

**NOTIFICATION OF TRANSACTIONS OF PERSONS DISCHARGING MANAGERIAL
RESPONSIBILITY AND/OR CONNECTED PERSONS**

This notification relates to a transaction notified in accordance with
DTR 3.1.2 R and 3.1.4 R (1)(a)

1	Name of the issuer
	HSBC Holdings plc
2	Name of the person discharging managerial responsibilities or, where applicable, the name of the person connected with a person discharging managerial responsibilities
	i), ii) and iii) V H C Cheng, a person discharging managerial responsibilities iv) Mariana Cho Chi On, a person connected with V H C Cheng, a person discharging managerial responsibilities
3	Description of shares (including class), debentures, derivatives or any other financial instruments relating to shares
	US\$0.50 ordinary shares
4	State the nature of the transactions
	i) Acquisition / scrip dividend on conditional awards under the HSBC Share Plan ii) The Trustee has released 409 ordinary shares representing the scrip dividend for the 2010 fourth interim dividend in respect of partial vesting of the total shareholder return part of the 2008 Performance Share award under the HSBC Share Plan that vested on 4 April 2011. The Trustee of the Plan has transferred 409 shares to V H C Cheng as beneficial owner. iii) Acquisition / scrip dividend iv) Acquisition / scrip dividend
5	Number of shares, derivatives or any other financial instruments relating to shares acquired
	i) 8,728 ii) 409 iii) 5,722 iv) 2,229
6	Number of shares, derivatives or any other financial instruments relating to shares disposed

	N/A
7	Price per share or value of transactions
	i), ii) iii) and iv) US\$10.2564
8	Date and place of transactions
	i) and ii) 5 May 2011, London iii) and iv) 5 May 2011, Hong Kong
9	Date issuer informed of transactions
	9 May 2011
10	Total holding following notification
	1,495,634
11	Name of duly authorised officer/official of issuer responsible for making notification
	Peter Harvey, Senior Assistant Secretary, 020 7992 1401
12	Date of notification
	9 May 2011