



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)

15 December 2025

*To the Code Disinterested Shareholders*

Dear Sir or Madam,

**(1) PROPOSAL FOR THE PRIVATISATION OF HANG SENG BANK LIMITED  
BY THE HONGKONG AND SHANGHAI BANKING CORPORATION LIMITED  
BY WAY OF A SCHEME OF ARRANGEMENT  
UNDER SECTION 673 OF THE COMPANIES ORDINANCE  
AND  
(2) PROPOSED WITHDRAWAL OF LISTING OF HANG SENG BANK SHARES**

We refer to the document dated 15 December 2025 jointly issued by HSBC Holdings, HSBC Asia Pacific and Hang Seng Bank in relation to the Proposal and the Scheme (the “**Scheme Document**”), of which this letter forms part. Terms defined in the Scheme Document shall have the same meanings in this letter unless the context otherwise requires.

We have been appointed by the Hang Seng Bank Board as the Hang Seng Bank IBC to make a recommendation to the Code Disinterested Shareholders in respect of the Proposal and the Scheme, details of which are set out in the sections headed “*Letter from the Hang Seng Bank Board*” and “*Explanatory Statement*” of this Scheme Document.

Somerley Capital Limited, the Hang Seng Bank IFA, has been appointed with our approval, to advise us in connection with the Proposal and the Scheme. The details of its advice and the principal factors and reasons that it has taken into consideration in arriving at its opinion and recommendation are set out in the section headed “*Letter from the Hang Seng Bank IFA*” of this Scheme Document.

In the section headed “*Letter from the Hang Seng Bank IFA*” of this Scheme Document, the Hang Seng Bank IFA states that it considers the Proposal and the Scheme are fair and reasonable so far as the Code Disinterested Shareholders are concerned and accordingly advises the Hang Seng Bank IBC to recommend, and the Hang Seng Bank IFA itself recommends, the Code Disinterested Shareholders to vote in favour of the relevant resolutions to be proposed at the Hang Seng Bank Court Meeting and the Hang Seng Bank General Meeting to approve and implement the Proposal and the Scheme.

The Hang Seng Bank IBC, having considered the Proposal and the Scheme and having taken into account the advice of the Hang Seng Bank IFA, and in particular the principal factors, reasons and recommendation set out in its letter, concurs with the Hang Seng Bank IFA's advice that the Proposal and the Scheme are fair and reasonable so far as the Code Disinterested Shareholders are concerned. Accordingly, the Hang Seng Bank IBC recommends the Code Disinterested Shareholders to vote in favour of the relevant resolutions to be proposed at the Hang Seng Bank Court Meeting and the Hang Seng Bank General Meeting to approve and implement the Proposal and the Scheme.

The Hang Seng Bank IBC concurs with the Hang Seng Bank IFA's view that in addition to Scheme Shareholders who support the Scheme, there may be Scheme Shareholders who do not wish to give up their shareholdings and that if all the Conditions, including necessary shareholder approval levels and the sanction of the Scheme by the High Court, are satisfied or (if applicable) waived on or before the Conditions Long Stop Date, the Scheme will become binding and effective on Hang Seng Bank and all Scheme Shareholders, irrespective of whether or not such Scheme Shareholders attended or voted at the Hang Seng Bank Court Meeting and/or the Hang Seng Bank General Meeting. The Hang Seng Bank IBC also concurs with the Hang Seng Bank IFA's view that such shareholder approval levels are demanding and will reflect a strong majority view of Scheme Shareholders if achieved (noting that the approximately 1,188 million Hang Seng Bank Shares held beneficially by HSBC Asia Pacific (along with certain other minor holdings) will not be voted at the Hang Seng Bank Court Meeting).

Code Disinterested Shareholders should consider carefully the Proposal and the Scheme and are recommended to read (i) the "*Letter from the Hang Seng Bank Board*" set out in this Scheme Document; (ii) the "*Letter from the Hang Seng Bank IFA*", which sets out the principal factors and reasons that it has taken into consideration in arriving at its opinion and recommendation to the Hang Seng Bank IBC, set out in this Scheme Document; (iii) the Explanatory Statement set out in this Scheme Document; and (iv) this letter before deciding how to vote at the Hang Seng Bank Court Meeting and the Hang Seng Bank General Meeting. Code Disinterested Shareholders are recommended to consult their own professional advisers if they are in any doubt.

Yours faithfully,  
**The Hang Seng Bank IBC**



Cordelia CHUNG



Kwok King Man Clement



Patricia Lam

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**Cordelia Chung**  
*Independent*  
*Non-executive Director*

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**Clement Kwok King Man**  
*Independent*  
*Non-executive Director*

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**Patricia Lam Sze Wan**  
*Independent*  
*Non-executive Director*



Huey Lin

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**Lin Huey Ru**  
*Independent*  
*Non-executive Director*



Xiao Bin WANG

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**Wang Xiao Bin**  
*Independent*  
*Non-executive Director*