

## CORPORATE SUBSTANTIAL SHAREHOLDER NOTICE

## Notice pursuant to s. 324 of Part XV of the Securities and Futures Ordinance (Cap. 571)

Form for use by a corporation giving notice of :

- (i) First acquiring an interest in 5% or more of the shares of a listed corporation (I.e. first becoming a substantial shareholder);
- (ii) Changes in the percentage level, or nature, of its interest or its short position in such shares; and
- (iii) Ceasing to have an interest of 5% in such shares (complete Boxes 1 to 19 and 27 only).

***This Form must be completed in accordance with the directions and instructions in the Notes to Form 2.***

<b>1. Name of listed corporation</b> HSBC Holdings plc		<b>4. Number of issued shares in class</b> 19,707,958,112	
<b>2. Stock code</b>	5		
<b>3. Class of shares</b>	Ordinary Shares		

<b>5. Name of substantial shareholder</b> BlackRock, Inc.		<b>8. Business registration number</b> N/A	
		<b>9. Place of incorporation</b> Delaware, USA	Certificate of Incorporation No. 4109022
<b>6. Registered office</b> 1209 Orange Street, Wilmington DE 19801		<b>10. Contact person</b> Gwen Fleming	
		<b>11. Daytime tel. No.</b> 0016092822368	<b>12. e-mail address</b> gwen.fleming@blackrock.com
<b>7. Principal place of business in Hong Kong</b> N/A		<b>13. Exchange on which listed</b> New York Stock Exchange	
		<b>14. Name of listed parent and exchange on which parent is listed</b> N/A	

**15. Date of relevant event**

29	02	2016
(day)	(month)	(year)

**16. Date when the substantial shareholder became aware of the relevant event/ interest in the shares (if later)**

(day)	(month)	(year)

**17. Details of relevant event**

	Relevant event code describing circumstances (see Table 1)	Code describing capacity in which shares were/are held (see Table 2)		Number of shares bought/sold or involved	Currency of transaction	On Exchange		Off Exchange	
		Before relevant event	After relevant event			Highest price per share	Average price per share	Average consideration per share	Consideration Code (see Table 3)
Long position	106	205	205	136,051,971	HKD				- Select -
Short position	- Select -	- Select -	- Select -						

**18. Total shares immediately before the relevant event**

	Total number of shares	Percentage figure (%)
Long position	1,320,022,133	6.70
Short position	9,493,842	0.05
Lending pool		

**19. Total shares immediately after the relevant event**

	Total number of shares	Percentage figure (%)
Long position	1,320,022,133	6.70
Short position	9,493,842	0.05
Lending pool		

**20. Capacity in which interests disclosed in Box 19 are held**

Code describing capacity (see Table 2)	Number of shares	
	Long position	Short position
205	1,320,022,133	9,493,842
- Select -		
- Select -		
- Select -		
- Select -		

**21. Further information in respect of derivative interests**

Code describing derivatives (see Table 4)	Number of shares	
	Long position	Short position
404	6,892,514	9,491,342
- Select -		
- Select -		
- Select -		
- Select -		

