# **日KEX**香港交易所

# Monthly Return of Equity Issuer on Movements in Securities

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

31/12/2016

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer	HSBC Holdings plc
Date Submitted	6 January 2017

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	ption :	,		eference Shares ries A Sterling Preference Share
Balance at close of preceding month	pref sh	o. of erence aares N/A mark 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 Descrip	tion :							
	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 end of the month <i>(State Currency)</i> :								

# 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	20,067,971,988 (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	123,614,226 (US\$0.50)	N/A	N/A	N/A
Balance at close of the month	20,191,586,214 (US\$0.50) (Remark 2)	N/A	a) 1,450,000 (US\$0.01) b) 1 (£0.01)	<u> </u>

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### III. Details of Movements in Issued Share Capital

Share Options (under Share Option Schemes of the Issuer)

Particulars of share option scheme					No. of new shares of issuer issued	No. of new shares of issuer which may be issued				
including EGM approval date	1	Movement during the month during the								
(dd/mm/yyyy) and class of					month pursuant thereto	pursuant thereto as at				
shares issuable				lielelo	close of the					
	Granted	Exercised	Cancelled	Lapsed		month				
1. HSBC Holdings	Crantou	Exclosed	Cancolog	Lapoou						
Executive Share										
Option Scheme										
Ordinary shares										
(Note 1)										
2 USPC Holdings										
2. HSBC Holdings										
Savings-Related Share										
Option Plans										
		0.40 700		040 450	0.40 700	70 400 045				
Ordinary shares		240,733		618,159	240,733	70,188,245				
(Note 1)										
3. HSBC Holdings										
Group Share Option										
Plan										
Ordinary shares										
(Note 1)										
4. HSBC Share Plan										
Ordinary shares										
(Note 1)		_								
		Tota	IA. (Ordina							
(Preference shares) N/A										
			(0	ther class)	N/A					
Total funds raised during the mo	onth from exer	rcise of options		23.24, HK\$1						
(State currency)			US\$41,1	70.14 and €	10,788.96					

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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
<u>1. N/A</u>						
( / / )    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	(Preferen	ary 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)
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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>				
Subscription price	Ordinary Share	2				
EGM approval date		<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	)				
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	<b>)</b>	344,370,009
Stock code (if listed)	<u>N/A</u>	.,			<u> </u>	
Class of shares						
	Ordinary Share					
	US\$4.35578 pe					
	Ordinary Share	)				
EGM approval date						
(if applicable) (dd/mm/yyyy)	(N/A)					
4. US\$2,450,000,000 6.375%	· /					
Perpetual Subordinated	_					
	_					
Contingent Convertible	- 	0 450 000 000		0 450 000 000	2	007 005 470
Securities (Remark 6)	US\$ N/A	2,450,000,000		2,450,000,000	<u> </u>	607,205,170
Stock code (if listed) Class of shares	IN/ <i>F</i> A					
	Ordinary Share	S				
	US\$4.03488 pe					
	Ordinary Share					
EGM approval date						
(if applicable)						
(dd/mm/yyyy)	(N/A)					

Class and description	Currency of amount outstanding	clo pre	ount at ose of ceding onth	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 7)	€	1,000,	000,000		1,000,000,00	0	267,695,330
Stock code (if listed)	N/A						
Class of shares							
	Ordinary Share						
Conversion	€3.73559 per						
Subscription price	Ordinary Share	•					
(if applicable)							
(dd/mm/yyyy))	(N/A)						
6. US\$2,000,000,000 6.8759							
Perpetual Subordinated	<u> </u>						
Contingent Convertible	_						
Securities (Remark 8)	US\$	2 000	000,000		2,000,000,00	0	506,662,613
Stock code (if listed)	<u></u>	2,000,	000,000		2,000,000,00	<u> </u>	000,002,010
Class of shares							
	Ordinary Share	s					
Conversion	US\$3.9474 pe						
Subscription price	Ordinary Share	9					
EGM approval date							
(if applicable)	( ) ) ( ) )						
(dd/mm/yyyy))	(N/A)						
			Tota	al C. (Ordinai	ry shares)	N/A	
			1010	(Preferenc		N/A	
				`	her class)	N/A	
				(Ot	ner class)	IN/A	

Any othe	r Agreements or	Arrangements	to Issue S	Shares of the	e Issuer whic	h are to be	Listed,	including
Options (	other than under	<sup>·</sup> Share Option	Schemes	)				0

