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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 or any actions should be taken**, 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 Tsingtao Brewery Company Limited, you should at once hand this circular together with the proxy form attached hereto to the purchaser or transferee or the transferred bank, licensed securities dealer or registered institution or other agents through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**TSINGTAO BREWERY COMPANY LIMITED**

*(a Sino-foreign joint stock limited company established in the People's Republic of China)*

**(Stock Code: 168)**

**(1) PROPOSED APPOINTMENT OF AUDITOR FOR THE YEAR OF 2024  
AND  
(2) NOTICE OF 2023 ANNUAL GENERAL MEETING**

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The Company will convene the 2023 Annual General Meeting (the “AGM”) at the meeting room, 1st Floor, Complex Building, Tsingtao Brewery Factory, No. 56 Dengzhou Road, Shibei District, Qingdao, the PRC at 1:30 p.m. on 28 June 2024 (Friday). The notice of convening the AGM is set out on pages 5 to 7 of this circular.

Whether or not you are attending the AGM, please read this circular carefully and complete the accompanying Proxy Form in accordance with the instructions printed thereon and return it to the H-share registrar of the Company, Hong Kong Registrars Limited at Room 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong and in any event not less than 24 hours before the time appointed for holding the AGM or any adjourned meeting thereof. Completion and return of the Proxy Form will not preclude you from attending and voting in person at the AGM, or at any adjourned meeting thereof, should you so wish.

28 May 2024

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions shall have the meanings as set out below:*

“AGM”	means	the 2023 annual general meeting to be held by the Company at 1:30 p.m. on 28 June 2024 (Friday). The notice of the AGM is set out on pages 5 to 7 of this circular;
“Board”	means	the board of Directors of the Company;
“Company”	means	青島啤酒股份有限公司 (Tsingtao Brewery Company Limited), a Sino-foreign joint stock limited company established in Qingdao, the PRC, whose H-shares are listed on the Stock Exchange and A-shares are listed on the Shanghai Stock Exchange;
“Director(s)”	means	the director(s) of the Company;
“Listing Rules”	means	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited;
“PRC”	means	the People’s Republic of China;
“Shareholder(s)”	means	holder(s) of shares in the Company;
“Stock Exchange”	means	the Stock Exchange of Hong Kong Limited;
“CSRC”	means	the China Securities Regulatory Commission;
“PwC Zhong Tian”	means	PricewaterhouseCoopers Zhong Tian LLP; and
“Deloitte”	means	Deloitte Touche Tohmatsu Certified Public Accountants LLP.

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## LETTER FROM THE BOARD

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### TSINGTAO BREWERY COMPANY LIMITED

(a Sino-foreign joint stock limited company established in the People's Republic of China)

(Stock Code: 168)

*Executive Directors:*

Mr. HUANG Ke Xing  
Mr. JIANG Zong Xiang  
Mr. WANG Rui Yong  
Mr. HOU Qiu Yan

*Legal Address:*

No. 56 Dengzhou Road  
Qingdao, Shandong Province  
The People's Republic of China

*Independent Non-executive Directors:*

Mr. XIAO Geng  
Mr. SHENG Lei Ming  
Mr. JIANG Xing Lu  
Ms. Rania ZHANG  
Mr. SONG Xue Bao

*Business Address:*

Tsingtao Beer Tower  
May Fourth Square  
Hong Kong Road Central  
Qingdao, Shandong Province  
The People's Republic of China  
Postal Code: 266071

28 May 2024

*To the Shareholders*

Dear Sir or Madam,

**(1) PROPOSED APPOINTMENT OF AUDITOR FOR THE YEAR OF 2024  
AND  
(2) NOTICE OF 2023 ANNUAL GENERAL MEETING**

**I. INTRODUCTION**

The purpose of this circular is to provide you with the information regarding the proposed appointment of auditor of the Company for the year of 2024, and the notice of the AGM as set out on pages 5 to 7 of this circular containing the resolutions to be proposed at the AGM to approve the aforesaid proposal.

