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(Stock code: 11)

ANNOUNCEMENT

CONTINUING CONNECTED TRANSACTIONS

Renewal of continuing connected transactions

Reference is made to the Company's announcement dated 21 June 2016 in which the Company disclosed that HSIC and INHK entered into the 2016 Management Services Agreement and HSIC and AMHK entered into the 2016 Investment Management Agreement, each for a term of three years, replacing previous agreements which had expired in accordance with the requirements of the Listing Rules.

As the 2016 Management Services Agreement and the 2016 Investment Management Agreement expire on 21 June 2019, HSIC and INHK have entered into the New Management Services Agreement and HSIC and AMHK have entered into the New Investment Management Agreement, each for another term of three years. In addition, and in connection with the New Investment Management Agreement, HSIC, AMHK and HAIL have entered into the New Specific Management Mandate.

The Company's announcement dated 21 June 2016 also referred to a fund monitoring agreement dated 12 December 2013, which was superseded by the 2016 Fund Monitoring Agreement. To align with the renewal of the above agreements, HSIC and HAIL have entered into the New Fund Monitoring Agreement for another term of three years which supersedes the 2016 Fund Monitoring Agreement and accordingly, the 2016 Fund Monitoring Agreement will terminate with effect from 22 June 2019.

Amendment of continuing connected transaction

The Company also announced that on 21 June 2016, HSIC and HAIL entered into the PE Investment Management Agreement for a term of 11 years. On 21 June 2019, the Company and HAIL have amended and restated the PE Investment Management Agreement to remove the retainer fee and increase the management fee cap.

Listing Rules implications

INHK, AMHK and HAIL all being indirect wholly-owned subsidiaries of HSBC, are connected persons of the Company by virtue of HSBC's indirect holding of shares in the Company, representing approximately 62.14% of the number of its shares in issue. The New Management Services Agreement, the New Investment Management Agreement, the New Specific Management Mandate, the New Fund Monitoring Agreement and the PE Investment Management Agreement are therefore continuing connected transactions of the Company.

As one or more of the applicable percentage ratios (as defined in Rule 14.07 of the Listing Rules) in relation to the Annual Caps for the New Management Services Agreement is more than 0.1% but less than 5%, the New Management Services Agreement is exempt from the independent shareholders' approval requirement, and is subject only to the reporting, announcement and annual review requirements in respect of continuing connected transactions set out in Chapter 14A of the Listing Rules.

As one or more of the applicable percentage ratios (as defined in Rule 14.07 of the Listing Rules) in respect of the Annual Caps for the New Investment Management Agreement, the New Specific Management Mandate and the New Fund Monitoring Agreement, and the Fee Caps for the PE Investment Management Agreement, on an aggregated basis, exceed 0.1% but are all less than 5%, the Aggregated Agreements are exempt from the independent shareholders' approval requirement, and are only subject to the reporting, announcement and annual review requirements set out in Chapter 14A of the Listing Rules.

This announcement is being published pursuant to Chapter 14A of the Listing Rules.

BACKGROUND

Reference is made to the Company's announcement dated 21 June 2016 in which it was mentioned that HSIC, a wholly-owned subsidiary of the Company, entered into the 2016 Management Services Agreement and the 2016 Investment Management Agreement and also set caps under them, for the period from 22 June 2016 to 21 June 2019 in accordance with the requirements of the Listing Rules.

As the 2016 Management Services Agreement and the 2016 Investment Management Agreement expire on 21 June 2019, HSIC and INHK have entered into the New Management Services Agreement and HSIC and AMHK have entered into the New Investment Management Agreement, each for another term of three years. In addition, HSIC, AMHK and HAIL have entered into the New Specific Management Mandate for another term of three years in respect of the delegation by AMHK of the management for part of the investment portfolio to HAIL in accordance with the New Investment Management Agreement.

