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**恒生銀行**  
**HANG SENG BANK**

**Stock codes: 11 (HKD counter) and 80011 (RMB counter)**

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**ANNOUNCEMENT**  
**NOTICE OF ANNUAL GENERAL MEETING**

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**NOTICE IS HEREBY GIVEN THAT** the Annual General Meeting (the “AGM”) of Hang Seng Bank Limited (the “Bank”) will be held at Hang Seng Bank Headquarters, 83 Des Voeux Road Central, Hong Kong and via the Online Platform (<https://meetings.computershare.com/HangSeng2025AGM>) on **Thursday, 8 May 2025 at 3:30 pm** for the following purposes:

**ORDINARY RESOLUTIONS**

- (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 2024;
- (2) to re-elect/ elect (as the case may be) the following Directors:
  - (a) Diana Ferreira Cesar;
  - (b) Edward Cheng Wai Sun;
  - (c) Cordelia Chung;
  - (d) Clement Kwok King Man;
  - (e) David Liao Yi Chien;
  - (f) Wang Xiao Bin; and
  - (g) Catherine Zhou Rong.
- (3) to re-appoint PricewaterhouseCoopers as auditor of the Bank and to authorise the Directors of the Bank to determine the auditor’s remuneration;

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

(4) “**THAT**

- (a) subject to paragraph (c) of this Resolution and, pursuant to Section 141 of the Companies Ordinance (Cap. 622, Laws of Hong Kong), a general mandate be and is hereby unconditionally granted to the Directors of the Bank to exercise 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 or to resell treasury shares (which shall have the meaning ascribed to it under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited) of the Bank (“**Treasury Shares**”) and to make or grant offers, agreements or 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;
- (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) and Treasury Shares sold and/or transferred or agreed conditionally or unconditionally to be sold and/or transferred by the Directors of the Bank pursuant to the mandate 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 total number of shares of the Bank in issue (excluding Treasury Shares if any) as at the date of the passing of this Resolution, and the said mandate 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 general meeting of the Bank is required by the Companies Ordinance (Cap. 622, Laws of Hong Kong) to be held; and
- (iii) the date on which the authority set out in this Resolution is revoked or varied by ordinary resolution of the shareholders of the Bank in general meeting;

“Rights Issue” means an offer of shares or issue of options, warrants or other securities giving the right to subscribe for the shares of the Bank, open for a period fixed by the Directors 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 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).”; and

(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 shares of 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 Code on Share Buy-backs approved by the Securities and Futures Commission as amended from time to time pursuant to the approval in paragraph (a) of this Resolution shall not exceed 10% of the total number of shares of the Bank in issue (excluding Treasury Shares if any) as at the date of the passing of 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 the passing of 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 date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders of the Bank in general meeting.”.

### **SPECIAL RESOLUTION**

and, to consider and, if thought fit, pass, with or without modifications, the following Resolution as a Special Resolution:

- (6) **“THAT** with effect from the conclusion of the AGM at which this resolution is passed, the adoption of the New Articles of Association of the Bank, a copy of which is tabled at the meeting and marked “A” and initialled by the Chairman of the meeting for the purpose of identification, be and is hereby approved.”

By Order of the Board

**Cheung Ka Ki**

Company Secretary and Head of Corporate Governance

28 March 2025

Notes:

1. The AGM will be held in the form of a hybrid meeting. Shareholders (or their proxies or corporate representatives) have the option of attending, participating and voting at the AGM physically at Hang Seng Bank Headquarters, 83 Des Voeux Road Central, Hong Kong (subject to venue capacity and on a first-come-first-serve basis) or electronically through the Online Platform.
2. The Online Platform can be accessed online by visiting the website <https://meetings.computershare.com/HangSeng2025AGM>, using any smart phone, tablet device or computer. For further details, please refer to the “Guidance for the Annual General Meeting” on pages 26 to 27 of the Circular (the “Circular”, of which this Notice forms part) and the Online User Guide for the AGM at the Bank’s website (<https://www.hangseng.com/en-hk/about-us/investor-relations/shareholders-meeting/online-user-guide-GM/>).
3. Pursuant to Rule 13.39(4) of the Listing Rules, all resolutions set out in this Notice will be decided by poll at the AGM. Article 67(A)(a) of the Articles of Association of the Bank provides that on a poll, every Shareholder present in person or through the Online Platform or by proxy shall have one vote for every share held by that Shareholder.
4. Shareholders will be able to vote at the AGM either in person or online via the Online Platform, or by doing so in advance of the AGM by proxy. A Shareholder entitled to attend and vote at the AGM (or at any adjournment or postponement thereof) is entitled to appoint one or more proxies to attend and vote instead of the Shareholder. A proxy needs not be a Shareholder of the Bank.
5. The original and completed proxy form should be returned to the Bank’s Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, no later than 3:30 pm on Tuesday, 6 May 2025 (or not less than 48 hours before the time appointed for any adjournment or postponement of the AGM). Completion and return of the proxy form will not preclude a Shareholder from attending and voting (whether in person or through the Online Platform) at the AGM or at any adjourned or postponed meeting thereof if the Shareholder subsequently so wish, and in such event, the proxy appointment shall be deemed to be revoked.
6. The Register of Shareholders of the Bank will be closed, for the purpose of determining Shareholders’ entitlement to vote at the AGM, from Friday, 2 May 2025 to Thursday, 8 May 2025 (both days inclusive), during which period no transfer of shares will be registered. In order to be entitled to attend and vote at the AGM, all transfer documents, accompanied by the relevant share certificates, should be lodged with the Bank’s 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 registration not later than 4:30 pm on Wednesday, 30 April 2025.
7. If you would like to submit a question relating to the proposed resolutions of the AGM in advance, please send your questions to: [hase.agm@hangseng.com](mailto:hase.agm@hangseng.com), no later than 3:30 pm on Tuesday, 6 May 2025 (or not less than 48 hours before the time appointed for any adjournment or postponement of the AGM). Alternatively, you can pose questions during the physical AGM or via the Online Platform during the Q&A session. The Bank will arrange for as many relevant questions submitted to be answered as possible within the time allotted at the AGM, and for relevant questions which have not been dealt with at the AGM, the Bank will address them after the AGM as far as possible.
8. No refreshments or drinks will be served at the AGM.
9. Shareholders or proxies who attend the AGM online or in person will each receive ONE souvenir as a token of the Bank’s appreciation. If a Shareholder is also appointed as proxy/proxies of other Shareholder(s), or a proxy represents multiple Shareholders, the number of souvenir each of the aforesaid Shareholder or proxy will receive will be limited to ONE. For those attending online, the Bank will arrange for the collection of the souvenir by eligible Shareholders after the AGM.
10. The Directors of the Bank have declared a fourth interim dividend of HK\$3.2 per share for 2024. The Register of Shareholders of the Bank was closed on Thursday, 6 March 2025 for the purpose of ascertaining Shareholders’ entitlement to the 2024 fourth interim dividend. The fourth interim dividend was paid on Thursday, 27 March 2025 to Shareholders whose names appeared on the Register of Shareholders of the Bank on Thursday, 6 March 2025.

11. In relation to Resolution no. 2 stated in this Notice, brief biographical details of the Directors who offer themselves for re-election/election at the AGM are set out in Appendix I to the Circular.
12. In relation to Resolution no. 5 stated in this Notice, the explanatory statement providing the required information to the Shareholders for considering the Share Buy-back Mandate is set out in Appendix II to the Circular.
13. **BAD WEATHER ARRANGEMENTS**

If Typhoon Signal No.8 or above is or is expected to be hoisted or a Black Rainstorm Warning Signal or “extreme conditions” after super typhoons or other adverse weather conditions announced by the HKSAR Government is or is expected to be in force at any time between 12:00 noon and 5:00 pm on the day of the AGM, then the AGM will be postponed and the Shareholders will be informed of the date, time and venue of the postponed meeting by a supplementary notice to be posted on the Bank’s website ([www.hangseng.com](http://www.hangseng.com)) and the website of HKEX ([www.hkexnews.hk](http://www.hkexnews.hk)).

If Typhoon Signal No.8 or above or a Black Rainstorm Warning Signal or “extreme conditions” after super typhoons or other adverse weather conditions announced by the HKSAR Government is cancelled at or before 12:00 noon on the day of the AGM and, where conditions permit, the AGM will be held as scheduled.

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

Shareholders should carefully consider the risk of physical attendance at the AGM under bad weather conditions having regard to their personal circumstances and if they should choose to do so, they are advised to exercise due care and caution.

14. Subsequent to the issuance of this Notice, should there be any changes to the arrangements for the AGM, the Bank will notify Shareholders via an announcement to be posted on the Bank’s website ([www.hangseng.com](http://www.hangseng.com)) and the website of HKEX ([www.hkexnews.hk](http://www.hkexnews.hk)).
15. As at the date hereof, the Board of Directors of the Bank comprises Irene Lee Yun Lien\* (Chairman), Diana Cesar (Chief Executive), Cordelia Chung\*, Kathleen Gan Chieh Huey#, Clement Kwok King Man\*, Patricia Lam Sze Wan\*, David Liao Yi Chien#, Lin Huey Ru\*, Saw Say Pin, Wang Xiao Bin\* and Catherine Zhou Rong#. Edward Cheng Wai Sun is appointed as an Independent Non-executive Director of the Bank with effect from 1 April 2025.

\* Independent Non-executive Directors

# Non-executive Directors

16. In the event of any inconsistency, the English version of this Notice shall prevail over the Chinese version.

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

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Member HSBC Group