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**BQD**  **青岛银行**

**Bank of Qingdao Co., Ltd.\***

**青島銀行股份有限公司\***

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

**(H Shares Stock Code: 3866)**

## **POLL RESULTS OF THE 2022 ANNUAL GENERAL MEETING HELD ON 31 MAY 2023**

Bank of Qingdao Co., Ltd. (the “**Bank**”) is pleased to announce that the 2022 annual general meeting (the “**AGM**”) was held at No. 6 Qinling Road, Laoshan District, Qingdao, Shandong Province, the PRC at 9:00 a.m. on Wednesday, 31 May 2023. The meeting was held by way of a combination of on-site voting (applicable to A Shareholders and H Shareholders of the Bank) and online voting (only applicable to A Shareholders).

Reference is made to the circular of the Bank dated 11 May 2023 (the “**Circular**”). Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as those defined in the Circular.

### **ATTENDANCE AT THE AGM**

Shareholders and authorised proxies holding an aggregate of 3,814,205,206 Shares with voting rights, being approximately 68.799789% of the total number of Shares with voting rights of the Bank as at the date of the AGM, were present at the AGM. The details of attendance were set out in the table below:

Class	Attendance at the on-site meeting			Participation through online voting			Overall attendance		
	Number of people	Number of Shares with voting rights represented	Percentage of the total number of Shares with voting rights (%)	Number of people	Number of Shares with voting rights represented	Percentage of the total number of Shares with voting rights (%)	Number of people	Number of Shares with voting rights represented	Percentage of the total number of Shares with voting rights (%)
A Shares	9	1,055,879,043	19.045713%	23	1,090,146,807	19.663827%	32	2,146,025,850	38.709539%
H Shares	2	1,668,179,356	30.090250%	-	-	-	2	1,668,179,356	30.090250%
Total	11	2,724,058,399	49.135963%	23	1,090,146,807	19.663827%	34	3,814,205,206	68.799789%

The holding of the AGM was in compliance with the Company Law of the People's Republic of China and the Articles of Association. The AGM was chaired by Mr. Jing Zailun, Chairman of the Bank. All the Directors of the Bank were present at the meeting either in person, by proxy or online. The attorneys from Beijing King & Wood Mallesons, the Bank's PRC legal adviser, witnessed the AGM. Beijing King & Wood Mallesons, Computershare Hong Kong Investor Services Limited, the Bank's H Share Registrar, 2 representatives of Shareholders and 1 representative of Supervisors were appointed as the vote counters and scrutineers at the AGM for the purpose of vote-taking.

## POLL RESULTS OF THE AGM

The following resolutions were considered and approved by way of a combination of on-site and online voting at the AGM. The poll results in respect of the resolutions proposed at the AGM were as follows:

Resolution No.	Ordinary resolutions	Type of Shareholders	For		Against		Abstained	
			Number of Shares	Percentage (%)	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)
1	to consider and approve the work report of the board of directors of Bank of Qingdao Co., Ltd. for 2022	A Shares	2,145,928,240	99.995452%	75,290	0.003508%	22,320	0.001040%
		H Shares	1,668,179,356	100.000000%	0	0.000000%	0	0.000000%
		Total	3,814,107,596	99.997441%	75,290	0.001974%	22,320	0.000585%
2	to consider and approve the work report of the board of supervisors of Bank of Qingdao Co., Ltd. for 2022	A Shares	2,145,928,240	99.995452%	75,290	0.003508%	22,320	0.001040%
		H Shares	1,668,179,356	100.000000%	0	0.000000%	0	0.000000%
		Total	3,814,107,596	99.997441%	75,290	0.001974%	22,320	0.000585%
3	to consider and approve the report for final financial accounts of Bank of Qingdao Co., Ltd. for 2022	A Shares	2,145,928,240	99.995452%	75,290	0.003508%	22,320	0.001040%
		H Shares	1,668,179,356	100.000000%	0	0.000000%	0	0.000000%
		Total	3,814,107,596	99.997441%	75,290	0.001974%	22,320	0.000585%
4	to consider and approve the profit distribution plan of Bank of Qingdao Co., Ltd. for 2022	A Shares	2,145,879,740	99.993192%	123,790	0.005768%	22,320	0.001040%
		H Shares	1,668,179,356	100.000000%	0	0.000000%	0	0.000000%
		Total	3,814,059,096	99.996169%	123,790	0.003245%	22,320	0.000585%
5	to consider and approve the resolution on the engagement of external auditors of Bank of Qingdao Co., Ltd. for 2023 and their remuneration	A Shares	2,145,879,740	99.993192%	123,790	0.005768%	22,320	0.001040%
		H Shares	1,668,179,356	100.000000%	0	0.000000%	0	0.000000%
		Total	3,814,059,096	99.996169%	123,790	0.003245%	22,320	0.000585%
6	to consider and approve the special report on related party transactions of Bank of Qingdao Co., Ltd. for 2022	A Shares	2,145,879,740	99.993192%	123,790	0.005768%	22,320	0.001040%
		H Shares	1,668,179,356	100.000000%	0	0.000000%	0	0.000000%
		Total	3,814,059,096	99.996169%	123,790	0.003245%	22,320	0.000585%

