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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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**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)**

**PROPOSED ELECTION OF EXECUTIVE DIRECTOR  
AND  
NOTICE OF 2022 FIRST EXTRAORDINARY GENERAL MEETING**

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The letter from the Board is set out on pages 3 to 7 of this circular.

The Bank will hold the 2022 First EGM at No. 6 Qinling Road, Laoshan District, Qingdao, Shandong Province, the PRC at 9:00 a.m. on Tuesday, 28 June 2022. The notice of the 2022 First EGM dated 9 June 2022 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 2022 First 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:*

“2022 First EGM” or “EGM”	the 2022 first 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, 28 June 2022
“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 Share Registrar”	Computershare Hong Kong Investor Services Limited
“H Shareholder(s)”	holder(s) of H Shares
“H Share(s)”	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
“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
“Qingdao Office of CBIRC”	the Qingdao Office of the China Banking and Insurance Regulatory Commission
“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:*

WANG Lin (*performing the duties of the Chairman*)

LIU Peng

LU Lan

*Non-executive Directors:*

ZHOU Yunjie

Rosario STRANO

TAN Lixia

Marco MUSSITA

DENG Youcheng

CHOI Chi Kin, Calvin

*Independent Non-executive Directors:*

Simon CHEUNG

FANG Qiaoling

Tingjie ZHANG

XING Lecheng

ZHANG Xu

***Registered Address and***

***Address of Head Office:***

Building No. 3, No. 6 Qinling Road

Laoshan District

Qingdao, Shandong Province

the PRC

***Address of the Registered***

***Office in Hong Kong:***

31st Floor, Tower Two

Times Square

1 Matheson Street

Causeway Bay

Hong Kong

*To the Shareholders*

**PROPOSED ELECTION OF EXECUTIVE DIRECTOR  
AND  
NOTICE OF 2022 FIRST EXTRAORDINARY GENERAL MEETING**

**I. INTRODUCTION**

Reference is made to the announcement of the Bank dated 8 June 2022 in relation to the nomination of executive Director. The Board of Directors invites you to attend the 2022 First EGM to be held at No. 6 Qinling Road, Laoshan District, Qingdao, Shandong Province, the PRC, at 9:00 a.m. on Tuesday, 28 June 2022. This circular aims to provide further information on matter set out in the above announcement.

\* *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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## LETTER FROM THE BOARD

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### II. MATTER TO BE CONSIDERED AT THE 2022 FIRST EGM

#### Proposed Election of Executive Director

The Board of Directors has nominated Mr. Jing Zailun (“**Mr. Jing**”) as a candidate for executive Director of the eighth session of the Board of Directors. The appointment of Mr. Jing as an executive director of the Bank shall be submitted to the Qingdao Office of CBIRC for approval on his qualification for office after being considered and approved at the EGM. His term of office shall commence from the date of approval on his qualification by the Qingdao Office of CBIRC until the expiry of the term of office of the eighth session of the Board of Directors.

The biographical details of Mr. Jing which are required to be disclosed pursuant to Rule 13.51(2) of the Hong Kong Listing Rules are set out as follows:

**Mr. Jing Zailun**, born in February 1970, a bachelor of science majoring in applied physics of Shandong University, a master of economics majoring in finance of Ocean University of China, a master of business administration majoring in business administration of City, University of London, a doctor of management majoring in accounting of Ocean University of China and an accountant.

Mr. Jing worked at Bank of China from July 1991 to May 2022. From July 1991 to May 1998, Mr. Jing successively served as a staff member, the section chief and the vice president of Zouping Sub-branch in Shandong Province of Bank of China. From May 1998 to April 2000, he successively served as the assistant to the president (temporary position) of Qingdao Branch in Shandong Province of Bank of China, and the assistant to the division chief (temporary position) of the corporate business division under Shandong Branch of Bank of China. From April 2000 to February 2008, he successively served as the president of Jiaozhou Sub-branch, the president of Qingdao Economic and Technological Development Zone Sub-branch, and the general manager and the secretary to the party committee of Administrative Region of Sub-branches of Qingdao Economic and Technological Development Zone, Jiaozhou and Jiaonan under Shandong Branch of Bank of China. From February 2008 to July 2011, he served as the general manager of the human resources department and the head of the organization department of the party committee of Shandong Branch of Bank of China. From July 2011 to April 2016, he successively served as the assistant to the president and a member of the party committee, and the vice president and a member of the party committee of Yunnan Branch of Bank of China. From April 2016 to May 2022, he served as the vice president and a member of the party committee of Shandong Branch of Bank of China, during which he served concurrently as the president and the secretary to the party committee of Jinan Branch of Bank of China from November 2020 to February 2022. Since 30 May 2022, Mr. Jing has served as the secretary to the party committee of the Bank.

