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HCMP 2348 / 2025

IN THE HIGH COURT OF THE
HONG KONG SPECIAL ADMINISTRATIVE REGION
COURT OF FIRST INSTANCE

MISCELLANEOUS PROCEEDINGS NO. 2348 OF 2025

IN THE MATTER OF

HANG SENG BANK LIMITED
(恒生銀行有限公司)

AND

IN THE MATTER OF

**SECTION 670 OF THE COMPANIES ORDINANCE,
CHAPTER 622 OF THE LAWS OF
THE HONG KONG SPECIAL ADMINISTRATIVE REGION**

SCHEME OF ARRANGEMENT

**Under Section 673 of the Companies Ordinance,
Chapter 622 of the Laws of the Hong Kong Special Administrative Region**

NOTICE OF HANG SENG BANK COURT MEETING

NOTICE IS HEREBY GIVEN that, by an order dated 11 December 2025 (the “**Order**”) made in the above matters, the High Court of the Hong Kong Special Administrative Region (the “**High Court**”) has directed a meeting (the “**Meeting**” or the “**Court Meeting**”) to be convened of the holders of the Scheme Shares (as defined in the Scheme referred to below) for the purpose of considering and, if thought fit, approving, with or without modification, a scheme of arrangement (the “**Scheme**”) proposed to be made between Hang Seng Bank Limited (“**Hang Seng Bank**” or the “**Bank**”) and the Scheme Shareholders (as defined in the Scheme) as at the Scheme Record Date (as defined in the Scheme), and that such Meeting will be held at 10:30 a.m. on Thursday, 8 January 2026 in the form of a hybrid meeting at Grand Ballroom, 16/F, Hopewell Hotel, 15 Kennedy Road, Wan Chai, Hong Kong and via the “**Court Meeting Online Platform**” (<https://meetings.computershare.com/HangSengCourtMeeting>), using any smart phone, tablet device or computer, in such way and at such time all Scheme Shareholders are requested to attend.

A copy of the Scheme and a copy of the explanatory statement explaining the effect of the Scheme (the “**Explanatory Statement**”), required to be furnished pursuant to section 671 of the abovementioned Ordinance, are incorporated in the scheme document (the “**Scheme Document**”) of which this Notice forms part, which has been despatched by prepaid surface mail to the Scheme Shareholders having their registered addresses in Hong Kong and by courier to overseas Scheme Shareholders having their registered addresses outside Hong Kong. A copy of the Scheme Document can also be obtained by any person entitled to attend the Meeting during usual business hours on any day prior to the day appointed for the said meeting (other than a Saturday, a Sunday or a public holiday in Hong Kong) from the share registrar of Hang Seng Bank, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong. The Scheme Document is also available for inspection on (a) the website of Hang Seng Bank at www.hangseng.com and (b) the website of The Hongkong and Shanghai Banking Corporation Limited (“**HSBC Asia Pacific**”) at www.hsbc.com.hk from 15 December 2025 onwards.

Shares in the capital of Hang Seng Bank (“**Hang Seng Bank Shares**”) held by HSBC Asia Pacific and parties acting in concert (as defined in the Hong Kong Code on Takeovers and Mergers) with it (while acting in their capacity as such) will not be voted at the Meeting. Only Hang Seng Bank Shares held by Scheme Shareholders are eligible for voting thereat.

The above-mentioned Scheme Shareholders may vote at the Meeting in person, via the Court Meeting Online Platform or by proxy. A Scheme Shareholder is entitled to appoint one or more proxies to attend and vote at the Meeting instead of such Scheme Shareholder. A proxy need not be a member of Hang Seng Bank. A pink form of proxy to be used for the purpose of the Meeting is enclosed with the Scheme Document. If more than one proxy is appointed by the same Scheme Shareholder, the number of Hang Seng Bank Shares in respect of which each such proxy is so appointed must be specified in the relevant form of proxy.

In the case of joint holders of a Hang Seng Bank Share, the vote of the most senior holder who tenders a vote at the Meeting, whether in person, via the Court Meeting Online Platform or by proxy, shall be accepted to the exclusion of the vote(s) tendered by any other joint holder(s) of that Hang Seng Bank Share and for this purpose, the seniority of joint shareholders shall be determined by the order in which their names stand in the register of members of Hang Seng Bank in respect of the Hang Seng Bank Share.