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		
	]	
shares (Note 1)		
2 N/A		
2. <u>N/A</u>	-	
shares (Note 1)		
3. <u>N/A</u>		
	-	
shares (Note 1)		
Total D. (Ordinary shares)	N/A	
(Preference shares)	N/A	
(Other class)	N/A	

Other Movements in	Issued Share C	Capital
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Type of issue  the    I. Rights issue  At price : State currency  N/A    I. Rights issue  At price : State currency  N/A    Issue and allotment (///)  Issue and allotment (///)    Geam offer  At price : State currency    V.A  Issue and allotment (///)    Issue and allotment (///)  Issue and allotment (///)    Issue and allotment (////)  Issue	Other Movements		are Capitar					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
1. Rights issue  At price :  State currency  N/A  Issue and allotment date : (dd/mm/yyyy)  ( / / ) (dd/mm/yyyy)    2. Open offer  At price :  State currency  N/A  Issue and allotment issuable (Note 1)  ( / / )    2. Open offer  At price :  State currency  N/A  Issue and allotment date : (dd/mm/yyyy)  ( / / )    3. Placing  At price :  State currency  N/A  Issue and allotment date : (dd/mm/yyyy)  ( / / )    3. Placing  At price :  State currency  N/A  Issue and allotment date : (dd/mm/yyyy)  ( / / )    4. Bonus issue  N/A  N/A  Issue and allotment date : (dd/mm/yyyy)  ( / / )    4. Bonus issue  N/A  Class of shares currency	Type of Issue								the month
1. Rights issue  At price : currency  issue    date : (dd/mm/yyyy)  EGM approval date: ( / / ) (dd/mm/yyyy)    EGM approval date:  ( / / ) (dd/mm/yyyy)    2. Open offer  At price : State currency  N/A    2. Open offer  At price : State currency  N/A    3. Placing  At price : State currency  N/A    3. Placing  At price : State currency  N/A    Issue and allotment ( / / ) (dd/mm/yyyy)  EGM approval date: ( / / ) ( dd/mm/yyyy)    EGM approval date:  ( / / ) ( dd/mm/yyyy)    EGM approval date:  ( / / ) ( dd/mm/yyyy)    EGM approval date:  ( / / ) ( dd/mm/yyyy)    EGM approval date:  ( / / ) ( dd/mm/yyyy)    EGM approval date:  ( / / ) ( dd/mm/yyyy)    EGM approval date:  ( / / ) ( dd/mm/yyyy)    EGM approval date:  ( / / ) ( dd/mm/yyyy)    EGM approval date:  ( / / ) ( dd/mm/yyyy)    EGM approval date:  ( / / ) ( dd/mm/yyyy)    EGM approval date:  ( / / ) ( dd/mm/yyyy)    EGM approval date:  ( / / ) ( dd/mm/yyyy)									
(dd/mm/yyyy)  decemploy    2. Open offer  At price : State  N/A    2. Open offer  At price : State  N/A    Issue and allotment  ( / / )    date : (dd/mm/yyy)  EGM approval date:    3. Placing  At price : State  N/A    Issue and allotment  ( / / )    date : (dd/mm/yyyy)  EGM approval date:	1. Rights issue	At price :		N/A		( / /	)		
2. Open offer  At price :  State currency  N/A  Issue and allotment date : (dd/mm/yyyy)  ( / / )    2. Open offer  At price :  State currency  N/A  Issue and allotment (dd/mm/yyyy)  ( / / )    3. Placing  At price :  State currency  N/A  Issue and allotment date : (dd/mm/yyyy)  ( / / )    3. Placing  At price :  State currency  N/A  Issue and allotment date : (dd/mm/yyyy)  ( / / )    4. Bonus issue  N/A  Class of class of currency  State currency  Class of currency  ( / / )    4. Bonus issue  N/A  Issue and allotment currency  ( / / )  ( / / )    EGM approval date:  ( / / )  Issue and allotment currency  ( / / )    EGM approval date:  ( / / )  Issue and allotment currency  ( / / )					EGM approval date: (dd/mm/yyyy)	( / /	)		
2. Open offer  At price :  State currency  N/A  Issue and allotment date : (dd/mm/yyyy)  ( / / )    2. Open offer  At price :  State currency  N/A  Issue and allotment (dd/mm/yyyy)  ( / / )    Bonus issue  At price :  State currency  N/A  Issue and allotment date : (dd/mm/yyyy)  ( / / )    3. Placing  At price :  State currency  N/A  Issue and allotment date : (dd/mm/yyyy)  ( / / )    3. Placing  At price :  State currency  N/A  Issue and allotment (dd/mm/yyyy)  ( / / )    4. Bonus issue  N/A  Class of (dd/mm/yyyy)  State currency									