HSIC and HAIL have on the same date entered into the New Fund Monitoring Agreement to supersede the 2016 Fund Monitoring Agreement which is due to expire on 12 December 2019 and amended the PE Investment Management Agreement in respect of the fees payable thereunder.

INHK, AMHK and HAIL, all being indirect wholly-owned subsidiaries of HSBC, are connected persons of the Company by virtue of HSBC's indirect holding of shares in the

Company, representing approximately 62.14% of the number of its shares in issue. The New Management Services Agreement, the New Investment Management Agreement, the New Specific Management Mandate, the New Fund Monitoring Agreement and the PE Investment Management Agreement are therefore continuing connected transactions of the Company, under which annual caps are required to be set under Chapter 14A of the Listing Rules.

NEW MANAGEMENT SERVICES AGREEMENT

On 21 June 2019, the New Management Services Agreement was entered into between HSIC and INHK setting out the terms upon which INHK, directly or through one or more of its Affiliates, will provide certain management services to HSIC. An Annual Cap has been set in respect of the maximum amount payable under the New Management Services Agreement.

Date

21 June 2019

Parties

HSIC

INHK

Term

INHK will provide the management services to HSIC for a term of three years commencing from 22 June 2019. HSIC has the right to terminate the agreement during the term by giving six months' notice in writing.

Services

INHK will provide management services on the matters set out below:

- (a) business risk and control management;
- (b) insurance operations services with respect to the life insurance business;
- (c) insurance operations services with respect to the product Exquisite;
- (d) development of selected products;
- (e) actuarial and risk analytics services;
- (f) information technology and business recovery;
- (g) investment operations;
- (h) investment;
- (i) transformation services,

and such other management services as may be agreed from time to time by the parties.

The services will be provided based on an annual plan developed by HSIC and approved by the board of directors of HSIC, but otherwise in such manner as INHK shall regard as appropriate and agreed by HSIC taking into consideration the annual plan. The New Management Services Agreement provides that HSIC shall have an overriding right to instruct INHK as to which categories of services it provides from time to time, the form and manner in which those services are provided and the amount of such services. A significant reduction in services requested by HSIC will require HSIC to give a minimum of six months' notice.

Fees

Subject to the Annual Caps, INHK will, on a quarterly basis, charge HSIC for the provision of the services on a fully absorbed cost basis plus a mark-up of 10% for actuarial and risk analytics services and 6% for all other services.

In addition, HSIC shall pay or reimburse INHK the salary and other emoluments of each secondee who provides services to HSIC pursuant to the New Management Services Agreement for such amount as agreed between HSIC and INHK from time to time.

These charges have been determined following negotiation on an arm's length basis and in accordance with the policy of the HSBC Group, which takes into account OECD transfer pricing guidelines. The Directors consider that these charges are no less favourable to the Group than those which would be payable to independent third party service providers in respect of the provision of similar services.

Limitation of liability

The aggregate liability of INHK for all claims made under or in connection with the New Management Services Agreement is limited to the chargeable costs of the management services provided by INHK or any of its Affiliates for a twelve month period, save for claims resulting from an act or omission by INHK which constitutes fraud or breach of confidentiality or which cannot be excluded or limited by applicable law.

The Company considers the limitation of liability to be reasonably common in an agreement such as this and is comparable to similar management services agreements.

Annual Cap

The annual cap for the amount of fees payable to INHK under the New Management Services Agreement will be HK\$110 million for the period from 22 June 2019 to 31 December 2019, HK\$227 million for the year ending 31 December 2020, HK\$233 million for the year ending 31 December 2021, and HK\$120 million for the period from 1 January 2022 to 21 June 2022.

The aggregate amount paid under the 2016 Management Services Agreement was approximately HK\$44 million for the period from 22 June 2016 until 31 December 2016, HK\$77 million for the year ended 31 December 2017, HK\$75 million for the year ended 31 December 2018, and HK\$29million (estimated) for the period from 1 January 2019 to 21 June 2019.

