

Stock Code: 603799

Stock Name: Huayou Cobalt

First Extraordinary General Meeting in 2025

Meeting Materials



January 20, 2025

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Agenda of the First

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

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.

Proposal 1

Resolution on the 2024 Restricted Share Incentive Plan (Draft) of the Company and Summary

To all shareholders,

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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, please refer to the disclosure on the website of Shanghai Stock Exchange (www.sse.com.cn).

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 of restricted shares and the underlying shares involved in accordance with the methods stipulated in the Incentive Plan when the Company encounters events such as conversion of capital reserves into share capital, distribution of stock dividend, stock split, share reduction and allotment of shares;

(3) To authorize the Board of Directors to adjust the grant price/repurchase price of restricted shares in accordance with the methods stipulated in the Incentive Plan when the Company encounters events such as conversion of capital reserves into share capital, distribution of stock dividend, stock split, share reduction and allotment of shares;

(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 Incenti08871 0 595.32 841.92 reW*nBT/F1 12 Tf1 0 0 1 114.5 345.17 Tm0 g0 GBT/

(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