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

## POLL RESULTS OF THE 2025 ANNUAL GENERAL MEETING AND CHANGE OF BOARD COMPOSITION

### Poll Results of Annual General Meeting held on 8 May 2025

At the Annual General Meeting of Hang Seng Bank Limited (**the “Bank”**) held on 8 May 2025 (**the “2025 AGM”**), all the resolutions were approved by shareholders by poll voting. The number of shares represented by votes for and against the respective resolutions at the 2025 AGM was as follows:

Ordinary Resolutions		No. of Votes (%)	
		For	Against
1	To receive and consider the audited financial statements and the Reports of the Directors and of the Auditor for the year ended 31 December 2024.	1,376,043,446 (99.951729%)	664,554 (0.048271%)
2(a)	To re-elect Diana Ferreira Cesar as Director of the Bank.	1,361,933,843 (98.933998%)	14,674,681 (1.066002%)
2(b)	To elect Edward Cheng Wai Sun as Director of the Bank.	1,364,413,995 (99.190641%)	11,133,118 (0.809359%)
2(c)	To re-elect Cordelia Chung as Director of the Bank.	1,374,109,270 (99.815848%)	2,535,114 (0.184152%)
2(d)	To re-elect Clement Kwok King Man as Director of the Bank.	1,371,114,704 (99.598322%)	5,529,680 (0.401678%)
2(e)	To re-elect David Liao Yi Chien as Director of the Bank.	1,362,938,880 (99.004107%)	13,709,954 (0.995893%)
2(f)	To re-elect Wang Xiao Bin as Director of the Bank.	1,336,801,502 (97.106220%)	39,836,882 (2.893780%)
2(g)	To elect Catherine Zhou Rong as Director of the Bank.	1,375,594,561 (99.924227%)	1,043,123 (0.075773%)
3	To re-appoint PricewaterhouseCoopers as auditor of the Bank and to authorise the Directors of the Bank to determine the auditor’s remuneration.	1,374,389,285 (99.832022%)	2,312,563 (0.167978%)

Ordinary Resolutions		No. of Votes (%)	
		For	Against
4	To grant a general mandate to the Directors to issue additional shares which shall not in aggregate exceed, except in certain specific circumstances such as pursuant to a rights issue or any scrip dividend scheme, 20%, or 5% where the shares are to be allotted wholly for cash, of the number of shares in issue. <i>(Note)</i>	1,234,264,806 (89.657489%)	142,379,601 (10.342511%)
5	To grant a general mandate to the Directors to buy-back shares not exceeding 10% of the number of shares in issue. <i>(Note)</i>	1,376,178,174 (99.975022%)	343,821 (0.024978%)
<b>As the required majority of the votes were obtained, all the resolutions were duly passed as ordinary resolutions.</b>			
Special Resolution		No. of Votes (%)	
		For	Against
6	To adopt the new Articles of Association. <i>(Note)</i>	1,375,535,301 (99.940402%)	820,279 (0.059598%)
<b>As the required majority of the votes were obtained, the resolution was duly passed as a special resolution.</b>			

Note: The full wording of the resolutions is set out in the notice of 2025 AGM.

As at the date of the 2025 AGM, a total of 1,882,267,536 shares of the Bank were in issue which was the total number of shares entitling the holders to attend and vote on all the resolutions at the 2025 AGM. There were no restrictions on any shareholders to cast votes on any of the proposed resolutions at the 2025 AGM. No person has indicated in the circular containing the notice of the 2025 AGM that it/he/she intends to abstain from voting on or vote against any of the resolutions at the 2025 AGM.

Computershare Hong Kong Investor Services Limited, the Bank's Share Registrar, acted as scrutineer for the vote-taking at the 2025 AGM.

All Directors attended the 2025 AGM in person or by electronic means.

#### Change of Board Composition

Reference is made to the announcement of the Bank dated 19 February 2025.

Irene Lee Yun Lien has retired with effect from the conclusion of the 2025 AGM and ceased to serve as an Independent Non-executive Director, the Chairman of the Board and the Nomination Committee, and a member of the Audit Committee, the Risk Committee and the Remuneration Committee of the Bank, to devote more time to her other commitments.

Ms Lee has confirmed that she has no disagreement with the Board and that she is not aware of any matter relating to her retirement from the Board that needs to be brought to the attention of the shareholders of the Bank.

Edward Cheng Wai Sun, currently an Independent Non-executive Director of the Bank, has succeeded Ms Lee and been re-designated as the Chairman of the Board and the Nomination Committee after the conclusion of the Bank's 2025 AGM whilst continuing with his present role as a member of the Audit Committee, the Risk Committee and the Remuneration Committee of the Bank.

