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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

5 April 2017

Transaction in own shares

HSBC Holdings plc (the **Company**) announces that it has purchased for cancellation the following number of its ordinary shares of US\$0.50 each on the London Stock Exchange from Credit Suisse Securities (Europe) Limited (**Credit Suisse**) as part of its buyback announced on 22 February 2017.

| | |
|---|--------------|
| Date of purchase: | 5 April 2017 |
| Number of ordinary shares of US\$0.50 each purchased: | 3,470,000 |
| Highest price paid per share: | £6.5960 |
| Lowest price paid per share: | £6.5030 |
| Volume weighted average price paid per share: | £6.5529 |

Following the cancellation of the repurchased shares, the Company will have 20,147,205,631 ordinary shares in issue, including 325,273,407 ordinary shares which are held in treasury. Therefore the total voting rights in HSBC Holdings plc will be 19,821,932,224. 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.

In accordance with Article 5(1)(b) of Regulation (EU) No 596/2014 (the Market Abuse Regulation), a full breakdown of the individual trades is attached to this announcement.

http://www.rns-pdf.londonstockexchange.com/rns/7285B_-2017-4-5.pdf

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

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