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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 together with the proxy form and reply slip 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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This circular is for information purposes only and does not constitute an invitation or a solicitation of an offer to acquire, purchase or subscribe for securities or an invitation to enter into an agreement to do any such things, nor is it used to invite any offer to acquire, purchase or subscribe for any securities.

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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)**

**GRANTING OF AUTHORIZATION TO PURCHASE DIRECTORS,  
SUPERVISORS AND OFFICERS LIABILITY INSURANCE AND  
PUBLIC OFFERING OF SECURITIES INSURANCE  
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION  
AND  
NOTICE OF 2018 FIRST EXTRAORDINARY GENERAL MEETING**

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The letter from the Board is set out on pages 3 to 6 of this circular.

The Bank will hold the 2018 First EGM at No. 6 Qinling Road, Laoshan District, Qingdao, Shandong Province, the PRC at 9:00 a.m. on Friday, 30 November 2018. The notice dated 16 October 2018 of the 2018 First EGM together with the relevant reply slip and proxy form have been sent to the Shareholders pursuant to the Hong Kong Listing Rules.

If you intend to attend and/or vote at the 2018 First EGM, you are required to (i) complete such reply slip in accordance with the instructions printed thereon and return it to the Bank's H Share Registrar (for H Shareholder(s)) or the Bank's PRC registered office and principal place of business (for Domestic Shareholder(s)) on or before Friday, 9 November 2018; and (ii) complete such proxy form in accordance with the instructions printed thereon and return it to the Bank's H Share Registrar (for H Shareholder(s)) or the Bank's PRC registered office and principal place of business (for Domestic 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 and 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:*

“2018 First EGM” or “EGM”	the 2018 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 Friday, 30 November 2018
“A Share(s)”	ordinary share(s) proposed to be issued by the Bank under the A Share Offering and subscribed for in RMB
“A Share Offering”	the Bank’s proposed initial public offering of no more than 1,000,000,000 A Shares, which will be listed on the Shenzhen Stock Exchange
“Articles of Association”	the articles of association of the Bank
“Bank”	Bank of Qingdao Co., Ltd. (青島銀行股份有限公司) and its branch organisations
“Board” or “Board of Directors”	the board of Directors of the Bank
“Director(s)”	the director(s) of the Bank
“Domestic Shareholder(s)”	holder(s) of Domestic Shares
“Domestic Shares”	ordinary shares of nominal value of RMB1.00 each issued by the Bank in the PRC, which are subscribed for in RMB
“Existing Effective Articles of Association”	the existing effective Articles of Association of Bank of Qingdao Co., Ltd.
“H Share Registrar”	Computershare Hong Kong Investor Services Limited
“H Shareholder(s)”	holder(s) of H Shares
“H Shares”	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

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## DEFINITIONS

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“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
“PRC”	the People’s Republic of China, excluding, for the purposes of this circular, Hong Kong, Macau Special Administrative Region and Taiwan
“Preference Shares”	USD1,203,000,000 5.50% non-cumulative perpetual offshore preference shares issued by the Bank
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	Domestic Shares and/or H Shares of the Bank
“Shareholder(s)”	holder(s) of Shares
“Supervisor(s)”	the supervisor(s) of the Bank

*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:***

GUO Shaoquan (*Chairman*)

WANG Lin

YANG Fengjiang

LU Lan

***Non-executive Directors:***

ZHOU Yunjie

Rosario STRANO

TAN Lixia

Marco MUSSITA

DENG Youcheng

CHOI Chi Kin, Calvin

***Independent Non-executive Directors:***

WONG Tin Yau, Kelvin

CHEN Hua

DAI Shuping

Simon CHEUNG

FANG Qiaoling

***Registered Address and***

***Address of Head Office:***

Building 3, No. 6 Qinling Road

Laoshan District

Qingdao, Shandong Province

PRC

***Hong Kong Registered***

***Office Address:***

31st Floor, Tower Two

Times Square

1 Matheson Street

Causeway Bay

Hong Kong

***To the Shareholders***

**GRANTING OF AUTHORIZATION TO PURCHASE DIRECTORS,  
SUPERVISORS AND OFFICERS LIABILITY INSURANCE AND  
PUBLIC OFFERING OF SECURITIES INSURANCE  
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION  
AND  
NOTICE OF 2018 FIRST EXTRAORDINARY GENERAL MEETING**

