



香港交易所

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

For the month ended (dd/mm/yyyy) : 31/5/2015

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer HSBC Holdings plc

Date Submitted 2 June 2015

#### 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 (State currency)	Authorised share capital (State currency)
Balance at close of preceding month	<u>N/A (Remark 1)</u>	<u>                    </u>	<u>N/A (Remark 1)</u>
Increase/(decrease)	<u>                    </u>	<u>                    </u>	<u>                    </u>
Balance at close of the month	<u>N/A (Remark 1)</u>	<u>                    </u>	<u>N/A (Remark 1)</u>
(2) Stock code : <u>N/A</u> Description : <u>                    </u>			
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
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>

## 2. Preference Shares

Stock code :	<u>        N/A        </u>	Description :	<u>        a) Non-cumulative Preference Shares b) Non-cumulative Series A Sterling Preference Share        </u>
		No. of preference shares	Par value <i>(State currency)</i>
			Authorised share capital <i>(State currency)</i>
Balance at close of preceding month	<u>        N/A (Remark 1)        </u>	<u>        </u>	<u>        N/A (Remark 1)        </u>
Increase/(decrease)	<u>        </u>	<u>        </u>	<u>        </u>
Balance at close of the month	<u>        N/A (Remark 1)        </u>	<u>        </u>	<u>        N/A (Remark 1)        </u>

## 3. Other Classes of Shares

Stock code :	<u>        N/A        </u>	Description :	<u>        </u>
		No. of other classes of shares	Par value <i>(State currency)</i>
			Authorised share capital <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  
(Remark 1)

## 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	19,513,214,526 (US\$0.50)	N/A	a) 1,450,000 (US\$0.01) b) 1 (£0.01)	N/A
Increase/ (decrease) during the month	2,703,039 (US\$0.50)	N/A	N/A	N/A
Balance at close of the month	19,515,917,565 (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 Plans ( / / ) Ordinary shares	--	39,912	--	429,416	39,912	62,160,361
(Note 1)						
3. HSBC Holdings Group Share Option Plan ( / / ) Ordinary shares	--	--	--	--	--	--
(Note 1)						
4. HSBC Share Plan ( / / ) Ordinary shares	--	--	--	--	--	86,046
(Note 1)						
			Total A. (Ordinary shares)		39,912	
			(Preference shares)		N/A	
			(Other class)		N/A	
Total funds raised during the month from exercise of options (State currency)				£134,239.60, HK\$384,130.44, US\$18,757.20 and €5,396.03		

## 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. EUR1,500,000,000 5.25%						
Perpetual Subordinated						
Contingent Convertible						
Securities (Remark 2)	€	1,500,000,000	--	1,500,000,000	--	444,426,008
Stock code (if listed)	N/A					
Class of shares issuable (Note 1)	Ordinary Shares					
Conversion	€3.37514 per					
Subscription price	Ordinary Share					
EGM approval date (if applicable) (dd/mm/yyyy)	(N/A)					
2. US\$2,250,000,000 6.375%						
Perpetual Subordinated						
Contingent Convertible						
Securities (Remark 3)	US\$	2,250,000,000	--	2,250,000,000	--	516,555,014
Stock code (if listed)	N/A					
Class of shares issuable (Note 1)	Ordinary Shares					
Conversion	US\$4.35578 per					
Subscription price	Ordinary Share					
EGM approval date (if applicable) (dd/mm/yyyy)	(N/A)					
3. US\$1,500,000,000 5.625%						
Perpetual Subordinated						
Contingent Convertible						
Securities (Remark 4)	US\$	1,500,000,000	--	1,500,000,000	--	344,370,009
Stock code (if listed)	N/A					
Class of shares issuable (Note 1)	Ordinary Shares					
Conversion	US\$4.35578 per					
Subscription price	Ordinary Share					
EGM approval date (if applicable) (dd/mm/yyyy)	(N/A)					
4. US\$2,450,000,000 6.375%						
Perpetual Subordinated						
Contingent Convertible						
Securities (Remark 5)	US\$	2,450,000,000	--	2,450,000,000	--	607,205,170
Stock code (if listed)	N/A					
Class of shares issuable (Note 1)	Ordinary Shares					
Conversion	US\$4.03488 per					
Subscription price	Ordinary Share					
EGM approval date (if applicable) (dd/mm/yyyy)	(N/A)					
			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	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)	( / / )
						_____

## 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	N/A	Class of shares issuable <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	<u>Shares</u> ( / / ) ( / / )	
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)	_____ ( / / ) ( / / )	
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)	_____ ( / / ) ( / / )	
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)	_____ ( / / ) ( / / )	



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 _____ (Note 1)  Issue and allotment date : (dd/mm/yyyy) ( / / )  EGM approval date: ( / / ) (dd/mm/yyyy)		
10. Other (Please specify)		Class of shares issuable <u>Ordinary Shares</u> (Note 1)  Issue and allotment date : (dd/mm/yyyy)	(i) (06/05/2015) (ii) (11/05/2015) (iii) (26/05/2015) (iv) (28/05/2015) (v) (06/05/2015) (vi) (18/05/2015)	
-Awards of Performance Shares and Restricted Shares under the HSBC Share Plan and the HSBC Share Plan 2011 (for item (i) to (iv))	At price : State currency	(i) £ 6.2590 (ii) £ 6.4110 (iii) £ 6.2060 (iv) £ 6.2530 (v) £ 6.2590 (vi) £ 6.1690	EGM approval date: (N/A) (dd/mm/yyyy)	
-Awards of shares under the HSBC International Employee Share Purchase Plan (for item (v) to (vi))			(i) 228,126 (ii) 2,425,758 (iii) 4,117 (iv) 4,752 (v) 285 (vi) 89	--
Total E. (Ordinary shares)			<u>2,663,127</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>2,703,039</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):

1. 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.
2. Callable September 2022 and Every Five Years Thereafter.
3. Callable September 2024 and Every Five Years Thereafter.
4. Callable January 2020 and Every Five Years Thereafter.
5. Callable March 2025 and Every Five Years Thereafter.

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.*