



投票委託書 Form of Proxy

本人(吾等)/公司(見附註1)

I/We (see note 1)

地址為

of

乃恒生銀行有限公司股東，茲委託大會主席或(見附註2及3)

being a shareholder of Hang Seng Bank Limited hereby appoint the Chairman of the Meeting or (see notes 2 and 3)

其地址為

of

若其不克出席則改由

and failing him/her

其地址為

of

代表本人(吾等)/公司在該公司於二零零七年八月一日(星期三)下午三時三十分在香港德輔道中八十三號恒生銀行總行二十四樓博愛堂召開之股東特別大會及任何有關之延期召開會議中投票。

as my/our proxy to vote for me/us and on my/our behalf at the Extraordinary General Meeting of the Company to be held at the **Penthouse, Level 24, Hang Seng Bank Headquarters, 83 Des Voeux Road Central, Hong Kong** on Wednesday, 1 August 2007 at 3:30 p.m. and at any adjournment thereof.

本人(吾等)/公司擬將此投票委託書用於下述議決案並依照下列方式投票。

I/We wish this proxy to be used in connection with the undermentioned resolution in the manner set out below.

日期：二零零七年 _____月 _____日

簽署：

(見附註4、5及6)

Date: _____ 2007

Signature: _____

(see notes 4, 5 and 6)

請於下列議決案旁的適當空格內填上“√”號，以表示 台端屬意代表人應如何投票。倘無此項指示，則對於會議所討論之有關事項，代表人可隨其意願投票或放棄投票。

Please indicate with a “√” in the appropriate space beside the resolution how you wish the proxy to vote. Unless so instructed, the proxy will at his/her discretion vote as he/she thinks fit or abstain from voting in relation to all business of the Meeting.

普通議決案 Ordinary Resolution

	贊成 For	反對 Against
<p>1 To approve, confirm and ratify the Acquisition Agreement (as defined in the circular to the shareholders of the Company dated 13 July 2007) and the transaction contemplated thereunder; and to authorise each of the Directors of the Company 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.</p> <p>批准、確認及追認收購協議(定義詳見於本公司於二零零七年七月十三日寄發予股東之通函)及據此擬進行之交易；並授權本公司任何一位董事作出所有其他行動及事宜、商討、批准、同意、簽署、簡簽、追認及/或簽訂該等有關文件，並採取其認為需要、適宜或有利於執行收購協議及據此擬進行之交易及/或使其生效之所有措施。</p>		

附註Notes

1 請在適當空欄內以正楷填上股東姓名及地址。

Full name(s) and address(es) of the shareholder(s) completing this form to be inserted in BLOCK CAPITALS in the space provided.

2 有資格出席會議及投票之股東可委派一位或多位代表出席及代其投票。代表人不必為本公司股東。

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 如欲委託大會主席以外之人士為代表，請刪除「大會主席或」等字，並在適當空位上填上欲委託之代表之姓名及地址。任何改動必須由簽署人簡簽示可。

If a proxy (or proxies) other than the Chairman of the Meeting is to be appointed, please delete the words “the Chairman of the Meeting or” and insert the full name and address of the proxy (or proxies) desired in the space provided. Any alteration made to this Form of Proxy must be initialled by the person who signs it.

4 若股東為有限公司，則此投票委託書必須加蓋公司水印及簽署或由適當授權之職員或被授權人簽署。

In the case of a corporation, this proxy form must be executed either under its common seal or under the hand of some officer or attorney duly authorised in that behalf.

5 凡共同擁有股份者，在任何問題表決時，無論親身出席或委派代表出席，僅股東名冊上排名較先者有權表決。

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.

6 此表格填妥後，連同簽署人之授權書或其他授權文件(如有)或經由公證人簽署證明之副本(如於外地簽署)或認可副本必須不遲於二零零七年七月三十一日下午三時三十分或延期召開會議(視乎情況而定)指定舉行時間四十八小時前送達香港德輔道中八十三號十樓恒生銀行有限公司法律及公司秘書事務部，方為有效。

To be effective, this form 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 notorially 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 holding any adjourned meeting (as the case may be).

7 主席擬對在會議表決的議決案進行按股數投票方式表決。於投票時，每名親自出席的股東或代表人每持有一股可獲得一票。

The Chairman intends to demand a poll on the resolution for determination at the Meeting. On a poll, every shareholder present in person or by proxy shall have one vote for every share of which he/she is the holder.