Bank of Qingdao Co., Ltd.
The Terms of Reference for the Remuneration Committee of the Board of Directors

(Revised in November 2025)

Chapter 1 General Provisions

Article 1 To further establish and improve the compensation management system of the Bank of Qingdao Co., Ltd. (the "Bank"), and to improve the Bank's corporate governance, the Remuneration Committee of the Board of Directors (the "Committee") is hereby established and these Terms of Reference are formulated pursuant to the Company Law of the People's Republic of China, the Commercial Banking Law of the People's Republic of China, the Guidelines on Corporate Governance for Banking and Insurance Institutions, the Measures for the Administration of Independent Directors of Listed Companies, the Rules Governing the Listing of Stocks on the Shenzhen Stock Exchange, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Hong Kong Listing Rules"), the Articles of Association of Bank of Qingdao Co., Ltd. (the "Articles") and the relevant provisions of other relevant laws, administrative regulations, departmental rules, regulatory documents and regulatory authorities.

Article 2 The Committee is a specialized organization established by the Board of Directors and is mainly responsible to formulate the assessment standards and conduct the assessments of directors and members of senior management, formulate and review the remuneration policies and packages of directors and members of senior management, give relevant suggestions to the Board of Directors and supervise the implementations of these plans, or decide on the above matters as authorized by the Board.

Chapter 2 Composition

Article 3 The Committee must comprise a minimum of three (3) directors with professional knowledge and work experience relevant to the Committee's duties. More than half of total number of the members shall be independent directors.

Article 4 Members and chairman of the Committee shall be elected by the Board, and any dismissal of the members and chairman of the Committee shall be determined by the Board.

Article 5 The Committee shall have one (1) chairman who should be an independent director. The chairman shall preside over the work of the Committee. The chairman shall be elected by the Board from members of the Committee.

The main duties of the chairman of the Committee are as follows:

(1) To preside over the Committee meetings, and ensure that the Committee is operating properly and performing its duties;

(2) To determine the agenda of the Committee meetings;

(3) To ensure that all members attending the Committee meetings understand the matters discussed and have sufficient opportunities to express their truthful opinions;

(4) To ensure that there is a clear and certain conclusion to every proposal discussed at the Committee meetings. The conclusions include "approve", "veto" or pending discussion upon receiving further information;

(5) To propose to convene an extraordinary Committee meeting;

(6) To perform other duties as required by these Terms of Reference.

Article 6 The term of office of the Committee shall be identical with that of the directors and members of the Committee may serve consecutive terms if re-elected upon the expiration of their terms. If any member ceases to be a director of the Bank or any member who shall be qualified as an independent director but no longer possesses the independence as required by the Articles, or related laws, administrative regulations, departmental rules, regulatory documents and regulatory provisions, he/she shall automatically be disqualified as a member. The Board shall timely fill the vacancy according to articles 3 to 5 of these Terms of Reference. The term of office of the replacing member shall be identical with his/her term as a director or an independent director.

Article 7 The main duties of members of the Committee are as follows:

(1) To attend the meeting of the Committee in a timely manner, to express opinions on matters discussed thereat and to exercise his/her voting rights;

(2) To observe or sit in relevant meetings of the Bank in order to perform his/her duties, to carry out investigations and research and to obtain the necessary information from reports, documents and data files;

(3) To fully understand the responsibilities of the Committee and his/her responsibilities as a member, to be familiar with the business management, operation and development of the Bank that is relevant to his/her duties, and to ensure he/she is capable of performing duties;

(4) To devote sufficient time and energy to perform their duties;

(5) To perform other duties as required by these Terms of Reference.

Chapter 3 Responsibilities

Article 8 The major responsibilities of the Committee are as follows:

(1) To formulate the remuneration plan, management systems and structure of the Bank and submit the same to the Board for consideration;

(2) To make recommendations to the Board on the Bank's policy and structure for all directors' and senior management's remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy. To submit the recommendations to the Board for consideration and oversee the policy implementation. To review, assess and approve the senior management's remuneration proposals with reference to the Bank's goals and objectives set by the Board;

(3) To study appraisal criteria for directors and members of senior management, to organize regular performance appraisal for directors and members of senior management, and to submit the appraisal results to the Board;

(4) To review, assess and approve compensation payable to executive directors and senior management for any loss or termination of office or appointment, and make recommendations to the Board to ensure that the compensation is consistent with contractual terms and is otherwise fair, reasonable and not excessive;

(5) To consider salaries paid by comparable commercial banks in the city, time commitment and responsibilities and employment conditions of other positions in the Bank;

(6) To review, assess and approve the compensation arrangements relating to dismissal or removal of directors for misconduct and make recommendations to the Board to ensure that they are consistent with the relevant contractual terms and are otherwise reasonable and appropriate;

(7) To ensure that no director or any of their associates is involved in deciding their own performance appraisal and remuneration, except for the self-assessment section in their performance appraisal;

(8) To consider and/or approve matters relating to share schemes under Chapter 17 of the Hong Kong Listing Rules; and

(9) Other duties required by the law, administrative regulations, departmental rules, regulatory documents, regulatory provisions or the Articles and as authorized by the Board.

Article 9 The Committee shall answer to the Board. The Committee shall submit proposals to the Board for consideration and approval.

If the Board does not approve or does not fully approve the recommendations of the Committee, the opinions of the Committee and the specific reasons for the non-approval shall be recorded in the resolution(s) of the Board and disclosed thereof.

