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(Stock code: 11)

Poll Results of the 2013 Annual General Meeting and Retirement of a Director

Poll results of Annual General Meeting held on 16 May 2013

At the Annual General Meeting of Hang Seng Bank Limited (the "Bank") held on 16 May 2013 (the "2013 AGM"), all the resolutions were approved by shareholders by poll voting. The number of shares represented by votes for and against the respective resolutions at the 2013 AGM was as follows:

Resolutions		No. of Votes (%)	
		For	Against
1	To adopt the reports and audited financial statements for 2012. As the required majority of the votes were obtained, the resolution was duly passed as an ordinary resolution.	1,365,258,981 (99.997735%)	30,918 (0.002265%)
2(a)	To re-elect Dr John C C Chan as Director. As the required majority of the votes were obtained, the resolution was duly passed as an ordinary resolution.	1,358,094,753 (99.486147%)	7,014,652 (0.513853%)
2(b)	To re-elect Dr Marvin K T Cheung as Director. As the required majority of the votes were obtained, the resolution was duly passed as an ordinary resolution.	1,362,977,368 (99.831974%)	2,294,012 (0.168026%)
2(c)	To re-elect Dr Eric K C Li as Director. As the required majority of the votes were obtained, the resolution was duly passed as an ordinary resolution.	1,300,366,718 (95.243744%)	64,937,364 (4.756256%)
2(d)	To re-elect Dr Vincent H S Lo as Director. As the required majority of the votes were obtained, the resolution was duly passed as an ordinary resolution.	1,354,358,683 (99.199695%)	10,926,447 (0.800305%)
3	To fix the remuneration of the Directors. As the required majority of the votes were obtained, the resolution was duly passed as an ordinary resolution.	1,363,766,439 (99.908758%)	1,245,470 (0.091242%)
4	To re-appoint KPMG as Auditor and to authorise the Directors to fix their remuneration. As the required majority of the votes were obtained, the resolution was duly passed as an ordinary resolution.	1,362,679,303 (99.878886%)	1,652,397 (0.121114%)
5	To grant a general mandate to the Directors to repurchase shares not exceeding 10% of the issued share capital. As the required majority of the votes were obtained, the resolution was duly passed as an ordinary resolution.	1,365,251,532 (99.996527%)	47,417 (0.003473%)

Resolutions		No. of Votes (%)	
		For	Against
6	To grant a general mandate to the Directors to issue additional shares which shall not in aggregate exceed, except in certain specific circumstances such as pursuant to a rights issue or any scrip dividend scheme, 20%, or 5% where the shares are to be allotted wholly for cash, of the issued share capital.	1,228,063,719 (89.982555%)	136,716,066 (10.017445%)
As the required majority of the votes were obtained, the resolution was duly passed as an ordinary resolution.			

As at the date of the 2013 AGM, a total of 1,911,842,736 shares of the Bank were in issue which was the total number of shares entitling the holders to attend and vote on all the resolutions at the 2013 AGM. There were no restrictions on any shareholders to cast votes on any of the proposed resolutions at the 2013 AGM. No person has indicated in the circular containing the notice of the 2013 AGM that it/he/she intends to abstain from voting on or vote against any of the resolutions at the 2013 AGM.

Computershare Hong Kong Investor Services Limited, the Bank's registrar, acted as scrutineer for the vote-taking at the 2013 AGM.

Retirement of a Director

Mr Jenkin Hui has retired as Director of the Bank with effect from the conclusion of the 2013 AGM in order to devote more time to his own business. Following Mr Hui's retirement as Director of the Bank, he has also ceased to be a member of the Bank's Nomination Committee and Remuneration Committee with effect from the conclusion of the 2013 AGM.

Mr Hui has confirmed that he has no disagreement with the Board of Directors of the Bank (the "Board") and that he is not aware of any matter relating to his retirement that needs to be brought to the attention of the shareholders of the Bank.

The Board would like to express its gratitude to Mr Hui for his wise counsel and guidance during his tenure of office and wish him all the best in the future.

As at the date hereof, the Board comprises Dr Raymond K F Ch'ien* (Chairman), Ms Rose W M Lee (Vice-Chairman and Chief Executive), Dr John C C Chan*, Dr Marvin K T Cheung*, Ms L Y Chiang*, Mr Andrew H C Fung, Ms Anita Y M Fung[#], Dr Fred Zulu Hu*, Ms Sarah C Legg[#], Dr Eric K C Li*, Dr Vincent H S Lo[#], Mrs Dorothy K Y P Sit[#], Mr Richard Y S Tang*, Mr Peter T S Wong[#] and Mr Michael W K Wu*.

[#] *Non-executive Directors*

* *Independent Non-executive Directors*

For and on behalf of
Hang Seng Bank Limited
C C Li
Secretary

Hong Kong, 16 May 2013

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