
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular, or as to the action to be taken, you should consult your stockbroker or other licensed securities dealer, bank manager, solicitor, professional accountant or other professional advisers.

If you have sold or transferred all your shares in Huaibei GreenGold Industry Investment Co., Ltd.* (淮北綠金產業投資股份有限公司) (the “**Company**”), you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or transferee(s) or to the bank, stockbroker or licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

淮北綠金產業投資股份有限公司
(Huaibei GreenGold Industry Investment Co., Ltd.*)

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 2450)

**PROPOSED APPOINTMENT OF EXECUTIVE DIRECTORS;
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

Capitalised terms used in this cover page shall have the same meanings as those defined in the section headed “Definitions” in this circular.

A letter from the Board is set out on pages 3 to 6 of this circular. A notice convening the EGM to be held at Conference Room, 7/F, No. 18 Suixi North Road, Xiangshan District, Huaibei City, Anhui Province, the PRC on Monday, 15 January 2024 at 9:00 a.m. is set out on pages EGM-1 to EGM-2 of this circular.

Shareholders who are entitled to attend and vote at the EGM may appoint one or more proxies to attend and vote on their behalves. A proxy need not be a Shareholder. In order to be valid, the proxy form for the EGM must be deposited by hand or by post, for holders of H shares of the Company, to the H share registrar of the Company, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong and, for holders of domestic shares of the Company, to the headquarters in the PRC of the Company not less than 24 hours before the time for holding the EGM (or any adjournment thereof) for taking the poll. If the proxy form is signed by a person under a power of attorney or other authority, a notarial copy of that power of attorney or authority shall be deposited at the same time as mentioned in the proxy form. Completion and return of the proxy form will not preclude shareholders from attending and voting in person at the EGM or any adjourned meetings should they so wish.

The English text of this circular shall prevail over the Chinese text in case of any inconsistency.

* *For identification purpose only*

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	3
NOTICE OF EXTRAORDINARY GENERAL MEETING	EGM-1

DEFINITIONS

In this circular, unless otherwise defined or the context otherwise requires, the following expressions have the following meanings:

“Articles of Association”	the articles of association of the Company as amended, modified or otherwise supplemental from time to time
“Board”	the board of Directors of the Company
“Company”	Huaibei GreenGold Industry Investment Co., Ltd.* (淮北綠金產業投資股份有限公司), a joint stock company established in the PRC with limited liability, whose H Shares are listed and traded on the Stock Exchange (stock code: 2450)
“Director(s)”	director(s) of the Company
“Domestic Share(s)”	ordinary share(s) issued by the Company, with a nominal value of RMB1.00 each, which are subscribed for and paid up in Renminbi by PRC nationals and/or PRC-incorporated entities
“EGM”	the extraordinary general meeting of the Company to be convened and held at Conference Room, 7/F, No. 18 Suixi North Road, Xiangshan District, Huaibei City, Anhui Province, the PRC on Monday, 15 January 2024 at 9:00 a.m., notice of which is set out on pages EGM-1 to EGM-2 of this circular, and any adjournment thereof
“Group”	the Company and its subsidiaries
“H Share(s)”	overseas listed foreign shares in the share capital of our Company with nominal value of RMB1.00 each, which are listed on the main board of the Stock Exchange
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	27 November 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended, modified or otherwise supplemental from time to time
“PRC”	The People’s Republic of China which shall, for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	the Domestic Share(s) and the H Share(s) of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent.

* *English transliteration for identification purpose only*

LETTER FROM THE BOARD

淮北綠金產業投資股份有限公司
(Huaibei GreenGold Industry Investment Co., Ltd.*)

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 2450)

Executive Directors:

Mr. Liu Yong (*Chairman*)

Mr. Mao Hongxian

Mr. Qin Jiapeng

Independent non-executive Directors:

Mr. Gao Wei

Mr. Liu Chaotian

Ms. Xing Mengwei

*Registered Office and Headquarters
in the PRC:*

4/F Shuangchuang Service Centre

No. 3 Taobo Road

Song Tuan Town, Lieshan District

Huaibei City

Anhui Province

PRC

Principal place of business

in Hong Kong:

5/F, Manulife Place

348 Kwun Tong Road

Kowloon, Hong Kong

30 November 2023

To the Shareholders,

Dear Sir or Madam,

**PROPOSED APPOINTMENT OF EXECUTIVE DIRECTORS;
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

I. INTRODUCTION

References are made to the announcement published by the Company dated 22 November 2023 in relation to the proposed appointment of executive Directors.

The purpose of this circular is to provide the Shareholders with information on, among other things, the following resolutions to be put forward at the EGM: (i) the proposed resolutions to be considered at the EGM to enable you to make an informed decision on whether to vote for or against the resolution at the EGM; and (ii) the notice of the EGM.

