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(Stock code: 11)

## Poll Results of the 2014 Annual General Meeting

At the Annual General Meeting of Hang Seng Bank Limited (the "Bank") held on 9 May 2014 (the "2014 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 2014 AGM was as follows:

Resolutions		No. of Votes (%)	
		For	Against
1	To adopt the reports and audited financial statements for 2013.	1,362,787,523 (99.998508%)	20,334 (0.001492%)
	As the required majority of the votes were obtained, the resolution was duly passed as an ordinary resolution.		
2(a)	To re-elect Dr Raymond K F Ch'ien as Director.	1,290,687,851 (94.702805%)	72,194,534 (5.297195%)
	As the required majority of the votes were obtained, the resolution was duly passed as an ordinary resolution.		
2(b)	To elect Mr Nixon L S Chan as Director.	1,357,190,062 (99.789314%)	2,865,442 (0.210686%)
	As the required majority of the votes were obtained, the resolution was duly passed as an ordinary resolution.		
2(c)	To re-elect Ms L Y Chiang as Director.	1,359,929,228 (99.841672%)	2,156,570 (0.158328%)
	As the required majority of the votes were obtained, the resolution was duly passed as an ordinary resolution.		
2(d)	To re-elect Ms Sarah C Legg as Director.	1,355,420,118 (99.446255%)	7,547,370 (0.553745%)
	As the required majority of the votes were obtained, the resolution was duly passed as an ordinary resolution.		
2(e)	To elect Mr Kenneth S Y Ng as Director.	1,355,998,395 (99.488865%)	6,966,586 (0.511135%)
	As the required majority of the votes were obtained, the resolution was duly passed as an ordinary resolution.		
2(f)	To re-elect Mr Michael W K Wu as Director.	1,360,154,534 (99.790452%)	2,856,157 (0.209548%)
	As the required majority of the votes were obtained, the resolution was duly passed as an ordinary resolution.		
3	To re-appoint KPMG as Auditor and to authorise the Directors to fix their remuneration.	1,359,782,742 (99.762419%)	3,238,280 (0.237581%)
	As the required majority of the votes were obtained, the resolution was duly passed as an ordinary resolution.		
4	To grant a general mandate to the Directors to buy-back shares not exceeding 10% of the number of shares in issue.	1,362,643,904 (99.998048%)	26,594 (0.001952%)
	As the required majority of the votes were obtained, the resolution was duly passed as an ordinary resolution.		

Resolutions		No. of Votes (%)	
		For	Against
5	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 number of shares in issue.	1,220,784,418 (89.554467%)	142,390,936 (10.445533%)
	As the required majority of the votes were obtained, the resolution was duly passed as an ordinary resolution.		
6	<i>Special Resolution:</i> To adopt the new Articles of Association	1,352,236,335 (99.267487%)	9,978,399 (0.732513%)
	As the required majority of the votes were obtained, the resolution was duly passed as a special resolution.		

As at the date of the 2014 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 2014 AGM. There were no restrictions on any shareholders to cast votes on any of the proposed resolutions at the 2014 AGM. No person has indicated in the circular containing the notice of the 2014 AGM that it/he/she intends to abstain from voting on or vote against any of the resolutions at the 2014 AGM.

Computershare Hong Kong Investor Services Limited, the Bank's registrar, acted as scrutineer for the vote-taking at the 2014 AGM.

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

\* *Independent Non-executive Directors*

# *Non-executive Directors*

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

Hong Kong, 9 May 2014

**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*