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## LETTER FROM THE BOARD

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The Bank will enter into a service contract with Mr. Jing. During his tenure as an executive Director of the Bank, Mr. Jing's remuneration shall be determined in accordance with the administrative measures on the remuneration and performance of senior management of the Bank, which mainly consists of basic remuneration, performance-based remuneration and welfare income. Among which, the performance-based remuneration shall be determined according to the completion of the Bank's performance and the individual's annual assessment results and be paid upon consideration and approval by the Board of Directors. Mr. Jing will not receive additional Director allowance from the Bank for serving as an executive Director of the Bank.

Save as disclosed above, Mr. Jing has not held any directorship in any public companies whose securities are listed on any securities market in Hong Kong or overseas during the past three years, nor held any other position in the Bank or its subsidiaries. He does not have any relationship with any other Directors, supervisors, senior management, substantial Shareholders or controlling Shareholders of the Bank nor any interest in the Shares of the Bank within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed in this circular, Mr. Jing does not have any other information that is required to be disclosed under Rule 13.51(2)(h) to 13.51(2)(v) of the Hong Kong Listing Rules, nor any matters that are required to be disclosed under the abovementioned rules at present or in the past. Save as disclosed above, there is no other matter that needs to be brought to the attention of the Shareholders of the Bank.

The above resolution is subject to approval of the Shareholders by way of ordinary resolution at the EGM.

### 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.

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## LETTER FROM THE BOARD

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### **IV. THE 2022 FIRST EGM**

The Bank intends to convene the 2022 First EGM at No. 6 Qinling Road, Laoshan District, Qingdao, Shandong Province, the PRC, at 9:00 a.m. on Tuesday, 28 June 2022 to consider and, if thought fit, to pass matter as set out in the notice of the 2022 First EGM. The notice of the 2022 First EGM and related proxy form have been published pursuant to the Hong Kong Listing Rules. The notice of the 2022 First EGM is set out on pages 8 to 9 of this circular.

If you intend to attend the 2022 First 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 2022 First EGM or at any adjournment.

### **Closure of Register of Members and Eligibility to Attend and Vote at the 2022 First EGM**

The share register of members of the Bank will be closed from Thursday, 23 June 2022 to Tuesday, 28 June 2022 (both days inclusive), during which period no Share transfer will be registered. In order to be eligible to attend and vote at the 2022 First 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, 22 June 2022. Shareholders whose names appear in the share register of members of the Bank at the close of business on Thursday, 23 June 2022 will be eligible to attend and vote at the 2022 First EGM.

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## LETTER FROM THE BOARD

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### V. METHODS OF VOTING AT THE 2022 FIRST EGM

Pursuant to the requirements of Rule 13.39(4) of the Hong Kong Listing Rules, voting by the Shareholders at the 2022 First 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 resolution at the 2022 First EGM, and therefore no Shareholder is required to abstain from voting on any resolution.

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 2022 First 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 2022 First EGM is in the interests of the Bank and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favor of the resolution to be proposed at the 2022 First EGM.

By order of the Board  
**Bank of Qingdao Co., Ltd.\***  
**WANG Lin**  
*Executive Director and President*

Qingdao, Shandong Province, the PRC  
9 June 2022

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## NOTICE OF 2022 FIRST EXTRAORDINARY GENERAL MEETING

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*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, 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 notice.*

**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 2022 FIRST EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the 2022 first extraordinary general meeting (the “**2022 First 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, 28 June 2022 for the purposes of considering and, if thought fit, passing the following resolution:

#### ORDINARY RESOLUTION

1. To consider and approve the resolution regarding the election of Mr. Jing Zailun as an executive director of the eighth session of the board of directors of Bank of Qingdao Co., Ltd.

By order of the Board

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

**WANG Lin**

*Executive Director and President*

Qingdao, Shandong Province, the PRC

9 June 2022

*As at the date of this notice, the board of directors of the Bank comprises 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 2022 FIRST 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) 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 2022 First EGM**

H shareholders of the Bank are advised that the share register will be closed from Thursday, 23 June 2022 to Tuesday, 28 June 2022 (both days inclusive). To be eligible for attending and voting at the 2022 First 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, 22 June 2022. Shareholders whose names appear on the register of members of the Bank at the close of business on Thursday, 23 June 2022 are entitled to attend and vote at the 2022 First 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 2022 First EGM shall be subject to restrictions.

3. **Proxy**

Any shareholder entitled to attend and vote at the 2022 First 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 2022 First 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 authorized in writing. For a corporate appointer, the proxy form must be affixed with the common seal or signed by its director or attorney duly authorized in writing. To be valid, the instrument appointing a proxy together with the power of attorney or other authorization document (if any) or a notarially certified copy of that power of attorney or other authorization 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 2022 First 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 2022 First EGM or at any adjournment if he/she so wishes.

4. **Others**

- (1) The 2022 First 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:

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