

NOTIFICATION OF INTERESTS OF DIRECTOR AND/OR CONNECTED PERSONS

1. Name of the issuer

HSBC Holdings plc

2. Notification by a director pursuant to the Securities and Futures Ordinance of Hong Kong in respect of a change in a non-beneficial interest

3. Name of director

James Hughes-Hallett

4. State whether notification relates to a director named in 3 and identify the connected person

The director is a Trustee of the Esmée Fairbairn Foundation

5. Indicate whether the notification is in respect of a holding of the person referred to in 3 or 4 above or in respect of a non-beneficial interest

Non-beneficial interest as Trustee

6. Description of shares (including class), debentures or derivatives or financial instruments relating to shares

8.208% Non-cumulative Step-up Perpetual Preferred Securities issued by HSBC Capital Funding (Sterling 1) L.P.

7. Name of registered shareholder(s) and, if more than one, the number of shares held by each of them

State Street Nominees Limited

8. State the nature of the transaction

Disposal/Sale

9. Number of shares, debentures or financial instruments relating to shares acquired

10. Percentage of issued class acquired

11. Number of shares, debentures or financial instruments relating to shares disposed

4,700,000 8.208% Non-cumulative Step-up Perpetual Preferred Securities issued by HSBC Capital Funding (Sterling 1) L.P.

12. Price per share/security or value of transaction

EUR 115.834

13. Date of transaction

19 December 2006

*The Director became aware of this transaction on 15 February 2007

14. Total holding in ordinary shares/security following notification

Nil

15. Date issuer informed of transaction

14 February 2007

16. Any additional information

Name of contact and telephone number for queries

Nicola Black, Assistant Secretary, 020 7991 2652

Name of duly authorised officer/official of issuer responsible for making notification

As above

Date of notification

15 February 2007