Article 10 The Committee is authorized to demand full support from the senior management of the Bank. The senior management shall timely provide information that is necessary, accurate and complete to ensure assistance to the Committee in performing its duties properly.

Article 11 The Committee is authorized to investigate the remuneration policy and its implementation proactively or under the instruction of the Board.

Article 12 The office of the Board shall be responsible for liaising the daily work of the Committee and organizing Committee meetings, which includes communicating with the Committee members, coordinating among departments of the Bank, collecting information, preparing for Committee meetings, preparing documents, reporting meeting minutes and resolutions.

Article 13 The Committee meeting shall review the information and reports provided by the office of the Board and submit the relevant written resolutions and outcome of discussion to the Board for discussion.

Article 14 The Committee may formulate annual working plan.

Chapter 4 Rules of the Meeting

Article 15 The Committee shall discuss official business through Committee meetings, which include regular and extraordinary meetings. The Committee shall convene Committee meetings depending on the Bank's needs. However, the Committee must hold at least one (1) meeting annually.

Article 16 The Board, the chairman of the Committee or above one third (1/3) of the Committee members are entitled to propose to convene meetings of the Committee.

The meeting notice shall be served to all the Committee members in writing by hand, fax, email or other means three (3) days before the Committee meeting is convened. Acknowledgement of receipt by telephone is required if the notice is not served by hand. Where there are emergency situations, the meeting shall be held as soon as possible, the service of the notice regarding the forthcoming meeting may be made through telephone or orally at any time. However, the meeting convener shall provide explanation at the meeting.

Meetings shall be presided over by the chairman of the Committee. If the chairman of the Committee is unable or fails to perform his/her duties for whatever reason, he/she shall delegate another Committee member to perform the duties on his/her behalf. If the chairman of the Committee is unable or fails to perform his/her duties, a Committee member elected by above half of the Committee members shall perform the duties.

Article 17 The notice of Committee meeting shall contain the following contents:

(1) Date and place of the meeting;

(2) Duration of the meeting;

(3) The reason for holding the meeting and topics for discussion;

(4) Date of issuance of the meeting notice.

Article 18 The Committee meetings may be convened in the form of a physical meeting and by written resolutions.

"Physical meeting" referred therein means the meeting convened by methods ensuring immediate communication and discussion among the attendees, including on-site, video and telephone.

Each attending Committee members must be able to hear the other members clearly and can communicate with each other where a meeting is convened by telephone conference or video conference. A meeting convened by such means shall be recorded or taped. Should any Committee members be unable to sign the meeting minutes at such a meeting in a timely manner, such member shall vote orally and sign the written resolution as soon as possible. The Committee member's oral vote shall have the same effect as signing the written resolution, provided that the later written resolution confirms the oral vote during the meeting. Should the written resolution differ from the oral vote, the oral vote shall prevail.

If a Committee meeting is convened by means of adopting written resolutions, i.e. by delivering the resolution for review in counterparts or by circulating it among the Committee members in turn, the Committee members or other Committee members entrusted by them shall write "for", "against" or "abstain" on the vote clearly. Once the number of Committee members who sign in favor of a resolution reaches the quorum as required by these Terms of Reference, the resolution shall be deemed adopted.

Article 19 The quorum of a Committee meeting is more than half of members of the Committee. Members shall attend the Committee meetings in person. If any Committee member cannot attend a meeting due to certain reasons, he/she may appoint another Committee member in writing to attend on their behalf.

Article 20 Voting at Committee meetings shall be by way of a show of hands or open ballot voting.

Each Committee member shall have one (1) vote for each resolution. Resolutions adopted at the Committee meeting must be approved by more than half of the Committee members.

Article 21 Directors who are not members of the Committee may observe meetings of the Committee. The senior management and related staff may also be invited to observe Committee meetings when necessary.

Article 22 The Committee may engage professional organizations to give professional opinion on its decisions when necessary, and the reasonable expenses incurred shall be borne by the Bank, provided that the Bank's trade secrets are not divulged.

Article 23 The procedures of holding the Committee meeting, voting method and the resolution adopted must comply with the provisions of relevant laws, administrative regulations, departmental rules, regulatory documents, regulatory provisions, the Articles and these Terms of Reference.

Article 24 Minutes shall be taken in physical meetings of the Committee. The opinions of the independent directors shall be set out in the minutes. Committee members and independent directors attending the meeting shall sign off on and affirm the minutes. Committee members attending the meeting shall have the right to request to have the details of their speeches made in the meeting recorded in the minutes. The minutes are preserved as records of the Bank and the work records of the independent directors for a duration of eternity.

Article 25 The resolutions adopted by meetings of the Committee and the voting outcome shall be reported to the Board in writing.

Article 26 Members and any person observing meetings of the Committee shall be obliged to keep all matters discussed at the Committee meetings in confidentiality, and shall not disclose any relevant information without authorization. The Bank is entitled to pursue the responsibility for any violation according to the law.

Chapter 5 Miscellaneous

Article 27 Unless otherwise specified, the terms used herein shall have the same meanings as those in the Articles.

Article 28 These Terms of Reference shall be formulated or amended by the Board and be executed after the consideration and approval of the Board.

Article 29 Any matters that are not covered herein or any conflicts between these Terms of Reference and the relevant provisions of promulgated or amended laws, administrative regulations, departmental rules, regulatory documents, regulatory authorities and the Articles, shall be resolved in reference to such relevant provisions of laws, administrative regulations, departmental rules, regulatory documents, regulatory authorities and the Articles.

Article 30 The Board has the power to interpret these Terms of Reference.