# **日 K E X**香 港 交 易 所

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

# For the month ended (dd/mm/yyyy) :

30/11/2019

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer	HSBC Holdings plc
Date Submitted	5 December 2019

I. Movements in Authorised Share Capital

1. Ordinary Shares				
(1) Stock code : <u>5</u> Descrip	otion :	Ordinary Shares		
Balance at close of preceding month	No. of ordinary shares N/A (Remark 1)	Par value (State currency)	Authorised share capital <i>(State currency)</i> N/A (Remark 1)	
Increase/(decrease)		-		
Balance at close of the month	N/A (Remark 1)		N/A (Remark 1)	
(2) Stock code : <u>N/A</u> Descrip	otion :			
	No. of ordinary shares	Par value (State currency)	Authorised share capital <i>(State currency)</i>	
Balance at close of preceding month				
Increase/(decrease)		_		
Balance at close of the month				

## 2. Preference Shares

Stock code : <u>N/A</u> Descri	: <u>N/A</u> Description :			a) Non-cumulative Preference Shares b) Non-cumulative Series A Sterling Preference Share				
Balance at close of preceding month	pref sh	o. of erence ares V/A nark 1)	Par value (State currency)	Authorised share capital <i>(State currency)</i> N/A (Remark 1)				
Increase/(decrease)			_					
Balance at close of the month		N/A nark 1)		N/A (Remark 1)				

#### 3. Other Classes of Shares

Stock code : N/A Descr	iption :						
	No. of other classes of shares	Par value (State currency)	Authorised share capital <i>(State currency)</i>				
Balance at close of preceding month							
Increase/(decrease)		-					
Balance at close of the month							
Total authorised share capital at the <i>currency</i> ):	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	20,583,221,579 (US\$0.50) (Remark 2)	N/A	a) 1,450,000 (US\$0.01) b) 1 (£0.01)	N/A
Increase/ (decrease) during the month	54,633,117 (US\$0.50)	N/A	NIL	N/A
Balance at close of the month	20,637,854,696 (US\$0.50) (Remark 2)	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) No. of new shares No. of new of issuer issued shares of Particulars of share option during the month issuer which scheme pursuant thereto may be Movement during the month including EGM approval date issued (dd/mm/yyyy) and class of pursuant shares issuable thereto as at close of the Granted Exercised Lapsed month Cancelled 1. HSBC Holdings **Executive Share Option Scheme** ( / / ) Ordinary shares (Note 1) 2. HSBC Holdings Savings-Related Share **Option Plans** ( | |Ordinary shares ---7,701,608 523,002 7,701,608 66,472,744 ---(Note 1) 3. HSBC Holdings Group Share Option Plan ( / 1 Ordinary shares (Note 1) 4. HSBC Share Plan Ordinary shares (Note 1) Total A. (Ordinary shares) 7,701,608 (Preference shares) N/A N/A (Other class) Total funds raised during the month from exercise of options (State currency) £34,995,917.36

|--|

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		)				
( / / )         Stock code (if listed)         Class of shares         issuable (Note 1)         Subscription price         EGM approval date         (if applicable)         (dd/mm/yyyy)         4.	( / /	)				
( / / ) Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy)						
		Total B	(Preference	ry shares) ce shares) ther class)	N/A N/A 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 3)	€	1,500,000,000		1,500,000,000		444,426,008
Stock code (if listed)	N/A					
Class of shares						
issuable <i>(Note 1)</i>	Ordinary Share €3.37514 per	<u>s</u>				
	Ordinary Share	2				
EGM approval date	oralitary orlare	<u>,                                     </u>				
(if applicable)						
(dd/mm/yyyy))	(N/A)					
2. US\$2,250,000,000 6.375%	_					
Perpetual Subordinated	_					
Contingent Convertible	_					
Securities (Remark 4)	US\$	2,250,000,000		2,250,000,000	D	516,555,014
Stock code (if listed)	N/A					
Class of shares						
	Ordinary Share					
	US\$4.35578 pe					
· · · -	Ordinary Share	<u>}</u>				
EGM approval date (if applicable)						
(dd/mm/yyyy)	(N/A)					
3. US\$1,500,000,000 5.625%	· /					
Perpetual Subordinated	_					
Contingent Convertible	_					
Securities (Remark 5)	US\$	1,500,000,000		1,500,000,000	)	344,370,009
Stock code (if listed)	N/A				<u> </u>	
Class of shares						
	Ordinary Share					
	US\$4.35578 pe					
	Ordinary Share	<u>)                                    </u>				
EGM approval date (if applicable)						
(dd/mm/yyyy)	(N/A)					
4. US\$2,450,000,000 6.375%	. ,					
Perpetual Subordinated	-					
Contingent Convertible	_					
Securities (Remark 6)	US\$	2 450 000 000		2,450,000,000	<b>h</b>	607,205,170
Stock code (if listed)	03\$ N/A	2,450,000,000		2,430,000,000	<u> </u>	007,203,170
Class of shares	1 1/7 4					
	Ordinary Share	s				
Conversion I	US\$4.03488 pe	er				
· · · -	Ordinary Share	)				
EGM approval date						
(if applicable)	(N/A)					
(dd/mm/yyyy)						