**II. PROPOSED APPOINTMENT OF AUDITOR FOR THE YEAR OF 2024**

Reference is made to the announcement of the Company dated 26 March 2024 in relation to, among other things, the appointment of auditor for the year of 2024.

PwC Zhong Tian, the current auditor, has been providing annual audit work for the Company, and it has provided consecutive audit services exceeding the period to engage an accounting firm consecutively as stipulated in the "Administrative Measures for State-owned Enterprises and Listed Companies to Select and Engage Accounting Firms\*" (《國有企業、上市公司選聘會計師事務所管理辦法》) issued by the Ministry of Finance of the PRC, the State-owned Assets Supervision and Administration Commission of the State Council and the CSRC. In order to ensure the independence

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## **LETTER FROM THE BOARD**

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and objectivity of the auditor, after fulfilling the necessary selection and reviewal procedures, the Board of the Company has proposed the appointment of Deloitte as the auditor of the Company for the year of 2024 responsible for the Company's financial statements audit and the internal control audit of the financial reports. The term of office for PwC Zhongtian will cease upon the conclusion of the AGM, and it will retire as the auditor of the Company.

Deloitte is a certified public accounting firm approved by the Ministry of Finance of the PRC and the CSRC, and is qualified to use auditing standards in the PRC to provide audit services to issuers incorporated in the PRC and listed on the Stock Exchange. The total audit fee of the Company for the year of 2024 amounts to RMB6.66 million (tax inclusive), including an audit fee of RMB5 million (tax inclusive) for financial statements, and an internal control audit fee of RMB1.66 million (tax inclusive) for financial reports.

The proposed appointment of Deloitte as the auditor of the Company for the year of 2024 shall be subject to the approval of the Shareholders at the AGM.

### **III. ANNUAL GENERAL MEETING**

The Company will convene the AGM at the meeting room, 1st Floor, Complex Building, Tsingtao Brewery Factory, No. 56 Dengzhou Road, Shibe District, Qingdao, the PRC at 1:30 p.m. on 28 June 2024 (Friday). The notice of convening the AGM is set out on pages 5 to 7 of this circular.

Whether or not you are attending the AGM, please read this circular carefully and complete the accompanying Proxy Form in accordance with the instructions printed thereon and return it to the H-share registrar of the Company, Hong Kong Registrars Limited at Room 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong and in any event not less than 24 hours before the time appointed for holding the AGM or any adjourned meeting thereof. Completion and return of the Proxy Form will not preclude you from attending and voting in person at the AGM, or at any adjourned meeting thereof, should you so wish.

### **IV. CLOSURE OF REGISTER OF MEMBERS FOR H-SHARE**

In order to determine the list of Shareholders entitled to attend and vote at the AGM, the register of members for H-shares of the Company will be closed from 21 June 2024 to 28 June 2024 (both days inclusive). The transfer documents of the Company's H-shares must be returned to Hong Kong Registrars Limited on or before 4:30 p.m. on 20 June 2024. H-shares Shareholders of the Company or their proxies whose names appear on the register of members at the close of market on 20 June 2024, shall have the right to attend the AGM with identity documents. The Company's H-shares share registrar is Hong Kong Registrars Limited at Room 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong.

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## LETTER FROM THE BOARD

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### V. VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, all the resolutions put forward at the AGM will be voted on by poll, except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Poll results will be announced by the Company in accordance with Rules 13.39(5) and 13.39(5A) of the Listing Rules after the conclusion of the AGM.

### VI. RECOMMENDATIONS

The Board believes that the resolutions set out in the notice of AGM are in the interests of the Company and its Shareholders as a whole. Accordingly, the Board recommends all Shareholders to vote in favour of and approve the above-mentioned resolutions to be proposed at the AGM.

