit before tax and compensations for employees and remunerations for directors), accumulated losses shall be first covered, and then set aside no less than 0.05% of the balance as compensations for employees and no more than 5% as remunerations for directors.

(2). The Company’s 7th compensation committee’s meeting of the 4th term approved employees' compensation for NT$ 195,347 (0.05%) and directors' remuneration for NT$ 5,600,000 (1.42%). All the compensations and remunerations will be paid in cash.

5. To report the information of endorsements/guarantees in 2019

Explanation: For “Information of Endorsements/Guarantees in 2019”, please refer to Attachment 3 (p23).

6. To report the amendment to the Company's “Rules for the First Repurchase and Transfer of Shares to Employees”

Explanation: The articles are revised in accordance with Article 5-1 of the Company's “Articles of Incorporation” and to cater for the Company's goal of motivating employees and retaining talents. For comparison table of revised articles, please refer to Attachment 4 (p24).

(Continued on Next Page)

7. To report the status of the private placement of common shares resolved by 2019 Annual Shareholders' Meeting

   Explanation: The Company's 2019 Annual Shareholders' Meeting on June 12, 2019 resolved to do a private placement of common shares, the expiry date of the issuance plan is June 11, 2020. Influenced by the economic situation in the domestic and overseas, the difficulties of seeking strategic investors as stipulated by laws and regulations increased. Thus, the plan will lapse automatically if it can't be done within the time limit.

8. To report the amendment to the Company's "Procedures for Ethical Management and Guidelines for Conduct"

   Explanation: The wording is revised as appropriate in accordance with Letter No. 1090002299 issued on February 13, 2020 by Taiwan Stock Exchange Corporation (TWSE). For comparison table of revised articles, please refer to Attachment 5 (p25-26).

Matters for Ratification

1. 2019 business report and financial statements
   (Proposed by Board of Directors)
   Explanation: (1). The Company's audit committee issued its report after reviewing 2019 Parent Company Only Financial Statements and Consolidated Financial Statements, which audited by independent accountants, Sheng-Wei, Teng and Hui-Chin, Chou Tseng of PricewaterhouseCoopers (PwC) Taiwan, together with 2019 Business Report.
   (2). For "2019 Business Report", "2019 Audit Committee's Review Report", "Report of Independent Accountants and 2019 Parent Company Only Financial Statements and Consolidated Financial Statements", please refer to Attachment 1 (p19-21), Attachment 2 (p22) and Attachment 6 (p27-51).
   (3). Please ratify it.
   Resolution:

2. Proposal for 2019 earnings distribution
   (Proposed by Board of Directors)
   Explanation: (1). The Company's profit for the year 2019 is NT$ 395,172,200. After setting aside the legal reserve for NT$ 39,517,220, special reserve for NT$ 24,230,741 based on Article 41, paragraph 1 of "Securities and Exchange Act" and then adding unappropriated retained earnings at the beginning of 2019 for NT$ 150,337,177, the distributable unappropriated retained earnings for the year 2019 is NT$ 481,761,416. Proposal for earnings distribution is as follows:

(Continued on Next Page)

CHC Healthcare Group

Table of 2019 Earnings Distribution

Item	Amount(NT$)	
	Subtotal	Total
Unappropriated retained earnings at the beginning of the year		150,337,177
Add: Profit for the year	395,172,200	
Deduct: Legal reserve	(39,517,220)	
Deduct: Special reserve	(24,230,741)	
Subtotal		331,424,239
Distributable unappropriated retained earnings for the year		481,761,416
Distribution items:		
Cash dividends (NT$2 per share)		281,267,078
Unappropriated retained earnings at the end of the year		200,494,338

Chairman: Pei-Lin, Lee GM: Pei-Lin, Lee CFO: Yi-Chun, Chen

(2). The proposal has been approved by the Company's 14th audit committee's meeting of the 1st term.

(3). 2019 earnings distribution is first distributed from earnings in 2019 which is distributable.

(4). Please ratify it.

Resolution:

Matters for Discussion

1. To transfer shares to employees at less than the average actual share repurchase price

   (Proposed by Board of Directors)

   Explanation: (1). The proposal "To transfer shares to employees at less than the average actual share repurchase price" was approved at the Annual Shareholders' Meeting on June 12, 2019. The exercise price of transferring treasury shares to employees was NT$ 20 dollars per share, so far the transfer has not been made. It will be performed after being proposed to the Meeting for approval in accordance with relevant regulations.

   (2). Since expensing employee bonus leads to the decrease in the Company's distribution of bonus, to reduce the impact of expensing employee bonus on the Company and to achieve the goal of motivating employees and retaining talents, the Company has proposed to transfer shares to employees at less than the average actual share repurchase price.

   (3). In accordance with Article 10-1 of "Regulations Governing Share Repurchase by Exchange-Listed and OTC-Listed Companies", when the Company intends to transfer shares to employees at less than the average actual share repurchase price, relevant matters shall be explained as follows:

(Continued on Next Page)

A. The exercise price, the valuation percentage, the bases of calculations, and the reasonableness:

The exercise price is 70% of the simple average closing price of the common shares for either the 1, 3, or 5 business days (temporary reference price) before the price determination date. The current exercise price of transferring treasury shares to employees is NT$ 25 dollars per share (calculated based on the simple average closing price NT$ 35.01 per share of the common shares for 1 business days before March 13, 2020 multiplied by 70%). The valuation percentage is determined according to present economic conditions and the Company's future business circumstance, which is deemed to be reasonable.

B. The number of shares to be transferred, the purpose, and the reasonableness:

(a). The number of shares to be transferred: 1,000,000 shares

(b). The purpose: To motivate employees and retain talents for the purpose of enhancing cohesion

(c). The reasonableness: The Company adequately gives incentive to employees by offering the exercise price of 70% of the simple average closing price of the common shares for either the 1, 3, or 5 business days (temporary reference price) before the price determination date (March 13, 2020). Also the cumulative number of shares planned to transfer to employees has not exceed 5% of the total issued shares of the Company regulated by Article 10-1 of "Regulations Governing Share Repurchase by Exchange-Listed and OTC-Listed Companies". Therefore, it is deemed to be reasonable.

(Continued on Next Page)

C. Qualification requirements for employees subscribing to shares, and the number of shares they are allowed to subscribe for:

(a). Qualification requirements for employees subscribing to shares: Perform in compliance with Article 4 of the Company's "Rules for the First Repurchase and Transfer of Shares to Employees"

(b). The number of shares allowed to be subscribed for: Perform in compliance with Article 5 of the Company's "Rules for the First Repurchase and Transfer of Shares to Employees"

D. Factors affecting shareholders' equity:

(a). The expensable amount and dilution of the Company's earnings per share:

(i). The expensable amount: Temporarily calculated based on the closing price per share on March 13, 2020, the amount will be adjusted on the basis of the actual record date of transfer.

(Market price per share (Closing price per share on share subscription record date) – Actual exercise price) * Actual number of shares exercise = NT$ 7,300 thousand

(ii). Dilution of the Company's earnings per share:

Dilution of earnings per share = Expensable amount / Current number of outstanding shares = NT$ 0.05

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(b). Explain what financial burden will be imposed on the Company by transferring shares to employees at less than the average actual share repurchase price:

For the Company to transfer shares to employees at less than the average actual share repurchase price, the estimated gap between the exercise price and the repurchase price is NT$ 9,960 thousand. Since there is no capital surplus generated from transaction of treasury shares, after deducted the expensable amount of NT$ 7,300, the unappropriated retained earnings will be offset by NT$ 2,660 thousand. The unappropriated retained earnings on the account is NT$ 200,494 thousand after distribution of 2019 earnings, which is still higher than the aforesaid gap. Considering the Company's working capital will increase by NT$ 25,000 thousand after transferring of treasury shares to employees and the Company is now remain profitable, it will cause no critical financial burden.

(4). The proposal has been approved by the Company's 14th audit committee's meeting of the 1st term.

(5). Please start discussion.

Resolution:

(Continued on Next Page)

2. To propose the issuance plan for a private placement of common shares
(Proposed by Board of Directors)
Explanation: (1). To enhance the long-term 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 by installments (no more than 3 times) within one year of the date of the resolution of the Meeting in accordance with Article 43-6 of "Securities and Exchange Act". Relevant information is as follows:

A. The basis and reasonableness of the private placement 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:

(i). 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.

(ii). 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.

(Continued on Next Page)

(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.

B. The method, objectives, necessity and anticipated benefits for selecting the specific persons:

(a). The method and objectives of selecting the placee: 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.

C. The reasons for the necessity for conducting the private placement:

(a). The reasons for not using a public offering: Considering the regulation of three year no-trading period, it 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

(Continued on Next Page)

(c). The use of the funds raised by installments and the anticipated benefits: The funds raised by installments in 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.

(2). The new private placement shares shall have the same rights and obligations as holders of common shares of the Company except 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 file with the competent authority for retroactive handling of public issuance procedures for the private placement shares after three full years have elapsed 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 with regard to the private placement plan, also to represent the Company for matters regarding the plan.

(5). The proposal has been approved by the Company's 14th audit committee's meeting of the 1st term.

(6). Please start discussion.

Resolution:

Elections (Proposed by Board of Directors)

- To elect directors of the Company's Board of Directors for the 6th term

Explanation: (1).The term of directors of the 5th term Board of Directors of the Company will expire on June 12, 2020. Election of new directors shall be effected in accordance with Article 195 of "Company Act".

(2). There are 7 positions (including 4 directors and 3 independent directors) of the Company's Board of Directors for the 6th term shall be elected on the Meeting. Since candidates nomination system in Article 192-1 of "Company Act" is adopted, shareholders shall elect the directors from the list of director candidates on the Meeting. A three-year term of the newly elected members will commence immediately following the conclusion on the Meeting, effective from June 12, 2020 to June 11, 2023. The term of original directors will be expired on the spot when the election coming to a result.

(3). According to Article 192-1 of "Company Act", Article 14-2 of "Securities and Exchange Act" and "Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies" governing relevant matters for compliance, list of director candidates after examination by the Board of Directors on the board meeting on March 23, 2020 please refer to Attachment 7 (p52-54).

(4). For "Procedures for Election of Directors", please refer to Appendix 3 (p71-73).

(5). Please vote.

Election Results:

Other Proposals (Proposed by Board of Directors)

- To release the new directors and their representatives from non-competition restrictions

  Explanation: (1). According to Article 209 of “Company Act”: a director who does anything for himself or on behalf of another person that is within the scope of the company's business, shall explain to the meeting of shareholders the essential contents of such an act and secure its approval.

  (2). If any newly elected directors meet the aforesaid situation, it requests shareholders’ approval on the Meeting to release the directors and their representatives from non-competition restrictions. Also the main business of the restricted position belonged shall be revealed in accordance with Letter No. 1090001051 issued on April 1, 2020 by Securities and Futures Investors Protection Center (SFIPC). For “Detail List of Director and Independent Director Candidates to be Released from Non-Competition Restrictions”, please refer to Attachment 8 (p55-56).

  (3). Please start discussion.

  Resolution:

Extemporary Motions

Meeting Adjourned

【Attachment 1】

CHC Healthcare Group

2019 Business Report

Dear Shareholders:

Thank you for your support and guidance to CHC Healthcare Group, enabling the Group to continue growth in this highly competitive environment. With the efforts of all employees, the Group has once again achieved a record high performance in 2019 with a double-digit net profit margin. Also, the Group officially launched the business of medical management services in Indonesia, which deemed to be news of victory in overseas markets. The Group strongly believes that a solid economic foundation is the key to sustainable business operations, and will continue the growth streak and maintain the upgoing momentum in the future, with a view to creating the best interests for the shareholders and employees.

1. The 2019 business operation results

(1). 2019 business plan implementation

The 2019 consolidated operating revenue was NT$ 2,950,052 thousand, higher than NT$ 2,507,466 thousand reported in 2018, mainly attributable to the growth of equipment sales. The 2019 profit for the year was NT$ 390,431 thousand, an increase from the previous year's profit of NT$ 317,829 thousand, mainly due to the growth of operating revenue in 2018. The consolidated operating results for the year 2019 are as follows:

Unit: NT$ Thousand

Item	2019
Operating revenue	2,950,052
Gross profit	806,002
Operating expenses	276,431
Operating profit	529,571
Profit before income tax	476,593
Profit for the year	390,431

(2). Budget execution

The Group did not disclose the 2019 financial forecast, so there is no need to disclose the budget execution.

(3). Revenue/expenditure and profitability

Item		2019	2018
Financial structure and solvency	Debt ratio (%)	52.55%	52.68%
	Current ratio (%)	115.10%	236.84%
Profitability	Return on total assets (%)	4.23%	3.69%
	Return on equity (%)	7.47%	6.33%
	Net profit margin (%)	13.23%	12.68%
	Basic earnings per share (NT$)	NT$2.83	NT$2.32

(4). R&D status

The Group is not in the manufacturing industry and therefore does not have a dedicated R&D department. In the year 2018, however, the Group engaged in a technology R&D Project for industrial upgrade and innovation coaching, titled "Integrated Radiation Oncology Information Platform - IROIP ", hosted by Ministry of Economic Affairs, and accordingly the Group established an information platform in 2018 and the buildup will continue throughout 2020. With experiences in collaboration with the radiation oncology departments of major hospitals, the Group's technical team has built an information platform that can integrate the Hospital Information System and Oncology Information System of patient treatment and can give systematic alerts or warnings at critical moment during radiation oncology treatment, to facilitate the radiotherapy for higher accuracy, timeliness and integrity.

2. The 2020 business plan outline

(1). Product development strategy

The Group has long been committed to introducing high-end medical equipment and technologies for improvement of the medical standards at home. In recent years, the Group has further engaged in precision medicine and introduced the proton therapy system, MRI linear accelerator, etc., aimed for protecting normal tissues to the maximum extent while eliminating tumors. The Group also brought in HAL® (Hybrid Assistive Limb®) for medical use which obtained CE marking of European Union and FDA marketing clearance of United States, and already launched in three primary markets –European Union, United States and Japan. It is expected to benefit patients in need in Taiwan due to its positive effect on rehabilitation of spinal cord injury and stroke.

In the future, the Group will continue the robust distributorship with international medical equipment manufacturers and actively recruit new products through visits to exhibitions, so as to enrich the product line, for which the existing sales channels will be efficiently performed to bring in further incomes for the Group, achieving a three-win situation among the Group, the patients and the medical institutions.