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
5. EUR1,000,000,000 6.00%		monun	monun	monun		
Perpetual Subordinated	<u> </u>					
Contingent Convertible	_					
Securities (Remark 7)	_ €	1,000,000,000		1,000,000,00	0	267,695,330
Stock code (if listed)	N/A	1,000,000,000			<u> </u>	
Class of shares						
	Ordinary Share	S				
Conversion	€3.73559 per					
Subscription price	Ordinary Share	<u> </u>				
(if applicable)						
(dd/mm/yyyy))	(N/A)					
6. US\$2,000,000,000 6.875%	6					
Perpetual Subordinated						
Contingent Convertible						
Securities (Remark 8)	US\$	2,000,000,000		2,000,000,00	0	506,662,613
Stock code (if listed)	N/A					
Class of shares	Ordinary Chara	<b>.</b>				
issuable (Note 1) Conversion	Ordinary Share US\$3.9474 per					
Subscription price	Ordinary Share					
EGM approval date		<u> </u>				
(if applicable)						
(dd/mm/yyyy))	(N/A)					
7. US\$3,000,000,000 6.000%	/					
Perpetual Subordinated	0					
Contingent Convertible	_					
Securities (Remark 9)	US\$	3,000,000,000		3,000,000,00	0	862,093,738
Stock code (if listed)	<u>N/A</u>	0,000,000,000			<u> </u>	
Class of shares	14/7					
	Ordinary Share					
	US\$3.47990 pe					
	Ordinary Share	•				
EGM approval date (if applicable)						
(dd/mm/yyyy))	(N/A)					
· · · · · · · · · · · · · · · · · · ·						
8. SGD1,000,000,000 4.70%						
Perpetual Subordinated	_					
Contingent Convertible	_					
Securities (Remark 10)	SGD	1,000,000,000		1,000,000,00	0	208,032,552
Stock code (if listed)	N/A					
Class of shares issuable (Note 1)	Ordinary Shara	ç				
	Ordinary Share SGD4.80694 pe					
Subscription price	Ordinary Share					
EGM approval date	2					
(if applicable)						
(dd/mm/yyyy))	(N/A)					

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
9. EUR1,250,000,000 4.75%	-					
Perpetual Subordinated	<u> </u>					
Contingent Convertible						
¥	c	1 250 000 000		1 250 000 000	<b>`</b>	400 220 040
Securities (Remark 11) Stock code (if listed)	<u>€</u>	1,250,000,000		1,250,000,000	<u> </u>	409,230,940
Class of shares	IN/A					
issuable (Note 1)	Ordinary Share	c				
Conversion	€3.05451 per	<u> </u>				
Subscription price	Ordinary Share	2				
EGM approval date		<u> </u>				
(if applicable)						
(dd/mm/yyyy))	(N/A)					
	, <i>r</i>					
10. US\$2,350,000,000 6.250	%					
Perpetual Subordinated						
Contingent Convertible						
Securities (Remark 12)	US\$	2,350,000,000		2,350,000,00	0	620,363,770
Stock code (if listed)	<u>N/A</u>	_,,,			<u> </u>	
Class of shares	14/7					
	Ordinary Shares	6				
Conversion	US\$3.7881 per					
Subscription price	Ordinary Share					
EGM approval date						
(if applicable)						
(dd/mm/yyyy))	(N/A)					
<u>11. US\$1,800,000,000 6.500</u>	<u>%</u>					
Perpetual Subordinated						
Contingent Convertible						
Securities (Remark 13)	US\$	1,800,000,000		1,800,000,00	0	475,172,249
Stock code (if listed)	N/A					
Class of shares						
issuable (Note 1)	Ordinary Share					
Conversion	US\$3.7881 per					
Subscription price	Ordinary Share	<u>)</u>				
EGM approval date						
(if applicable)	(N/A)					
(dd/mm/yyyy))	(IN/A)					

