Stock Code: 603799 Stock Name: Huayou Cobalt

Third Extraordinary General Meeting in 2023



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Agenda of the Third Extraordinary General Meeting in 2023

Time: 13:30 on September 27, 2023

Address: Conference Room 1, 1/F, R&D Bu ` n 0 o]M:en ɪ -]

Details of the Third Extraordinary General Meeting in 2023

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 in 2023.

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 proxies registered to attend the general meeting shall arrive at the meeting 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 or fail to register on the registration form, or are not involved in the shares announced at the meeting after the official commencement of the meeting shall not vote or 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 officers to answer the shareholders' questions. If a question is not related to 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 participa

representatives present at the general meeting. The other proposals shall be adopted by an ordinary resolution of the general meeting, that is, by more than half of the valid voting rights held by the shareholders or shareholders' representatives present at the general meeting.

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

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 in accordance with law to refuse entry to other persons except the shareholders or shareholders' representatives present at the meeting, directors, supervisors, board secretary, senior officers, appointed lawyers and persons invited by the Board of Directors.

11. The Board of Directors of the Company shall take necessary measures to ensure the normal order of the general meeting. To ensure the order at the meeting, please turn off the mobile phone or set it to vibration after entering the meeting, 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 o¡ rr^ φ p rr re no¨

Proposal 1

Proposal 2

According to the resolutions of the 43rd meeting of the fifth Board of Directors and the 5th extraordinary general meeting of shareholders in 2022, and upon approval of the Prospectus Office of the Regulatory Authority of the Swiss Stock Exchange and the China Securities Regulatory Commission by the document titled *Approval of Zhejiang Huayou Cobalt Co., Ltd.'s Initial Public Offering and Listing of Global Depositary Receipts on the Swiss Stock Exchange* (ZJXK [2023] No. 708), the Company issued 50,000,000 GDRs this time, with each GDR representing 2 A-shares of the Company. The underlying securities represented by the GDRs issued this time are 100,000,000 A-shares, with each GDR issued at a price of USD11.65 and a total capital of USD 582,500,000.00 raised. The above raised funds have been verified by Pan-China Certified Public Accountants with a *Capital Verification Report* issued.

The additional underlying A-shares corresponding to the GDRs issued this time were registered and deposited in Shanghai Branch of China Securities Depository and Clearing Co., Ltd on July 4, 2023, and are held by Citibank, National Association, the depositary of the Company's GDRs. The number of additional underlying A shares is 100,000,000, and such shares were listed on the Shanghai Stock Exchange on July 7, 2023.

On November 14, 2022, the Company held its fifth extraordinary general meeting of shareholders in 2022, and approved the *Proposal on the Formulation of the "Articles of Association (Draft)" and Its Annexes ("Rules of Procedure of Shareholders' Meeting (Draft)" and "Rules of Procedure of the Board of Directors*

(Draft)") Applicable after the Company'

Law"), the *Special Provisions of the State Council on the Overseas Offering and Listing of Shares by Limited Liability Companies* (hereinafter referred to as the "Special Provisions"), *Essential Provisions of the Articles of Association*

with Uniform Social Credit Code of 913300007368873961.	with Uniform Social Credit Code of 913300007368873961.
On 4 January 2015, the Company was approved by China Securities Regulatory Commission to initially issue 91,000,000 RMB-denominated ordinary shares to the public, and its shares were listed on Shanghai Stock Exchange on 29 January 2015. On [ ] 2022, the Company was approved by China Securities Regulatory Commission to issue [ ] global depositary receipts (hereinafter referred to as the "GDRs"), representing [ ] RMB-denominated ordinary shares based on the conversion ratio determined by the Company, which were listed on the [ ] Exchange on [ ] 2022.	On 4 January 2015, the Company was approved by China Securities Regulatory Commission to initially issue 91,000,000 RMB-denominated ordinary shares to the public, and its shares were listed on Shanghai Stock Exchange on 29 January 2015. On 30 March 2023, the Company was approved by China Securities Regulatory Commission to issue 50,000,000 global depositary receipts (hereinafter referred to as the "GDRs"), representing 100,000,000 RMB-denominated ordinary shares based on the conversion ratio determined by the Company, which were listed on the SIX Swiss Exchange on 7 July 2023.
The registered capital of the Company is RMB [ ].	The registered capital of the Company is RMB 1,699,464,115.
Upon entering into force, the Articles of Association shall become a legally binding document that regulates the organization and conduct of the Company and the relations of rights and obligations between the Company and shareholders and between shareholders. The Articles of Association shall be	Upon entering into force, the Articles of Association shall become a legally binding document that regulates the organization and conduct of the Company and the relations of rights and obligations between the Company and shareholders and between shareholders. The Articles of Association shall be

