Company Code: 4164

CHC Healthcare Group

2021 Annual Shareholders' Meeting

Meeting Agenda

Date of the Meeting: June 16, 2021 at 09:00 a.m.
Place of the Meeting: 7F., No. 369, Fuxing N. Rd., Taipei City, Taiwan
(Salt & Light Conference Center)

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CHC Healthcare Group

Meeting Procedure for 2021 Annual Shareholders' Meeting

1. Commencement

2. Chair's Address

3. Matters for Report

4. Matters for Ratification

5. Matters for Discussion

6. Extemporary Motions

7. Meeting Adjourned

CHC Healthcare Group

Meeting Agenda for 2021 Annual Shareholders' Meeting

Date of the Meeting: June 16, 2021 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. Matters for Report
   (1). 2020 business report
   (2). Audit committee's report on review of 2020 audited financial reports
   (3). To report the distribution of dividends and bonuses in cash of 2020
   (4). To report the distribution of the compensations for employees and remunerations for directors of 2020
   (5). To report the information of endorsements/guarantees in 2020
   (6). To report the reasons for the invite subscription for the 4th issue of secured convertible corporate bonds as well as other relevant matters
   (7). To report the status of the private placement of common shares approved by 2020 Annual Shareholders' Meeting

4. Matters for Ratification
   (1). 2020 business report and financial statements
   (2). Proposal for 2020 earnings distribution

5. Matters for Discussion
   (1). Amendment to the Company's "Procedures Governing the Acquisition or Disposal of Assets"
   (2). To propose the issuance plan for a private placement of common shares

6. Extemporary Motions

7. Meeting Adjourned

Matters for Report

1. 2020 business report

   Explanation: For “2020 Business Report”, please refer to Attachment 1 (p14-16).

2. Audit committee’s report on review of 2020 audited financial reports

   Explanation: For “2020 Audit Committee’s Review Report”, please refer to Attachment 2 (p17).

3. To report the distribution of dividends and bonuses in cash of 2020

   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$ 313,648,149, which means cash dividend of NT$2.01 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 2020

   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 2nd compensation committee’s meeting of the 5th term approved employees' compensation for NT$ 200,000 (about 0.05%) and directors' remuneration for NT$ 5,600,000 (about 1.49%). All the compensations and remunerations will be paid in cash.

5. To report the information of endorsements/guarantees in 2020

   Explanation: For “Information of Endorsements/Guarantees in 2020”, please refer to Attachment 3 (p18).

6. To report the reasons for the invite subscription for the 4th issue of secured convertible corporate bonds as well as other relevant matters

   Explanation: For “Report of Reasons for the Invite Subscription for the 4th Issue of Secured Convertible Corporate Bonds and Other Relevant Matters”, please refer to Attachment 4 (p19).

(Continued on next page)

7. To report the status of the private placement of common shares approved by 2020 Annual Shareholders' Meeting

   Explanation: The Company's 2020 Annual Shareholders' Meeting on June 12, 2020 resolved to do a private placement of common shares, the expiry date of the issuance plan is June 11, 2021. 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.

Matters for Ratification

1. 2020 business report and financial statements
   (Proposed by Board of Directors)
   Explanation: (1). The Company's 2020 Parent Company Only Financial Statements and Consolidated Financial Statements had been reviewed by independent accountants Yu-Fang, Yen, and Pei-Lin, Tu of PricewaterhouseCoopers (PwC) Taiwan, together with the Company's 2020 Business Report, submitted to the audit committee for review and issuance of a written review report.
   (2). For "2020 Business Report", "2020 Audit Committee's Review Report", "Report of Independent Accountants and 2020 Parent Company Only Financial Statements and Consolidated Financial Statements", please refer to Attachment 1 (p14-16), Attachment 2 (p17) and Attachment 5 (p20-43).
   (3). Please ratify it.
   Resolution:

2. Proposal for 2020 earnings distribution
   (Proposed by Board of Directors)
   Explanation: (1). The Company's profit for the year 2020 is NT$ 366,388,930. After setting aside the legal reserve for NT$ 36,638,893, reversing the special reserve for NT$ 728,410 based on Article 41, paragraph 1 of "Securities and Exchange Act" and then adding unappropriated retained earnings at the beginning of the year 2020 for NT$ 200,494,338, the distributable unappropriated retained earnings for the year 2020 is NT$ 530,972,785. Proposal for earnings distribution is as follows:

(Continued on next page)

CHC Healthcare Group

Table of 2020 Earnings Distribution

Item	Amount(NT$)	
	Subtotal	Total
Unappropriated retained earnings at the beginning of the year		200,494,338
Add: Profit for the year	366,388,930	
Deduct: Legal reserve	(36,638,893)	
Add: Reverse of special reserve	728,410	
Subtotal		330,478,447
Distributable unappropriated retained earnings for the year		530,972,785
Distribution items:		
Cash dividends (NT$2.01 per share)		313,648,149
Unappropriated retained earnings at the end of the year		217,324,636

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

(2). The proposal has been approved by the Company's 3rd audit committee's meeting of the 2nd term.

(3). 2020 earnings distribution is first distributed from earnings in 2020 which is distributable.

(4). Please ratify it.

Resolution:

Matters for Discussion

1. Amendment to the Company's “Procedures Governing the Acquisition or Disposal of Assets”

   (Proposed by Board of Directors)

   Explanation: (1). The wording is revised as appropriate to meet the Company’s operational needs. For comparison table of revised articles, please refer to Attachment 6 (p44-46).

   (2). The proposal has been approved by the Company’s 3rd audit committee’s meeting of the 2nd term.

   (3). Please start discussion.

   Resolution:

2. To propose the issuance plan for a private placement of common shares

   (Proposed by Board of Directors)

   Explanation: (1). To enhance the relationship with strategic investors and consider the effectiveness of raising capital, the Company has proposed a private placement of common shares within the limit of 20,000 thousand shares and may be carried out by installments (no more than 3 times) within one year since the date resolved by the Meeting following 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.

(Continued on next page)

(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.

(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 for 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.

(Continued on next page)

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

(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.

D. The Company has not experienced any significant change in managerial control due to the introduction of a strategic investor through private placement or other factors in the previous year.

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

(Continued on next page)

(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 3rd audit committee's meeting of the 2nd term.

(6). Please start discussion.

Resolution:

Extemporary Motions

Meeting Adjourned

【Attachment 1】

CHC Healthcare Group

2020 Business Report

Dear Shareholders:

Thank you for your support and advice to CHC Healthcare Group, enabling the Group to have steady development under such severe macro-environment conditions. Despite the territorial impact of COVID-19 on the world, with the efforts of all employees, the Group has achieved a significant improvement on the gross margin and a double-digit net profit margin in 2020. The Group strongly believes the sustainable operation of a corporation required economic foundations and will continue the business expansion in the future, to create the best interests for the shareholders and employees.

