

FORM 2

CORPORATE SUBSTANTIAL SHAREHOLDER NOTICE

Notice pursuant to s. 324 of Part XV of the Securities and Futures Ordinance (Cap. 571)

Form for use by a corporation giving notice of:

- (i) First acquiring an interest in 5% or more of the shares of a listed corporation (i.e. first becoming a substantial shareholder);
- (ii) Changes in the percentage level, or nature, of its interest or its short position in such shares; and
- (iii) Ceasing to have an interest of 5% in such shares (complete Boxes 1 to 19 and 27 only).

This Form must be completed in accordance with the directions and instructions in the Notes to Form 2.

|                                     |            |
|-------------------------------------|------------|
| 1. Name of listed corporation       |            |
| HSBC HLDGS PLC                      |            |
| 2. Stock code                       | 0005       |
| 3. Class of shares                  | Ord Shares |
| 4. Number of issued shares in class |            |
| 12,104,307,820                      |            |

|                                                                  |                                                                   |                                              |
|------------------------------------------------------------------|-------------------------------------------------------------------|----------------------------------------------|
| 5. Name of substantial shareholder                               | The Royal Bank of Scotland Group plc                              |                                              |
|                                                                  |                                                                   |                                              |
| 6. Registered office                                             | 36 St Andrew Square, Edinburgh, Scotland, United Kingdom, EH2 2YB |                                              |
| 7. Principal place of business in Hong Kong                      | None                                                              |                                              |
| 8. Business registration number                                  | None                                                              |                                              |
| 9. Place of incorporation                                        | United Kingdom                                                    | Certificate of Incorporation No. 45551       |
| 10. Contact person                                               | Richard Hopkins                                                   |                                              |
| 11. Daytime tel. No.                                             | 442077144459                                                      | 12. e-mail address richard.hopkins@rbs.co.uk |
| 13. Exchange on which listed                                     | London Stock Exchange                                             |                                              |
| 14. Name of listed parent and exchange on which parent is listed | None                                                              |                                              |

|       |         |        |
|-------|---------|--------|
| 08    | 10      | 2008   |
| (day) | (month) | (year) |

|       |         |        |
|-------|---------|--------|
| 10    | 10      | 2008   |
| (day) | (month) | (year) |

|                               |                                                            |                                                                      |                      |                                          |                         |                         |                         |                                 |                                  |  |
|-------------------------------|------------------------------------------------------------|----------------------------------------------------------------------|----------------------|------------------------------------------|-------------------------|-------------------------|-------------------------|---------------------------------|----------------------------------|--|
| 17. Details of relevant event | Relevant event code describing circumstances (see Table 1) | Code describing capacity in which shares were/are held (see Table 2) |                      | Number of shares bought/sold or involved | Currency of transaction | On Exchange             |                         |                                 | Off Exchange                     |  |
|                               |                                                            | Before relevant event                                                | After relevant event |                                          |                         | Highest price per share | Average price per share | Average consideration per share | Consideration Code (see Table 3) |  |
| Long position                 | 101                                                        | 205                                                                  | 205                  | 29,220,537                               | HKD                     | 137.410                 | 118.229                 |                                 |                                  |  |
| Short position                | 113                                                        | 205                                                                  | 205                  | 27,490,589                               |                         |                         |                         |                                 |                                  |  |

**18. Total shares immediately before the relevant event**

|                | Total number of shares | Percentage figure (%) |
|----------------|------------------------|-----------------------|
| Long position  | 633,108,926            | 5.25                  |
| Short position | 561,041,031            | 4.65                  |
| Lending pool   | 21,812,000             | 0.18                  |

**19. Total shares immediately after the relevant event**

|                | Total number of shares | Percentage figure (%) |
|----------------|------------------------|-----------------------|
| Long position  | 603,888,389            | 4.98                  |
| Short position | 533,550,442            | 4.40                  |
| Lending pool   | 22,312,000             | 0.18                  |

**20. Capacity in which interests disclosed in Box 19 are held**

| Code describing capacity<br>(see Table 2) | Number of shares |                |
|-------------------------------------------|------------------|----------------|
|                                           | Long position    | Short position |
| 205                                       | 603,888,389      | 533,550,442    |
| - Select -                                |                  |                |
| - Select -                                |                  |                |
| - Select -                                |                  |                |
| - Select -                                |                  |                |

**21. Further information in respect of derivative interests**

| Code describing derivatives<br>(see Table 4) | Number of shares |                |
|----------------------------------------------|------------------|----------------|
|                                              | Long position    | Short position |
| 404                                          | 284,466,889      | 282,969,532    |
| - Select -                                   |                  |                |
| - Select -                                   |                  |                |
| - Select -                                   |                  |                |
| - Select -                                   |                  |                |

