



香港交易所

Monthly Return of Equity Issuer on Movements in Securities**For the month ended (dd/mm/yyyy) :** 31/12/2015

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer HSBC Holdings plcDate Submitted 7 January 2016**I. Movements in Authorised Share Capital****1. Ordinary Shares**

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

2. Preference Shares

| 2.1 Preference Shares | | | |
|-------------------------------------|--------------------------|-------------------------------|---|
| Stock code : | N/A | Description : | a) Non-cumulative Preference Shares b) Non-cumulative Series A Sterling Preference Share |
| | No. of preference shares | Par value (State currency) | Authorised share capital (State currency) |
| Balance at close of preceding month | N/A (Remark 1) | | N/A (Remark 1) |
| Increase/(decrease) | | | |
| Balance at close of the month | N/A (Remark 1) | | N/A (Remark 1) |

3. Other Classes of Shares

| Stock code : | N/A | Description : | |
|-------------------------------------|-----------------------------------|--|--|
| | No. of other classes of shares | Par value <i>(State currency)</i> | 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 end of the month (*State currency*) :

N/A
(Remark 1)

II. Movements in Issued Share Capital

| | No. of ordinary shares | | No of preference shares | No. of other classes of shares |
|---------------------------------------|------------------------------|-----|---|--------------------------------|
| | (1) | (2) | | |
| Balance at close of preceding month | 19,585,142,578 (US\$0.50) | N/A | a) 1,450,000 (US\$0.01) b) 1 (£0.01) | N/A |
| Increase/ (decrease) during the month | 99,954,356 (US\$0.50) | N/A | N/A | N/A |
| Balance at close of the month | 19,685,096,934 (US\$0.50) | 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)

| Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable | Movement during 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 |
|--|---------------------------|-----------|--|-----------|--|---|
| | Granted | Exercised | Cancelled | Lapsed | | |
| 1. HSBC Holdings Executive Share Option Scheme (/ /) Ordinary shares | -- | -- | -- | -- | -- | -- |
| (Note 1) | | | | | | |
| 2. HSBC Holdings Savings-Related Share Option Plans (/ /) Ordinary shares | -- | 699,798 | -- | 1,277,865 | 699,798 | 74,774,695 |
| (Note 1) | | | | | | |
| 3. HSBC Holdings Group Share Option Plan (/ /) Ordinary shares | -- | -- | -- | -- | -- | -- |
| (Note 1) | | | | | | |
| 4. HSBC Share Plan (/ /) Ordinary shares | -- | -- | -- | -- | -- | -- |
| (Note 1) | | | | | | |
| | | | Total A. (Ordinary shares) | | 699,798 | |
| | | | (Preference shares) | | N/A | |
| | | | (Other class) | | N/A | |
| Total funds raised during the month from exercise of options (State currency) | | | £2,306,698.00, HK\$6,106,472.35, US\$389,618.18 and €112,787.79 | | | |

