

Next Day Disclosure Return
(Equity issuer - changes in issued share capital and/or share buybacks)

Name of listed issuer: HSBC Holdings plcStock code: 5Date submitted: 23 February 2017

Section I must be completed by a listed issuer where there has been a change in its issued share capital which is discloseable pursuant to rule 13.25A of the Rules (the "Listing Rules") Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Exchange").

Section II must also be completed by a listed issuer where it has made a repurchase of shares which is discloseable under rule 10.06(4)(a).

Description of securities: Ordinary Shares

Issues of shares (Notes 6 and 7)	No. of shares	Issued shares as a % of existing number of issued shares before relevant share issue (Notes 4, 6 and 7)	Issue price per share (Notes 1 and 7)	Closing market price per share of the immediately preceding business day (Note 5)	% discount/ premium of issue price to market price (Note 7)
Opening balance* as at (Note 2) 31 January 2017 (Note 3)	20,191,858,988				
Exercise of options under HSBC Holdings Savings-Related Share Option Plans on 1 February 2017	3,160	0.00%	£5.4378	£6.7640 (on the London Stock Exchange)	Discount of 19.61%
Exercise of options under HSBC Holdings Savings-Related Share Option Plans on 2 February 2017	26,040	0.00%	£4.7541	£6.7680 (on the London Stock Exchange)	Discount of 29.76%
Exercise of options under HSBC Holdings Savings-Related Share Option Plans on 2 February 2017	1,363	0.00%	US\$8.2094	US\$42.78 per ADS = US\$8.556 per ordinary share (closing market price per ADS, which represents 5 ordinary shares, on the New York Stock Exchange)	Discount of 4.05%
Awards of shares under the HSBC International Employee Share Purchase Plan on 2 February 2017	8,992	0.00%	£6.7680	£6.7680 (on the London Stock Exchange)	0.00%

Exercise of options under HSBC Holdings Savings-Related Share Option Plans on 3 February 2017	6,212	0.00%	£5.4738	£6.7690 (on the London Stock Exchange)	Discount of 19.13%
Exercise of options under HSBC Holdings Savings-Related Share Option Plans on 6 February 2017	3,055	0.00%	£5.4738	£6.8520 (on the London Stock Exchange)	Discount of 20.11%
Exercise of options under HSBC Holdings Savings-Related Share Option Plans on 7 February 2017	1,773	0.00%	£5.4738	£6.8650 (on the London Stock Exchange)	Discount of 20.27%
Exercise of options under HSBC Holdings Savings-Related Share Option Plans on 8 February 2017	2,758	0.00%	£5.4738	£6.8620 (on the London Stock Exchange)	Discount of 20.23%
Exercise of options under HSBC Holdings Savings-Related Share Option Plans on 9 February 2017	3,482	0.00%	£5.4738	£6.7990 (on the London Stock Exchange)	Discount of 19.49%
Exercise of options under HSBC Holdings Savings-Related Share Option Plans on 10 February 2017	4,239	0.00%	£5.4738	£6.8930 (on the London Stock Exchange)	Discount of 20.59%
Exercise of options under HSBC Holdings Savings-Related Share Option Plans on 13 February 2017	3,517	0.00%	£5.4738	£6.8690 (on the London Stock Exchange)	Discount of 20.31%
Exercise of options under HSBC Holdings Savings-Related Share Option Plans on 14 February 2017	1,510	0.00%	£5.4738	£6.8810 (on the London Stock Exchange)	Discount of 20.45%

Exercise of options under HSBC Holdings Savings-Related Share Option Plans on 15 February 2017	47,825	0.00%	£4.5331	£6.9720 (on the London Stock Exchange)	Discount of 34.98%
Exercise of options under HSBC Holdings Savings-Related Share Option Plans on 15 February 2017	1,313	0.00%	US\$8.2094	US\$43.51 per ADS = US\$8.702 per ordinary share (closing market price per ADS, which represents 5 ordinary shares, on the New York Stock Exchange)	Discount of 5.66%
Exercise of options under HSBC Holdings Savings-Related Share Option Plans on 16 February 2017	3,319	0.00%	£5.4738	£7.0580 (on the London Stock Exchange)	Discount of 22.45%
Exercise of options under HSBC Holdings Savings-Related Share Option Plans on 17 February 2017	853	0.00%	£5.4738	£7.0480 (on the London Stock Exchange)	Discount of 22.34%
Awards of shares under the HSBC International Employee Share Purchase Plan on 17 February 2017	3,948	0.00%	£7.0480	£7.0480 (on the London Stock Exchange)	0.00%
Exercise of options under HSBC Holdings Savings-Related Share Option Plans on 20 February 2017	2,792	0.00%	£5.4738	£7.0750 (on the London Stock Exchange)	Discount of 22.63%
Exercise of options under HSBC Holdings Savings-Related Share Option Plans on 21 February 2017	2,300	0.00%	£5.4738	£7.1230 (on the London Stock Exchange)	Discount of 23.15%
Awards of Performance Shares and Restricted Shares under the HSBC Share Plan and the HSBC Share Plan 2011 on 22 February 2017	200,540	0.00%	£6.6570	£6.6570 (on the London Stock Exchange)	0.00%