By order of the Board  
**Tsingtao Brewery Company Limited**  
**ZHANG Rui Xiang**  
*Company Secretary*

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## NOTICE OF 2023 ANNUAL GENERAL MEETING

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### **TSINGTAO BREWERY COMPANY LIMITED** *(a Sino-foreign joint stock limited company established in the People's Republic of China)* **(Stock Code: 168)**

#### **NOTICE OF 2023 ANNUAL GENERAL MEETING**

Notice is hereby given that the 2023 Annual General Meeting (the “AGM”) of Tsingtao Brewery Company Limited (the “Company”) will be held at the meeting room, 1st Floor, Complex Building, Tsingtao Brewery Factory, No. 56 Dengzhou Road, Shibei District, Qingdao, the PRC at 1:30 p.m. on 28 June 2024 (Friday) for the purposes of considering and, if thought fit, approving (with or without any amendments) the following resolutions:

#### **AS ORDINARY RESOLUTIONS**

1. To consider and approve the Company’s 2023 Work Report of the Board of Directors;
2. To consider and approve the Company’s 2023 Work Report of the Board of Supervisors;
3. To consider and approve the Company’s 2023 Financial Report (audited);
4. To consider and approve the Company’s 2023 Profit Distribution (including dividends distribution) Proposal;
5. To consider and approve the appointment of Deloitte Touche Tohmatsu Certified Public Accountants LLP as the Company’s auditor for the year of 2024, and determine that its annual remuneration is not to exceed RMB5 million; and
6. To consider and approve the appointment of Deloitte Touche Tohmatsu Certified Public Accountants LLP as the Company’s internal control auditor for the year of 2024, and determine that its annual remuneration is not to exceed RMB1.66 million;

For details regarding resolutions 1 to 4, please refer to the 2023 annual report of the Company dated 25 April 2024 published on the HKEXnews website of Hong Kong Exchanges and Clearing Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the website of the Company.

For details regarding resolutions 5 to 6, please refer to the announcement of the Company dated 26 March 2024 and the circular of the Company dated 28 May 2024 published on the HKEXnews website of Hong Kong Exchanges and Clearing Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the website of the Company.

By order of the Board  
**Tsingtao Brewery Company Limited**  
**ZHANG Rui Xiang**  
*Company Secretary*

Qingdao, the PRC  
28 May 2024

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## NOTICE OF 2023 ANNUAL GENERAL MEETING

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Notes:

### **I. Closure of Register of Members for H-share and the Qualification for Attending the AGM**

In order to determine the list of holders of H-share entitled to attend the AGM, the register of members for H-share of the Company will be closed from 21 June 2024 (Friday) to 28 June 2024 (Friday) (both days inclusive). All holders of H-shares whose names appear on the register of members of the Company after the close of business on 20 June 2024 (Thursday) are entitled to attend the AGM. In order to attend the AGM and vote, any holder of H-shares whose transfer documents have not been recorded must lodge the transfer documents with official stamp and together with the relevant share certificate(s) at the Company's H-share share registrar, Hong Kong Registrars Limited, at Room 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, before 4:30 p.m. on 20 June 2024 (Thursday).

### **II. 2023 Final Dividend Distribution Arrangement**

On 26 March 2024, the board of directors proposed to distribute a final dividend of RMB2 per share (tax inclusive) for the year 2023, based on the total share capital of A-shares and H-shares, with a total dividend amount of approximately RMB2,728.39 million. If the total share capital of the Company changes before the record date for conducting dividend distribution this time, the distribution ratio per share is intended to remain unchanged, with a corresponding adjustment to the total amount of dividends distributed. The final dividends proposed to be distributed above are all denominated and declared in RMB, and paid to holders of A-shares in RMB and holders of H-shares in HKD. The actual amount of dividends paid in HKD shall be calculated based on the average benchmark exchange rate of RMB against HKD announced by the People's Bank of China one week prior to the date of convening AGM.