legally binding upon the Company and its shareholders, directors, supervisors and senior management, all of whom shall be entitled to, according to the Articles of Association, make claims in respect of rights concerning the matters of the Company. Pursuant to the Articles of Association, shareholders may institute legal proceedings against other shareholders, against directors, supervisors, managers and other senior management of the Company, and against the Company, while the Company may institute legal proceedings against its shareholders, directors, supervisors, managers and other senior management.

For the purposes of the preceding paragraph, the term "institution" shall include the institution of proceedings in a court or the application to an arbitration institution for arbitration.

legally binding upon the Company and its shareholders, directors, supervisors and senior management, all of whom shall be entitled to, according to the Articles of Association, make claims in respect of rights concerning the matters of the Company. Pursuant to the Articles of Association, shareholders may institute

meeting, and the nomination of independent director candidates shall adopt the following methods:	meeting, and the nomination of independent director candidates shall adopt the following methods:
1. Nomination by the Board of the Company;	1. Nomination by the Board of the Company;
2. Nomination by the Supervisory Committee of the Company;	2. Nomination by the Supervisory Committee of the Company;
3. The number of candidates nominated by shareholders who individually or jointly hold more than 1% of the issued shares of the Company shall not exceed the number of independent directors to be elected or changed.	3. The number of candidates nominated by shareholders who individually or jointly hold more than 1% of the issued shares of the Company shall not exceed the number of independent directors to be elected or changed.
The cumulative voting system shall be adopted for the election of independent directors.	
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administrative regulations and the listing rules of the stock exchange(s) where the shares or GDRs of the Company are listed.	

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The vice chairperson shall assist the chairperson. In the event the chairperson of the Board is unable to perform his/her duties or he/she does not perform his/her duties, the vice chairperson shall perform the duties (if the Company has two or more than two vice chairmen, more than half of the directors may nominate one of them to perform the duties). Where the vice chairperson is unable to perform his/her duties or he/she does not perform his/her duties, a director nominated by half or more of the directors shall perform the duties.	The vice chairperson shall assist the chairperson. In the event the chairperson of the Board is unable to perform his/her duties or he/she does not perform his/her duties, the vice chairperson shall perform the duties. Where the vice chairperson is unable to perform his/her duties or he/she does not perform his/her duties, a director nominated by half or more of the directors shall perform the duties.

Board meeting shall be held only when more than half of the directors attend the meeting. The Board's resolutions must be voted for by more than half of all the directors. A director shall have one vote when voting on a resolution of the Board. When the numbers of votes for and against are equal, the chairperson of the Board shall be entitled to one additional vote, unless otherwise specified in the laws, regulations and the securities regulatory authorities of the place(s) and the stock exchange(s) where the Company's shares or GDRs are listed.	Board meeting shall be held only when more than half of the directors attend the meeting. The Board's resolutions must be voted for by more than half of all the directors. A director shall have one vote when voting on a resolution of the Board.
The Company shall have 1 general manager (president), 12 deputy general managers (vice presidents), 1 chief finance officer (person-in-charge of finance) and 1 secretary to the Board, who shall be appointed and dismissed by the Board. The Company's general manager (president), deputy general managers (vice presidents), chief finance officer (person-in-charge of finance), secretary to the Board are the Company's senior management.	The Company shall have 1 president, vice presidents, 1 chief finance officer and 1 secretary to the Board, who shall be appointed and dismissed by the Board. The Company's president, vice presidents, chief finance officer, secretary to the Board are the Company's senior management.
The Company shall set	The Company shall set

