Meeting Notice for Annual Shareholders' Meeting

In the Time of COVID-19 (Coronavirus Disease 2019)

1. It is advised to make extensive use of "TDCC's e-voting platform for shareholders' meeting" (www.stockvote.com.tw) to exercise voting.
2. Shareholders who tend to attend the Meeting in person should wear their own masks and cooperate with body temperature taken. Anyone who does not wear a mask or with forehead thermometer reading of 37.5 degrees Celsius or higher / ear thermometer reading of 38 degrees Celsius or higher in two consecutive times will be prohibited from entering the venue.
3. If there is a necessity for changing the Meeting's venue due to COVID-19, new location will be announced separately.

2020 Annual Shareholders' Meeting (the "Meeting") of CHC Healthcare Group (the "Company") will be convened at 9:00 a.m., June 12, 2020 at 7F., No. 369, Fuxing N. Rd., Taipei City, Taiwan (Salt & Light Conference Center). (Registration time for shareholders to attend the Meeting is 8:30 a. m. and location for register is the same as where the Meeting is.)

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

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 Company's Board of Directors also authorized the Chairman to decide the record date and payment date 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.

3. (1). 7 directors (including 3 independent directors) of the Company are proposed to be elected on the Meeting.
   (2). List of candidate adopted the candidates nomination system: 【Directors: Princeton Healthcare Limited Representative: Pei-Lin, Lee / Tien-Ying, Lee / Chun-Shung, Huang / Yen-Hsin Investment Ltd. Representative: Yung-Shun, Chuang】;【Independent Directors: Gui-Duan, Chen / Chang-Jian, Ho / Geng-Wang, Liaw】
   (3). Website for relevant information of candidates such as educational and experience: 【http://mops.twse.com.tw】

4. According to Article 172 of "Company Act", the essential contents shall be posted on the website of Market Observation Post System (http://mops.twse.com.tw/mops/web/index).

5. The Company has proposed to transfer shares to employees at less than the average actual share repurchase price, relevant information please refer to Attachment 1.

6. The Company has proposed a private placement of common shares, relevant information please refer to Attachment 2.

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

8. If someone solicits the proxies publicly, the Company will compile and upload relevant information on website of Securities and Futures Institute (S.F.I.) on May 12, 2020. If requiring such information, investors may refer to "Free Database for Proxy Information" on S.F.I.'s website (http://free.sfi.org.tw) and input search criteria.

9. The shareholders may cast electronic votes at the Meeting of which the electronic voting period will be from May 13, 2020 to June 9, 2020. Please login into the "TDCC's e-voting platform for shareholders' meeting" on the website of Taiwan Depository & Clearing Corporation (https://www.stockvote.com.tw) and cast votes in accordance with the instruction.

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

11. Please note and act accordingly.

Sincerely yours,

Board of Directors, CHC Healthcare Group

【Attachment 1】

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:
   (1). 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.
   (2). 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.
   (3). 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"

(4). Factors affecting shareholders' equity:

A. The expensable amount and dilution of the Company's earnings per share:

(a). 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

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

Dilution of earnings per share

= Expensable amount / Current number of outstanding shares

= NT$ 0.05

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.

【Attachment 2】

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:
   (1). 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:
         (a). The simple average closing price of the common shares for either the 1, 3, or 5 business days before the price determination date, after adjustment for any distribution of stock dividends, cash dividends or capital reduction.
         (b). The simple average closing price of the common shares for the 30 business days before the price determination date, after adjustment for any distribution of stock dividends, cash dividends, or capital reduction.
      B. It is proposed to the Meeting to authorize the Board of Directors to determine the actual price determination date and issuance price in accordance with the status of selecting the specific persons and the market situation, also the price can't be lower than the percentage for the private placement pricing set by the Meeting.
      C. It is believed to be reasonable due to the basis for the method by which the price was set and terms above are all complied with relevant laws and regulations and in line with market situation.
   (2). The method, objectives, necessity and anticipated benefits for selecting the specific persons:
      A. The method and objectives 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.
   (3). 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

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.

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