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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)

NOTICE OF 2023 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2023 annual general meeting (the “**2023 AGM**”) of Bank of Qingdao Co., Ltd. (the “**Bank**”) will be held at No. 6 Qinling Road, Laoshan District, Qingdao, Shandong Province, the People’s Republic of China (the “**PRC**”), at 9:00 a.m. on Friday, 31 May 2024 for the purposes of considering and, if thought fit, passing the following resolutions:

MATTERS TO BE CONSIDERED

Proposal Number

Resolutions

- | | |
|------|-------------------------------------------------------------------------------------------------------------------------------------|
| 1.00 | Resolution 1: Work Report of the Board of Directors of Bank of Qingdao Co., Ltd. for 2023 |
| 2.00 | Resolution 2: Work Report of the Board of Supervisors of Bank of Qingdao Co., Ltd. for 2023 |
| 3.00 | Resolution 3: Report for Final Financial Accounts of Bank of Qingdao Co., Ltd. for 2023 |
| 4.00 | Resolution 4: Profit Distribution Plan of Bank of Qingdao Co., Ltd. for 2023 |
| 5.00 | Resolution 5: Resolution on the Engagement of External Auditors of Bank of Qingdao Co., Ltd. for 2024 and their Remuneration |
| | Resolution 6: Resolution on the Election of Directors of the Ninth Session of the Board of Directors of Bank of Qingdao Co., Ltd. |
| 6.00 | Election of Non-executive Directors and Executive Directors |
| 6.01 | Election of Mr. Zhou Yunjie as a Non-executive Director of the Ninth Session of the Board of Directors of Bank of Qingdao Co., Ltd. |

**Proposal
Number**

Resolutions

- 6.02 Election of Mr. Rosario Strano as a Non-executive Director of the Ninth Session of the Board of Directors of Bank of Qingdao Co., Ltd.
- 6.03 Election of Ms. Tan Lixia as a Non-executive Director of the Ninth Session of the Board of Directors of Bank of Qingdao Co., Ltd.
- 6.04 Election of Mr. Giamberto Giraldo as a Non-executive Director of the Ninth Session of the Board of Directors of Bank of Qingdao Co., Ltd.
- 6.05 Election of Mr. Deng Youcheng as a Non-executive Director of the Ninth Session of the Board of Directors of Bank of Qingdao Co., Ltd.
- 6.06 Election of Mr. Jing Zailun as an Executive Director of the Ninth Session of the Board of Directors of Bank of Qingdao Co., Ltd.
- 6.07 Election of Mr. Wu Xianming as an Executive Director of the Ninth Session of the Board of Directors of Bank of Qingdao Co., Ltd.
- 6.08 Election of Ms. Chen Shuang as an Executive Director of the Ninth Session of the Board of Directors of Bank of Qingdao Co., Ltd.
- 6.09 Election of Mr. Liu Peng as an Executive Director of the Ninth Session of the Board of Directors of Bank of Qingdao Co., Ltd.
- 7.00 Election of Independent Non-executive Directors
- 7.01 Election of Mr. Xing Lecheng as an Independent Non-executive Director of the Ninth Session of the Board of Directors of Bank of Qingdao Co., Ltd.
- 7.02 Election of Mr. Zhang Xu as an Independent Non-executive Director of the Ninth Session of the Board of Directors of Bank of Qingdao Co., Ltd.
- 7.03 Election of Mr. Cheung Man Chor, Elton as an Independent Non-executive Director of the Ninth Session of the Board of Directors of Bank of Qingdao Co., Ltd.
- 7.04 Election of Mr. Du Ning as an Independent Non-executive Director of the Ninth Session of the Board of Directors of Bank of Qingdao Co., Ltd.
- 7.05 Election of Mr. Fan Xuejun as an Independent Non-executive Director of the Ninth Session of the Board of Directors of Bank of Qingdao Co., Ltd.

