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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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2016 annual general meeting (the “**2016 AGM**”) 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 Thursday, 11 May 2017 for the purposes of considering and, if thought fit, passing the following resolutions:

ORDINARY RESOLUTIONS

1. to consider and approve the work report of the board of directors of Bank of Qingdao Co., Ltd. for 2016
2. to consider and approve the work report of the board of supervisors of Bank of Qingdao Co., Ltd. for 2016
3. to consider and approve the final financial accounts of Bank of Qingdao Co., Ltd. for 2016
4. to consider and approve the profit distribution plan of Bank of Qingdao Co., Ltd. for 2016
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
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.
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.
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)
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.

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)
11. to consider and approve the resolution on change of independent non-executive directors of the sixth session of the board of directors of Bank of Qingdao Co., Ltd.
12. to consider and approve the special report on related party transactions of Bank of Qingdao Co., Ltd. for 2016

SPECIAL RESOLUTIONS

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.
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
15. to consider and approve the resolution on the amendments to the Articles of Association of Bank of Qingdao Co., Ltd.
16. to consider and approve the resolution on the amendments to the Articles of Association of Bank of Qingdao Co., Ltd. (A shares)
17. to consider and approve the resolution on the general mandate for the issue of shares by Bank of Qingdao Co., Ltd.

Others

In addition, Shareholders will listen to the Evaluation Report on the Performance of Duties by the Board and Directors of Bank of Qingdao Co., Ltd. for 2016 and the Evaluation Report on the Performance of Duties by Supervisors of the Bank of Qingdao Co., Ltd. for 2016 at the 2016 AGM.

The Bank will despatch the circular of the 2016 AGM to shareholders on or before 20 April 2017.

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

Shandong, PRC, 27 March 2017

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, 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 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 AGM

H Shareholders are advised that the share register will be closed from Tuesday, 11 April 2017 to Thursday, 11 May 2017 (both days inclusive). To be eligible for attending and voting at the 2016 AGM, 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 Monday, 10 April 2017. Shareholders whose names appear on the register of members of the Bank at the close of business on Tuesday, 11 April 2017 are entitled to attend and vote at the 2016 AGM. 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 AGM shall be subject to restrictions.

3. Arrangement on dividend distribution

The board of directors of the Bank has recommended the distribution of a final cash dividend of RMB0.20 (inclusive of tax) per share for the year ended 31 December 2016, amounting to a total of RMB811,742,549.80 (inclusive of tax). Subject to approval of the proposal at the 2016 AGM, the dividend will be paid to domestic shareholders and H Shareholders whose names appear on the register of members of the Bank on Monday, 22 May 2017. The proposed dividends payable are denominated in Renminbi, and will be paid to domestic shareholders in Renminbi and H Shareholders in Hong Kong dollars. Calculation of the exchange rate for dividends payable in Hong Kong dollars will be based on the average of central parity rates of Renminbi to Hong Kong dollars 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 dividend at the 2016 AGM (including the day the 2016 AGM will be held).

4. Closure of register of members and eligibility for final dividend distribution

The H share register of the Bank will be closed from Wednesday, 17 May 2017 to Monday, 22 May 2017 (both days inclusive). In order to be entitled to the final dividend 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 1712-16, 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 final dividend distribution.

5. Reply slip

Shareholders who intend to attend and vote at the 2016 AGM 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, 21 April 2017. 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 2016 AGM does not amount to half of the total number of shares with voting right of the Bank, the 2016 AGM may be adjourned.

6. Proxy

Any shareholder entitled to attend and vote at the 2016 AGM 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 AGM. 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 AGM 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 AGM or at any adjournment if he/she so wishes.

7. Others

- (1) The 2016 AGM 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:

No. 68 Hong Kong Middle Road,
Shinan District,
Qingdao,
Shandong Province,
PRC
Telephone: +86 (532) 8570 9728
Fax: +86 (532) 8570 9725