(2). Technical training programs

The Group strongly believes that quality service and professional staff are the Group's greatest assets presenting the competitive niche. And for the introduction of new products as well as the expansion to new markets, the Group will replicate the existing successful business model in active recruitment of professional team members, providing training to facilitate high-speed growth while maintaining high-quality service and goodwill, to build our differentiated competitiveness. The Group has now successfully entered the China and Southeast Asia markets to provide relevant technical services and will continue to train the technical team for the overall business development.

(3). Medical service guideline

In addition to a deep connection to the radiation oncology departments of major hospitals in Taiwan, the Group has also established a collaboration model with several large medical institutions in China. Based on our extensive experiences and abundant resources in operating of radiation oncology departments, we have helped improve their medical management process and increased their revenues. Meanwhile, we use the collaborative sites as exhibition points to negotiate other projects and take the opportunities to learn more about China's policy trends and market profiles in order to extend the depth and breadth of medical services and provide more comprehensive and multi-faceted integrated services in the China market.

In view of the lack of large-scale medical facilities in the Southeast Asian markets, the Group has been interested in the new territory. Currently, we have successfully assisted the first hospital under Mayapada Hospital Group to establish a radiation oncology department, which is now in operation for the treatment of cancer patients. In the future, we will continue to provide medical management services, aiming to help Southeast Asian countries improve medical quality and cultivate medical talents.

(4). Diversified expansion

It is estimated by the National Development Council that Taiwan will officially become a super-aged society by 2026 with the proportion of the elderly population over age 65 breaking the 20% mark. In perception of population aging of Taiwan which makes long-term care an issue not to be ignored, the Group has cooperated with Sakurajyuji Group in Japan to engage in Taiwan’s long-term care market. The plan is to create a comfortable, safe, elderly-oriented, and humanity-based environment with a differentiation strategy. Besides focusing on complete continuous care, the concept of preventive medicine will also be fully advocated. The goals are to prolong healthy life expectancy, to shorten the period of bedridden, to give a boost to the quality and dignity of life of the elders at home, and ultimately to bring Taiwan’s long-term care industry a whole new perspective.

【Attachment 2】

CHC Healthcare Group
2019 Audit Committee's Review Report

TO: 2020 Annual Shareholders' Meeting of CHC Healthcare Group

The Board of Directors reports 2019 Parent Company Only Financial Statements and Consolidated Financial Statements, and were audited by independent accountants, Sheng-Wei, Teng and Hui-Chin, Chou Tseng of PricewaterhouseCoopers (PwC) Taiwan, which they considered to present a fair view of the Company's financial position, operating results and cash flows. 2019 parent company only financial statements and consolidated financial statements, together with 2019 business report and proposal for 2019 earnings distribution, have all been reviewed by us as audit committee of the Company. We deem no inappropriateness on these documents. Pursuant to Article 14-4 of "Securities and Exchange Act" and Article 219 of "Company Act", we hereby present the 2019 Audit Committee's Review Report. Please review.

CHC Healthcare Group

By
Gui-Duan, Chen
Convener of audit committee

March 23, 2020

【Attachment 3】

CHC Healthcare Group

Information of Endorsements/Guarantees in 2019

The Company's information of endorsements/guarantees by December 31, 2019:

1. Counterparty: Four 100% owned subsidiaries
2. Total Amount of Endorsements/Guarantees: NT$ 3,663,980 thousand
3. Purpose of Endorsements/Guarantees: For subsidiaries' financing needs
4. According to the net worth on December 31, 2019, the ceiling on total amount of the Company's endorsements/guarantees is NT$ 15,486,432 thousand and the ceiling on amount of the Company's endorsements/guarantees to any individual entity is NT$ 10,324,288 thousand. All endorsements/guarantees the Company made are pursuant to "Procedures for Endorsement & Guarantee" and there is no circumstance that the amount exceeds the ceiling.

Item	Counterparty	Amount (NT$ thousand)
1	Chiu Ho Medical System Co., Ltd.	1,792,000
2	Tomorrow Medical System Co., Ltd.	1,520,000
3	Chiu Ho Scientific Co., Ltd.	294,980
4	E Century Health Care Corporation	57,000
	Total Amount	3,663,980

5. Subsidiaries' information of endorsements/guarantees by December 31, 2019:

Item	Provider	Counterparty	Amount (NT$ thousand)
1	Hsing-Yeh Biotechnology Co., Ltd.	CHC Healthcare Group	828,236
2	Hsing-Yeh Biotechnology Co., Ltd.	Tomorrow Medical System Co., Ltd.	575,164
3	Chiu Ho (China) Medical Technology Co., Ltd	Guangzhou Chiuho Medical System Co., Ltd. (Note)	43,050
		Total Amount	1,446,450

Note: The subsidiary's English name has been changed from the original name to "CHC(Guangzhou) Medical Technology Co., Ltd." since April 28, 2020.

【Attachment 4】

CHC Healthcare Group

Comparison Table of Revised Articles of "Rules for the First Repurchase and Transfer of Shares to Employees"

<table>
<tr><th>Article before revision</th><th>Article after revision</th><th>Explanation</th></tr>
<tr><td>Article 7
The share transfer price for the present repurchase of shares and transfer to employees will be the average of the actual share repurchase prices, provided that if, prior to the transfer, there is an increase in the number of issued shares of the Company's common shares, the transfer price may be adjusted within a range proportional to the increase.</td><td>Article 7
The share transfer price for the present repurchase of shares and transfer to employees will be the average of the actual share repurchase prices, provided that if, prior to the transfer, there is an increase in the number of issued shares of the Company's common shares, the transfer price may be adjusted within a range proportional to the increase. Or based on the Company's "Articles of Incorporation", to transfer shares repurchased to employees at less than the average actual share repurchase price, the Company must have obtained the consent of at least two-thirds of the voting rights present at the most recent shareholders' meeting attended by shareholders representing a majority of total issued shares before transferring. Also the Company must have listed the matters regulated by Article 10-1 of "Regulations Governing Share Repurchase by Exchange-Listed and OTC-Listed Companies" in the notice of reasons for that shareholders meeting.</td><td>Newly added contents of regulations about transferring shares repurchased to employees at less than the average actual share repurchase price.</td></tr>
<tr><td><table><tr><th>Version</th><th>Date of Implementation /Amendment</th><th>Type of Approval</th></tr><tr><td>1</td><td>2018/08/13</td><td>Approved by Board of Directors</td></tr><tr><td>2</td><td>2018/11/12</td><td>Approved by Board of Directors</td></tr></table></td><td><table><tr><th>Version</th><th>Date of Implementation /Amendment</th><th>Type of Approval</th></tr><tr><td>1</td><td>2018/08/13</td><td>Approved by Board of Directors</td></tr><tr><td>2</td><td>2018/11/12</td><td>Approved by Board of Directors</td></tr><tr><td>3</td><td>2019/08/07</td><td>Approved by Board of Directors</td></tr></table></td><td>Amending date added.</td></tr>
</table>

【Attachment 5】

CHC Healthcare Group

Comparison Table of Revised Articles of "Procedures for Ethical Management and Guidelines for Conduct"

Article before revision	Article after revision	Explanation
Article 5 The Company designates the Human Resource & General Affairs Department as the solely responsible unit (hereinafter, "responsible unit") under the Board of Directors and in charge of the amendment, implementation, interpretation, and advisory services with respect to the Procedures and Guidelines, the recording and filing of reports, and the monitoring of implementation.	Article 5 The Company designates the Human Resource & General Affairs Department as the solely responsible unit (hereinafter, "responsible unit") under the Board of Directors, allocated adequate resources and competent personnel, responsible for ~~and in charge of~~ the amendment, implementation, interpretation, and advisory services with respect to the Procedures and Guidelines, the recording and filing of reports, and the monitoring of implementation. The responsible unit shall report to the Board of Directors on a regular basis (at least once a year).	Newly added contents as appropriate to meet the needs of the Company's management.
Article 11 When any director, managerial officer or other stakeholder of the Company attending or presenting at a meeting of Board of Directors, or the juristic person represented thereby, has a stake in a proposal at the meeting , that director, managerial officer or stakeholder shall state the important aspects of the stake in the meeting and, where there is a likelihood that the interests of the Company would be prejudiced, may not participate in the discussion or vote on that proposal, shall recuse himself or herself from any discussion and voting, and may not exercise voting rights as proxy on behalf of another director. The directors shall exercise discipline among themselves, and may not support each other in an inappropriate manner. (The following is omitted.)	Article 11 When any director, managerial officer or other stakeholder of the Company attending or presenting at a board meeting ~~of Board of Directors~~, or the juristic person represented thereby, has a personal interest ~~stake~~ in any agenda item ~~a proposal at the meeting~~, that director, managerial officer or stakeholder shall state the important aspects of the interest ~~stake~~ in the meeting and, where there is a likelihood that the interests of the Company would be prejudiced, may not participate in the discussion or vote on that item ~~proposal~~, shall recuse himself or herself from any discussion and voting, and may not exercise voting rights as proxy on behalf of another director. The directors shall exercise discipline among themselves, and may not support each other in an inappropriate manner. Where the spouse, a blood relative within the second degree of kinship of a director, or any company which has a controlling or subordinate relation with a director has a interest in the matters under discussion in the meeting of the preceding paragraph, such director shall be deemed to have a personal interest in the matter. (The following is omitted.)	Newly added contents as appropriate to meet the needs of the Company's management.

<table>
<tr><th>Article before revision</th><th>Article after revision</th><th>Explanation</th></tr>
<tr><td>Article 16
It is appropriate for the Company to disclose its policy of ethical management in its internal policies, annual reports, on the Company's websites, and in other promotional materials, and shall make timely announcements of the policy in events held for outside parties such as product launches and investor conferences, in order to make its suppliers, customers, and other business-related institutions and personnel fully aware of its principles and rules with respect to ethical management.</td><td>Article 16
The Company shall request their directors and senior management to issue a statement of compliance with the ethical management policy and require in the terms of employment that employees comply with such policy. ~~It is appropriate for t~~The Company shall ~~to~~ disclose its policy of ethical management in its internal policies, annual reports, on the Company's websites, and in other promotional materials, and shall make timely announcements of the policy in events held for outside parties such as product launches and investor conferences, in order to make its suppliers, customers, and other business-related institutions and personnel fully aware of its principles and rules with respect to ethical management.</td><td>Newly added contents as appropriate to meet the needs of the Company’s management.</td></tr>
<tr><td>Article 22
The Company shall link ethical management to employee performance evaluations and human resources policy, and establish clear and effective systems for rewards, penalties, and complaints.
(The following is omitted.)</td><td>Article 22
The responsible unit of the Company shall organize internal awareness session at least once a year and arrange for the Chairman, general manager, or senior management to communicate the importance of ethics to its directors, employees, and mandataries. The Company shall link ethical management to employee performance evaluations and human resources policy, and establish clear and effective systems for rewards, penalties, and complaints.
(The following is omitted.)</td><td>Newly added contents as appropriate to meet the needs of the Company’s management.</td></tr>
<tr><td><table><tr><th>Version</th><th>Date of Implementation /Amendment</th><th>Type of Approval</th></tr><tr><td>1</td><td>2014/03/27</td><td>Approved by Board of Directors</td></tr><tr><td>2</td><td>2015/03/23</td><td>Approved by Board of Directors</td></tr><tr><td>3</td><td>2017/08/10</td><td>Approved by Board of Directors</td></tr></table></td><td><table><tr><th>Version</th><th>Date of Implementation /Amendment</th><th>Type of Approval</th></tr><tr><td>1</td><td>2014/03/27</td><td>Approved by Board of Directors</td></tr><tr><td>2</td><td>2015/03/23</td><td>Approved by Board of Directors</td></tr><tr><td>3</td><td>2017/08/10</td><td>Approved by Board of Directors</td></tr><tr><td>4</td><td>2020/03/23</td><td>Approved by Board of Directors</td></tr></table></td><td>Amending date added.</td></tr>
</table>

【Attachment 6】

REPORT OF INDEPENDENT ACCOUNTANTS TRANSLATED FROM CHINESE

To the Board of Directors and Shareholders of CHC Healthcare Group

Opinion

We have audited the accompanying parent company only balance sheets of CHC Healthcare Group (the "Company") as at December 31, 2019 and 2018, and the related parent company only statements of comprehensive income, of changes in equity and of cash flows for the years then ended, and notes to the parent company only financial statements, including a summary of significant accounting policies.

In our opinion, based on our audits and the reports of other auditors, the accompanying parent company only financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2019 and 2018, and its financial performance and its cash flows for the years then ended, in accordance with the "Regulations Governing the Preparation of Financial Reports by Securities Issuers".

Basis for opinion

We conducted our audits in accordance with the "Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants" and generally accepted auditing standards in the Republic of China (ROC GAAS). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Parent Company Only Financial Statements section of our report. We are independent of the Company in accordance with the Code of Professional Ethics for Certified Public Accountants in the Republic of China (the "Code"), and we have fulfilled our other ethical responsibilities in accordance with this Code. We believe the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the parent company only financial statements of the current period. These matters were addressed in the context of our audit of the parent company only financial statements as a whole and, in forming our opinion thereon, we do not provide a separate opinion on these matters.

Key audit matters on the parent company only financial statements for the year ended December 31, 2019 were as follows:

Assessment of investments accounted for using equity method

Refer to Note 4(12) for accounting policy on investments accounted for using equity method, Note 5(2) for uncertainty of accounting estimates and assumptions in relation to impairment assessment of investments accounted for using equity method, and Note 6(5) for details of investments accounted for using equity method.

As of December 31, 2019, the Company's subsidiary, Chiu Ho Medical System Co., Ltd. and its subsidiaries ("Chiu Ho Medical System Group"), recognised investments accounted for using equity method and investment income amounting to NT$3,568,853 thousand and NT$183,011 thousand, respectively. Because Chiu Ho Medical System Group's investments accounted for using equity method constituted 46% of the Company's total assets as of December 31, 2019, and investment income constituted 48% of the Company's profit before tax for the year ended December 31, 2019, which are significant to the Company's financial statements, we identified the assessment of investments accounted for using equity method as a key audit matter as well as the key audit matters, impairment assessment of goodwill and property, plant and equipment, included in Chiu Ho Medical System Group's financial statements. The key audit matters in relation to Chiu Ho Medical System Group's financial statements for the year ended December 31, 2019 are stated as follows:

Impairment assessment of goodwill

Description

As of December 31, 2019, Chiu Ho Medical System Group's goodwill arising from business combination amounted to NT$150,617 thousand. After identifying the smallest cash generating unit which can generate independent cash flows, Chiu Ho Medical System Group used the recoverable amount of each cash generating unit to assess whether goodwill may be impaired. Since the assumptions used by management to assess whether goodwill is impaired involve subjective judgement and have high uncertainty, we consider the impairment assessment of goodwill as a key audit matter.