up a Supervisory Committee which shall be composed of three supervisors. The Supervisory Committee shall have one chairperson. The election of the chairperson of the Supervisory Committee shall be determined by more than half of the members of the Supervisory Committee. The meetings of Supervisory Committee shall be convened and presided over by the chairperson of the Supervisory Committee. If the chairperson of the Supervisory Committee is unable or fails to perform his/her duties, such meeting shall be convened and presided over by a supervisor jointly elected by more than half of the supervisors.	up a Supervisory Committee which shall be composed of three supervisors. The Supervisory Committee shall have one chairperson. The election of the chairperson of the Supervisory Committee shall be determined by more than half of the members of the Supervisory Committee. The meetings of Supervisory Committee shall be convened and presided over by the chairperson of the Supervisory Committee. If the chairperson of the Supervisory Committee is unable or fails to perform his/her duties, such meeting shall be convened and presided over by a supervisor jointly elected by more than half of the supervisors.
The Supervisory Committee shall include Shareholder representatives and a proper proportion of employee representatives. The proportion of employee representatives shall be no less than one third. The employee representatives of the Supervisory Committee shall be elected and removed by employees of the Company at the employee representatives' meeting, employee meeting or otherwise democratically.	The Supervisory Committee shall include Shareholder representatives and a proper proportion of employee representatives. The proportion of employee representatives shall be - The employee representatives of the Supervisory Committee shall be elected and removed by employees of the Company at the employee representatives' meeting, employee meeting or otherwise democratically.

Where the Company is divided, its properties shall be divided accordingly.

Where the Company is divided, the parties concerned shall execute a division agreement and prepare a balance sheet and an inventory of property. The Company shall notify all creditors within 10 days after adoption of the division resolution and shall make announcements in the designated media for the disclosure of information about the"

period, the liquidation committee shall not make repayment to the creditors.	In the creditor's rights declaration period, the liquidation committee shall not make repayment to the creditors.
The Articles of Association shall come into effect on the date of listing of GDRs issued by the Company on the [ ] Exchange after consideration and approval at the shareholders' general meeting of the Company. From the effective date of the Articles of Association, the former articles of association of the Company shall be null and void automatically.	The Articles of Association shall come into effect when it is deliberated and approved at the shareholders' general meeting of the Company. From the effective date of the Articles of Association, the former articles of association of the Company shall be null and void automatically.

If the said revision results in a change in any series number in the Company's *Articles of Association* due to the addition or deletion of any article, the subsequent series numbers shall be adjusted accordingly. If the articles in the *Articles of Association* are mutually referenced, relevant series numbers shall be changed correspondingly. Except for the above articles, other articles of the *Articles of Association* remain unchanged. The revision shall be subject to the approval of the competent administration for market regulation. Now it is submitted to the shareholders' general meeting to authorize the chairman of the

submitted to the shareholders' general meeting for deliberation.

The revision of other articles of the *Articles of Association* have been approved at the 11th meeting of the sixth Board of Directors of the Company and are now submitted to the shareholders' general meeting for deliberation.

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

September 27, 2023

Proposal 3

In order to implement the latest regulatory rules, statutes and requirements for listed companies issued by the China Securities Regulatory Commission and the Shanghai Stock Exchange, and in accordance with the latest *Administrative Measures for Independent Directors of Listed Companies* and relevant provisions of the *Articles of Association*, and taking into account the actual situation of the Company, the Company plans to revise the *Work System of Special Committees of the Board of Directors*, the *Work Rules of Independent Directors* and the *Decision System for Related Party Transactions*. For more details, please visit the website of Shanghai Stock Exchange (www.sse.com.cn).

This proposal