

## 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><br>HSBC Holdings PLC    |                 |
| <b>2. Stock code</b>   | 5               |
| <b>3. Class of shares</b>                                    | Ordinary Shares |
| <b>4. Number of issued shares in class</b><br>17,965,212,002 |                 |

|   |   |  |
|---|---|--|
| <b>5. Name of substantial shareholder</b><br>BlackRock, Inc.              | <b>8. Business registration number</b><br>N/A                           |  |
|   | <b>9. Place of incorporation</b><br>New York, USA                       | <b>Certificate of Incorporation No.</b><br>N/A870            |
| <b>6. Registered office</b><br>40 East 52nd Street, New York, 10022, USA. | <b>10. Contact person</b><br>Andrew Manchester                          |  |
|   | <b>11. Daytime tel. No.</b><br>00442077435773                           | <b>12. e-mail address</b><br>andrew.manchester@blackrock.com |
| <b>7. Principal place of business in Hong Kong</b><br>N/A                 | <b>13. Exchange on which listed</b><br>New York Stock Exchange          |  |
|   | <b>14. Name of listed parent and exchange on which parent is listed</b> |  |

**15. Date of relevant event**

|       |         |        |
|-------|---------|--------|
| 17    | 02      | 2012   |
| (day) | (month) | (year) |

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

|       |         |        |
|-------|---------|--------|
| 20    | 02      | 2012   |
| (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  | 103  | 205  | 205                  | 4,244,110                                | GBP                     |                         |                         |                                 | 302                              |
| Short position | - Select -   | - Select -   | - Select -           |  |                         |                         |                         |                                 |                                  |

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

|                | Total number of shares | Percentage figure (%) |
|----------------|------------------------|-----------------------|
| Long position  | 1,075,613,477          | 5.98                  |
| Short position | 16,202,516             | 0.09                  |
| Lending pool   |                        |                       |

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

|                | Total number of shares | Percentage figure (%) |
|----------------|------------------------|-----------------------|
| Long position  | 1,079,857,587          | 6.01                  |
| Short position | 19,304,700             | 0.10                  |
| 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                                    | 1,079,857,587    | 19,304,700     |
| - 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 |
| 401                                       | 9,122,851        | 273,244        |
| 401                                       |                  | 1,268,105      |
| - 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  | Blackrock Inc.                       | 100.00    | N                     | 22,681,579       |                |
| BlackRock Investment Management, LLC.       | 800 Scudders Mill Road, Plainsboro NJ 08536, U.S.A  | Trident Merger, LLC                  | 100.00    | Y                     | 22,681,579       |                |
| BlackRock Holdco 2 Inc.                     | 1209 Orange Street, Wilmington DE 19801, United States  | Blackrock Inc.                       | 100.00    | N                     | 1,057,176,008    | 19,304,700     |
| BlackRock Financial Management, Inc.        | 40 East 52nd Street, New York NY 10022, United States   | BlackRock Holdco 2 Inc.              | 100.00    | Y                     | 1,057,176,008    | 19,304,700     |
| BlackRock Holdco 4 LLC                      | 40 East 52nd Street, New York, 10022, United States   | BlackRock Financial Management, Inc. | 100.00    | N                     | 381,524,687      | 13,722         |
| BlackRock Holdco 6 LLC                      | 40 East 52nd Street, New York, 10022, United States   | BlackRock Holdco 4 LLC               | 100.00    | N                     | 381,524,687      | 13,722         |
| BlackRock Delaware Holdings, Inc.           | c/o The Corporation Trust Company, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801, United States | BlackRock Holdco 6 LLC               | 100.00    | N                     | 381,524,687      | 13,722         |
| BlackRock Institutional Trust Company, N.A. | 400 Howard St, San Francisco, CA, 94105-2618  | BlackRock Delaware Holdings, Inc.    | 100.00    | Y                     | 381,524,687      | 13,722         |

**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<br>(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**

|       |         |        |
|-------|---------|--------|
| 22    | 02      | 2012   |
| (day) | (month) | (year) |

Form 2.

**28. Number of continuation sheets**

|   |
|---|
| 1 |
|---|

**29. Number of attachments**

|  |
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