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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)**

## **POLL RESULTS OF 2019 FIRST EXTRAORDINARY GENERAL MEETING HELD ON 15 OCTOBER 2019**

Bank of Qingdao Co., Ltd. (the “**Bank**”) is pleased to announce that the 2019 first extraordinary general meeting (the “**EGM**”) was held at No. 6 Qinling Road, Laoshan District, Qingdao, Shandong Province, the PRC at 9:00 a.m. on Tuesday, 15 October 2019. The meeting was held by way of a combination of on-site voting (applicable to A Shareholders and H Shareholders) and online voting (only applicable to A Shareholders).

Reference is made to the circular of the Bank dated 24 September 2019 (the “**Circular**”). Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as those defined in the Circular.

### **ATTENDANCE AT THE MEETING**

Shareholders and authorised proxies holding an aggregate of 2,295,469,993 Shares carrying voting rights, being approximately 50.900838% of the entire issued Shares of the Bank as at the date of the EGM, were present at the EGM. The details of attendance were set out in the table below:

Class	Attendance at the on-site meeting			Participation through online voting			Overall attendance		
	Number of people	Number of Shares with voting rights represented	Percentage of the total number of Shares with voting rights (%)	Number of people	Number of Shares with voting rights represented	Percentage of the total number of Shares with voting rights (%)	Number of people	Number of Shares with voting rights represented	Percentage of the total number of Shares with voting rights (%)
A Shares	17	1,568,957,356	34.790803	3	1,758,657	0.038997	20	1,570,716,013	34.829800
H Shares	3	724,753,980	16.071038	0	0	0.000000	3	724,753,980	16.071038
Total	20	2,293,711,336	50.861841	3	1,758,657	0.038997	23	2,295,469,993	50.900838

The holding of the EGM was in compliance with the Company Law of the PRC and the Articles of Association. The EGM was chaired by Mr. Guo Shaoquan, the chairman of the Bank. Certain Directors, Supervisors and members of senior management of the Bank were present at the on-site meeting. King & Wood Mallesons (Beijing), the Bank's PRC legal adviser, witnessed the EGM. King & Wood Mallesons (Beijing), Computershare Hong Kong Investor Services Limited, the Bank's H Share Registrar, 2 representatives of Shareholders and 1 representative of Supervisors were appointed as the vote counters and scrutineers at the EGM for the purpose of vote-taking.

## POLL RESULTS OF THE EGM

The following resolutions were considered and approved by way of a combination of on-site and online voting at the EGM. The poll results in respect of the resolutions proposed at the EGM were as follows:

Resolution No.	Name of resolutions	Type of Shareholders	For		Against		Abstained	
			Number of Shares	Percentage (%)	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)
1	to consider and approve the resolution on the change of the independent director of the seventh session of the Board of Directors of Bank of Qingdao Co., Ltd.	A Shares	1,570,715,513	99.999968	500	0.000032	0	0.000000
		H Shares	724,753,980	100	0	0.000000	0	0.000000
		Total	2,295,469,493	99.999978	500	0.000022	0	0.000000
2	to consider and approve the resolution on the election of Mr. He Liangjun as the shareholder supervisor of the seventh session of the Board of Supervisors of Bank of Qingdao Co., Ltd.	A Shares	1,570,715,513	99.999968	500	0.000032	0	0.000000
		H Shares	724,753,980	100	0	0.000000	0	0.000000
		Total	2,295,469,493	99.999978	500	0.000022	0	0.000000

*Note:* In the above table, “Number of Shares” represents the number of relevant Shares with voting rights; “Percentage” represents the percentage of the number of relevant Shares with voting rights in the corresponding total number of Shares with voting rights at the EGM.

As more than half of the votes were cast in favour of each of the resolutions numbered 1 and 2, all of the above ordinary resolutions were duly passed at the EGM.

Save as the above resolutions, the Bank has not received any proposal put forward by any Shareholders holding 3% or more of the voting Shares of the Bank.

