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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, Phillip Ameen[†], Kathleen Casey[†], Laura Cha[†], Henri de Castries[†], Lord Evans of Weardale[†], Joachim Faber[†], Sam Laidlaw[†], Irene Lee[†], John Lipsky[†], Rachel Lomax[†], Iain Mackay, Heidi Miller[†], Marc Moses, David Nish[†], Jonathan Symonds[†], Jackson Tai[†], Pauline van der Meer Mohr[†] and Paul Walsh[†].

[†] Independent non-executive Director

Hong Kong Stock Code: 5

HSBC Holdings plc

Registered Office and Group Head Office:

8 Canada Square, London E14 5HQ, United Kingdom

Web: www.hsbc.com

Incorporated in England with limited liability. Registered in England: number 617987

HSBC HOLDINGS PLC

19 December 2016

Transaction in own shares and completion of Buy-back

HSBC Holdings plc (the **Company**) announces that it has purchased the following number of its ordinary shares of US\$0.50 each (**Ordinary Shares**) on the London Stock Exchange from Goldman Sachs International (**Goldman Sachs**) as part of its buy-back programme announced on 4 August 2016 (**Buy-back**).

Date of purchase:	19 December 2016
Number of Ordinary Shares purchased:	10,228
Highest price paid per Ordinary Share:	£6.5870
Lowest price paid per Ordinary Share:	£6.5600
Volume weighted average price paid per Ordinary Share:	£6.5855

Following the purchase of these shares, the Company holds 325,273,407 of its Ordinary Shares in treasury and has 19,865,723,608 Ordinary Shares in issue (excluding treasury shares). Therefore the total voting rights in HSBC Holdings plc is 19,865,723,608. This figure for the total number of voting rights may be used by shareholders as the denominator for the calculations by which they will determine if they are required to notify their interest in, or a change to their interest in, HSBC Holdings plc under the FCA's Disclosure Guidance and Transparency Rules.

The Company announces that, following the purchase of these shares, the Buy-back has completed. Since the commencement of the Buy-back, the Company has repurchased 325,273,407 Ordinary Shares at a volume weighted average price of £6.0567 per Ordinary Share for a total consideration of approximately US\$2,500 million.

In accordance with Article 5(1)(b) of Regulation (EU) No 596/2014 (the Market Abuse Regulation), a schedule of individual trades by Goldman Sachs on 19 December 2016 is set out below.

Schedule of purchases – individual transactions

<i>Time</i>	<i>Price (p)</i>	<i>Quantity</i>
08:10:28	658.50	1,206
08:10:28	658.50	515
08:10:28	658.50	1,643
08:10:39	658.60	85
08:10:44	658.70	1,246
08:10:57	658.60	1,621
08:11:07	658.70	1,390
08:11:07	658.70	424
08:11:13	658.50	379
08:11:19	658.40	231
08:11:19	658.40	1,398
08:11:30	658.20	32
08:11:31	658.20	15
08:11:31	658.20	15
08:24:09	656.00	28

This announcement will also be available on HSBC's website at www.hsbc.com/sea

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