Warrants to Issue Shares of the Issuer which are to be Listed

| 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 (<i>Note 1</i>) | | | | | | |
| Subscription price | | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | | (/ /) | | | | |
| 2. N/A | | | | | | |
| (/ /) | | | | | | |
| Stock code (if listed) | | | | | | |
| Class of shares issuable (<i>Note 1</i>) | | | | | | |
| Subscription price | | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | | (/ /) | | | | |
| 3. N/A | | | | | | |
| (/ /) | | | | | | |
| Stock code (if listed) | | | | | | |
| Class of shares issuable (<i>Note 1</i>) | | | | | | |
| Subscription price | | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | | (/ /) | | | | |
| 4. N/A | | | | | | |
| (/ /) | | | | | | |
| Stock code (if listed) | | | | | | |
| Class of shares issuable (<i>Note 1</i>) | | | | | | |
| Subscription price | | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | | (/ /) | | | | |
| Total B. (Ordinary shares) | | | | | N/A | |
| (Preference shares) | | | | | N/A | |
| (Other class) | | | | | 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 2) | € | 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 Shares | | | | | |
| Conversion | €3.37514 per | | | | | |
| Subscription price | Ordinary Share | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | (N/A) | | | | | |
| 2. US\$2,250,000,000 6.375% | | | | | | |
| Perpetual Subordinated | | | | | | |
| Contingent Convertible | | | | | | |
| Securities (Remark 3) | US\$ | 2,250,000,000 | -- | 2,250,000,000 | -- | 516,555,014 |
| Stock code (if listed) | N/A | | | | | |
| Class of shares issuable (<i>Note 1</i>) | Ordinary Shares | | | | | |
| Conversion | US\$4.35578 per | | | | | |
| Subscription price | Ordinary Share | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | (N/A) | | | | | |
| 3. US\$1,500,000,000 5.625% | | | | | | |
| Perpetual Subordinated | | | | | | |
| Contingent Convertible | | | | | | |
| Securities (Remark 4) | US\$ | 1,500,000,000 | -- | 1,500,000,000 | -- | 344,370,009 |
| Stock code (if listed) | N/A | | | | | |
| Class of shares issuable (<i>Note 1</i>) | Ordinary Shares | | | | | |
| Conversion | US\$4.35578 per | | | | | |
| Subscription price | Ordinary Share | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | (N/A) | | | | | |
| 4. US\$2,450,000,000 6.375% | | | | | | |
| Perpetual Subordinated | | | | | | |
| Contingent Convertible | | | | | | |
| Securities (Remark 5) | US\$ | 2,450,000,000 | -- | 2,450,000,000 | -- | 607,205,170 |
| Stock code (if listed) | N/A | | | | | |
| Class of shares issuable (<i>Note 1</i>) | Ordinary Shares | | | | | |
| Conversion | US\$4.03488 per | | | | | |
| Subscription price | Ordinary Share | | | | | |
| EGM approval date (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 |
|--|--------------------------------|------------------------------------|----------------------------|------------------------------|--|---|
| 5. EUR1,000,000,000 6.00% | | | | | | |
| Perpetual Subordinated | | | | | | |
| Contingent Convertible | | | | | | |
| Securities (Remark 6) | € | 1,000,000,000 | -- | 1,000,000,000 | -- | 267,695,330 |
| Stock code (if listed) | N/A | | | | | |
| Class of shares issuable (<i>Note 1</i>) | Ordinary Shares | | | | | |
| Conversion | €3.73559 per | | | | | |
| Subscription price | Ordinary Share | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | (N/A) | | | | | |
| 6. N/A | | | | | | |
| | | | | | | |
| | | | | | | |
| Stock code (if listed) | | | | | | |
| Class of shares issuable (<i>Note 1</i>) | | | | | | |
| Conversion | | | | | | |
| Subscription price | | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | (/ /) | | | | | |
| 7. N/A | | | | | | |
| | | | | | | |
| | | | | | | |
| Stock code (if listed) | | | | | | |
| Class of shares issuable (<i>Note 1</i>) | | | | | | |
| Conversion | | | | | | |
| Subscription price | | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | (/ /) | | | | | |
| 8. N/A | | | | | | |
| | | | | | | |
| | | | | | | |
| Stock code (if listed) | | | | | | |
| Class of shares issuable (<i>Note 1</i>) | | | | | | |
| Conversion | | | | | | |
| Subscription price | | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | (/ /) | | | | | |
| Total C. (Ordinary shares) | | | | | N/A | |
| (Preference shares) | | | | | N/A | |
| (Other class) | | | | | N/A | |

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

| Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable: | 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 | | |
| 2. N/A | | |
| 3. N/A | | |
| Total D. (Ordinary shares) | N/A | |
| (Preference shares) | N/A | |
| (Other class) | N/A | |