1. 2020 business operation results

(1). 2020 business plan implementation

2020 consolidated operating revenue was NT$ 2,554,911 thousand, lower than NT$ 2,950,052 thousand reported in 2019, mainly due to the decline in the sales volume of equipment. 2020 profit for the year was NT$ 362,912 thousand, which decreased comparing with profit for the year NT$ 390,431 in 2019, mainly because of the increase in wages and salaries and depreciation charge. The consolidated operating results for the year 2020 are as follows:

Unit: NT$ Thousand

Item	2020
Operating revenue	2,554,911
Gross profit	830,710
Operating expenses	317,604
Operating profit	513,106
Profit before income tax	463,996
Profit for the year	362,912

(2). Budget execution

The Group did not disclose the 2020 financial forecast, so there is no need to disclose the budget execution.

(3). Revenue/expenditure and profitability

Item		2020	2019
Financial structure and solvency	Debt ratio (%)	48.02%	52.55%
	Current ratio (%)	330.86%	115.10%
Profitability	Return on total assets (%)	3.85%	4.23%
	Return on equity (%)	6.41%	7.47%
	Net profit margin (%)	14.20%	13.23%
	Basic earnings per share (NT$)	NT$2.53	NT$2.83

(4). R&D status

The Group is not in the manufacturing industry and therefore does not have a dedicated R&D department. However, since 2018, the Group has engaged in the “IROIP*[Note] (Integrated Radiation Oncology Information Platform) Development Program”, technology research and development programs supported by the Ministry of Economic Affairs, to build an information platform that can integrate the information regarding patient treatment in both Hospital Information System (HIS) and Oncology Information System (OIS). The program was completed in 2020, and the product developed has been officially launched to the market.

*Note: The product has been renamed as "Integrated Radiation Oncology Information System (iROIS)" due to marketing consideration.

2. 2021 business plan outline

(1). Product development strategy

The Group has long been committed to introducing high-end medical equipment and technologies to improve the quality of medical treatment at home. In recent years, the Group has further engaged in precision medicine and introduced the proton therapy system, MRI linear accelerator, etc., aimed at 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 the European Union and FDA marketing clearance of the United States, and already launched in three primary markets – Europe, the United States, and Japan. It is expected to benefit patients in need in Taiwan due to its positive effect on the rehabilitation of spinal cord injury and stroke.

In the future, in addition to maintaining a stable partnership with major international medical equipment manufacturers, the Group will actively recruit new products through various exhibitions to enrich the product line. Also, 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). Medical management service guideline

The Group has developed a full range of medical management services from medical site planning, design and construction, medical equipment installation and testing, division management and operation consulting, medical technician training, to equipment maintenance and subsequent upgrade services. The key for medical management service to be rooted in Taiwan and to be extended to the overseas market is that the Group has a professional technical team certified by the manufacturers. Instant and high-quality technical support together with flexible and innovative cooperation models helps the Group to form differentiated competitiveness, thereby strengthening the Group's relationship with both customers and suppliers. In the future, the Group will continue to train the technical team to extend the depth and breadth of medical management services to facilitate the business expansion.

(3). Overseas market operations

In China, a business model combined with sales and medical management services is adopted by the Group. In addition to introducing high-end medical equipment to make up for the lack of local medical resources, the Group has also established partnerships with several large medical institutions in China to help improve their medical management processes and increase hospital revenue. The Group will use the collaborative sites as demo sites to negotiate other projects subsequently, and meanwhile, learn about the trend of China's policy and market overview to provide more comprehensive and multifaceted integrated services.

In Southeast Asia, the Group has 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, the Group will continue to provide medical management services, aiming to help Southeast Asian countries improve medical quality and cultivate medical talents.

(4). Diversified expansion

The Group does pay attention to external environmental changes and market trends and has diversified its business to various fields taking the medical industry as a starting point to improve the overall health and well-being of human beings. Facing the advent of the big data era, the Group successfully developed iROIS, an application platform that connects HIS and OIS. Through horizontal information integration, it helps improve clinical operation efficiency and optimize operating procedures. In response to the aging trend, the Group has cooperated with Sakurajyuji Group in Japan to engage in Taiwan’s elderly care market, focusing on continuous care and advocating preventive medicine, hoping to improve the quality and dignity of elderly life in Taiwan. Sensing the rising awareness of safety and health, the Group decided to step into the radiation sterilization business and plan to introduce the IBA photon irradiation and electronic irradiation sterilization system from Belgian to lead Taiwan's sterilization industry towards safety, high efficiency, and low pollution.

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

【Attachment 2】

CHC Healthcare Group
2020 Audit Committee's Review Report

TO: 2021 Annual Shareholders' Meeting of CHC Healthcare Group

The Board of Directors reports 2020 Parent Company Only Financial Statements and Consolidated Financial Statements, and were audited by independent accountants, Yu-Fang, Yen and Pei-Lin, Tu of PricewaterhouseCoopers (PwC) Taiwan, which they considered to present a fair view of the Company's financial position, operating results and cash flows. 2020 parent company only financial statements and consolidated financial statements, together with 2020 business report and proposal for 2020 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 2020 Audit Committee's Review Report. Please review.

CHC Healthcare Group

By
Kuei-Tuan, Chen
Convener of audit committee

March 19, 2021

【Attachment 3】

CHC Healthcare Group

Information of Endorsements/Guarantees in 2020

The Company's information of endorsements/guarantees by December 31, 2020:

1. Counterparty: Five 100% owned subsidiaries
2. Total amount of endorsements/guarantees: NT$ 3,417,480 thousand
3. Purpose of endorsements/guarantees: For subsidiaries' financing needs
4. According to the net worth on December 31, 2020, the ceiling on total amount of the Company's endorsements/guarantees is NT$ 17,542,309 thousand and the ceiling on amount of the Company's endorsements/guarantees to any individual entity is NT$ 11,694,873 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.	1,562,000
2	Tomorrow Medical System Co., Ltd.	1,520,000
3	Chiu Ho Scientific Co., Ltd.	178,480
4	E Century Health Care Corporation	57,000
5	Hsing-Yeh Biotechnology Co., Ltd.	100,000
Total Amount		3,417,480

5. Subsidiaries' information of endorsements/guarantees by December 31, 2020:

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	CHC(Guangzhou) Medical Technology Co., Ltd.	43,770
Total Amount			1,447,170

【Attachment 4】

CHC Healthcare Group

Report of Reasons for the Invite Subscription for the 4th Issue of Secured Convertible Corporate Bonds and Other Relevant Matters

For the payment of 3rd issue of secured convertible corporate bonds (41643) and debt repayment, after resolution by the Company's audit committee and the Board of Director on June 02, 2020 and obtaining the approval by Financial Supervisory Commission R.O.C (Taiwan) in Financial Supervisory Securities Auditing Document No. 1090347185, June 30, 2020, the Company issued 15,000 units of the 4th issue of secured convertible corporate bonds (41644). The face value of each unit is NT$ 100,000 and will be issue at 101% of par value. The issue period is five year and interest rate is 0%. Total amount of this time's capital raising collected NT$ 1,515,000,000.