**Proposal
Number**

Resolutions

- 8.00 Resolution 7: Resolution on the Election of Supervisors of the Ninth Session of the Board of Supervisors of Bank of Qingdao Co., Ltd.
- 8.01 Election of Mr. He Liangjun as the Shareholder Supervisor of the Ninth Session of the Board of Supervisors of Bank of Qingdao Co., Ltd.
- 8.02 Election of Mr. Hao Xianjing as an External Supervisor of the Ninth Session of the Board of Supervisors of Bank of Qingdao Co., Ltd.
- 8.03 Election of Mr. Jiang Xinglu as an External Supervisor of the Ninth Session of the Board of Supervisors of Bank of Qingdao Co., Ltd.
- 8.04 Election of Mr. Lu Kun as an External Supervisor of the Ninth Session of the Board of Supervisors of Bank of Qingdao Co., Ltd.
- 9.00 Resolution 8: Resolution on the Estimated Amount of the Ordinary Related Party Transactions of Bank of Qingdao Co., Ltd. for 2024
- 10.00 Resolution 9: Special Report on Related Party Transactions of Bank of Qingdao Co., Ltd. for 2023
- 11.00 Resolution 10: Resolution on Capital Planning and Capital Adequacy Ratio Management Plan of Bank of Qingdao Co., Ltd. for 2024-2026
- 12.00 Resolution 11: Resolution on the Amendments to the Articles of Association of Bank of Qingdao Co., Ltd.
- 13.00 Resolution 12: Resolution on the Amendments to the Rules of Procedure of the Shareholders' General Meeting of Bank of Qingdao Co., Ltd.
- 14.00 Resolution 13: Resolution on the Amendments to the Rules of Procedure of the Board of Directors of Bank of Qingdao Co., Ltd.
- 15.00 Resolution 14: Resolution on the general mandate for the issue of shares by Bank of Qingdao Co., Ltd.
- 16.00 Resolution 15: Resolution on Amendments to the Plan on Authorisation to the Board Granted by the General Meeting of Bank of Qingdao Co., Ltd.

The above Resolutions 11 to 15 (namely Proposals No. 12.00 to 16.00) are special resolutions and the remaining Resolutions are ordinary resolutions. Cumulative voting method is adopted for the above Proposal No. 7.00 only.

MATTERS TO BE REPORTED

1. Evaluation Report on the Performance of Duties by the Board of Directors and Directors of Bank of Qingdao Co., Ltd. for 2023
2. Evaluation Report on the Performance of Duties by the Supervisors of Bank of Qingdao Co., Ltd. for 2023
3. Evaluation Report on Performance of Duties of the Senior Management and Senior Executives of Bank of Qingdao Co., Ltd. for 2023
4. Performance Report of the Independent Non-executive Directors of Bank of Qingdao Co., Ltd. for 2023
5. Evaluation Report of the Major Shareholders of Qingdao Co., Ltd. for 2023

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

Qingdao, Shandong Province, the PRC
10 May 2024

As at the date of this notice, the board of directors of the Bank comprises Mr. Jing Zailun, Mr. Wu Xianming, Ms. Chen Shuang 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; Ms. Fang Qiaoling, Mr. Xing Lecheng, Mr. Zhang Xu, Mr. Cheung Man Chor, Elton and Mr. Du Ning 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 out banking and/or deposit-taking business in Hong Kong.*

Notes:

1. Pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), all resolutions proposed at the meeting shall be voted by poll, except for those related to procedural or administrative matters to be voted by a show of hands as permitted by the chairman. Results of the poll voting will be published on the websites of the Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Bank (www.qdccb.com) as required by the Listing Rules.

2. **Closure of register of members and eligibility for attending and voting at the 2023 AGM**

H Shareholders of the Bank are advised that the share register will be closed from Monday, 27 May 2024, to Friday, 31 May 2024 (both days inclusive). To be eligible for attending and voting at the 2023 AGM, the transfer documents together with relevant share certificates and other appropriate documents must be deposited 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 Friday, 24 May 2024. Shareholders whose names appear on the register of members of the Bank on Monday, 27 May 2024 are entitled to attend and vote at the 2023 AGM. Pursuant to the requirement of the Articles of Association of the Bank, where a shareholder pledges 50% or more of his/her equity interests in the Bank, the voting rights of such shareholder at the 2023 AGM shall be subject to restrictions.