Resolution No.	Ordinary resolutions	Type of Shareholders	For		Against		Abstained	
			Number of Shares	Percentage (%)	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)
7	to consider and approve the resolution on the estimated amount of the ordinary related party transactions of Bank of Qingdao Co., Ltd. for 2023	A Shares	435,376,354	99.966176%	123,790	0.028423%	23,520	0.005400%
		H Shares	431,770,000	100.000000%	0	0.000000%	0	0.000000%
		Total	867,146,354	99.983015%	123,790	0.014273%	23,520	0.002712%
Resolution No.	Special Resolution	Type of Shareholders	For		Against		Abstained	
			Number of Shares	Percentage (%)	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)
8	to consider and approve the resolution on the general mandate for the issue of shares by Bank of Qingdao Co., Ltd.	A Shares	2,143,394,330	99.877377%	2,609,200	0.121583%	22,320	0.001040%
		H Shares	1,668,155,856	99.998591%	23,500	0.001409%	0	0.000000%
		Total	3,811,550,186	99.930391%	2,632,700	0.069024%	22,320	0.000585%

Notes : 1. In the above table, “Number of Shares” represents the number of relevant Shares with voting rights; “Percentage” represents the percentage of the number of relevant Shares with voting rights in the total number of Shares with voting rights at the AGM;

2. The sum of the sub-items of the relevant data in the above table is not equal to 100% due to the rounding up.

As more than half of the votes were cast in favour of each of the resolutions numbered 1 to 7, all of the above ordinary resolutions were duly passed at the AGM; and as more than two-thirds of the votes were cast in favour of the resolution numbered 8, the above special resolution was duly passed at the AGM.

Save as the above resolutions, the Bank has not received any proposal put forward by any Shareholders holding 3% or more of the Shares with voting rights of the Bank.

As at the record date of the meeting (i.e. 23 May 2023 for A Shares and 25 May 2023 for H Shares), the total number of issued Shares of the Bank entitling the holders to attend the AGM was 5,820,354,724 Shares, comprising 3,528,409,250 A Shares and 2,291,945,474 H Shares. Insofar as the Bank is aware, certain Shareholders of the Bank have pledged 50% or more of his/her equity interests in the Bank, the voting rights of such Shareholders at the AGM shall therefore be subject to restrictions pursuant to the Articles of Association. Accordingly, based on the Shareholders’ status on the respective record dates of the AGM for A Shares and H Shares, a total number of 5,543,919,885 Shares entitled Shareholders to vote on other resolutions proposed at the AGM, except for the resolution numbered 7 in relation to the estimated amount of the ordinary related party transactions of the Bank for 2023.

Qingdao Haier Industrial Development Co., Ltd., Qingdao Haier Air-Conditioner Electronics Co., Ltd., Haier Smart Home Co., Ltd., COSMOplat Mould (Qingdao) Co., Ltd., Qingdao Haier Tooling Development Co., Ltd., Qingdao Mannike Intelligent Technology Co., Ltd., Qingdao Haier Air-Conditioner Co., Ltd., Qingdao Haier Special Refrigerator Co., Ltd., Intesa Sanpaolo S.p.A., Qingdao Conson Industrial Co., Ltd., Haitian (HK) Holdings Limited and Qingdao Guoxin Capital Investment Co., Ltd. were deemed to have a material interest in the resolution on the estimated amount of the ordinary related party transactions of Bank of Qingdao Co., Ltd. for 2023, therefore, they shall abstain from voting on such resolution. The above Shareholders held 1,710,502,836 A Shares and 1,236,409,356 H Shares in total, and have abstained from voting on the resolution numbered 7.

Save as disclosed above, there is no restriction by the Bank on any other Shareholders casting votes on the proposed resolutions at the AGM, and no other Shareholder or its associate is deemed to have a material interest in any of the resolutions at the AGM and therefore is required to abstain from voting on any resolutions. There was no Share entitling the Shareholders to attend and vote only against the proposed resolutions at the AGM. No party has stated its intention in the Circular that it would vote against the proposed resolutions or that it would abstain from voting at the AGM.