The date of completion of the offering for the 4th issue of secured convertible corporate bonds was August 4, 2020. All amount raised was fully executed in Q4 2020.

【Attachment 5】

INDEPENDENT AUDITORS' REPORT 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, 2020 and 2019, 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 at December 31, 2020 and 2019, 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. Our responsibilities under those standards are further described in the *Auditors' 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 Norm of Professional Ethics for Certified Public Accountant of the Republic of China, and we have fulfilled our other ethical responsibilities in accordance with these requirements. 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 Company's 2020 parent company only financial statements. 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 for the Company's 2020 parent company only financial statements are stated 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, 2020, 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$4,257,012 thousand and NT$166,415 thousand, respectively. Because Chiu Ho Medical System Group's investments accounted for using equity method constituted 48% of the Company's total assets as of December 31, 2020, and investment income constituted 45% of the Company's profit before tax for the year ended December 31, 2020, 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, 2020 are stated as follows:

Impairment assessment of goodwill

Description

As of December 31, 2020, 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 arising from business combination may be impaired. Since the assumptions used by management to assess whether goodwill is impaired involve subjective judgement and have high uncertainty, we considered the impairment assessment of goodwill as a key audit matter.

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

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 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 future years provided by the management.

(4) Checked whether the comparable assets adopted in the 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 considered the impairment assessment of leasehold assets using the cash-generating units as a key audit matter.

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 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.

Auditors' 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 auditors' 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 the generally accepted auditing standards in the Republic of China 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 the generally accepted auditing standards in the Republic of China, 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 auditors' 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 auditors' 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 auditors' 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 19, 2021

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 independent auditors' report 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, 2020 AND 2019
(EXPRESSED IN THOUSANDS OF NEW TAIWAN DOLLARS)

	Assets	Notes	December 31, 2020 Amount	%	December 31, 2019 Amount	%
	Current assets					
1100	Cash and cash equivalents	6(1)	$ 145,791	2	$ 208,236	2
1110	Financial assets at fair value through profit or loss - current	6(2)(18)	106,000	1	71,369	1
1136	Current financial assets at amortised cost	6(4)(16) and 8	-	-	53,096	1
1200	Other receivables		500	-	916	-
1210	Other receivables due from related parties	7	442,521	5	289,237	4
1220	Current tax assets		952	-	1,342	-
1410	Prepayments		7,696	-	5,129	-
11XX	**Total current assets**		703,460	8	629,325	8
	Non-current assets					
1510	Financial assets at fair value through profit or loss - non-current	6(2)(18)	600	-	-	-
1517	Financial assets at fair value through other comprehensive income - non-current	6(3)	16,740	-	7,356	-
1550	Investments accounted for using equity method	6(5)	8,039,186	91	7,076,510	91
1600	Property, plant and equipment		601	-	975	-
1755	Right-of-use assets	6(6) and 7	16,960	-	-	-
1840	Deferred tax assets	6(21)	61,504	1	62,074	1
1990	Other non-current assets	8	6,640	-	8,188	-
15XX	**Total non-current assets**		8,142,231	92	7,155,103	92
1XXX	**Total assets**		$ 8,845,691	100	$ 7,784,428	100

(Continued)

CHC HEALTHCARE GROUP
PARENT COMPANY ONLY BALANCE SHEETS
DECEMBER 31, 2020 AND 2019
(EXPRESSED IN THOUSANDS OF NEW TAIWAN DOLLARS)

	Liabilities and Equity	Notes	December 31, 2020 Amount	%	December 31, 2019 Amount	%
	Current liabilities					
2100	Short-term borrowings	6(7)	$ 100,000	1	$ -	-
2150	Notes payable		135	-	595	-
2200	Other payables		20,919	-	20,664	-
2230	Current tax liabilities		1,765	-	-	-
2280	Current lease liabilities	7	6,966	-	-	-
2300	Other current liabilities	6(8)(9)	144,846	2	1,232,291	16
21XX	**Total current liabilities**		274,631	3	1,253,550	16
	Non-current liabilities					
2530	Bonds payable	6(8)	1,488,808	17	-	-
2540	Long-term borrowings	6(9) and 8	1,224,000	14	1,368,000	18
2570	Deferred tax liabilities	6(21)	734	-	734	-
2580	Non-current lease liabilities	7	10,081	-	-	-
25XX	**Total non-current liabilities**		2,723,623	31	1,368,734	18
2XXX	**Total liabilities**		2,998,254	34	2,622,284	34
	Equity					
	Share capital	6(12)				
3110	Common stock		1,570,439	18	1,416,335	18
	Capital surplus	6(8)(11)(13)				
3200	Capital surplus		3,427,278	39	2,981,939	38
	Retained earnings	6(14)				
3310	Legal reserve		317,065	4	277,548	4
3320	Special reserve		387,852	4	363,621	5
3350	Unappropriated retained earnings		566,883	6	545,509	7
	Other equity	6(3)				
3400	Other equity		(387,124)	(5)	(387,852)	(5)
3500	**Treasury shares**	6(12)	(34,956)	-	(34,956)	(1)
3XXX	**Total equity**		5,847,437	66	5,162,144	66
	Significant contingent liabilities and unrecognised contract commitments	9				
3X2X	**Total liabilities and equity**		$ 8,845,691	100	$ 7,784,428	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
YEARS ENDED DECEMBER 31, 2020 AND 2019
(EXPRESSED IN THOUSANDS OF NEW TAIWAN DOLLARS, EXCEPT FOR EARNINGS PER SHARE AMOUNTS)

	Items	Notes	2020 Amount	2020 %	2019 Amount	2019 %
4000	**Operating revenue**	6(15) and 7	$ 500,575	100	$ 503,625	100
5000	**Operating costs**	6(10)(11)(20) and 7	(109,029)	(22)	(99,173)	(20)
5900	**Gross profit**		391,546	78	404,452	80
	Non-operating income and expenses					
7100	Interest income	6(16) and 7	9,798	2	10,887	2
7010	Other income	6(17)	1,027	-	2,903	1
7020	Other gains and losses	6(2)(18)	22,195	5	14,700	3
7050	Finance costs	6(19) and 7	(55,048)	(11)	(50,328)	(10)
7000	**Total non-operating income and expenses**		(22,028)	(4)	(21,838)	(4)
7900	**Profit before income tax**		369,518	74	382,614	76
7950	Income tax (expense) benefit	6(21)	(3,129)	(1)	12,558	3
8200	**Profit for the year**		$ 366,389	73	$ 395,172	79
	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)	$ 9,384	2	($ 7,038)	(2)
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		(12,284)	(3)	(1,512)	-
	Components of other comprehensive income that will be reclassified to profit or loss					
8361	Financial statements translation differences of foreign operations		3,681	1	(15,713)	(3)
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		(53)	-	32	-
8300	**Other comprehensive income (loss) for the year**		$ 728	-	($ 24,231)	(5)
8500	**Total comprehensive income for the year**		$ 367,117	73	$ 370,941	74
	Earnings per share					
9750	Basic earnings per share	6(22)	$	2.53	$	2.83
9850	Diluted earnings per share	6(22)	$	1.95	$	2.46

