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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)

**ANNOUNCEMENT
NOMINATION OF EXECUTIVE DIRECTOR AND
PROPOSED APPOINTMENT OF PRESIDENT
NOMINATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND CERTAIN RULES OF PROCEDURE**

Nomination of Executive Director and Proposed Appointment of President

The board of directors (the “**Board**”) of Bank of Qingdao Co., Ltd. (the “**Bank**”) is pleased to announce that the Board considered and approved the relevant resolution on 18 January 2023, nominating Mr. Wu Xianming (“**Mr. Wu**”) as a candidate for executive director of the eighth session of the Board, and proposing to appoint Mr. Wu as chairman of the Risk Management and Consumer Rights Protection Committee, a member of the Strategy Committee, a member of the Nomination Committee and a member of the Network Security and Information Technology Committee of the eighth session of the Board. The appointment of Mr. Wu as an executive director of the Bank shall be submitted to the general meeting of the Bank for consideration. After being considered and approved by the general meeting of the Bank, it will be submitted to the Qingdao Office of the China Banking and Insurance Regulatory Commission (the “**Qingdao Office of CBIRC**”) for approval on his qualification for office. His term of office shall commence from the date of approval on his qualification by the Qingdao Office of CBIRC until the expiry of the term of office of the eighth session of the Board. Mr. Wu’s appointment as a member of the above-mentioned special committees of the Board shall become effective from the date of approval on his qualification as a director by the Qingdao Office of CBIRC.

On the same day, the Board also considered and approved the relevant resolution, proposing to appoint Mr. Wu as president of the Bank. His qualification as the president shall be subject to the approval by the Qingdao Office of CBIRC and his term of office shall commence from the date of approval on his qualification by the Qingdao Office of CBIRC until the expiry of the term of office of the eighth session of the Board.

The biographical details of Mr. Wu which are required to be disclosed pursuant to Rule 13.51(2) of the Rules Governing the listing of Securities on The Stock Exchange of Hong Kong Limited (“**Listing Rules**”) are as follows:

Mr. Wu Xianming, born in April 1972, has obtained his bachelor’s degree in economics from Renmin University of China and master’s degree in economics from Shenzhen Financial and Engineering School of Nankai University (南開大學深圳金融工程學院). He is a senior economist.

Mr. Wu worked at Agricultural Bank of China from July 1995 to December 2022. From July 1995 to December 2008, he sequentially served as an officer of the personnel division, associate chief officer of the personnel and education division, deputy director (presiding over the section) of organization cadres section under the personnel and education division and director of organization cadres section under the personnel division, deputy director of the party committee organization department, vice general manager of the human resources department, deputy director of the party committee office/office, deputy director of the party committee publicity department (presiding over the department), director of the party committee office/office, and director of the party committee publicity department of Agricultural Bank of China Shenzhen Branch (中國農業銀行深圳市分行). From December 2008 to August 2014, he has served as the secretary of the party committee and president of Agricultural Bank of China Shenzhen Guomao Branch (中國農業銀行深圳市國貿支行). From August 2014 to September 2016, he has sequentially served as principal and general manager of credit administration department of Agricultural Bank of China Shenzhen Branch (中國農業銀行深圳市分行), a member and the secretary of the party committee and president of Agricultural Bank of China Shenzhen Bao'an Branch (中國農業銀行深圳市寶安支行). From September 2016 to August 2021, he has served as a member of the party committee and vice president of Agricultural Bank of China Qingdao Branch (中國農業銀行青島市分行). From August 2021 to December 2022, he has served as a member of the party committee and vice president of Agricultural Bank of China Tibet Autonomous Region Branch (中國農業銀行西藏自治區分行).

The Bank will enter into a service contract with Mr. Wu. During his tenure as an executive director of the Bank, Mr. Wu's remuneration shall be determined in accordance with the administrative measures on the remuneration and performance of senior management of the Bank, which mainly consists of basic remuneration, performance-based remuneration, welfare income, etc. Among which, the performance-based remuneration shall be determined according to the completion of the Bank's performance and the individual's annual assessment results and be paid upon consideration and approval by the Board. Mr. Wu will not receive additional director allowance from the Bank for serving as an executive director of the Bank.

Save as disclosed above, Mr. Wu 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 of the Bank nor any interest in the shares of the Bank within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed in this announcement, Mr. Wu 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 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 of the Bank.

Nomination of Independent Non-executive Director

The Board has considered and approved the relevant resolution on 18 January 2023 to nominate Mr. Cheung Man Chor, Elton (“**Mr. Cheung**”) as a candidate for independent non-executive director of the eighth session of the Board, and to propose the appointment of Mr. Cheung as the chairman of the Nomination Committee and the member of each of the Remuneration Committee and the Audit Committee under the eighth session of the Board. The appointment of Mr. Cheung as an independent non-executive director of the Bank shall be submitted to the general meeting of the Bank for consideration. After being considered and approved by the general meeting of the Bank, his qualification for office is still subject to the approval of the Qingdao Office of CBIRC. His term of office shall commence from the date of approval on his qualification by the Qingdao Office of CBIRC until the expiry of the term of office of the eighth session of the Board. The appointment of Mr. Cheung as the chairman and a member of respective committees under the Board shall take effect upon the approval of Mr. Cheung’s qualification by the Qingdao Office of CBIRC.

The biographical details of Mr. Cheung which are required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules are set out as follows:

Mr. Cheung Man Chor, Elton, born in September 1972, obtained double bachelor’s degree in economics and law from the University of Sydney in Australia. He is qualified to practice law in Hong Kong, England and Wales, and New South Wales, Australia and licensed to carry out Type 1 (dealing in securities), Type 4 (advising on securities) and Type 9 (asset management) by The Securities and Futures Commission of Hong Kong.

