

Monthly Return of Equity Issuer on Movements in Securities

| For the month ended (dd/mm/yyyy) : | | 30/04/2016 | | |
|------------------------------------|-------------------|--|----------------------------------|--|
| To : Hong Kong Exchanges | and Clea | ring Limited | | |
| Name of Issuer Date Submitted | HSBC H 5 May 2 | loldings plc 016 | | |
| I. Movements in Authorised | Share Ca | apital | | |
| 1. Ordinary Shares | | | | |
| (1) Stock code : 5 | Descrip | otion: | Ordinary S | Shares |
| Balance at close of precedir | ng month | No. of ordinary shares N/A (Remark 1) | Par value (State currency) | Authorised share capital (State currency) N/A (Remark 1) |
| Increase/(decrease) | | | - | |
| Balance at close of the mon | th | N/A (Remark 1) | | N/A (Remark 1) |
| (2) Stock code : N/A | Descrip | otion : | | |
| | | No. of ordinary shares | Par value (State currency) | Authorised share capital (State currency) |
| Balance at close of precedir | ng month | | | |
| Increase/(decrease) | | | - | |
| Balance at close of the mon | th | | | |

| 2. Preference Sh | ares | | | | | | | |
|--------------------|-------------|--------------|-------------|--------------------------------|----------------------------------|----------------|-------------------------------------|---------------|
| Stock code : | N/A | Descript | ion : | | cumulative Procumulative Sc | | | erence Share |
| | | | prefe sh | o. of erence ares N/A | Par value (State currency) | | Authorise capit (State cui | al rrency) |
| Balance at close | of precedi | ng month_ | (Rer | nark 1) | | | (Rema | rk 1) |
| Increase/(decrea | se) | _ | | | _ | | | |
| Balance at close | of the mor | nth _ | | N/A nark 1) | | | N/A (Rema | |
| 3. Other Classes | of Shares | | | | | | | |
| Stock code : | N/A | Descript | ion : | | | | | _ |
| | | | clas | of other ses of ares | Par value (State currency) | | Authorised capita (State curi | al |
| Balance at close | of precedi | ng month_ | | | | | | |
| Increase/(decrea | se) | _ | | | _ | | | |
| Balance at close | of the mor | nth | | | | | | |
| Total authorised s | share capit | al at the er | nd of th | e month | (State | N/A (Remark | 1) | |

II. Movements in Issued Share Capital

| | No. of ordina | ry shares | No of preference | No. of other | |
|---------------------------------------|------------------------------|-----------|---|-------------------|--|
| | (1) | (2) | shares | classes of shares | |
| Balance at close of preceding month | 19,747,669,674 (US\$0.50) | N/A | a) 1,450,000 (US\$0.01) b) 1 (£0.01) | N/A | |
| Increase/ (decrease) during the month | 63,745,796 (US\$0.50) | N/A | N/A | N/A | |
| Balance at close of the month | 19,811,415,470 (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

Total funds raised during the month from exercise of options

(State currency)

Share Options (under Share Option Schemes of the Issuer) No. of new No. of new shares of shares of Particulars of share option issuer which issuer issued scheme during the may be issued Movement during the month including EGM approval date _ pursuant month pursuant (dd/mm/yyyy) and class of thereto thereto as at shares issuable 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 37,814 1,563,352 37,814 67,557,008 (Note 1) 3. HSBC Holdings **Group Share Option** Plan (/ / Ordinary shares (Note 1) 4. HSBC Share Plan Ordinary shares (Note 1) Total A. (Ordinary shares) 37,814 (Preference shares) N/A (Other class) N/A

