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# WEIHAI BANK CO., LTD.\* 威海銀行股份有限公司\*

(A joint stock company incorporated in the People's Republic of China with limited liability) (Stock Code: 09677)

# NOTICE OF 2025 FIRST EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the 2025 first extraordinary general meeting (the "2025 First Extraordinary General Meeting") of Weihai Bank Co., Ltd.\* (the "Bank") will be held at the Conference Room, 3/F, Weihai Bank Digital Financial Center, No. 137A, Qingdao North Road, Weihai City, Shandong Province, the PRC on Monday, September 29, 2025 at 9:00 a.m. Unless otherwise defined, capitalised terms used in this notice shall have the same meanings as those defined in the circular of the Bank dated September 14, 2025 (the "Circular").

The following resolutions shall be considered and, if thought fit, approved by the Shareholders of the Bank at the 2025 First Extraordinary General Meeting:

#### **Special Resolutions**

- 1. To consider and approve item by item the following items of the resolution regarding the Proposed Issuance of Domestic Shares to Specific Target Placees:
  - 1.1 Type and par value of Shares to be issued
  - 1.2 Number of Shares to be issued
  - 1.3 Target placees
  - 1.4 Pricing and total proceeds
  - 1.5 Method of Issuance
  - 1.6 Timing of Issuance
  - 1.7 Use of proceeds
  - 1.8 Distribution of retained profit
  - 1.9 Lock-up arrangement
  - 1.10 Validity period

- 2. To consider and approve item by item the following items of the resolution regarding the Proposed Non-public Issuance of H Shares:
  - 2.1 Type and par value of Shares to be issued
  - 2.2 Number of Shares to be issued
  - 2.3 Target placees
  - 2.4 Pricing and total proceeds
  - 2.5 Method of Issuance
  - 2.6 Timing of Issuance
  - 2.7 Use of proceeds
  - 2.8 Distribution of retained profit
  - 2.9 Validity period
  - 2.10 Listing arrangement
- 3. To consider and approve the resolution regarding the Authorization of the Board of Directors to Complete the Matters Related to the Proposed Issuance of Domestic Shares to Specific Target Placees and the Non-public Issuance of H Shares
- 4. To consider and approve the resolution regarding the Proposed Changes in Registered Capital and Consequential Amendments to the Relevant Provisions of the Articles of Association after the Completion of the Issuance
- 5. To consider and approve the resolution on Proposed Amendments to the Articles of Association

## **Ordinary Resolutions**

- 6. To consider and approve the resolution regarding the Entry into of the Domestic Shares Subscription Agreements and the Connected Transaction in Respect of the Subscription of Domestic Shares by the Shandong Hi-Speed Subscribers
- 7. To consider and approve the resolution regarding the Proposed Dissolution of the Board of Supervisors

# Ordinary Resolutions (Cumulative Votes (Note 6))

8. To consider and approve the resolution regarding the Proposed Change of Directors

Weihai Bank Co., Ltd.\*
Board of Directors

Weihai, the PRC September 14, 2025

As at the date of this notice, the Board of the Bank comprises Mr. MENG Dongxiao, Mr. ZHANG Wenbin, Mr. LU Jiliang and Mr. JIANG Yi as executive Directors; Mr. CHEN Xiaojun, Mr. ZHAO Bing, Mr. JIAO Weifeng, Mr. KANG Jian and Ms. LI Jie as non-executive Directors; Mr. FAN Chi Chiu, Mr. WANG Yong, Ms. SUN Zuying, Mr. YANG Yunhong and Mr. PENG Feng as independent non-executive Directors.

\* Weihai Bank 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 on banking and/or deposit-taking business in Hong Kong.

#### Notes:

1. For more information on the resolutions mentioned above, please refer to the Circular.

## 2. Registration Procedures for Attending the 2025 First Extraordinary General Meeting

Individual Shareholders who wish to attend the meeting in person shall produce their identity cards or other effective document(s) or proof of identity and stock account cards. Proxies of individual Shareholders shall produce their effective document of identity and proxy form. A corporate Shareholder should attend the meeting by its legal representative or proxy appointed by the legal representative. A legal representative who wishes to attend the meeting should produce his/her identity card or other valid document(s) evidencing his/her capacity as a legal representative. If being appointed to attend the meeting, the proxy should produce his/her identity card and an authorization instrument duly signed by the legal representative of the corporate Shareholder.

