

STOCK SYMBOL : 1340



2020 ANNUAL GENERAL MEETING HANDBOOK

Date and time: 9 am, Monday, June 10, 2019
Location: No. 1, Sec. 3, Zhongxiao E. Rd., Taipei City (GIS Taipei
Tech Convention Center)

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Victory New Materials Limited Company
Meeting Agenda for 2020 Annual Shareholders' Meeting

Time: June 30, 2020 (Tuesday) 9 a.m.

Location: No. 1, Sec. 3, Zhongxiao E. Rd., Daan Dist., Taipei City (GIS TAIPEI TECH Convention Center)

I. Call the meeting to order

II. Chairperson remarks

III. Reports

1. 2019 Business Report
2. 2019 Audit Committee's Review Report
3. 2019 Report for Distribution of the Remuneration for Directors and Employees
4. Amendment to Rules of Procedure for Board of Directors Meetings
5. Developed the company's "Integrity Management Code" report.
6. Revise the company's "Integrity Management Operating Procedures and Conduct Guidelines" report.

IV. Recognitions

1. Adoption of 2019 Business Report and Financial Statement.
2. Adoption of 2019 Distribution of Profit

V. Discussions

1. Amendment to Articles of Incorporation
2. Amendment to "Rules of Procedure for Shareholders Meetings"

VI. Other Proposals

VII . Adjournment

Reports

Case 1 (proposed by board of directors)

Cause: 2019 Business Report.

Explanations: Please refer to p. 7 (Attachment 1) in the handbook for 2019 Business Report.

Case 2 (proposed by board of directors)

Cause: 2019 Audit Committee's Review Report

Explanations: Please refer to page 9 of the handbook (Attachment 2) for Audit Committee's Review Report of 2019 Financial Statements.

Case 3 (proposed by board of directors)

Cause: 2019 Report for Distribution of the Remuneration for Directors and Employees

Explanations: The company proposed not to distribute the remuneration for directors and employees in 2019

Case 4 (proposed by board of directors)

Cause: Amendment to Rules of Procedure for Board of Directors Meetings

Explanations: Please refer to Annex VIII on page 43 of this manual for the Company's "Integrity Management Code".

Case 5 (proposed by a shareholder)

Cause: Developed the company's "Integrity Management Code" report.

Explanations: Please refer to Annex VIII on page 43 of this manual for the Company's "Integrity Management Code".

Case 6 (proposed by a shareholder)

Cause: Revise the company's "Integrity Management Operating Procedures and Conduct Guidelines" report.

Explanations: Please refer to Appendix IX on page 43 of this manual for the comparison table of the provisions before and after the revision of the "Integrity Business Operation Procedures and Conduct Guidelines"..

Recognitions

Case 1 (proposed by board of directors)

Cause: Adoption of 2019 Business Report and Financial Statement.

Explanations: The company's 2019 annual financial statements have been prepared on its own, and Zuo Mingxin and Shi Jingbin accountants of Qinye Zhongxin United Certified Public Accountants have been invited to complete the verification and issue a verification report. The company also intends to issue a business report, and hereby check the 2019 annual business report, accountant verification report and financial statements. Please refer to pages 1 to 18 of this manual, Annex 1 to Annex 3.

Case 2 (proposed by board of directors)

Cause: Adoption of Distribution of 2019 Profits.

Explanations: 1. Please refer to page 19 of the handbook (Attachment 4) for 2019 Distribution of Profits.

2. The company's post-tax loss for the year 2019 was RMB 438,323,779, and the statutory surplus reserve was not included in accordance with the Articles of Association. The distributable loss for the year was RMB 438,323,779, plus the accumulated undistributed surplus of RMB 2,017,041,039 in the previous year, and a special surplus reserve of RMB 226,902,612, total The distributable surplus is RMB 1,351,814,648, and it is planned not to distribute shareholders' cash dividends and stock dividends in accordance with the company's articles of association.

Discussions

Case 1 (proposed by board of directors)

Cause: Amendment to Articles of Incorporation. Please proceed to discuss.

Explanations: The company proposed to revise parts of the articles in Articles of Incorporation. Comparison table of the articles before and after the revision is attached as p. 20-24 (Attachment 5).

Case 2 (proposed by board of directors)

Cause: Amend the Company's "Rules of Procedure for Shareholders' Meetings" and would like to submit a resolution.

Explanations: In order to meet the requirements of the stock exchanges and laws and regulations, it is proposed to revise the Company's "Rules of Procedure for Shareholders' Meetings", and to amend the table of provisions before and after, please refer to Annex VI on pages 41 to 42 of the handbook.

Other Proposals

Adjournment