2. Open offer  At price :  State currency  N/A  Issue and allotment date : (dd/mm/yyyy)  ( / / )    EGM approval date:  ( / / )  EGM approval date:  ( / / )    (dd/mm/yyyy)									
Class of shares	2. Open offer	At price :		N/A		( / /	)		
3. Placing  At price :  State currency  N/A  Issue and allotment date : (dd/mm/yyyy)    3. Placing  At price :  State currency  N/A  Issue and allotment date : (dd/mm/yyyy)    EGM approval date:  ( / / )  ( / / )  ( / / )    (dd/mm/yyyy)  EGM approval date:  ( / / )    4. Bonus issue  N/A  Class of shares issuable (Note 1)    Issue and allotment date : (dd/mm/yyyy)  EGM approval date: ( / / )    EGM approval date : ( / / )  Issue and allotment ( / / )					EGM approval date: (dd/mm/yyyy)	( / /	)		
3. Placing  At price :  State currency  N/A  Issue and allotment date : (dd/mm/yyyy)  ( / / )    3. Placing  At price :  State currency  Issue and allotment date : (dd/mm/yyyy)  ( / / )    EGM approval date:  ( / / )  EGM approval date: ( / / )									
3. Placing  At price :  State currency  N/A  Issue and allotment date : (d/mm/yyyy)  ( / / )    EGM approval date:  ( / / )  EGM approval date:  ( / / )  ( / / )    (d/mm/yyyy)  EGMs of shares issuable (Note 1)									
4. Bonus issue Glass of shares N/A Issue and allotment ( / / ) date : (dd/mm/yyyy) EGM approval date: ( / / )	3. Placing	At price :		N/A	Issue and allotment	( / /	)		
4. Bonus issue					EGM approval date: (dd/mm/yyyy)	( / /	)		
4. Bonus issue Bonus issue									
4. Bonus issue Issue and allotment ( / / ) date : (dd/mm/yyyy) EGM approval date: ( / / )									
	4. Bonus issue			N/A		( / /	)		
					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 <u>Ordinary</u> issuable <i>(Note 1)</i> <u>Shares</u>		
5.	Scrip dividend	At price :	State currency US\$7.6227	lssue and allotment date : (dd/mm/yyyy) (06/12/2016)		
				EGM approval date: (N/A) (dd/mm/yyyy)	122,620,319	
				Class of shares		
6.	shares		N/A	repurchased ( <i>Note 1</i> ) Cancellation date : ( / / ) (dd/mm/yyyy)		
	(Remark 9)			EGM 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 issuable <i>(Note 1)</i>		
8.	Consideration issue	At price :	State 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)		
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 <u>Ordinary Shares</u> issuable (Note 1)		
	Awards of Performance Shares and Restricted Shares under		Issue and allotment (i) (01/12/2016) date : (dd/mm/yyyy) (ii) (12/12/2016) (iii) (13/12/2016) (iv) (30/12/2016) (v) (14/12/2016)		
	the HSBC Share Plan and the HSBC Share Plan 2011 (for items (i) to (iv)) At price	(i) £ 6.3520 (ii) £ 6.7380 (iii) £ 6.5180 (iv) £ 6.5020 ∴ State (v) £ 6.6010 currency (vi) £ 6.5020	(vi) (30/12/2016) EGM approval date: (N/A) (dd/mm/yyyy)		
	Awards of shares under the HSBC International Employee Share			(i) 187,819	
	Purchase Plan (for items (v) to (vi))			(ii) 4,162 (iii) 17,570 (iv) 530,512 (v) 11,614 _(vi) 1,497	
			Total E. (Ordinary shares) (Preference shares) (Other class)	N/A	-

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E): (1)	123,614,226
(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 Capital").)	Issued Share

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. This 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 270,891,576 and 325,273,407 ordinary shares in treasury respectively.
- 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. During the month, 54,381,831 ordinary shares were repurchased by the Company and are held in treasury which are not cancelled and remain listed.

Submitted by: \_\_\_\_\_ William S M Tam\_

Title: <u>Authorised Signatory</u> (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.