					No. of new	No. of new
					shares of	shares of issuer
					issuer issued	which may be
					during the	issued pursuant
	<b>•</b> • •	Amount at	<b>•</b> • •		month	thereto as at
	Currency of	close of	Converted	Amount at	pursuant	close of the
Class and description	amount outstanding	preceding month	during the month	close of the month	thereto	month
12.SGD750,000,000 5.00%		monur	month	month		
Perpetual Subordinated						
Contingent Convertible						
Securities (Remark 14)	SGD	750,000,000		750,000,000		154,299,398
Stock code (if listed)	N/A	<u> </u>	-			
Class of shares						
issuable (Note 1)	Ordinary Shares					
Conversion	SGD4.86068 per	r				
Subscription price	Ordinary Share					
EGM approval date						
(if applicable)						
(dd/mm/yyyy))	(N/A)					
13. £1,000,000,000 5.875%						
Perpetual Subordinated						
Contingent Convertible						
Securities (Remark 15)	£	1,000,000,000		1,000,000,00	00	370,370,370
Stock code (if listed)	 N/A	.,,				
Class of shares						
issuable (Note 1)	<b>Ordinary Shares</b>					
Conversion	£2.70 per					
Subscription price	Ordinary Share					
EGM approval date						
(if applicable)	(N1/A)					
(dd/mm/yyyy))	(N/A)					
		<b>-</b> .			N1/A	
		Iota	al C. (Ordina		N/A	
			(Preference)	her class)	N/A N/A	
			(UI	101 010357	11/7	<u>.</u>

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

		No. of new shares of issuer issued during the month	No. of new shares of issuer which may be issued pursuant
		pursuant thereto	thereto as at close of
Full particulars including EGM approval date (dd/mr	n/vvvv).		the month
if applicable, and class of shares issuable:	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,		
1. N/A			
	( / / )		
S	nares (Note 1)		
2. <u>N/A</u>			
	( / / )		
\$	nares (Note 1)		
3. N/A			
S	nares (Note 1)		
Total D. (Or	dinary shares)	N/A	
	rence shares)	N/A	
	(Other class)	N/A	
	( =		

	er Movements i							No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issued which may be issued pursuan thereto as at close of the
	Type of Issue								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 currency	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	Issue and allotment date : (dd/mm/yyyy)	( / /	)		
					EGM approval 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
					Class of shares issuable (Note 1)	Ordinar <u>)</u> Shares			
5.	Scrip dividend	At price :	State currency -	US\$7.7133	Issue and allotment date : (dd/mm/yyyy)	(20/11/20	19)		
					EGM approval date: (dd/mm/yyyy)	(N/A)		46,245,981	
					Class of shares repurchased (Note 1)				
6.	Repurchase of			N/A	Cancellation date : (dd/mm/yyyy)	( / /	)		
	shares				<del>EGM</del> /AGM approval date: (dd/mm/yyyy)	( / /	)		
					Class of shares redeemed (Note 1)		_		
7.	Redemption of shares			N/A	Redemption date : (dd/mm/yyyy)	( / /	)		
					EGM approval date: (dd/mm/yyyy)	( / /	)		
					Class of shares				
8.	Consideration issue	At price :	State currency-	N/A	issuable <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy)	( / /	)		
					EGM approval 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
				Class of shares issuable (Note 1)			
9.	Capital reorganisation		N/A	Issue and allotment date : (dd/mm/yyyy)	( / / )		
				EGM approval date: (dd/mm/yyyy)	( / / )		
10.	Other (Please specify)			Class of shares issuable (Note 1)	Ordinary <u>Shares</u>		
	- Awards of Performance Shares and Restricted Shares under			Issue and allotment date : (dd/mm/yyyy)	(i) (05/11/2019) (ii) (11/11/2019) (iii) (27/11/2019)		
	the HSBC Share Plan 2011 (for items (i) & (ii))	At price : State currency	(i) £ 5.9600 (ii) £ 5.9560 (iii) £ 5.8280	EGM approval date: (dd/mm/yyyy)	(N/A)		
	- Awards of shares under the HSBC International Employee Share Purchase Diag (for						
	Plan (for item (iii))					(i) 367,947 (ii) 308,307 (iii) 9,274	
				Total E. (F	(Ordinary shares) Preference shares) (Other class)	46,931,509 N/A N/A	- - -