LETTER FROM THE BOARD

II. PROPOSED APPOINTMENT OF EXECUTIVE DIRECTORS

Based on the nomination of the nomination committee of the Company and the deliberation by the Board, the Board proposed to appoint Mr. Zhao Song (“**Mr. Zhao**”) and Ms. Lu Junzhe (“**Ms. Lu**”) as executive Directors.

The biographical details of Mr. Zhao are set out as follows:

Mr. Zhao, aged 50, graduated from Anhui Business College* (安徽商業高等專科學校) in the PRC in Statistics and Market Information in July 1996 and graduated from Anhui College of Finance and Trade* (安徽財貿學院) in the PRC in Accounting in April 2002. In addition, Mr. Zhao is an intermediate accountant.

Since August 2023, Mr. Zhao has been the Chief Financial Officer of the Company. From September 2020 to July 2023, he worked as an inspector in the discipline inspection and supervision department at Huaibei City Construction Investment Holding Group Co., Ltd.* (淮北市建投控股集團有限公司). From February 2017 to August 2020, he was appointed the chief financial officer of Hui Li Financial Information Services (Shanghai) Co., Ltd.* (惠黎金融信息服務(上海)有限公司). He was the chief financial officer of Anhui Huike Pharmaceutical Co., Ltd.* (安徽輝克藥業有限公司) from June 2006 to January 2017. Mr. Zhao was the finance manager of Heyuan Longji Metal Products Co., Ltd.* (河源龍記金屬製品有限公司) from November 2003 to May 2006. Mr. Zhao worked at the finance department of Anhui Hongfang Group Co., Ltd.* (安徽紅方集團有限公司) from September 1996 to October 2003.

The biographical details of Ms. Lu are set out as follows:

Ms. Lu, aged 29, obtained a bachelor’s degree in international business from Shandong University of Finance and Economics (山東財經大學) in the PRC in July 2016.

Since August 2023, Ms. Lu has been the deputy general manager and the head of securities investment department of the Company. She was the head of the risk control department and business manager of the business development department of Huaibei City Construction Investment Trading Co., Ltd.* (淮北市建投商貿有限公司) from May 2019 to July 2023 and February 2017 to May 2019, respectively.

As at the Latest Practicable Date, save as disclosed above, Mr. Zhao and Ms. Lu have respectively confirmed that (i) each of them has not held any position in the Company or any other member of the Company; (ii) each of them has not held any directorship in other listed companies in the past three years; (iii) each of them has no relationship with any Directors, supervisors, senior management, substantial or controlling shareholders of the Company; and (iv) each of them does not hold any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) and has not received any punishment or regulatory sanction imposed by the China Securities Regulatory Commission and other relevant authorities or stock exchanges.

LETTER FROM THE BOARD

As at the Latest Practicable Date, save as disclosed in this circular, the Company considers that there is no other information which shall be disclosed nor are/were Mr. Zhao and Ms. Lu involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there is no other matter that needs to be brought to the attention of the Shareholders and the Stock Exchange.

Upon the passing of the resolution in relation to the proposed appointment of Mr. Zhao and Ms. Lu as executive Directors by the Shareholders at the EGM, the appointment of Mr. Zhao and Ms. Lu as executive Directors shall become immediately effective. The term of office commences from the date of approval by the Shareholders at the EGM until the expiry of the term of office of the second session of the Board. Mr. Zhao and Ms. Lu will respectively enter into a service contract with the Company and each of them will not receive remuneration for their position as an executive Director.

III. EGM

A notice convening the EGM to be held at Conference Room, 7/F, No. 18 Suixi North Road, Xiangshan District, Huaibei City, Anhui Province, the PRC on Monday, 15 January 2024 at 9:00 a.m., is set out on pages EGM-1 to EGM-2 of this circular.

Shareholders who are entitled to attend and vote at the EGM may appoint one or more proxies to attend and vote on their behalves. A proxy need not be a Shareholder. In order to be valid, the proxy form for the EGM must be deposited by hand or post, for holders of H shares of the Company, to the H share registrar of the Company, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong and, for holders of Domestic Shares, to the headquarters in the PRC of the Company not less than 24 hours before the time for holding the EGM (or any adjournment thereof) for taking the poll. If the proxy form is signed by a person under a power of attorney or other authority, a notarial copy of that power of attorney or authority shall be deposited at the same time as mentioned in the proxy form. Completion and return of the proxy form will not preclude shareholders from attending and voting in person at the EGM or any adjourned meetings should they so wish.

Pursuant to Rule 13.39(4) of the Listing Rules, all votes at the EGM will be taken by poll and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

IV. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein misleading.