It is requested that forms of proxy (in the case of a corporation either under its common seal or under the hand of an attorney or a duly authorised officer on its behalf and to the satisfaction of the directors of the Bank) (if signed by an attorney, together with the power of attorney or other authority under which they have been signed or a notarially certified copy (where executed abroad)) be lodged at Hang Seng Bank’s share registrar as stated above no later than 48 hours before the time appointed for holding the Meeting or any adjournment thereof. Forms of proxy sent electronically or by any other data transmission process will not be accepted.

Completion and return of a form of proxy will not preclude a Scheme Shareholder from attending and voting (whether in person or via the Court Meeting Online Platform) at the Meeting or at any adjourned meeting thereof if such Scheme Shareholder shall subsequently so wish, and in such event, any proxy appointment made by that Scheme Shareholder shall be deemed to be revoked.

The register of members of Hang Seng Bank will be closed, for the purpose of determining the entitlement to attend and vote at the Meeting, from Monday, 5 January 2026 to Thursday, 8 January 2026 (both days inclusive), during which period no transfer of Hang Seng Bank Shares will be registered. In order to be entitled to attend and vote at the Meeting, all transfer documents, accompanied by the relevant share certificates, should be lodged with Hang Seng Bank's share registrar as stated above for registration no later than 4:30 p.m. (Hong Kong time) on Friday, 2 January 2026.

By the same order, the High Court has appointed Cordelia Chung, or failing her, Patricia Lam Sze Wan, to act as Chair of the Meeting and has directed the Chair of the Meeting to report the result thereof to the High Court.

If approved at the Meeting, the Scheme will be subject to the subsequent sanction of the High Court as set out in the Explanatory Statement contained in the Scheme Document.

Dated the 15th day of December 2025.

Slaughter and May

Solicitors for the Bank

47th Floor, Jardine House
One Connaught Place, Central
Hong Kong

As at the date hereof, the Board of Directors of the Bank comprises Edward Cheng Wai Sun* (Chairman), Luanne Lim Hui Hung (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 (Chief Financial Officer), Wang Xiao Bin* and Catherine Zhou Rong#.

Non-executive Directors

* *Independent Non-executive Directors*

Notes:

- (i) Unless otherwise defined in this notice or the context otherwise requires, terms defined in the Scheme Document shall have the same meanings when used in this notice.
- (ii) The Court Meeting will be held in the form of a hybrid meeting. Scheme Shareholders entitled to attend and vote at the Court Meeting (or their proxies or corporate representatives) have the option of attending, participating in and voting at the Court Meeting physically at Grand Ballroom, 16/F, Hopewell Hotel, 15 Kennedy Road, Wan Chai, Hong Kong or electronically through the Court Meeting Online Platform.
- (iii) The Court Meeting Online Platform can be accessed online by visiting the website <https://meetings.computershare.com/HangSengCourtMeeting>, using any smart phone, tablet device or computer. For further details, please refer to the section titled "20. Hang Seng Bank Court Meeting and Hang Seng Bank General Meeting" in the Explanatory Statement set out on pages 117 to 119 of the Scheme Document (of which this Notice forms part) and the Online User Guide for the Meeting at Hang Seng Bank's website (<https://www.hangseng.com/en-hk/about-us/investor-relations/shareholders-meeting/online-user-guide-GM>).

(iv) The Court Meeting Online Platform will be open to log in approximately one hour prior to the commencement of the Meeting and can be accessed from any location with internet connection using a smart phone, tablet device or computer. Scheme Shareholders should allow ample time to check into the Court Meeting Online Platform to complete the related procedures. Please refer to the Online User Guide for the Meeting at Hang Seng Bank's website (<https://www.hangseng.com/en-hk/about-us/investor-relations/shareholders-meeting/online-user-guide-GM>) for more information.

(v) Login details to access the Court Meeting Online Platform

- Login details for Scheme Shareholders with their Hang Seng Bank Shares registered in their own names

Details regarding the Meeting arrangements including login details to access the Court Meeting Online Platform are included in Hang Seng Bank's notification letter to such Scheme Shareholders dated 15 December 2025.

