
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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)

**PROPOSED ELECTION OF EXECUTIVE DIRECTOR AND
INDEPENDENT NON-EXECUTIVE DIRECTOR
AND
NOTICE OF 2023 SECOND EXTRAORDINARY GENERAL MEETING**

The letter from the Board is set out on pages 3 to 8 of this circular.

The Bank will hold the 2023 Second EGM at No. 6 Qinling Road, Laoshan District, Qingdao, Shandong Province, the PRC at 9:00 a.m. on Friday, 28 July 2023. The notice of the 2023 Second EGM dated 10 July 2023 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 2023 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

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

“2023 Second EGM” or “EGM”	the 2023 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 Friday, 28 July 2023
“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
“Articles of Association”	the Articles of Association of Bank of Qingdao Co., Ltd.
“Bank”	Bank of Qingdao Co., Ltd.
“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

DEFINITIONS

“Latest Practicable Date”	5 July 2023, being the latest practicable date prior to the publication of this circular for ascertaining certain information contained herein
“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.

LETTER FROM THE BOARD

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)

Members of the Board:

Executive Directors:

JING Zailun (*Chairman*)

WU Xianming

LIU Peng

Non-executive Directors:

ZHOU Yunjie

Rosario STRANO

TAN Lixia

Marco MUSSITA

DENG Youcheng

Independent Non-executive Directors:

Simon CHEUNG

FANG Qiaoling

XING Lecheng

ZHANG Xu

CHEUNG Man Chor, Elton

Registered Address and

Address of Head Office:

Building 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
INDEPENDENT NON-EXECUTIVE DIRECTOR
AND**

NOTICE OF 2023 SECOND EXTRAORDINARY GENERAL MEETING

I. INTRODUCTION

References are made to the announcements of the Bank dated 7 July 2023 in relation to (among other things) the resignation of independent non-executive Director and the nomination of executive Director and independent non-executive Director. The Board of Directors invites you to attend the 2023 Second EGM to be held at No. 6 Qinling Road, Laoshan District, Qingdao, Shandong Province, the PRC, at 9:00 a.m. on Friday, 28 July 2023 to consider and, if thought fit, to pass matters related to the election of executive Director and independent non-executive Director. This circular aims to provide further information on matters set out above.

* *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.*

LETTER FROM THE BOARD

II. MATTERS TO BE CONSIDERED AT THE 2023 SECOND EGM

1. Proposed Election of Executive Director

The Board nominates Ms. Chen Shuang (“**Ms. Chen**”) as a candidate for executive Director of the eighth session of the Board. After the appointment of Ms. Chen as an executive Director of the Bank being considered and approved by the EGM, her qualification for office is still subject to the approval of the Qingdao Office of CBIRC. Her term of office shall commence from the date of approval on her qualification by the Qingdao Office of CBIRC until the expiry of the term of office of the eighth session of the Board.

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

Ms. Chen Shuang, born in January 1968, holds a master’s degree of arts majoring in English language and literature of Shanghai International Studies University as well as a master’s degree of science majoring in financial investment of the University of Edinburgh in the United Kingdom.

Ms. Chen worked at China CITIC Bank (formerly known as “CITIC Industrial Bank” from April 1992 to January 2007. From April 1992 to September 1995, she sequentially served as an employee of the trade clearing department of China CITIC Bank Qingdao Branch. From September 1995 to March 2002, she sequentially served as a deputy general manager of the trade clearing department, an assistant to the president and the vice president of China CITIC Bank Qingdao Sifang Branch. From March 2002 to January 2007, she sequentially served as vice general manager of the business department, the general manager of the international business department and the general manager of the fund and capital market department of China CITIC Bank Qingdao Branch; Ms. Chen joined the Bank in January 2007, and sequentially served as an assistant to the president and vice president of the Bank.

The Bank will enter into a service contract with Ms. Chen. During her tenure as an executive Director of the Bank, the 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, welfare income, etc. 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. Ms. Chen will not receive additional director allowance from the Bank for serving as an executive Director of the Bank.

Save as disclosed above, Ms. Chen 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. She does not have any relationship with any other Directors, supervisors, senior management, substantial Shareholders or controlling Shareholders of the Bank. As at the Latest Practicable Date, Ms. Chen holds 455,000 A Shares of the Bank. Save as disclosed above, Ms. Chen does not have 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).

LETTER FROM THE BOARD

Save as disclosed in this circular, Ms. Chen 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.

2. Proposed Election of Independent Non-executive Director

The Board nominates Mr. Du Ning (“**Mr. Du**”) as a candidate for independent non-executive Director of the eighth session of the Board. After the appointment of Mr. Du as an independent non-executive Director of the Bank being considered and approved by the EGM, his qualification for office is still subject to the approval of the Qingdao Office of CBIRC. 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.

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

Mr. Du Ning, born in July 1977, obtained a master’s degree in software engineering from Peking University. He is a senior engineer.

Mr. Du worked at the People’s Bank of China from August 2000 to June 2018, and sequentially served as deputy branch head of the general office and branch manager of the department of science and technology, etc.; from June 2018 to October 2019, he served as a partner and executive vice president of Beijing Fourth Paradigm Technology Co., Ltd.; from November 2019 to December 2020, he served as the president of Huakong TsingJiao Information Science (Beijing) Limited. He has served as the chief executive officer of Regtek (Beijing) Technologies Co., Ltd. since July 2021.