**22. Further information in relation to interests of corporations controlled by substantial shareholder**

Name of controlled corporation	Address and place of incorporation	Name of controlling shareholder	% control	Direct interest (Y/N)	Number of shares	
					Long position	Short Position
Trident Merger, LLC	1209 Orange Street, Wilmington DE 19801, United States (Delaware, USA)	BlackRock, Inc.	100.00	N	27,960,356	
BlackRock Investment Management, LLC	1209 Orange Street, Wilmington, New Castle County, Delaware 19801, United States (Delaware, USA)	Trident Merger, LLC	100.00	Y	27,960,356	
BlackRock Holdco 2, Inc.	1209 Orange Street, Wilmington DE 19801, United States (Delaware, USA)	BlackRock, Inc.	100.00	N	1,292,061,777	9,493,842
BlackRock Financial Management, Inc.	1209 Orange Street, Wilmington, New Castle County, Delaware 19801, United States (Delaware, USA)	BlackRock Holdco 2, Inc.	100.00	N	1,278,367,209	9,332,718
BlackRock Financial Management, Inc.	1209 Orange Street, Wilmington, New Castle County, Delaware 19801, United States (Delaware, USA)	BlackRock Holdco 2, Inc.	100.00	Y	13,694,568	161,124
BlackRock Holdco 4, LLC	1209 Orange Street, Wilmington DE 19801, United States (Delaware, USA)	BlackRock Financial Management, Inc.	100.00	N	480,355,592	2,452,887
BlackRock Holdco 6, LLC	1209 Orange Street, Wilmington DE 19801, United States (Delaware, USA)	BlackRock Holdco 4, LLC	100.00	N	480,355,592	2,452,887
BlackRock Delaware Holdings Inc.	1209 Orange Street, Wilmington, New Castle County, Delaware 19801, United States (Delaware, USA)	BlackRock Holdco 6, LLC	100.00	N	480,355,592	2,452,887

**23. Further information in relation to interests held by substantial shareholder jointly with another person**

Name of joint shareholder	Address	Number of shares	
		Long position	Short Position

**24. Further information from a trustee, or beneficiary of a trust, or a founder of a Discretionary Trust**

Name of Trust	Address	Status Code (see Table 5)	Number of shares	
			Long position	Short position
		- Select -		
		- Select -		
		- Select -		

**25. Further information from a party to an agreement under Section 317 ( Please see Notes for further information required)**

Names of other parties	Address	Number of shares
Total number of shares in which substantial shareholder is interested under section 317 and 318		

**26. Details of person(s) in accordance with whose directions the substantial shareholder or its directors are accustomed to act**

Names	Address	Relationship Code (see Table 6)	Percentage (%)
		- Select -	
		- Select -	
		- Select -	

27. Date of filing this Form 2

02	03	2016
(day)	(month)	(year)

Form 2.

