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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in **Bank of Qingdao Co., Ltd.\***, you should at once hand this circular and the proxy form to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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This circular is for information purposes only and does not constitute an invitation or a solicitation of an offer to acquire, purchase or subscribe for securities or an invitation to enter into an agreement to do any such things, nor is it calculated to invite any offer to acquire, purchase or subscribe for any securities.

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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)**

**(Preference Shares Stock Code: 4611)**

**ISSUANCE OF UNDATED CAPITAL BONDS  
AND  
NOTICE OF 2021 SECOND EXTRAORDINARY GENERAL MEETING**

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The letter from the Board is set out on pages 3 to 6 of this circular.

The Bank will hold the 2021 Second EGM at No. 6 Qinling Road, Laoshan District, Qingdao, Shandong Province, the PRC at 9:00 a.m. on Tuesday, 3 August 2021. The notice of the 2021 Second EGM dated 15 July 2021 and related proxy form have been despatched to the Shareholders pursuant to the Hong Kong Listing Rules.

If you intend to attend and/or vote at the 2021 Second EGM, you are required to complete such proxy form in accordance with the instructions printed thereon and return it to the 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 convening the related meeting or any adjournment thereof. Completion and return of the proxy form shall not affect your right to attend or vote at such meeting or any adjournment thereof in person.

\* *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.*

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## DEFINITIONS

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

“2021 Second EGM”	the 2021 second extraordinary general meeting of the Bank to be held at No. 6 Qinling Road, Laoshan District, Qingdao, Shandong Province, the PRC at 9:00 a.m. on Tuesday, 3 August 2021
“Articles of Association”	the Articles of Association of the Bank
“A Share(s)”	the Bank’s ordinary shares of RMB1.00 each, which are listed on the Shenzhen Stock Exchange (stock code: 002948) and traded in RMB
“A Shareholder(s)”	holder(s) of A Shares
“Bank”	Bank of Qingdao Co., Ltd. and its branches
“Board” or “Board of Directors”	the board of Directors of the Bank
“Director(s)”	the director(s) of the Bank
“H Shares”	overseas listed foreign shares of RMB1.00 each in the share capital of the Bank, which are listed on the Hong Kong Stock Exchange (stock code: 03866) and traded in Hong Kong dollars
“H Share Registrar”	Computershare Hong Kong Investor Services Limited
“H Shareholder(s)”	holder(s) of H Shares
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong dollars”	Hong Kong dollar, the lawful currency of Hong Kong
“Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended, supplemented or otherwise revised from time to time
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited

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## DEFINITIONS

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“PRC”	the People’s Republic of China, excluding, for the purposes of this circular, Hong Kong, Macau Special Administrative Region and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	A Shares and/or H Shares of the Bank
“Shareholder(s)”	holder(s) of Shares

*In case of any discrepancy between the Chinese and English versions of this circular, the Chinese version shall prevail.*

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## LETTER FROM THE BOARD

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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)**

**(Preference Shares Stock Code: 4611)**

***Members of the Board:***

*Executive Directors:*

GUO Shaoquan (*Chairman*)

WANG Lin

LIU Peng

LU Lan

***Registered Address and***

***Address of Head Office:***

Building No. 3, No. 6 Qinling Road

Laoshan District

Qingdao, Shandong Province

the PRC

*Non-executive Directors:*

ZHOU Yunjie

Rosario STRANO

TAN Lixia

Marco MUSSITA

DENG Youcheng

CHOI Chi Kin, Calvin

***Address of the Registered***

***Office in Hong Kong:***

31st Floor, Tower Two

Times Square

1 Matheson Street

Causeway Bay

Hong Kong

*Independent Non-executive Directors:*

Simon CHEUNG

FANG Qiaoling

Tingjie ZHANG

XING Lecheng

ZHANG Xu

*To the Shareholders*

### ISSUANCE OF UNDATED CAPITAL BONDS

#### AND

### NOTICE OF 2021 SECOND EXTRAORDINARY GENERAL MEETING

#### I. INTRODUCTION

Reference is made to the announcement of the Bank dated 14 July 2021 in relation to the proposed issuance of undated capital bonds. The Board of Directors invites you to attend the 2021 Second EGM to be held at No. 6 Qinling Road, Laoshan District, Qingdao, Shandong Province, the PRC, at 9:00 a.m. on Tuesday, 3 August 2021. This circular aims to provide further information on matters set out in the above announcement.