The Bank will enter into a service contract with Mr. Du. During his tenure as an independent non-executive Director of the Bank, Mr. Du will receive independent non-executive director allowance of RMB120,000 per year and a subsidy of RMB5,000 for each meeting attended. These allowance and subsidy are determined in accordance with applicable laws, regulations and relevant remuneration policy of the Bank. Apart from the aforesaid allowance and subsidy, Mr. Du will not receive any other remuneration from the Bank.

LETTER FROM THE BOARD

Save as disclosed above, Mr. Du 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).

Regarding the proposed nomination of Mr. Du as a candidate for the independent non-executive Director of the Board, the Nomination Committee of the Board and the Board of the Bank have complied with requirements for the Director's qualifications and electoral procedures under the Articles of Association. In the light of the actual situation of the Bank, and taking into account the candidate's professional experience, skills and knowledge, the possibility of the independent non-executive Director candidate in improving the efficiency of the Board, and the time may be devoted to the Bank by such candidate, the Nomination Committee of the Board of the Bank nominated Mr. Du as the candidate of independent non-executive Director.

The Board believes that Mr. Du is competent to give objective, independent and sufficient opinions and analysis in terms of information technology, market operation, corporate management and other aspects by virtue of his extensive work experience and knowledge. Furthermore, he can contribute to the diversity of the Board's structure on various aspects, including culture, professional skills and qualifications.

Mr. Du has confirmed his independence in accordance with the factors set out in Rule 3.13 of the Hong Kong Listing Rules. After assessing the independence of Mr. Du in accordance with the independence guidelines as set out in Rule 3.13 of the Hong Kong Listing Rules, the Nomination Committee of the Board and the Board of the Bank are of the view that such candidate meets the independence criteria set out in Rule 3.13 of the Hong Kong Listing Rules and confirm that he is an independent person.

Save as disclosed in this circular, Mr. Du does not have any other information that is required to be disclosed under Rule 13.51(2)(h) to Rule 13.51(2)(v) of the Hong Kong Listing Rules, nor any other 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 the approval of the Shareholders by way of ordinary resolution at the EGM.

LETTER FROM THE BOARD

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 2023 SECOND EGM

The Bank intends to convene the 2023 Second EGM at No. 6 Qinling Road, Laoshan District, Qingdao, Shandong Province, the PRC, at 9:00 a.m. on Friday, 28 July 2023 to consider and, if thought fit, to pass matters as set out in the notice of the 2023 Second EGM. The notice of the 2023 Second EGM and related proxy form have been despatched to the Shareholders pursuant to the Hong Kong Listing Rules. The notice of the 2023 Second EGM is set out on pages 9 to 10 of this circular.

If you intend to attend the 2023 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 2023 Second EGM or at any adjournment.

Closure of H Share Register of Members and Eligibility to Attend and Vote at the 2023 Second EGM

The H Share register of members of the Bank will be closed from Tuesday, 25 July 2023 to Friday, 28 July 2023 (both days inclusive), during which period no Share transfer will be registered. In order to be eligible to attend and vote at the 2023 Second EGM, H Shareholders of the Bank must lodge the H 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 Monday, 24 July 2023. H Shareholders whose names appear on the share register of members of the Bank on Tuesday, 25 July 2023 will be eligible to attend and vote at the 2023 Second EGM.

LETTER FROM THE BOARD

V. METHODS OF VOTING AT THE 2023 SECOND EGM

Pursuant to the requirements of Rule 13.39(4) of the Hong Kong Listing Rules, voting by the Shareholders at the 2023 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 2023 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 2023 Second EGM or at any adjournment thereof shall be subject to restrictions.

VI. RECOMMENDATIONS

The Board (including the independent non-executive Directors) considers that the resolutions to be proposed at the 2023 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 the resolutions to be proposed at the 2023 Second EGM.

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

Qingdao, Shandong Province, the PRC
10 July 2023

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NOTICE OF 2023 SECOND EXTRAORDINARY GENERAL MEETING

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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 SECOND EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2023 second extraordinary general meeting (the “**2023 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 Friday, 28 July 2023 for the purposes of considering and, if thought fit, passing the following resolutions:

ORDINARY RESOLUTIONS

1. To consider and approve the resolution regarding the election of Ms. Chen Shuang as an executive director of the eighth session of the board of directors of Bank of Qingdao Co., Ltd.
2. To consider and approve the resolution on the election of Mr. Du Ning as an independent non-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.*
Jing Zailun
Chairman

Qingdao, Shandong Province, the PRC
10 July 2023

As at the date of this notice, the board of directors of the Bank 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.

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NOTICE OF 2023 SECOND EXTRAORDINARY GENERAL MEETING

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 H Share register of members and eligibility for attending and voting at the 2023 Second EGM**

H shareholders of the Bank are advised that the H Share register will be closed from Tuesday, 25 July 2023 to Friday, 28 July 2023 (both days inclusive). To be eligible for attending and voting at the 2023 Second EGM, H shareholders of the Bank must deposit the H Share 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 Monday, 24 July 2023. H Shareholders whose names appear on the register of members of the Bank on Tuesday, 25 July 2023 are entitled to attend and vote at the 2023 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 2023 Second EGM or at any adjournment thereof shall be subject to restrictions.

3. **Proxy**

Any shareholder entitled to attend and vote at the 2023 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 2023 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 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 2023 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 2023 Second EGM or at any adjournment if he/she so wishes.

4. **Others**

- (1) The 2023 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:

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