**I. INTRODUCTION**

Reference is made to the announcement of the Bank dated 24 August 2018 in relation to the proposed amendments to the Articles of Association. The Board of Directors invite you to attend the 2018 First EGM to be held at No. 6 Qinling Road, Laoshan District, Qingdao, Shandong Province, the PRC at 9:00 a.m. on Friday, 30 November 2018. This circular aims to provide more information on matters set out in the above announcement and the notice of the 2018 First EGM.

\* *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. MATTERS TO BE CONSIDERED AT THE 2018 FIRST EGM

#### 1. Resolution on the Granting of Authorization to Purchase Directors, Supervisors and Officers Liability Insurance and Public Offering of Securities Insurance

The Bank proposed the A Share Offering upon its successful listing on the Main Board of the Hong Kong Stock Exchange. In order to protect the legal rights and interests of the Directors, Supervisors and officers of the Bank and mitigate their exposure to performance risk, the Bank intends to take out liability insurance applicable to Directors, Supervisors and officers (the “**Directors Liability Insurance**”) and public offering of securities insurance in accordance with relevant domestic and overseas laws and regulations and with reference to industry practice, and proposes the following plan:

The insurance amount of the Directors Liability Insurance is not more than USD15 million for a term of 1 year, subject to annual renewal. The insurance amount of public offering of securities insurance is not more than USD15 million for a term of 6 years.

It is proposed at the EGM to authorize the Board to delegate its power to the chairman (with the right of further delegation) to deal with matters concerning the purchase of the Directors Liability Insurance and public offering of securities insurance, including but not limited to the determination of the insurer, the determination of the insured persons coverage, insurance amount, insurance premium and other insurance terms, the selection and appointment of the insurance agency or other intermediary, the execution of relevant legal documents, and the handling of other matters concerning taking out insurance, in compliance with the above plan, and to handle matters concerning insurance renewal or taking out a new insurance policy on or before the expiry of the Directors Liability Insurance policy in compliance with the above plan.

#### 2. Resolution on the Amendments to the Articles of Association of Bank of Qingdao Co., Ltd.

The Bank proposed to amend the Articles of Association in accordance with the requirements under the Interim Measures for the Equity Management of Commercial Banks and the Notice of the General Office of the CBRC on Effectively Completing the Work concerning the Implementation of the Interim Measures for the Equity Management of Commercial Banks.

At present, in addition to the Existing Effective Articles of Association, the Bank has formulated the Articles of Association of the Bank of Qingdao Co., Ltd. (the “**Articles of Association (A Shares)**”), which will be applicable after the A Share Offering. The Bank proposed to amend each of the Existing Effective Articles of Association and the Articles of Association (A Shares) accordingly. For details of the specific amendments, please refer to Appendix I and Appendix II of this circular.

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## LETTER FROM THE BOARD

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It is proposed at the EGM to consider and approve the amendments to the above-mentioned Articles of Association. The amended Articles of Association shall be effective upon the approval of the Chinese banking regulatory authorities. Meanwhile, it is proposed at the EGM to approve the authorization to the Board to delegate its power to the chairman (with the right of further delegation) to handle all matters related to the amendments to Articles of Association. Such matters include but are not limited to making necessary amendments or adjustments to the above-mentioned Articles of Association according to the opinions of the regulatory authorities as well as reporting to the banking regulatory authorities for approval and changing industrial and commercial registration, as required in making amendments to the above-mentioned Articles of Association, in due course according to the progress of the listing of A Shares of the Bank.