Refer to Note 4(21) in the consolidated financial statements for the accounting policy on goodwill impairment, Note 5(2) in the consolidated financial statements for uncertainty of accounting estimates and assumptions in relation to goodwill impairment and Note 6(31) in the consolidated financial statements for related details.

How our audit addressed the matter

We performed the following audit procedures in respect of the above key audit matter:

A. Obtained an understanding on how management identifies the objective evidence of goodwill impairment, taking into account certain factors in a consistent manner and ascertained whether management uses reliable information.

B. Obtained the report on the valuation of the subsidiary issued by an expert appointed by the management and performed the following:

(1) Assessed the independence, objectiveness and competence by reviewing the expert's qualification.

(2) Assessed whether the valuation model is reasonable based on our knowledge of the Chiu Ho Medical System Group's businesses and industry.

(3) Confirmed whether the expert uses the same future cash flows relative to the budget for the next five years provided by the management.

(4) Checked whether the comparable assets adopted in appraisal report are consistent with the actual operations.

(5) Assessed whether the significant assumptions applied by the expert are relevant and reasonable and tested the mathematical accuracy.

Impairment assessment of property, plant and equipment

Description

Some of Chiu Ho Medical System Group's leasing businesses were not as profitable as expected due to fierce competition in the healthcare industry. The Chiu Ho Medical System Group assesses the impairment based on the estimated recoverable amounts of leasing assets (shown as property, plant and equipment) where there is an indication that they are impaired. Given that the calculation of recoverable amounts requires significant accounting estimates relying on subjective judgement and uncertainty, we consider the impairment assessment of leasehold assets using the cash-generating units as a key audit matter.

Refer to Note 4(21) in the consolidated financial statements for the accounting policy on asset impairment and Note 5(2) in the consolidated financial statements for accounting estimates and assumption uncertainty of asset impairment.

How our audit addressed the matter

We performed the following audit procedures on the above key audit matter:

A. Obtained an understanding on how management identifies the objective evidence of impairment, taking into account certain factors in a consistent manner and ascertained whether the management uses reliable information.

B. Obtained the asset appraisal report issued by an expert appointed by the management and performed the following:

(1) Assessed the expert's independence, objectiveness and competence by reviewing the expert's qualification.

(2) Assessed whether the valuation method is widely adopted and appropriate based on our knowledge of the Chiu Ho Medical System Group's businesses and industry.

(3) Confirmed whether the replacement cost, comparative objects and the assets' use indicated on the appraisal report are consistent with the actual operations.

(4) Assessed whether the significant assumptions applied by the expert are relevant and reasonable and tested the mathematical accuracy.

Responsibilities of management and those charged with governance for the parent company only financial statements

Management is responsible for the preparation and fair presentation of the parent company only financial statements in accordance with the "Regulations Governing the Preparation of Financial Reports by Securities Issuers", and for such internal controls as management determines is necessary to enable the preparation of parent company only financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the parent company only financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance, including the audit committee, are responsible for overseeing the Company's financial reporting process.

Auditor's responsibilities for the audit of the parent company only financial statements

Our objectives are to obtain reasonable assurance about whether the parent company only financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but it is not a guarantee that an audit conducted in accordance with ROC GAAS will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these parent company only financial statements.

As part of an audit in accordance with ROC GAAS, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

A. Identify and assess the risks of material misstatement of the parent company only financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls.
B. Obtain an understanding of internal controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal controls.
C. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
D. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the parent company only financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
E. Evaluate the overall presentation, structure and content of the parent company only financial statements, including the disclosures, and whether the parent company only financial statements

represent the underlying transactions and events in a manner that achieves fair presentation.

F. Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the parent company only financial statements. We are responsible for the direction, supervision and performance of the audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal controls that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the parent company only financial statements for the current period and are therefore the key audit matters. We describe these matters in our report unless the law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

For and on behalf of PricewaterhouseCoopers, Taiwan
March 23, 2020

The accompanying parent company only financial statements are not intended to present the financial position and results of operations and cash flows in accordance with accounting principles generally accepted in countries and jurisdictions other than the Republic of China. The standards, procedures and practices in the Republic of China governing the audit of such financial statements may differ from those generally accepted in countries and jurisdictions other than the Republic of China. Accordingly, the accompanying parent company only financial statements and report of independent accountants are not intended for use by those who are not informed about the accounting principles or auditing standards generally accepted in the Republic of China, and their applications in practice.

As the financial statements are the responsibility of the management, PricewaterhouseCoopers cannot accept any liability for the use of, or reliance on, the English translation or for any errors or misunderstandings that may derive from the translation.

CHC HEALTHCARE GROUP
PARENT COMPANY ONLY BALANCE SHEETS
DECEMBER 31, 2019 AND 2018
(EXPRESSED IN THOUSANDS OF NEW TAIWAN DOLLARS)

	Assets	Notes	December 31, 2019 Amount	%	December 31, 2018 Amount	%
	Current assets					
1100	Cash and cash equivalents	6(1)	$ 208,236	3	$ 50,008	-
1110	Financial assets at fair value through profit or loss - current	6(2)(16)	71,369	1	53,482	1
1136	Current financial assets at amortised cost	6(4)(15)	2,998	-	-	-
1180	Accounts receivable - related parties	7	-	-	3,370	-
1200	Other receivables		916	-	-	-
1210	Other receivables due from related parties	7	289,237	4	541,975	7
1220	Current tax assets		1,342	-	2,576	-
1410	Prepayments		5,129	-	6,514	-
1470	Other current assets	8	50,098	-	-	-
11XX	**Total current assets**		629,325	8	657,925	8
	Non-current assets					
1510	Financial assets at fair value through profit or loss - non-current	6(2)(16)	-	-	492	-
1517	Financial assets at fair value through other comprehensive income - non-current	6(3)	7,356	-	14,394	-
1550	Investments accounted for using equity method	6(5)	7,076,510	91	7,010,440	90
1600	Property, plant and equipment		975	-	1,832	-
1840	Deferred tax assets	6(19)	62,074	1	49,516	1
1980	Other financial assets - non-current	8	7,000	-	57,053	1
1990	Other non-current assets		1,188	-	1,438	-
15XX	**Total non-current assets**		7,155,103	92	7,135,165	92
1XXX	**Total assets**		$ 7,784,428	100	$ 7,793,090	100

(Continued)

CHC HEALTHCARE GROUP
PARENT COMPANY ONLY BALANCE SHEETS
DECEMBER 31, 2019 AND 2018
(EXPRESSED IN THOUSANDS OF NEW TAIWAN DOLLARS)

	Liabilities and Equity	Notes	December 31, 2019 Amount	%	December 31, 2018 Amount	%
	Current liabilities					
2100	Short-term borrowings	6(6)	$ -	-	$ 180,000	3
2150	Notes payable		595	-	1,464	-
2200	Other payables		20,664	-	20,565	-
2300	Other current liabilities	6(7)(8)	1,232,291	16	929	-
21XX	**Total current liabilities**		1,253,550	16	202,958	3
	Non-current liabilities					
2530	Bonds payable	6(7)	-	-	1,177,035	15
2540	Long-term borrowings	6(8) and 8	1,368,000	18	1,440,000	18
2570	Deferred tax liabilities	6(19)	734	-	734	-
25XX	**Total non-current liabilities**		1,368,734	18	2,617,769	33
2XXX	**Total liabilities**		2,622,284	34	2,820,727	36
	Equity					
	Share capital	6(11)				
3110	Share capital - common stock		1,416,335	18	1,399,136	18
	Capital surplus	6(7)(10)(12)				
3200	Capital surplus		2,981,939	38	2,930,253	38
	Retained earnings	6(13)				
3310	Legal reserve		277,548	4	245,206	3
3320	Special reserve		363,621	5	33,211	-
3350	Unappropriated retained earnings		545,509	7	763,134	10
	Other equity	6(3)				
3400	Other equity		(387,852)	(5)	(363,621)	(4)
3500	**Treasury shares**	6(11)	(34,956)	(1)	(34,956)	(1)
3XXX	**Total equity**		5,162,144	66	4,972,363	64
	Significant contingent liabilities and unrecognised contract commitments	9				
3X2X	**Total liabilities and equity**		$ 7,784,428	100	$ 7,793,090	100

The accompanying notes are an integral part of these parent company only financial statements.

CHC HEALTHCARE GROUP
PARENT COMPANY ONLY STATEMENTS OF COMPREHENSIVE INCOME
FOR THE YEARS ENDED DECEMBER 31, 2019 AND 2018
(EXPRESSED IN THOUSANDS OF NEW TAIWAN DOLLARS, EXCEPT FOR EARNINGS PER SHARE AMOUNTS)

	Items	Notes	2019 Amount	2019 %	2018 Amount	2018 %
4000	**Operating revenue**	6(14) and 7	$ 503,625	100	$ 435,545	100
5000	**Operating costs**	6(9)(10)(18) and 7	(99,173)	(20)	(101,775)	(23)
5900	**Gross profit**		404,452	80	333,770	77
	Non-operating income and expenses					
7010	Other income	6(15) and 7	13,790	3	3,986	1
7020	Other gains and losses	6(2)(16)	14,700	3	(21,469)	(5)
7050	Finance costs	6(17)	(50,328)	(10)	(42,188)	(10)
7000	**Total non-operating income and expenses**		(21,838)	(4)	(59,671)	(14)
7900	**Profit before income tax**		382,614	76	274,099	63
7950	Income tax benefit	6(19)	12,558	3	49,323	11
8200	**Profit for the year**		$ 395,172	79	$ 323,422	74
	Other comprehensive income					
	Components of other comprehensive income that will not be reclassified to profit or loss					
8316	Unrealised gains (losses) from investments in equity instruments measured at fair value through other comprehensive income	6(3)	($ 7,038)	(2)	($ 48,496)	(11)
8330	Share of other comprehensive income (loss) of subsidiary, associates and joint ventures accounted for using the equity method, components of other comprehensive income that will not be reclassified to profit or loss		(1,512)	-	5,890	1
	Components of other comprehensive income that will be reclassified to profit or loss					
8361	Financial statements translation differences of foreign operations		(15,713)	(3)	(8,676)	(2)
8380	Share of other comprehensive income (loss) of associates and joint ventures accounted for using equity method, components of other comprehensive income that will be reclassified to profit or loss		40	-	347	-
8399	Income tax related to components of other comprehensive income that will be reclassified to profit or loss		(8)	-	(2,150)	-
8300	**Other comprehensive loss for the year**		($ 24,231)	(5)	($ 53,085)	(12)
8500	**Total comprehensive income for the year**		$ 370,941	74	$ 270,337	62
	Earnings per share	6(20)				
9750	Basic earnings per share		$ 2.83		$ 2.32	
9850	Diluted earnings per share		$ 2.46		$ 2.02	

The accompanying notes are an integral part of these parent company only financial statements.

CHC HEALTHCARE GROUP
PARENT COMPANY ONLY STATEMENTS OF CHANGES IN EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2019 AND 2018
(EXPRESSED IN THOUSANDS OF NEW TAIWAN DOLLARS)

		Capital Reserves					Retained Earnings			Other Equity Interest				
	Notes	Ordinary share	Share premium	Treasury share transactions	Employee share options	Others	Legal reserve	Special reserve	Unappropriated retained earnings	Financial statements translation differences of foreign operations	Unrealised gains (loss) on financial assets at fair value through other comprehensive income	Unrealised gains (losses) on available-for-sale financial assets	Treasury shares	Total equity
2018														
Balance at January 1, 2018		$ 1,399,136	$ 2,830,390	$ 173	$ 56,776	$ 39,677	$ 245,206	$ 171,995	$ 203,226	($ 18,758)	$ -	($ 14,453)	$ -	$ 4,913,368
Effects of retrospective application and restatement		-	-	-	-	-	-	-	251,607	-	(291,778)	14,453	-	(25,718)
Balance at January 1 after adjustments		1,399,136	2,830,390	173	56,776	39,677	245,206	171,995	454,833	(18,758)	(291,778)	-	-	4,887,650
Profit for the year		-	-	-	-	-	-	-	323,422	-	-	-	-	323,422
Other comprehensive loss		-	-	-	-	-	-	-	-	(10,479)	(42,606)	-	-	(53,085)
Total comprehensive income (loss)		-	-	-	-	-	-	-	323,422	(10,479)	(42,606)	-	-	270,337
Appropriations of 2017 earnings	6(13)													
Cash dividends		-	-	-	-	-	-	-	(153,905)	-	-	-	-	(153,905)
Reversal of special reserve		-	-	-	-	-	-	(138,784)	138,784	-	-	-	-	-
Compensation cost of employee stock options	6(10)	-	-	-	1,207	-	-	-	-	-	-	-	-	1,207
Compensation cost of employee stock options of subsidiaries		-	-	-	2,030	-	-	-	-	-	-	-	-	2,030
Expired employee stock options		-	-	-	(7,372)	7,372	-	-	-	-	-	-	-	-
Purchase of treasury shares	6(11)	-	-	-	-	-	-	-	-	-	-	-	(34,956)	(34,956)
Balance at December 31, 2018		$ 1,399,136	$ 2,830,390	$ 173	$ 52,641	$ 47,049	$ 245,206	$ 33,211	$ 763,134	($ 29,237)	($ 334,384)	$ -	($ 34,956)	$ 4,972,363
2019														
Balance at January 1, 2019		$ 1,399,136	$ 2,830,390	$ 173	$ 52,641	$ 47,049	$ 245,206	$ 33,211	$ 763,134	($ 29,237)	($ 334,384)	$ -	($ 34,956)	$ 4,972,363
Profit for the year		-	-	-	-	-	-	-	395,172	-	-	-	-	395,172
Other comprehensive loss		-	-	-	-	-	-	-	-	(15,681)	(8,550)	-	-	(24,231)
Total comprehensive income (loss)		-	-	-	-	-	-	-	395,172	(15,681)	(8,550)	-	-	370,941
Appropriations of 2018 earnings	6(13)													
Legal reserve		-	-	-	-	-	32,342	-	(32,342)	-	-	-	-	-
Special reserve		-	-	-	-	-	-	330,410	(330,410)	-	-	-	-	-
Cash dividends		-	-	-	-	-	-	-	(250,045)	-	-	-	-	(250,045)
Conversion of convertible bonds	6(7)(11)	7,809	22,883	-	-	(779)	-	-	-	-	-	-	-	29,913
Exercise of employee stock options	6(11)	9,390	71,363	-	(47,507)	-	-	-	-	-	-	-	-	33,246
Compensation cost of employee stock options	6(10)	-	-	-	2,134	-	-	-	-	-	-	-	-	2,134
Compensation cost of employee stock options of subsidiaries		-	-	-	3,592	-	-	-	-	-	-	-	-	3,592
Expired employee stock options		-	-	-	(1,897)	1,897	-	-	-	-	-	-	-	-
Balance at December 31, 2019		$ 1,416,335	$ 2,924,636	$ 173	$ 8,963	$ 48,167	$ 277,548	$ 363,621	$ 545,509	($ 44,918)	($ 342,934)	$ -	($ 34,956)	$ 5,162,144

Note: The employees' compensation were $0 and $140, and the directors' and supervisors' remuneration were $0 and $5,600 in 2017 and 2018, respectively, which had been deducted from net income for the years.