LETTER FROM THE BOARD

V. RECOMMENDATIONS

The Directors consider that the proposed resolutions set out in the notice of the EGM are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend Shareholders to vote in favour of the relevant resolutions to be proposed at the EGM.

By order of the Board
Huaibei GreenGold Industry Investment Co., Ltd.*
淮北綠金產業投資股份有限公司
Mr. Liu Yong
Chairman of the Board and Executive Director

* *For identification purpose only*

NOTICE OF EXTRAORDINARY GENERAL MEETING

淮北綠金產業投資股份有限公司
(Huaibei GreenGold Industry Investment Co., Ltd.*)

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 2450)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of Huaibei GreenGold Industry Investment Co., Ltd.* (the “**Company**”) will be held at Conference Room, 7/F, No. 18 Suixi North Road, Xiangshan District, Huaibei City, Anhui Province, the PRC on Monday, 15 January 2024 at 9:00 a.m., or any adjournment thereof, for the purpose of considering and, if thought fit, passing the following resolutions:

AS ORDINARY RESOLUTIONS

1. To consider and approve the appointment of Mr. Zhao Song as an executive director of the Company.
2. To consider and approve the appointment of Ms. Lu Junzhe as an executive director of the Company.

By order of the Board

Huaibei GreenGold Industry Investment Co., Ltd.*

淮北綠金產業投資股份有限公司

Mr. Liu Yong

Chairman of the Board and Executive Director

Huaibei City, Anhui Province, the PRC, 30 November 2023

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

1. All resolutions at the meeting will be taken by poll pursuant to the Listing Rules. The results of the poll will be published on the websites of The Stock Exchange of Hong Kong Limited and the Company in accordance with the Listing Rules.
2. The register of members of the Company will be closed from Friday, 15 December 2023 to Monday, 15 January 2024 (both days inclusive), during which period no transfer of H shares of the Company can be registered. Holders of H shares and domestic shares whose names appear on the registers of members of the Company on Friday, 15 December 2023 shall be entitled to attend and vote at the EGM. For holders of H shares who intend to attend and vote at the EGM, all transfer documents accompanied by the relevant share certificates must be lodged with the H share registrar of the Company, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong by no later than 4:30 p.m. on Thursday, 14 December 2023.
3. Shareholders who are entitled to attend and vote at the EGM may appoint one or more proxies to attend and vote on their behalves. A proxy need not be a Shareholder.
4. In order to be valid, the proxy form for the EGM must be deposited by hand or by post, for holders of H shares of the Company, to the H share registrar of the Company, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong and, for holders of domestic shares of the Company, to the headquarters in the PRC of the Company not less than 24 hours before the time for holding the EGM (or any adjournment thereof) for taking the poll. If the proxy form is signed by a person under a power of attorney or other authority, a notarial copy of that power of attorney or authority shall be deposited at the same time as mentioned in the proxy form. Completion and return of the proxy form will not preclude shareholders from attending and voting in person at the EGM or any adjourned meetings should they so wish.
5. If the proxy is a legal person, its legal representative or any representative authorised by a resolution of its board of directors or by other governing body shall attend the above meeting of the Company on its behalf. If the shareholder is a recognised clearing house (or its proxy) defined by the Hong Kong relevant Ordinance from time to time, the shareholder may authorise one or more persons it considers appropriate as its representative(s) at the above meeting; however, if more than one person are authorized, the power of attorney shall contain the number and class of shares for which such persons are authorized, and shall be signed by an authorised personnel of the recognised clearing house. The person(s) so authorised can represent the recognised clearing house (or its proxy) to attend the meeting and exercise its right, as if the persons are the Company's individual shareholders, and shall not be required to produce evidence of shareholding, the notarised power of attorney and/or further evidence to prove that he/she/they have been duly authorised.
6. A vote provided in according to the instruments in such proxy forms shall be valid, notwithstanding the previous death or loss of capacity of the appointer or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares with respect to which the proxy is given, provided that no notice in writing of such matters shall have been received by the Company prior to the above meeting.
7. In case of joint shareholder for any share, only the person whose name is at the first place on the register of shareholders has the rights to receive the certificate of relevant shares and notice from the Company and to attend the general meeting or exercise all of the votes relating to the shares.
8. Shareholders or their proxies shall provide their identity documents when attending the EGM.
9. The address of the headquarters in the PRC of the Company is 4/F, Shuangchuang Service Centre, No. 3 Taobo Road, Song Tuan Town, Lieshan District, Huaibei City, Anhui Province, PRC.
10. Shareholders who attend the EGM shall bear their own traveling and accommodation expense.

* *For identification purpose only*