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恒生銀行  
HANG SENG BANK

恒生銀行有限公司

**Hang Seng Bank Limited**

*(Incorporated in Hong Kong with limited liability)*

Stock codes: 11 (HKD counter) and 80011 (RMB counter)

## NOTICE OF HANG SENG BANK GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that a general meeting (the “**General Meeting**”) of Hang Seng Bank Limited (“**Hang Seng Bank**” or the “**Bank**”) will be held at 11:00 a.m. on Thursday, 8 January 2026 (or immediately after the conclusion or adjournment of the meeting of the holders of the Scheme Shares (as defined in the Scheme referred to below) convened at the direction of the High Court of the Hong Kong Special Administrative Region (the “**High Court**”) for the same day and place) in the form of a hybrid meeting at Grand Ballroom, 16/F, Hopewell Hotel, 15 Kennedy Road, Wan Chai, Hong Kong and via the General Meeting Online Platform (<https://meetings.computershare.com/HangSengGeneralMeeting>) for the purpose of considering and, if thought fit, passing the following as a special resolution:

### SPECIAL RESOLUTION

“**THAT:**

- (A) the scheme of arrangement dated 15 December 2025 (the “**Scheme**”) between Hang Seng Bank and the Scheme Shareholders (as defined in the Scheme) as at the Scheme Record Date (as defined in the Scheme), in the form of the print contained in the scheme document dated 15 December 2025 (the “**Scheme Document**”), which has been produced to this General Meeting and for the purpose of identification signed by the Chair of this General Meeting, with any modification of or addition to it, or any condition, as may be approved or imposed by the High Court, be and is hereby approved;
- (B) for the purpose of giving effect to the Scheme, on the date on which the Scheme becomes binding and effective in accordance with the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) (the “**Scheme Effective Date**”):
  - (i) the issued share capital of Hang Seng Bank be reduced by cancelling and extinguishing the Scheme Shares in issue on the Scheme Record Date;

- (ii) subject to and forthwith upon such reduction of capital taking effect, the issued share capital of Hang Seng Bank be restored to its former amount by the creation of such number of new shares in the capital of Hang Seng Bank (“**Hang Seng Bank Shares**”) as is equal to the number of Scheme Shares cancelled and extinguished; and
  - (iii) Hang Seng Bank shall apply the reserve created in its books of account as a result of the said reduction of capital in paying up in full the Hang Seng Bank Shares to be created as aforesaid, and such new Hang Seng Bank Shares shall be allotted and issued, credited as fully paid, to The Hongkong and Shanghai Banking Corporation Limited (“**HSBC Asia Pacific**”) (or its nominee), and the directors of Hang Seng Bank be and are hereby unconditionally authorised to allot and issue the same accordingly;
- (C) the listing of Hang Seng Bank Shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) be withdrawn, subject to the Scheme taking effect; and
- (D) the directors of Hang Seng Bank be and are hereby unconditionally authorised to do all acts and things and/or sign such documents as considered by them to be necessary or desirable in connection with the implementation of the Scheme, including (without limitation) (i) the making of an application to the Stock Exchange for the withdrawal of the listing of Hang Seng Bank Shares on the Stock Exchange, subject to the Scheme taking effect; (ii) the reduction of capital referred to above, (iii) the allotment and issue of the Hang Seng Bank Shares referred to above, and (iv) the giving, on behalf of Hang Seng Bank, of consent to any modification of, or addition to, the Scheme, which the High Court may see fit to impose and to do all other acts and things and/or sign such documents as considered by them to be necessary or desirable in connection with the implementation of the Scheme and in relation to the proposal for the privatisation of Hang Seng Bank by HSBC Asia Pacific by way of the Scheme as a whole.”

By order of the Board

**Hang Seng Bank Limited**

**Cheung Ka Ki**

*Company Secretary and Head of Corporate Governance*

Hong Kong, 15 December 2025

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 General Meeting will be held in the form of a hybrid meeting. Hang Seng Bank Shareholders entitled to attend and vote at the General Meeting (or their proxies or corporate representatives) have the option of attending, participating and voting at the General Meeting physically at Grand Ballroom, 16/F, Hopewell Hotel, 15 Kennedy Road, Wan Chai, Hong Kong or electronically through the General Meeting Online Platform.

