



(Stock code: 11)

Procedures for shareholders to propose candidates for election as Directors of Hang Seng Bank Limited (the “Bank”)

Written Notice by Shareholder

In accordance with Article 102 of the Bank’s Articles of Association, any shareholder, who wishes to propose a person other than a retiring Director of the Bank for election as a Director of the Bank at a general meeting, may do so by sending to the registered office of the Bank for the time being, a written notice which identifies the candidate and includes the information required below (the “**Nomination Documents**”), within the 7–day period commencing the day after the despatch of the notice of the meeting, or such other period as may be determined by the Directors from time to time and ending no later than seven days prior to the date appointed for such meeting.

The current registered office of the Bank, to which the Nomination Documents should be sent is set out below:

The Company Secretary
Hang Seng Bank Limited
83 Des Voeux Road Central, Level 10
Hong Kong

Nomination Documents

The Nomination Documents must include the following:

1. The **nominating shareholder’s notice of intention** to propose a resolution for election of a person as Director at a general meeting. The notice must include (a) the name of the nominating shareholder, (b) his/her contact details, and (c) the number of the Bank’s ordinary shares held by the nominating shareholder;

2. A **notice in writing by the nominated candidate** of his/her willingness to be elected as a Director of the Bank together with the following information as required to be disclosed under Rule 13.51(2) of the Listing Rules:
 - (a) full name and age;
 - (b) positions held with the Bank and/or other members of the Bank's group of companies (if any);
 - (c) experience including (i) other directorships held in the past 3 years in public companies of which the securities are listed on any securities market in Hong Kong and overseas; and (ii) other major appointments and professional qualifications;
 - (d) current employment and such other information (which may include business experience and academic qualifications) of which shareholders should be aware of, pertaining to the ability or integrity of the candidate;
 - (e) length or proposed length of service with the Bank;
 - (f) relationships with any Directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Bank, or an appropriate negative statement;
 - (g) interests in shares of the Bank within the meaning of Part XV of the Securities and Futures Ordinance, or an appropriate negative statement;
 - (h) a declaration made by the nominated candidate in respect of the information required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules, or an appropriate negative statement to that effect where there is no information to be disclosed pursuant to any of such requirements nor there are any other matters relating to that nominated candidate's standing for election as a Director that should be brought to shareholders' attention; and
 - (i) contact details.
3. The nominated candidate's written consent to the publication of his/her personal data.

Appointment subject to Hong Kong Monetary Authority's Approval

As the Bank is an authorised institution approved by the Hong Kong Monetary Authority (“**HKMA**”) under the Banking Ordinance, any appointment to the Board of Directors of the Bank is subject to prior approval of HKMA.

Accordingly, if the nominated candidate is elected as a Director of the Bank by shareholders at a general meeting, the Bank will proceed to seek HKMA's approval in respect of the nominated candidate's proposed appointment in accordance with the Banking Ordinance.

If the HKMA is satisfied that the nominated candidate is a fit and proper person to be a Director of the Bank, it will give its consent in writing to the Bank pursuant to the Banking Ordinance. The nominated candidate's appointment as a Director of the Bank will only become effective after receipt of HKMA's consent in writing.

Announcement of the Appointment

After the appointment has become effective, the Bank will publish an announcement relating to the appointment in accordance with the requirements of the Listing Rules.

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

Member HSBC Group