

Hang Seng Bank Limited
(the “Bank”)
Shareholders Communication Policy

1. Purpose

This Policy sets out the processes that the Bank has in place to provide Shareholders and the investment community with ready, equal and timely information on the Bank for them to make informed assessments of the Bank’s strategies, developments, operations and financial performance, and to enable Shareholders and the investment community to engage actively with the Bank.

2. General Policy

- 2.1 The Board of the Bank shall maintain an on-going dialogue with Shareholders. Balanced and understandable information on the Bank will be disseminated timely and effectively through the Bank’s results announcements, annual and interim reports, AGMs and other general meetings that may be convened, as well as by making available all the disclosures submitted to the Stock Exchange and its corporate communications and other corporate publications on the Bank’s website.
- 2.2 The Bank has put in place a Framework for the Disclosure of Inside Information which reflects relevant requirements under Part XIVA of the Securities and Futures Ordinance.
- 2.3 Communication with Shareholders and the investment community shall comply with all relevant laws, regulations and rules, and in particular, the CG Code.

3. General Meetings

- 3.1 AGMs provide a useful forum for Shareholders to exchange views with the Board. The Bank’s Chairman, Executive Directors, Chairmen of the Board Committees and Non-Executive Directors shall be available at the AGM to answer questions from Shareholders. The external auditor of the Bank shall also attend the AGMs to answer questions about the conduct of the audit, the preparation and content of the auditor’s report, the accounting policies and auditor independence.
- 3.2 The Bank shall provide information on how Shareholders can convene an extraordinary general meeting and the procedures and sufficient contact details for putting forward proposals at general meetings. Such information will be included in the Corporate Governance Report as contained in the Bank’s annual report.
- 3.3 Appropriate arrangements shall be put in place to encourage Shareholders’ participation at AGMs and other general meetings of the Bank. Shareholders who are unable to attend and vote at general meetings are encouraged to appoint proxies to attend and vote at the meetings for and on their behalf.
- 3.4 The Bank shall prepare notices of meetings and accompanying documents in a clear and concise manner and in compliance with all relevant requirements of the Listing Rules.
- 3.5 The Chairman of AGMs or other general meetings shall provide an explanation of the detailed procedures of conducting a poll to Shareholders and answer any question from Shareholders on voting by poll at such meetings to ensure Shareholders are familiar with such procedures.

- 3.6 Except for those procedural and administrative matters as specified under the CG Code, the Bank shall conduct a poll on each resolution at general meetings to enable Shareholders attending the meetings in person or by proxy to vote according to the number of shares held by them. The Bank shall appoint an independent party to act as scrutineer in relation to the poll procedure. The results of any poll shall be posted on the websites of HKEx and the Bank.
- 3.7 For each substantially separate issue at a general meeting, a separate resolution shall be proposed by the Chairman of that meeting. The Bank shall avoid “bundling” resolutions unless they are interdependent and linked forming one significant proposal. Where the resolutions are “bundled”, the Bank shall explain the reasons and material implications in the notice of meeting.
- 3.8 The process of the Bank’s other general meetings shall regularly be monitored and reviewed. Changes to the process shall be made as appropriate so that Shareholders’ needs are best served.

4. Investment Community Communications

- 4.1 The Bank shall hold group or one-on-one meetings with analysts and investors to facilitate effective communication between the Bank and the investment community. Designated senior executives of the Bank shall maintain regular dialogue with institutional investors and analysts to keep them abreast of the Bank’s developments, subject to compliance with the applicable laws and regulations.
- 4.2 All designated senior executives of the Bank who have dealings with the investment community are required to read and understand their obligations under the Bank’s Framework for the Disclosure of Inside Information and to comply with the Group’s Investor Relations Guidelines.

5. Corporate Communications

- 5.1 Corporate communications will be provided to Shareholders in plain language and in both English and Chinese versions for Shareholders’ ease of understanding.
- 5.2 For the purpose of despatching the Bank’s annual reports, interim reports, and other corporate communications, the Bank will enquire with new Shareholders on their choice of means of receipt (either receiving printed copies or browsing the Bank’s website) and language (in either English or Chinese, or in both) to receive such documents.
- 5.3 Shareholders may change their choice of means of receipt (either receiving printed copies or browsing the Bank’s website) or language (in either English or Chinese) of the Bank’s future corporate communications at any time, free of charge, by giving the Bank c/o the Bank’s Registrar reasonable notice in writing or by email to hangseng@computershare.com.hk.
- 5.4 Shareholders are encouraged to provide their email addresses to the Bank in order to facilitate timely and effective communication.
- 5.5 Shareholders are also encouraged to browse the Bank’s corporate communications on the Bank’s website, in the place of receiving printed copies of the same, for efficient communication with Shareholders and in the interest of environmental preservation. Notifications of the availability of corporate communications will be sent to those Shareholders who have elected (or are deemed to have consented) to receive all future

corporate communications via the Bank's website.

