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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)

NOTICE OF 2016 SECOND EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2016 second extraordinary general meeting (the “**2016 Second EGM**”) of Bank of Qingdao Co., Ltd. (the “**Bank**”) will be held at Conference Hall, 4th Floor, No. 68 Hong Kong Middle Road, Shinan District, Qingdao, Shandong Province, the People’s Republic of China (the “**PRC**”), at 9:00 a.m. on Friday, October 14, 2016 for the purposes of considering and, if thought fit, passing the following resolutions:

ORDINARY RESOLUTIONS

1. resolution on the three-year dividend return plan after the initial public offering and listing of the A Shares of Bank of Qingdao Co., Ltd.;
2. resolution on the share price stabilising plan of the Company within three years after the initial public offering and listing of the A Shares of Bank of Qingdao Co., Ltd.;
3. resolution on the undertakings regarding information disclosure in the prospectus for the initial public offering and listing of the A Shares of Bank of Qingdao Co., Ltd.;
4. resolution on the dilution of current returns as a result of the initial public offering of the A Shares of Bank of Qingdao Co., Ltd. and the remedial measures;
5. resolution on the status report on the use of previously raised funds as of June 30, 2016;
6. resolution on the amendments to the Rules of Procedure of the General Meeting of Bank of Qingdao Co., Ltd.;
7. resolution on the amendments to the Rules of Procedure of the Board of Directors of Bank of Qingdao Co., Ltd.;
8. resolution on the amendments to the Rules of Procedure of the Board of Supervisors of Bank of Qingdao Co., Ltd.;

9. resolution on the appointment of the Directors of the sixth session of the Board of Directors of Bank of Qingdao Co., Ltd.:
 - 9.1 appointment of Mr. Choi Chi Kin, Calvin as a non-executive Director of the sixth session of the Board of Directors of Bank of Qingdao Co., Ltd. ;
 - 9.2 appointment of Ms. Lu Lan as an executive Director of the sixth session of the Board of Directors of Bank of Qingdao Co., Ltd. ;
 - 9.3 appointment of Ms. Dai Shuping as an independent non-executive Director of the sixth session of the Board of Directors of Bank of Qingdao Co., Ltd. ;

SPECIAL RESOLUTIONS

10. resolution on the proposal regarding the initial public offering and listing of the A Shares of Bank of Qingdao Co., Ltd.;
11. resolution on the use of the proceeds raised from the initial public offering and listing of the A Shares of Bank of Qingdao Co., Ltd.;
12. resolution on the proposal regarding the distribution of accumulated profit prior to the initial public offering and listing of the A Shares of Bank of Qingdao Co., Ltd.;
13. resolution on the authorisation to handle specific matters regarding the initial public offering and listing of the A Shares;
14. resolution on the amendments to the Articles of Association of Bank of Qingdao Co., Ltd.

The Bank will despatch the circular regarding the 2016 Second EGM to shareholders on or before September 28, 2016.

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

Shandong, PRC, August 26, 2016

As at the date of this notice, the Board of Directors comprises Mr. Guo Shaoquan, Mr. Wang Lin and Mr. Yang Fengjiang as executive Directors; Mr. Zhou Yunjie, Mr. Rosario Strano, Mr. Wang Jianhui, Ms. Tan Lixia and Mr. Marco Mussita as non-executive Directors; Mr. Wang Zhuquan, Mr. Du Wenhe, Mr. Wong Tin Yau, Kelvin and Mr. Chen Hua 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.*

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 2016 Second EGM

H Shareholders are advised that the H share register will be closed from Wednesday, September 14, 2016 to Friday, October 14, 2016 (both days inclusive). To be eligible for attending and voting at the 2016 Second 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 1712-16, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong by no later than 4:30 p.m. on Tuesday, September 13, 2016. Shareholders whose names appear on the register of members of the Bank at the close of business on Wednesday, September 14, 2016 are entitled to attend and vote at the 2016 Second EGM. Pursuant to the requirement of the Articles of Association of the Bank, where a shareholder pledges 50% or more of his/her equity interests in the Bank, the voting rights of such shareholder at the 2016 Second EGM shall be subject to restrictions.

3. Reply slip

Shareholders who intend to attend and vote at the 2016 Second 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, September 23, 2016. 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)). Completion and return of the reply slip do not affect the right of a shareholder to attend and vote at the 2016 Second EGM.

However, 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 2016 Second EGM does not amount to half of the total number of shares with voting right of the Bank, the 2016 Second EGM may be adjourned.

4. Proxy

Any shareholder entitled to attend and vote at the 2016 Second EGM is entitled to appoint one or more persons (whether such person is a shareholder of the Bank or not) as his/her proxy or proxies to attend and vote on his/her behalf at the 2016 Second EGM. As far as all joint shareholders of any shares are concerned, only the joint shareholder whose name appears first in the share register of members has the right to receive the share certificate of the relevant shares from the Bank, to receive notices of the Bank and any notice served on such a shareholder shall be treated as having been served on all the other joint shareholders of those shares. In the case of joint shareholders, any one shareholder may sign the proxy form(s). 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 2016 Second EGM or any adjournment thereof. Completion and return of the form(s) of proxy will not preclude shareholders from attending and voting in person at the 2016 Second EGM or at any adjournment if he/she so wishes.

5. Others

(1) The 2016 Second 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 8628
Fax: (852) 2865 0990

Address of the PRC registered office and principal place of business of the Bank:

No. 68 Hong Kong Middle Road,
Shinan District,
Qingdao,
Shandong Province,
PRC