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HSBC Holdings plc

Overseas Regulatory Announcement

The attached announcement has been released to the other stock exchanges on which HSBC Holdings plc is listed.

The Board of Directors of HSBC Holdings plc as at the date of this announcement are: Douglas Flint, Stuart Gulliver, Kathleen Casey[†], Safra Catz[†], Laura Cha[†], Marvin Cheung[†], John Coombe[†], Sir Jonathan Evans[†], Joachim Faber[†], Rona Fairhead[†], Renato Fassinat[†], James Hughes-Hallett[†], Sam Laidlaw[†], John Lipsky[†], Rachel Lomax[†], Iain Mackay, Marc Moses, Sir Simon Robertson[†] and Jonathan Symonds[†].

[†] Independent non-executive Director

Hong Kong Stock Code: 5

**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
	Sean O'Sullivan, 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 transaction
	Acquisition / Scrip Dividend
5	Number of shares, derivatives or any other financial instruments relating to shares acquired
	8,866
6	Number of shares, derivatives or any other financial instruments relating to shares disposed
	N/A
7	Price per share or value of transaction
	US\$9.9254
8	Date and place of transaction
	30 April 2014, London
9	Date issuer informed of transaction
	30 April 2014
10	Name of duly authorised officer/official of issuer responsible for making notification
	Sam Driver, Senior Company Secretary 02079926915
11	Date of notification
	30 April 2014