#### **WITNESSED BY LAWYERS**

Ms. Huang Xiaoxue and Ms. Zhan Lulu, attorneys from Beijing King & Wood Mallesons, witnessed the AGM and issued a legal opinion certifying that the procedures for convening and holding the AGM, the qualifications of attendees and the convener and the voting procedures of the AGM were in compliance with the relevant laws including the Company Law of the People's Republic of China and the Securities Law of the People's Republic of China, administrative regulations, the requirements of the Rules Governing Shareholders' General Meetings of Listed Companies and the Articles of Association, and the poll results of the AGM were lawful and valid.

#### **DISTRIBUTION OF FINAL DIVIDENDS**

Particulars on the distribution of 2022 final dividend (the “**Dividend**”) are as follows:

The Bank will distribute to Shareholders whose names appear on the H-share register of members of the Bank on 10 June 2023 a Dividend of RMB1.60 per ten Shares (tax inclusive), in an aggregate amount of RMB931,256,755.84 to be paid to all Shareholders calculated at the Bank's total share capital of 5,820,354,724 Shares. The Dividend for H Shares will be paid in Hong Kong dollars, and the applicable exchange rate is RMB1.00 to HKD1.107825, being the average of the central parity rates of Renminbi exchange rate of the interbank foreign exchange market as announced by the People's Bank of China for the five working days preceding the date of declaration of the Dividend at the AGM (including the date of the AGM). Therefore, HKD1.772519 will be distributed for per ten Shares (tax inclusive).

The Dividend is expected to be distributed to the Shareholders on Wednesday, 21 June 2023.

For H Shareholders, the Bank has appointed Bank of China (Hong Kong) Trustees Limited as the receiving agent in Hong Kong (the “**Receiving Agent**”) and has paid the declared final dividend to the Receiving Agent for their onward payment to H Shareholders. The Dividend is expected to be paid to the relevant Shareholders by the Receiving Agent on Wednesday, 21 June 2023, and the relevant cheques will be despatched on the same day to H Shareholders who are entitled to receive such Dividend by ordinary post while the risk of the delivery shall be borne by the receivers.

## **TAX ON DIVIDENDS OF ORDINARY SHARES**

In accordance with the Enterprise Income Tax Law of the People’s Republic of China and the related implementation provisions, the Bank shall withhold and pay enterprise income tax at the rate of 10% for non-resident enterprise Shareholders whose names appear on the register of H Shareholders on 10 June 2023.

Pursuant to the Notice on Issues Concerning Individual Income Tax After the Annulment of Document Guo Shui Fa [1993] No. 045 (Guo Shui Han [2011] No. 348) (《關於國稅發[1993]045號文件廢止後有關個人所得稅徵管問題的通知》(國稅函[2011]348號)) promulgated by the State Taxation Administration of the PRC on 28 June 2011, dividend received by overseas resident individual shareholders from the shares issued by domestic non-foreign invested enterprises in Hong Kong are subject to individual income tax, which shall be withheld and paid by withholding agents according to relevant laws; however, the overseas resident individual shareholders of the shares issued by domestic non-foreign invested enterprises in Hong Kong are entitled to the relevant preferential tax treatment pursuant to the provisions in the tax agreements between the countries where they reside and China and the tax arrangements between Mainland China and Hong Kong/Macau.

In accordance with the above tax regulations, the Bank shall generally withhold and pay individual income tax at the rate of 10% for individual Shareholders of H Shares of the Bank unless otherwise specified by the relevant tax regulations and tax agreements, in which case the Bank will conduct specific procedures according to the relevant regulatory requirements of tax authorities.

For investors of the Hong Kong Stock Exchange (including enterprises and individuals) investing in the A Shares of the Bank listed on the SZSE (the “**Shenzhen Northbound Trading**”), the Bank will distribute the dividends in RMB through the Shenzhen Branch of China Securities Depository and Clearing Corporation Limited to the account of the nominee holding such Shares. The Bank will withhold income tax at the rate of 10% on behalf of the investors and will report to the competent tax authorities for the withholding. For investors of the Shenzhen Northbound Trading involved in the enjoying of tax treaty (arrangement) treatment, the withholding will be implemented in accordance with the Announcement of the State Administration of Taxation on Promulgating the Administrative Measures for Treaty Treatment for Non-resident Taxpayers (Announcement of the State Administration of Taxation [2019] No. 35) (《國家稅務總局關於發佈〈非居民納稅人享受協定待遇管理辦法〉的公告》(國家稅務總局公告2019年第35號)) and Notice on the Tax Policies Related to the Pilot Program of the Shenzhen-Hong Kong Stock Connect (Cai Shui [2016] No. 127) (《關於深港股票市場交易互聯互通機制試點有關稅收政策的通知》(財稅[2016]127號)).