The annual cap has been calculated and determined after taking into account the following:

- (a) the historic rate in the fees paid under the 2016 Management Services Agreement;

- (b) the projected growth in services to be provided under the New Management Services Agreement in light of business growth; and
- (c) a buffer (which the Company considers prudent) above the anticipated cost to INHK to provide flexibility in the event of higher than expected costs or a greater than expected demand for management services.

REASONS FOR AND BENEFITS OF THE NEW MANAGEMENT SERVICES AGREEMENT

The New Management Services Agreement serves to continue the cost synergy that has been brought about by the economies of scale of INHK's operations. The Directors believe that this has enabled HSIC to run at a reasonably low cost structure by leveraging on the shared infrastructure and expertise of INHK. The resulting cost efficiency has contributed to increased competitiveness of HSIC's manufactured products in the market, which the Directors consider to be essential to the future business growth of HSIC.

The Directors (including the Independent Non-executive Directors) and the management of the Company consider that the entering into the New Management Services Agreement is an efficient means to provide HSIC with the management and technical input it needs to carry on its business. The Directors (including the Independent Non-executive Directors) consider that the New Management Services Agreement, and the transactions contemplated thereunder, are made on normal commercial terms or better as compared with similar management services agreements and in the ordinary and usual course of business of the Group, and that the terms thereof are fair and reasonable and in the interests of the Company and its shareholders as a whole.

NEW INVESTMENT MANAGEMENT AGREEMENT AND NEW SPECIFIC MANAGEMENT MANDATE

On 21 June 2019, the New Investment Management Agreement was entered into between HSIC and AMHK setting out the terms upon which AMHK will act as investment manager in respect of certain of HSIC's assets held from time to time. AMHK has delegated to HAIL, an indirect wholly owned subsidiary of HSBC, the management of part of such assets as a bespoke portfolio in accordance with the New Specific Management Mandate entered into between HSIC, AMHK and HAIL on 21 June 2019. An Annual Cap has been set in respect of the maximum amount payable under the New Investment Management Agreement and the New Specific Management Mandate.

Date

21 June 2019

Parties to the New Investment Management Agreement

HSIC

AMHK

Parties to the New Specific Management Mandate

HSIC

AMHK

HAIL

Term

AMHK will provide investment management services to HSIC for a term of three years commencing from 22 June 2019. Under the New Investment Management Agreement, either party has the right to terminate the agreement during the term by giving to the other not less than three months' notice in writing. Under the New Specific Management Mandate, AMHK has the right to terminate by giving no less than 90 days' notice and HAIL has the right to terminate by giving no less than 180 days' notice.

Fees

Subject to the Annual Caps, HSIC will pay, on a quarterly basis, to AMHK a fee of between 0.05% and 0.5% per annum of the mean value of the assets under management.

Also subject to the Annual Caps, under the New Specific Management Mandate, HSIC will pay to HAIL a fee of between 0.35% and 0.5% per annum of the aggregate value of assets under management in a bespoke portfolio together with a performance fee of 10% per annum payable in certain circumstances in respect of the amount by which the return in such portfolio exceeds a benchmark return of 8.0% annually. Such fees have been determined on an arm's length basis.

Annual Cap

The annual cap for the amount of fees payable by HSIC under the New Investment Management Agreement and the New Specific Management Mandate will be HK\$65 million for the period from 22 June 2019 to 31 December 2019, HK\$100 million for the year ending 31 December 2020, HK\$120 million for the year ending 31 December 2021, and HK\$77 million for the period from 1 January 2022 to 21 June 2022.

The aggregate amount paid under the 2016 Investment Management Agreement and the 2016 Specific Management Mandate was approximately HK\$21 million for the period from 22 June 2016 until 31 December 2016, HK\$33 million for the year ended 31 December 2017, HK\$31 million for the year ended 31 December 2018, and HK\$20 million (estimated) for the period from 1 January 2019 to 21 June 2019.