£160,876.21

| Warrants to Issue Shares of th | e Issuer which | are to be Listed | <u> </u> | | | |
|---|---------------------------------|--|----------------------------|---|---|---|
| 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 (Note 1) Subscription price | | | - - | | | |
| EGM approval date (if applicable) | | | | | | |
| (dd/mm/yyyy) | (/ / |) | - | | | |
| 2. N/A | - | | | | | |
| | = | | | | | |
| (/ /) Stock code (if listed) | | | | | | |
| Class of shares | | | - | | | |
| issuable (Note 1) Subscription price | | | - | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | (| \ | - | | | |
| 3. N/A | (1 1 |) | _ | | | |
| | <u>.</u> | | | | | |
| | | | | | | |
| (/ /) Stock code (if listed) | | | | | | |
| Class of shares | | | _ | | | |
| issuable (Note 1) | | | - | | | |
| Subscription price EGM approval date | | | _ | | | |
| (if applicable) | , , , | , | | | | |
| (dd/mm/yyyy) 4. N/A | (/ / |) | _ | | | |
| T. 19// | - | | | | | |
| | | | | · - | | _ |
| Stock code (if listed) | | | - | | | |
| Class of shares issuable (Note 1) | | | | | | |
| Subscription price | | | - - | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | (/ / |) | - | | | |
| | | Total E | (Ordina | ary shares) | N/A | |
| | | TOTAL E | | ice shares) | N/A 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 issued which may be issued pursuant thereto as at close of the month |
|---|--------------------------------------|---|----------------------------|------------------------------|--|---|
| 1. EUR1,500,000,000 5.25 | <u>%</u> | | | | | |
| Perpetual Subordinated | | | | | | |
| Contingent Convertible | <u></u> | | | | | |
| 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 Share | e | | | | |
| Conversion | €3.37514 per | <u> </u> | | | | |
| Subscription price | Ordinary Share |) | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy)) | (N/A) | | | | | |
| 2. US\$2,250,000,000 6.37 | | | | | | |
| Perpetual Subordinated | 570 | | | | | |
| Contingent Convertible | | | | | | |
| Securities (Remark 3) | US\$ | 2,250,000,000 | | 2,250,000,000 |) | 516,555,014 |
| Stock code (if listed) | 00φ N/A | 2,230,000,000 | | 2,230,000,000 | <u>, </u> | 310,333,01- |
| Class of shares | , . | | | | | |
| issuable (Note 1) | Ordinary Share | S | | | | |
| Conversion | US\$4.35578 pe | | | | | |
| Subscription price | Ordinary Share | <u> </u> | | | | |
| EGM approval date | | | | | | |
| (if applicable) (dd/mm/yyyy) | (N/A) | | | | | |
| 3. US\$1,500,000,000 5.625 | | | | | | |
| Perpetual Subordinated | 570 | | | | | |
| Contingent Convertible | | | | | | |
| Securities (Remark 4) | US\$ | 1,500,000,000 | | 1,500,000,000 |) | 344,370,009 |
| Stock code (if listed) | N/Α | 1,000,000,000 | | 1,500,000,000 | <u>, </u> | 344,070,000 |
| Class of shares | ,, . | | | | | |
| issuable (Note 1) | Ordinary Share | S | | | | |
| Conversion | US\$4.35578 pe | | | | | |
| Subscription price | Ordinary Share | <u> </u> | | | | |
| EGM approval date | | | | | | |
| (if applicable) (dd/mm/yyyy) | (N/A) | | | | | |
| 4. US\$2,450,000,000 6.375 | ` ' | | | | | |
| Perpetual Subordinated | 570 | | | | | |
| Contingent Convertible | | | | | | |
| Securities (Remark 5) | US\$ | 2,450,000,000 | | 2,450,000,000 |) | 607,205,170 |
| Stock code (if listed) | N/Α | 2,430,000,000 | | 2,430,000,000 | <u>, </u> | 007,200,170 |
| Class of shares | ,, . | | | | | |
| issuable (Note 1) | Ordinary Share | S | | | | |
| Conversion | US\$4.03488 pe | | | | | |
| Subscription price | Ordinary Share | <u> </u> | | | | |
| EGM approval date | | | | | | |
| (if applicable) (dd/mm/yyyy) | (N/A) | | | | | |

| outstanding | preceding month | Converted during the month | Amount at close of the month | month pursuant thereto | thereto as at close of the month |
|-----------------|----------------------------|---|---|---|--|
| | | | | | |
| | | | | | |
| _ | | | | | |
| | 1,000,000,000 | | 1,000,000,00 | 0 | 267,695,330 |
| N/A | | | | | |
| ordinary Shares | <u> </u> | | | | |
| €3.73559 per | | | | | |
| Ordinary Share | | | | | |
| (NI/A) | | | | | |
| (IN/A) | | | | | |
| | | | | | |
| | Tota | al C. (Ordinar | ry shares) | N/A | |
| | | (Preference | e shares) | N/A | |
| | | (Ot | her class) | N/A | |
| | N/A ordinary Shares | outstanding month 1,000,000,000 N/A Ordinary Shares €3.73559 per Ordinary Share (N/A) | outstanding month month 1,000,000,000 N/A Ordinary Shares €3.73559 per Ordinary Share (N/A) Total C. (Ordinary (Preference) | email outstanding month month month 1,000,000,000 1,000,000,000 N/A 0rdinary Shares €3.73559 per Ordinary Share 0rdinary Share | et 1,000,000,000 1,000,000,000 N/A 1,000,000,000 Ordinary Shares €3.73559 per |