The accompanying notes are an integral part of these parent company only financial statements.

CHC HEALTHCARE GROUP
PARENT COMPANY ONLY STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2019 AND 2018
(EXPRESSED IN THOUSANDS OF NEW TAIWAN DOLLARS)

	Notes	2019	2018
CASH FLOWS FROM OPERATING ACTIVITIES			
Profit before tax		$ 382,614	$ 274,099
Adjustments			
Adjustments to reconcile profit (loss)			
Depreciation charge	6(18)	1,150	1,164
Amortisation expense	6(18)	518	583
Net (gain) loss on financial assets or liabilities at fair value through profit or loss	6(2)(16)	(17,403)	21,586
Interest expense	6(17)	37,971	26,333
Interest income	6(15)	(10,887)	(3,984)
Dividend income	6(15)	(967)	-
Compensation cost of employee stock options	6(10)	2,134	1,207
Share of profit of associates and joint ventures accounted for using equity method	6(14)	(389,625)	(326,425)
Impairment loss on non-financial assets	6(16)	2,595	-
Amortisation of discount on bonds payable	6(17)	12,357	15,855
Changes in operating assets and liabilities			
Changes in operating assets			
Financial assets at fair value through profit or loss - current		-	(74,900)
Accounts receivable - related parties, net		3,370	(2,359)
Other receivables		(916)	446
Prepayments		1,385	(2,310)
Other non-current assets		(268)	(109)
Changes in operating liabilities			
Notes payable		(869)	572
Accounts payable		-	(31)
Other payables		136	12,891
Other payables to related parties		-	(13,560)
Other current liabilities		(109)	14
Cash inflow (outflow) generated from operations		23,186	(68,928)
Interest received		9,625	3,232
Dividends received		248,326	3,152
Interest paid		(38,008)	(26,191)
Income tax refund (paid)		1,234	(393)
Net cash flows from (used in) operating activities		244,363	(89,128)

(Continued)

CHC HEALTHCARE GROUP
PARENT COMPANY ONLY STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2019 AND 2018
(EXPRESSED IN THOUSANDS OF NEW TAIWAN DOLLARS)

	Notes	2019	2018
CASH FLOWS FROM INVESTING ACTIVITIES			
Acquisition of financial assets at amortised cost	6(4)	($ 2,998)	$ -
Decrease (increase) in other receivables due from related parties		254,000	(420,000)
(Increase) decrease in other current assets		(45)	30,000
Acquisition of investments accounted for using equity method	7	-	(739,503)
Proceeds from capital reduction of investments accounted for using equity method	7	60,000	376,800
Acquisition of property, plant and equipment		(293)	-
Increase in other financial assets - non-current		-	(3,251)
Net cash flows from (used in) investing activities		310,664	(755,954)
CASH FLOWS FROM FINANCING ACTIVITIES			
(Decrease) increase in short-term loans	6(22)	(180,000)	180,000
Repayments of bonds		-	(320,100)
Proceeds from long-term debt	6(22)	-	1,440,000
Repayments of long-term debt	6(22)	-	(765,000)
Payment of cash dividends	6(13)	(250,045)	(153,905)
Exercise of employee stock options		33,246	-
Payments to acquire treasury shares	6(11)	-	(34,956)
Net cash flows (used in) from financing activities		(396,799)	346,039
Increase (decrease) in cash and cash equivalents		158,228	(499,043)
Cash and cash equivalents at beginning of year		50,008	549,051
Cash and cash equivalents at end of year		$ 208,236	$ 50,008

The accompanying notes are an integral part of these parent company only financial statements.

REPRESENTATION LETTER

The entities that are required to be included in the combined financial statements of CHC Healthcare Group as of and for the year ended December 31, 2019, under the Criteria Governing the Preparation of Affiliation Reports, Consolidated Business Reports and Consolidated Financial Statements of Affiliated Enterprises are the same as those included in the consolidated financial statements prepared in conformity with the International Financial Reporting Standard 10, “Consolidated Financial Statements.” In addition, the information required to be disclosed in the combined financial statements is included in the consolidated financial statements. Consequently, CHC Healthcare Group and Subsidiaries do not prepare a separate set of combined financial statements.

Very truly yours,

CHC HEALTHCARE GROUP

By

Pei-Lin Lee
Chairman

March 23, 2020

REPORT OF INDEPENDENT ACCOUNTANTS TRANSLATED FROM CHINESE

To the Board of Directors and Shareholders of CHC Healthcare Group

Opinion

We have audited the accompanying consolidated balance sheets of CHC Healthcare Group and subsidiaries (the "Group") as at December 31, 2019 and 2018, and the related consolidated statements of comprehensive income, of changes in equity and of cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as at December 31, 2019 and 2018, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with the "Regulations Governing the Preparation of Financial Reports by Securities Issuers" and the International Financial Reporting Standards, International Accounting Standards, IFRIC Interpretations, and SIC Interpretations as endorsed by the Financial Supervisory Commission.

Basis for opinion

We conducted our audits in accordance with the "Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants" and generally accepted auditing standards in the Republic of China ("ROC GAAS"). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Code of Professional Ethics for Certified Public Accountants in the Republic of China (the "Code"), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole and, in forming our

opinion thereon, we do not provide a separate opinion on these matters.

Key audit matters on the consolidated financial statements for the year ended December 31, 2019 were as follows:

Impairment assessment of goodwill

Description

As of December 31, 2019, the Group generated goodwill of NT$150,617 thousand as a result of the merger with Shih-Lu Co., Ltd.

After identifying the smallest cash generating unit which can generate independent cash flows, the Group used the recoverable amount of each cash generating unit to assess whether goodwill may be impaired. Since the assumptions used by management to assess whether goodwill is impaired involve subjective judgement and have high uncertainty, we consider the impairment assessment of goodwill a key audit matter.

Refer to Note 4(21) for the accounting policy on goodwill impairment, Note 5(2) for uncertainty of accounting estimates and assumptions in relation to goodwill impairment and Note 6(31) for related details.

How our audit addressed the matter

We performed the following audit procedures on the above key audit matter:

A. Obtained an understanding on how management identifies the objective evidence of goodwill impairment, taking into account certain factors in a consistent manner and ascertained whether the management uses reliable information.

B. Obtained the report on the valuation of the subsidiary issued by an expert appointed by the management and performed the following:

(1) Assessed the expert’s independence, objectiveness and competence by reviewing the expert’s qualification.

(2) Assessed whether the valuation model is reasonable based on our knowledge of the Group’s businesses and industry.

(3) Confirmed whether the expert uses the same future cash flows relative to the budget for the

next five years provided by the management.

(4) Checked whether the comparable assets adopted in appraisal report are consistent with the actual operations.

(5) Assessed whether the significant assumptions applied by the expert are relevant and reasonable and tested the mathematical accuracy.

Impairment assessment of property, plant and equipment

Description

Some of the Group's leasing businesses were not as profitable as expected due to fierce competition in the healthcare industry. The Group assesses the impairment based on the estimated recoverable amounts of leasing assets (shown as property, plant and equipment) where there is an indication that they are impaired. Given that the calculation of recoverable amounts requires significant accounting estimates relying on subjective judgement and uncertainty, we consider the impairment assessment of leasehold assets using the cash-generating units as a key audit matter.

Refer to Note 4(21) for the accounting policy on asset impairment and Note 5(2) for accounting estimates and assumption uncertainty of asset impairment.

How our audit addressed the matter

We performed the following audit procedures on the above key audit matter:

A. Obtained an understanding on how management identifies the objective evidence of impairment, taking into account certain factors in a consistent manner and ascertained whether the management uses reliable information.

B. Acquired the asset appraisal report issued by an expert appointed by the management and performed the following:

(1) Assessed the independence, objectiveness and competence by reviewing the expert's qualification.

(2) Assessed whether the valuation method is widely adopted and appropriate based on our knowledge of the Group's businesses and industry.

(3) Confirmed whether the replacement cost, comparative objects and the assets' use indicated on the appraisal report are consistent with the actual operations.

(4) Assessed whether the significant assumptions applied by the expert are relevant and reasonable and tested the mathematical accuracy.

Other matter – Parent company only financial reports

We have audited and expressed an unqualified opinion on the parent company only financial statements of CHC Healthcare Group as at and for the years ended December 31, 2019 and 2018.

Responsibilities of management and those charged with governance for the consolidated financial statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with the "Regulations Governing the Preparation of Financial Reports by Securities Issuers" and the International Financial Reporting Standards, International Accounting Standards, IFRIC Interpretations, and SIC Interpretations as endorsed by the Financial Supervisory Commission, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those charged with governance, including the audit committee, are responsible for overseeing the Group's financial reporting process.

Auditor's responsibilities for the audit of the consolidated financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ROC GAAS will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with ROC GAAS, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

A. Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls.
B. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal controls.
C. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
D. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
E. Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
F. Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

For and on behalf of PricewaterhouseCoopers, Taiwan
March 23, 2020

The accompanying consolidated financial statements are not intended to present the financial position and results of operations and cash flows in accordance with accounting principles generally accepted in countries and jurisdictions other than the Republic of China. The standards, procedures and practices in the Republic of China governing the audit of such financial statements may differ from those generally accepted in countries and jurisdictions other than the Republic of China. Accordingly, the accompanying consolidated financial statements and report of independent accountants are not intended for use by those who are not informed about the accounting principles or auditing standards generally accepted in the Republic of China, and their applications in practice.

As the financial statements are the responsibility of the management, PricewaterhouseCoopers cannot accept any liability for the use of, or reliance on, the English translation or for any errors or misunderstandings that may derive from the translation.

CHC HEALTHCARE GROUP AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
DECEMBER 31, 2019 AND 2018
(EXPRESSED IN THOUSANDS OF NEW TAIWAN DOLLARS)

	Assets	Notes	December 31, 2019 Amount	%	December 31, 2018 Amount	%
	Current assets					
1100	Cash and cash equivalents	6(1)	$ 1,245,235	11	$ 1,209,636	11
1110	Financial assets at fair value through profit or loss - current	6(2)(25)	71,369	1	53,482	1
1136	Current financial assets at amortised cost	6(4)(24)	298,003	3	-	-
1140	Contract assets - current	6(23) and 7	46,464	-	40,959	-
1150	Notes receivable, net	6(5) and 8	56,562	-	44,838	1
1170	Accounts receivable, net	6(5) (11)	507,614	5	501,782	5
1180	Accounts receivable - related parties	6(11) and 7	243,858	2	240,038	2
1200	Other receivables		1,148	-	205	-
1210	Other receivables due from related parties	7	178,869	2	153,369	1
1220	Current tax assets		2,493	-	3,671	-
130X	Inventories	6(6)(9)	439,674	4	489,977	5
1410	Prepayments	6(7)(9)	363,010	3	459,705	4
1470	Other current assets	8	55,229	-	6,923	-
11XX	**Total current assets**		3,509,528	31	3,204,585	30
	Non-current assets					
1510	Financial assets at fair value through profit or loss - non-current	6(2)(25)	-	-	492	-
1517	Financial assets at fair value through other comprehensive income - non-current	6(3)	38,681	-	47,231	-
1560	Non-current contract assets	6(23)	34,438	-	-	-
1550	Investments accounted for using equity method	6(8)(25)	8,963	-	18,484	-
1600	Property, plant and equipment	6(9), 7 and 8	4,691,417	42	4,752,936	44
1755	Right-of-use assets	6(10)	29,828	-	-	-
1760	Investment property, net	6(9)(12) and 8	1,210,388	11	1,194,580	11
1780	Intangible assets	6(31)	159,151	1	161,746	1
1840	Deferred tax assets	6(28)	84,751	1	68,298	1
1930	Long-term notes and accounts receivable	6(5)(11)	174,040	2	117,678	1
1940	Long-term notes and accounts receivable - related parties	6(11) and 7	49,364	1	68,822	1
1980	Other financial assets - non-current	6(13) and 8	525,026	5	533,968	5
1990	Other non-current assets	6(14)	689,750	6	678,915	6
15XX	**Total non-current assets**		7,695,797	69	7,643,150	70
1XXX	**Total assets**		$ 11,205,325	100	$ 10,847,735	100

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CHC HEALTHCARE GROUP AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
DECEMBER 31, 2019 AND 2018
(EXPRESSED IN THOUSANDS OF NEW TAIWAN DOLLARS)

