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(Stock Code: 11)

**ANNOUNCEMENT
NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting (“AGM”) of Hang Seng Bank Limited (the “Bank”) will be held at Hang Seng Bank Headquarters, 83 Des Voeux Road Central, Hong Kong on **Friday, 22 May 2020 at 3:30 pm** to transact the following businesses:

- (1) to receive and consider the audited financial statements and the Reports of the Directors and of the Auditor for the year ended 31 December 2019;
- (2) to re-elect or elect (as the case may be) the following Directors:
 - (a) Dr Raymond K F Ch’ien;
 - (b) Ms L Y Chiang;
 - (c) Ms Kathleen C H Gan;
 - (d) Mr Kenneth S Y Ng; and
 - (e) Mr Michael W K Wu;
- (3) to fix the remuneration of Non-executive Directors;
- (4) to re-appoint PricewaterhouseCoopers as auditor of the Bank and to authorise the Directors of the Bank to determine the remuneration of the auditor;

and to consider and, if thought fit, to pass, with or without modifications, the following Resolutions as Ordinary Resolutions:

- (5) **“THAT**
 - (a) subject to paragraph (b) of this Resolution, the exercise by the Directors of the Bank during the Relevant Period (as hereinafter defined) of all the powers of the Bank to buy-back shares of the Bank be and is hereby generally and unconditionally approved;

(b) the aggregate number of the shares in the Bank which may be bought-back on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or any other stock exchange recognised for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange under the Hong Kong Code on Share Repurchases pursuant to the approval in paragraph (a) of this Resolution shall not exceed 10% of the number of shares of the Bank in issue as at the date of passing this Resolution, and the said approval shall be limited accordingly; and

(c) for the purpose of this Resolution:

“Relevant Period” means the period from (and including) the date of passing this Resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Bank;

(ii) the expiration of the period within which the next annual general meeting of the Bank is required by the Companies Ordinance (Cap. 622, Laws of Hong Kong) to be held; and

(iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders in general meeting.”; and

(6) **“THAT**

(a) subject to paragraph (c) of this Resolution and, pursuant to Section 141 of the Companies Ordinance, the exercise by the Directors of the Bank during the Relevant Period (as hereinafter defined) of all the powers of the Bank to allot, issue and deal with additional shares of the Bank and to make or grant offers, agreements and options (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible into shares of the Bank) which might require the exercise of such powers be and is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) of this Resolution shall authorise the Directors of the Bank during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible into shares of the Bank) which might require the exercise of such powers after the end of the Relevant Period;

(c) the aggregate number of shares of the Bank allotted or agreed conditionally or unconditionally to be allotted or issued (whether pursuant to an option or otherwise) by the Directors of the Bank pursuant to the approval in paragraph (a) of this Resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined), or (ii) the exercise of any rights of subscription or conversion under any existing warrants, bonds, debentures, notes and other securities issued by the Bank which carry rights to subscribe for or are convertible into shares of the Bank, or (iii) an issue of shares upon the exercise of options which may be granted under any share option scheme or under any option scheme or similar arrangement for the time being adopted for the grant or issue to the grantees as specified in such schemes or similar arrangements of shares or rights to acquire shares of the Bank, or (iv) any scrip dividend or similar arrangement providing for the allotment and issue of shares in lieu of the whole or part of a dividend on shares of the Bank in accordance with the Articles of Association of the Bank, shall not exceed, where the shares are to be allotted wholly for cash, 5% and in any event 20% of the number of shares of the Bank in issue as at the date of passing this Resolution, and the said approval shall be limited accordingly; and

(d) for the purpose of this Resolution:

“Relevant Period” means the period from (and including) the date of passing this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Bank;
- (ii) the expiration of the period within which the next annual general meeting of the Bank is required by the Companies Ordinance (Cap. 622, Laws of Hong Kong) to be held; and
- (iii) the revocation or variation of the authority given by this Resolution by ordinary resolution of the shareholders in general meeting;

“Rights Issue” means an offer of shares or issue of options, warrants or other securities giving the right to subscribe for shares in the Bank, open for a period fixed by the Directors of the Bank to holders of shares of the Bank or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusion or other arrangements as the Directors of the Bank may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of, any recognised regulatory body or any stock exchange in any territory outside Hong Kong).”

By Order of the Board

C C Li
Secretary

18 April 2020

Notes:

1. *As set out in the Special Arrangements for the 2020 AGM (on page 1 of the Circular of which this Notice forms part), as **Shareholders will not be permitted to attend the AGM in person, we strongly recommend all Shareholders complete and return the Proxy Form, appointing the chairman of the 2020 AGM as your proxy, to the Bank’s Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible and in any event not later than 3:30 pm on Wednesday, 20 May 2020 or not less than 48 hours before the time appointed for holding any adjourned meeting (as the case may be). If you appoint a person other than the chairman of the 2020 AGM as your proxy, such proxy will not be permitted to attend the 2020 AGM in person and therefore will not be able to cast your vote at the AGM.***
2. *The Directors of the Bank have declared a fourth interim dividend of HK\$4.00 per share for 2019. The Register of Shareholders of the Bank was closed on 5 March 2020 for the purpose of ascertaining Shareholders’ entitlement to the 2019 fourth interim dividend. The fourth interim dividend was paid on 20 March 2020 to Shareholders whose names appeared on the Register of Shareholders of the Bank on 5 March 2020.*
3. *Brief biographical details of all Directors who offer themselves for re-election or election (as the case may be) at the 2020 AGM are set out in Appendix II to the Circular dated 18 April 2020 of which this notice forms part.*

