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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 comprises: Mark Tucker*, Noel Quinn, Geraldine Buckingham†, Rachel Duan†, Carolyn Julie Fairbairn†, James Anthony Forese†, Steven Guggenheimer†, José Antonio Meade Kuribreña†, Eileen K Murray†, David Nish†, Ewen Stevenson and Jackson Tai†.

* Non-executive Group Chairman

† 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

28 July 2022

Transaction in own shares and conclusion of buy-back

HSBC Holdings plc ("**HSBC**" or the "**Company**") announces that it has purchased for cancellation the following number of its ordinary shares of US\$0.50 from Merrill Lynch International ("**Merrill Lynch**") as part of its buy-back as disclosed in the announcement dated 3 May 2022.

UK Venues

Date of purchase:	28 July 2022
Number of ordinary shares of US\$0.50 each purchased:	949,795
Highest price paid per share:	£5.217000
Lowest price paid per share:	£5.123000
Volume weighted average price paid per share:	£5.175475

All repurchases on the London Stock Exchange, Aquis Exchange, BATS, Chi X and/or Turquoise ("**UK Venues**") are "on Exchange" transactions (as such term is defined in the rules of the London Stock Exchange) and "on market" for the purposes of the Companies Act 2006.

Hong Kong Stock Exchange

Date of purchase:	28 July 2022
Number of ordinary shares of US\$0.50 each purchased:	2,385,200
Highest price paid per share:	HK\$50.1500
Lowest price paid per share:	HK\$49.1000
Volume weighted average price paid per share:	HK\$49.7131

All repurchases on The Stock Exchange of Hong Kong Limited ("**Hong Kong Stock Exchange**") are "off market" for the purposes of the Companies Act 2006 but are transactions which occur "on Exchange" for the purposes of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and which constitute an "on-market share buy-back" for the purposes of the Codes on Takeovers and Mergers and Share Buy-backs.

Following the cancellation of the shares repurchased on the UK Venues, the Company will have 20,312,205,653 ordinary shares in issue, including 325,273,407 ordinary shares which are held in treasury. Therefore, the total voting rights in the Company will be 19,986,932,246. Cancellation of the shares repurchased on the Hong Kong Stock Exchange takes longer than those repurchased on the UK Venues and a further announcement of total voting rights will be made once those shares have been cancelled.

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, the Company under the Financial Conduct Authority's Disclosure Guidance and Transparency Rules.

The Company announces that, following the purchase of these shares, the buy-back has concluded. Since the commencement of the buy-back, the Company has repurchased for cancellation 86,606,357 Ordinary Shares on the UK Venues at a volume weighted average price of £5.1970 per Ordinary Share, and 70,066,800 Ordinary Shares on the Hong Kong Stock Exchange at a volume weighted average price of HK\$50.1604 per Ordinary Share, for a total consideration of approximately US\$1bn.

In accordance with Article 5(1)(b) of the Market Abuse Regulation (EU) No 596/2014 as it forms part of domestic law of the United Kingdom by virtue of the European Union (Withdrawal) Act 2018, a full breakdown of the individual trades made by Merrill Lynch on behalf of the Company is available via the link below.

http://www.rns-pdf.londonstockexchange.com/rns/1674U_1-2022-7-28.pdf

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

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