



Form of Proxy

I/We (note 1), _____
of _____
being the registered holder of (note 2) _____ shares of HK\$5 each in Hang Seng Bank Limited
(the "Bank") hereby appoint the Chairman of the Meeting or (notes 3 and 4) _____
of _____
or failing him/her _____ of _____
_____ as my/our proxy to attend and vote for me/us and on my/our behalf at the
Annual General Meeting of the Bank to be held at **Hang Seng Bank Headquarters, 83 Des Voeux Road Central, Hong Kong** on
Friday, 11 May 2012 at 3:30 p.m. and at any adjournment thereof.

I/We wish this proxy to be used in connection with the undermentioned resolutions in the manner set out below.

Date: _____ 2012 Signature: _____ (notes 5, 6 and 7)

Please indicate with a "✓" in the appropriate space beside each of the resolutions how you wish the proxy to vote. Unless so instructed, the proxy will at his/her discretion vote as he/she thinks fit or abstain from voting in relation to all business of the Meeting, including any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.

Resolutions		For	Against
1	To adopt the reports and audited financial statements for 2011.		
2	(a) To elect Ms Rose W M Lee as Director.		
	(b) To elect Mr Andrew H C Fung as Director.		
	(c) To elect Ms Anita Y M Fung as Director.		
	(d) To elect Dr Fred Zulu Hu as Director.		
	(e) To re-elect Mrs Dorothy K Y P Sit as Director.		
	(f) To re-elect Mr Richard Y S Tang as Director.		
	(g) To re-elect Mr Peter T S Wong as Director.		
3	To re-appoint KPMG as Auditor and to authorise the Directors to fix their remuneration.		
4	To grant a general mandate to the Directors to repurchase shares not exceeding 10% of the issued share capital.		
5	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 issued share capital.		

Notes

- Full name(s) and address(es) of the shareholder(s) completing this form should be inserted in BLOCK CAPITALS in the space provided.
- Please insert the number of shares registered in the name of the holder and to which this form relates. If no number is inserted, this form will be deemed to relate to all the shares registered in the name of the holder appearing in this form.
- A shareholder entitled to attend and vote at the Meeting (or at any adjournment thereof) is entitled to appoint one or more proxies to attend and vote instead of the shareholder. A proxy needs not also be a shareholder of the Bank.
- If a proxy (or proxies) other than the Chairman of the Meeting is to be appointed, please delete the words "the Chairman of the Meeting or" and insert the full name and address of the proxy (or proxies) desired in the space provided. Any alteration made to this form must be initialled by the person who signs it.
- In the case of a corporation, this form must be executed either under its common seal or under the hand of some officer or attorney duly authorised in that behalf.
- In the case of joint registered holders of any shares, the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names of the holders stand in the Register of Shareholders.
- To be effective, this form must be duly completed and should be delivered together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy (where executed abroad) or official copy of that power or authority, to the Bank's Registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 3:30 p.m. on 9 May 2012 or not less than 48 hours before the time appointed for holding any adjourned meeting (as the case may be).
- Brief biographical details of all Directors who offer themselves for election/re-election at the Meeting are set out in Appendix II of the Circular to Shareholders dated 28 March 2012.
- The Chairman will demand a poll on each of the resolutions to be proposed at the Meeting. On a poll, every shareholder present in person or by proxy shall have one vote for every share of which he/she is the holder.

Hang Seng Bank Limited

Incorporated in Hong Kong with limited liability
Registered Office and Head Office: 83 Des Voeux Road Central, Hong Kong