



### Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 31/05/2011

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer HSBC Holdings plc

Date Submitted 7 June 2011

#### I. Movements in Authorised Share Capital

##### 1. Ordinary Shares

(1) Stock code : <u>5</u> Description : <u>Ordinary Shares</u>			
	No. of ordinary shares	Par value ( <i>State currency</i> )	Authorised share capital ( <i>State currency</i> )
Balance at close of preceding month	N/A (please refer to remarks)	_____	N/A (please refer to remarks)
Increase/(decrease)	_____	_____	_____
Balance at close of the month	N/A (please refer to remarks)	_____	N/A (please refer to remarks)
(2) Stock code : <u>N/A</u> Description : _____			
	No. of ordinary shares	Par value ( <i>State currency</i> )	Authorised share capital ( <i>State currency</i> )
Balance at close of preceding month	_____	_____	_____
Increase/(decrease)	_____	_____	_____
Balance at close of the month	_____	_____	_____



## II. Movements in Issued Share Capital

	No. of ordinary shares		No of preference shares	No. of other classes of shares
	(1)	(2)		
Balance at close of preceding month	17,707,019,891 (US\$0.50)	N/A	a) 1,450,000 (US\$0.01) b) 1 (£0.01)	N/A
Increase/ (decrease) during the month	110,404,196 (US\$0.50)	N/A	N/A	N/A
Balance at close of the month	17,817,424,087 (US\$0.50)	N/A	a) 1,450,000 (US\$0.01) b) 1 (£0.01)	N/A

## III. Details of Movements in Issued Share Capital

## Share Options (under Share Option Schemes of the Issuer)

Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable	Movement during the month				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	Granted	Exercised	Cancelled	Lapsed		
1. HSBC Holdings Executive Share Option Scheme ( / / ) Ordinary shares	--	--	--	--	--	--
(Note 1)						
2. HSBC Holdings Savings-Related Share Option Plan ( / / ) Ordinary shares	--	141,179	--	1,009,794	141,179	174,223,606
(Note 1)						
3. HSBC Holdings Group Share Option Plan ( / / ) Ordinary shares	--	40,193	--	246,885	40,193	122,359,112
(Note 1)						
4. HSBC Share Plan ( / / ) Ordinary shares	--	--	--	--	--	551,657
(Note 1)						
			Total A. (Ordinary shares)		181,372	
			(Preference shares)		N/A	
			(Other class)		N/A	
Total funds raised during the month from exercise of options (State currency)					£635,797.26, HK\$1,195,362.08 and US\$44,364.08	

## Warrants to Issue Shares of the Issuer which are to be Listed

Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal value	Nominal value at close of preceding month	Exercised during the month	Nominal value at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. N/A						
( / / )						
Stock code (if listed)						
Class of shares issuable ( <i>Note 1</i> )						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		( / / )				
2. N/A						
( / / )						
Stock code (if listed)						
Class of shares issuable ( <i>Note 1</i> )						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		( / / )				
3. N/A						
( / / )						
Stock code (if listed)						
Class of shares issuable ( <i>Note 1</i> )						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		( / / )				
4. N/A						
( / / )						
Stock code (if listed)						
Class of shares issuable ( <i>Note 1</i> )						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		( / / )				
				Total B. (Ordinary shares)	N/A	
				(Preference shares)	N/A	
				(Other class)	N/A	

## Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

Class and description	Currency of amount outstanding	Amount at close of preceding month	Converted during the month	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. N/A						
Stock code (if listed)						
Class of shares issuable ( <i>Note 1</i> )						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		( / / )				
2. N/A						
Stock code (if listed)						
Class of shares issuable ( <i>Note 1</i> )						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		( / / )				
3. N/A						
Stock code (if listed)						
Class of shares issuable ( <i>Note 1</i> )						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		( / / )				
4. N/A						
Stock code (if listed)						
Class of shares issuable ( <i>Note 1</i> )						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		( / / )				
				Total C. (Ordinary shares)	N/A	
				(Preference shares)	N/A	
				(Other class)	N/A	