The annual cap has been calculated and determined after taking into account the following:

- (a) the historic rate of growth in fees paid under the 2016 Investment Management Agreement and the 2016 Specific Management Mandate;
- (b) the projected growth in new business and in the value of assets under management under the New Investment Management Agreement and the New Specific Management Mandate; and
- (c) a buffer (which the Company considers prudent) above the anticipated level of fees or a greater than expected demand for the investment management services.

REASONS FOR AND BENEFITS OF THE NEW INVESTMENT MANAGEMENT AGREEMENT AND THE NEW SPECIFIC MANAGEMENT MANDATE

The New Investment Management Agreement and the New Specific Management Mandate entered into thereunder are based on the commercial terms set out in the 2016 Investment Management Agreement and 2016 Specific Management Mandate and the Directors (including the Independent Non-executive Directors) believe that these terms should remain in place.

By entering into the New Investment Management Agreement and the New Specific Management Mandate, HSIC may leverage on the global presence and broad investment capability of AMHK and HAIL to gain access to investment opportunities in a versatile range of asset classes and markets. This will enable HSIC to maintain diversification within its portfolios and generate sustainable returns over the course of time.

The Directors (including the Independent Non-executive Directors) consider that the New Investment Management Agreement and the New Specific Management Mandate, and the transactions contemplated thereunder, are made on normal commercial terms or better as compared with similar investment management agreements and in the ordinary and usual course of business of the Group, and that the terms thereof are fair and reasonable and in the interests of the Company and its shareholders as a whole.

PE INVESTMENT MANAGEMENT AGREEMENT

On 21 June 2016, HSIC and HAIL entered into the PE Investment Management Agreement setting out the terms upon which HAIL will act as investment manager in respect of certain private equity fund investments to be made by HAIL on behalf of HSIC. Certain minor amendments were made to the PE Investment Management Agreement on 4 May 2018 and 10 May 2018, and on 21 June 2019, HSIC and HAIL amended and restated the PE Investment Management Agreement to remove the retainer fee and increase the management fee cap. An annual Fee Cap has been set in respect of the maximum amount payable under the PE Investment Management Agreement.

Date

21 June 2016, as amended and restated on 4 May 2018, 10 May 2018 and 21 June 2019.

Parties

HSIC

HAIL

Term

HAIL agreed to provide the PE Services to HSIC for a term of 11 years commencing from 22 June 2016, subject to extension by mutual agreement if the term of any Invested Fund is extended or if the investment period of the PE Investment Management Agreement is extended.

Fees

Subject to the Fee Caps, HSIC will pay HAIL between 0.35% and 0.75% per annum of the aggregate value of assets under management as an annual management fee on an aggregate

basis and, in order to ensure full alignment of interests between the two parties, a performance fee of 15% carried interest if certain hurdle rates of return are achieved for HSIC in respect of the investments made in each Vintage Period.

Such fees have been determined on an arm's length basis.

Fee Caps

The proposed caps on the fees payable to HAIL under the PE Investment Management Agreement are as follows:

- (a) annual cap on management fee of US\$8,000,000; and
- (b) cap on performance fee in respect of each Vintage Period (whenever paid) of US\$75,000,000.

The proposed Fee Caps have been calculated and determined after taking into account the following:

- (a) the aggregate amount invested and the investment strategy under the PE Investment Management Agreement;
- (b) the projected returns on investments per Vintage Period; and
- (c) a buffer (which the Company considers prudent) above the anticipated level of fees.

REASONS FOR AND BENEFITS OF THE PE INVESTMENT MANAGEMENT AGREEMENT

HSIC decided to diversify its portfolio by increasing its private equity investments as part of its asset allocation strategy. By entering into the PE Investment Management Agreement with HAIL, HSIC is able to leverage HAIL's depth of experience in private equity investments and its expertise in customising investment strategies for clients based on their needs and risk appetites. Further, the structure of remuneration is designed such that a large part of the remuneration is derived from the performance of the investments made by HAIL, namely, the performance fee. This aligns the interests of both parties, as HAIL is rewarded for making profitable investments on behalf of HSIC.