If the Company's proposal for dividend distribution is approved by the shareholders at the forthcoming AGM, the Company will engage the Bank of China (Hong Kong) Trustees Ltd. as the receiving agent in Hong Kong for payment of the H-share dividend. The final dividend will be distributed by the receiving agent to the holders of H-shares whose names appear on the register of members of the Company after the close of business on 11 July 2024 (Thursday). The Company plans to distribute the 2023 final dividend on 9 August 2024 (Friday). If there is any change to the expected dividend distribution date, the Company will publish an announcement regarding such changes.

### **III. Register of Members for the Proposed Distribution of Final Dividend**

In order to determine the holders of H-shares entitled to the 2023 final dividend, the Company will close the register of members for H-shares from 5 July 2024 (Friday) to 11 July 2024 (Thursday) (both days inclusive). All holders of shares whose names appear on the register of members of the Company after the close of business on 11 July 2024 (Thursday) are entitled to the final dividend. In order to be qualified for the proposed distribution of the 2023 final dividend, any holder of H-shares must lodge the transfer documents with official stamp and together with the relevant share certificate(s) at the Company's H-shares share registrar, Hong Kong Registrars Limited, at the aforesaid address before 4:30 p.m. on 4 July 2024 (Thursday).

### **IV. Proxy**

Each shareholder who is entitled to attend and vote at the AGM may appoint one or more proxy(ies) (whether such person(s) is (are) shareholder(s) of the Company or not) to attend and vote on his/her behalf. Each shareholder (or his/her proxy(ies)) shall be entitled to one vote for each share held, and can exercise the voting right in manner of poll.

The shareholders shall appoint their proxies in writing (i.e., by using the proxy form applicable at the 2023 Annual General Meeting (the "**Proxy Form**") enclosed to this notice or a copy thereof). The Proxy Form shall be signed by the shareholder appointing the proxy(ies) or by other person authorized by such shareholder in writing. Should such shareholder authorize other person to sign the Proxy Form, a letter of authorization or other authorization documents must be notarized. Should such shareholder be a legal person, the Proxy Form shall be under seal or signed by its director or a duly authorized attorney. The Proxy Form and the notarized letter of authorization or other authorization



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## NOTICE OF 2023 ANNUAL GENERAL MEETING

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documents must be delivered 24 hours before the time appointed for convening the AGM. Holders of H-shares shall return the Proxy Form to the Company's H-shares share registrar, Hong Kong Registrars Limited, at 17M floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, whereas holders of A-shares shall return the Proxy Form to Secretarial Office of the Board of the Company at Tsingtao Beer Tower, No. 35 Donghai West Road, Shinan District, Qingdao, the PRC. Completion and return of the Proxy Form will not preclude you from attending and voting in person at the AGM and any adjourned meeting(s) thereof if you so wish.

Shareholders or their proxies shall present proofs of their identity upon attending the AGM. Should the shareholder appoint his/her proxy(ies) to attend the AGM on his/her behalf, the proxy(ies) shall also bring the Proxy Form when attending the AGM. Should the shareholder be a legal person, its legal representative or person authorized by its board of directors or other decision-making bodies may attend the AGM only by presenting a copy of the resolution of the board of directors or other decision-making bodies for appointing such person to attend the meeting.

### **V. Voting Method at the AGM**

Pursuant to rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, votes of shareholders at the AGM will be taken by poll.

### **VI. Other Matters**

Shareholders who attend the AGM (in person or by proxies) shall bear their own lodging and travelling expenses.

### **VII. Contact Information of the Company**

The business address of Secretarial Office of the Board of the Company: Room 1106, Tsingtao Beer Tower, No. 35 Donghai West Road, Shinan District, Qingdao.

Tel: 86-532-85713831

Fax: 86-532-85713240

Postal Code: 266071

Contact Person: SUN Xiao Hang, WANG Zhi Liang

Email: secretary@tsingtao.com.cn