

Stock Code: 603799

Stock Name: Huayou Cobalt

First Extraordinary General Meeting in 2025

Meeting Materials



January 20, 2025

CONTENTS

Agenda of the First Extraordinary General Meeting in 2025	3
Details of the First Extraordinary General Meeting in 2025	4
Proposal 1: Proposal on the 2024 Restricted Share Incentive Plan (Draft) of the Company and Summary	9
Proposal 2: Proposal on the Company Measures for the Assessment and Administration of the Implementation of 2024 Restricted Share Incentive Plan	13
Proposal 3: Proposal on Requesting the General Meeting to Authorize the Board of Directors to Handle Matters Related to the 2024 Restricted Share Incentive Plan	16

Agenda of the First Extraordinary General Meeting in 2025

Time: 13:30 on January 20, 2025

Venue: Conference Room 1, 1/F, R&D Building of Zhejiang Huayou Cobalt Co., Ltd., No. 79 Wuzhen East Road, Tongxiang Economic Development Zone, Zhejiang

1. Declare the beginning of the meeting
2. Announce the number of shareholders attending the on-site meeting and the number of their shares
3. Elect a vote counter and a scrutineer
4. Examine the proposals
5. Vote by ballot
6. Shareholders ask questions, and directors, supervisors and senior questions
7. Adjourn the meeting (wait for the online voting results; the staff tally the vote)
8. Announce the voting results
9. Lawyers issue legal opinions
10. Declare the end of the meeting

Details of the First Extraordinary General Meeting in 2025

In accordance with the *Company Law*, the *Notice on Promulgating the Normative Opinions of Shareholders Meetings of Listed Companies* issued by the China Securities Regulatory Commission and other relevant laws and regulations, the spirit of documents, and the provisions of the Articles of Association, these Details are hereby formulated in order to safeguard the legitimate rights and interests of all investors and ensure the normal order and efficiency of deliberation at the first extraordinary general meeting in 2025.

1. The Board of Directors shall, on the principle of safeguarding the legitimate rights and interests of shareholders and ensuring the normal order and efficiency deliberation at the general meeting, conscientiously perform the duties stipulated in the Articles of Association. The general meeting shall have a conference team to be responsible for the procedures and services related to the meeting.

2. In order to timely and accurately count the total number of shares represented representatives attending the meeting, all shareholders and agents registered to attend the general meeting shall arrive at the venue on time to sign in and confirm their eligibility for participation. Shareholders or representatives who fail to register by telephone, fax or email on the registration day, fail to register on the registration form, or are not involved in the shares announced at the meeting after the formal start of the meeting shall not vote and speak.

3. Shareholders (or _____ attending the general meeting shall enjoy the right to speak, question, vote and other rights according to law, but shall be uniformly arranged by the Company to speak and answer. During the general meeting, shareholders (or _____ representatives) who prepare speeches in advance shall first register with the conference team, shareholders (or _____ representatives) who temporarily request to speak or raise questions on relevant issues

shall first apply to the conference team and then do so with the permission of the moderator.

4. Each shareholder or representative shall not speak more than twice at the general meeting. The time of the first speech shall not exceed five minutes, and the time of the second speech shall not exceed three minutes.

5. The moderator can arrange the directors, supervisors and other senior management to answer the shareholders questions. If a question has nothing to do with the topic of the general meeting or will reveal the trade secrets or may harm the common interests of the Company and shareholders, the moderator or the relevant designated personnel shall have the right to refuse to answer it.

6. At the general meeting, the method of combining on-site voting and online voting shall be adopted, and the announcement on the resolution of the general meeting shall be released by combining the results of on-site voting and online voting. On-site voting shall be by open ballot, and the elected representatives of shareholders and supervisors and lawyers shall participate in counting and scrutinizing. The Company will provide the shareholders with an online voting platform through the Shanghai Stock Exchange online voting system, and shareholders can exercise their voting rights through the said system during the online voting hours.

7. When voting, the on-site shareholders or shareholders shall choose one of the three: stated below in each proposal . In case of multiple choices or no choice, the relevant vote shall be deemed invalid and the relevant shareholders shall be deemed to have abstained from voting.

8. Three proposals will be considered at the general meeting. The proposals shall be adopted by a special resolution of the general meeting, that is, by more than two-thirds of the valid voting rights held by the shareholders or share representatives present at the general meeting.

9. The lawyer to witness the general meeting shall be a lawyer of Grandall Law Firm (Hangzhou).

10. In order to ensure the seriousness and normal order of the general meeting and effectively safeguard the legitimate rights and interests of the shareholders or at the meeting, the Company shall have the right representatives

present at the meeting, directors, supervisors, board secretary, senior management, appointed lawyers and persons invited by the Board of Directors.

11. The Board of Directors of the Company will take necessary measures to ensure the normal order of the general meeting. To ensure the order at the venue, turn off the mobile phone or set it to vibration after entering the venue, and do not make loud noises. Personal recording, photography and video recording are not allowed. For interfering with the general meeting, picking quarrels and provoking troubles and infringing on the legitimate rights and interests of shareholders, measures will be taken to stop and timely report to the relevant departments for investigation and punishment.

Board of Directors of Zhejiang Huayou Cobalt Co., Ltd.