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
YEARS ENDED DECEMBER 31, 2020 AND 2019
(EXPRESSED IN THOUSANDS OF NEW TAIWAN DOLLARS)

		Capital Reserves					Retained Earnings			Other Equity Interest			
	Notes	Common stock	Capital surplus	Treasury stock 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	Treasury shares	Total equity
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(14)												
Legal reserve		-	-	-	-	-	32,342	-	(32,342)	-	-	-	-
Special reserve		-	-	-	-	-	-	330,410	(330,410)	-	-	-	-
Cash dividends		-	-	-	-	-	-	-	(250,045)	-	-	-	(250,045)
Conversion of convertible bonds	6(8)(12)	7,809	22,883	-	-	(779)	-	-	-	-	-	-	29,913
Exercise of employee stock options	6(12)	9,390	71,363	-	(47,507)	-	-	-	-	-	-	-	33,246
Compensation cost of employee stock options	6(11)	-	-	-	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
2020													
Balance at January 1, 2020		$ 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
Profit for the year		-	-	-	-	-	-	-	366,389	-	-	-	366,389
Other comprehensive income (loss)		-	-	-	-	-	-	-	-	3,628	(2,900)	-	728
Total comprehensive income (loss)		-	-	-	-	-	-	-	366,389	3,628	(2,900)	-	367,117
Appropriations of 2019 earnings	6(14)												
Legal reserve		-	-	-	-	-	39,517	-	(39,517)	-	-	-	-
Special reserve		-	-	-	-	-	-	24,231	(24,231)	-	-	-	-
Cash dividends		-	-	-	-	-	-	-	(281,267)	-	-	-	(281,267)
Conversion of convertible bonds	6(8)(12)	151,509	424,330	-	-	(14,446)	-	-	-	-	-	-	561,393
Issuance of convertible bonds	6(8)	-	-	-	-	25,350	-	-	-	-	-	-	25,350
Exercise of employee stock options	6(12)	2,595	7,840	-	(2,195)	-	-	-	-	-	-	-	8,240
Compensation cost of employee stock options	6(11)	-	-	-	1,482	-	-	-	-	-	-	-	1,482
Compensation cost of employee stock options of subsidiaries		-	-	-	2,978	-	-	-	-	-	-	-	2,978
Expired employee stock options		-	-	-	(74)	74	-	-	-	-	-	-	-
Balance at December 31, 2020		$ 1,570,439	$ 3,356,806	$ 173	$ 11,154	$ 59,145	$ 317,065	$ 387,852	$ 566,883	($ 41,290)	($ 345,834)	($ 34,956)	$ 5,847,437

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

CHC HEALTHCARE GROUP
PARENT COMPANY ONLY STATEMENTS OF CASH FLOWS
YEARS ENDED DECEMBER 31, 2020 AND 2019
(EXPRESSED IN THOUSANDS OF NEW TAIWAN DOLLARS)

	Notes	2020	2019
CASH FLOWS FROM OPERATING ACTIVITIES			
Profit before tax		$ 369,518	$ 382,614
Adjustments			
Adjustments to reconcile profit (loss)			
Depreciation charge	6(20)	4,844	1,150
Amortisation charge	6(20)	457	518
Gain on financial assets or liabilities at fair value through profit or loss	6(2)(18)	(26,738)	(17,403)
Interest expense	6(19)	41,126	37,971
Interest income	6(16)	(9,798)	(10,887)
Dividend income	6(17)	(1,015)	(967)
Compensation cost of employee stock options	6(11)	1,482	2,134
Share of profit of associates and joint ventures accounted for using equity method	6(15)	(365,446)	(389,625)
Impairment loss on non-financial assets	6(18)	-	2,595
Amortisation of discount on bonds payable	6(19)	13,922	12,357
Changes in operating assets and liabilities			
Changes in operating assets			
Acquisition of financial assets at fair value through profit or loss		(7,463)	-
Accounts receivable - related parties		-	3,370
Other receivables		(1,368)	(916)
Prepayments		(2,567)	1,385
Other non-current assets		-	(268)
Changes in operating liabilities			
Notes payable		(460)	(869)
Other payables		185	136
Other current liabilities		26	(109)
Cash inflow generated from operations		16,705	23,186
Interest received during the year		9,798	9,625
Dividends received during the year		263,008	248,326
Interest paid during the year		(41,056)	(38,008)
Income tax (paid) refund		(403)	1,234
Net cash flows from operating activities		248,052	244,363
CASH FLOWS FROM INVESTING ACTIVITIES			
Acquisition of financial assets at amortised cost		-	(3,043)
Proceeds from disposal of financial assets at amortised cost		53,096	-
(Increase) decrease in other receivables due from related parties		(151,000)	254,000
Acquisition of investments accounted for using equity method	7	(935,400)	-
Proceeds from capital reduction of investments accounted for using equity method	7	70,000	60,000
Acquisition of property, plant and equipment		(400)	(293)
Proceeds from disposal of property, plant and equipment	7	23	-
Decrease in refundable deposits		392	-
Decrease in other non-current assets		700	-
Net cash flows (used in) from investing activities		(962,589)	310,664
CASH FLOWS FROM FINANCING ACTIVITIES			
Decrease in short-term loans	6(23)	-	(180,000)
Increase in short-term loans	6(23)	100,000	-
Repayments of lease liabilities	6(23)	(4,007)	-
Proceeds from issuance of bonds	6(8)	1,515,000	-
Repayments of bonds	6(8)	(607,600)	-
Issuance cost of bonds payable		(6,274)	-
Repayments of long-term debt	6(23)	(72,000)	-
Exercise of employee stock options		8,240	33,246
Payment of cash dividends	6(14)	(281,267)	(250,045)
Net cash flows from financing activities		652,092	396,799
(Decrease) increase in cash and cash equivalents		(62,445)	158,228
Cash and cash equivalents at beginning of year		208,236	50,008
Cash and cash equivalents at end of year		$ 145,791	$ 208,236

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, 2020, 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 19, 2021

INDEPENDENT AUDITORS' REPORT 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, 2020 and 2019, 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, 2020 and 2019, 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. Our responsibilities under those standards are further described in the *Auditors' responsibilities for the audit of the consolidated financial statements* section of our report. We are independent of the Group in accordance with the Norm of Professional Ethics for Certified Public Accountant of the Republic of China, and we have fulfilled our other ethical responsibilities in accordance with these requirements. 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 Group's 2020 consolidated financial statements. 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 for the Group's 2020 consolidated financial statements are stated as follows:

Impairment assessment of goodwill

Description

As of December 31, 2020, 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 judgment and have high uncertainty, we considered the impairment assessment of goodwill a key audit matter.

