



Monthly Return for Equity Issuer and Hong Kong Depositary Receipts listed under Chapter 19B of the Exchange Listing Rules on Movements in Securities

For the month ended: 31 May 2024

Status: New Submission

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer: HSBC Holdings plc (the "Company")

Date Submitted: 06 June 2024

I. Movements in Authorised / Registered Share Capital Not applicable

Remarks:

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.

II. Movements in Issued Shares

1. Class of shares	Ordinary shares	Type of shares	Not applicable	Listed on SEHK (Note 1)	Yes	
Stock code	00005	Description	Ordinary Share of US\$0.50 per share			
Balance at close of preceding month			18,829,384,795			
Increase / decrease (-)			-69,501,930			
Balance at close of the month			18,759,882,865			

2. Class of shares	Preference shares	Type of shares	Not applicable	Listed on SEHK (Note 1)	No	
Stock code	N/A	Description	Non-cumulative Series A Sterling Preference Share of £0.01 per share			
Balance at close of preceding month			1			
Increase / decrease (-)			0			
Balance at close of the month			1			

Remarks:

The Company holds no shares in treasury.
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III. Details of Movements in Issued Shares

(A). Share Options (under Share Option Schemes of the Issuer)

1. Class of shares issuable		Ordinary shares		Type of shares	Not applicable		Shares issuable to be listed on SEHK (Note 1)	Yes	
Stock code of shares issuable (if listed on SEHK) (Note 1)				00005					
Particulars of share option scheme		Number of share options outstanding at close of preceding month	Movement during the month		Number of share options outstanding at close of the month	No. of new shares of issuer issued during the month pursuant thereto (A)	No. of new shares of issuer which may be issued pursuant thereto as at close of the month	The total number of securities which may be issued upon exercise of all share options to be granted under the scheme at close of the month	
1).	HSBC Holdings Savings-Related Share Option Plan (UK)	75,822,859	Exercised	-300,555	75,193,449	0	75,193,449	75,193,449	
			Lapsed	-328,855					
General Meeting approval date (if applicable)		24 April 2020							
2).	HSBC Share Plan 2011	0	Exercised		0	0	0	0	
General Meeting approval date (if applicable)		24 April 2020							

Total A (Ordinary shares): 0

Total funds raised during the month from exercise of options: GBP 854,995.87

Remarks:

- 1). The HSBC Holdings Savings-Related Share Option Plan (UK) is an all-employee share option plan. It was last approved by shareholders on 24 April 2020 at the HSBC Holdings plc 2020 Annual General Meeting.
- 2). The HSBC Share Plan 2011 is a discretionary share plan. It was last approved by shareholders on 24 April 2020 at the HSBC Holdings plc 2020 Annual General Meeting.
- 3). 300,555 shares exercised under the HSBC Holdings Savings-Related Share Options Plan (UK) were satisfied using share purchased in the market by the Employee Benefit Trust and did not increase the share capital.

(B). Warrants to Issue Shares of the Issuer which are to be Listed Not applicable

(C). Convertibles (i.e. Convertible into Issue Shares of the Issuer which are to be Listed)

1. Class of shares issuable	Ordinary shares	Type of shares	Not applicable	Shares issuable to be listed on SEHK (Note 1)	Yes		
Stock code of shares issuable (if listed on SEHK) (Note 1)		00005					
Description of the Convertibles	Currency	Amount at close of preceding month	Movement during the month		Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto (C)	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1). US\$2,250,000,000 6.375% Perpetual Subordinated Contingent Convertible Securities (Remark 1)	USD	2,250,000,000			2,250,000,000	0	516,555,014
Type of convertibles	Others (Please specify)		Perpetual subordinated contingent convertible securities				
Stock code of the Convertibles (if listed on SEHK) (Note 1)							
Subscription/Conversion price	USD	4.35578					
General Meeting approval date (if applicable)							
2). US\$2,450,000,000 6.375% Perpetual Subordinated Contingent Convertible Securities (Remark 2)	USD	2,450,000,000			2,450,000,000	0	607,205,170
Type of convertibles	Others (Please specify)		Perpetual subordinated contingent convertible securities				
Stock code of the Convertibles (if listed on SEHK) (Note 1)							
Subscription/Conversion price	USD	4.03488					
General Meeting approval date (if applicable)							
3). US\$3,000,000,000 6.000% Perpetual Subordinated Contingent Convertible Securities (Remark 3)	USD	3,000,000,000			3,000,000,000	0	862,093,738
Type of convertibles	Others (Please specify)		Perpetual subordinated contingent convertible securities				
Stock code of the Convertibles (if listed on SEHK) (Note 1)							
Subscription/Conversion price	USD	3.4799					