	Liabilities and equity	Notes	December 31, 2019 Amount	%	December 31, 2018 Amount	%
	Current liabilities					
2100	Short-term borrowings	6(15) and 8	$ 471,591	4	$ 686,932	6
2130	Contract liabilities - current	6(23)	78,966	1	30,047	-
2150	Notes payable		3,495	-	4,346	-
2170	Accounts payable		219,813	2	204,951	2
2180	Accounts payable - related parties	7	136	-	4,562	-
2200	Other payables	6(9)	168,774	1	149,934	2
2220	Other payable - related parties		7	-	-	-
2230	Current tax liabilities		67,742	1	64,063	1
2250	Provisions for liabilities - current		18,798	-	10,685	-
2280	Current lease liabilities		7,425	-	-	-
2300	Other current liabilities	6(16)(17),7 and 8	2,012,344	18	197,512	2
21XX	**Total current liabilities**		3,049,091	27	1,353,032	13
	Non-current liabilities					
2527	Contract liabilities - non-current	6(23)	660,942	6	309,500	3
2530	Bonds payable	6(16) and 8	-	-	1,177,035	11
2540	Long-term borrowings	6(17) and 8	2,090,662	19	2,812,608	26
2550	Provisions for liabilities - non-current		400	-	400	-
2570	Deferred tax liabilities	6(28)	40,161	1	40,431	-
2580	Non-current lease liabilities		22,809	-	-	-
2600	Other non-current liabilities		23,921	-	21,210	-
25XX	**Total non-current liabilities**		2,838,895	26	4,361,184	40
2XXX	**Total liabilities**		5,887,986	53	5,714,216	53
	Equity attributable to owners of the parent					
	Share capital	6(16)(20)				
3110	Share capital - common stock		1,416,335	13	1,399,136	13
	Capital surplus	6(16)(19)(21)				
3200	Capital surplus		2,981,939	26	2,930,253	27
	Retained earnings	6(22)				
3310	Legal reserve		277,548	2	245,206	2
3320	Special reserve		363,621	3	33,211	-
3350	Unappropriated retained earnings		545,509	5	763,134	7
	Other equity	6(3)				
3400	Other equity		(387,852)	(3)	(363,621)	(3)
3500	**Treasury shares**	6(20)	(34,956)	-	(34,956)	-
31XX	**Total equity attributable to owners of the parent**		5,162,144	46	4,972,363	46
36XX	**Non-controlling interest**		155,195	1	161,156	1
3XXX	**Total equity**		5,317,339	47	5,133,519	47
	Significant contingent liabilities and unrecognised contract commitments	9				
3X2X	**Total liabilities and equity**		$ 11,205,325	100	$ 10,847,735	100

The accompanying notes are an integral part of these consolidated financial statements.

CHC HEALTHCARE GROUP AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
FOR THE YEARS ENDED DECEMBER 31, 2019 AND 2018
(EXPRESSED IN THOUSANDS OF NEW TAIWAN DOLLARS,
EXCEPT FOR EARNINGS PER SHARE AMOUNTS)

	Items	Notes	2019 Amount	2019 %	2018 Amount	2018 %
4000	**Operating revenue**	6(5)(11)(12)(23)(30) and 7	$ 2,950,052	100	$ 2,507,466	100
5000	**Operating costs**	6(6)(10)(12)(18)(19)(27)(30) and 7	(2,144,050)	(73)	(1,776,680)	(71)
5950	**Gross profit**		806,002	27	730,786	29
	Operating expenses	6(10)(18)(19)(27)(30)				
6100	Selling expenses		(124,041)	(4)	(124,613)	(5)
6200	General and administrative expenses		(166,584)	(6)	(192,217)	(7)
6300	Research and development expenses		(4,874)	-	(1,193)	-
6450	Gain on expected credit impairment loss		19,068	1	47,218	2
6000	**Total operating expenses**		(276,431)	(9)	(270,805)	(10)
6900	**Operating profit**		529,571	18	459,981	19
	Non-operating income and expenses					
7010	Other income	6(4)(11)(24) and 7	32,232	1	15,621	-
7020	Other gains and losses	6(2)(8)(9)(25)(31) and 7	(5,233)	-	(20,840)	(1)
7050	Finance costs	6(26)	(78,344)	(3)	(82,066)	(3)
7060	Share of loss of associates and joint ventures accounted for using equity method	6(8)	(1,633)	-	(4,527)	-
7000	**Total non-operating income and expenses**		(52,978)	(2)	(91,812)	(4)
7900	**Profit before income tax**		476,593	16	368,169	15
7950	Income tax expense	6(28)	(86,162)	(3)	(50,340)	(2)
8200	**Profit for the year**		$ 390,431	13	$ 317,829	13
	Other comprehensive income					
	Components of other comprehensive income that will not be reclassified to profit or loss					
8316	Unrealised gains (losses) from investments in equity instruments measured at fair value through other comprehensive income	6(3)	($ 8,550)	-	($ 42,606)	(2)
	Components of other comprehensive income that will be reclassified to profit or loss					
8361	Financial statements translation differences of foreign operations		(15,713)	(1)	(8,676)	-
8370	Share of other comprehensive income of associates and joint ventures accounted for using equity method, components of other comprehensive income that will be reclassified to profit or loss		40	-	347	-
8399	Income tax related to components of other comprehensive income that will be reclassified to profit or loss	6(28)	(8)	-	(2,150)	-
8300	**Other comprehensive loss for the year**		($ 24,231)	(1)	($ 53,085)	(2)
8500	**Total comprehensive income for the year**		$ 366,200	12	$ 264,744	11
	Profit attributable to:					
8610	Owners of the parent		$ 395,172	13	$ 323,422	13
8620	Non-controlling interest		($ 4,741)	-	($ 5,593)	-
	Comprehensive income attributable to:					
8710	Owners of the parent		$ 370,941	12	$ 270,337	11
8720	Non-controlling interest		($ 4,741)	-	($ 5,593)	-
	Earnings per share					
9750	**Basic earnings per share**	6(29)	$	2.83	$	2.32
9850	**Diluted earnings per share**	6(29)	$	2.46	$	2.02

The accompanying notes are an integral part of these consolidated financial statements.

CHC HEALTHCARE GROUP AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2019 AND 2018
(EXPRESSED IN THOUSANDS OF NEW TAIWAN DOLLARS)

		Equity attributable to owners of the parent														
		Capital Reserves					Retained Earnings			Other Equity Interest						
	Notes	Ordinary share	Share premium	Treasury share transactions	Employee share options	Others	Legal reserve	Special reserve	Unappropriated retained earnings	Financial statements translation differences of foreign operations	Unrealised gains (loss) on financial assets at fair value through other comprehensive income	Unrealised gains (loss) on available-for-sale financial assets	Treasury shares	Total	Non-controlling interest	Total equity
2018																
Balance at January 1, 2018		$ 1,399,136	$ 2,830,390	$ 173	$ 56,776	$ 39,677	$ 245,206	$ 171,995	$ 203,226	($ 18,758)	$ -	($ 14,453)	$ -	$ 4,913,368	$ 1,069	$ 4,914,437
Effects of retrospective application and restatement		-	-	-	-	-	-	-	251,607	-	(291,778)	14,453	-	(25,718)	-	(25,718)
Balance at January 1 after adjustments		1,399,136	2,830,390	173	56,776	39,677	245,206	171,995	454,833	(18,758)	(291,778)	-	-	4,887,650	1,069	4,888,719
Consolidated net income		-	-	-	-	-	-	-	323,422	-	-	-	-	323,422	(5,593)	317,829
Other comprehensive income (loss)	6(3)	-	-	-	-	-	-	-	-	(10,479)	(42,606)	-	-	(53,085)	-	(53,085)
Total comprehensive income (loss)		-	-	-	-	-	-	-	323,422	(10,479)	(42,606)	-	-	270,337	(5,593)	264,744
Appropriations of 2017 earnings	6(22)															
Cash dividends		-	-	-	-	-	-	-	(153,905)	-	-	-	-	(153,905)	-	(153,905)
Reversal of special reserve		-	-	-	-	-	-	(138,784)	138,784	-	-	-	-	-	-	-
Compensation cost of employee stock options	6(19)	-	-	-	1,207	-	-	-	-	-	-	-	-	1,207	-	1,207
Compensation cost of employee stock options of subsidiaries	6(19)	-	-	-	2,030	-	-	-	-	-	-	-	-	2,030	-	2,030
Expired employee stock options		-	-	-	(7,372)	7,372	-	-	-	-	-	-	-	-	-	-
Purchase of treasury shares	6(20)	-	-	-	-	-	-	-	-	-	-	-	(34,956)	(34,956)	-	(34,956)
Non-controlling interest		-	-	-	-	-	-	-	-	-	-	-	-	-	165,680	165,680
Balance at December 31, 2018		$ 1,399,136	$ 2,830,390	$ 173	$ 52,641	$ 47,049	$ 245,206	$ 33,211	$ 763,134	($ 29,237)	($ 334,384)	$ -	($ 34,956)	$ 4,972,363	$ 161,156	$ 5,133,519
2019																
Balance at January 1, 2019		$ 1,399,136	$ 2,830,390	$ 173	$ 52,641	$ 47,049	$ 245,206	$ 33,211	$ 763,134	($ 29,237)	($ 334,384)	$ -	($ 34,956)	$ 4,972,363	$ 161,156	$ 5,133,519
Consolidated net income		-	-	-	-	-	-	-	395,172	-	-	-	-	395,172	(4,741)	390,431
Other comprehensive income (loss)	6(3)	-	-	-	-	-	-	-	-	(15,681)	(8,550)	-	-	(24,231)	-	(24,231)
Total comprehensive income (loss)		-	-	-	-	-	-	-	395,172	(15,681)	(8,550)	-	-	370,941	(4,741)	366,200
Appropriations of 2018 earnings	6(22)															
Legal reserve		-	-	-	-	-	32,342	-	(32,342)	-	-	-	-	-	-	-
Special reserve		-	-	-	-	-	-	330,410	(330,410)	-	-	-	-	-	-	-
Cash dividends		-	-	-	-	-	-	-	(250,045)	-	-	-	-	(250,045)	-	(250,045)
Conversion of convertible bonds	6(16)(20)	7,809	22,883	-	-	(779)	-	-	-	-	-	-	-	29,913	-	29,913
Exercise of employee stock options	6(20)	9,390	71,363	-	(47,507)	-	-	-	-	-	-	-	-	33,246	-	33,246
Compensation cost of employee stock options	6(19)	-	-	-	2,134	-	-	-	-	-	-	-	-	2,134	-	2,134
Compensation cost of employee stock options of subsidiaries	6(19)	-	-	-	3,592	-	-	-	-	-	-	-	-	3,592	-	3,592
Expired employee stock options		-	-	-	(1,897)	1,897	-	-	-	-	-	-	-	-	-	-
Non-controlling interest		-	-	-	-	-	-	-	-	-	-	-	-	-	(1,220)	(1,220)
Balance at December 31, 2019		$ 1,416,335	$ 2,924,636	$ 173	$ 8,963	$ 48,167	$ 277,548	$ 363,621	$ 545,509	($ 44,918)	($ 342,934)	$ -	($ 34,956)	$ 5,162,144	$ 155,195	$ 5,317,339

The accompanying notes are an integral part of these consolidated financial statements.

CHC HEALTHCARE GROUP AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2019 AND 2018
(EXPRESSED IN THOUSANDS OF NEW TAIWAN DOLLARS)

	Notes	2019	2018
CASH FLOWS FROM OPERATING ACTIVITIES			
Profit before tax		$ 476,593	$ 368,169
Adjustments			
Adjustments to reconcile profit (loss)			
Expected credit gain		(19,068)	(47,218)
Depreciation charge	6(9)(10)(12)(27)	411,752	428,598
Loss (gain) on disposal of property, plant and equipment	6(25)	3,142	(279)
Interest expense		71,846	72,806
Interest income	6(24)	(11,696)	(8,250)
Dividend income		(967)	-
Share of loss of associates and joint ventures accounted for using equity method	6(8)	1,633	4,527
Net (gain) loss on disposal of investments accounted for using equity method	6(8)(25)	(143)	350
(Gain) loss on financial assets or liabilities at fair value through profit or loss	6(2)(25)	(17,403)	21,586
Amortisation of discount on bonds payable	6(26)	12,357	15,855
Compensation cost of employee stock options	6(19)(27)	5,726	3,237
Impairment loss on non-financial assets	6(9)(25)	12,595	1,350
Changes in operating assets and liabilities			
Changes in operating assets			
Acquisition of financial assets at fair value through profit or loss	6(2)	-	(74,900)
Contract assets - current		(5,508)	(7,029)
Contract assets - non-current		(34,438)	-
Notes and accounts receivable		(54,847)	(70,932)
Accounts receivable - related parties		8,937	16,350
Other receivables		(943)	1,732
Other receivables - related parties		(25,500)	(65,537)
Inventories		(26,113)	(182,455)
Prepayments		96,680	(111,055)
Other current assets		1,792	(6,615)
Changes in operating liabilities			
Contract liabilities - current		394,698	(10,274)
Notes and accounts payable		13,401	77,617
Accounts payable - related parties		(4,426)	(134)
Other payables		17,447	19,304
Provisions for liabilities - current		8,113	933
Refund liabilities		8,019	6,667
Other current liabilities		(1,861)	4,946
Provisions for liabilities - non-current		-	(345)
Cash inflow generated from operations		1,341,818	459,004
Dividends received during the year		967	-
Interest paid during the year		(66,855)	(67,535)
Interest received during the year		11,696	8,250
Income tax paid		(97,933)	(61,733)
Net cash flows from operating activities		1,189,693	337,986

(Continued)

CHC HEALTHCARE GROUP AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2019 AND 2018
(EXPRESSED IN THOUSANDS OF NEW TAIWAN DOLLARS)

	Notes	2019	2018
CASH FLOWS FROM INVESTING ACTIVITIES			
Acquisition of financial assets at amortised cost	6(4)	($ 298,003)	$ -
(Increase) decrease in other current assets		(50,098)	58,008
Acquisition of investments accounted for using equity method		-	(8,949)
Proceeds from disposal of investments accounted for using equity method		7,770	-
Acquisition of property, plant and equipment	6(9)	(340,939)	(361,966)
Capitalised interest of property, plant and equipment	6(9)	(3,369)	(512)
Proceeds from disposal of property, plant and equipment		71,277	643
Acquisition of investment property	6(12)	(17,770)	(4,931)
Increase in refundable deposits		(325,393)	(230,277)
Decrease in refundable deposits		261,373	206,138
Decrease (increase) in other non-current financial assets		59,031	(16,259)
(Increase) decrease in other non-current assets		(3,511)	12,666
Capitalised interest from increase in other non-current assets	6(9)	(7,324)	(8,064)
Net cash flows used in investing activities		(646,956)	(353,503)
CASH FLOWS FROM FINANCING ACTIVITIES			
Increase in short-term loans	6(33)	4,568,609	2,762,046
Decrease in short-term loans	6(33)	(4,784,005)	(2,706,955)
Payments of lease liabilities	6(33)	(6,799)	-
Proceeds from long-term debt	6(33)	196,500	2,274,803
Repayments of long-term debt	6(33)	(265,101)	(2,169,014)
Increase in guarantee deposits received	6(33)	16,401	6,206
Decrease in guarantee deposits received	6(33)	(12,258)	(13,449)
Increase in other non-current liabilities		-	1,675
Decrease in other non-current liabilities		(1,340)	-
Repayments of bonds		-	(320,100)
Payment of cash dividends		(250,045)	(153,905)
Exercise of employee stock options	6(19)	33,246	-
Payments to acquire treasury shares	6(20)	-	(34,956)
Change in non-controlling interest		(1,220)	165,680
Net cash flows used in financing activities		(506,012)	(187,969)
Effect of changes in foreign currency exchange rates on cash and cash equivalents		(1,126)	(31,241)
Increase (decrease) in cash and cash equivalents		35,599	(234,727)
Cash and cash equivalents at beginning of year		1,209,636	1,444,363
Cash and cash equivalents at end of year		$ 1,245,235	$ 1,209,636

The accompanying notes are an integral part of these consolidated financial statements.