Refer to Note 4(20) 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(30) 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 future 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 judgment and uncertainty, we considered the impairment assessment of leasehold assets using the cash-generating units as a key audit matter.

Refer to Note 4(20) 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, 2020 and 2019.

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.

Auditors' 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 auditors' 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 the generally accepted auditing standards in the Republic of China 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 the generally accepted auditing standards in the Republic of China, 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 auditors' 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 auditors' 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 auditors' 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 19, 2021

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 independent auditors' report 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, 2020 AND 2019
(EXPRESSED IN THOUSANDS OF NEW TAIWAN DOLLARS)

	Assets	Notes	December 31, 2020 Amount	%	December 31, 2019 Amount	%
	Current assets					
1100	Cash and cash equivalents	6(1)	$ 1,380,522	12	$ 1,245,235	11
1110	Financial assets at fair value through profit or loss - current	6(2)(25)	106,000	1	71,369	1
1136	Current financial assets at amortised cost	6(4)(23) and 8	287,540	2	348,101	3
1140	Contract assets - current	6(22)	38,177	-	46,464	-
1150	Notes receivable, net	6(5)	35,756	-	56,562	-
1170	Accounts receivable, net	6(5)	482,621	4	507,614	5
1180	Accounts receivable - related parties	7	228,448	2	243,858	2
1200	Other receivables		1,153	-	1,148	-
1210	Other receivables due from related parties	7	173,869	2	178,869	2
1220	Current tax assets		2,123	-	2,493	-
130X	Inventories	6(6)(9)	313,692	3	439,674	4
1410	Prepayments	6(7) and 7	433,600	4	363,010	3
1470	Other current assets		1,728	-	5,131	-
11XX	**Total current assets**		3,485,229	30	3,509,528	31
	Non-current assets					
1510	Financial assets at fair value through profit or loss - non-current	6(2)	600	-	-	-
1517	Financial assets at fair value through other comprehensive income - non-current	6(3)	35,781	-	38,681	-
1535	Non-current financial assets at amortised cost	6(4)(23) and 8	240,885	2	246,358	2
1560	Non-current contract assets	6(22)	58,371	1	34,438	-
1550	Investments accounted for using equity method	6(8)(25)	-	-	8,963	-
1600	Property, plant and equipment	6(9)(12) and 8	5,382,011	47	4,691,417	42
1755	Right-of-use assets	6(10)	73,452	1	29,828	-
1760	Investment property, net	6(9)(12) and 8	1,463,155	13	1,210,388	11
1780	Intangible assets	6(30)	159,151	1	159,151	1
1840	Deferred tax assets	6(28)	88,383	1	84,751	1
1930	Long-term notes and accounts receivable	6(5)	154,824	1	174,040	2
1940	Long-term notes and accounts receivable - related parties	7	36,406	-	49,364	1
1990	Other non-current assets	6(9)(13) and 8	365,573	3	968,418	9
15XX	**Total non-current assets**		8,058,592	70	7,695,797	69
1XXX	**Total assets**		$ 11,543,821	100	$ 11,205,325	100

(Continued)

CHC HEALTHCARE GROUP AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
DECEMBER 31, 2020 AND 2019
(EXPRESSED IN THOUSANDS OF NEW TAIWAN DOLLARS)

	Liabilities and equity	Notes	December 31, 2020 Amount	%	December 31, 2019 Amount	%
	Current liabilities					
2100	Short-term borrowings	6(14) and 8	$ 190,234	2	$ 471,591	4
2130	Contract liabilities - current	6(22)	152,413	1	78,966	1
2150	Notes payable		2,417	-	3,495	-
2170	Accounts payable		152,900	1	219,813	2
2180	Accounts payable - related parties	7	-	-	136	-
2200	Other payables	6(9)	101,262	1	168,781	1
2230	Current tax liabilities		92,550	1	67,742	1
2250	Provisions for liabilities - current		22,021	-	18,798	-
2280	Current lease liabilities		10,788	-	7,425	-
2300	Other current liabilities	6(15)(16),7 and 8	328,801	3	2,012,344	18
21XX	**Total current liabilities**		1,053,386	9	3,049,091	27
	Non-current liabilities					
2527	Contract liabilities - non-current	6(22)	636,740	6	660,942	6
2530	Bonds payable	6(15) and 8	1,488,808	13	-	-
2540	Long-term borrowings	6(16) and 8	2,227,892	19	2,090,662	19
2550	Provisions for liabilities - non-current	6(9)	12,858	-	400	-
2570	Deferred tax liabilities	6(28)	40,303	-	40,161	1
2580	Non-current lease liabilities		63,542	1	22,809	-
2600	Other non-current liabilities		20,291	-	23,921	-
25XX	**Total non-current liabilities**		4,490,434	39	2,838,895	26
2XXX	**Total liabilities**		5,543,820	48	5,887,986	53
	Equity attributable to owners of the parent					
	Share capital	6(15)(18)(19)				
3110	Common stock		1,570,439	14	1,416,335	13
	Capital surplus	6(15)(18)(20)				
3200	Capital surplus		3,427,278	29	2,981,939	26
	Retained earnings	6(21)				
3310	Legal reserve		317,065	3	277,548	2
3320	Special reserve		387,852	3	363,621	3
3350	Unappropriated retained earnings		566,883	5	545,509	5
	Other equity	6(3)				
3400	Other equity		(387,124)	(3)	(387,852)	(3)
3500	**Treasury shares**	6(19)	(34,956)	-	(34,956)	-
31XX	**Total equity attributable to owners of the parent**		5,847,437	51	5,162,144	46
36XX	**Non-controlling interest**		152,564	1	155,195	1
3XXX	**Total equity**		6,000,001	52	5,317,339	47
	Significant contingent liabilities and unrecognised contract commitments	9				
3X2X	**Total liabilities and equity**		$ 11,543,821	100	$ 11,205,325	100

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

CHC HEALTHCARE GROUP AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
YEARS ENDED DECEMBER 31, 2020 AND 2019
(EXPRESSED IN THOUSANDS OF NEW TAIWAN DOLLARS,
EXCEPT FOR EARNINGS PER SHARE AMOUNTS)

