



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

For the month ended (dd/mm/yyyy) : 30/11/2012

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer HSBC Holdings plc

Date Submitted 6 December 2012

#### I. Movements in Authorised Share Capital

##### 1. Ordinary Shares

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

## 2. Preference Shares

|                                     |  |   |   |
|-------------------------------------|--|---|---|
| Stock code :                        | <u>        N/A        </u>                               | Description :                           | <u>        a) Non-cumulative Preference Shares<br/>b) Non-cumulative Series A Sterling Preference Share        </u> |
|                                     |  | No. of preference shares                | Par value<br><i>(State currency)</i>  |
|                                     |  |   | Authorised share capital<br><i>(State currency)</i>   |
| Balance at close of preceding month | <u>        N/A<br/>(please refer to remarks)        </u> | <u>                                </u> | <u>        N/A<br/>(please refer to remarks)        </u>  |
| Increase/(decrease)                 | <u>                                </u>                  | <u>                                </u> | <u>                                </u>   |
| Balance at close of the month       | <u>        N/A<br/>(please refer to remarks)        </u> | <u>                                </u> | <u>        N/A<br/>(please refer to remarks)        </u>  |

## 3. Other Classes of Shares

|                                     |   |   |   |
|-------------------------------------|---|---|---|
| Stock code :                        | <u>        N/A        </u>              | Description :                           | <u>  </u> |
|                                     |   | No. of other classes of shares          | Par value<br><i>(State currency)</i>  |
|                                     |   |   | Authorised share capital<br><i>(State currency)</i>                                     |
| Balance at close of preceding month | <u>                                </u> | <u>                                </u> | <u>                                </u>   |
| Increase/(decrease)                 | <u>                                </u> | <u>                                </u> | <u>                                </u>   |
| Balance at close of the month       | <u>                                </u> | <u>                                </u> | <u>                                </u>   |

Total authorised share capital at the end of the month *(State currency)* :         N/A  
(please refer to remarks)

## 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   | 18,404,202,320<br>(US\$0.50) | N/A | a) 1,450,000 (US\$0.01)<br>b) 1 (£0.01) | N/A                            |
| Increase/ (decrease) during the month | 1,895,559<br>(US\$0.50)      | N/A | N/A                                     | N/A                            |
| Balance at close of the month         | 18,406,097,879<br>(US\$0.50) | N/A | a) 1,450,000 (US\$0.01)<br>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<br>Executive Share<br>Option Scheme<br>( / / )<br>Ordinary shares                       | --                        | --        | --        | --   | --   | --  |
| (Note 1)   |                           |           |           |  |  |   |
| 2. HSBC Holdings<br>Savings-Related Share<br>Option Plan<br>( / / )<br>Ordinary shares                   | --                        | 1,291,914 | --        | 2,306,344  | 1,291,914  | 114,516,316   |
| (Note 1)   |                           |           |           |  |  |   |
| 3. HSBC Holdings<br>Group Share Option<br>Plan<br>( / / )<br>Ordinary shares                             | --                        | 181,080   | --        | 341,556  | 181,080  | 88,623,130  |
| (Note 1)   |                           |           |           |  |  |   |
| 4. HSBC Share Plan<br>( / / )<br>Ordinary shares   | --                        | --        | --        | --   | --   | 86,046  |
| (Note 1)   |                           |           |           |  |  |   |
|  |                           |           |           | Total A. (Ordinary shares)   | 1,472,994  |   |
|  |                           |           |           | (Preference shares)  | N/A  |   |
|  |                           |           |           | (Other class)  | N/A  |   |
| Total funds raised during the month from exercise of options (State currency)                            |                           |           |           | £4,098,007.20, HK\$12,836,645.27,<br>US\$667,852.13 and €90,602.98 |  |   |

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

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

Other Movements in Issued Share Capital

| 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 |
|---------------|--------------|---------------------------|-----|-----------------------------------|---|--|---|
| 1.            | Rights issue | 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)         | ( / / )  |   |
| 2.            | Open offer   | 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)         | ( / / )  |   |
| 3.            | Placing      | 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)         | ( / / )  |   |
| 4.            | Bonus issue  |                           | N/A | Class of shares issuable (Note 1) | Issue and allotment date : (dd/mm/yyyy) | ( / / )  |   |
|               |              |                           |     |                                   | EGM approval date: (dd/mm/yyyy)         | ( / / )  |   |

|               |                      |                           |            | 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 |                      |                           |            |  |   |  |
| 5.            | Scrip dividend       | At price : State currency | <u>N/A</u> | Class of shares issuable ( <i>Note 1</i> )<br>Issue and allotment date : (dd/mm/yyyy)<br>EGM approval date: (dd/mm/yyyy) | <u>Ordinary</u><br>( / / )<br>( / / )   |  |
| 6.            | Repurchase of shares |                           | <u>N/A</u> | Class of shares repurchased ( <i>Note 1</i> )<br>Cancellation date : (dd/mm/yyyy)<br>EGM approval date: (dd/mm/yyyy)     | <u>                    </u><br>( / / )<br>( / / )   |  |
| 7.            | Redemption of shares |                           | <u>N/A</u> | Class of shares redeemed ( <i>Note 1</i> )<br>Redemption date : (dd/mm/yyyy)<br>EGM approval date: (dd/mm/yyyy)          | <u>                    </u><br>( / / )<br>( / / )   |  |
| 8.            | Consideration issue  | At price : State currency | <u>N/A</u> | Class of shares issuable ( <i>Note 1</i> )<br>Issue and allotment date : (dd/mm/yyyy)<br>EGM approval date: (dd/mm/yyyy) | <u>                    </u><br>( / / )<br>( / / )   |  |



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                               |
|---|---------------------------|--|---|--|---|
| 9. Capital reorganisation   | N/A                       | Class of shares issuable ( <i>Note 1</i> )   | Issue and allotment date : (dd/mm/yyyy) | ( / / )  |   |
|   |                           |  | EGM approval date: (dd/mm/yyyy)         | ( / / )  |   |
| 10. Other (Please specify)  |                           | Class of shares issuable ( <i>Note 1</i> )   | Ordinary                                |  |   |
| Awards of Performance Shares and Restricted Shares under the HSBC Share Plan and the HSBC Share Plan 2011 | At price : State currency | i) £6.088<br>ii) £6.250<br>iii) £6.261<br>iv) £6.217<br>v) £6.009<br>vi) £6.038<br>vii) £6.086<br>viii) £6.145<br>ix) £6.316 | Issue and allotment date : (dd/mm/yyyy) | i) (01/11/2012)<br>ii) (02/11/2012)<br>iii) (05/11/2012)<br>iv) (07/11/2012)<br>v) (12/11/2012)<br>vi) (13/11/2012)<br>vii) (14/11/2012)<br>viii) (21/11/2012)<br>ix) (30/11/2012) | i) 81,327<br>ii) 2,166<br>iii) 61,837<br>iv) 43,634<br>v) 1,561<br>vi) 4,189<br>vii) 13,414<br>viii) 439<br>ix) 213,998 |
|   |                           |  | EGM approval date: (dd/mm/yyyy)         | (N/A)  | --  |
| Total E. (Ordinary shares)  |                           |  |   | 422,565  |   |
| (Preference shares)   |                           |  |   | N/A  |   |
| (Other class)   |                           |  |   | N/A  |   |

|   |     |           |
|---|-----|-----------|
| Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):                                 | (1) | 1,895,559 |
|   | (2) | N/A       |
| Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):                               |     | N/A       |
| Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):                         |     | N/A       |
| <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)

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*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.*