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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)

(Stock Code: 3866)

**POLL RESULTS OF THE 2016 ANNUAL GENERAL MEETING,
2017 SECOND CLASS MEETING FOR DOMESTIC SHAREHOLDERS AND
2017 SECOND CLASS MEETING FOR H SHAREHOLDERS
HELD ON 11 MAY 2017**

POLL RESULTS OF THE MEETINGS

Bank of Qingdao Co., Ltd. (the “**Bank**”) is pleased to announce that the 2016 annual general meeting (the “**AGM**”), the 2017 second class meeting for Domestic Shareholders (the “**Domestic Share Class Meeting**”) and the 2017 second class meeting for H Shareholders (the “**H Share Class Meeting**”) (collectively, the “**Meetings**”) were held successively at Conference Hall, 4th Floor, No. 68 Hong Kong Middle Road, Shinan District, Qingdao, Shandong Province, the PRC at 9:00 a.m. on Thursday, 11 May 2017.

Reference is made to the circular of the Bank dated 13 April 2017 (the “**Circular**”). Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as those defined in the Circular.

ATTENDANCE OF THE MEETINGS

Details of the number of Shares with attendance entitlements as at the date of the Meetings are as follows:

- the total number of issued Shares of the Bank was 4,058,712,749 Shares, comprising 2,295,677,769 Domestic Shares and 1,763,034,980 H Shares, which was the total number of Shares entitling the holders to attend the AGM;
- the total number of issued Domestic Shares was 2,295,677,769, which was the total number of Domestic Shares entitling the holders to attend the Domestic Share Class Meeting; and
- the total number of issued H Shares was 1,763,034,980, which was the total number of H Shares entitling the holders to attend the H Share Class Meeting.

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 AGM and the relevant Class Meeting(s) shall therefore be subject to restrictions pursuant to the Articles of Association, resulting in a total of 470,846,609 Shares (comprising 360,846,609 Domestic Shares and 110,000,000 H Shares) subject to such restrictions. Except that, there is no restriction on any other Shareholders casting votes on the proposed resolutions at any of the Meetings. Accordingly, as at the date of the Meetings, details of the total number of Shares entitling Shareholders to vote on the resolutions proposed at the Meetings were as follows:

- a total number of 3,587,866,140 Shares, comprising 1,934,831,160 Domestic Shares and 1,653,034,980 H Shares entitling Shareholders to vote at the AGM;
- a total number of 1,934,831,160 Domestic Shares entitling Domestic Shareholders to vote at the Domestic Share Class Meeting; and
- a total number of 1,653,034,980 H Shares entitling H Shareholders to vote at the H Share Class Meeting.

There was no Share entitling the Shareholders to attend and vote only against the proposed resolutions at any of the Meetings. 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 any of the Meetings.

Details of attendance of the Meetings are as follows:

- Shareholders and authorised proxies holding an aggregate of 2,776,850,895 Shares carrying voting rights, being approximately 68.42% of the entire issued Shares of the Bank as at the date of the AGM, were present at the AGM;
- Shareholders and authorised proxies holding an aggregate of 1,753,913,114 Domestic Shares carrying voting rights, being approximately 76.40% of the entire issued Domestic Shares of the Bank were present at the Domestic Share Class Meeting; and
- Shareholders and authorised proxies holding an aggregate of 1,022,937,781 H Shares carrying voting rights, being approximately 58.02% of the entire issued H Shares of the Bank were present at the H Share Class Meeting.

The holding of each of the Meetings was in compliance with the Company Law of the PRC and the Articles of Association. Each of the Meetings was chaired by Mr. Guo Shaoquan, chairman of the Bank. King & Wood Mallesons (Beijing) (the Bank's PRC legal adviser), Computershare Hong Kong Investor Services Limited (the Bank's H share registrar and transfer office), 2 representatives of Shareholders and 1 representative of Supervisors were appointed as the vote counters and scrutineers at each of the Meetings for the purpose of vote-taking.

