

## 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>4. Number of issued shares in class</b>
<b>3. Class of shares</b> Ordinary Shares	17,965,212,002

<b>5. Name of substantial shareholder</b> BlackRock, Inc.	<b>8. Business registration number</b> N/A	
	<b>9. Place of incorporation</b> New York, USA	<b>Certificate of Incorporation No.</b> N/A870
<b>6. Registered office</b> 40 East 52nd Street, New York, 10022, USA.	<b>10. Contact person</b> Andrew Manchester	
	<b>11. Daytime tel. No.</b> 00442077435773	<b>12. e-mail address</b> andrew.manchester@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>	

**15. Date of relevant event**

23	02	2012
(day)	(month)	(year)

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

24	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	8,307,491	GBP				302
Short position	- Select -	- Select -	- Select -						

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

	Total number of shares	Percentage figure (%)
Long position	1,071,600,102	5.96
Short position	18,406,344	0.10
Lending pool		

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

	Total number of shares	Percentage figure (%)
Long position	1,079,907,593	6.01
Short position	24,991,421	0.13
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	1,079,907,593	24,991,421
- 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	8,763,808	662,382
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	22,683,540	
BlackRock Investment Management, LLC.	800 Scudders Mill Road, Plainsboro NJ 08536, U.S.A	Trident Merger, LLC	100.00	Y	22,683,540	
BlackRock Holdco 2 Inc.	1209 Orange Street, Wilmington DE 19801, United States	Blackrock Inc.	100.00	N	1,057,224,053	24,991,421
BlackRock Financial Management, Inc.	40 East 52nd Street, New York NY 10022, United States	BlackRock Holdco 2 Inc.	100.00	Y	1,057,224,053	24,991,421
BlackRock Holdco 4 LLC	40 East 52nd Street, New York, 10022, United States	BlackRock Financial Management, Inc.	100.00	N	381,698,807	93,657
BlackRock Holdco 6 LLC	40 East 52nd Street, New York, 10022, United States	BlackRock Holdco 4 LLC	100.00	N	381,698,807	93,657
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	381,698,807	93,657
BlackRock Institutional Trust Company, N.A.	400 Howard St, San Francisco, CA, 94105-2618	BlackRock Delaware Holdings, Inc.	100.00	Y	381,698,807	93,657

**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

28	02	2012
(day)	(month)	(year)

28. Number of continuation sheets

1

Form 2.

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 Fund Advisors	Howard Street, San Francisco, CA 94105, United States	BlackRock Institutional Trust	100	Y	92,768,834	
BlackRock Advisors Holdings	40 East 52nd Street, New York, 10022, United States	BlackRock Financial Management	100	N	670,622,273	24,897,764
BlackRock Capital Holdings	40 East 52nd Street, New York, NY 10022, USA	BlackRock Advisors Holdings	100	N	23,147,266	1,268,105
BlackRock Advisors, LLC.	100 Bellevue Parkway, Wilmington DE 19809, United States	BlackRock Capital Holdings	100	Y	23,147,266	1,268,105
BlackRock Institutional Management	100 Bellevue Parkway, Wilmington DE 19809, United States	BlackRock Advisors, LLC.	100	N	82,282	
BlackRock Capital Management	100 Bellevue Parkway, Wilmington DE 19809, United States	BlackRock Institutional Management	100	Y	82,282	
BlackRock International Holdings	40 East 52nd Street, New York, 10022, United States	BlackRock Advisors Holdings	100	N	647,475,007	23,629,659
BR Jersey International LP	Forum House, Grenville Street, St. Helier, JE1 0BR, Jersey	BlackRock International Holdings	100	N	647,475,007	23,629,659
BlackRock (Institutional) Canada	250 Yonge Street, Suite 2400, Toronto ON M5B 2M6, Canada	BR Jersey International LP	100	N	5,945,664	
BlackRock Asset Management	161 Bay Street, Suite 2500, Toronto, Ontario M5J 2S1, Canada	BlackRock Holdings Canada	100	Y	5,945,664	
BlackRock Australia Holdings	Level 18, 120 Collins Street, Melbourne VIC 3000, Australia	BR Jersey International LP	100	N	7,163,137	
BlackRock Investment Management	Level 43, Grosvenor Place, 225 George Street, Sydney, Australia	BlackRock Australia Holdings	100	Y	1,980,204	
BlackRock Asset Management	Level 43, Grosvenor Place, 225 George Street, Sydney, Australia	BlackRock Australia Holdings	100	Y	5,182,933	
BLK Isle of Man Holdings Limited	Belgravia House, 34-44 Circular Road, Douglas, IM1 3AA, Isle of Man	BR Jersey International LP	100	N	471,195	