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

Instrument:	Equity issuer	9	Status:	New Submission
Name of Issuer:	HSBC Holdings plc			
Date Submitted:	29 March 2022			

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 Main Board Rules (the "Main Board Listing Rules") / rule 17.27A of the GEM Rules (the "GEM Listing Rules") Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Exchange")

Section I									
1. Type of shares	Ordinary shares	Class of shares	Class of shares Not applicable Listed on SEHK (Note 11) Yes				Yes		
Stock code (if listed)	00005	Description	Description Ordinary Shares of US\$0.50 per share						
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)	II .		Closing market price per share of the immediately preceding business day (Note 5)		
Opening balance as at (Note 2) 25 March 2022		20,530,892,287							
cancelled Shares repurchase	es (or other securities) and d on 24 March 2022 and	3-	326,241	%					%
cancelled on 28 Ma Date of changes 28									
cancelled	es (or other securities) but not	1,8	341,701	%					%
Date of changes 2	d on 25 March 2022 5 March 2022								
3). Repurchase of shar cancelled	es (or other securities) but not	1,4	126,656	0.007062 %					%
Shares repurchase	d on 28 March 2022								

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Date of changes 28 March 2022			
Closing balance as at (Note 8) 28 March 2022	20,530,066,046		

Remarks:

The opening balance and closing balance stated above include repurchased ordinary shares currently held in treasury which have not been cancelled and remain listed.

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We hereby confirm to the best knowledge, information and belief that, in relation to each issue of securities as set out in Section I, it has been duly authorised by the board of directors of the listed issuer and, insofar as applicable:
(Note 9)

- (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 the listing imposed by the Main Board Listing Rules / GEM Listing Rules 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 10);
- (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 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.

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 Main Board Rule 13.25A / GEM Rule 17.27A or Monthly Return pursuant to Main Board Rule 13.25B / GEM Rule 17.27B. whichever is the later.
- 3. Please set out all changes in issued share capital requiring disclosure pursuant to Main Board Rule 13.25A / GEM Rule 17.27A 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 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

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- "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 redemption 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.
- 9. Items (i) to (viii) are suggested forms of confirmation which may be amended to meet individual cases.
- 10. "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.
- 11. SEHK refers to Stock Exchange of Hong Kong.

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Section II must also be completed by a listed issuer where it has made a repurchase of shares which is discloseable under Main Board Rule 10.06(4)(a) / GEM Rule 13.13(1).

The issuer has Purchase report or additional information for issuer whose primary listing is on the Exchange

Sec	tion II										
1. Ty	pe of shares	Ordinary shares		Class of shares	Not applicable			Listed on SEHK (Note)	Yes		
Stoc	k code (if listed)	00005		Description	Ordinary Shares of US\$0.50 per share						
Α.	Purchase report										
	Trading date	Number of securities purchased	Metho	od of purchase (Note)	Price per share or high paid \$	nest price	Lowest price paid \$		Total paid \$		
1).	28 March 2022	1,074,444		r stock exchange ock Exchange	GBP	5.263	GBP 5.176		GBP	BP 5,603,118.02	
2).	28 March 2022	67,111	On another	r stock exchange	GBP	5.258	GBP	5.185	GBP	350,299.29	
3).	28 March 2022		On another	r stock exchange	GBP	5.262	GBP	5.185	GBP	934,069.58	
4).	28 March 2022	30,738	On another	r stock exchange	GBP	5.257	GBP	5.208	GBP	160,867.32	
5).	28 March 2022	75,491	On another	r stock exchange	GBP	5.257	GBP	5.185	GBP	394,772.64	
Tota	I number of securities purchased	1,426,656	-					Total paid \$	GBP	7,443,126.85	
В.	Additional inform	ation for issuer whose prir	nary listing	g is on the Exchar	nge						
1).	Number of such se	ecurities purchased on the Ex	change in t	he year to date (sin	ce ordinary resolution)				(a)		
2).		ares in issue at time ordinary per of shares in issue	resolution p	passed acquired on	the Exchange since date	e of resolu	tion			%	

We hereby confirm that the repurchases set out in A above which were made on the Exchange were made in accordance with the Main Board Listing Rules / GEM Listing Rules and that there have been no material changes to the particulars contained in the Explanatory Statement dated 24 March 2021 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.

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Remarks:

B1). Number of such securities purchased on the above said exchanges since special resolution is 234,955,773. The special resolution refers to resolution 11 approved by the issuer's shareholders at its annual general meeting held on 28 May 2021. That resolution authorises the issuer to make purchases of its ordinary shares (subject to certain conditions) until the end of its 2022 annual general meeting (or, if earlier, until the close of business on 30 June 2022), save that this authority shall allow the issuer before the expiry of this authority to make offers, and enter into agreements, which would or might require shares to be allotted or rights to subscribe for, or to convert any security into, shares to be granted after the authority expires and the Directors may allot shares or grant rights to subscribe for, or to convert any security into, shares (as the case may be) in pursuance of such offers or agreements as if the authority conferred hereby had not expired.

B2). % of number of shares in issue at time the special resolution passed acquired on the above said exchanges since date of resolution is 1.132245%.

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: Philip D Miller
(Name)
Title: Authorised Signatory
(Director, Secretary or other Duly Authorised Officer)

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