

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	18,476,008,664

5. Name of substantial shareholder JPMorgan Chase & Co.	8. Business registration number N/A	
	9. Place of incorporation United States	Certificate of Incorporation No. 13-2624428 (Tax ID#)
6. Registered office 270 Park Avenue, New York 10017, USA	10. Contact person Samm Zhuo	
	11. Daytime tel. No. 6568821911	12. e-mail address asia.doi.team@jpmorgan.com
7. Principal place of business in Hong Kong N/A	13. Exchange on which listed New York Stock Exchange	
	14. Name of listed parent and exchange on which parent is listed N/A	

15. Date of relevant event

05	02	2013
(day)	(month)	(year)

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

06	02	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	205	205	12,991,322	HKD	86.050	85.510		- Select -
Short position	- Select -	- Select -	- Select -						

18. Total shares immediately before the relevant event

	Total number of shares	Percentage figure (%)
Long position	1,301,661,231	7.05
Short position	65,295,777	0.35
Lending pool	1,016,496,467	5.50

19. Total shares immediately after the relevant event

	Total number of shares	Percentage figure (%)
Long position	1,288,669,909	6.97
Short position	65,246,297	0.35
Lending pool	1,016,243,320	5.50

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	106,645,899	65,246,297
202	165,780,069	0
207	621	0
208	1,016,243,320	0
- Select -		

21. Further information in respect of derivative interests

Code describing derivatives (see Table 4)	Number of shares	
	Long position	Short position
401	9,645,200	10,545,800
402	1,995,200	2,244,160
403	7,959,107	7,059,107
404	1,050,000	38,265,888
- 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
JPMorgan Chase Bank, N.A.	1111 Polaris Parkway, Columbus, Ohio (United States)	JPMorgan Chase & Co.	100.00	Y	1,026,009,436	0
J.P. Morgan Securities plc	25 Bank Street Canary Wharf London E14 5JP	J.P. Morgan Chase International Holdings Limited	98.95	Y	85,014,874	22,790,294
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	85,014,874	22,790,294
J.P. Morgan Chase (UK) Holdings Limited	25 Bank Street Canary Wharf London E14 5JP	J.P. Morgan Capital Holdings Limited	100.00	N	85,014,874	22,790,294
J.P. Morgan Capital Holdings Limited	25 Bank Street Canary Wharf London E14 5JP	J.P. Morgan International Finance Limited	100.00	N	85,014,874	22,790,294
J.P. Morgan International Finance Limited	500 Stanton Christiana Road, Newark, Delaware 19713, USA (United States)	Bank One International Holdings Corporation	100.00	N	107,734,926	65,245,797
Bank One International Holdings Corporation	1 Bank One Plaza, Chicago, Illinois	J.P. Morgan International Inc	100.00	N	107,734,926	65,245,797
J.P. Morgan International Inc.	270 Park Avenue, New York, N.Y.10017 (United States)	JPMorgan Chase Bank, N.A.	100.00	N	107,734,926	65,245,797

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	621	0
		- 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

08	02	2013
(day)	(month)	(year)

Form 2.

28. Number of continuation sheets

1

29. Number of attachments