The record date and the distribution date of cash dividends and other arrangements for the investors of Shenzhen Northbound Trading will be the same as those for the A Shareholders of the Bank. Details of the distribution of dividends to the A Shareholders of the Bank and related matters will be announced in due course.

For investors of the Shanghai Stock Exchange and the SZSE (including enterprises and individuals) investing in the H Shares of the Bank listed on the Hong Kong Stock Exchange (the “**Southbound Trading**”), China Securities Depository and Clearing Corporation Limited, as the nominee holder for the investors of the Southbound Trading, shall receive the cash dividends distributed by the Bank and distribute the cash dividends to the relevant investors of the Southbound Trading through its depository and clearing systems. The cash dividends for the investors of Southbound Trading will be distributed in RMB. Pursuant to the Notice on the Tax Policies Related to the Pilot Program of the Shanghai-Hong Kong Stock Connect (Cai Shui [2014] No. 81) (《關於滬港股票市場交易互聯互通機制試點有關稅收政策的通知》(財稅[2014]81號)) and the Notice of the Ministry of Finance, the State Administration of Taxation and the China Securities Regulatory Commission on the Tax Policies Related to the Pilot Program of the Shenzhen-Hong Kong Stock Connect (Cai Shui [2016] No. 127) (《財政部、國家稅務總局、中國證監會關於深港股票市場交易互聯互通機制試點有關稅收政策的通知》(財稅[2016]127號)), for dividends received by domestic individual investors from investing in H shares listed on the Hong Kong Stock Exchange through the Shanghai-Hong Kong Stock Connect (the “**Shanghai-Hong Kong Stock Connect**”) and the Shenzhen-Hong Kong Stock Connect (the “**Shenzhen-Hong Kong Stock Connect**”), the company of such H shares shall withhold individual income tax at the rate of 20% on behalf of the investors. For dividends received by domestic securities investment funds from investing in shares listed on the Hong Kong Stock Exchange through Shanghai-Hong Kong Stock Connect and Shenzhen-Hong Kong Stock Connect, the tax payable shall be the same as that for individual investors. The company of such H shares will not withhold the income tax of dividends for domestic enterprise investors and those domestic enterprise investors shall report and pay the relevant tax themselves.

The record date and the distribution date of cash dividends and other arrangements for the investors of Southbound Trading will be the same as those for the H Shareholders of the Bank.

The Bank held no liability in respect of any claims arising from any delay in, or inaccurate determination of the identity of the Shareholders or any disputes over the mechanism of withholding and payment.

If in any doubt as to the above arrangements, the relevant H Shareholders of the Bank may consult with their tax consultants on the advices of the tax impact in Mainland China, Hong Kong and other countries (regions) in respect of holding and disposing of the relevant H Shares of the Bank.

The Bank will make a separate announcement regarding the distribution of the 2022 Dividend to A Shareholders and any related matters.

## **CLOSURE OF REGISTER OF MEMBERS AND ELIGIBILITY FOR FINAL DIVIDEND DISTRIBUTION**

The share register for H Shares of the Bank will be closed from Tuesday, 6 June 2023 to Saturday, 10 June 2023 (both days inclusive). In order to be entitled to the Dividend distribution, the H Shareholders of the Bank who have not registered the transfer documents are required to deposit the transfer documents together with relevant share certificates at the H Share Registrar of the Bank, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by no later than 4:30 p.m. on Monday, 5 June 2023. Shareholders whose names appear on the H-share register of members of the Bank on Saturday, 10 June 2023 are entitled to the Dividend distribution.

By order of the Board  
**Bank of Qingdao Co., Ltd.\***  
**Jing Zailun**  
*Chairman*

Qingdao, Shandong Province, the PRC  
31 May 2023

*As at the date of this announcement, the Board comprises Mr. Jing Zailun, Mr. Wu Xianming and Mr. Liu Peng as executive Directors; Mr. Zhou Yunjie, Mr. Rosario Strano, Ms. Tan Lixia, Mr. Marco Mussita and Mr. Deng Youcheng as non-executive Directors; Mr. Simon Cheung, Ms. Fang Qiaoling, Mr. Xing Lecheng, Mr. Zhang Xu and Mr. Cheung Man Chor, Elton as independent non-executive Directors.*

\* *Bank of Qingdao Co., Ltd. is not an authorized institution within the meaning of the Banking Ordinance (Chapter 155 of the Laws of Hong Kong), not subject to the supervision of the Hong Kong Monetary Authority, and not authorized to carry on banking and/or deposit-taking business in Hong Kong.*