### III. RESPONSIBILITY STATEMENT

This circular, for which the Directors of the Bank 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 aspects 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 2018 FIRST EGM

The Bank intends to convene the 2018 First EGM at No. 6 Qinling Road, Laoshan District, Qingdao, Shandong Province, the PRC, at 9:00 a.m. on Friday, 30 November 2018 to consider and, if thought fit, to pass matters as set out in the notice of the 2018 First EGM. A notice, a form of proxy and a reply slip of the 2018 First EGM have been despatched to the Shareholders in accordance with the Hong Kong Listing Rules on 16 October 2018. The notice of the 2018 First EGM is set out on pages 13 to 14 of this circular.

If you intend to attend the 2018 First EGM, you are required to complete and return the reply slip to the Bank's H Share Registrar (for H Shareholder(s)) or the Bank's PRC registered office and principal place of business (for Domestic Shareholder(s)) on or before Friday, 9 November 2018.

Completion and return of the form(s) of proxy will not preclude you from attending and voting in person at the 2018 First EGM or at any adjournment, and failure to complete and return the reply slip does not affect the right of a Shareholder to attend and vote at the respective meeting.

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## LETTER FROM THE BOARD

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### CLOSURE OF REGISTER OF MEMBERS AND ELIGIBILITY TO ATTEND AND VOTE AT THE 2018 FIRST EGM

The share register of members of the Bank will be closed from Wednesday, 31 October 2018 to Friday, 30 November 2018 (both days inclusive), during which period no share transfer will be registered. In order to be eligible to attend and vote at the 2018 First EGM, H Shareholders 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 (address: Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong) no later than 4:30 p.m. on Tuesday, 30 October 2018. Shareholders whose name appears in the register of members of the Bank on Wednesday, 31 October 2018, will be eligible to attend and vote at the 2018 First EGM.

### V. METHODS OF VOTING AT THE 2018 FIRST EGM

Pursuant to the requirements of Rule 13.39(4) of the Hong Kong Listing Rules, voting by the Shareholders at the 2018 First EGM shall be taken by 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 to be proposed at the 2018 First EGM, and therefore no Shareholder is required to abstain from voting on any resolutions.

We wish to draw your attention that in accordance with Article 61 of the Articles of Association, if you pledge 50% or more of your equity interest held in the Bank, your voting right at the 2018 First EGM, will be subject to restrictions.

### VI. RECOMMENDATIONS

The Board (including the independent non-executive Directors) considers that the resolutions to be proposed at the 2018 First EGM are in the interests of the Bank and its Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favor of all resolutions to be proposed at the 2018 First EGM.

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

Shandong, the PRC, 8 November 2018

\* *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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**APPENDIX I      DETAILS OF AMENDMENTS TO THE ARTICLES OF  
ASSOCIATION OF BANK OF QINGDAO CO., LTD.**