HAIL also provides fund monitoring and reporting services for certain private equity investments made by HSIC under the 2016 Fund Monitoring Agreement (see below) and therefore has a high level of understanding of HSIC's investment requirements. Based on information available to HSIC, HAIL also has a consistent track record of upper quartile performance since 2002, and the average internal rate of return on its past investments exceeds HSIC's requirements.

The Directors (including the Independent Non-executive Directors) consider that the PE Investment Management Agreement as amended and restated on 21 June 2019, and the transactions contemplated thereunder, is made on normal commercial terms or better as compared with similar investment management agreements and in the ordinary and usual course of business of the Group, and that the terms thereof are fair and reasonable and in the interests of the Company and its shareholders as a whole.

NEW FUND MONITORING AGREEMENT

On 21 June 2019, HSIC and HAIL entered into the New Fund Monitoring Agreement setting out the terms upon which HAIL has agreed to provide services to HSIC in connection with the monitoring of the portfolios of certain funds into which HSIC has invested and monitoring their respective fund managers. The New Fund Monitoring Agreement replaces the 2016 Fund Monitoring Agreement. An Annual Cap has been set in respect of the maximum amount payable under the New Fund Monitoring Agreement.

Date

21 June 2019

Parties

HSIC

HAIL

Term

HAIL will provide fund monitoring services to HSIC for a term of three years commencing from 22 June 2019. Under the New Fund Monitoring Agreement, either party has the right to terminate the agreement during the term following an annual formal review of performance measures.

Fees

Subject to the annual cap of US\$75,000, HSIC will pay to HAIL an annual amount equivalent to 0.04% per annum of the value of funds invested by HSIC in the specified portfolio which are the subject of the monitoring services.

The aggregate amount paid under the 2016 Fund Monitoring Agreement was approximately US\$25,000 for the period from 13 December 2016 until 31 December 2016, US\$49,000 for the year ended 31 December 2017, US\$50,000 for the year ended 31 December 2018, and US\$25,000 (estimated) for the period from 1 January 2019 to 21 June 2019.

Such fees have been determined on an arm's length basis.

Annual Cap

The annual cap has been calculated and determined after taking into account the following:

- (a) the amount invested in the funds the subject of the monitoring services;
- (b) the unfunded commitments for the funds the subject of the monitoring services; and
- (c) a buffer (which the Company considers prudent) above the anticipated level of fees or a greater than expected demand for the fund monitoring services.

REASONS FOR AND BENEFITS OF THE NEW FUND MONITORING AGREEMENT

HSIC has a portfolio of legacy private equity investments made from 2003 to 2011. By entering into the New Fund Monitoring Agreement, it can ensure that the investments are monitored properly and continuously by leveraging HAIL's specialised experience in private equity investments.

The Directors (including the Independent Non-executive Directors) consider that the New Fund Monitoring Agreement, and the transactions contemplated thereunder, is made on normal commercial terms or better as compared with similar fund monitoring agreements and in the ordinary and usual course of business of the Group, and that the terms thereof are fair and reasonable and in the interests of the Company and its shareholders as a whole.

TERMINATION OF THE 2016 FUND MONITORING AGREEMENT

The 2016 Fund Monitoring Agreement was entered into for a three year term, commencing on 13 December 2016. Accordingly, the term of the 2016 Fund Monitoring Agreement was due to expire on 12 December 2019. However, the 2016 Fund Monitoring Agreement has been superseded and replaced by the New Fund Monitoring Agreement. Accordingly, HSIC and HAIL have agreed to terminate the 2016 Fund Monitoring Agreement with effect from 22 June 2019.

