

FORM 2

CORPORATE SUBSTANTIAL SHAREHOLDER NOTICE

Notice pursuant to s. 924 of Part XV of the Securities and Futures Ordinance (Cap. 571)

Form for use by a corporation giving notice of:

- (1) First adopting an interest in 5% or more of the shares of a listed corporation (i.e. 5% becoming a substantial shareholder);
 (2) Changes in 5% percentages held, or nature, of the interest or its short position in 2007, 2008, and
 (3) 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.

1. Name of listed corporation HSBC Holdings Plc		4. Number of issued shares in class 17,204,612,822	
2. Stock code 5			
3. Class of shares Ordinary shares			
5. Name of substantial shareholder The Goldman Sachs Group, Inc.		8. Business registration number Nil	
6. Registered office Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801, USA		9. Place of incorporation Delaware, USA	
		10. Contact person Ms. Judy Vas	
		11. Daytime tel. No. 29700193	
		12. e-mail address judy.vas@gs.com	
7. Principal place of business in Hong Kong Nil		13. Exchange on which listed New York Stock Exchange	
		14. Name of listed parent and exchange on which parent is listed Nil	

15. Date of relevant event		
5 (day)	4 (month)	2009 (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		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	
Relevant event code describing circumstances (see Table 1)	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	102	205	- Select -	885,455,988	HKD						- Select -
Short position	- Select -	- Select -	- Select -								

	Total number of shares	Percentage figure (%)
Long position	1,315,610,237	7.85
Short position		
Lending pool		

	Total number of stitches	Percentage figure (%)
Long position	330,154,249	1.92
Short position		
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
-Select-		
-Select-		
-Select-		
-Select-		
-Select-		

21. Further information in respect of derivative interests

[illegible]

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

[illegible]

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
		- Sealed - ☒		
		- Sealed - ☒		
		- Sealed - ☒		

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

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

28. Number of attachments