28. Number of continuation sheets

1

29. Number of attachments

## 22. Further information in relation to interests of corporations controlled by substantial shareholder

Name of controlled corporation	Address and place of incorporation	Name of controlling shareholder	% control	Direct interest (Y/N)	Number of shares	
					Long position	Short position
BlackRock Institutional Trust Company, National Association	1225 17th Street, Suite 300, Denver, CO 80202 (Colorado, USA)	BlackRock Delaware Holdings Inc.	100.00	Y	309,982,653	2,452,887
BlackRock Fund Advisors	400 Howard Street San Francisco, CA 94105, United States (California, USA)	BlackRock Delaware Holdings Inc.	100.00	Y	170,372,939	
BlackRock Capital Holdings, Inc.	1209 Orange Street, Wilmington, New Castle County, Delaware 19801, United States (Delaware, USA)	BlackRock Financial Management, Inc.	100.00	N	46,333,320	2,189
BlackRock Advisors, LLC	1209 Orange Street, Wilmington, New Castle County, Delaware 19801, United States (Delaware, USA)	BlackRock Capital Holdings, Inc.	100.00	Y	46,333,320	2,189
BlackRock International Holdings, Inc.	1209 Orange Street, Wilmington, New Castle County, Delaware 19801, United States (Delaware, USA)	BlackRock Financial Management, Inc.	100.00	N	751,678,297	6,877,642
BR Jersey International Holdings L.P.	13 Castle Street, St. Helier, Jersey, Channel Islands JE4 5UT (Jersey)	BlackRock International Holdings, Inc.	86.00	N	751,678,297	6,877,642
BlackRock (Isle of Man) Holdings Limited	3rd Floor, Atlantic House 4-8 Circular Road, Douglas Isle of Man, IM1 1AG (Isle of Man)	BR Jersey International Holdings L.P.	100.00	N	1,369,889	
BlackRock (Isle of Man) Limited	3rd Floor, Atlantic House 4-8 Circular Road, Douglas Isle of Man, IM1 1AG (Isle of Man)	BlackRock (Isle of Man) Holdings Limited	100.00	Y	1,369,889	
BlackRock Cayco Limited	c/o Walkers SPV Limited, P.O. Box 908GT, Walker House, Mary Street, George Town, British West Indies, Cayman Islands (Cayman Islands)	BlackRock HK Holdco Limited	100.00	N	27,692,602	
BlackRock Trident Holding Company Limited	Taney Hall, Eglinton Terrace, Dundrum, Dublin 14, Ireland (Ireland)	BlackRock Cayco Limited	100.00	N	27,692,602	
BlackRock Japan Holdings GK	Marunouchi Trust Tower Main, 1-8-3 Marunouchi, Chiyoda-ku, Tokyo 100-8217 (Japan)	BlackRock Trident Holding Company Limited	100.00	N	27,692,602	
BlackRock Japan Co., Ltd.	Marunouchi Trust Tower Main, 1-8-3 Marunouchi, Chiyoda-ku, Tokyo 100-8217 (Japan)	BlackRock Japan Holdings GK	100.00	Y	27,692,602	
BlackRock Canada Holdings LP	161 Bay Street, Suite 2500, Toronto, Ontario M5J 2S1, Canada (Ontario, Canada)	BR Jersey International Holdings L.P.	99.90	N	8,276,464	
BlackRock Canada Holdings ULC	161 Bay Street, Suite 2500, Toronto, Ontario M5J 2S1, Canada (Ontario, Canada)	BlackRock Canada Holdings LP	100.00	N	8,276,464	
BlackRock Asset Management Canada Limited	161 Bay Street, Suite 2500, Toronto, Ontario M5J 2S1, Canada (Ontario, Canada)	BlackRock Canada Holdings ULC	100.00	Y	8,276,464	
BlackRock Australia Holdco Pty. Ltd.	Level 26, 101 Collins Street Melbourne VIC 3000 Australia (Victoria, Australia)	BR Jersey International Holdings L.P.	100.00	N	6,740,720	
BlackRock Investment Management (Australia) Limited	Level 26, 101 Collins Street Melbourne VIC 3000 Australia (Victoria, Australia)	BlackRock Australia Holdco Pty. Ltd.	100.00	Y	6,740,720	
BlackRock (Singapore) Holdco Pte. Ltd.	20 Anson Road #18-01 079912 Singapore (Singapore)	BR Jersey International Holdings L.P.	100.00	N	58,509,080	
BlackRock Asia-Pac Holdco, LLC	1209 Orange Street, Wilmington DE 19801, United States (Delaware, USA)	BlackRock (Singapore) Holdco Pte. Ltd.	100.00	N	58,509,080	
BlackRock HK Holdco Limited	13th Floor, One Pacific Place, 88 Queensway, Hong Kong (Hong Kong)	BlackRock Asia-Pac Holdco, LLC	100.00	N	58,509,080	
BlackRock Asset Management North Asia Limited	15/F, 16/F, 17/F Citibank Tower & 17/F ICBC Tower, 3 Garden Road, Central, Hong Kong	BlackRock HK Holdco Limited	100.00	Y	30,806,078	
BlackRock Group Limited	12 Throgmorton Avenue. London, EC2N 2DL, United Kingdom (England & Wales, United Kingdom)	BR Jersey International Holdings L.P.	90.00	N	676,782,144	6,877,642
BlackRock (Netherlands) B.V.	Rembrandt Tower, 17th floor, Amstelplein, Amsterdam Netherlands (Amsterdam, Netherlands)	BlackRock Group Limited	100.00	Y	4,761,758	
BlackRock Advisors (UK) Limited	12 Throgmorton Avenue. London, EC2N 2DL, United Kingdom (England & Wales, United Kingdom)	BlackRock Group Limited	100.00	Y	94,736,618	
BlackRock International Limited	Exchange Place One, 1 Semple Street, Edinburgh, EH3 8BL, United Kingdom (Scotland, United Kingdom)	BlackRock Group Limited	100.00	N	241,552,794	
BlackRock International Limited	Exchange Place One, 1 Semple Street, Edinburgh, EH3 8BL, United Kingdom (Scotland, United Kingdom)	BlackRock Group Limited	100.00	Y	3,188,762	351,322