4. *In relation to agenda item no.3, the fees for the Bank's Non-executive Directors ("NEDs") (including Independent Non-executive Directors ("INEDs")) were last increased in 2017. Given the significant increase in regulators' expectations and requirements, coupled with escalating requirements in areas such as corporate governance, risk management, internal control, conduct and culture, and financial crime compliance, and the ever more complicated operating environment, the role and responsibilities of Board and Board Committees have increased substantially, and therefore it is proposed that the fees payable by the Bank to the Chairman and the NEDs (including INEDs) be increased to HK\$860,000 (2017: HK\$650,000) per annum and HK\$660,000 (2017: HK\$500,000) per annum respectively with retrospective effect from 1 January 2020. No Directors' fees are payable to those Directors who are full time employees of the Bank or its subsidiaries.*
5. *Pursuant to Rule 13.39(4) of the Listing Rules, all resolutions set out in this notice will be decided by poll at the 2020 AGM. Article 67 of the Articles of Association provides that on a poll, every Shareholder present in person or by proxy shall have one vote for every share held by that Shareholder. As set out in the Special Arrangements for the 2020 AGM (on page 1 of the Circular of which this Notice forms part), as Shareholders will not be permitted to attend the AGM in person, we strongly recommend all Shareholders complete and return the Proxy Form, appointing the chairman of the 2020 AGM as your proxy.*
6. *The Register of Shareholders of the Bank will be closed, for the purpose of determining Shareholders' entitlement to vote at the 2020 AGM, from Tuesday, 19 May 2020 to Friday, 22 May 2020 (both days inclusive), during which period no transfer of shares will be registered. To be entitled to vote at the 2020 AGM, all transfer documents, accompanied by the relevant share certificates, should be lodged with the Bank's Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration not later than 4:30 pm on Monday, 18 May 2020.*
7. *If Typhoon Signal No.8 or above is expected to be hoisted or a Black Rainstorm Warning Signal is expected to be in force at any time between 12:00 noon and 5:00 pm on the day of the 2020 AGM, then the 2020 AGM will be postponed and the Shareholders will be informed of the date, time and venue of the postponed meeting by a supplementary notice, posted on the Bank's website (www.hangseng.com) and the website of HKEx (www.hkexnews.hk).*

If Typhoon Signal No.8 or above or a Black Rainstorm Warning Signal is cancelled at or before 12:00 noon on the day of the 2020 AGM and, where conditions permit, the 2020 AGM will be held as scheduled.

The 2020 AGM will be held as scheduled when an Amber or Red Rainstorm Warning Signal is in force.

8. *The Bank will adopt the following special arrangements at the 2020 AGM for the purpose of public health and safety:*
 - (a) *The AGM will be held with the minimum number of persons present as is legally required to form a quorate meeting, together with a limited number of other attendees to ensure the proper conduct of the meeting. The quorum will be formed by directors or other senior staff members who are Shareholders. **No other Shareholder, proxy or corporate representative should attend the AGM in person. The chairman of the AGM will exercise his powers to exclude any person who attempts to do so, and they will not be permitted entry to the location of the AGM.***
 - (b) *There will be no distribution of gifts at the AGM and no refreshments will be served.*
 - (c) *All resolutions at the AGM will be decided on a poll. Shareholders will still be able to vote by doing so in advance of the AGM by proxy. **If you wish to vote on any resolution at the AGM, you must appoint the chairman of the AGM as your proxy to exercise your right to vote at the AGM in accordance with your instructions. If you appoint a person who is not the chairman of the AGM as your proxy that person will not be permitted entry to the meeting and will not be able to exercise your vote.***
 - (d) *A live webcast of the AGM can be accessed by going to <https://streamstudio.world-television.com/768-1411-23886/en-kontiki> on a computer, tablet or any browser enabled device. Please follow the instructions on the landing page on how to access the webcast. You will be able to access the live webcast from 2:30 pm on the day of the AGM until its conclusion.*
 - (e) *If you would like to submit a question on the business of the AGM in advance, please send your questions to the email account: agm.question@hangseng.com. You can also submit questions during the AGM through the webcast link provided. The Board will arrange for as many of the questions asked to be answered as possible at the AGM.*

9. *We are closely monitoring the impact of COVID-19 in Hong Kong. Should any changes be made to the AGM arrangements we will notify Shareholders via an announcement posted on the Bank's website (www.hangseng.com) and the website of HKEx (www.hkexnews.hk).*
10. *As at the date hereof, the Board of Directors of the Bank comprises 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

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