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(Stock code: 11)

## Poll Results of the 2015 Annual General Meeting

At the Annual General Meeting of Hang Seng Bank Limited (the "Bank") held on 7 May 2015 (the "2015 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 2015 AGM was as follows:

	Resolutions	No. of Votes (%)	
		For	Against
1	To adopt the reports and audited financial statements for 2014.	1,395,423,253 (99.995891%)	57,335 (0.004109%)
	As the required majority of the votes were obtained, the resolution was duly passed as an ordinary resolution.		
2(a)	To elect Dr Henry K S Cheng as Director.	1,306,279,059 (93.611989%)	89,139,485 (6.388011%)
	As the required majority of the votes were obtained, the resolution was duly passed as an ordinary resolution.		
2(b)	To re-elect Mr Andrew H C Fung as Director.	1,392,581,320 (99.802912%)	2,750,024 (0.197088%)
	As the required majority of the votes were obtained, the resolution was duly passed as an ordinary resolution.		
2(c)	To re-elect Dr Fred Zulu Hu as Director.	1,282,282,856 (91.898994%)	113,034,763 (8.101006%)
	As the required majority of the votes were obtained, the resolution was duly passed as an ordinary resolution.		
2(d)	To re-elect Ms Rose W M Lee as Director.	1,389,191,802 (99.560508%)	6,132,342 (0.439492%)
	As the required majority of the votes were obtained, the resolution was duly passed as an ordinary resolution.		
2(e)	To elect Ms Irene Y L Lee as Director.	1,391,033,580 (99.692527%)	4,290,239 (0.307473%)
	As the required majority of the votes were obtained, the resolution was duly passed as an ordinary resolution.		
2(f)	To re-elect Mr Richard Y S Tang as Director.	1,388,387,057 (99.503694%)	6,925,012 (0.496306%)
	As the required majority of the votes were obtained, the resolution was duly passed as an ordinary resolution.		
2(g)	To re-elect Mr Peter T S Wong as Director.	1,213,840,456 (86.993462%)	181,483,323 (13.006538%)
	As the required majority of the votes were obtained, the resolution was duly passed as an ordinary resolution.		
3	To appoint PricewaterhouseCoopers as auditor and to authorise the Directors to determine the remuneration of the auditor.	1,391,918,633 (99.753512%)	3,439,397 (0.246488%)
	As the required majority of the votes were obtained, the resolution was duly passed as an ordinary resolution.		

Resolutions		No. of Votes (%)	
		For	Against
4	To grant a general mandate to the Directors to buy-back shares not exceeding 10% of the number of shares in issue.	1,395,170,206 (99.991256%)	122,000 (0.008744%)
As the required majority of the votes were obtained, the resolution was duly passed as an ordinary resolution.			
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.	1,226,967,934 (87.941023%)	168,248,878 (12.058977%)
As the required majority of the votes were obtained, the resolution was duly passed as an ordinary resolution.			

As at the date of the 2015 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 2015 AGM. There were no restrictions on any shareholders to cast votes on any of the proposed resolutions at the 2015 AGM. No person has indicated in the circular containing the notice of the 2015 AGM that it/he/she intends to abstain from voting on or vote against any of the resolutions at the 2015 AGM.

Computershare Hong Kong Investor Services Limited, the Bank's registrar, acted as scrutineer for the vote-taking at the 2015 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 Henry K S Cheng\*, Ms L Y Chiang\*, Mr Andrew H C Fung, Dr Fred Zulu Hu\*, Ms Irene Y L Lee\*, 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, 7 May 2015

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*