- (iii) The General Meeting Online Platform can be accessed online by visiting the website <https://meetings.computershare.com/HangSengGeneralMeeting>, 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 General Meeting at Hang Seng Bank’s website (<https://www.hangseng.com/en-hk/about-us/investor-relations/shareholders-meeting/online-user-guide-GM>).
- (iv) Pursuant to Rule 13.39(4) of the Hong Kong Listing Rules, the resolution set out in this Notice will be decided by poll at the General Meeting. Article 67(A)(a) of the Articles of Association of Hang Seng Bank provides that on a poll, every Hang Seng Bank Shareholder present in person, via the General Meeting Online Platform or by proxy shall have one vote for every share held by that Hang Seng Bank Shareholder.
- (v) Hang Seng Bank Shareholders will be able to vote at the General Meeting in person, via the General Meeting Online Platform or by proxy. A Hang Seng Bank Shareholder entitled to attend and vote at the General Meeting (or at any adjournment thereof) is entitled to appoint one or more proxies to attend and vote at the General Meeting instead of such Hang Seng Bank Shareholder. A proxy need not be a Hang Seng Bank Shareholder.
- (vi) In order to be valid, the original and completed white form 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 Hang Seng 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 thereof (where executed abroad)) should be returned to Hang Seng Bank’s Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong, no later than 11:00 a.m. on Tuesday, 6 January 2026 (or not less than 48 hours before the time appointed for any adjournment of the General Meeting). Forms of proxy sent electronically or by any other data transmission process will not be accepted. Completion and return of a white form of proxy will not preclude a Hang Seng Bank Shareholder from attending and voting (whether in person or via the General Meeting Online Platform) at the General Meeting or at any adjourned meeting thereof if such Hang Seng Bank Shareholder shall subsequently so wish, and in such event, any proxy appointment made by that Hang Seng Bank Shareholder shall be deemed to be revoked.
- (vii) 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 General Meeting, whether in person, via the General 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.
- (viii) The register of members of Hang Seng Bank will be closed, for the purpose of determining the entitlement to attend and vote at the General 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 General Meeting, all transfer documents, accompanied by the relevant share certificates, should be lodged with Hang Seng Bank’s Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong, for registration no later than 4:30 p.m. (Hong Kong time) on Friday, 2 January 2026.
- (ix) The General Meeting Online Platform will be open to log in approximately one hour prior to the commencement of the General Meeting and can be accessed from any location with internet connection using a smart phone, tablet device or computer. Hang Seng Bank Shareholders should allow ample time to check into the General Meeting Online Platform to complete the related procedures.

(x) Login details to access the General Meeting Online Platform

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

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

- Login details for Beneficial Owners

Beneficial Owners who wish to attend, participate in and vote at the General Meeting using the General 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 General 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 General Meeting arrangements including login details to access the General Meeting Online Platform will be sent by Hang Seng Bank's 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 General 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 General Meeting arrangements including login details to access the General Meeting Online Platform will be sent by Hang Seng Bank's Share Registrar to the email addresses of the proxies provided to it in the relevant proxy forms.

For corporate Hang Seng Bank Shareholders that wish to appoint representatives to attend, participate in and vote at the General Meeting on their behalf through the General Meeting Online Platform, please call Hang Seng Bank's 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 Hang Seng Bank's 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 General 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.

- (xi) The General Meeting Online Platform permits a “split vote” on a resolution. In other words, a Hang Seng Bank Shareholder casting his/her/its votes through the General Meeting Online Platform does not have to vote all of his/her/its Hang Seng Bank 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 General Meeting Online Platform are irrevocable once the voting session at the General Meeting ends.
- (xii) No refreshments or drinks will be served at the General Meeting.
- (xiii) Hang Seng Bank Shareholders or proxies who attend the General Meeting online or in person will each receive ONE souvenir as a token of Hang Seng Bank’s appreciation. If a Hang Seng Bank Shareholder is also appointed as proxy of other Hang Seng Bank Shareholder(s), or a proxy represents multiple Hang Seng Bank Shareholders, the number of souvenirs each of the aforesaid Hang Seng Bank 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 Hang Seng Bank Shareholders after the General Meeting.
- (xiv) Asking questions before or during the General Meeting

The General Meeting is an important opportunity for all Hang Seng Bank Shareholders to express their views by asking questions and voting. Your participation in the General Meeting is valued by Hang Seng Bank. If you would like to submit a question relating to the proposed resolution of the General Meeting in advance, please send your questions to: [hangseng\\_privatisation@computershare.com.hk](mailto:hangseng_privatisation@computershare.com.hk), no later than 11:00 a.m. on Tuesday, 6 January 2026 (or not less than 48 hours before the time appointed for any adjournment of the General Meeting). Alternatively, you can pose questions during the physical General Meeting or via the General Meeting Online Platform during the Q&A session.

(xv) 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 General Meeting, then the General Meeting will be adjourned and the Hang Seng Bank 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](http://www.hangseng.com)) and the website of HKEX ([www.hkexnews.hk](http://www.hkexnews.hk)).

**The General 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.**

Hang Seng Bank Shareholders should carefully consider the risk of physical attendance at the General 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.

- (xvi) Subsequent to the issuance of this Notice, should there be any changes to the arrangements for the General Meeting, Hang Seng Bank will notify the Hang Seng Bank Shareholders via an announcement to be posted on Hang Seng Bank’s website ([www.hangseng.com](http://www.hangseng.com)) and the website of HKEX ([www.hkexnews.hk](http://www.hkexnews.hk)).

(xvii) 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<sup>#</sup>, Clement Kwok King Man\*, Patricia Lam Sze Wan\*, David Liao Yi Chien<sup>#</sup>, Lin Huey Ru\*, Saw Say Pin (Chief Financial Officer), Wang Xiao Bin\* and Catherine Zhou Rong<sup>#</sup>.

<sup>#</sup> Non-executive Directors

\* Independent Non-executive Directors

(xviii) In the event of any inconsistency, the English version of this Notice shall prevail over the Chinese version.

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