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Original Clause	Amended Clause
<p><b>Article 60</b> A shareholder of the Bank shall have the following obligations (where these Articles provide otherwise in relation to the obligations of preference shareholders, such provisions shall prevail):</p> <p>(1) to abide by the laws, administrative regulations and these Articles;</p> <p>.....</p> <p>(7) shareholders, in particular the substantial shareholders, shall be required to support the capital planning formulated by the Board of Directors of the Bank so that the capital of the Bank can meet the regulatory requirements on an on-going basis. If the capital of the Bank fails to meet the regulatory requirements, it is required to develop a capital replenishment plan to increase capital adequacy ratio to meet regulatory requirements within a specified period of time, and capital is required to be replenished by means of increasing core capital. Under such circumstances, substantial shareholders may not obstruct the capital injection of other shareholders or the participation of new qualified shareholders.</p> <p>The substantial shareholders shall make a long term commitment in respect of capital replenishment to the Bank in writing, as part of the Bank's capital planning;</p> <p>(8) not to seek improper advantages or interfere with the decision-making rights and management rights entrusted to the Board of Directors and members of senior management in line with these Articles, and not to bypass the Board of Directors and senior management and directly intervene in the Bank's operations and management;</p>	<p><b>Article 60</b> A shareholder of the Bank shall have the following obligations (where these Articles provide otherwise in relation to the obligations of preference shareholders, such provisions shall prevail):</p> <p>(1) to abide by the laws, administrative regulations, <b><u>regulatory requirements</u></b> and these Articles;</p> <p>.....</p> <p>(7) shareholders, in particular the substantial shareholders, shall be required to support the capital planning formulated by the Board of Directors of the Bank so that the capital of the Bank can meet the regulatory requirements on an on-going basis. If the capital of the Bank fails to meet the regulatory requirements, it is required to develop a capital replenishment plan to increase capital adequacy ratio to meet regulatory requirements within a specified period of time, and capital is required to be replenished by means of increasing core capital. Under such circumstances, substantial shareholders may not obstruct the capital injection of other shareholders or the participation of new qualified shareholders.</p> <p>The substantial shareholders shall make a long term commitment in respect of capital replenishment to the Bank in writing, as part of the Bank's capital planning. <b><u>The substantial shareholders shall replenish the Bank with capital when necessary;</u></b></p> <p>(8) not to seek improper advantages or interfere with the decision-making rights and management rights entrusted to the Board of Directors and members of senior management in line with these Articles, and not to bypass the Board of Directors and senior management and directly intervene in the Bank's operations and management;</p>

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**APPENDIX I      DETAILS OF AMENDMENTS TO THE ARTICLES OF  
ASSOCIATION OF BANK OF QINGDAO CO., LTD.**

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Original Clause	Amended Clause
<p>(9) to assume other obligations required by the laws, administrative regulations, departmental rules, regulatory documents and these Articles.</p> <p>Shareholders shall not be liable for making any additional contribution to the share capital of the Bank other than according to the terms agreed by the subscriber of the share at the time of subscription.</p>	<p>(9) <u>Shareholders who shall have but have not been approved by the regulatory authorities or who have not reported to the regulatory authorities may not exercise the rights to request to convene a shareholders' general meeting, to vote, to nominate, to propose resolutions, to dispose, etc.;</u></p> <p><u>(10) For shareholders who made false statements, abused shareholders' rights or had other acts that jeopardize the interests of the Bank, the banking regulatory authority of the State Council or its local offices may restrict or prohibit such shareholders from conducting related party transactions, restrict their quota on holding the Bank's equity, on the proportion of equity pledge, etc., and may restrict their rights to request to convene a shareholders' general meeting, to vote, to nominate, to propose resolutions, to dispose, etc.;</u></p> <p><u>(11)</u> to assume other obligations required by the laws, administrative regulations, departmental rules, regulatory documents and these Articles.</p> <p>Shareholders shall not be liable for making any additional contribution to the share capital of the Bank other than according to the terms agreed by the subscriber of the share at the time of subscription.</p>

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**APPENDIX I      DETAILS OF AMENDMENTS TO THE ARTICLES OF  
ASSOCIATION OF BANK OF QINGDAO CO., LTD.**

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Original Clause	Amended Clause
<p><b>Article 313</b> Interpretation</p> <p>.....</p> <p>(4) “Substantial shareholders” herein means the shareholders who can directly, indirectly, or jointly hold or control more than 5% of the shares or voting rights of the Bank and have a significant impact upon the decision-making of the Bank.</p> <p>.....</p>	<p><b>Article 313</b> Interpretation</p> <p>.....</p> <p>(4) “Substantial shareholders” herein means the shareholders who <del>can directly, indirectly, or jointly</del> hold or control more than 5% of the shares or voting rights of the Bank, <b><u>or hold less than 5% of the total capital or total number of shares of the Bank but</u></b> and have a significant impact upon the <del>decision-making</del> <b><u>operations and management</u></b> of the Bank.</p> <p><b><u>The term “significant impact” in the preceding paragraph shall include, but not limited to, the nomination of directors, supervisors or senior management to the Bank, affection of the Bank’s financial, operation and management decisions through agreements or other means, and other circumstances identified by the banking regulatory authority of the State Council or its local offices.</u></b></p> <p>.....</p>