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. N/A _____ _____ _____ ( / / ) shares (Note 1)		
2. N/A _____ _____ _____ ( / / ) shares (Note 1)		
3. N/A _____ _____ _____ ( / / ) shares (Note 1)		
Total D. (Ordinary shares)	N/A	
(Preference shares)	N/A	
(Other class)	N/A	

## Other Movements in Issued Share Capital

Other Movements in Issued Share Capital						No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month	
Type of Issue								
1.	Rights issue	At price :	State currency	<u>N/A</u>	Class of shares issuable (Note 1) Issue and allotment date : (dd/mm/yyyy)  EGM approval date: (dd/mm/yyyy)	( / / )  ( / / )		
2.	Open offer	At price :	State currency	<u>N/A</u>	Class of shares issuable (Note 1) Issue and allotment date : (dd/mm/yyyy)  EGM approval date: (dd/mm/yyyy)	( / / )  ( / / )		
3.	Placing	At price :	State currency	<u>N/A</u>	Class of shares issuable (Note 1) Issue and allotment date : (dd/mm/yyyy)  EGM approval date: (dd/mm/yyyy)	( / / )  ( / / )		
4.	Bonus issue			<u>N/A</u>	Class of shares issuable (Note 1) Issue and allotment date : (dd/mm/yyyy)  EGM approval date: (dd/mm/yyyy)	( / / )  ( / / )		

For Main Board and GEM listed issuers

Type of Issue				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
5.	Scrip dividend	At price : State currency <u>US\$10.2564</u>	<p>Class of shares issuable <u>Ordinary</u> (<i>Note 1</i>)</p> <p>Issue and allotment date : (dd/mm/yyyy) (05/05/2011)</p> <p>EGM approval date: (dd/mm/yyyy) (N/A)</p>	<u>110,222,824</u>	<u>--</u>
6.	Repurchase of shares	N/A	<p>Class of shares repurchased (<i>Note 1</i>) _____</p> <p>Cancellation date : ( / / ) (dd/mm/yyyy)</p> <p>EGM approval date: ( / / ) (dd/mm/yyyy)</p>	_____	_____
7.	Redemption of shares	N/A	<p>Class of shares redeemed (<i>Note 1</i>) _____</p> <p>Redemption date : ( / / ) (dd/mm/yyyy)</p> <p>EGM approval date: ( / / ) (dd/mm/yyyy)</p>	_____	_____
8.	Consideration issue	At price : State currency <u>N/A</u>	<p>Class of shares issuable _____ (<i>Note 1</i>)</p> <p>Issue and allotment date : ( / / ) (dd/mm/yyyy)</p> <p>EGM approval date: ( / / ) (dd/mm/yyyy)</p>	_____	_____



For Main Board and GEM listed issuers

				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
Type of Issue					
9. Capital reorganisation	N/A	Class of shares issuable (Note 1)	_____		
		Issue and allotment date : (dd/mm/yyyy)	( / / )		
		EGM approval date: (dd/mm/yyyy)	( / / )		
10. Other (Please specify)	At price : State currency _____ N/A _____	Class of shares issuable (Note 1)	_____		
		Issue and allotment date : (dd/mm/yyyy)	( / / )		
		EGM approval date: (dd/mm/yyyy)	( / / )		
Total E. (Ordinary shares)				<u>110,222,824</u>	
(Preference shares)				<u>N/A</u>	
(Other class)				<u>N/A</u>	

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	<u>110,404,196</u>
	(2)	<u>N/A</u>
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):		<u>N/A</u>
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):		<u>N/A</u>
<i>(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)</i>		

Remarks (if any):

The UK Companies Act 2006 has abolished the concept of authorised share capital with effect from 1 October 2009. To reflect this, the new Articles of Association adopted with effect from 1 October 2009 has been amended to remove any reference to authorised share capital.

Submitted by: William S M Tam

Title: Authorised Signatory  
(Director, Secretary or other duly authorised officer)

*Notes :*

- 1. State the class of shares (e.g. ordinary, preference or other).*
- 2. If there is insufficient space, please append the prescribed continuation sheet.*