

Stock Code: 603799

Stock Name: Huayou Cobalt

Third Extraordinary General Meeting of 2024

Meeting Materials



November 7, 2024

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Agenda of the Third Extraordinary General Meeting in 2024

Time: 13:30 on November 7, 2024

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 management answer shareholders' 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 Third Extraordinary General Meeting in 2024

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 third extraordinary general meeting of the Company in 2024.

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 by shareholders or shareholders' 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 shareholders' 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 shareholders' representatives) 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 shareholders' representatives) who prepare speeches in

advance shall first register with the conference team, shareholders (or shareholders' 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 shareholder's 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 Company's 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 Company's 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 Company's 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' representatives shall choose one of the three: "For", "Against" and "Abstain", stated below in each proposal in the ballot, and mark "√". In case of multiple choices or no choice, the relevant vote shall be deemed invalid and the relevant shareholder shall be deemed to have abstained from voting.

8. A total of 2 proposals will be deliberated and voted at the general meeting. The Proposal 2 shall be adopted only when a special resolution is adopted, that is, it is voted for by more than two-thirds of the valid voting rights held by the shareholders

or their proxies present at the meeting. The other proposal shall be adopted only when an ordinary resolution is adopted, that is, it is voted for by more than half of the valid voting rights held by the shareholders or their proxies present at the 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 shareholders' representatives present at the meeting, the Company shall have the right to refuse entry to other persons except the shareholders or shareholders' 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

November 7, 2024

Proposal 1

Proposal on Changing the Projects to be Invested with Part of the Funds Raised by Publicly Issuance of Convertible Corporate Bonds

To all shareholders,

Due to changes in the market environment and based on the actual situation of project implementation, the Company plans to invest the funds originally raised for the "Battery green and high-value comprehensive recycling construction project with an annual capacity of 15,000 tons" and the "Battery black powder high-value green recycling project with an annual capacity of 12,000 Tons" by public issuance of convertible corporate bonds, which is a total amount of RMB 563.1869 million, in the "Construction project of Guangxi Huayou New Materials Co., Ltd. for the preparation of high-purity electric nickel by crude nickel cobalt hydroxide raw materials. This proposal has been approved by the 23th meeting of the sixth Board of Directors and the 14th meeting of the sixth Board of Supervisors, is now submitted to the general meeting for deliberation. For more details, please refer to Announcement No. 2024-096 disclosed by the Company on the website of Shanghai Stock Exchange (www.sse.com.cn).

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

November 7, 2024

Proposal 2

Proposal on Changing Registered Capital and Amending the Articles of Association

To all shareholders:

On October 18, 2024, the Company held the 23rd meeting of the 6th Board of Directors, in which the *Proposal to Repurchase and Cancel Some Restricted Shares First Granted under the 2023 Restricted Stock Incentive Plan* was deliberated and approved.

In view of the fact that among the incentive recipients involved in the first grant of the restricted shares under the incentive plan, 30 incentive recipients resigned due to job transfer that was not under personal control or the Company's proposal to negotiate with them to terminate the labor relation, 3 incentive recipients resigned due to retirement and 3 incentive recipients died, the Board of Directors of the Company intends to repurchase and cancel 267,200 restricted shares that have been granted to these incentive recipients but have not yet been unlocked, at a repurchase price of RMB 24.38 per share plus the interest calculated by the benchmark rate for the same period published by the People's Bank of China ("PBOC"). In view of the fact that among the incentive recipients involved in the incentive plan, 3 incentive recipients were dismissed due to incompetence in their positions and 148 incentive recipients voluntarily resigned or did not renew their contracts due to personal reasons, and 2 incentive recipients were dismissed by the Company due to personal fault, the Board of Directors of the Company intends to repurchase and cancel 872,600 restricted shares that have been granted to these incentive recipients but have not yet been unlocked, at a repurchase price of RMB 24.38 per share.

Besides, since the assessment of the Company's performance for determining

whether to unlock the restricted shares first granted under the Incentive Plan for the first unlocking period does not reach the standard, the Company intends to repurchase and cancel 3,894,040 restricted shares that have been granted to these incentive recipients but have not yet been unlocked, at the repurchase price of RMB 24.38 per share plus the interest calculated by the benchmark rate for the same period published by the PBOC.

In summary, the repurchase and cancellation this time involves 1,440 incentive recipients, and the Company intends to repurchase and cancel a total of 5,033,840 restricted shares that have been granted but have not yet been unlocked, and apply to CSDC Shanghai Branch for completing the procedures of the repurchase and cancellation of the said restricted shares. After the completion of the repurchase and cancellation, the registered capital of the Company will be changed from RMB 1,697,206,543 to RMB 1,692,172,703, and the total number of shares of the Company will be changed from 1,697,206,543 to 1,692,172,703.

In view of the said facts, the Company made relevant amendments to Article 6 and Article 20 of the Articles of Association. The specific details are as follows:

Before the amendment	After the amendment
Article 6 The registered capital of the Company is RMB 1,697,206,543.	Article 6 The registered capital of the Company is RMB 1,692,172,703.
Article 20 The total shares of the Company are 1,697,206,543, and the shareholding structure of the Company is 1,697,206,543 ordinary shares, of which A shareholders hold 1,597,206,543 shares, representing 94.11%; and foreign investors hold 100,000,000 underlying A shares represented by GDRs based on the	Article 20 The total shares of the Company are 1,692,172,703, and the shareholding structure of the Company is 1,692,172,703 ordinary shares, of which A shareholders hold 1,592,172,703 shares, representing 94.09%; and foreign investors hold 100,000,000 underlying A shares represented by GDRs based on the

conversion ratio determined by the Company, representing 5.89%.	conversion ratio determined by the Company, representing 5.91 %.
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Except for the amended articles mentioned above, other articles of the Articles of Association remain unchanged.

Now it is submitted to the shareholders' meeting seeking that the shareholders' meeting approves it and authorizes the board of directors and relevant personnel to complete the procedures for industrial and commercial registration of change, filing of the Articles of Association and handle other related matters. The content of the said changes is subject to that finally approved by the industrial and commercial registration authority. The Company will promptly apply to the industrial and commercial registration authority to complete relevant procedures after the approval of the shareholders' meeting.

This proposal has been approved by the 23th meeting of the sixth Board of Directors and is now submitted to the general meeting for deliberation. For more details, please refer to Announcement No. 2024-099 disclosed by the Company on the website of Shanghai Stock Exchange (www.sse.com.cn).

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

November 7, 2024