3. **Arrangement on dividend distribution**

The Board of Directors of the Bank has recommended the distribution of a cash dividend of RMB1.60 (inclusive of tax) per 10 shares for the year ended 31 December 2023. Subject to approval of the proposal at the 2023 AGM, the dividend will be paid to A Shareholders and H Shareholders whose names appear on the register of members of the Bank at the close of business on the respective record dates. The proposed dividends payable are denominated in Renminbi, and will be paid to A Shareholders in Renminbi and H Shareholders in Hong Kong dollars. Calculation of the exchange rate for dividends payable in Hong Kong dollars will be based on the average of central parity rates of Renminbi 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 2023 AGM (including the day the 2023 AGM to be held).

4. **Closure of register of members and eligibility for final dividend distribution**

The H share register of the Bank will be closed from Thursday, 6 June 2024, to Monday, 10 June 2024 (both days inclusive). In order to be entitled to the final dividend distribution, the H Shareholders of the Bank who have not registered 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 Wednesday, 5 June 2024. Shareholders whose names appear on the register of members of the Bank on Monday, 10 June 2024 are entitled to the final dividend distribution.

5. **Proxy**

Any shareholder entitled to attend and vote at the 2023 AGM is entitled to appoint one or more persons (whether such person is a shareholder of the Bank or not) as his/her proxy or proxies to attend and vote on his/her behalf at the 2023 AGM. As far as all joint shareholders of any shares are concerned, only the joint shareholder whose name appears first in the register of members has the right to receive the share certificate of the relevant shares from the Bank, to receive notices of the Bank and any notice served on such a shareholder shall be treated as having been served on all the other joint shareholders of those

shares. In the case of joint shareholders, any one shareholder may sign the proxy form(s). The vote of the senior joint shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint shareholder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of members in respect of the joint shareholding.

The appointment of a proxy must be in writing with a form under the hand of the appointer or his/her attorney duly authorised in writing. For a corporate appointer, the proxy form must be affixed with the common seal or signed by its director or attorney duly authorised in writing. To be valid, the instrument appointing a proxy together with the power of attorney or other authorisation document (if any) or a notarially certified copy of that power of attorney or other authorisation document must be completed and returned to the Bank's H share registrar (for H Shareholder(s)) or the Bank's PRC registered office and principal place of business (for A Shareholder(s)) not less than 24 hours before the designated time for the convening of the 2023 AGM or any adjournment thereof. Completion and return of the form(s) of proxy will not preclude shareholders from attending and voting in person at the 2023 AGM or at any adjournment if he/she so wishes.

6. Cumulative voting method

Cumulative voting method is adopted for the above Resolution in respect of the election of independent non-executive Directors (namely Proposal No. 7.00), under which a total of five independent non-executive Directors shall be elected. Pursuant to the cumulative voting method, each of the shares each shareholders hold shall carry the same number of votes corresponding to the number of candidates to be appointed under the same resolution, which means the total number of the votes each shareholders are entitled to cast in respect of each resolution equals to the number of shares he/she holds multiplied by the number of candidates to be appointed under such resolution. Each shareholders may cast all your votes for one candidate, or split your votes for several candidates (with the possibility of casting nil votes). Where the total number of votes each shareholders cast is in excess of the number of votes carried by the total number of shares he/she votes, the votes each shareholders cast shall be invalid.

7. Others

- (1) The 2023 AGM is estimated to last no longer than a working day. Shareholders who attend the meeting in person or by proxy shall bear their own traveling and accommodation expenses.
- (2) Address of Computershare Hong Kong Investor Services Limited:

17M Floor, Hopewell Centre
183 Queen's Road East, Wanchai
Hong Kong
Tel: (852) 2862 8555
Fax: (852) 2865 0990

Address of the PRC registered office and principal place of business of the Bank:

Building No. 3, No. 6 Qinling Road
Laoshan District
Qingdao
Shandong Province
the PRC
Tel: +86 40066 96588 ext 6
Fax: +86 (532) 8578 3866