According to the Bank's Articles of Association, Mr Cheng has been elected as a Director by the shareholders at the 2025 AGM and his term of appointment as a Director of the Bank is for three years, which will expire at the conclusion of the Bank's Annual General Meeting in 2028.

Particulars of Mr Cheng are set out in the note below.

Save as disclosed herein, Mr Cheng does not currently hold any other position with the Bank or its subsidiaries, and has no relationship with any Directors, senior management or substantial or controlling shareholders of the Bank. He does not have any interests in the shares of the Bank within the meaning of Part XV of the Securities and Futures Ordinance.

There is no other matter in relation to his appointment which needs to be brought to the attention of the shareholders of the Bank, and there is no information which needs to be disclosed pursuant to any of the requirements set out in paragraphs 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

Mr Cheng will receive the Chairman's fee in the amount approved from time to time by the shareholders at Annual General Meetings of the Bank, currently being HK\$930,000 per annum. Further, he will receive the Nomination Committee Chairman fee, currently being HK\$450,000 per annum, and other committee member fees announced on 19 February 2025, as approved by the Board from time to time.

As at the date hereof, the Board of Directors of the Bank comprises Edward Cheng Wai Sun\* (Chairman), Diana Cesar (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, Wang Xiao Bin\* and Catherine Zhou Rong#.

# *Non-executive Directors*

\* *Independent Non-executive Directors*

For and on behalf of

**Hang Seng Bank Limited**

**Cheung Ka Ki**

Company Secretary and Head of Corporate Governance

Hong Kong, 8 May 2025

Note:

**CHENG Edward Wai Sun** GBS JP  
Independent Non-executive Chairman

Aged 69

Joined the Board since April 2025

Other positions held within Hang Seng Group

- ^ **Hang Seng Bank Limited** – Chairman of Nomination Committee; Member of Audit Committee; Member of Risk Committee; Member of Remuneration Committee

Other major appointments

**Justice of the Peace**

**HKSH Medical Group Limited** – Member of Clinical Governance Committee

**Lanson Place Hospitality Management Limited** – Chairman; Director

**The Hongkong and Shanghai Banking Corporation Limited** – Independent Non-executive Director; Member of Risk Committee; Member of Remuneration Committee

- ^ **Wing Tai Properties Limited** – Deputy Chairman; Chief Executive; Executive Director; Member of Nomination Committee

Past major appointments

**Culture Commission** – Member (2023 – 2025)

**The Hong Kong Academy for Performing Arts** – Council Chairman (2022 – 2023)

**Standard Chartered Bank (Hong Kong) Limited** – Independent Non-executive Director (2014 – 2023)

**Securities and Futures Commission** – Non-executive Director and Member of various Committees (2017 – 2022)

**Chief Executive's Council of Advisers on Innovation and Strategic Development** – Member (2018 – 2022)

- ^ **Orient Overseas (International) Limited** – Independent Non-executive Director (2009 – 2018)

**The Airport Authority Hong Kong** – Board Member (2011 – 2017)

**The University Grants Committee** – Chairman (2011 – 2015)

- ^ **Television Broadcasts Limited** – Independent Non-executive Director (2006 – 2014)

**Independent Commission Against Corruption** – Member of Advisory Committee on Corruption (2004 – 2009)

**Urban Renewal Authority** – Chairman (2004 – 2007)

- o **SUNDAY Communications Limited** – Founder; Co-Chairman (1999 – 2005)

- ^ **The Wharf (Holdings) Limited** – Executive Director, Finance Director and various positions in Investment (1987 – 1994)

- ^ **Hutchison Whampoa Limited** – Various positions in China Projects (1985 – 1987)

**Slaughter and May** (HK and UK) – Solicitor, specialising in corporate finance, and mergers and acquisitions (1979 – 1984)

Qualifications

Solicitor – Hong Kong; London

Master of Arts – University of Oxford, UK

Bachelor of Arts in Jurisprudence – University of Oxford, UK

Bachelor of Arts in Economics and Politics – Cornell University, USA

Major awards

Gold Bauhinia Star (2018)

<sup>^</sup> *The securities of these companies are / have been previously listed on a securities market in Hong Kong or overseas.*

<sup>°</sup> *The securities of this company (which has been dissolved) have been previously listed on a securities market in Hong Kong or overseas.*

Save as disclosed aforesaid, Mr Cheng has not held any directorships in any publicly listed companies, whether in Hong Kong or overseas, during the last three years.

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