Other Movements in Issued Share Capital

| 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 |
|---------------|--------------|------------|----------------|-----|---|--|---|
| 1. | Rights issue | At price : | State currency | N/A | Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (/ /) (dd/mm/yyyy) | _____ | _____ |
| 2. | Open offer | At price : | State currency | N/A | Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (/ /) (dd/mm/yyyy) | _____ | _____ |
| 3. | Placing | At price : | State currency | N/A | Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (/ /) (dd/mm/yyyy) | _____ | _____ |
| 4. | Bonus issue | | | N/A | Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (/ /) (dd/mm/yyyy) | _____ | _____ |

For Main Board and GEM listed issuers

| 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 |
|---------------|----------------------|---------------------------|-------------------|---|--|---|
| 5. | Scrip dividend | At price : State currency | <u>US\$7.8417</u> | Class of shares issuable (Note 1) Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy) | <u>Ordinary Shares</u> (03/12/2015) (N/A) | <u>96,956,825</u> -- |
| 6. | Repurchase of shares | | N/A | Class of shares repurchased (Note 1) Cancellation date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy) | <u> </u> (/ /) (/ /) | <u> </u> <u> </u> |
| 7. | Redemption of shares | | N/A | Class of shares redeemed (Note 1) Redemption date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy) | <u> </u> (/ /) (/ /) | <u> </u> <u> </u> |
| 8. | Consideration issue | At price : State currency | <u>N/A</u> | Class of shares issuable (Note 1) Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy) | <u> </u> (/ /) (/ /) | <u> </u> <u> </u> |

For Main Board and GEM listed issuers

| | | | | 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 |
|--|---------------------------|---|---|---|---|
| Type of Issue | | | | | |
| 9. Capital reorganisation | N/A | Class of shares issuable (Note 1) | _____ | | |
| | | Issue and allotment date : (dd/mm/yyyy) | (/ /) | | |
| | | EGM approval date: (dd/mm/yyyy) | (/ /) | | |
| | | | | | |
| 10. Other (Please specify) | | | | | |
| -Awards of Performance Shares and Restricted Shares under the HSBC Share Plan and the HSBC Share Plan 2011 (for item (i) to (vii)) | At price : State currency | Class of shares issuable (Note 1) | <u>Ordinary Shares</u> | | |
| | | Issue and allotment date : (dd/mm/yyyy) | (i) (01/12/2015) (ii) (03/12/2015) (iii) (07/12/2015) (iv) (14/12/2015) (v) (21/12/2015) (vi) (30/12/2015) (vii) (31/12/2015) (viii) (02/12/2015) (ix) (16/12/2015) (x) (30/12/2015) | | |
| -Awards of shares under the HSBC International Employee Share Purchase Plan (for item (viii) to (x)) | | | | | |
| | | EGM approval date: (dd/mm/yyyy) | (N/A) | | |
| | | | | (i) 5,414 (ii) 3,466 (iii) 288 (iv) 1,949,767 (v) 68,924 (vi) 54,725 (vii) 204,678 (viii) 1,588 (ix) 6,887 (x) 1,996 | -- |
| | | | | | |
| Total E. | | | | (Ordinary shares) | 99,254,558 |
| | | | | (Preference shares) | N/A |
| | | | | (Other class) | N/A |

| | | |
|--|-----|------------|
| Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E): | (1) | 99,954,356 |
| | (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 to E): | | N/A |
| (These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").) | | |

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 new Articles of Association adopted with effect from 1 October 2009 has been amended to remove any reference to authorised share capital.
2. Callable September 2022 and Every Five Years Thereafter.
3. Callable September 2024 and Every Five Years Thereafter.
4. Callable January 2020 and Every Five Years Thereafter.
5. Callable March 2025 and Every Five Years Thereafter.
6. Callable September 2023 and Every Five Years Thereafter.

Submitted by: William S M Tam

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

Notes :

1. *State the class of shares (e.g. ordinary, preference or other).*
2. *If there is insufficient space, please append the prescribed continuation sheet.*