As at the record date of the meeting (i.e. 27 September 2019), the total number of issued Shares of the Bank entitling the holders to attend the EGM was 4,509,690,000 Shares, comprising 2,746,655,020 A Shares and 1,763,034,980 H Shares. Insofar as the Bank is aware, certain individual Shareholders have pledged 50% or more of his/her equity interests in the Bank, the voting rights of such Shareholders at the EGM shall therefore be subject to restrictions pursuant to the Articles of Association, resulting in a total of 394,072,051 Shares (all being A Shares and no H Shares) subject to such restrictions. Accordingly, as at the date of the EGM, a total number of 4,115,617,949 Shares, comprising 2,352,582,969 A Shares and 1,763,034,980 H Shares, entitled Shareholders to vote on the proposed resolutions at the EGM.

Save as disclosed above, there is no restriction by the Bank on any other Shareholders casting votes on the proposed resolutions at the EGM. There was no Share entitling the Shareholders to attend and vote only against the proposed resolutions at the EGM. No party has stated its intention in the Circular that it would vote against the proposed resolutions or that it would abstain from voting at the EGM.

## WITNESSING BY LAWYERS

Ms. Li Yuanyuan and Ms. Zhang Jia, attorneys from King & Wood Mallesons (Beijing), witnessed the EGM and issued a legal opinion certifying that the procedures for convening and holding the EGM, the qualifications of attendees and the convener and the voting procedures of the EGM were in compliance with the relevant laws and administrative regulations including the Company Law of the People's Republic of China and the Securities Law of the People's Republic of China, the requirements of the Rules Governing Shareholders' General Meetings of Listed Companies and the Articles of Association, and the poll results of the EGM were lawful and valid.

## APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

At the EGM, Mr. Tingjie Zhang (“**Mr. Zhang**”) was appointed as an independent non-executive Director of the seventh session of the Board.

Biography of Mr. Zhang is set out as follow:

Mr. Tingjie Zhang, born in 1971, holds a master degree of business administration from the Richard Ivey School of Business at the University of Western Ontario, Canada. Mr. Zhang has been the China co-director and managing director of the Shanghai branch of Rothschild Financial Consulting (Beijing) Co., Ltd. (洛希爾財務諮詢(北京)有限公司) since March 2019. From June 1995 to January 2004, Mr. Zhang served as financial analyst of Repap Enterprises Inc., senior financial analyst of Enbridge Inc., manager of NM Rothschild Canada Inc., and special project manager of Coca-Cola China Ltd. (可口可樂中國有限公司). From February 2004 to February 2017, he served as the chief representative of the Shanghai Representative Office of Rothschild China Holdings Co., Ltd. (洛希爾中國控股有限公司). From February 2017 to March 2019, he served as the director and managing director of the Shanghai branch of Rothschild Financial Consulting (Beijing) Co., Ltd.

The Bank will enter into a service contract with Mr. Zhang. During his tenure as an independent non-executive Director, Mr. Zhang 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 the relevant remuneration policy of the Bank. Apart from the aforesaid allowance and subsidy, Mr. Zhang will not receive any other remuneration from the Bank.

Save as disclosed above, Mr. Zhang has not held any directorship in any public companies whose securities are listed on any securities market in Hong Kong or overseas, nor any other position held in the Bank or its subsidiaries during the past three years, and he does not have any relationship with any other Directors, Supervisors, members of senior management, substantial Shareholders or controlling Shareholders nor any interest in any Shares of the Bank within the meaning under Part XV of the SFO.

Save as disclosed above, Mr. Zhang 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 other matters that are required to be disclosed under the abovementioned rules at present and in the past. Save as disclosed above, there is no other matter that needs to be brought to the attention of the Shareholders.

The appointment of Mr. Zhang as an independent non-executive Director remains subject to the regulatory approval on his qualification. The term of office of Mr. Zhang will commence from the date approved by the Qingdao CBIRC until the expiry of the seventh session of the Board.

## RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

Due to work reasons, the independent non-executive Director, Mr. Wong Tin Yau, Kelvin (“**Mr. Wong**”) has tendered his resignation letter to the Board from the position of independent non-executive Director of the seventh session of the Board and all positions in the Board committees. Mr. Wong will no longer hold other positions in the Bank after resignation.

Mr. Wong has confirmed that he has no disagreement with the Board and there are no matters relating to his resignation that need to be brought to the attention of the Shareholders and creditors of the Bank.

Mr. Wong’s resignation will take effect when Mr. Zhang assumes office.

The Bank would like to express its gratitude to Mr. Wong for his contributions to the Bank in the area of improving corporate governance during his tenure of service.

## APPOINTMENT OF SHAREHOLDER SUPERVISOR

At the EGM, Mr. He Liangjun (“**Mr. He**”) was appointed as a Shareholder Supervisor with a term from the date on which such appointment has been considered and approved at the EGM and until the expiry of the seventh session of the Board of Supervisors.

Biography of Mr. He is set out as follow:

Mr. He Liangjun, born in 1973, holds a master degree of business administration from China Europe International Business School and is a senior engineer. Mr. He has served as a director and secretary to the board of Qingdao East Steel Tower Stock Co., Ltd. (青島東方鐵塔股份有限公司) since April 2007. Since February 2014, he has served as a supervisor of Qingdao Hairen Investment Co., Ltd. (青島海仁投資有限責任公司). Mr. He was the head of the East China business department, China headquarter of LG INDUSTRIES from July 1996 to September 1997, the head of the East China business department and the manager of the marketing department of Qingdao East Steel Tower Stock Co., Ltd. from August 1999 to March 2007. Mr. He has been a director of Jingneng (Qianxi) Power Generation Co., Ltd. (京能(遷西)發電有限公司) since August 2014. He has been an executive director of Nanjing Shineng New Energy Technology Co., Ltd. (南京世能新能源科技有限公司) since June 2016. He has served as a director of Sichuan Huiyuanda Potash Fertilizer Co., Ltd. (四川省匯元達鉀肥有限責任公司) since October 2016. Since January 2017, he has served as an executive director of Suzhou World Technology New Energy Technology Co., Ltd. (蘇州世利特新能源科技有限公司).

The Bank will enter into a service contract with Mr. He. During his tenure as a Shareholder Supervisor, Mr. He will receive Shareholder Supervisor allowance of RMB56,000 per year and a subsidy of RMB3,500 for each meeting attended. These allowance and subsidy are determined in accordance with applicable laws, regulations and the relevant remuneration policy of the Bank. Apart from the aforesaid allowance and subsidy, Mr. He will not receive any other remuneration from the Bank.

Save as disclosed above, Mr. He has not held any directorship in any public companies whose securities are listed on any securities market in Hong Kong or overseas, nor any other position held in the Bank or its subsidiaries during the past three years, and he does not have any relationship with any other Directors, Supervisors, members of senior management, substantial Shareholders or controlling Shareholders nor any interest in any Shares of the Bank within the meaning under Part XV of the SFO.

Save as disclosed above, Mr. He 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 and in the past. Save as disclosed above, there is no other matter that needs to be brought to the attention of the Shareholders.

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

Qingdao, Shandong, the PRC  
15 October 2019

*As at the date of this announcement, the Board comprises Mr. Guo Shaoquan, Mr. Wang Lin, Mr. Yang Fengjiang 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. Wong Tin Yau, Kelvin, Mr. Chen Hua, Ms. Dai Shuping, Mr. Simon Cheung and Ms. Fang Qiaoling as independent non-executive Directors.*

\* *Bank of Qingdao Co., Ltd. is not an authorised institution within the meaning of the Banking Ordinance (Chapter 155 of Laws of Hong Kong), not subject to the supervision of the Hong Kong Monetary Authority, and not authorised to carry out banking/deposit-taking business in Hong Kong.*