Original Clause	Amended Clause
<p><b>Article 60</b> A shareholder of the Bank shall have the following obligations (where these Articles provide otherwise in relation to the obligations of preference shareholders, such provisions shall prevail):</p> <p>(1) to abide by the laws, administrative regulations and these Articles;</p> <p>.....</p> <p>(7) shareholders, in particular the substantial shareholders, shall be required to support the capital planning formulated by the Board of Directors of the Bank so that the capital of the Bank can meet the regulatory requirements on an on-going basis. If the capital of the Bank fails to meet the regulatory requirements, it is required to develop a capital replenishment plan to increase capital adequacy ratio to meet regulatory requirements within a specified period of time, and capital is required to be replenished by means of increasing core capital. Under such circumstances, substantial shareholders may not obstruct the capital injection of other shareholders or the participation of new qualified shareholders.</p> <p>The substantial shareholders shall make a long term commitment in respect of capital replenishment to the Bank in writing, as part of the Bank's capital planning;</p> <p>(8) not to seek improper advantages or interfere with the decision-making rights and management rights entrusted to the Board of Directors and members of senior management in line with these Articles, and not to bypass the Board of Directors and senior management and directly intervene in the Bank's operations and management;</p> <p>(9) to assume other obligations required by the laws, administrative regulations, departmental rules, regulatory documents and these Articles.</p>	<p><b>Article 60</b> A shareholder of the Bank shall have the following obligations (where these Articles provide otherwise in relation to the obligations of preference shareholders, such provisions shall prevail):</p> <p>(1) to abide by the laws, administrative regulations, <b><u>regulatory requirements</u></b> and these Articles;</p> <p>.....</p> <p>(7) shareholders, in particular the substantial shareholders, shall be required to support the capital planning formulated by the Board of Directors of the Bank so that the capital of the Bank can meet the regulatory requirements on an on-going basis. If the capital of the Bank fails to meet the regulatory requirements, it is required to develop a capital replenishment plan to increase capital adequacy ratio to meet regulatory requirements within a specified period of time, and capital is required to be replenished by means of increasing core capital. Under such circumstances, substantial shareholders may not obstruct the capital injection of other shareholders or the participation of new qualified shareholders.</p> <p>The substantial shareholders shall make a long term commitment in respect of capital replenishment to the Bank in writing, as part of the Bank's capital planning. <b><u>The substantial shareholders shall replenish the Bank with capital when necessary;</u></b></p> <p>(8) not to seek improper advantages or interfere with the decision-making rights and management rights entrusted to the Board of Directors and members of senior management in line with these Articles, and not to bypass the Board of Directors and senior management and directly intervene in the Bank's operations and management;</p>

Original Clause	Amended Clause
<p>Shareholders shall not be liable for making any additional contribution to the share capital of the Bank other than according to the terms agreed by the subscriber of the share at the time of subscription.</p>	<p>(9) <u>Shareholders who shall have but have not been approved by the regulatory authorities or who have not reported to the regulatory authorities may not exercise the rights to request to convene a shareholders' general meeting, to vote, to nominate, to propose resolutions, to dispose, etc.;</u></p> <p>(10) <u>For shareholders who made false statements, abused shareholders' rights or had other acts that jeopardize the interests of the Bank, the banking regulatory authority of the State Council or its local offices may restrict or prohibit such shareholders from conducting related party transactions, restrict their quota on holding the Bank's equity, on the proportion of equity pledge, etc., and may restrict their rights to request to convene a shareholders' general meeting, to vote, to nominate, to propose resolutions, to dispose, etc.;</u></p> <p>(11) to assume other obligations required by the laws, administrative regulations, departmental rules, regulatory documents and these Articles.</p> <p>Shareholders shall not be liable for making any additional contribution to the share capital of the Bank other than according to the terms agreed by the subscriber of the share at the time of subscription.</p>