- Login details for Beneficial Owners

Beneficial Owners who wish to attend, participate in and vote at the Meeting using the Court Meeting Online Platform should:

- contact and instruct the Registered Owner or HKSCC Nominees through which their Hang Seng Bank Shares are held (together, the “**Intermediaries**”) to appoint themselves as proxies or corporate representatives to attend the Meeting; and
- provide their email addresses to their Intermediaries as soon as possible and in any event, before the time limit required by the relevant Intermediaries.

Details regarding the Meeting arrangements including login details to access the Court Meeting Online Platform will be sent by the Share Registrar to the email addresses of the Beneficial Owners provided by the Intermediaries. Any Beneficial Owner who has provided an email address through the relevant Intermediaries for this purpose but has not received the login details by email by 12:00 noon on Wednesday, 7 January 2026 should reach out to the Share Registrar for assistance. Without the login details, Beneficial Owners will not be able to participate in and vote through the Court Meeting Online Platform. Beneficial Owners should therefore give clear and specific instructions to their Intermediaries in respect of both of the points above.

- Login details for proxies or corporate representatives

Details regarding the Meeting arrangements including login details to access the Court Meeting Online Platform will be sent by the Share Registrar to the email addresses of the proxies provided to it in the relevant proxy forms.

For corporate Scheme Shareholders that wish to appoint representatives to attend, participate in and vote at the Meeting on their behalf through the Court Meeting Online Platform, please call the Share Registrar at +852 2862 8600 for arrangements.

Any proxy or corporate representative who has not received the login details by email by 12:00 noon on Wednesday, 7 January 2026 should reach out to the Share Registrar for assistance.

Only one device is allowed in respect of each set of login details. Please keep the login details in safe custody for use at the Meeting and do not disclose them to anyone else. None of Hang Seng Bank and its directors, officers, agents, advisers and representatives assumes any obligation or liability whatsoever in connection with the transmission of the login details or any use of the login details for voting or otherwise.

- (vi) The Court Meeting Online Platform permits a “split vote” on a resolution. In other words, a Scheme Shareholder casting his/her/its votes through the Court Meeting Online Platform does not have to vote all of his/ her/its Shares in the same way (“For” or “Against”). In the case of a proxy, he/she can vote such number of Hang Seng Bank Shares in respect of which he/she has been appointed as a proxy. Votes cast through the Court Meeting Online Platform are irrevocable once the voting session at the Meeting ends.
- (vii) No refreshments or drinks will be served at the Court Meeting.
- (viii) Scheme Shareholders or proxies who attend the Court Meeting online or in person will each receive ONE souvenir as a token of Hang Seng Bank’s appreciation. If a Scheme Shareholder is also appointed as proxy of other Scheme Shareholder(s), or a proxy represents multiple Scheme Shareholders, the number of souvenirs each of the aforesaid Scheme Shareholders or proxies will receive will be limited to ONE. For those attending online, Hang Seng Bank will arrange for the collection of the souvenirs by eligible Scheme Shareholders after the Court Meeting.
- (ix) Asking questions before or during the Meeting

Your participation in the Meeting is valued by Hang Seng Bank. If you would like to submit a question relating to the proposed resolution of the Meeting in advance, please send your questions to: hangseng_privatisation@computershare.com.hk, no later than 10:30 am on Tuesday, 6 January 2026 (or not less than 48 hours before the time appointed for any adjournment of the Meeting).

Alternatively, you can pose questions during the physical Meeting or via the Court Meeting Online Platform.

(x) **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 7:00 a.m. and 1:00 p.m. on the day of the Meeting, then the Meeting will be adjourned and the Scheme Shareholders will be informed of the date, time and venue of the adjourned meeting by a supplementary notice to be posted on Hang Seng Bank’s website (www.hangseng.com) and the website of HKEX (www.hkexnews.hk).

The Meeting will be held as scheduled when Typhoon Signal No.3 or below is hoisted or an Amber or Red Rainstorm Warning Signal is in force.

Scheme Shareholders should carefully consider the risk of physical attendance at the Meeting 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.