General Meeting approval date (if applicable)								
4).	EUR1,250,000,000 4.75% Perpetual Subordinated Contingent Convertible Securities (Remark 4)	EUR	1,250,000,000			1,250,000,000	0	409,230,940
Type of convertibles		Others (Please specify)		Perpetual subordinated contingent convertible securities				
Stock code of the Convertibles (if listed on SEHK) (Note 1)								
Subscription/Conversion price		EUR	3.05451					
General Meeting approval date (if applicable)								
5).	US\$1,800,000,000 6.500% Perpetual Subordinated Contingent Convertible Securities (Remark 5)	USD	1,800,000,000			1,800,000,000	0	475,172,249
Type of convertibles		Others (Please specify)		Perpetual subordinated contingent convertible securities				
Stock code of the Convertibles (if listed on SEHK) (Note 1)								
Subscription/Conversion price		USD	3.7881					
General Meeting approval date (if applicable)								
6).	£1,000,000,000 5.875% Perpetual Subordinated Contingent Convertible Securities (Remark 6)	GBP	1,000,000,000			1,000,000,000	0	370,370,370
Type of convertibles		Others (Please specify)		Perpetual subordinated contingent convertible securities				
Stock code of the Convertibles (if listed on SEHK) (Note 1)								
Subscription/Conversion price		GBP	2.7					
General Meeting approval date (if applicable)								
7).	US\$1,500,000,000 4.600% Perpetual Subordinated Contingent Convertible Securities (Remark 7)	USD	1,500,000,000			1,500,000,000	0	418,088,166

Type of convertibles	Others (Please specify)	Perpetual subordinated contingent convertible securities						
Stock code of the Convertibles (if listed on SEHK) (Note 1)								
Subscription/Conversion price	USD	3.5878						
General Meeting approval date (if applicable)								
8).	US\$1,000,000,000 4.000% Perpetual Subordinated Contingent Convertible Securities (Remark 8)	USD	1,000,000,000			1,000,000,000	0	265,232,291
Type of convertibles	Others (Please specify)	Perpetual subordinated contingent convertible securities						
Stock code of the Convertibles (if listed on SEHK) (Note 1)								
Subscription/Conversion price	USD	3.7703						
General Meeting approval date (if applicable)								
9).	US\$1,000,000,000 4.700% Perpetual Subordinated Contingent Convertible Securities (Remark 9)	USD	1,000,000,000			1,000,000,000	0	265,232,291
Type of convertibles	Others (Please specify)	Perpetual subordinated contingent convertible securities						
Stock code of the Convertibles (if listed on SEHK) (Note 1)								
Subscription/Conversion price	USD	3.7703						
General Meeting approval date (if applicable)								
10).	US\$2,000,000,000 8.000% Perpetual Subordinated Contingent Convertible Securities (Remark 10)	USD	2,000,000,000			2,000,000,000	0	614,365,713
Type of convertibles	Others (Please specify)	Perpetual subordinated contingent convertible securities						
Stock code of the Convertibles (if listed on SEHK) (Note 1)								
Subscription/Conversion price	USD	3.2554						

General Meeting approval date
(if applicable) _____

Total C (Ordinary shares): _____ 0

Remarks:

1. Callable September 2024 and Every Five Years Thereafter
2. Callable March 2025 and Every Five Years Thereafter
3. Callable May 2027 and Every Five Years Thereafter
4. Callable July 2029 and Every Five Years Thereafter
5. Callable March 2028 and Every Five Years Thereafter
6. Callable September 2026 and Every Five Years Thereafter
7. Callable on any business day during any period commencing on the date falling six months prior to a Reset Date and ending on such Reset Date (both dates inclusive), with "Reset Date" meaning 17 June 2031 and each fifth anniversary date thereafter
8. Callable on any business day during any period commencing on the date falling six months prior to a Reset Date and ending on such Reset Date (both dates inclusive), with "Reset Date" meaning 9 September 2026 and each fifth anniversary date thereafter
9. Callable on any business day during any period commencing on the date falling six months prior to a Reset Date and ending on such Reset Date (both dates inclusive), with "Reset Date" meaning 9 September 2031 and each fifth anniversary date thereafter
10. Callable on any business day during any period commencing on the date falling six months prior to a Reset Date and ending on such Reset Date (both dates inclusive), with "Reset Date" meaning 7 September 2028 and each fifth anniversary date thereafter

(D). Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be listed, including Options (other than Share Options Schemes) Not applicable

(E). Other Movements in Issued Share

1. Class of shares issuable (Note 5 and 6)	Ordinary shares	Type of shares	Not applicable	Shares issuable to be listed on SEHK (Note 1, 5 and 6)	Yes	
Stock code of shares issuable (if listed on SEHK) (Note 1, 5 and 6)		00005				
Type of Issue	At price (if applicable)		Issue and allotment date (Note 5 and 6)	General Meeting approval date (if applicable)	No. of new shares of issuer issued during the month pursuant thereto (E)	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	Currency	Amount				
1). Other (Please specify) Awards of Performance Shares and Restricted Shares under the HSBC Share Plan 2011	GBP	7.126	08 May 2024		41,265	0
2). Repurchase of shares			10 May 2024	03 May 2024	-3,358,860	0
3). Repurchase of shares			14 May 2024	03 May 2024	-6,880,485	0