BlackRock Luxembourg Holdco S.à r.l.	35 A, avenue J.F. Kennedy L-1855 Luxembourg	BlackRock Group Limited	100.00	N		121,917,040	5,432,816
BlackRock Investment Management Ireland Holdings Limited	JP Morgan House, International Financial Services Centre, Dublin 1, Ireland (Ireland)	BlackRock Luxembourg Holdco S.à r.l.	100.00	N		100,620,389	
BlackRock Asset Management Ireland Limited	JP Morgan House, International Financial Services Centre, Dublin 1, Ireland (Ireland)	BlackRock Investment Management Ireland Holdings Limited	100.00	Y		100,620,389	
BLACKROCK (Luxembourg) S.A.	35 A, avenue J.F. Kennedy L-1855 Luxembourg	BlackRock Luxembourg Holdco S.à r.l.	100.00	Y		19,923,376	5,432,816
BlackRock Investment Management (UK) Limited	12 Throgmorton Avenue, London, EC2N 2DL, United Kingdom (England & Wales, United Kingdom)	BlackRock Group Limited	100.00	N		152,272,139	981,728
BlackRock Investment Management (UK) Limited	12 Throgmorton Avenue, London, EC2N 2DL, United Kingdom (England & Wales, United Kingdom)	BlackRock Group Limited	100.00	Y		58,159,433	111,776
BlackRock Fund Management Company S.A.	35 A, avenue J.F. Kennedy L-1855 Luxembourg	BlackRock Group Limited	100.00	Y		193,600	
BlackRock Asset Management Deutschland AG	Max-Joseph-Straße 6, D-80333, München, Germany (Germany)	BlackRock Investment Management (UK) Limited	100.00	N		8,445,096	
BlackRock Asset Management Deutschland AG	Max-Joseph-Straße 6, D-80333, München, Germany (Germany)	BlackRock Investment Management (UK) Limited	100.00	Y		18,351,582	
BlackRock Fund Managers Limited	12 Throgmorton Avenue, London, EC2N 2DL, United Kingdom (England & Wales, United Kingdom)	BlackRock Investment Management (UK) Limited	100.00	Y		125,475,461	981,728
BlackRock Life Limited	12 Throgmorton Avenue, London, EC2N 2DL, United Kingdom (England & Wales, United Kingdom)	BlackRock International Limited	100.00	Y		241,552,794	
iShares (DE) I Investmentaktiengesellschaft mit Teilgesellschaftsvermögen	Max-Joseph-Straße 6, 80333 Munich Germany (Germany)	BlackRock Asset Management Deutschland AG	100.00	Y		8,445,096	
BlackRock UK Holdco Limited	12 Throgmorton Avenue, London, EC2N 2DL, United Kingdom (England & Wales, United Kingdom)	BlackRock Luxembourg Holdco S.à r.l.	100.00	N		1,373,275	
BlackRock Asset Management (Schweiz) AG	Bahnhofstrasse 39 8001 Zurich, Switzerland (Switzerland)	BlackRock UK Holdco Limited	100.00	Y		92,294	
BlackRock Channel Islands Holdco Limited	4th Floor, One Waverley Place, Union Street, St. Helier, JE1 0BR (Jersey)	BlackRock UK Holdco Limited	100.00	N		1,280,981	
BlackRock (Channel Islands) Limited	4th Floor, One Waverley Place, Union Street, St. Helier, JE1 0BR (Jersey)	BlackRock Channel Islands Holdco Limited	100.00	Y		1,280,981	
BlackRock Investment Management (Taiwan) Limited	28F, 95 Tun Hwa South Road, Section 2, Taipei, Taiwan (Taiwan)	BlackRock HK Holdco Limited	100.00	Y		10,400	