

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.

1. Name of listed corporation		4. Number of issued shares in class	
HSBC Holdings PLC		17,965,212,002	
2. Stock code	5		
3. Class of shares	Ordinary Shares		
5. Name of substantial shareholder		8. Business registration number	
BlackRock, Inc.		N/A	
		9. Place of incorporation	12. e-mail address
		New York, USA	N/A870
6. Registered office		10. Contact person	
40 East 52nd Street, New York, 10022, USA.		Andrew Manchester	
		11. Daytime tel. No.	11. e-mail address
		00442077435773	andrew.manchester@blackrock.com
7. Principal place of business in Hong Kong		13. Exchange on which listed	
N/A		New York Stock Exchange	
		14. Name of listed parent and exchange on which parent is listed	

15. Date of relevant event

24	02	2012
(day)	(month)	(year)

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

27	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	3,019,183	GBP				302
Short position	- Select -	- Select -	- Select -						

18. Total shares immediately before 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		

19. Total shares immediately after the relevant event

	Total number of shares	Percentage figure (%)
Long position	1,076,888,410	5.99
Short position	22,226,839	0.12
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	1,076,888,410	22,226,839
- 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	8,763,809	322,270
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	22,684,209	
BlackRock Investment Management, LLC.	800 Scudders Mill Road, Plainsboro NJ 08536, U.S.A	Trident Merger, LLC	100.00	Y	22,684,209	
BlackRock Holdco 2 Inc.	1209 Orange Street, Wilmington DE 19801, United States	Blackrock Inc.	100.00	N	1,054,204,201	22,226,839
BlackRock Financial Management, Inc.	40 East 52nd Street, New York NY 10022, United States	BlackRock Holdco 2 Inc.	100.00	Y	1,054,204,201	22,226,839
BlackRock Holdco 4 LLC	40 East 52nd Street, New York, 10022, United States	BlackRock Financial Management, Inc.	100.00	N	381,827,030	74,300
BlackRock Holdco 6 LLC	40 East 52nd Street, New York, 10022, United States	BlackRock Holdco 4 LLC	100.00	N	381,827,030	74,300
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	381,827,030	74,300
BlackRock Institutional Trust Company, N.A.	400 Howard St, San Francisco, CA, 94105-2618	BlackRock Delaware Holdings, Inc.	100.00	Y	381,827,030	74,300

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

29	02	2012
(day)	(month)	(year)

28. Number of continuation sheets

1

29. Number of attachments

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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	92,777,479	
BlackRock Advisors Holdin	40 East 52nd Street, New York, NY 10022, United States	BlackRock Financial Manag	100	N	667,474,198	
BlackRock Capital Holding	40 East 52nd Street, New York, NY 10022, USA	BlackRock Advisors Holdin	100	N	23,170,466	1,268,105
BlackRock Advisors, LLC.	100 Bellevue Parkway, Wilmington DE 19809, United States	BlackRock Capital Holdings	100	Y	23,170,466	1,268,105
BlackRock Institutional Man	100 Bellevue Parkway, Wilmington DE 19809, United States	BlackRock Advisors, LLC.	100	N	82,282	
BlackRock Capital Manage	100 Bellevue Parkway, Wilmington DE 19809, United States	BlackRock Institutional Man	100	Y	82,282	
BlackRock International Ho	40 East 52nd Street, New York, NY 10022, United States	BlackRock Advisors Holdin	100	N	644,303,732	20,884,434
BlackRock International LP	Forum House, Grenville Street, St. Helier, JE1 0BR, Jersey	BlackRock International Ho	100	N	644,303,732	20,884,434
BlackRock (Institutional) C	250 Yonge Street, Suite 2400, Toronto ON M5B 2M6, Canada	BR Jersey International LP	100	N	5,945,664	
BlackRock Asset Managen	161 Bay Street, Suite 2500, Toronto, Ontario M5J 2S1, Canada	BlackRock Holdings Canad	100	Y	5,945,664	
BlackRock Australia Holdi	Level 18, 120 Collins Street, Melbourne VIC 3000, Australia	BR Jersey International LP	100	N	7,163,137	
BlackRock Investment Mar	Level 43, Grosvenor Place, 225 George Street, Sydney, Australia	BlackRock Australia Holdi	100	Y	1,980,204	
BlackRock Asset Managen	Level 43, Grosvenor Place, 225 George Street, Sydney, Australia	BlackRock Australia Holdi	100	Y	5,182,933	
BLK Isle of Man Holdings L	Belgravia House, 34-44 Circular Road, Douglas, IM1, Jersey	BR Jersey International LP	100	N	471,195	