POLL RESULTS OF THE AGM

The poll results in respect of the resolutions proposed at the AGM were as follows:

ORDINARY RESOLUTIONS		Number of votes cast and the percentage of total number of votes cast		
		For	Against	Abstained
1.	To consider and approve the work report of the Board of Directors of Bank of Qingdao Co., Ltd. for 2016.	2,776,850,895 100%	0 0%	0 0%
2.	To consider and approve the work report of the Board of Supervisors of Bank of Qingdao Co., Ltd. for 2016.	2,776,850,895 100%	0 0%	0 0%
3.	To consider and approve the final financial accounts of Bank of Qingdao Co., Ltd. for 2016.	2,776,850,895 100%	0 0%	0 0%
4.	To consider and approve the profit distribution plan of Bank of Qingdao Co., Ltd. for 2016.	2,776,850,895 100%	0 0%	0 0%
5.	To consider and approve the resolution on the engagement of domestic and foreign auditors and their remuneration of Bank of Qingdao Co., Ltd. for 2017.	2,776,850,895 100%	0 0%	0 0%
6.	To consider and approve the resolution on the amendments to the three-year dividend return plan after the initial public offering and listing of the A shares of Bank of Qingdao Co., Ltd..	2,776,850,895 100%	0 0%	0 0%
7.	To consider and approve the resolution on the amendments to the rules of procedure for the Shareholders' general meetings of Bank of Qingdao Co., Ltd..	2,776,850,895 100%	0 0%	0 0%
8.	To consider and approve the resolution on the amendments to the rules of procedure for the Shareholders' general meetings of Bank of Qingdao Co., Ltd. (A Shares).	2,776,850,895 100%	0 0%	0 0%

ORDINARY RESOLUTIONS		Number of votes cast and the percentage of total number of votes cast		
		For	Against	Abstained
9.	To consider and approve the resolution on the amendments to the rules of procedure for the Board of Directors of Bank of Qingdao Co., Ltd..	2,776,850,895 100%	0 0%	0 0%
10.	To consider and approve the resolution on the amendments to the rules of procedure for the Board of Directors of Bank of Qingdao Co., Ltd. (A Shares).	2,776,850,895 100%	0 0%	0 0%
11.	To consider and approve the resolution on change of independent Directors of the sixth session of the Board of Directors of Bank of Qingdao Co., Ltd..	2,776,850,895 100%	0 0%	0 0%
12.	To consider and approve the special report on related party transactions of Bank of Qingdao Co., Ltd. for 2016.	2,776,850,895 100%	0 0%	0 0%

SPECIAL RESOLUTIONS		Number of votes cast and the percentage of total number of votes cast		
		For	Against	Abstained
13.	To consider and approve the resolution on the extension of the validity period of the plan for the initial public offering and listing of the A shares of Bank of Qingdao Co., Ltd..	2,776,850,895 100%	0 0%	0 0%
14.	To consider and approve the resolution on the extension of the validity period of the authorisation to deal with specific matters in respect of the initial public offering and listing of the A shares.	2,776,850,895 100%	0 0%	0 0%
15.	To consider and approve the resolution on the amendments to the Articles of Association of Bank of Qingdao Co., Ltd..	2,776,850,895 100%	0 0%	0 0%
16.	To consider and approve the resolution on the amendments to the Articles of Association of Bank of Qingdao Co., Ltd. (A Shares).	2,776,850,895 100%	0 0%	0 0%
17.	To consider and approve the resolution on the general mandate to issue Shares of Bank of Qingdao Co., Ltd..	2,776,220,094 99.977284%	630,801 0.022716%	0 0%

As more than half of the votes were cast in favour of each of the resolutions numbered 1 to 12, all of the above ordinary resolutions were duly passed at the AGM; and as more than two-thirds of the votes were cast in favour of each of the resolutions numbered 13 to 17, all of the above special resolutions were duly passed at the AGM.

