

**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>2. Stock code</b>	5
<b>3. Class of shares</b>	Ordinary Shares
<b>4. Number of issued shares in class</b> 18,564,451,544	

<b>5. Name of substantial shareholder</b> JPMorgan Chase & Co.		<b>8. Business registration number</b> N/A	
<b>6. Registered office</b> 270 Park Avenue, New York 10017, USA		<b>9. Place of incorporation</b>	Certificate of Incorporation No.
		United States	13-2624428 (Tax ID#)
<b>7. Principal place of business in Hong Kong</b> N/A		<b>10. Contact person</b> Grace Poh	
		<b>11. Daytime tel. No.</b> 6568821234	<b>12. e-mail address</b> asia.doi.team@jpmorgan.com
<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**

05	04	2013
(day)	(month)	(year)

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

08	04	2013
(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	117 13	205 4	205 4	23,583,896	HKD 0	82.240	81.550	81.350	301 1
Short position	- Select 0	- Select 0	- Select 0						

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

	Total number of shares	Percentage figure (%)
Long position	1,290,799,101	6.95
Short position	50,912,868	0.27
Lending pool	1,009,280,225	5.44

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

	Total number of shares	Percentage figure (%)
Long position	1,314,382,997	7.08
Short position	52,725,968	0.28
Lending pool	1,009,369,757	5.44

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

Code describing capacity (see Table 2)	Number of shares	
	Long position	Short position
201 2	130,287,980	52,725,968
202 3	174,724,639	0
207 7	621	0
208 8	1,009,369,757	0
- Select - 0		

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

Code describing derivatives (see Table 4)	Number of shares	
	Long position	Short position
401 2	3,560,800	4,998,000
402 3	748,000	6,228,520
403 4	9,411,658	8,388,685
404 5	3,496,000	24,044,288
- Select - 0		

**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
JPMorgan Chase Bank, N.A.	1111 Polaris Parkway, Columbus, Ohio (United States)	JPMorgan Chase & Co.	100.00	Y	1,019,853,288	0
J.P. Morgan Securities plc	25 Bank Street Canary Wharf London E14 5JP	J.P. Morgan Chase International Holdings Limited	98.95	Y	81,157,677	17,410,658
J.P. Morgan Chase International Holdings Limited	25 Bank Street Canary Wharf London E14 5JP	J.P. Morgan Chase (UK) Holdings Limited	100.00	N	81,157,677	17,410,658
J.P. Morgan Chase (UK) Holdings Limited	25 Bank Street Canary Wharf London E14 5JP	J.P. Morgan Capital Holdings Limited	100.00	N	81,157,677	17,410,658
J.P. Morgan Capital Holdings Limited	25 Bank Street Canary Wharf London E14 5JP	J.P. Morgan International Finance Limited	100.00	N	81,157,677	17,410,658
J.P. Morgan International Finance Limited	500 Stanton Christiana Road, Newark, Delaware 19713, USA (United States)	Bank One International Holdings Corporation	100.00	N	102,899,989	47,840,493
Bank One International Holdings Corporation	1 Bank One Plaza, Chicago, Illinois	J.P. Morgan International Inc	100.00	N	102,899,989	47,840,493
J.P. Morgan International Inc.	270 Park Avenue, New York, N.Y.10017 (United States)	JPMorgan Chase Bank, N.A.	100.00	N	102,899,989	47,840,493

**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
N.A	N.A	501 1	621	0
		- Select 0		
		- Select 0		

**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 - 0	
		- Select - 0	
		- Select - 0	

27. Date of filing this Form 2

10	04	2013
(day)	(month)	(year)

28. Number of continuation sheets

1

Form 2.