CONTINUING CONNECTED TRANSACTIONS

INHK, AMHK and HAIL, all being indirect wholly-owned subsidiaries of HSBC, are connected persons of the Company by virtue of HSBC's indirect holding of shares in the Company, representing approximately 62.14% of the number of its shares in issue. Each of the New Management Services Agreement, the New Investment Management Agreement, the New Specific Management Mandate, the New Fund Monitoring Agreement and the PE Investment Management Agreement is therefore a continuing connected transaction of the Company.

As one or more of the applicable percentage ratios (as defined in Rule 14.07 of the Listing Rules) in relation to the Annual Caps for the New Management Services Agreement is more than 0.1% but less than 5%, the New Management Services Agreement is exempt from the independent shareholders' approval requirement, and is subject only to the reporting, announcement and annual review requirements in respect of continuing connected transactions set out in Chapter 14A of the Listing Rules.

The New Investment Management Agreement, the New Specific Management Mandate, the New Fund Monitoring Agreement and the PE Investment Management Agreement all relate to fund investment management services provided by members of the HSBC Group to HSIC. The Company considers that for the purposes of calculating the applicable percentage ratios, the New Investment Management Agreement, the New Specific Management Mandate, the New Fund Monitoring Agreement and the PE Investment Management Agreement should be aggregated with each other.

As one or more of the applicable percentage ratios (as defined in Rule 14.07 of the Listing Rules) in respect of the Annual Caps for the New Investment Management Agreement, the New Specific Management Mandate and the New Fund Monitoring Agreement and the Fee Caps for the PE Investment Management Agreement, on an aggregated basis, exceed 0.1% but are all less than 5%, the Aggregated Agreements are only subject to the reporting, announcement and

annual review requirements but are exempt from the independent shareholders' approval requirement under Chapter 14A of the Listing Rules.

None of the Directors have a material interest in the entry into of the New Management Services Agreement, the New Investment Management Agreement, the New Specific Management Mandate, the New Fund Monitoring Agreement and the PE Investment Management Agreement nor have they abstained from voting on the resolutions of the Directors in relation to the approval of the entry into of the New Management Services Agreement, the New Investment Management Agreement, the New Specific Management Mandate, the New Fund Monitoring Agreement and the PE Investment Management Agreement.

GENERAL

The Company and its subsidiaries are principally engaged in commercial and retail banking business and offer a comprehensive range of financial products and services to the customers. HSBC and its subsidiaries are also principally engaged in commercial and retail banking business and offer a comprehensive range of banking and related financial services through an international network in the Asia-Pacific region, Europe, the Americas, the Middle East and Africa. INHK is an insurance underwriting company. The principal activities of AMHK are the management of client investment portfolios and provision of investment products and services. The principal activities of HAIL are provision of investment advice and investment management services for hedge funds, private equity and real estate funds.

This announcement is published pursuant to Rules 14A.35 and 14A.68 of the Listing Rules.

DEFINITIONS

"2016 Fund Monitoring Agreement" means the service agreement dated 12 December 2016 between HSIC and HAIL pursuant to which HAIL provides monitoring and reporting services in connection with a specified portfolio of private equity funds

"2016 Investment Management Agreement" means the investment management agreement dated 21 June 2016 between HSIC and AMHK

"2016 Management Services Agreement" means the performance level agreement relating to certain management services, dated 21 June 2016 between HSIC and INHK

"2016 Specific Management Mandate" means the Amended and Restated Specific Management Mandate For Non Traditional Or Alternative Investments, dated 21 June 2016 between HSIC, AMHK and HAIL

"Affiliates" means in relation to a party to the New Management Services Agreement, an entity which is a subsidiary, holding company or a subsidiary of the holding company of that party

"Aggregated Agreements" means the PE Investment Management Agreement, the New Investment Management Agreement, the New Specific Management Mandate and the New Fund Monitoring Agreement