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## LETTER FROM THE BOARD

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### II. MATTERS TO BE CONSIDERED AT THE 2021 SECOND EGM

#### 1. Issuance of Undated Capital Bonds

A special resolution on the issuance of undated capital bonds will be proposed at the 2021 Second EGM for approval.

In the wake of rapid growth of the Bank's asset size and operating performance, the Bank intends to, subject to relevant laws and regulations and with reference to its development needs, issue undated capital bonds in the national inter-bank bond market of China with the aim of further enhancing the capability of the Bank's capital to support the development of the Bank as a whole, boosting the Bank's core competitiveness and achieving sustainable development. The overall issuance plan is set out as follows:

1. Total issue size: Not exceeding RMB10 billion.
2. Bond maturity: The maturity of the bonds is consistent with the duration of the ongoing operation of the Bank.
3. Interest rates of the bonds: Fixed interest rate, and determined jointly by the Bank and the lead underwriter based on the market conditions at the time of issuance.
4. Use of proceeds: Proceeds will be used to replenish the other tier-one capital of the Bank.
5. Valid term of the resolution regarding the issuance of undated capital bonds: Valid for 36 months from the date of approval by the general meeting.
6. Issuance authorisation: In view of uncertainties in relation to the issuance of undated capital bonds by the Bank, such as changes in the time of issue or market conditions, and in order to ensure the successful issuance of the Bank's undated capital bonds, it is proposed to the general meeting to authorize the Board of Directors, and the Board to delegate the authority to the chairman of the Board, the president or the secretary to the Board, to deal with relevant matters relating to the issuance of undated capital bonds, including but not limited to dealing with following matters in relation to filing and approval:
  - (1) In relation to the issuance of undated capital bonds, to handle the filing, approval and verification procedures with the relevant regulatory authorities, to sign, execute, revise and complete all essential and relevant documents, and to determine and pay the expenses in relation to the issuance of undated capital bonds.
  - (2) Based on market conditions, to determine the timing, market and target subscribers, currency and amount, term, interest rate and method of the issuance of undated capital bonds by the Bank specifically.

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## LETTER FROM THE BOARD

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- (3) To determine the specific terms of the bond issuance in accordance with the issuance plan above and the regulations and requirements for approval issued by the relevant regulatory authorities at the relevant time, which include but are not limited to writing down undated capital bonds as agreed upon occurrence of triggering events; to determine relevant matters in relation to the tranches, timing, size, currency and market of the bond issuance and the duration, rates, price, and target subscribers of the bonds as well as the method of issue and of payment of the bond.
- (4) To draft, revise, sign and execute all agreements, contracts and related documents during the bond issuance, to engage intermediaries, and to deal with other matters related to the bond issuance.
- (5) In accordance with the latest regulatory requirements by the regulatory authorities, to make appropriate adjustments to the terms of issuance within the scope of the issuance plan determined at the general meeting (including but not limited to the determination of the amount of issuance, maturity of bonds, type of interest rate, and other terms required to be adjusted by the regulatory authorities, etc.).
- (6) To handle other matters they deem necessary, appropriate or desirable for the issuance of undated capital bonds in accordance with domestic and overseas laws and regulations.

The aforementioned authorisations are valid for 36 months from the date of approval at the general meeting.

### **III. RESPONSIBILITY STATEMENT**

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Hong Kong Listing Rules for the purpose of giving information with regard to the Bank. 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 this circular or any statement herein misleading.

### **IV. THE 2021 SECOND EGM**

The Bank intends to convene the 2021 Second EGM at No. 6 Qinling Road, Laoshan District, Qingdao, Shandong Province, the PRC, at 9:00 a.m. on Tuesday, 3 August 2021 to consider and, if thought fit, to pass matters as set out in the notice of the 2021 Second EGM. The notice of the 2021 Second EGM and related proxy form have been published pursuant to the Hong Kong Listing Rules. The notice of the 2021 Second EGM is set out on pages 7 to 8 of this circular.

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## LETTER FROM THE BOARD

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If you intend to attend the 2021 Second EGM, you are required to complete and return the form(s) of proxy(ies). Completion and return of such form(s) of proxy(ies) will not preclude you from attending and voting in person at the 2021 Second EGM or at any adjournment.