#### 3. Proxy

Any Shareholder entitled to attend and vote at the 2025 First Extraordinary General Meeting is entitled to appoint one or more person(s) (if the Shareholder holds two or more issued Shares), whether such person(s) is a Shareholder of the Bank or not, to act as his/her/its proxy or proxies to attend and vote on his/her/its behalf at the 2025 First Extraordinary General Meeting. The instrument appointing a proxy must be signed by the Shareholder or his/her attorney duly authorized in writing. For a corporate Shareholder, the proxy instrument must be affixed with the common seal or signed by its director or attorney duly authorized in writing. If the instrument appointing the proxy is signed by a person authorized by the appointer, the power of attorney or other authorization documents under which the instrument is signed must be notarized and shall be deposited together and at the same time with the instrument appointing the proxy. To be valid, the proxy form together with a copy of the notarized power of attorney or other authorization documents must be delivered to the Bank's H Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (in case of H Shareholders) or the office of the Board at Room 2309, No. 137A, Qingdao North Road, Weihai City, Shandong Province, the PRC (in case of Domestic Shareholders) not later than 24 hours before the fixed time (i.e. 9:00 a.m. on Sunday, September 28, 2025) of holding the 2025 First Extraordinary General Meeting or any adjournment thereof (as the case may be). In case of registered joint holders of any Shares, any one of the registered joint holders can vote on such Shares at the 2025 First Extraordinary General Meeting in person or by proxy as if he/she is the only

holder entitled to vote. If more than one registered joint holders attend the 2025 First Extraordinary General Meeting in person or by proxy, only the vote of the person whose name appeared first in the register of members of the Bank relating to such Shares (in person or by proxy) will be accepted as the sole and exclusive vote of the joint holders. Completion and return of the proxy form and instrument appointing the proxy will not preclude you from attending and voting in person at the 2025 First Extraordinary General Meeting or any adjournment thereof should you so wish, in this case, the instrument appointing the proxy shall be deemed to be revoked.

## 4. Closure of Register of Members

The Bank's register of members will be closed from Saturday, September 27, 2025 to Monday, September 29, 2025 (both days inclusive). The Shareholder(s) whose name(s) appear(s) in the Bank's register of Shareholders on Monday, September 29, 2025 shall be entitled to attend and vote at the 2025 First Extraordinary General Meeting. For a Shareholder to be eligible for attending and voting at the 2025 First Extraordinary General Meeting, all transfer document(s) together with the relevant share certificates and other appropriate document(s) shall be delivered to our Bank's H Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for the H Shareholders) or the office of the Board of the Bank at Room 2309, No. 137A, Qingdao North Road, Weihai City, Shandong Province, the PRC (for the Domestic Shareholders) no later than 4:30 p.m. on Friday, September 26, 2025.

#### 5. Publication of Poll Results

Pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Hong Kong Listing Rules"), all resolutions at the 2025 First Extraordinary General Meeting will be voted by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted only by a show of hands). The results of poll will be published on the website of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the website of the Bank (www.whccb.com) in accordance with the Hong Kong Listing Rules.

#### 6. Cumulative Voting System

No ballot will be cast "For", "Against" or "Abstain" in cumulative voting. You may fill in the corresponding voting right in the "Cumulative Votes" column against the name of each candidate. The lowest votes will be nil and the highest will be the maximum voting right owned under the resolution and unnecessarily the integral multiples of the number of shares held by you. You may either cast all your votes to one of the proposed candidates, or cast them equally or diversely to more than one of the proposed candidates.

Please note: the total number of your votes cast on the candidates shall not exceed the aggregate number of votes to which you are entitled. When the total votes cast by you on certain candidates exceeds the total votes to which you are entitled, all the votes you have cast will become invalid and be regarded as abstain. When the total votes cast by you for certain candidates are less than the total votes to which you are entitled, the votes are valid and the remaining votes will be regarded as abstain.

#### 7. Miscellaneous

The 2025 First Extraordinary General Meeting is expected to last for no more than half a day. Shareholders who attend the meeting in person or by proxy shall bear their own expenses on traveling, dining, and accommodation.