

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			
HSBC Holdings plc			
2. Stock code		5	4. Number of issued shares in class
3. Class of shares		Ordinary Shares	18,484,651,931

5. Name of substantial shareholder		8. Business registration number	
		N/A	
6. Registered office		9. Place of incorporation	
		United States	
7. Principal place of business in Hong Kong		Certificate of Incorporation No.	
		13-2624428 (Tax ID#)	
10. Contact person		11. Daytime tel. No.	
		6568821234	
12. e-mail address		13. Exchange on which listed	
		New York Stock Exchange	
14. Name of listed parent and exchange on which parent is listed		14. Name of listed parent and exchange on which parent is listed	
		N/A	

15. Date of relevant event

20	03	2013
(day)	(month)	(year)

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

21	03	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	117 13	205 4	205 4	113,619,454	HKD 0	84.050	84.010		- Select 0
Short position	111 1	205 4	205 4	116,692,511					

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

	Total number of shares	Percentage figure (%)
Long position	1,427,986,495	7.73
Short position	173,908,954	0.94
Lending pool	1,020,044,507	5.52

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

	Total number of shares	Percentage figure (%)
Long position	1,541,605,949	8.34
Short position	290,601,465	1.57
Lending pool	1,015,654,365	5.49

**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	354,124,581	290,601,465
202 3	171,826,382	0
207 7	621	0
208 8	1,015,654,365	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	3,874,800	5,616,800
402 3	987,200	4,197,720
403 4	7,061,658	6,575,962
404 5	3,496,000	24,044,288
- 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	1,026,105,871	0
J.P. Morgan Securities plc	25 Bank Street Canary Wharf London E14 5JP	J.P. Morgan Chase International Holdings Limited	98.95	Y	323,838,566	252,621,741
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	323,838,566	252,621,741
J.P. Morgan Chase (UK) Holdings Limited	25 Bank Street Canary Wharf London E14 5JP	J.P. Morgan Capital Holdings Limited	100.00	N	323,838,566	252,621,741
J.P. Morgan Capital Holdings Limited	25 Bank Street Canary Wharf London E14 5JP	J.P. Morgan International Finance Limited	100.00	N	323,838,566	252,621,741
J.P. Morgan International Finance Limited	500 Stanton Christiana Road, Newark, Delaware 19713, USA (United States)	Bank One International Holdings Corporation	100.00	N	346,214,149	281,298,053
Bank One International Holdings Corporation	1 Bank One Plaza, Chicago, Illinois	J.P. Morgan International Inc	100.00	N	346,214,149	281,298,053
J.P. Morgan International Inc.	270 Park Avenue, New York, N.Y.10017 (United States)	JPMorgan Chase Bank, N.A.	100.00	N	346,214,149	281,298,053

**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

25	03	2013
(day)	(month)	(year)

28. Number of continuation sheets

1

Form 2.

29. Number of attachments