January 20, 2025

Proposal 2

Proposal for the Assessment and Administration of the Implementation of 2024 Restricted Share Incentive

To all shareholders,

The for the Assessment and Administration of the Implementation of 2024 Restricted Share Incentive has been approved by the 25th meeting of the sixth Board of Directors and the 16th meeting of the sixth Board of Supervisors of the Company, and is now submitted to the general meeting for consideration. For more details, visit the website of Shanghai Stock Exchange (www.sse.com.cn).

Board of Directors of Zhejiang Huayou Cobalt Co., Ltd.
January 20, 2025

Proposal 3

Proposal on Requesting the General Meeting to Authorize the Board of Directors to Handle Matters Related to the 2024 Restricted Share Incentive Plan

To all shareholders,

In order to implement the 2024 restricted share incentive plan (the "Incentive Plan"), the Board of Directors of the Company requests the general meeting to authorize the Board of Directors to handle the matters related to the Incentive Plan, including but not limited to:

1. To request the general meeting to authorize the Board of Directors to be responsible for the following specific matters in respect of the implementation of the Incentive Plan:

(1) To authorize the Board of Directors to determine the qualification and conditions for incentive recipients to participate in the Incentive Plan, to determine the list of incentive recipients and the number of shares to be granted to each of them, and determine the grant date under the Incentive Plan;

(2) To authorize the Board of Directors to adjust the number

(4) To authorize the Board of Directors to grant restricted shares to the incentive recipients when they meet the conditions and handle all matters necessary for the grant of restricted shares, including but not limited to signing the *Restricted Shares Grant Agreement* with the incentive recipients, applying to the registration and clearing corporation for handling relevant registration and clearing business, amending the Articles of Association, registering the change of the registered capital of the Company;

(5) To authorize the Board of Directors to review and confirm the qualification and conditions of releasing the sales restrictions that the incentive recipients subject to, and agree that the Board of Directors grant the right to the Remuneration and Appraisal Committee;

(6) To authorize the Board of Directors to decide whether the sales restrictions can be released, and handle all matters necessary for the release of sales restrictions, including but not limited to applying to the stock exchange for the release of sales restrictions, applying to the registration and clearing corporation for handling relevant registration and clearing business, amending the Articles of Association, registering the change of the registered capital of the Company;

(7) To authorize the Board of Directors to handle the matters related to the release of sales restrictions on restricted shares on which the sales restrictions have not been released in accordance with the provisions of the Incentive Plan;

(8) To authorize the Board of Directors to handle matters related to changes and terminations of the Incentive Plan in accordance with the provisions of the Incentive Plan, including but not limited to cancelling the incentive recipient qualification of releasing the sales restrictions, handling matters related to inheritance of the restricted shares of deceased incentive recipients on which the sales restrictions has not been released, and Incentive Plan;

(9) To authorize the Board of Directors to handle all necessary matters for the repurchase and cancellation of restricted shares under the circumstances listed in the Incentive Plan where there is a need to repurchase or cancel the restricted shares of the incentive recipients on which sales restrictions are not released, including but not limited to applying to the stock exchange for cancellation, applying to the registration and clearing corporation for handling relevant registration and clearing business, amending the Articles of Association, registering the change of the registered capital of the Company;

(10) In case any incentive recipient waives the right to receive the restricted shares to be granted for any reason during the period from the announcement of the Incentive Plan to the completion of the registration of restricted shares by the incentive recipient, to authorize the Board of Directors to directly cancel the restricted shares that have not been actually granted or subscribed by the incentive recipient, or to allocate them to the pool of reserved restricted shares, or distribute them among the other incentive recipients;

(11) To authorize the Board of Directors to determine all matters related to the incentive recipients, grant quantity, grant price and grant date of the reserved restricted shares under the Incentive Plan;

(12) To authorize the Board of Directors to sign, execute, modify, and terminate any and all agreements and other related agreements related to the Incentive Plan;

(13) To authorize the Board of Directors to manage and adjust the Incentive Plan, and formulate or modify the management and implementation provisions of the Incentive Plan from time to time under the premise of being consistent with the terms of the Incentive Plan. However, if laws, regulations or relevant regulatory authorities require such modification to be approved by the general meeting and/or the relevant regulatory authorities, such modification by the Board of Directors must be approved accordingly;

(14) To authorize the Board of Directors to implement other matters required under the Incentive Plan, except where relevant documents expressly provide for the exercise of the powers by the general meeting;

2. To request the general meeting to authorize the Board of Directors to go through the procedures of examination and registration, filing, approval, consent and soon with the relevant government departments and regulatory bodies for the Incentive Plan, sign, implement, modify and complete the documents submitted to the relevant government departments, regulatory bodies, organizations and individuals, amend the Articles of Association, register the change of the registered capital of the Company, and handle other matters related to the Incentive Plan;

3. To request the general meeting to authorize the Board of Directors to appoint independent financial advisors, receiving banks, accountants, lawyer, securities companies and other intermediaries for the implementation of the Incentive Plan.

4. To request the general meeting to agree that the term of the above authorization is consistent with the validity period of the Incentive Plan.

Except those expressly required to be subject to resolution by the Board of Directors by laws, administrative regulations, rules of the China Securities Regulatory Commission, normative documents, other matters mentioned above maybe directly exercised by the Chairman or an appropriate person authorized by the Chairman on behalf of the Board of Directors.

This proposal has been approved by the 25th meeting of the sixth Board of Directors, and is now submitted to the general meeting for deliberation.

Board of Directors of Zhejiang Huayou Cobalt Co., Ltd.

January 20, 2025