6. Corporate Sustainability Report

Information on corporate sustainability policies and practices is provided in the Bank's Corporate Sustainability Report (a summary of which is contained in the Bank's annual report), which is made available on its website, whereby Shareholders are kept informed of the ways in which the Bank seeks to achieve sustained profits for shareholders, develop long-lasting customer relationships, value its employees and manage the social and environmental impact of its business.

7. Corporate Website

- 7.1 The Bank's website contains an investor relations section which offers timely access to the Bank's latest information relevant to Shareholders and the investment community.
- 7.2 The Bank shall post on its website its annual reports, interim reports, announcements and any other corporate communications which are posted on HKEx's website as soon as practicable after the same have been released to the Stock Exchange. The aforesaid shall be maintained on the Bank's website for at least five years from the date of publication.
- 7.3 As mentioned in paragraph 6 above, the Bank will also upload its corporate sustainability report on the websites of HKEx and the Bank.
- 7.4 All information on the Bank's website will be continuously reviewed and updated to ensure such information is current and complete.

8. Webcasts

Webcasts of the Bank's interim and annual results announcements are available on the Bank's website.

9. Shareholders' Privacy

The Bank respects Shareholders' privacy and will not disclose Shareholders' information without their prior consent, unless required by law.

10. Review of this Policy

This Policy is subject to regular review by the Board and will be amended (as appropriate) to ensure its effectiveness and to reflect current best practice in communications with Shareholders and the investment community.

11. Shareholders' Enquiries

- 11.1 Shareholders should direct their enquiries about their shareholdings to the Bank's Registrar. The contact details of the Bank's Registrar are :

Computershare Hong Kong Investor Services Limited
17M Floor, Hopewell Centre
183 Queen's Road East
Wanchai, Hong Kong
Facsimile: (852) 2529 6087
Email: hangseng@computershare.com.hk

- 11.2 Shareholders and the investment community may make a request for the Bank's information, to the extent such information is publicly available, by mail to Hang Seng Bank Limited, 83 Des Voeux Road Central, Hong Kong.

12. Definitions

"AGM(s)"	Annual General Meeting(s) of the Bank
"Bank"	Hang Seng Bank Limited, a company incorporated in Hong Kong with limited liability, the shares of which are listed on the Stock Exchange (Stock Code 11)
"Bank's Registrar"	Computershare Hong Kong Investor Services Limited
"Bank's website"	www.hangseng.com
"Board"	the Board of Directors of the Bank
"CG Code"	the Corporate Governance Code contained in Appendix 14 of the Listing Rules
"corporate communications"	any document(s) issued or to be issued by the Bank for the information or action of any holders of its securities, including but not limited to (a) the directors' report and annual financial statements together with a copy of the auditor's report and, where applicable, a summary financial report; (b) the interim report and, where applicable, a summary interim report; (c) a notice of meeting; (d) a listing document; (e) a circular; and (f) a form of proxy
"HKEx's website"	www.hkexnews.hk
"investment community"	the Bank's potential investors, analysts reporting and analysing the Bank's performance, and the public at large
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
"Shareholder(s)"	holder(s) of the ordinary share(s) of the Bank
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Policy"	the Shareholders Communication Policy of the Bank

January 2017

Version Control:

Version	Prepared/ reviewed by	Version date
Initial adoption	Prepared by SCY Reviewed by CCD and FIN	February 2012 (adopted by Board)
Annual review	Prepared by SCY Reviewed by CCD and FIN	December 2013 (changes approved by Board)
Annual review	Prepared by SCY Reviewed by CCD and FIN	October 2014
Annual review	Prepared by SCY Reviewed by CCD and FIN	November 2015
Annual review	Prepared by SCY Reviewed by CCD and FIN	January 2017