	Items	Notes	2020 Amount	2020 %	2019 Amount	2019 %
4000	**Operating revenue**	6(5)(11)(12)(22) and 7	$ 2,554,911	100	$ 2,950,052	100
5000	**Operating costs**	6(6)(10)(17)(18)(27) and 7	(1,724,201)	(68)	(2,144,050)	(73)
5950	**Gross profit**		830,710	32	806,002	27
	Operating expenses	6(10)(17)(18)(27)				
6100	Selling expenses		(118,774)	(5)	(124,041)	(4)
6200	General and administrative expenses		(191,688)	(7)	(166,584)	(6)
6300	Research and development expenses		(6,252)	-	(4,874)	-
6450	Gain on expected credit impairment loss		(890)	-	19,068	1
6000	**Total operating expenses**		(317,604)	(12)	(276,431)	(9)
6900	**Operating profit**		513,106	20	529,571	18
	Non-operating income and expenses					
7100	Interest income	6(4)(23) and 7	12,049	1	11,696	-
7010	Other income	6(11)(24)	10,888	-	20,536	1
7020	Other gains and losses	6(2)(8)(9)(25)	6,437	-	(5,233)	-
7050	Finance costs	6(26)	(78,208)	(3)	(78,344)	(3)
7060	Share of loss of associates and joint ventures accounted for using equity method	6(8)	(276)	-	(1,633)	-
7000	**Total non-operating income and expenses**		(49,110)	(2)	(52,978)	(2)
7900	**Profit before income tax**		463,996	18	476,593	16
7950	Income tax expense	6(28)	(101,084)	(4)	(86,162)	(3)
8200	**Profit for the year**		$ 362,912	14	$ 390,431	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)	($ 2,900)	-	($ 8,550)	-
	Components of other comprehensive income that will be reclassified to profit or loss					
8361	Financial statements translation differences of foreign operations		4,461	-	(16,933)	(1)
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	-
8399	Income tax related to components of other comprehensive income that will be reclassified to profit or loss	6(28)	13	-	(8)	-
8300	**Other comprehensive loss for the year**		$ 1,574	-	($ 25,451)	(1)
8500	**Total comprehensive income for the year**		$ 364,486	14	$ 364,980	12
	Profit attributable to:					
8610	Owners of the parent		$ 366,389	14	$ 395,172	13
8620	Non-controlling interest		($ 3,477)	-	($ 4,741)	-
	Comprehensive income attributable to:					
8710	Owners of the parent		$ 367,117	14	$ 370,941	12
8720	Non-controlling interest		($ 2,631)	-	($ 5,961)	-
	Earnings per share					
9750	**Basic earnings per share**	6(29)	$	2.53	$	2.83
9850	**Diluted earnings per share**	6(29)	$	1.95	$	2.46

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

CHC HEALTHCARE GROUP AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
YEARS ENDED DECEMBER 31, 2020 AND 2019
(EXPRESSED IN THOUSANDS OF NEW TAIWAN DOLLARS)

		Equity attributable to owners of the parent													
			Capital Reserves				Retained Earnings			Other Equity Interest					
	Notes	Common stock	Capital surplus	Treasury stock transactions	Employee stock 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	Treasury stocks	Total	Non-controlling interest	Total equity
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)		-	-	-	-	-	-	-	-	(15,681)	(8,550)	-	(24,231)	(1,220)	(25,451)
Total comprehensive income (loss)		-	-	-	-	-	-	-	395,172	(15,681)	(8,550)	-	370,941	(5,961)	364,980
Appropriations of 2018 earnings	6(21)														
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(15)(19)	7,809	22,883	-	-	(779)	-	-	-	-	-	-	29,913	-	29,913
Exercise of employee stock options	6(18)(19)	9,390	71,363	-	(47,507)	-	-	-	-	-	-	-	33,246	-	33,246
Compensation cost of employee stock options	6(18)	-	-	-	2,134	-	-	-	-	-	-	-	2,134	-	2,134
Compensation cost of employee stock options of subsidiaries	6(18)	-	-	-	3,592	-	-	-	-	-	-	-	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	$ 155,195	$ 5,317,339
2020															
Balance at January 1, 2020		$ 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
Consolidated net income		-	-	-	-	-	-	-	366,389	-	-	-	366,389	(3,477)	362,912
Other comprehensive income (loss)		-	-	-	-	-	-	-	-	3,628	(2,900)	-	728	846	1,574
Total comprehensive income (loss)		-	-	-	-	-	-	-	366,389	3,628	(2,900)	-	367,117	(2,631)	364,486
Appropriations of 2019 earnings	6(21)														
Legal reserve		-	-	-	-	-	39,517	-	(39,517)	-	-	-	-	-	-
Special reserve		-	-	-	-	-	-	24,231	(24,231)	-	-	-	-	-	-
Cash dividends		-	-	-	-	-	-	-	(281,267)	-	-	-	(281,267)	-	(281,267)
Conversion of convertible bonds	6(15)(19)	151,509	424,330	-	-	(14,446)	-	-	-	-	-	-	561,393	-	561,393
Issuance of convertible bonds	6(15)	-	-	-	-	25,350	-	-	-	-	-	-	25,350	-	25,350
Exercise of employee stock options	6(18)(19)	2,595	7,840	-	(2,195)	-	-	-	-	-	-	-	8,240	-	8,240
Compensation cost of employee stock options	6(18)	-	-	-	1,482	-	-	-	-	-	-	-	1,482	-	1,482
Compensation cost of employee stock options of subsidiaries	6(18)	-	-	-	2,978	-	-	-	-	-	-	-	2,978	-	2,978
Expired employee stock options		-	-	-	(74)	74	-	-	-	-	-	-	-	-	-
Balance at December 31, 2020		$ 1,570,439	$ 3,356,806	$ 173	$ 11,154	$ 59,145	$ 317,065	$ 387,852	$ 566,883	($ 41,290)	($ 345,834)	($ 34,956)	$ 5,847,437	$ 152,564	$ 6,000,001

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

CHC HEALTHCARE GROUP AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
YEARS ENDED DECEMBER 31, 2020 AND 2019
(EXPRESSED IN THOUSANDS OF NEW TAIWAN DOLLARS)

