



**WEIHAI BANK CO., LTD.\***  
**威海银行股份有限公司\***

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

**(Stock Code: 09677)**

**PROXY FORM**

**FOR THE 2025 FIRST EXTRAORDINARY GENERAL MEETING  
 TO BE HELD ON MONDAY, SEPTEMBER 29, 2025 (OR ANY ADJOURNMENT THEREOF)**

Number of shares to which this Proxy Form relates <sup>(Note 1)</sup>	
Class of shares (H Shares or Domestic Shares) to which this Proxy Form relates <sup>(Note 1)</sup>	

I/We<sup>(Note 2)</sup> \_\_\_\_\_  
 of \_\_\_\_\_  
 (address as shown in the register of members) being the holder(s) of \_\_\_\_\_  
 domestic shares (the "Domestic Shares")/H shares (the "H Shares")<sup>(Note 3)</sup> of RMB1.00 each of Weihai Bank Co., Ltd.\*  
 (the "Bank") hereby appoint the Chairman of the meeting or<sup>(Note 4)</sup> \_\_\_\_\_  
 of \_\_\_\_\_

as my/our proxy(ies) to attend, act and vote for me/us and on my/our behalf at the 2025 first extraordinary general meeting of the Bank (the "2025 First Extraordinary General Meeting") to 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. or any adjournment thereof as hereunder indicated in respect of the resolutions set out in the notice of the 2025 First Extraordinary General Meeting, and, if no such indication is given, as my/our proxy(ies) think(s) fit.

Unless otherwise stated, terms used in the notice of the 2025 First Extraordinary General Meeting dated September 14, 2025 in connection with the resolutions below shall have the same meaning when used herein.

SPECIAL RESOLUTIONS		FOR <sup>(Note 5)</sup>	AGAINST <sup>(Note 5)</sup>	ABSTAIN <sup>(Note 5)</sup>
1.	To consider and approve item by item the following items of the resolution regarding the Proposed Issuance of Domestic Shares to Specific Target Places:	/		
1.1	Type and par value of Shares to be issued			
1.2	Number of Shares to be issued			
1.3	Target places			
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			

SPECIAL RESOLUTIONS		FOR <sup>(Note 5)</sup>	AGAINST <sup>(Note 5)</sup>	ABSTAIN <sup>(Note 5)</sup>
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 places			
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 Places 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			
<b>ORDINARY RESOLUTIONS</b>		<b>FOR<sup>(Note 5)</sup></b>	<b>AGAINST<sup>(Note 5)</sup></b>	<b>ABSTAIN<sup>(Note 5)</sup></b>
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			
<b>ORDINARY RESOLUTIONS (BY WAY OF CUMULATIVE VOTING)</b>		<b>CUMULATIVE VOTE<sup>(Note 6)</sup></b>		
8.	To consider and approve the appointment of the following nominated persons as non-executive Directors of the Ninth Session of the Board of the Bank:			
(1)	To appoint Mr. GUO Youhui as a non-executive Director			
(2)	To appoint Mr. ZHOU Liang as a non-executive Director			

Date: \_\_\_\_\_ 2025

Signature(s)<sup>(Note 7)</sup>: \_\_\_\_\_

**Notes:**

- Please insert the number of shares registered in your name(s) to which this proxy form relates. If no number is inserted, this proxy form will be deemed to relate to all the shares in the Bank registered in your name(s). Please also insert the class of shares (H shares or domestic shares) to which this proxy form relates.
- Please insert your full name(s) and address(es) (as shown in the register of members) in BLOCK LETTERS.
- Please insert the number of H Shares or Domestic Shares registered in your name(s) and delete as appropriate.
- If any proxy other than the Chairman of the meeting is preferred, delete the words "the Chairman of the meeting or" and insert the name and address of the proxy desired in the space provided. A shareholder may appoint one or more proxies to attend and vote on his/her behalf. A proxy need not be a shareholder of the Bank. A proxy of a shareholder who has appointed more than one proxy may only vote on a poll. **ANY ALTERATION MADE TO THIS PROXY FORM MUST BE DULY INITIALED BY THE PERSON WHO SIGNS IT.**

5. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE TICK IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE TICK IN THE BOX MARKED "AGAINST". IF YOU WISH TO ABSTAIN FROM VOTING ON ANY RESOLUTION, TICK IN THE BOX MARKED "ABSTAIN".** The shares "abstained" from voting will be counted in the calculation of the required majority. Where there are ballots on which the words are not filled in, wrongly filled in or unintelligible or the ballots that are not voted, the voters shall be regarded as having relinquished their voting rights and the voting results of their shares shall be regarded as "abstention". If you do not indicate how you wish your proxy to vote, your proxy will be entitled to exercise his/her discretion. Unless you have indicated otherwise in this proxy form, your proxy will also be entitled to vote at his/her discretion on any resolution properly put forward at the Extraordinary General Meeting.

6. Please note that,

According to Article 120 of the Articles of Association of the Bank, if the shares with voting rights held by controlling Shareholders exceed 30% of the Bank's total shares, the Shareholders' general meeting shall apply the cumulative voting system in the election of Directors and Supervisors. The cumulative voting system as aforesaid means that at a shareholders' general meeting, where Directors or Supervisors are elected, each share is entitled to the same number of votes as the number of Directors or Supervisors to be elected, and shareholders may cast all their votes on a particular candidate. As such, the cumulative voting system is adopted at the Meeting for the election of Directors, so that each share held by any shareholder who is going to vote shall have the same number of votes as the number of Directors to be elected. A shareholder may cast all his/her votes on a particular candidate or on multiple candidates. Please follow the instructions below when you cast your votes:

- (i) In relation to resolution No. 8, for every share held by you, you shall have the same number of voting rights which equals to the number of Directors to be elected. For instance, if you are holding 1 million shares and 2 non-executive Directors will be elected for resolution No. 8, the aggregate number of shares with votes which you are entitled will be 2 million shares (i.e. 1 million shares  $\times$  2 = 2 million shares) regarding resolution No. 8.
- (ii) Additionally, please note that you may cast your votes on every candidate of Director which equals to the number of shares held by you. You may also cast all your votes, which represent the total number of shares held by you multiplied by the total number of Directors to be elected, on one candidate; or cast your votes which represent the total number of shares held by you multiplied by the total number of Directors to be elected on certain candidates.
- (iii) When the total votes, represented by the shares held by you multiplied by the number of Directors to be elected, are used up after voting for certain candidates, you will have no votes remaining to be cast on other candidates. i.e., the total number of your votes cast shall not exceed the aggregate number of votes to which you are entitled.
- (iv) Please note with particular attention that 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.
- (v) Where the "For" votes cast for a particular candidate of Director are more than half of the total number of shares with voting rights held by all shareholders attending the meeting (in respect of the number of shares before cumulation), such candidate will be considered to have been elected. Where the number of elected Directors at the meeting is less than the number of Directors that shall be elected, then a second round of election should be held for the unelected candidates of Directors. If the abovementioned requirement has not been satisfied after the second election, the Bank shall convene another shareholders' general meeting for the election of Directors to fill up the vacancies.
- (vi) When a new round of Director election is held pursuant to (v) above, the cumulation of votes should be re-calculated based on the number of Directors to be elected during such round of election.

7. This proxy form must be in writing under the hand of the shareholder or his/her attorney duly authorized in writing. For a corporate shareholder, this proxy form must be affixed with the common seal or signed by its director or attorney duly authorized or other persons in charge.

8. Where there are joint holders of any shares, any one of such persons may vote at the Extraordinary General Meeting, either in person or by proxy, in respect of such shares as if he/she were solely entitled thereto. However, if more than one of such joint holders is present at the Extraordinary General Meeting, either in person or by proxy, then one of the said persons so present whose name stands first in the register of members in respect of such shares shall alone be entitled to vote in respect thereof.

9. The proxy form (together with a notarially certified copy of the power of attorney or other authority (if any) if this proxy form is signed by a person on behalf of the appointor) must be delivered by H Shareholders to the H Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (for 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 Domestic Shareholders) not later than 24 hours before the time for holding the Extraordinary General Meeting or any adjournment thereof.

10. You are reminded that completion and return of this proxy form will not preclude you from attending and voting in person at the Extraordinary General Meeting or any adjournment thereof if you so wish.

\* *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/deposit-taking business in Hong Kong.*