29. Number of attachments

## Continuation Sheet

## 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
JPMorgan Chase Bank, N.A.	1111 Polaris Parkway, Columbus, Ohio (United States)	JPMorgan Chase & Co.	100.00	N	102,899,989	47,840,493
J.P. Morgan Whitefriars Inc.	500 Stanton Christiana Road, Newark, Delaware, USA (United States)	J.P. Morgan Overseas Capital Corporation	100.00	Y	20,357,617	29,952,808
J.P. Morgan Overseas Capital Corporation	500 Stanton Christiana Road, Newark, Delaware, USA (United States)	J.P. Morgan International Finance Limited	100.00	N	21,742,312	30,429,835
JF Asset Management Limited	21st Floor Chater House 8 Connaught Road Central Hong Kong (Hong Kong)	JPMorgan Asset Management (Asia) Inc.	100.00	Y	27,193,394	0
JPMorgan Asset Management (Asia) Inc.	270 Park Avenue New York (United States)	JPMorgan Asset Management Holdings Inc.	100.00	N	27,543,425	0
JPMorgan Asset Management Holdings Inc.	270 Park Avenue New York (United States)	JPMorgan Chase & Co.	100.00	N	162,837,883	0
JPMorgan Asset Management (UK) Limited	25 Bank Street Canary Wharf London E14 5JP	JPMorgan Asset Management Holdings (UK) Limited	100.00	Y	70,732,443	0
JPMorgan Asset Management Holdings (UK) Limited	25 Bank Street Canary Wharf London E14 5JP	JPMorgan Asset Management International Limited	100.00	N	70,732,443	0
JPMorgan Asset Management International Limited	25 Bank Street Canary Wharf London E14 5JP	JPMorgan Asset Management Holdings Inc.	100.00	N	70,732,443	0
J.P. Morgan Investment Management Inc.	245 Park Avenue, New York (United States)	JPMorgan Asset Management Holdings Inc.	100.00	Y	64,562,015	0
JPMorgan Asset Management (Japan) Limited	Tokyo Building, 7-3, Marunouchi 2-chome Chiyoda-ku, Tokyo 100-6432 (Japan)	JPMorgan Asset Management (Asia) Inc.	100.00	Y	8,800	0
J.P. Morgan Securities LLC	270 Park Avenue New York N.Y. 10017, USA	JPMorgan Securities Holdings LLC	100.00	Y	309,856	0
JPMorgan Securities Holdings LLC	270 Park Avenue New York, N.Y. 10017, USA	JPMorgan Chase & Co.	100.00	N	309,856	0
JPMorgan Asset Management (Taiwan) Limited	3/F., No.65 and 17/F, No. 65, 67and 69 Tun Hwa S. Road Sec. 2 Taipei (Taiwan)	JPMorgan Asset Management (Asia) Inc.	100.00	Y	337,610	0
J.P. Morgan International Bank Limited	25 Bank Street Canary Wharf London E14 5JP	J.P. Morgan Overseas Capital Corporation.	100.00	Y	1,384,695	0
J.P. Morgan Whitefriars (UK)	25 Bank Street Canary Wharf London E14 5JP	J.P. Morgan Whitefriars Inc.	99.99	Y	0	477,027
J.P. Morgan Whitefriars Inc.	500 Stanton Christiana Road, Newark, Delaware, USA (United States)	J.P. Morgan Overseas Capital Corporation	100.00	N	0	477,027
J.P. Morgan International Inc.	270 Park Avenue New York (United States)	JPMorgan Chase Bank, N.A.	100.00	Y	19,151	0
JPMorgan Chase Bank, N.A.	1111 Polaris Parkway Columbus, Ohio (United States)	JPMorgan Chase & Co.	100.00	N	19,151	0
JF International Management Inc.	Palm Grove House, P.O. Box 438, Road Town, Tortola (British Virgin Islands)	JPMorgan Asset Management (Asia) Inc.	100.00	Y	3,621	0
J.P. Morgan Clearing Corp	Three Chase MetroTech Center, Brooklyn, New York 11245, United States	J.P. Morgan Securities LLC	100.00	Y	28,462,830	4,885,475
J.P. Morgan Securities LLC	383 Madison Avenue, New York 10179, United States	J.P. Morgan Broker-Dealer Holdings Inc	100.00	N	28,462,830	4,885,475
J.P. Morgan Broker-Dealer Holdings Inc	270 Park Avenue, New York 10017, United States	JPMorgan Chase & Co.	100.00	N	28,462,830	4,885,475