	Notes	2020	2019
CASH FLOWS FROM OPERATING ACTIVITIES			
Profit before tax		$ 463,996	$ 476,593
Adjustments			
Adjustments to reconcile profit (loss)			
Expected credit loss (gain)		890	(19,068)
Depreciation charge	6(9)(10)(12)(27)	440,349	411,752
Loss on disposal of property, plant and equipment	6(25)	690	3,142
Property, plant and equipment transferred to expenses	6(9)	84	-
Interest expense		68,134	71,846
Interest income	6(23)	(12,049)	(11,696)
Dividend income	6(24)	(1,015)	(967)
Share of loss of associates and joint ventures accounted for using equity method	6(8)	276	1,633
Net gain on disposal of investments accounted for using equity method	6(8)(25)	-	(143)
Gain on financial assets or liabilities at fair value through profit or loss	6(25)	(37,382)	(17,403)
Amortisation of discount on bonds payable	6(26)	13,922	12,357
Compensation cost of employee stock options	6(18)(27)	4,460	5,726
Impairment loss on non-financial assets	6(25)	-	12,595
Changes in operating assets and liabilities			
Changes in operating assets			
Acquisition of financial assets at fair value through profit or loss		3,181	-
Contract assets		(15,641)	(39,946)
Notes receivable		28,426	-
Accounts receivable		35,740	(54,847)
Accounts receivable - related parties		28,312	8,937
Other receivables		495	(943)
Inventories		121,271	(26,113)
Prepayments		(70,590)	96,680
Other current assets		3,403	1,792
Changes in operating liabilities			
Contract liabilities		40,815	394,698
Notes payable		(1,413)	(851)
Accounts payable		(67,865)	14,252
Accounts payable - related parties		(136)	(4,426)
Other payables		(6,597)	17,447
Provisions for liabilities		3,223	8,113
Other current liabilities		(2,276)	6,158
Cash inflow generated from operations		1,042,703	1,367,318
Dividends received during the year		515	967
Interest paid during the year		(60,433)	(66,855)
Interest received during the year		12,049	11,696
Income tax paid		(79,369)	(97,933)
Net cash flows from operating activities		915,465	1,215,193

(Continued)

CHC HEALTHCARE GROUP AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
YEARS ENDED DECEMBER 31, 2020 AND 2019
(EXPRESSED IN THOUSANDS OF NEW TAIWAN DOLLARS)

	Notes	2020	2019
CASH FLOWS FROM INVESTING ACTIVITIES			
Acquisition of financial assets at amortised cost		$ -	($ 348,101)
Proceeds from disposal of financial assets at amortised cost		60,561	-
Decrease (increase) in other receivables - related parties		5,000	(25,500)
Proceeds from disposal of investments accounted for using equity method		8,833	7,770
Acquisition of property, plant and equipment	6(9)	(721,260)	(344,308)
Proceeds from disposal of property, plant and equipment		2,591	71,277
Acquisition of investment property	6(12)	(10,717)	(17,770)
Increase in refundable deposits		(217,061)	(325,393)
Decrease in refundable deposits		235,572	261,373
(Increase) decrease in other non-current assets		(94,581)	48,196
Net cash flows used in investing activities		(731,062)	(672,456)
CASH FLOWS FROM FINANCING ACTIVITIES			
Increase in short-term loans	6(32)	3,039,866	4,568,609
Decrease in short-term loans	6(32)	(3,321,223)	(4,784,005)
Payments of lease liabilities	6(32)	(10,162)	(6,799)
Proceeds from long-term debt	6(32)	1,079,490	196,500
Repayments of long-term debt	6(32)	(1,464,056)	(265,101)
Increase in guarantee deposits received	6(32)	10,279	16,401
Decrease in guarantee deposits received	6(32)	(13,609)	(12,258)
Decrease in other non-current liabilities		-	(1,340)
Proceeds from issuing bonds	6(15)	1,515,000	-
Issuance cost of bonds payable		(6,274)	-
Repayments of bonds	6(15)	(607,600)	-
Exercise of employee stock options	6(18)	8,240	33,246
Payment of cash dividends	6(21)	(281,267)	(250,045)
Net cash flows used in financing activities		(51,316)	(504,792)
Effect of changes in foreign currency exchange rates on cash and cash equivalents		2,200	(2,346)
Increase in cash and cash equivalents		135,287	35,599
Cash and cash equivalents at beginning of year		1,245,235	1,209,636
Cash and cash equivalents at end of year		$ 1,380,522	$ 1,245,235

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

【Attachment 6】

CHC Healthcare Group

Comparison Table of Revised Articles of "Procedures Governing the Acquisition or Disposal of Assets"

Article before revision	Article after revision	Explanation
Article 6 Appraisal Procedures for the Acquisition or Disposal of Securities When acquiring or disposing of securities, the Company shall, prior to the date of occurrence of the event, obtain financial statements of the issuing company for the most recent period, certified or reviewed by a certified public accountant, for reference in appraising the transaction price, and if the dollar amount of the transaction is 20% of the Company's paid-in capital or NT$300 million or more, the Company shall additionally engage a certified public accountant prior to the date of occurrence of the event to provide an opinion regarding the reasonableness of the transaction price. This requirement does not apply, however, to publicly quoted prices of securities that have an active market, or where otherwise provided by regulations of the FSC.	Article 6 Appraisal Procedures for the Acquisition or Disposal of Securities When acquiring or disposing of securities, the Company shall, prior to the date of occurrence of the event, obtain financial statements of the issuing company for the most recent period, certified or reviewed by a certified public accountant, for reference in appraising the transaction price, and if the dollar amount of the transaction is 20% of the Company's paid-in capital or NT$300 million or more, the Company shall additionally engage a certified public accountant prior to the date of occurrence of the event to provide an opinion regarding the reasonableness of the transaction price. If the CPA needs to use the report of an expert as evidence, the CPA shall do so in accordance with the provisions of Statement of Auditing Standards No. 20 published by the Accounting Research and Development Foundation (ARDF). This requirement does not apply, however, to publicly quoted prices of securities that have an active market, or where otherwise provided by regulations of the FSC.	Revise wording as appropriate.
Article 7 Appraisal Procedures for the Acquisition or Disposal of Intangible Assets or Right-of-use Assets Thereof or Memberships Where the Company acquires or disposes of intangible assets or right-of-use assets thereof or memberships and the transaction amount reaches 20% or more of paid-in capital or NT$300 million or more, except in transactions with a domestic government agency, the Company shall engage a certified public accountant prior to the date of occurrence of the event to render an opinion on the reasonableness of the transaction price.	Article 7 Appraisal Procedures for the Acquisition or Disposal of Intangible Assets or Right-of-use Assets Thereof or Memberships Where the Company acquires or disposes of intangible assets or right-of-use assets thereof or memberships and the transaction amount reaches 20% or more of paid-in capital or NT$300 million or more, except in transactions with a domestic government agency, the Company shall engage a certified public accountant prior to the date of occurrence of the event to render an opinion on the reasonableness of the transaction price. The CPA shall comply with the provisions of Statement of Auditing Standards No. 20 published by the ARDF.	Revise wording as appropriate.
Article 9 Procedures 1. Degree and Level of Authority Delegated It shall be approved by more than half of all audit committee members and submitted to the Board of Directors for resolution when the transaction	Article 9 Procedures 1. Degree and Level of Authority Delegated It shall be approved by more than half of all audit committee members and submitted to the Board of Directors for resolution when the transaction	Revise wording as appropriate to meet operational needs.