【Attachment 7】

CHC Healthcare Group

List of Director Candidates

No.	Name	Education	Experience	Juristic person to be represented	Category of nomination	Were the continuous terms of service of independent directors no more than three terms each?	Current shareholdings (shares)
1	Princeton Healthcare Limited Representative: Pei-Lin, Lee	MBA, Pacific Western University Department of Medical Imaging and Radiological Science, Central Taiwan University of Science and Technology (originally known as Department of Radiological Technology , ChungTai Junior College) Honorary Doctorate Degree, Central Taiwan University of Science and Technology	Department of Medical Imaging (originally known as Department of Radiology), National Taiwan University Hospital	Princeton Healthcare Limited	Director	NA	28,257,983
2	Tien-Ying, Lee	School of Medicine, China Medical University A Pass on Exams for Doctors Held by Ministry of Examination	Resident, Department of Medicine, Mackay Memorial Hospital Chief Resident, Division of General Medicine / Division of Infectious Diseases, Mackay Memorial Hospital	-	Director	NA	9,017,985
3	Chun-Shung, Huang	School of Medicine, Kaohsiung Medical University (originally known as Kaohsiung Medical College) A Pass on Exams for Doctors Held by Ministry of Examination Specialist, Department of Orthopaedics	Chairman, Childhood Burn Foundation of The Republic of China Chairman, Hospice Foundation of Taiwan Director, Taiwan Medical Center Association Director, Taiwan Orthopaedic Association Superintendent, Mackay Memorial Hospital	-	Director	NA	0

No.	Name	Education	Experience	Juristic person to be represented	Category of nomination	Were the continuous terms of service of independent directors no more than three terms each?	Current shareholdings (shares)
			Chairman, Mackay Memorial Hospital Superintendent, Jen Ching Memorial Hospital				
4	Yen-Hsin Investment Ltd. Representative: Yung-Shun, Chuang	EMBA, National Taiwan University	Chairman, AAEON Technology Inc.	Yen-Hsin Investment Ltd.	Director	NA	177,262
5	Gui-Duan, Chen	PhD in Economic Law, Graduate School, China University of Political Science and Law Master, Graduate Institute of Public Finance, National Chengchi University CPA License holder	Chair, Department of Accounting, Feng Chia University Chair, Corporate Governance Research Center Legislative assistant, Budget Center, Legislative Yuan, Republic of China (Taiwan) Standing Directors, Taiwan CPA Association	-	Independent Director	No/ Considering the characteristics of the industry, the independent director has rich experience and professional competence in related industry, also he can make decision and offer advice from the perspective of an accountant.	0
6	Chang-Jian, Ho	School of Chinese Medicine, China Medical University (originally known as China Medical College) A Pass on Exams for Doctors Held by Ministry of Examination Certification Specialist, Department of Radiology Certification Specialist, Department of Geriatrics and Gerontology	Resident / Chief Resident / Attending Physician / Director, Department of Radiology, Heping Fuyou Branch, Taipei City Hospital (originally known as Taipei Municipal Hoping Hospital) Adjunct Director, Engineering Affairs Office, Heping Fuyou Branch, Taipei City Hospital (originally known as	-	Independent Director	No/ Considering the characteristics of the industry, the independent director has rich experience and professional competence in related industry, also he can	0

No.	Name	Education	Experience	Juristic person to be represented	Category of nomination	Were the continuous terms of service of independent directors no more than three terms each?	Current shareholdings (shares)
			Taipei Municipal Hoping Hospital) Adjunct Attending Physician, Department of Medical Imaging (originally known as Department of Radiology), National Taiwan University Hospital			make decision and offer advice from the perspective of a physician.	
7	Geng-Wang, Liaw	Master, Department of Health Services Administration, China Medical University School of Medicine, China Medical University A Pass on Exams for Doctors Held by Ministry of Examination Certification Specialist, Department of Emergency Medicine	Resident / Attending Physician, Department of Emergency Medicine, China Medical University Hospital Resident, Medicine Department, Taichung Hospital, Ministry of Health and Welfare (originally known as Taichung Hospital) Attending Physician, Department of Emergency Medicine, Taichung Tzu Chi Hospital, Buddhist Tzu Chi Medical Foundation	-	Independent Director	Yes	0

【Attachment 8】

CHC Healthcare Group

Detail List of Director and Independent Director Candidates to be Released from Non-Competition Restrictions

Candidates	Restricted position	Main business
Representative of juristic person director **Pei-Lin, Lee**	Chairman, Princeton Healthcare Limited	Investment
	Chairman, Meditron Group Limited	Investment
	Chairman, CHC Healthcare Group	Investment
	Chairman, AESolution Biomedical Co., Ltd.	Wholesale and retail sale of medical equipments
	Director, SMTH AG	Investment
	Director, Swissray Medical AG	Sale and maintenance of medical equipments
	Director, Swissray International Inc.	R&D, manufacture, sale and maintenance of medical equipments
	Director, He-Sheng Co., Ltd	Sale of medical equipments, medical management and technical services
	Director, Chien-Lin Enterprise Co., Ltd	Senior citizen's development
	Representative of juristic person director / Chairman, Swissray Global Healthcare Holding Ltd.	R&D, manufacture, sale, installation, maintenance and upgrade of digital radiography X-ray system
	Representative of juristic person director, Cheng-Hsin Biotechnology Co., Ltd	Management consulting services, retail sale of medical supplies, food, drugs and medicines
	Director / Vice Chairman, Dalian Neusoft Kangrui Jiuhe Medical Management Co., Ltd.	Medical management services
Director **Tien-Ying, Lee**	Director, CHC Healthcare Group	Investment
	Chairman, Butterfield Management Group Limited	Investment
	Chairman, SMTH AG	Investment
	Chairman, Swissray Medical AG	Sale and maintenance of medical equipments
	Chairman, Swissray International Inc.	R&D, manufacture, sale and maintenance of medical equipments
	Superintendent, YeeZen General Hospital	District teaching hospital
	Representative of juristic person director / General Manager, Swissray Asia Healthcare Co., Ltd.	R&D, sale and maintenance of medical equipments
	Representative of juristic person director / Chief Operating Officer, Swissray Global Healthcare Holding Ltd.	R&D, manufacture, sale, installation, maintenance and upgrade of digital radiography X-ray system
	Director, Swissray Healthcare Holding (H.K.) Limited	Investment
	Representative of juristic person director, Cheng-Hsin Biotechnology Co., Ltd	Management consulting services, retail sale of medical supplies, food, drugs and medicines

Candidates	Restricted position	Main business
Director **Chun-Shung, Huang**	Honorary Physician and Consultant, Mackay Memorial Hospital	Medical center
	Attending Physician, Department of Orthopaedics, Changhua Christian Hospital	Medical center
	Head Consultant / Physician, Department of Orthopaedics, YeeZen General Hospital	District teaching hospital
Juristic person director **Yen-Hsin Investment Ltd.**	Director, Feng-Hsin Venture Capital Co., Ltd.	Venture investment
Representative of juristic person director **Yung-Shun, Chuang**	Representative of juristic person director / Chairman, Onyx Healthcare Inc.	Design, manufacture and sale of medical computers, sale of other parts and components
	Representative of juristic person director / Chairman, Onyx Healthcare (Shanghai) Inc.	Design, manufacture and sale of medical computers, sale of other parts and components
	Representative of juristic person director / Chairman, Yan-You Investment Inc.	Investment
	Chairman, Yen-Hsin Investment Ltd.	Investment
	Chairman, Fu-Li Investment Inc.	Investment
	Representative of juristic person director, I-Pao-Chih-Jen Co., Ltd.	Wholesale and retail sale of precision instruments
	Representative of juristic person director, Feng-Hsin Venture Capital Co., Ltd.	Venture investment
	Representative of juristic person director, Taipei Tech Star Venture Capital Co., Ltd.	Venture investment
Independent director **Gui-Duan, Chen**	Director, Swancor Holding Co., LTD.	Investment
Independent director **Chang-Jian, Ho**	Special Physician, Heping Fuyou Branch, Taipei City Hospital (originally known as Taipei Municipal Hoping Hospital)	Community hospital
Independent director **Geng-Wang, Liaw**	Attending Physician, Department of Emergency Medicine / Chief Secretary, Superintendent's Office / Director, Planning and Public Relations Office, YeeZen General Hospital	District teaching hospital

【Appendix 1】

Articles of Incorporation
Of
CHC Healthcare Group (The "Company")

Chapter 1 General Provisions

Article 1

The Company is incorporated as a company limited by shares under "Company Act", and its name is "承業生醫投資控股股份有限公司" in the Chinese language, and "CHC Healthcare Group" in the English language.

Article 2

The scope of business of the Company is as follow:

1. H201010 Investment

Article 3

The Company has its head-office in Taipei City and, if necessary, may set up branches in and out of this country upon a resolution of its Board of Directors.

Article 4

When necessary for its operations, the Company may provide endorsements/guarantees in accordance with the procedure made by its Board of Directors.

Article 4-1

The Company may transfer the holding shares of "Chiu Ho Medical System Co., Ltd." and "Tomorrow Medical System Co., Ltd." after getting approval on shareholders' meeting. Or the Company may waived cash capital increase plan to the two companies mentioned above after getting approval on shareholders' meeting.

Chapter 2 Shares

Article 5

The total capital amount of the Company is NT$2.5 billion accounting for 250 million shares, issued in installments, at a par value of NT$10 per share. Board of Directors is authorized to issue the unissued shares depending on actual situation.

A total of NT$50 million among the above total capital amount should be reserved for issuing employee stock option certificates, preferred shares with warrants or corporate bonds with warrants. Board of Directors is authorized to issue in installments.

Exercise price of employee stock option certificates is not limit by relevant laws, only the issuance need a resolution at a shareholders' meeting shall be adopted if voted in favor by two-thirds of the votes at a shareholders' meeting at which shareholders of more than one-half of the total issued and outstanding shares are present and shall be carried out by installments within one year of the date of the resolution of the shareholders' meeting.

Article 5-1

To transfer treasury shares to employees at less than the average actual share

repurchase price, the Company must have obtained the consent of at least two-thirds of the voting rights present at the most recent shareholders' meeting attended by shareholders representing a majority of total issued shares before transferring. Qualification requirements of employees with the right to subscribe the shares include the employees from parent company or affiliate companies meeting certain specific requirements.

Article 6

The share certificate of the Company shall all be name-bearing.

The Company may issue shares without printing share certificates, only shall be in registration under centralized securities depository enterprise, which also applies in issuance of corporate bonds.

Article 7

Registration for transfer of shares shall all be suspended 60 days before the convocation of any general shareholders' meeting, 30 days before the convocation of any special shareholders' meeting, or 5 days before the record day for distribution of dividend, interest and bonus or any other benefit as scheduled by the Company.

Article 8

All shareholder services of the Company shall follow "Regulations Governing the Administration of Shareholder Services of Public Companies" unless specified otherwise by law and securities regulations.

Chapter 3 Shareholders' Meeting

Article 9

Shareholders' meetings of the Company are of two types:

1. General shareholders' meeting, which shall be convened at least once a year and within six months after the end of each fiscal year.
2. Special shareholders' meeting, which shall be convened in accordance with laws when necessary.

Shareholders' meetings mentioned above shall be convened by Board of Directors unless specified otherwise by law and securities regulations.

Article 10

The chair of the shareholders' meeting shall be appointed in accordance with Article 182-1 and 208-3 of "Company Act".

Article 11

In case a shareholder is unable to attend a shareholders' meeting, he/she may issue proxy printed by the Company setting forth the scope of authorization by signing or affixing his/her seal on the proxy form for the representative to be present on his/her behalf. Except for complying with Article 177 of "Company Act" and Article 25-1 of "Securities and Exchange Act", use of Proxies shall follow "Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies".

Article 12

Shareholders of the Company shall have one voting power in respect of each share in his/her/its possession, except the shares shall have no voting power in the circumstances set forth in Article 157 of “Company Act”.

Article 13

Unless otherwise provided in relevant laws, resolution shall be adopted by a majority vote of the shareholders present, who represent more than one-half of the total number of voting shares.

Article 14

If the Company is organized by a single juristic person shareholder shall be free from restrictive requirement set out in the Article. The functional duties and power of the shareholders' meeting of the Company shall be exercised by Board of Directors.

Article 15

The proposal of ceasing the Company’s status as a public company shall be approved by a resolution made at shareholders’ meeting, and the Company shall also make an application to the competent authority. And this Article 15 shall not be altered during when the Company is listed (whether exchange-listed, OTC-listed, or registered on emerging-stock market).

Chapter 4 Directors, Audit Committee and Managerial Officers

Article 16

The Company shall adopt a candidates nomination system in accordance with Article 192-1 of “Company Act” and have at least five but no more than nine directors to be elected at the shareholders’ meeting by the shareholders from among the nominees listed in the roster of director candidates to serve a term of three years. All of the directors are eligible for re-election.