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.

POLL RESULTS OF THE DOMESTIC SHARE CLASS MEETING

The poll results in respect of the resolutions proposed at the Domestic Share Class Meeting were as follows:

SPECIAL RESOLUTIONS		Number of votes cast and the percentage of total number of votes cast		
		For	Against	Abstained
1.	To consider and approve the resolution on the extension of the validity period of the plan for the initial public offering and listing of the A shares of Bank of Qingdao Co., Ltd..	1,753,913,114 100%	0 0%	0 0%
2.	To consider and approve the resolution on the extension of the validity period of the authorisation to deal with specific matters in respect of the initial public offering and listing of the A shares.	1,753,913,114 100%	0 0%	0 0%
3.	To consider and approve the resolution on the amendments to the three-year dividend return plan after the initial public offering and listing of the A shares of Bank of Qingdao Co., Ltd..	1,753,913,114 100%	0 0%	0 0%

As more than two-thirds of votes were cast in favour of the above special resolutions, the above resolutions were duly passed at the Domestic Share Class Meeting.

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

POLL RESULTS OF THE H SHARE CLASS MEETING

The poll results in respect of the resolutions proposed at the H Share Class Meeting were as follows:

SPECIAL RESOLUTIONS		Number of votes cast and the percentage of total number of votes cast		
		For	Against	Abstained
1.	To consider and approve the resolution on the extension of the validity period of the plan for the initial public offering and listing of the A shares of Bank of Qingdao Co., Ltd..	1,022,937,781 100%	0 0%	0 0%
2.	To consider and approve the resolution on the extension of the validity period of the authorisation to deal with specific matters in respect of the initial public offering and listing of the A shares.	1,022,937,781 100%	0 0%	0 0%
3.	To consider and approve the resolution on the amendments to the three-year dividend return plan after the initial public offering and listing of the A shares of Bank of Qingdao Co., Ltd..	1,022,937,781 100%	0 0%	0 0%

As more than two-thirds of votes were cast in favour of the above special resolutions, the above resolutions were duly passed at the H Share Class Meeting.

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

DISTRIBUTION OF FINAL DIVIDENDS

Particulars on the distribution of 2016 final dividends (the “**Dividends**”) are as follows:

The Bank will distribute to Shareholders whose names appear on the register of members of the Bank on 22 May 2017, a dividend of RMB0.20 per Share (inclusive of tax), in aggregate amount of RMB811,742,549.80 calculated at the total share capital of 4,058,712,749 Shares. The Dividends for H Shares will be paid in Hong Kong dollars, and the applicable exchange rate is HKD1.00 to RMB0.886344, being the average of the central parity rates of Renminbi of the interbank foreign exchange market as announced by the People’s Bank of China on five working days preceding the date of declaration of the Dividends at the AGM (inclusive of the date of the AGM). Therefore, HKD0.225646 will be distributed for each Share (inclusive of tax).

The Dividends are expected to be distributed to the Shareholders on Thursday, 6 July 2017.

For H Shareholders, the Bank has appointed Bank of China (Hong Kong) Trustees Limited as the receiving agent in Hong Kong (the “**Receiving Agent**”) and has paid the declared final Dividends to the Receiving Agent for their onward payment to H Shareholders. The Dividends will be paid to the relevant Shareholders by the Receiving Agent on Thursday, 6 July 2017, and the relevant cheques will be despatched on the same day to H Shareholders who are entitled to receive such Dividends by ordinary post while the risk of the delivery shall be borne by the receivers.

Explanation for Tax Exemption and Waiver

(1) For Domestic Shareholders

According to the relevant requirements of the Individual Income Tax Law of the People’s Republic of China, the Bank will withhold and pay the individual income tax at the rate of 20% for those natural person Shareholders whose names appear on the register of members of Domestic Shares on 22 May 2017.