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

| Optio | ons (other than under Share Option Schemes) | | |
|-------|---|--|---|
| if a | l particulars including EGM approval date (dd/mm/yyyy), pplicable, 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 (Note 1) | | |
| | | | |
| 2. | N/A | | |
| | | | |
| | | | |
| | | | |
| | shares (Note 1) | | |
| | Shares (Note 1) | | |
| 3 | N/A | | |
| ٥. | 19/74 | | |
| | | | |
| | | | |
| | above (Note 1) | | |
| | shares (Note 1) | | |
| | T-1-1 D (O. ") | | |
| | Total D. (Ordinary shares) | N/A | |
| | (Preference shares) | N/A | |
| | (Other class) | N/A | |
| | | | |
| | | | |

| Otl | ner Movements | in Issued Sha | are 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 |
|-----|---------------|---------------|------------------|-----|---|-------|---|--|---|
| | Type of Issue | | | | | | | | at close of the month |
| | | | | | Class of shares issuable (Note 1) | | | | |
| 1. | Rights issue | At price : | State currency — | N/A | Issue and allotment date : (dd/mm/yyyy) | (/ / |) | | |
| | | | | | EGM approval date: (dd/mm/yyyy) | (/ / |) | | |
| | | | | | | | | - | |
| | | | | | Class of shares issuable (Note 1) | | | | |
| 2. | Open offer | At price : | State currency | N/A | Issue and allotment date: (dd/mm/yyyy) | (/ / |) | | |
| | | | | | EGM approval date: (dd/mm/yyyy) | (/ / |) | | |
| | | | | | | | | - | |
| | | | | | Class of shares issuable (Note 1) | | | | |
| 3. | Placing | At price : | State | N/A | Issue and allotment date : (dd/mm/yyyy) | (/ / |) | | |
| | | | | | EGM approval date: (dd/mm/yyyy) | (/ / |) | | |
| | | | | | | | | | |
| | | | | | Class of shares issuable (Note 1) | | | | |
| 4. | Bonus issue | | | N/A | | (/ / |) | | |
| | | | | | | (/ / |) | | |
| | | | | | | | | | |

| | 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 |
|----|----------------------|------------|---------------------------|--|--|---|
| | | | | Class of shares Ordinary issuable (Note 1) Shares | | |
| 5. | Scrip dividend | At price : | State currency US\$6.4120 | Issue and allotment date : (dd/mm/yyyy) (20/04/2016) | | |
| | | | | EGM approval date: (N/A) (dd/mm/yyyy) | | |
| | | | | | 63,677,983 | |
| | | | | Class of shares repurchased (Note 1) | | |
| 6. | Repurchase of shares | | N/A | Cancellation date : (/ /) (dd/mm/yyyy) | | |
| | | | | EGM approval date: (/ /) (dd/mm/yyyy) | | |
| | | | | | | |
| | | | | Class of sharesredeemed (Note 1) | | |
| 7. | Redemption of shares | | N/A | Redemption date : (/ /) (dd/mm/yyyy) | | |
| | | | | EGM approval date: (/ /) (dd/mm/yyyy) | | |
| | | | | | | |
| | _ | | | Class of sharesissuable (Note 1) | | |
| 8. | Consideration issue | At price : | State N/A currency | Issue and allotment (/ /) date : (dd/mm/yyyy) | | |
| | | | | EGM approval date: (/ /) (dd/mm/yyyy) | | |
| | | | | | | |

| reorganisation IV/A date : (dd/mm/yyyy) | | 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 |
|--|----|---|------------|---------------|--|--|--|---|
| (Please specify) -Awards of Performance Shares and Restricted Share Plan and the HSBC Share Plan 2011 (for item (i)) -Awards of shares under the HSBC International Employee Share Plan (for items (ii) to (iii) -Awards of shares under the HSBC International Employee Share Plan (for items (ii) to (iii) -Awards of shares under the HSBC International Employee Share Plan (for items (ii) to (iii) | 9. | | | N/A | issuable (Note 1) Issue and allotment date: (dd/mm/yyyy) EGM approval date: | (/ /) | | |
| Total E. (Ordinary shares) 63,707,982 (Preference shares) N/A | 10 | (Please specify) -Awards of Performance Shares and Restricted Shares under the HSBC Share Plan and the HSBC Share Plan 2011 (for item (i)) -Awards of shares under the HSBC International Employee Share Purchase Plan (for | At price : | (ii) £ 4.1750 | issuable (Note 1) Issue and allotment date: (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy) | (i) (01/04/2016) (ii) (06/04/2016) (iii) (20/04/2016) (N/A) | (ii) 2,325 (iii) 7,666 63,707,982 | |

| Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E): (1) | 63,745,796 |
|---|-------------|
| (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 |
| (These figures should be the same as the relevant figures under II above ("Movements in Capital").) | ssued Share |

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| 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. |
| 6. Callable September 2023 and Every Five Years Thereafter. |
| |
| |
| |
| Submitted by: William S M Tam |
| Title: Authorised Signatory (Director, Secretary or other duly authorised officer) |
| |
| |

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.