The percentage of aggregate shareholding of all directors shall comply with the regulations prescribed by the supervisory authority of securities. The Company may take out liability insurance for all the directors with respect to liabilities resulting from the performance of duties during their terms of office. The Board of Directors has complete authority to handle relevant insurance matters.

At least three directors or one-fifth of all directors, whichever is higher, shall be the independent directors. The terms, the qualification, the limitations of shareholding and concurrently serving other positions, the methods of nomination and election and other related matters of independent directors shall be subject to relevant laws.

Article 16-1

Audit committee of the Company shall be established base on Article 14-4 of “Securities and Exchange Act”. The audit committee shall be composed of the entire number of independent directors. It shall not be fewer than three persons in number, one of whom shall be committee convener, and at least one of whom shall have accounting or financial expertise. The audit committee or the members of audit committee shall exercise all

powers conferred by “Company Act”, “Securities and Exchange Act” and any other law to be exercised by supervisors.

Article 17

Chairman of the Board of Directors shall be elected by majority of directors present at a meeting attended by more than two thirds of directors, and may elect a Vice Chairman in the same manner. The Chairman shall be the externally representative of the Company.

Article 18

Board meetings shall be convened by the Chairman unless specified otherwise by “Company Act”. Also, unless otherwise provided for “Company Act”, resolutions of the Board of Directors shall be adopted by a majority of the directors at a meeting attended by a majority of the directors.

Article 19

Board meeting shall be convened at least quarterly. When calling a meeting of the Board of Directors, a notice setting forth therein the subjects to be discussed at the meeting shall be given to each director no later than 7 days prior to the scheduled meeting date. However, in the case of emergency, the meeting may be convened at any time. The Chairman of the Board of Directors shall preside over all board meetings. In case the Chairman is on leave or absent or unable to exercise his/her power and authority for any cause, the situation shall be handled in accordance with Article 208 of “Company Act”. Each director shall attend the board meeting in person. In case the director is on leave or absent, he/she may appoint another director to attend a meeting in his/her behalf. He/she shall, in each time, issue a written proxy and state therein the scope of authority with reference to the subjects to be discussed at the meeting.

In case a board meeting is processed via visual communication network, when a director taking part in such a visual communication meeting, he/she shall be deemed to have attended the meeting in person.

Article 20

Remunerations for all directors shall be paid whether the Company has profit or loss. The Board of Directors has complete authority to decide the amount of remunerations according to involvements and contributions to the operation of the Company and at the normal rate adopted by other firms of the same industry.

Article 21

A company may have one or more managerial officers. And the appointment, removal and remunerations of the managerial officers shall be subject to Article 29 of “Company Act”.

Chapter 5 Accounting

Article 22

The fiscal year for the Company shall be from January 1 of each year to December 31 of the same year. At the end of each fiscal year, the Company shall do the final accounts.

Article 23

At the end of each fiscal year, the Board of Directors shall prepare the following

statements and records and submit to a general shareholders' meeting for ratification:

1. Business report
2. Financial statements
3. Surplus earning distribution or loss off-setting proposals

Article 24

Distribution of the dividends and bonuses shall be effected in proportion to the number of shares held by each shareholder accordingly. The Company shall not distribute dividends or bonuses when there is no surplus earnings.

Article 24-1

When allocating the profit of current year (profit before tax and compensations for employees and remunerations for directors), accumulated losses shall be first covered, and then set aside no less than 0.05% of the balance as compensations for employees and no more than 5% as remunerations for directors.

Compensations for employees and remunerations for directors mentioned above shall be conducted after a resolution made by majority of directors present at a meeting attended by more than two thirds of directors and shall also be reported to the shareholders' meeting.

Compensations for employees shall be paid by either shares or cash. The employees to receive compensations shall include certain qualified employees from parent company or affiliate companies and the rules of distribution shall be made by the Chairman.

Article 25

If the Company has earnings in a fiscal year, the Company shall, after paying all taxes, offsetting all prior losses, set aside a legal reserve at 10% of the earnings unless the accumulated amount of the legal reserve has reached the total authorized capital of the Company and set aside or reserving a special reserve according to relevant regulations when necessary. Any remaining amount after the abovementioned payments together with unappropriated retained earnings at the beginning of the fiscal year, shall set aside at least 50% as unappropriated retained earnings for shareholders. Board of Directors shall submit the Proposal for Distribution to shareholders' meeting for approval if the distribution is in the form of issuing new shares.

In accordance with "Company Act", the Company may authorize the Board of Directors to decide the distributable dividends and bonuses or legal reserve and capital surplus regulated in Article 241, paragraph 1 of "Company Act" in whole or in part may be paid in cash after a resolution has been adopted by a majority vote at a board meeting attended by two-thirds of the total number of directors; and in addition thereto a report of such distribution shall be submitted to the shareholders' meeting.

Because the Company is still in its growth stage, dividend policy that the Company intends to adopt is "Balanced Dividend Policy", dividends may be paid in both cash and shares in moderation. The cash dividend distributed annually may not be less than 20% of the total dividends. However, the actual amount of profit distribution shall be determined according to the actual amount profits of the year and capital needs of the Company in the future.

Article 26

Distribution of shareholders' dividends shall be conducted according to the shareholders' roster within 5 days prior to the target date fixed by the Company for distribution of dividends and bonus.

Chapter 6 Supplementary Provisions

Article 27

Any other matters not set forth in the Article shall be dealt with in accordance with "Company Act" and other applicable laws, rules, and regulations.

Article 28

The Article was enacted on Nov. 25, 2009 and amended on Nov. 28, 2009 for the first time, on Jan 15, 2010 for the second time, on Feb. 10, 2010 for the third time, on Jun. 30, 2011 for the fourth time, on Jan. 6, 2012 for the fifth time, on Jun. 14, 2013 for the sixth time, on Jun. 13, 2016 for the seventh time, on Jun. 13, 2017 for the eighth time, on Jun. 12, 2019 for the ninth time.

CHC Healthcare Group
By
Pei-Lin, Lee
Chairman

【Appendix 2】

Rules of Procedure for Shareholders' Meetings
Of
CHC Healthcare Group (The "Company")

Article 1

To establish a strong governance system and sound supervisory capabilities for shareholders' meetings of the Company, and to strengthen management capabilities, the Rule is adopted pursuant to Article 5 of "Corporate Governance Best-Practice Principles for TWSE/GTSM Listed Companies".

Article 2

The rules of procedures for shareholders' meetings of the Company, except as otherwise provided by law, regulation, or "Articles of Incorporation" of the Company, shall be as provided in these Rules.

Article 3

Unless otherwise provided by law or regulation, shareholders' meetings of the Company shall be convened by the Board of Directors.

The Company shall prepare electronic versions of the shareholders' meeting announcement and proxy forms, and the origins of and explanatory materials relating to all proposals, including proposals for ratification, matters for deliberation, or the election or dismissal of directors, and upload them to the Market Observation Post System (MOPS) before 30 days before the date of a regular shareholders' meeting or before 15 days before the date of a special shareholders' meeting. The Company shall prepare electronic versions of the shareholders' meeting agenda and supplemental meeting materials and upload them to the MOPS before 21 days before the date of the regular shareholders' meeting or before 15 days before the date of the special shareholders' meeting. In addition, before 15 days before the date of the shareholders' meeting, the Company shall also have prepared the shareholders' meeting agenda and supplemental meeting materials and made them available for review by shareholders at any time. The meeting agenda and supplemental materials shall also be displayed at the Company and the professional shareholder services agent designated thereby as well as being distributed on-site at the meeting place.

The reasons for convening a shareholders' meeting shall be specified in the meeting notice and public announcement. With the consent of the addressee, the meeting notice may be given in electronic form.

Election or dismissal of directors, amendments to "Articles of Incorporation", reduction of capital, application for the approval of ceasing its status as a public company, approval of competing with the Company by directors, surplus profit distributed in the form of new shares, reserve distributed in the form of new shares, the dissolution, merger, or demerger of the Company, or any matter under Article 185, paragraph 1 of "Company Act", Articles 26-1 and 43-6 of "Securities and Exchange Act", or Articles 56-1 and 60-2 of "Regulations

Governing the Offering and Issuance of Securities by Securities Issuers" shall be set out in the notice of the reasons for convening the shareholders' meeting. None of the above matters may be raised by an extraordinary motion.

A shareholder holding 1 percent or more of the total number of issued shares may submit to the Company a written proposal for discussion at a regular shareholders' meeting. Such proposals, however, are limited to one item only, and no proposal containing more than one item will be included in the meeting agenda. In addition, when the circumstances of any subparagraph of Article 172-1, paragraph 4 of "Company Act" apply to a proposal put forward by a shareholder, the Board of Directors may exclude it from the agenda.

Prior to the book closure date before a regular shareholders' meeting is held, the Company shall publicly announce that it will receive shareholder proposals, and the location and time period for their submission; the period for submission of shareholder proposals may not be less than 10 days.

Shareholder-submitted proposals are limited to 300 words, and no proposal containing more than 300 words will be included in the meeting agenda. The shareholder making the proposal shall be present in person or by proxy at the regular shareholders' meeting and take part in discussion of the proposal.

Prior to the date for issuance of notice of a shareholders' meeting, the Company shall inform the shareholders who submitted proposals of the proposal screening results, and shall list in the meeting notice the proposals that conform to the provisions of this article. At the shareholders' meeting the Board of Directors shall explain the reasons for exclusion of any shareholder proposals not included in the agenda.

Article 4

For each shareholders' meeting, a shareholder may appoint a proxy to attend the meeting by providing the proxy form issued by the Company and stating the scope of the proxy's authorization.

A shareholder may issue only one proxy form and appoint only one proxy for any given shareholders' meeting, and shall deliver the proxy form to the Company 5 days before the date of the shareholders' meeting. When duplicate proxy forms are delivered, the one received earliest shall prevail unless a declaration is made to cancel the previous proxy appointment.

After a proxy form has been delivered to the Company, if the shareholder intends to attend the meeting in person or to exercise voting rights by correspondence or electronically, a written notice of proxy cancellation shall be submitted to the Company 2 days before the meeting date. If the cancellation notice is submitted after that time, votes cast at the meeting by the proxy shall prevail.

Article 5

The venue for a shareholders' meeting shall be the premises of the Company, or a place easily accessible to shareholders and suitable for a shareholders' meeting. The meeting may begin no earlier than 9 a.m. and no later than 3 p.m. Full consideration shall be given to the opinions of the independent directors with respect to the place and time of the meeting.

Article 6

The Company shall specify in its shareholders' meeting announcement the time during which shareholder attendance registrations will be accepted, the place to register for attendance, and other matters for attention.

The time during which shareholder attendance registrations will be accepted, as stated in the preceding paragraph, shall be at least 30 minutes prior to the time the meeting commences. The place at which attendance registrations are accepted shall be clearly marked and a sufficient number of suitable personnel assigned to handle the registrations.

Shareholders and their proxies (collectively, "shareholders") shall attend shareholders' meetings based on attendance cards, sign-in cards, or other certificates of attendance. The Company may not arbitrarily add requirements for other documents beyond those showing eligibility to attend presented by shareholders. Solicitors soliciting proxy forms shall also bring identification documents for verification.

The Company shall furnish the attending shareholders with an attendance book to sign, or attending shareholders may hand in a sign-in card in lieu of signing in.

The Company shall furnish attending shareholders with the meeting agenda book, annual report, attendance card, speaker's slips, voting slips, and other meeting materials. Where there is an election of directors, pre-printed ballots shall also be furnished.

When the government or a juristic person is a shareholder, it may be represented by more than one representative at a shareholders' meeting. When a juristic person is appointed to attend as proxy, it may designate only one person to represent it in the meeting.

Article 7

If a shareholders' meeting is convened by the Board of Directors, the meeting shall be chaired by the Chairman of the Board of Directors. When the Chairman of the Board of Directors is on leave or for any reason unable to exercise the powers of the Chairman, he/she shall appoint one of the directors to act as chair. Where the Chairman does not make such a designation, the directors shall select from among themselves one person to serve as chair.

When a director serves as chair, as referred to in the preceding paragraph, the director shall be one who has held that position for six months or more and who understands the financial and business conditions of the Company. The same shall be true for a representative of a juristic person director that serves as chair.

It is advisable that shareholders' meetings convened by the Board of Directors be chaired by the Chairman of the Board of Directors in person and attended by a majority of the directors, and at least one member of each functional committee on behalf of the committee. The attendance shall be recorded in the meeting minutes.

If a shareholders' meeting is convened by a party with power to convene but other than the Board of Directors, the convening party shall chair the meeting. When there are two or more such convening parties, they shall mutually select a chair from among themselves.

The Company may appoint its attorneys, certified public accountants, or related persons retained by it to attend a shareholders' meeting in a non-voting capacity.

Article 8

The Company, beginning from the time it accepts shareholder attendance registrations, shall make an uninterrupted audio and video recording of the registration procedure, the proceedings of the shareholders' meeting, and the voting and vote counting procedures.

The recorded materials of the preceding paragraph shall be retained for at least 1 year. If, however, a shareholder files a lawsuit pursuant to Article 189 of "Company Act", the recording shall be retained until the conclusion of the litigation.

Article 9

Attendance at shareholders' meetings shall be calculated based on numbers of shares. The number of shares in attendance shall be calculated according to the shares indicated by the attendance book and sign-in cards handed in plus the number of shares whose voting rights are exercised by correspondence or electronically.

The chair shall call the meeting to order at the appointed meeting time. However, when the attending shareholders do not represent a majority of the total number of issued shares, the chair may announce a postponement, provided that no more than two such postponements, for a combined total of no more than 1 hour, may be made. If the quorum is not met after two postponements and the attending shareholders still represent less than one third of the total number of issued shares, the chair shall declare the meeting adjourned.

If the quorum is not met after two postponements as referred to in the preceding paragraph, but the attending shareholders represent one third or more of the total number of issued shares, a tentative resolution may be adopted pursuant to Article 175, paragraph 1 of "Company Act"; all shareholders shall be notified of the tentative resolution and another shareholders' meeting shall be convened within 1 month.

When, prior to conclusion of the meeting, the attending shareholders represent a majority of the total number of issued shares, the chair may resubmit the tentative resolution for a vote by the shareholders' meeting pursuant to Article 174 of "Company Act".