Article before revision	Article after revision	Explanation
amount of the Company's acquisition or disposal of assets reaches 20% or more of paid-in capital, 10% or more of total assets or NT$300 million or more. If approval of more than half of all audit committee members as required above is not obtained, the procedures may be implemented if approved by more than two-thirds of all directors, and the resolution of the audit committee shall be recorded in the meeting minutes of the Board of Directors. The Board of Directors shall take into full consideration each independent director's opinions. If an independent director objects to or expresses reservations about any matter, it shall be recorded in the meeting minutes of Board of Directors. When the transaction amount of acquisition or disposal of assets is under 20% of paid-in capital, 10% of total assets or NT$300 million, the Chairman is delegated on decision-making. (The following is omitted.)	amount of the Company's acquisition or disposal of assets reaches 20% or more of paid-in capital, 10% or more of total assets or NT$300 million or more. If approval of more than half of all audit committee members as required above is not obtained, the procedures may be implemented if approved by more than two-thirds of all directors, and the resolution of the audit committee shall be recorded in the meeting minutes of the Board of Directors. The Board of Directors shall take into full consideration each independent director's opinions. If an independent director objects to or expresses reservations about any matter, it shall be recorded in the meeting minutes of Board of Directors. When the transaction amount of acquisition or disposal of assets is under 20% of paid-in capital, 10% of total assets or NT$300 million, it shall be executed in accordance with the "Authority Matrix" of the Company ~~the Chairman is delegated on decision-making~~. (The following is omitted.)	
Article 17 Amount of Derivatives Trading Contracts and Maximum Loss Limit 1. Contracts Amount (1). Amount for Hedging Transaction Finance Accounting Department is responsible for the control of the Company's overall foreign exchange position to hedge the risk arising from transaction. Amount for hedging transaction shall be limited to the Company's total foreign exchange position. (2). Amount for Specific Purpose Transactions The Company's transactions for other specific purposes shall be submitted to the Board of Directors for approval. 2. Maximum Loss Limit Setting (1). Hedging Transaction: After a position has been established, a stop-loss point must be set to prevent over-limit losses. The stop-loss point shall not exceed 10% of the trading contract amount. If the loss amount exceeds 10% of the trading contract amount, such event shall be immediately reported to the CEO or Chairman and submitted to the Board of Directors for discussion of necessary counter measures. (2). Specific Purpose Transactions: The stop-loss point shall not exceed 10% of the trading contract amount. If the loss amount exceeds 10% of the	Article 17 Amount of Derivatives Trading Contracts and Maximum Loss Limit 1. Contracts Amount (1). Amount for Hedging Transaction Finance Accounting Department is responsible for the control of the Company's overall foreign exchange position to hedge the risk arising from transaction. Amount for hedging transaction shall be limited to the Company's total foreign exchange position. (2). Amount for Specific Purpose Transactions The Company's transactions for other specific purposes shall be submitted to the Board of Directors for approval. 2. Maximum Loss Limit Setting (1). Hedging Transaction: After a position has been established, a stop-loss point must be set to prevent over-limit losses. The stop-loss point shall not exceed 10% of the trading contract amount. If the loss amount exceeds 10% of the trading contract amount, such event shall be immediately reported to the GM ~~CEO~~ or Chairman and submitted to the Board of Directors for discussion of necessary counter measures. (2). Specific Purpose Transactions: The stop-loss point shall not exceed 10% of the trading contract amount. If the loss amount exceeds 10% of the	Revise wording as appropriate to meet operational needs.

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<tr><td rowspan="2">1</td><td>2011/05/19</td><td>Approved by Board of Directors</td></tr>
<tr><td>2011/06/30</td><td>Approved on Special Shareholders' Meeting</td></tr>
<tr><td rowspan="2">2</td><td>2012/03/27</td><td>Approved by Board of Directors</td></tr>
<tr><td>2012/06/22</td><td>Approved on Shareholders' Meeting</td></tr>
<tr><td rowspan="2">3</td><td>2013/03/25</td><td>Approved by Board of Directors</td></tr>
<tr><td>2013/06/14</td><td>Approved on Shareholders' Meeting</td></tr>
<tr><td rowspan="2">4</td><td>2014/03/27</td><td>Approved by Board of Directors</td></tr>
<tr><td>2014/06/17</td><td>Approved on Shareholders' Meeting</td></tr>
<tr><td rowspan="2">5</td><td>2017/03/24</td><td>Approved by Board of Directors</td></tr>
<tr><td>2017/06/13</td><td>Approved on Shareholders' Meeting</td></tr>
<tr><td rowspan="2">6</td><td>2019/03/22</td><td>Approved by Board of Directors</td></tr>
<tr><td>2019/06/12</td><td>Approved on Shareholders' Meeting</td></tr>
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<tr><td>2012/06/22</td><td>Approved on Shareholders' Meeting</td></tr>
<tr><td rowspan="2">3</td><td>2013/03/25</td><td>Approved by Board of Directors</td></tr>
<tr><td>2013/06/14</td><td>Approved on Shareholders' Meeting</td></tr>
<tr><td rowspan="2">4</td><td>2014/03/27</td><td>Approved by Board of Directors</td></tr>
<tr><td>2014/06/17</td><td>Approved on Shareholders' Meeting</td></tr>
<tr><td rowspan="2">5</td><td>2017/03/24</td><td>Approved by Board of Directors</td></tr>
<tr><td>2017/06/13</td><td>Approved on Shareholders' Meeting</td></tr>
<tr><td rowspan="2">6</td><td>2019/03/22</td><td>Approved by Board of Directors</td></tr>
<tr><td>2019/06/12</td><td>Approved on Shareholders' Meeting</td></tr>
<tr><td rowspan="2">7</td><td>2021/03/19</td><td>Approved by Board of Directors</td></tr>
<tr><td>2021/06/16</td><td>Approved on Shareholders' Meeting</td></tr>
</table>
</td><td>Amending date added.</td></tr>
</table>

【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】

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	9,413,985
Director	Chun-Shung, Huang	0
Director	Yen-Hsin Investment Ltd. Representative: Yung-Shun, Chuang	177,262
Independent Director	Chang-Jian, Ho	0
Independent Director	Kuei-Tuan, Chen	0
Independent Director	Geng-Wang, Liaw	0
Shareholdings of All Directors		37,849,230
Minimum Shareholdings Required for All Directors		9,437,091

Note 1: Total shares issued of the Company: 157,284,855 Shares.

Note 2: Book closure starting date of 2021 Annual Shareholders' Meeting: April 18, 2021