The Dividends of Domestic Shareholders without affirmed ownership will be kept temporarily by the Bank and distributed upon the confirmation of the ownership.

(2) For H Shareholders

Matters in relation to the proposed final Dividend and withholding of income tax in respect of dividends to be received by overseas non-resident individual/enterprise Shareholders:

Non-resident enterprise Shareholders

In accordance with the Enterprise Income Tax Law of the People’s Republic of China and the related implementation provisions effective from 1 January 2008, the Bank shall withhold and pay enterprise income tax at the rate of 10% for non-resident enterprise Shareholders whose names appear on the H-share register on 22 May 2017.

Non-resident individual Shareholders

Pursuant to the Notice on Matters Concerning the Levy and Administration of Individual Income Tax After the Repeal of Guo Shui Fa [1993] No. 045 (Guo Shui Han [2011] No. 348) promulgated by the State Administration of Taxation on 28 June 2011, dividend received by overseas resident individual shareholders from domestic non-foreign invested enterprises which have issued share in Hong Kong are subject to individual income tax, which shall be withheld and paid by such domestic non-foreign invested enterprises acting as a withholding agent according to relevant laws; however, the overseas resident individual shareholders of the shares issued by domestic non-foreign invested enterprises in Hong Kong are entitled to the relevant preferential tax treatments pursuant to the provisions in the tax arrangements between the countries where they reside and China and the tax arrangements between China and Hong Kong/Macau.

In accordance with the above tax regulations, the Bank shall withhold and pay individual income tax at the rate of 10% for individual H Shareholders of the Bank unless otherwise specified by the relevant tax regulations and tax agreements, in which case the Bank will conduct specific procedures according to the relevant regulatory requirements of tax authorities.

If in any doubt as to the above arrangement, H Shareholders of the Bank may consult with their tax consultants on the advices of the tax implications involved in holding and disposing of H Shares of the Bank in China, Hong Kong and other countries (regions).

Closure of Register of Members and Eligibility for Final Dividends Distribution

The register of members of the Bank will be closed from Wednesday, 17 May 2017 to Monday, 22 May 2017 (both days inclusive), during which no transfer of shares will be registered. In order to be entitled to the Dividends distribution, the H Shareholders of the Bank who have not registered are required to deposit the transfer documents together with relevant share certificates 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 Tuesday, 16 May 2017. Shareholders whose names appear on the register of members of the Bank at the close of business on Monday, 22 May 2017 are entitled to the Dividends distribution.

APPROVAL OF AMENDMENTS OF THE ARTICLES OF ASSOCIATION, RULES OF PROCEDURES FOR THE SHAREHOLDERS' GENERAL MEETINGS AND THE RULES OF PROCEDURES FOR THE BOARD OF DIRECTORS

Amendments of the Articles of Association, the rules of procedures for the Shareholders' general meetings, the rules of procedures for the Board of Directors, Articles of Association (A Shares), the rules of procedures for the Shareholders' general meetings (A Shares) and the rules of procedures for the Board of Directors (A Shares) in respect of the offshore preference share offering were approved at the AGM. The revised Articles of Association and Articles of Association (A Shares) shall be subject to approval from banking regulatory authorities in the PRC. The revised Articles of Association, the rules of procedures for the Shareholders' general meetings and the rules of procedures for the Board of Directors take effect on the date of completion of the first tranche of the offshore preference share offering provided that the first tranche of the Offshore Preference Share Offering will be completed before the A Share Offering; the revised Articles of Association (A Shares), the rules of procedures for the Shareholders' general meetings (A Shares) and the rules of procedures for the Board of Directors (A Shares) take effect on the date of completion of the first tranche of the offshore preference share offering by the Bank and the completion of the A Shares Offering and listing. When only the A Share Offering and listing were completed, the Bank would adopt the original Articles of Association (A Shares), the rules of procedures for the Shareholders' general meetings (A Shares) and the rules of procedures for the Board of Directors (A Shares).

CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTOR

Due to work allocation reason, Mr. Du Wenhe ("**Mr. Du**") has tendered his resignation to the Board from the position of independent non-executive Director of the sixth session of the Board and all positions in the Board committees of the Bank.

At the AGM, Mr. Simon Cheung ("**Mr. Cheung**") was appointed as an independent non-executive Director of the sixth session of the Board, whose biographical details are set out below:

Simon Cheung, male, born in July 1970, is an IT specialist and currently the Chief Information Officer at Shenzhen Qianhai Dashu Financial Services Co., Ltd. Major positions served by Mr. Cheung include: program analyst at University of Wisconsin Hospital and Clinics in the United States of America from September 1988 to May 1992, program analyst at the Ministry of Social Services in Canada from May 1992 to August 1993, database administrator at Modatech Systems Inc. in Canada from August 1993 to May 1994, managing partner at Cheung Simon and Associates in the United States of America from May 1994 to October 2007, senior manager at Oracle Limited (Hong Kong) from November 2007 to August 2009, deputy general manager at China Ping An Insurance (Group) Co., Ltd. from August 2009 to November 2012, IT architectural planning director at SF Express (Group) Co., Ltd. from November 2012 to June 2014 and deputy general manager at Shenzhen Qianhai Webank Co., Ltd. from June 2014 to December 2015. Mr. Cheung has been serving as the Chief Information Officer at Shenzhen Qianhai Dashu Financial Services Co., Ltd. since February 2016. He graduated from University of Wisconsin – Madison with a bachelor's degree in computer science.

Mr. Cheung, with 20 years of financial IT innovation planning and implementation experience, has led teams of over 200 people, and participated in the promotion of the new online core system of Ping An Bank, the IT upgrade and other projects of SF Express, and the implementation of the premier “Go IOE” national banking platform for Webank.

The Bank will enter into a service contract with Mr. Cheung. During his tenure as an independent non-executive Director of the Bank, Mr. Cheung 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. Cheung will not receive any other remuneration from the Bank.

Mr. Cheung 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. Mr. Cheung does not have any relationship with any other Directors, Supervisors, members of senior management, substantial Shareholders or controlling Shareholders of the Bank. As at the date of this announcement, Mr. Cheung does not have any interest in any shares of the Bank within the meaning under Part XV of the SFO.

Save as disclosed above, Mr. Cheung does not have any other information that is required to be disclosed under Rule 13.51(2)(h) to (v) of the Listing Rules, nor any other matters that are required to be disclosed under the abovementioned rule 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.

Mr. Cheung will assume office as an independent non-executive Director upon receiving regulatory approval. Mr. Du's resignation will take effect when Mr. Cheung assumes office.

Mr. Du 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.

The Bank would like to take this opportunity to express its sincere gratitude to Mr. Du for his contributions to the Bank for the information technology construction and management during his tenure.

As the proposed A Share offering and the proposed offshore preference share offering are subject to certain precedent conditions, the proposed A share offering and the proposed offshore preference share offering may or may not proceed. The Shareholders and potential investors are advised to exercise caution when dealing with H Shares.

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

Shandong, the PRC, 11 May 2017

As at the date of this announcement, the Board of Directors comprises Mr. GUO Shaoquan, Mr. WANG Lin, Mr. YANG Fengjiang and Ms. LU Lan as executive Directors; Mr. ZHOU Yunjie, Mr. Rosario STRANO, Mr. WANG Jianhui, Ms. TAN Lixia, Mr. Marco MUSSITA and Mr. CHOI Chi Kin, Calvin as non-executive Directors; Mr. WANG Zhuquan, Mr. DU Wenhe, Mr. WONG Tin Yau, Kelvin, Mr. CHEN Hua and Ms. DAI Shuping 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.*