"AMHK" means HSBC Global Asset Management (Hong Kong) Limited (formerly named HSBC Investments (Hong Kong) Limited), a company incorporated in Hong Kong with limited liability

“**Annual Cap**” means the maximum aggregate annual value payable by HSIC under each of the New Management Services Agreement, the New Investment Management Agreement, the New Specific Management Mandate and the New Fund Monitoring Agreement

“**Company**” means Hang Seng Bank Limited, a company incorporated in Hong Kong with limited liability, the shares of which are listed on the Stock Exchange (Stock Code: 11)

“**connected person**” has the meaning ascribed to it under the Listing Rules

“**Directors**” means the directors of the Company

“**Fee Caps**” refers to the caps on the fees payable under the PE Investment Management Agreement, namely: (a) the annual management fee and (b) the performance fee per Vintage Period

“**Group**” means the Company and its subsidiaries

“**HAIL**” means HSBC Alternative Investments Limited, a company incorporated in England with limited liability

“**HK\$**” means Hong Kong dollars, the lawful currency of the Hong Kong Special Administrative Region, the People’s Republic of China

“**HSBC**” means HSBC Holdings plc, a company incorporated in England and Wales with limited liability, the shares of which are listed on the Stock Exchange (Stock Code: 5)

“**HSBC Group**” means HSBC and its subsidiaries

“**HSIC**” means Hang Seng Insurance Company Limited, a company incorporated in Hong Kong with limited liability and a wholly owned subsidiary of the Company

“**Independent Non-executive Directors**” means the independent non-executive directors of the Company

“**Invested Fund**” means a private equity fund in which HAIL has invested on behalf of HSIC pursuant to the PE Investment Management Agreement

“**INHK**” means HSBC Life (International) Limited, a company incorporated in Bermuda with limited liability

“**Listing Rules**” means the Rules Governing the Listing of Securities on the Stock Exchange

“**New Fund Monitoring Agreement**” means the service agreement dated 21 June 2019 between HSIC and HAIL pursuant to which HAIL provides monitoring and reporting services in connection with a specified portfolio of private equity funds

“**New Investment Management Agreement**” means the investment management agreement dated 21 June 2019 between HSIC and AMHK

“**New Management Services Agreement**” means the performance level agreement relating to certain management services, dated 21 June 2019 between HSIC and INHK

“**New Specific Management Mandate**” means the Amended and Restated Specific Management Mandate For Non Traditional Or Alternative Investments, dated 21 June 2019 between HSIC, AMHK and HAIL

“**OECD**” means the Organisation for Economic Co-operation and Development

“**PE Investment Management Agreement**” means the agreement dated 21 June 2016 between HSIC and HAIL in relation to the PE Services, as amended and restated on 4 May 2018, 10 May 2018 and 21 June 2019

“**PE Services**” means private equity investment management services

“**Stock Exchange**” means The Stock Exchange of Hong Kong Limited

“**US\$**” means United States dollars, the lawful currency of the United States

“**Vintage Period**” each year of the investment period under the PE Investment Management Agreement

As at the date hereof, the Board of Directors of the Company comprise Dr Raymond K F Ch'ien* (Chairman), Ms Louisa Cheang (Vice-Chairman and Chief Executive), Dr John C C Chan*, Mr Nixon L S Chan[#], Ms L Y Chiang*, Ms Kathleen C H Gan[#], Ms Margaret W H Kwan, Ms Irene Y L Lee*, Dr Eric K C Li*, Dr Vincent H S Lo[#], Mr Kenneth S Y Ng[#], Mr Peter T S Wong[#] and Mr Michael W K Wu*.

* Independent Non-executive Directors

Non-executive Directors

By Order of the Board

C C Li

Secretary

Hong Kong, 21 June 2019

恒生銀行有限公司

HANG SENG BANK LIMITED

Incorporated in Hong Kong with limited liability

Registered Office and Head Office: 83 Des Voeux Road Central, Hong Kong

Member HSBC Group