Mr. Cheung joined Herbert Smith Freehills as a solicitor in May 1997. He served as a senior attorney in Freshfields Bruckhaus Deringer from January 1998 to September 2006; successively served as a senior legal counsel for Asia Pacific region of private investment management division under the law compliance department, managing director and chief legal officer of Greater China and managing director of corporate governance department and chief operating officer of China in Morgan Stanley from September 2006 to April 2017; and served as a senior partner and chief executive officer in JIDA Capital from February 2018 to August 2020. Mr. Cheung has served as a chief strategy officer and chief legal officer of VMS Group from May 2021 to present and acted as a group partner since April 2022.

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.

Save as disclosed above, 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, and he does not have any relationship with any other directors, supervisors, members of senior management, substantial shareholders or controlling shareholders of the Bank nor any interest in any shares of the Bank within the meaning under Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

The Bank believes that Mr. Cheung meets the independence requirements set out in Rule 3.13 of the Listing Rules.

Save as disclosed in this announcement, Mr. Cheung 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 Listing Rules, nor any matters that are required to be disclosed under the abovementioned rules 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 of the Bank.

Proposed Amendments to the Articles of Association and Certain Rules of Procedure

The Board has considered and approved, among others, the relevant resolutions on the proposed amendments to the Articles of Association of Bank of Qingdao Co., Ltd. (the “**Articles of Association**”), the Rules of Procedure for the Shareholders’ General Meetings of Bank of Qingdao Co., Ltd. (“**Rules of Procedure for the Shareholders’ General Meetings**”) and the Rules of Procedure of the Board of Directors of Bank of Qingdao Co., Ltd. (“**Rules of Procedure of the Board of Directors**”) on 18 January 2023. On the same day, the board of supervisors of the Bank (the “**Board of Supervisors**”) considered and approved the relevant resolution on the proposed amendments to the Rules of Procedure of the Board of Supervisors of Bank of Qingdao Co., Ltd. (“**Rules of Procedure of the Board of Supervisors**”).

The Board has agreed to the amendments to the Articles of Association, and has agreed to propose to the general meeting to consider and approve the amendments by way of special resolution. The amendments to the Articles of Association shall come into effect subject to the approval from the banking regulatory authority. Meanwhile, the Board has agreed to authorize the chairman of the Board to handle all matters in relation to the amendments to the Articles of Association. Such matters shall include, but not be limited to, making appropriate and necessary amendments or adjustments to the Articles of Association based on the opinions of the regulatory authorities, and completing necessary procedures with banking regulatory authority for approval and business registration, filing and other matters as required for the amendments to the Articles of Association.

The Board has agreed to the amendments to the Rules of Procedure for the Shareholders’ General Meetings, and has agreed to propose to the general meeting to consider and approve the amendments by way of special resolution. The amended Rules of Procedure for the Shareholders’ General Meetings shall come into effect together with the amended Articles of Association upon consideration and approval at the general meeting of the Bank. Meanwhile, the Board has agreed to authorize the chairman of the Board to make appropriate and necessary amendments or adjustments to the amendments of the Rules of Procedure for the Shareholders’ General Meetings in accordance with the opinions of the relevant regulatory authorities and the actual situation of the Bank.

The Board has agreed to the amendments to the Rules of Procedure of the Board of Directors, and has agreed to propose to the general meeting to consider and approve the amendments by way of special resolution. The amended Rules of Rules of Procedure of the Board of Directors shall come into effect together with the amended Articles of Association upon consideration and approval at the general meeting of the Bank. Meanwhile, the Board has agreed to authorize the chairman of the Board to make appropriate and necessary amendments or adjustments to the amendments of the Rules of Procedure of the Board of Directors in accordance with the opinions of the relevant regulatory authorities and the actual situation of the Bank.

The Board of Supervisors has agreed to the amendments to the Rules of Procedure of the Board of Supervisors, and has agreed to propose to the general meeting to consider and approve the amendments by way of special resolution. The amended Rules of Procedure of the Board of Supervisors shall come into effect together with the amended Articles of Association upon consideration and approval at the general meeting of the Bank. Meanwhile, the Board of Supervisors has agreed to authorize the chief supervisor to make appropriate and necessary amendments or adjustments to the amendments of the Rules of Procedure of the Board of Supervisors in accordance with the opinions of the relevant regulatory authorities and the actual situation of the Bank.

A circular containing, among others, the details of the nomination of Mr. Wu as an executive director, the nomination of Mr. Cheung as an independent non-executive director, the proposed amendments to the Articles of Association, the Rules of Procedure for the Shareholders' General Meetings, the Rules of Procedure for the Board of Directors and the Rules of Procedure for the Board of Supervisors, together with the notice convening an extraordinary general meeting to approve the above matters, will, where reasonably practicable, be dispatched to the shareholders of the Bank in due course.

By order of the Board
Bank of Qingdao Co., Ltd.*
Jing Zailun
Chairman

Qingdao, Shandong Province, the PRC
18 January 2023

As at the date of this announcement, the Board comprises Mr. Jing Zailun and Mr. Liu Peng as executive directors; Mr. Zhou Yunjie, Mr. Rosario Strano, Ms. Tan Lixia, Mr. Marco Mussita and Mr. Deng Youcheng as non-executive directors; Mr. Simon Cheung, Ms. Fang Qiaoling, Mr. Tingjie Zhang, Mr. Xing Lecheng and Mr. Zhang Xu 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 Laws of Hong Kong), not subject to the supervision of the Hong Kong Monetary Authority, and not authorized to carry on banking and/or deposit-taking business in Hong Kong.*