

## 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> 18,474,226,538	

<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	Certificate of Incorporation No. 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**

27	12	2012
(day)	(month)	(year)

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

28	12	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	22,822,231	GBP				302
Short position	- Select -	- Select -	- Select -						

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

	Total number of shares	Percentage figure (%)
Long position	1,086,048,256	5.87
Short position	15,821,624	0.08
Lending pool		

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

	Total number of shares	Percentage figure (%)
Long position	1,108,870,487	6.00
Short position	35,991,511	0.19
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	1,108,870,487	35,991,511
- 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	1,846,872	2,335,643
401		1,303,000
- 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	20,774,843	
BlackRock Investment Management, LLC.	1 University Square Drive Princeton, NJ 08540, United States	Trident Merger, LLC	100.00	Y	20,774,843	
BlackRock Holdco 2 Inc.	1209 Orange Street, Wilmington DE 19801, United States	Blackrock Inc.	100.00	N	1,088,095,644	35,991,511
BlackRock Financial Management, Inc.	40 East 52nd Street, New York NY 10022, United States	BlackRock Holdco 2 Inc.	100.00	Y	1,088,095,644	35,991,511
BlackRock Holdco 4 LLC	40 East 52nd Street, New York, 10022, United States	BlackRock Financial Management, Inc.	100.00	N	350,063,738	50,038
BlackRock Holdco 6 LLC	40 East 52nd Street, New York, 10022, United States	BlackRock Holdco 4 LLC	100.00	N	350,063,738	50,038
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	350,063,738	50,038
BlackRock Institutional Trust Company, N.A.	400 Howard St, San Francisco, CA, 94105-2618	BlackRock Delaware Holdings, Inc.	100.00	Y	256,489,732	50,038

**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

02	01	2013
(day)	(month)	(year)

Form 2.

28. Number of continuation sheets

1

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
BlackRock Fund Advisors	Howard Street, San Francisco, CA 94105, United States	BlackRock Delaware Holdings, Inc.	100.00	Y	93,574,006	
BlackRock Advisors Holdings Inc.	40 East 52nd Street, New York, 10022, United States	BlackRock Financial Management, Inc.	100.00	N	735,803,006	35,941,473
BlackRock Capital Holdings, Inc.	40 East 52nd Street, New York, NY 10022, USA	BlackRock Advisors Holdings Inc.	100.00	N	30,709,660	1,303,000
BlackRock Advisors, LLC.	100 Bellevue Parkway, Wilmington DE 19809, United States	BlackRock Capital Holdings, Inc.	100.00	Y	30,709,660	1,303,000
BlackRock Institutional Management Corporation	100 Bellevue Parkway, Wilmington DE 19809, United States	BlackRock Advisors, LLC.	100.00	N	81,282	
BlackRock Capital Management, Inc.	100 Bellevue Parkway, Wilmington DE 19809, United States	BlackRock Institutional Management Corporation	100.00	Y	81,282	
BlackRock International Holdings Inc.	40 East 52nd Street, New York, 10022, United States	BlackRock Advisors Holdings Inc.	100.00	Y	705,093,346	34,638,473
BR Jersey International LP	One Waverley Place, 4th Floor, St. Helier, Jersey, JE1 0BR	BlackRock International Holdings Inc.	100.00	N	705,093,346	34,638,473
BLK Isle of Man Holdings Limited	Belgravia House, 34-44 Circular Road, Douglas, IM1 1QW, Isle of Man	BR Jersey International LP	100.00	N	293,983	
BlackRock (Isle of Man) Holdings Limited	Belgravia House, 34-44 Circular Road, Douglas, IM1 1QW, Isle of Man	BLK Isle of Man Holdings Limited	100.00	N	293,983	
BlackRock Fund Managers (Isle of Man) Limited	Belgravia House, 34-44 Circular Road, Douglas, IM1 1QW, Isle of Man	BlackRock (Isle of Man) Holdings Limited	100.00	Y	202,480	
BlackRock (Isle of Man) Limited	Belgravia House, 34-44 Circular Road, Douglas, IM1 1QW, Isle of Man	BlackRock (Isle of Man) Holdings Limited	100.00	Y	91,503	