### **Closure of Register of Members and Eligibility to Attend and Vote at the 2021 Second EGM**

The share register of members of the Bank will be closed from Thursday, 29 July 2021 to Tuesday, 3 August 2021 (both days inclusive), during which period no Share transfer will be registered. In order to be eligible to attend and vote at the 2021 Second EGM, H Shareholders of the Bank must lodge the Share transfer documents accompanied by the relevant Share certificates and other appropriate documents with the Bank's H Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Wednesday, 28 July 2021. Shareholders whose names appear in the share register of members of the Bank at the close of business on Thursday, 29 July 2021, will be eligible to attend and vote at the 2021 Second EGM.

### **V. METHODS OF VOTING AT THE 2021 SECOND EGM**

Pursuant to the requirements of Rule 13.39(4) of the Hong Kong Listing Rules, voting by the Shareholders at the 2021 Second EGM shall be taken by the way of poll.

To the best knowledge of the Bank, no Shareholder or its associate is deemed to have a material interest in any of the resolutions at the 2021 Second EGM, and therefore no Shareholder is required to abstain from voting on any resolutions.

Please be advised that pursuant to Article 62 of the Articles of Association, if you pledge 50% or more of your equity interests in the Bank, your voting rights at the 2021 Second EGM shall be subject to restrictions.

### **VI. RECOMMENDATIONS**

The Board (including the independent non-executive Directors) considers that the resolution to be proposed at the 2021 Second EGM are in the interests of the Bank and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favor of all the resolutions to be proposed at the 2021 Second EGM.

By order of the Board  
**Bank of Qingdao Co., Ltd.\***  
**GUO Shaoquan**  
*Chairman*

Qingdao, Shandong, the PRC  
15 July 2021

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## NOTICE OF 2021 SECOND EXTRAORDINARY GENERAL MEETING

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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)**

**(Preference Shares Stock Code: 4611)**

### NOTICE OF 2021 SECOND EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the 2021 second extraordinary general meeting (the “**2021 Second EGM**”) 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 Tuesday, 3 August 2021 for the purposes of considering and, if thought fit, passing the following resolution:

#### SPECIAL RESOLUTION

1. To consider and approve the resolution regarding the issuance of undated capital bonds of Bank of Qingdao Co., Ltd.

By order of the Board  
**Bank of Qingdao Co., Ltd.\***  
**GUO Shaoquan**  
*Chairman*

Qingdao, Shandong Province, the PRC, 15 July 2021

*As at the date of this notice, the board of directors of the Bank comprises Mr. Guo Shaoquan, Mr. Wang Lin, Mr. Liu Peng and Ms. Lu Lan as executive directors; Mr. Zhou Yunjie, Mr. Rosario Strano, Ms. Tan Lixia, Mr. Marco Mussita, Mr. Deng Youcheng and Mr. Choi Chi Kin, Calvin as non-executive directors; Mr. Simon Cheung, Ms. Fang Qiaoling, Mr. Tingjie Zhang, Mr. Xing Lecheng and Mr. Zhang Xu as independent non-executive directors.*

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# NOTICE OF 2021 SECOND EXTRAORDINARY GENERAL MEETING

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*Notes:*

1. Pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), all resolution 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](http://www.hkexnews.hk)) and the Bank ([www.qdccb.com](http://www.qdccb.com)) as required by the Listing Rules.

2. **Closure of register of members and eligibility for attending and voting at the 2021 Second EGM**

H shareholders of the Bank are advised that the share register will be closed from Thursday, 29 July 2021 to Tuesday, 3 August 2021 (both days inclusive). To be eligible for attending and voting at the 2021 Second EGM, H shareholders of the Bank must deposit the transfer documents together with relevant share certificates and other appropriate documents 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, 28 July 2021. Shareholders whose names appear on the register of members of the Bank at the close of business on Thursday, 29 July 2021 are entitled to attend and vote at the 2021 Second EGM. 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 2021 Second EGM shall be subject to restrictions.

3. **Proxy**

Any shareholder entitled to attend and vote at the 2021 Second EGM 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 2021 Second EGM. As far as all joint shareholders of any shares are concerned, only the joint shareholder whose name appears first in the share 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). In the event that more than one joint shareholder attends the meeting in person or by proxy, 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 share 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 holding of the 2021 Second EGM 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 2021 Second EGM or at any adjournment if he/she so wishes.

4. **Others**

- (1) The 2021 Second EGM 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:

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