Exercise of options under HSBC Holdings Savings-Related Share Option Plans on 22 February 2017	887	0.00%	£5.4738	£6.6570 (on the London Stock Exchange)	Discount of 17.77%
Share repurchases on 22 February 2017	4,113,000	0.02%			
Closing balance* as at (Note 8) 22 February 2017	20,192,188,866				

* This balance includes repurchased ordinary shares currently held in treasury which have not been cancelled and remain listed.

Notes to Section I:

1. *Where shares have been issued at more than one issue price per share, a weighted average issue price per share should be given.*
2. *Please insert the closing balance date of the last Next Day Disclosure Return published pursuant to rule 13.25A or Monthly Return pursuant to rule 13.25B, whichever is the later.*
3. *Please set out all changes in issued share capital requiring disclosure pursuant to rule 13.25A together with the relevant dates of issue. Each category will need to be disclosed individually with sufficient information to enable the user to identify the relevant category in the listed issuer's Monthly Return. For example, multiple issues of shares as a result of multiple exercises of share options under the same share option scheme or of multiple conversions under the same convertible note must be aggregated and disclosed as one category. However, if the issues resulted from exercises of share options under 2 share option schemes or conversions of 2 convertible notes, these must be disclosed as 2 separate categories.*
4. *The percentage change in the number of issued shares of listed issuer is to be calculated by reference to the listed issuer's total number of shares in issue (excluding for such purpose any shares repurchased or redeemed but not yet cancelled) as it was immediately before the earliest relevant event which has not been disclosed in a Monthly Return or Next Day Disclosure Return.*
5. *Where trading in the shares of the listed issuer has been suspended, "closing market price per share of the immediately preceding business day" should be construed as "closing market price per share of the business day on which the shares were last traded".*
6. *In the context of a repurchase of shares:*
 - *"issues of shares" should be construed as "repurchases of shares"; and*
 - *"issued shares as a % of existing number of shares before relevant share issue" should be construed as "repurchased shares as a % of existing number of shares before relevant share repurchase".*
7. *In the context of a repurchase of shares:*
 - *"issues of shares" should be construed as "redemptions of shares";*
 - *"issued shares as a % of existing number of shares before relevant share issue" should be construed as "redeemed shares as a % of existing number of shares before relevant share redemption"; and*
 - *"issue price per share" should be construed as "redemption price per share".*
8. *The closing balance date is the date of the last relevant event being disclosed.*

II.

A. Purchase report

Trading date	Number of securities purchased	Method of purchase (Note)	Price per share or highest price paid HK\$	Lowest price paid HK\$	Total paid HK\$
22 February 2017	4,113,000	On the London Stock Exchange	65.81 (£6.8080)	64.76 (£6.6990)	268,228,640
Total	4,113,000				268,228,640

B. Additional information for issuer whose primary listing is on the Exchange

- Number of such securities purchased on the London Stock Exchange in the year to date (since special resolution) (a) 329,386,407
- % of number of shares in issue at time special resolution passed acquired on the London Stock Exchange since date of resolution 1.67%

$$\frac{(a) \times 100}{\text{Number of shares in issue}}$$

We hereby confirm that the repurchases set out in A above which were made on the Exchange were made in accordance with the Listing Rules and that there have been no material changes to the particulars contained in the Explanatory Statement dated 18 March 2016 which has been filed with the Exchange. We also confirm that any purchases set out in A above which were made on another stock exchange were made in accordance with the domestic rules applying to purchases made on that other exchange.

Note to Section II: Please state whether on the Exchange, on another stock exchange (stating the name of the exchange), by private arrangement or by general offer.

Submitted by: William S M Tam
(Name)

Title: Authorised Signatory
(Director, Secretary or other duly authorised officer)