Original Clause	Amended Clause
<p><b>Article 313</b> Interpretation</p> <p>.....</p> <p>(4) “Substantial shareholders” herein means the shareholders who can directly, indirectly, or jointly hold or control more than 5% of the shares or voting rights of the Bank and have a significant impact upon the decision-making of the Bank.</p> <p>.....</p>	<p><b>Article 313</b> Interpretation</p> <p>.....</p> <p>(4) “Substantial shareholders” herein means the shareholders who <del>can directly, indirectly, or jointly</del> hold or control more than 5% of the shares or voting rights of the Bank, <b><u>or hold less than 5% of total capital or total number of shares of the Bank but</u></b> <del>and</del> have a significant impact upon the <del>decision-making</del> <b><u>operations and management</u></b> of the Bank.</p> <p><b><u>The term “significant impact” in the preceding paragraph shall include, but not limited to, the nomination of directors, supervisors or senior management to the Bank, affection of the Bank’s financial, operation and management decisions through agreements or other means, and other circumstances identified by the banking regulatory authority of the State Council or its local offices.</u></b></p> <p>.....</p>

# NOTICE OF 2018 FIRST EXTRAORDINARY GENERAL MEETING

*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 2018 FIRST EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the 2018 first extraordinary general meeting (the “**2018 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 Friday, 30 November 2018 for the purposes of considering and, if thought fit, passing the following resolutions:

### ORDINARY RESOLUTION

1. To consider and approve the resolution on the granting of authorization to purchase directors, supervisors and officers liability insurance and public offering of securities insurance

### SPECIAL RESOLUTION

2. To consider and approve the resolution on the amendments to the articles of association of Bank of Qingdao Co., Ltd.

The Bank will despatch the circular of the 2018 First EGM to shareholders on or before 8 November 2018.

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

Shandong, the PRC, 16 October 2018

*As at the date of this notice, 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 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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## NOTICE OF 2018 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 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 register of members and eligibility for attending and voting at the 2018 First EGM**

H shareholders are advised that the share register will be closed from Wednesday, 31 October 2018 to Friday, 30 November 2018 (both days inclusive). To be eligible for attending and voting at the 2018 First EGM, the transfer documents together with relevant share certificates and other appropriate documents must be deposited 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, 30 October 2018. Shareholders whose names appear on the register of members of the Bank on Wednesday, 31 October 2018 are entitled to attend and vote at the 2018 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 2018 First EGM shall be subject to restrictions.

3. **Reply slip**

Shareholders who intend to attend and vote at the 2018 First EGM in person or by proxy are required to complete and return the enclosed reply slip to the Bank's H share registrar (for H shareholder(s)) or the Bank's PRC registered office and principal place of business (for domestic shareholder(s)) on or before Friday, 9 November 2018. The reply slip may be delivered by hand, by post or by fax to Computershare Hong Kong Investor Services Limited, the Bank's H share registrar (for H shareholder(s)), or the Bank's PRC registered office and principal place of business (for domestic shareholder(s)).

In the event that shareholders do not return the reply slips, and the reply slips state that the number of shares with voting right represented by those shareholders intending to attend the 2018 First EGM does not amount to half of the total number of shares with voting right of the Bank, the 2018 First EGM may be adjourned.

4. **Proxy**

Any shareholder entitled to attend and vote at the 2018 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 2018 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 authorised in writing. For a corporate appointer, the proxy form must be affixed with the common seal or signed by its director or attorney duly authorised in writing. To be valid, the instrument appointing a proxy together with the power of attorney or other authorisation document (if any) or a notarially certified copy of that power of attorney or other authorisation 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 domestic shareholder(s)) not less than 24 hours before the designated time for the holding of the 2018 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 2018 First EGM or at any adjournment if he/she so wishes.

5. **Others**

- (1) The 2018 First EGM is estimated to last no longer than half 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,  
PRC  
Tel: +86 (532) 8570 9728  
Fax: +86 (532) 8578 3866