

**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> 18,832,361,533	

<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, United States		<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**

12	3	2014
(day)	(month)	(year)

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

14	3	2014
(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	65,747,172	HKD 0	78.750	78.613	77.669	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	1,454,075,177	7.72
Short position	296,054,467	1.57
Lending pool	865,833,119	4.59

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

	Total number of shares	Percentage figure (%)
Long position	1,519,822,349	8.07
Short position	367,474,528	1.95
Lending pool	858,378,386	4.55

**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	442,816,272	367,474,528
202 3	218,519,465	0
207 7	108,226	0
208 8	858,378,386	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	11,771,300	3,386,145
402 3	3,130,000	19,490,600
403 4	6,115,025	2,401,319
404 5	26,661,351	97,853,858
- 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
J.P. Morgan Securities LLC	383 Madison Avenue, New York 10179, United States	J.P. Morgan Broker-Dealer Holdings Inc	100.00	Y	73,425	9,670
J.P. Morgan Clearing Corp	Three Chase MetroTech Center, Brooklyn, New York 11245, United States	J.P. Morgan Securities LLC	100.00	Y	49,424,849	13,832,000
JPMorgan Chase Bank, N.A. - London Branch	25 Bank Street Canary Wharf London E14 5JP	JPMorgan Chase Bank, N.A.	100.00	Y	11,658,000	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	35,163	0
JF Asset Management Limited	21st Floor Chater House 8 Connaught Road Central Hong Kong (Hong Kong)	JPMorgan Asset Management (Asia) Inc.	100.00	Y	33,009,938	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	8,882	0
JPMorgan Asset Management (Taiwan) Limited	3/F., No.65 and 17/F., No. 65, 67, 69 and 71, Sec.2, Tun Hwa South Road, Taipei (Taiwan)	JPMorgan Asset Management (Asia) Inc.	100.00	Y	503,705	0
J.P. Morgan Investment Management Inc.	270 Park Avenue New York (United States)	JPMorgan Asset Management Holdings Inc	100.00	Y	82,334,352	0

**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	108,226	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

17	3	2014
(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
J.P. Morgan International Inc.	270 Park Avenue New York (United States)	JPMorgan Chase Bank, N.A.	100.00	N	384,308,515	353,632,858
J.P. Morgan Chase International Holdings	25 Bank Street Canary Wharf London E14 5JP	J.P. Morgan Chase (UK) Holdings Limited	100.00	N	354,718,440	237,026,937
CMC Holding Delaware Inc.	200 White Clay Center Drive Newark, Delaware (United States)	J.P. Morgan Equity Holdings, Inc.	100.00	N	196,712	0
J.P. Morgan Trust Company of Delaware	500 Stanton Christiana Road Newark, Delaware (United States)	CMC Holding Delaware Inc.	100.00	Y	196,712	0
J.P. Morgan International Bank Limited	25 Bank Street Canary Wharf London E14 5JP	J.P. Morgan Chase International Holdings	100.00	Y	2,648,517	0
J.P. Morgan Whitefriars Inc.	500 Stanton Christiana Road, Newark, Delaware, USA (United States)	J.P. Morgan Overseas Capital Corporation	100.00	Y	29,590,075	116,605,921
J.P. Morgan Securities plc	25 Bank Street Canary Wharf London E14 5JP	J.P. Morgan Capital Financing Limited	0.69	Y	352,069,923	237,026,937
J.P. Morgan Securities plc	25 Bank Street Canary Wharf London E14 5JP	J.P. Morgan Chase International Holdings	99.31	Y	352,069,923	237,026,937
JPMorgan Chase Bank, N.A.	1111 Polaris Parkway Columbus, Ohio (United States)	JPMorgan Chase & Co.	100.00	Y	878,790,548	0
JPMorgan Asset Management (UK) Limited	25 Bank Street Canary Wharf London E14 5JP	JPMorgan Asset Management Holdings (UK) Limited	100.00	Y	78,921,665	0
JPMorgan Funds Management, Inc.	460 Polaris Parkway, 2nd floor OH1-1235, Westerville, Ohio (United States)	JPMorgan Distribution Services, Inc.	100.00	Y	372,620	0
J.P. Morgan International Inc.	270 Park Avenue New York (United States)	JPMorgan Chase Bank, N.A.	100.00	Y	183,975	0
J.P. Morgan Capital Financing Limited	25 Bank Street Canary Wharf London E14 5JP	JPMorgan Chase & Co.	100.00	N	352,069,923	237,026,937
J.P. Morgan Securities LLC	383 Madison Avenue, New York 10179, United States	J.P. Morgan Broker-Dealer Holdings Inc	100.00	N	49,424,849	13,832,000
J.P. Morgan Broker-Dealer Holdings Inc	270 Park Avenue, New York 10017, United States	JPMorgan Chase & Co.	100.00	N	49,498,274	13,841,670
J.P. Morgan Capital Holdings Limited	25 Bank Street Canary Wharf London E14 5JP	J.P. Morgan International Finance Limited	100.00	N	354,718,440	237,026,937
JPMorgan Asset Management Holdings Inc	270 Park Avenue New York, New York (United States)	JPMorgan Chase & Co.	100.00	N	194,813,705	0
JPMorgan Asset Management (Asia) Inc.	270 Park Avenue New York, (United States)	JPMorgan Asset Management Holdings Inc	100.00	N	33,557,688	0
J.P. Morgan Chase (UK) Holdings Limited	25 Bank Street Canary Wharf London E14 5JP	J.P. Morgan Capital Holdings Limited	100.00	N	354,718,440	237,026,937
JPMorgan Asset Management Holdings (UK) Limited	25 Bank Street Canary Wharf London E14 5JP	JPMorgan Asset Management International Limited	100.00	N	78,921,665	0
J.P. Morgan Overseas Capital Corporation	500 Stanton Christiana Road Newark, Delaware (United States)	J.P. Morgan International Finance Limited	100.00	N	29,590,075	116,605,921
JPMorgan Asset Management International Limited	25 Bank Street Canary Wharf London E14 5JP	JPMorgan Asset Management Holdings Inc	100.00	N	78,921,665	0
JPMorgan Chase Bank, N.A.	1111 Polaris Parkway Columbus, Ohio (United States)	JPMorgan Chase & Co.	100.00	N	396,150,490	353,632,858
J.P. Morgan Equity Holdings, Inc.	500 Stanton Christiana Road Newark, Delaware (United States)	JPMorgan Chase & Co.	100.00	N	196,712	0
J.P. Morgan International Finance Limited	500 Stanton Christiana Road Newark, Delaware (United States)	Bank One International Holdings Corporation	100.00	N	384,308,515	353,632,858
JPMorgan Distribution Services, Inc.	460 Polaris Parkway, 2nd floor OH1-1235, Ohio, USA	JPMorgan Chase & Co.	100.00	N	372,620	0

