



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

For the month ended (dd/mm/yyyy) : 28/02/2013

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer HSBC Holdings plc

Date Submitted 6 March 2013

#### 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	_____	_____	_____

## 2. Preference Shares

Stock code : _____	Description : _____	a) Non-cumulative Preference Shares	b) Non-cumulative Series A Sterling Preference Share	
		No. of preference shares	Par value (State currency)	Authorised share capital (State currency)
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)

## 3. Other Classes of Shares

Stock code : _____	Description : _____			
		No. of other classes of shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month	_____	_____	_____	_____
Increase/(decrease)	_____	_____	_____	_____
Balance at close of the month	_____	_____	_____	_____

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	18,481,074,584 (US\$0.50)	N/A	a) 1,450,000 (US\$0.01) b) 1 (£0.01)	N/A
Increase/ (decrease) during the month	3,577,347 (US\$0.50)	N/A	N/A	N/A
Balance at close of the month	18,484,651,931 (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		
<u>1. HSBC Holdings</u> <u>Executive Share</u> <u>Option Scheme</u> ( / / ) <u>Ordinary shares</u>	--	--	--	--	--	--
(Note 1)						
<u>2. HSBC Holdings</u> <u>Savings-Related Share</u> <u>Option Plans</u> ( / / ) <u>Ordinary shares</u>	--	309,654	--	2,797,323	309,654	106,665,690
(Note 1)						
<u>3. HSBC Holdings</u> <u>Group Share Option</u> <u>Plan</u> ( / / ) <u>Ordinary shares</u>	--	3,267,693	--	(70,434)	3,267,693	80,744,273
(Note 1)						
<u>4. HSBC Share Plan</u> ( / / ) <u>Ordinary shares</u>	--	--	--	--	--	86,046
(Note 1)						
			Total A. (Ordinary shares)		3,577,347	
			(Preference shares)		N/A	
			(Other class)		N/A	
Total funds raised during the month from exercise of options (State currency)				£20,530,373.57, HK\$1,426,322.45, US\$573,374.43 and €18,113.33		

## 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 ( <i>Note 1</i> )		
2. N/A _____ _____ _____ ( / / ) shares ( <i>Note 1</i> )		
3. N/A _____ _____ _____ ( / / ) 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

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 ( <i>Note 1</i> ) 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 ( <i>Note 1</i> ) 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 ( <i>Note 1</i> ) Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	( / / ) ( / / )	  
4.	Bonus issue			<u>N/A</u>	Class of shares issuable ( <i>Note 1</i> ) 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	N/A	Class of shares issuable ( <i>Note 1</i> )	_____
				Issue and allotment date : (dd/mm/yyyy)	( / / )
				EGM approval date: (dd/mm/yyyy)	( / / )
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6.	Repurchase of shares		N/A	Class of shares repurchased ( <i>Note 1</i> )	_____
				Cancellation date : (dd/mm/yyyy)	( / / )
				EGM approval date: (dd/mm/yyyy)	( / / )
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7.	Redemption of shares		N/A	Class of shares redeemed ( <i>Note 1</i> )	_____
				Redemption date : (dd/mm/yyyy)	( / / )
				EGM approval date: (dd/mm/yyyy)	( / / )
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8.	Consideration issue	At price : State currency	N/A	Class of shares issuable ( <i>Note 1</i> )	_____
				Issue and allotment date : (dd/mm/yyyy)	( / / )
				EGM approval date: (dd/mm/yyyy)	( / / )
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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 ( <i>Note 1</i> )	_____	
		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 ( <i>Note 1</i> )	_____	
		Issue and allotment date : (dd/mm/yyyy)	( / / )	
		EGM approval date: (dd/mm/yyyy)	( / / )	
			_____	_____
			Total E. (Ordinary shares)	_____ N/A _____
			(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)	3,577,347
	(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.*