

## 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> 18,402,281,435	

<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> Gwen Fleming	
	<b>11. Daytime tel. No.</b> 0016092822368	<b>12. e-mail address</b> gwen.fleming@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**

08	10	2012
(day)	(month)	(year)

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

09	10	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	8,265,988	HKD				302
Short position	- Select -	- Select -	- Select -						

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

	Total number of shares	Percentage figure (%)
Long position	1,109,677,487	6.03
Short position	37,158,041	0.20
Lending pool		

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

	Total number of shares	Percentage figure (%)
Long position	1,101,411,499	5.98
Short position	28,985,170	0.15
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	1,101,411,499	28,985,170
- 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	944,373	5,495,306
401		1,251,700
- 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	21,949,278	
BlackRock Investment Management, LLC.	1 University Square Drive Princeton, NJ 08540, United States	Trident Merger, LLC	100.00	Y	21,949,278	
BlackRock Holdco 2 Inc.	1209 Orange Street, Wilmington DE 19801, United States	Blackrock Inc.	100.00	N	1,079,462,221	28,985,170
BlackRock Financial Management, Inc.	40 East 52nd Street, New York NY 10022, United States	BlackRock Holdco 2 Inc.	100.00	Y	1,079,462,221	28,985,170
BlackRock Holdco 4 LLC	40 East 52nd Street, New York, 10022, United States	BlackRock Financial Management, Inc.	100.00	N	346,518,035	2,389,336
BlackRock Holdco 6 LLC	40 East 52nd Street, New York, 10022, United States	BlackRock Holdco 4 LLC	100.00	N	346,518,035	2,389,336
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	346,518,035	2,389,336
BlackRock Institutional Trust Company, N.A.	400 Howard St, San Francisco, CA, 94105-2618	BlackRock Delaware Holdings, Inc.	100.00	Y	255,387,121	2,389,336

**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

10	10	2012
(day)	(month)	(year)

Form 2.

28. Number of continuation sheets

1
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29. Number of attachments

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