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	54,633,117				
	(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 E):	to	N/A				
(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)						

#### IV. Confirmations

We hereby confirm to the best knowledge, information and belief that, in relation to each of the securities issued by the issuer during the month as set out in Part III which has not been previously disclosed in a return published under rule 13.25A, it has been duly authorized by the board of directors of the listed issuer and, insofar as applicable:

(Note 2)

- (i) all money due to the listed issuer in respect of the issue of securities has been received by it;
- (ii) all pre-conditions for listing imposed by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited under "Qualifications of listing" have been fulfilled;
- (iii) all (if any) conditions contained in the formal letter granting listing of and permission to deal in the securities have been fulfilled;
- (iv) all the securities of each class are in all respects identical (Note 3);
- (v) all documents required by the Companies (Winding Up and Miscellaneous Provisions) Ordinance to be filed with the Registrar of Companies have been duly filed and that compliance has been made with other legal requirements;
- (vi) all the definitive documents of title have been delivered/are ready to be delivered/are being prepared and will be delivered in accordance with the terms of issue;
- (vii) completion has taken place of the purchase by the issuer of all property shown in the listing document to have been purchased or agreed to be purchased by it and the purchase consideration for all such property has been duly satisfied; and
- (viii) the trust deed/deed poll relating to the debenture, loan stock, notes or bonds has been completed and executed, and particulars thereof, if so required by law, have been filed with the Registrar of Companies.

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 Articles of Association have been amended to remove any reference to authorised share capital.
- 2. The number of ordinary shares in issue is inclusive of the ordinary shares being held in treasury which are not cancelled and remain listed. As at close of the preceding month and the month, the Company held 325,273,407 ordinary shares in treasury.
- 3. Callable September 2022 and Every Five Years Thereafter
- 4. Callable September 2024 and Every Five Years Thereafter
- 5. Callable January 2020 and Every Five Years Thereafter
- 6. Callable March 2025 and Every Five Years Thereafter
- 7. Callable September 2023 and Every Five Years Thereafter
- 8. Callable June 2021 and Every Five Years Thereafter
- 9. Callable May 2027 and Every Five Years Thereafter
- 10. Callable June 2022 and Every Five Years Thereafter

11. Callable July 2029 and Every Five Years Thereafter

- 12. Callable March 2023 and Every Five Years Thereafter
- 13. Callable March 2028 and Every Five Years Thereafter
- 14. Callable September 2023 and Every Five Years Thereafter
- 15. Callable September 2026 and Every Five Years Thereafter

Submitted by: Philip D Miller

 Title:
 Authorised Signatory

 (Director, Secretary or other duly authorised officer)

Notes :

- 1. State the class of shares (e.g. ordinary, preference or other).
- 2. Items (i) to (viii) are suggested forms of confirmation which may be amended to meet individual cases. Where the issuer has already made the relevant confirmations in a return published under rule 13.25A in relation to the securities issued, no further confirmation is required to be made in this return.
- 3. *"Identical" means in this context:* 
  - the securities are of the same nominal value with the same amount called up or paid up;
  - they are entitled to dividend/interest at the same rate and for the same period, so that at the next ensuing distribution, the dividend/interest payable per unit will amount to exactly the same sum (gross and net); and
  - they carry the same rights as to unrestricted transfer, attendance and voting at meetings and rank pari passu in all other respects.
- 4. If there is insufficient space, please append the prescribed continuation sheet.