Article 10

If a shareholders' meeting is convened by the Board of Directors, the meeting agenda shall be set by the Board of Directors. The meeting shall proceed in the order set by the agenda, which may not be changed without a resolution of the shareholders' meeting.

The provisions of the preceding paragraph apply mutatis mutandis to a shareholders' meeting convened by a party with the power to convene that is not the Board of Directors.

The chair may not declare the meeting adjourned prior to completion of deliberation on the meeting agenda of the preceding two paragraphs (including extraordinary motions), except by a resolution of the shareholders' meeting. If the chair declares the meeting adjourned in violation of the rules of procedure, the other members of the Board of Directors shall promptly assist the attending shareholders in electing a new chair in accordance with statutory procedures, by agreement of a majority of the votes represented by the attending shareholders, and then continue the meeting.

The chair shall allow ample opportunity during the meeting for explanation and discussion

of proposals and of amendments or extraordinary motions put forward by the shareholders; when the chair is of the opinion that a proposal has been discussed sufficiently to put it to a vote, the chair may announce the discussion closed and call for a vote.

Article 11

Before speaking, an attending shareholder must specify on a speaker's slip the subject of the speech, his/her shareholder account number (or attendance card number), and account name. The order in which shareholders speak will be set by the chair.

A shareholder in attendance who has submitted a speaker's slip but does not actually speak shall be deemed to have not spoken. When the content of the speech does not correspond to the subject given on the speaker's slip, the spoken content shall prevail.

Except with the consent of the chair, a shareholder may not speak more than twice on the same proposal, and a single speech may not exceed 5 minutes. If the shareholder's speech violates the rules or exceeds the scope of the agenda item, the chair may terminate the speech.

When an attending shareholder is speaking, other shareholders may not speak or interrupt unless they have sought and obtained the consent of the chair. The chair shall stop any violation.

When a juristic person shareholder appoints two or more representatives to attend a shareholders' meeting, only one of the representatives so appointed may speak on the same proposal.

After an attending shareholder has spoken, the chair may respond in person or appoint relevant personnel to respond.

Article 12

Voting at a shareholders' meeting shall be calculated based the number of shares.

With respect to resolutions of shareholders' meetings, the number of shares held by a shareholder with no voting rights shall not be calculated as part of the total number of issued shares.

When a shareholder is an interested party in relation to an agenda item, and there is the likelihood that such a relationship would prejudice the interests of the Company, that shareholder may not vote on that item, and may not exercise voting rights as proxy for any other shareholder.

The number of shares for which voting rights may not be exercised under the preceding paragraph shall not be calculated as part of the voting rights represented by attending shareholders.

With the exception of a trust enterprise or a shareholder services agent approved by the competent securities authority, when one person is concurrently appointed as proxy by two or more shareholders, the voting rights represented by that proxy may not exceed 3 percent of the voting rights represented by the total number of issued shares. If that percentage is exceeded, the voting rights in excess of that percentage shall not be included in the calculation.

Article 13

A shareholder shall be entitled to one vote for each share held, except when the shares are restricted shares or are deemed non-voting shares under Article 179, paragraph 2 of "Company Act".

When the Company holds a shareholders' meeting, it may allow the shareholders to exercise voting rights by correspondence or electronic means. When voting rights are exercised by correspondence or electronic means, the method of exercise shall be specified in the shareholders' meeting announcement. A shareholder exercising voting rights by correspondence or electronic means will be deemed to have attended the meeting in person, but to have waived his/her rights with respect to the extraordinary motions and amendments to original proposals of that meeting; it is therefore advisable that the Company avoid the submission of extraordinary motions and amendments to original proposals.

A shareholder intending to exercise voting rights by correspondence or electronic means under the preceding paragraph shall deliver a written declaration of intent to the Company 2 days before the date of the shareholders' meeting. When duplicate declarations of intent are delivered, the one received earliest shall prevail, except when a declaration is made to cancel the earlier declaration of intent.

After a shareholder has exercised voting rights by correspondence or electronic means, in the event the shareholder intends to attend the shareholders meeting in person, a written declaration of intent to retract the voting rights already exercised under the preceding paragraph shall be made known to the Company, by the same means by which the voting rights were exercised, 2 business days before the date of the shareholders' meeting. If the notice of retraction is submitted after that time, the voting rights already exercised by correspondence or electronic means shall prevail. When a shareholder has exercised voting rights both by correspondence or electronic means and by appointing a proxy to attend a shareholders' meeting, the voting rights exercised by the proxy in the meeting shall prevail.

Except as otherwise provided in "Company Act" and the Company's "Articles of Incorporation", the approval of a proposal shall require over half of the voting rights represented by the attending shareholders. If no shareholders object after inquiries by the chair, proposals are also deemed approved.

When there is an amendment or an alternative to a proposal, the chair shall present the amended or alternative proposal together with the original proposal and decide the order in which they will be put to a vote. When any one among them is passed, the other proposals will then be deemed rejected, and no further voting shall be required.

Vote monitoring and counting personnel for the voting on a proposal shall be appointed by the chair, provided that all monitoring personnel shall be shareholders of the Company.

Vote counting for shareholders' meeting proposals or elections shall be conducted in public at the place of the shareholders' meeting. Immediately after vote counting has been completed, the results of the voting, including the statistical tallies of the numbers of votes,

shall be announced on-site at the meeting, and a record made of the vote.

Article 14

The election of directors (including independent directors) at a shareholders' meeting shall be held in accordance with the applicable election and appointment rules adopted by the Company, and the voting results shall be announced on-site immediately, including the names of those elected as directors (including independent directors) and the numbers of votes with which they were elected.

The ballots for the election referred to in the preceding paragraph shall be sealed with the signatures of the monitoring personnel and kept in proper custody for at least 1 year. If, however, a shareholder files a lawsuit pursuant to Article 189 of "Company Act', the ballots shall be retained until the conclusion of the litigation.

Article 15

Matters relating to the resolutions of a shareholders' meeting shall be recorded in the meeting minutes. The meeting minutes shall be signed or sealed by the chair of the meeting and a copy distributed to each shareholder within 20 days after the conclusion of the meeting. The meeting minutes may be produced and distributed in electronic form.

The Company may distribute the meeting minutes of the preceding paragraph by means of a public announcement.

The meeting minutes shall accurately record the year, month, day, and place of the meeting, the chair's full name, the methods by which resolutions were adopted, and a summary of the deliberations and their results, and shall be retained for the duration of the existence of the Company.

Article 16

On the day of a shareholders' meeting, the Company compile in the prescribed format a statistical statement of the number of shares obtained by solicitors through solicitation and the number of shares represented by proxies, and shall make an express disclosure of the same at the place of the shareholders' meeting.

If matters put to a resolution at a shareholders' meeting constitute material information under applicable laws or regulations or under Taiwan Stock Exchange Corporation (or GreTai Securities Market) regulations, the Company shall upload the content of such resolution to the MOPS within the prescribed time period.

Article 17

Staff handling administrative affairs of a shareholders' meeting shall wear identification cards or arm bands.

The chair may direct the proctors or security personnel to help maintain order at the meeting place. When proctors or security personnel help maintain order at the meeting place, they shall wear an identification card or armband bearing the word "Proctor."

At the place of a shareholders' meeting, if a shareholder attempts to speak through any device other than the public address equipment set up by the Company, the chair may prevent the shareholder from so doing.

When a shareholder violates the rules of procedure and defies the chair's correction,

obstructing the proceedings and refusing to heed calls to stop, the chair may direct the proctors or security personnel to escort the shareholder from the meeting.

Article 18

When a meeting is in progress, the chair may announce a break based on time considerations. If a force majeure event occurs, the chair may rule the meeting temporarily suspended and announce a time when, in view of the circumstances, the meeting will be resumed.

If the meeting venue is no longer available for continued use and not all of the items (including extraordinary motions) on the meeting agenda have been addressed, the shareholders' meeting may adopt a resolution to resume the meeting at another venue.

A resolution may be adopted at a shareholders' meeting to defer or resume the meeting within 5 days in accordance with Article 182 of "Company Act".

Article 19

The Rule, and any amendments hereto, shall be implemented after adoption by shareholders' meetings.

【Appendix 3】

Procedures for Election of Directors
Of
CHC Healthcare Group (The "Company")

Article 1

Except as otherwise provided by law and regulation or "Articles of Incorporation" of the Company, elections of directors shall be conducted in accordance with the Procedure.

Article 2

The overall composition of the Board of Directors shall be taken into consideration in the selection of the Company's directors. The composition of the Board of Directors shall be determined by taking diversity into consideration and formulating an appropriate policy on diversity based on the Company's business operations, operating dynamics, and development needs. It is advisable that the policy include, without being limited to, the following two general standards:

1. Basic requirements and values: Gender, age, nationality, and culture.
2. Professional knowledge and skills: A professional background (e.g., law, accounting, industry, finance, marketing, technology), professional skills, and industry experience.

Each Board member shall have the necessary knowledge, skill, and experience to perform their duties; the abilities that must be present as a whole are as follows:

1. The ability to make judgments about operations
2. Accounting and financial analysis ability
3. Business management ability
4. Crisis management ability
5. Knowledge of the industry
6. An international market perspective
7. Leadership ability
8. Decision-making ability

More than half of the directors shall be persons who have neither a spousal relationship nor a relationship within the second degree of kinship with any other director.

The Board of Directors of the Company shall consider adjusting its composition based on the results of performance evaluation.

Article 3

The qualifications for the independent directors of the Company shall comply with Articles 2, 3, and 4 of "Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies".

The election of independent directors of the Company shall comply with Articles 5, 6, 7, 8, and 9 of "Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies", and shall be conducted in accordance with Article 24 of "Corporate Governance Best-Practice Principles for TWSE/GTSM Listed Companies".

Article 4

When the number of directors falls below five due to the dismissal of a director for any reason, the Company shall hold a by-election to fill the vacancy at its next shareholders' meeting. When the number of directors falls short by one third of the total number prescribed in the Company's "Articles of Incorporation", the Company shall call a special shareholders' meeting within 60 days from the date of occurrence to hold a by-election to fill the vacancies.

When the number of independent directors falls below that required under the provisions of Article 14-2, paragraph 1 of "Securities and Exchange Act", or the related provisions of the Taiwan Stock Exchange Corporation rules governing the review of listings, or subparagraph 8 of "Standards for Determining Unsuitability for TPEx Listing under Article 10, Paragraph 1 of the Taipei Exchange Rules Governing the Review of Securities for Trading on the TPEx", a by-election shall be held at the next shareholders' meeting to fill the vacancy. When the independent directors are dismissed en masse, a special shareholders' meeting shall be called within 60 days from the date of occurrence to hold a by-election to fill the vacancies.

Article 5

The cumulative voting method shall be used for election of the directors at the Company. Each share will have voting rights in number equal to the directors to be elected, and may be cast for a single candidate or split among multiple candidates.

Article 6

The Board of Directors shall prepare separate ballots for directors in numbers corresponding to the directors to be elected. The number of voting rights associated with each ballot shall be specified on the ballots, which shall then be distributed to the attending shareholders at the shareholders' meeting. Attendance card numbers printed on the ballots may be used instead of recording the names of voting shareholders.

Article 7

The number of directors will be as specified in the Company's "Articles of Incorporation", with voting rights separately calculated for independent and non-independent director positions. Those receiving ballots representing the highest numbers of voting rights will be elected sequentially according to their respective numbers of votes. When two or more persons receive the same number of votes, thus exceeding the specified number of positions, they shall draw lots to determine the winner, with the chair drawing lots on behalf of any person not in attendance.

Article 8

Before the election begins, the chair shall appoint a number of persons with shareholder status to perform the respective duties of vote monitoring and counting personnel. The ballot boxes shall be prepared by the Board of Directors and publicly checked by the vote monitoring personnel before voting commences.

Article 9

If a candidate is a shareholder, a voter must enter the candidate's account name and shareholder account number in the "candidate" column of the ballot; for a non-shareholder, the voter shall enter the candidate's full name and identity card number. However, when the candidate is a governmental organization or juristic person shareholder, the name of the governmental organization or juristic person shareholder shall be entered in the column for the candidate's account name in the ballot paper, or both the name of the governmental organization or juristic person shareholder and the name of its representative may be entered. When there are multiple representatives, the names of each respective representative shall be entered.

Article 10

A ballot is invalid under any of the following circumstances:

1. The ballot was not prepared by the Board of Directors.
2. A blank ballot is placed in the ballot box.
3. The writing is unclear and indecipherable or has been altered.
4. The candidate whose name is entered in the ballot is a shareholder, but the candidate's account name and shareholder account number do not conform with those given in the shareholder register, or the candidate whose name is entered in the ballot is a non-shareholder, and a cross-check shows that the candidate's name and identity card number do not match.
5. Other words or marks are entered in addition to the candidate's account name or shareholder account number (or identity card number) and the number of voting rights allotted.
6. The name of the candidate entered in the ballot is identical to that of another shareholder, but no shareholder account number or identity card number is provided in the ballot to identify such individual.

Article 11

The voting rights shall be calculated on site immediately after the end of the poll, and the results of the calculation, including the list of persons elected as directors or independent directors and the numbers of votes with which they were elected, shall be announced by the chair on the site.

The ballots for the election referred to in the preceding paragraph shall be sealed with the signatures of the monitoring personnel and kept in proper custody for at least one year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the ballots shall be retained until the conclusion of the litigation.

Article 12

The Board of Directors of the Company shall issue notifications to the persons elected as directors or independent directors.

Article 13

The Procedure, and any amendments hereto, shall be implemented after approval by a shareholders’ meeting.

【Appendix 4】

CHC Healthcare Group
Shareholdings of All Directors

Title	Name	Current shareholdings (shares)(Note 2)
Chairman	Princeton Healthcare Limited Representative: Pei-Lin, Lee	28,257,983
Director	Tien-Ying, Lee	9,017,985
Director	Chun-Shung, Huang	0
Director	Yen-Hsin Investment Ltd. Representative: Yung-Shun, Chuang	177,262
Independent Director	Chang-Jian, Ho	0
Independent Director	Gui-Duan, Chen	0
Independent Director	Geng-Wang, Liaw	0
Shareholdings of All Directors		37,453,230
Minimum Shareholdings Required for All Directors		8,498,597

Note 1: Total shares issued of the Company: 141,643,289 Shares.

Note 2: Book closure starting date of 2020 Annual Shareholders' Meeting: April 14, 2020