

## NOTICE OF EXTRAORDINARY GENERAL MEETING



恒生銀行  
HANG SENG BANK

(Incorporated in Hong Kong with limited liability)  
(Stock Code: 11)

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the "EGM") of Hang Seng Bank Limited (the "Company") will be held at the Penthouse of Hang Seng Bank Headquarters, 83 Des Voeux Road Central, Level 24, Hong Kong on Wednesday, 1 August 2007 at 3:30 p.m. for the purpose of considering and, if thought fit, passing the following resolution as an ordinary resolution:

#### ORDINARY RESOLUTION

"**THAT** the acquisition agreement entered into between HSBC Insurance (Asia-Pacific) Holdings Limited (as vendor) and Hang Seng Insurance Company Limited (as purchaser) dated 22 June 2007 (the "Acquisition Agreement") in relation to the transfer of 485,000 ordinary shares of HK\$1,000 each in the capital of Hang Seng Life Limited (a copy of which has been produced to the meeting marked "A" and initialled by the Chairman of this meeting for the purpose of identification) and the transaction contemplated therein be and is hereby approved, confirmed and ratified, and each of the directors of the Company be and are hereby authorised to do all such further acts and things, negotiate, approve, agree, sign, initial, ratify and/or execute such further documents and take all steps which may be in their opinion necessary, desirable or expedient to implement and/or give effect to the terms of the Acquisition Agreement and the transaction contemplated thereunder."

By Order of the Board

**C C Li**  
Secretary

Hong Kong, 13 July 2007

Notes:

- (1) *A form of proxy for use at the EGM is enclosed.*
- (2) *A shareholder entitled to attend and vote is entitled to appoint one or more proxies to attend and (on a poll) vote instead of the shareholder. A proxy need not also be a shareholder of the Company.*
- (3) *In the case of joint registered holders of any shares, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names of the holders stand in the Register of Shareholders.*

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- (4) *To be effective, the form of proxy must be duly completed and should be lodged together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy (where executed abroad) or official copy of that power or authority, at the Legal and Company Secretarial Services Department, Hang Seng Bank Limited, Level 10, 83 Des Voeux Road Central, Hong Kong not later than 3:30 p.m. on 30 July 2007 or not less than 48 hours before the time appointed for the holding of the extraordinary general meeting (or any adjournment thereof).*
- (5) *The voting in respect of the approval of the ordinary resolution will be conducted by way of a poll.*
- (6) *As at the date hereof, the Board of Directors of the Company comprises Mr Raymond C F Or (Vice-Chairman and Chief Executive), Mr Edgar D Ancona<sup>#</sup>, Mr John C C Chan<sup>\*</sup>, Mr Patrick K W Chan, Dr Y T Cheng<sup>\*</sup>, Dr Marvin K T Cheung<sup>\*</sup>, Mr Jenkin Hui<sup>\*</sup>, Mr Peter T C Lee<sup>\*</sup>, Dr Eric K C LI<sup>\*</sup>, Dr Vincent H S Lo<sup>#</sup>, Mr Joseph C Y Poon, Dr David W K Sin<sup>\*</sup>, Mr Richard Y S Tang<sup>\*</sup> and Mr Peter T S Wong<sup>#</sup>.*

<sup>#</sup> *Non-executive Director*

<sup>\*</sup> *Independent non-executive Director*

### **Hang Seng Bank Limited**

Incorporated in Hong Kong with limited liability

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

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*Member HSBC Group*