4).	Repurchase of shares		16 May 2024	03 May 2024	-6,902,837	0
5).	Repurchase of shares		17 May 2024	03 May 2024	-3,332,279	0
6).	Repurchase of shares		20 May 2024	03 May 2024	-2,594,028	0
7).	Repurchase of shares		21 May 2024	03 May 2024	-4,885,751	0
8).	Repurchase of shares		22 May 2024	03 May 2024	-3,227,396	0
9).	Repurchase of shares		22 May 2024	03 May 2024	-15,895,200	0
10).	Repurchase of shares		23 May 2024	03 May 2024	-3,696,950	0
11).	Repurchase of shares		24 May 2024	03 May 2024	-2,991,832	0
12).	Repurchase of shares		28 May 2024	03 May 2024	-3,785,475	0
13).	Repurchase of shares		29 May 2024	03 May 2024	-4,317,783	0
14).	Repurchase of shares		30 May 2024	03 May 2024	-3,634,046	0
15).	Repurchase of shares		31 May 2024	03 May 2024	-4,040,273	0
16).	Repurchase of shares			03 May 2024	0	-5,421,843
17).	Repurchase of shares			03 May 2024	0	-37,209,600

Total E (Ordinary shares): -69,501,930

Total increase / decrease (-) in Ordinary shares during the month (i.e. Total of A to E) -69,501,930

Remarks:

- 2). 3,358,860 ordinary shares (previously repurchased on market on 8 May 2024) were cancelled on 10 May 2024 in the UK.
3). 6,880,485 ordinary shares (previously repurchased on market on 9 and 10 May 2024) were cancelled on 14 May 2024 in the UK.
4). 6,902,837 ordinary shares (previously repurchased on market on 10, 13 and 14 May 2024) were cancelled on 16 May 2024 in the UK.
5). 3,332,279 ordinary shares (previously repurchased on market on 15 May 2024) were cancelled on 17 May 2024 in the UK.
6). 2,594,028 ordinary shares (previously repurchased on market on 16 May 2024) were cancelled on 20 May 2024 in the UK.
7). 4,885,751 ordinary shares (previously repurchased on market on 16 and 17 May 2024) were cancelled on 21 May 2024 in the UK.
8). 3,227,396 ordinary shares (previously repurchased on market on 17 and 20 May 2024) were cancelled on 22 May 2024 in the UK.
9). 15,895,200 ordinary shares (previously repurchased on market on 8, 9, 10, 13 and 14 May 2024) were cancelled on 22 May 2024 in HK.
10). 3,696,950 ordinary shares (previously repurchased on market on 21 May 2024) were cancelled on 23 May 2024 in the UK.
11). 2,991,832 ordinary shares (previously repurchased on market on 22 May 2024) were cancelled on 24 May 2024 in the UK.
12). 3,785,475 ordinary shares (previously repurchased on market on 23 May 2024) were cancelled on 28 May 2024 in the UK.
13). 4,317,783 ordinary shares (previously repurchased on market on 23 and 24 May 2024) were cancelled on 29 May 2024 in the UK.
14). 3,634,046 ordinary shares (previously repurchased on market on 28 May 2024) were cancelled on 30 May 2024 in the UK.

- 15). 4,040,273 ordinary shares (previously repurchased on market on 29 May 2024) were cancelled on 31 May 2024 in the UK.
- 16). Repurchases of 5,421,843 ordinary shares were made on 30 and 31 May 2024 in the UK but such shares are not yet cancelled as at 31 May 2024.
- 17). Repurchases of 37,209,600 ordinary shares were made on 16, 17, 20, 21, 22, 23, 24, 27, 28, 29, 30 and 31 May 2024 in HK but such shares are not yet cancelled as at 31 May 2024.

IV. Information about Hong Kong Depositary Receipt (HDR) Not applicable

V. 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 and IV which has not been previously disclosed in a return published under Main Board Rule 13.25A / GEM Rule 17.27A, it has been duly authorised 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.

Submitted by: Philip D Miller

Title: Authorised Signatory

(Director, Secretary or other Duly Authorised Officer)

Notes

1. SEHK refers to Stock Exchange of Hong Kong.
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 Main Board Rule 13.25A / GEM Rule 17.27A 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 submit additional document.
5. In the context of repurchase of shares:
 - . "shares issuable to be listed on SEHK" should be construed as "shares repurchased listed on SEHK"; and
 - . "stock code of shares issuable (if listed on SEHK)" should be construed as "stock code of shares repurchased (if listed on SEHK)"; and
 - . "class of shares issuable" should be construed as "class of shares repurchased"; and
 - . "issue and allotment date" should be construed as "cancellation date"
6. In the context of redemption of shares:
 - . "shares issuable to be listed on SEHK" should be construed as "shares redeemed listed on SEHK"; and
 - . "stock code of shares issuable (if listed on SEHK)" should be construed as "stock code of shares redeemed (if listed on SEHK)"; and
 - . "class of shares issuable" should be construed as "class of shares redeemed"; and
 - . "issue and allotment date" should be construed as "redemption date"