

**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	18,624,424,192	

<b>5. Name of substantial shareholder</b> JPMorgan Chase & Co.		<b>8. Business registration number</b> N/A	
		<b>9. Place of incorporation</b> United States	<b>Certificate of Incorporation No.</b> 13-2624428 (Tax ID#)
<b>6. Registered office</b> 270 Park Avenue, New York 10017, USA		<b>10. Contact person</b> Tan Chin May	
		<b>11. Daytime tel. No.</b> 6568821934	<b>12. e-mail address</b> asia.doi.team@jpmorgan.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> N/A	

**15. Date of relevant event**

23	05	2013
(day)	(month)	(year)

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

24	05	2013
(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	- Select 0	- Select 0	- Select 0		HKD 0				- Select 0
Short position	113 3	205 4	205 4	145,845,901					

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

	Total number of shares	Percentage figure (%)
Long position	1,502,942,411	8.07
Short position	261,633,302	1.40
Lending pool	980,566,618	5.26

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

	Total number of shares	Percentage figure (%)
Long position	1,647,084,176	8.84
Short position	407,479,203	2.19
Lending pool	957,637,604	5.14

**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	505,099,581	407,479,203
202 3	184,346,370	0
207 7	621	0
208 8	957,637,604	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	3,384,000	5,914,400
402 3	3,523,600	4,105,120
403 4	6,133,658	5,909,727
404 5	1,046,000	16,144,288
- 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
JPMorgan Chase Bank, N.A.	1111 Polaris Parkway, Columbus, Ohio (United States)	JPMorgan Chase & Co.	100.00	Y	968,065,292	0
J.P. Morgan Securities plc	25 Bank Street Canary Wharf London E14 5JP	J.P. Morgan Chase International Holdings Limited	98.95	Y	431,277,465	360,805,261
J.P. Morgan Chase International Holdings Limited	25 Bank Street Canary Wharf London E14 5JP	J.P. Morgan Chase (UK) Holdings Limited	100.00	N	431,277,465	360,805,261
J.P. Morgan Chase (UK) Holdings Limited	25 Bank Street Canary Wharf London E14 5JP	J.P. Morgan Capital Holdings Limited	100.00	N	431,277,465	360,805,261
J.P. Morgan Capital Holdings Limited	25 Bank Street Canary Wharf London E14 5JP	J.P. Morgan International Finance Limited	100.00	N	431,277,465	360,805,261
J.P. Morgan International Finance Limited	500 Stanton Christiana Road, Newark, Delaware 19713, USA (United States)	Bank One International Holdings Corporation	100.00	N	455,191,146	382,479,138
Bank One International Holdings Corporation	1 Bank One Plaza, Chicago, Illinois	J.P. Morgan International Inc	100.00	N	455,191,146	382,479,138
J.P. Morgan International Inc.	270 Park Avenue, New York, N.Y.10017 (United States)	JPMorgan Chase Bank, N.A.	100.00	N	455,191,146	382,479,138

**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	621	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

28	05	2013
(day)	(month)	(year)

28. Number of continuation sheets

1

Form 2.

29. Number of attachments

## Continuation Sheet

## 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
JPMorgan Chase Bank, N.A.	1111 Polaris Parkway, Columbus, Ohio (United States)	JPMorgan Chase & Co.	100.00	N	455,191,146	382,479,138
J.P. Morgan Whitefriars Inc.	500 Stanton Christiana Road, Newark, Delaware, USA (United States)	J.P. Morgan Overseas Capital Corporation	100.00	Y	22,596,382	21,499,808
J.P. Morgan Overseas Capital Corporation	500 Stanton Christiana Road, Newark, Delaware, USA (United States)	J.P. Morgan International Finance Limited	100.00	N	23,913,681	21,673,877
JF Asset Management Limited	21st Floor Chater House 8 Connaught Road Central Hong Kong (Hong Kong)	JPMorgan Asset Management (Asia) Inc.	100.00	Y	32,076,035	0
JPMorgan Asset Management (Asia) Inc.	270 Park Avenue New York (United States)	JPMorgan Asset Management Holdings Inc.	100.00	N	32,477,441	0
JPMorgan Asset Management Holdings Inc.	270 Park Avenue New York (United States)	JPMorgan Chase & Co.	100.00	N	172,582,560	0
JPMorgan Asset Management (UK) Limited	25 Bank Street Canary Wharf London E14 5JP	JPMorgan Asset Management Holdings (UK) Limited	100.00	Y	73,444,499	0
JPMorgan Asset Management Holdings (UK) Limited	25 Bank Street Canary Wharf London E14 5JP	JPMorgan Asset Management International Limited	100.00	N	73,444,499	0
JPMorgan Asset Management International Limited	25 Bank Street Canary Wharf London E14 5JP	JPMorgan Asset Management Holdings Inc.	100.00	N	73,444,499	0
J.P. Morgan Investment Management Inc.	245 Park Avenue, New York (United States)	JPMorgan Asset Management Holdings Inc.	100.00	Y	66,660,620	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	8,800	0
J.P. Morgan Securities LLC	270 Park Avenue New York N.Y. 10017, USA	JPMorgan Securities Holdings LLC	100.00	Y	309,856	0
JPMorgan Securities Holdings LLC	270 Park Avenue New York, N.Y. 10017, USA	JPMorgan Chase & Co.	100.00	N	309,856	0
JPMorgan Asset Management (Taiwan) Limited	3/F., No.65 and 17/F, No. 65, 67and 69 Tun Hwa S. Road Sec. 2 Taipei (Taiwan)	JPMorgan Asset Management (Asia) Inc.	100.00	Y	390,185	0
J.P. Morgan International Bank Limited	25 Bank Street Canary Wharf London E14 5JP	J.P. Morgan Overseas Capital Corporation.	100.00	Y	1,317,299	0
J.P. Morgan Whitefriars (UK)	25 Bank Street Canary Wharf London E14 5JP	J.P. Morgan Whitefriars Inc.	99.99	Y	0	174,069
J.P. Morgan Whitefriars Inc.	500 Stanton Christiana Road, Newark, Delaware, USA (United States)	J.P. Morgan Overseas Capital Corporation	100.00	N	0	174,069
J.P. Morgan International Inc.	270 Park Avenue New York (United States)	JPMorgan Chase Bank, N.A.	100.00	Y	19,444	0
JPMorgan Chase Bank, N.A.	1111 Polaris Parkway Columbus, Ohio (United States)	JPMorgan Chase & Co.	100.00	N	19,444	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	2,421	0
J.P. Morgan Clearing Corp	Three Chase MetroTech Center, Brooklyn, New York 11245, United States	J.P. Morgan Securities LLC	100.00	Y	50,915,878	25,000,065
J.P. Morgan Securities LLC	383 Madison Avenue, New York 10179, United States	J.P. Morgan Broker-Dealer Holdings Inc	100.00	N	50,915,878	25,000,065
J.P. Morgan Broker-Dealer Holdings Inc	270 Park Avenue, New York 10017, United States	JPMorgan Chase & Co.	100.00	N	50,915,878	25,000,065