**22. Further information in relation to interests of corporations controlled by substantial shareholder**

| Name of controlled corporation           | Address and place of incorporation                                                    | Name of controlling shareholder      | % control | Direct interest (Y/N) | Number of shares |                |
|------------------------------------------|---------------------------------------------------------------------------------------|--------------------------------------|-----------|-----------------------|------------------|----------------|
|                                          |                                                                                       |                                      |           |                       | Long position    | Short Position |
| The Royal Bank of Scotland plc           | 36 St Andrew Square, Edinburgh, Scotland, United Kingdom, EH2 2YB                     | The Royal Bank of Scotland Group plc | 100.00    | N                     | 4,460,393        | 0              |
| The Royal Bank of Scotland plc           | 36 St Andrew Square, Edinburgh, Scotland, United Kingdom, EH2 2YB                     | The Royal Bank of Scotland Group plc | 100.00    | Y                     | 223,368,742      | 178,801,539    |
| Adam & Company Group Plc                 | 22 Charlotte Square, Edinburgh, Scotland, United Kingdom, EH2 4DF                     | The Royal Bank of Scotland plc       | 100.00    | N                     | 2,464,111        | 0              |
| Adam & Company Investment Management Ltd | 22 Charlotte Square, Edinburgh, Scotland, United Kingdom, EH2 4DF                     | Adam & Company Group Plc             | 100.00    | Y                     | 2,448,781        | 0              |
| Adam & Company International Ltd         | St Andrew House, Le Bortage, St Peter Port, Guernsey, Channel Islands, United Kingdom | Adam & Company Group Plc             | 100.00    | Y                     | 15,330           | 0              |
| RBSG International Holdings Ltd          | 24/25 St Andrew Square, Edinburgh, Scotland, United Kingdom, EH2 1AF                  | The Royal Bank of Scotland plc       | 100.00    | N                     | 42,108           | 0              |
| Citizens Financial Group Inc             | One Citizens Plaza, Providence, Rhode Island, USA                                     | RBSG International Holdings Ltd      | 100.00    | N                     | 42,108           | 0              |
| RBS Citizens NA                          | 833 Broadway Street, Albany, New York, NY 12207, USA                                  | Citizens Financial Group Inc         | 100.00    | Y                     | 42,108           | 0              |

**23. Further information in relation to interests held by substantial shareholder jointly with another person**

| Name of joint shareholder | Address | Number of shares |                |
|---------------------------|---------|------------------|----------------|
|                           |         | Long position    | Short Position |
|                           |         |                  |                |

|  |  |  |  |
|--|--|--|--|
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|  |  |  |  |

24. Further information from a trustee, or beneficiary of a trust, or a founder of a Discretionary Trust

| Name of Trust | Address | Status Code<br>(see Table 5) | Number of shares |                |
|---------------|---------|------------------------------|------------------|----------------|
|               |         |                              | Long position    | Short position |
|               |         | - Select - ▾                 |                  |                |
|               |         | - Select - ▾                 |                  |                |
|               |         | - Select - ▾                 |                  |                |

25. Further information from a party to an agreement under Section 317 ( Please see Notes for further information required)

| Names of other parties                                                                          | Address | Number of shares |
|-------------------------------------------------------------------------------------------------|---------|------------------|
|                                                                                                 |         |                  |
|                                                                                                 |         |                  |
|                                                                                                 |         |                  |
|                                                                                                 |         |                  |
| Total number of shares in which substantial shareholder is interested under section 317 and 318 |         |                  |

26. Details of person(s) in accordance with whose directions the substantial shareholder or its directors are accustomed to act

| Names | Address | Relationship Code (see Table 6) | Percentage (%) |
|-------|---------|---------------------------------|----------------|
|       |         | - Select - ▾                    |                |
|       |         | - Select - ▾                    |                |
|       |         | - Select - ▾                    |                |

27. Date of filing this Form 2

|       |         |        |
|-------|---------|--------|
| 13    | 10      | 2008   |
| (day) | (month) | (year) |

28. Number of continuation sheets

1



**Continuation Sheet**

**22. Further information in relation to interests of corporations controlled by substantial shareholder**

| Name of controlled corporation                 | Address and place of incorporation                                     | Name of controlling shareholder                | % control | Direct interest (Y/N) | Number of shares |                |
|------------------------------------------------|------------------------------------------------------------------------|------------------------------------------------|-----------|-----------------------|------------------|----------------|
|                                                |                                                                        |                                                |           |                       | Long position    | Short position |
| National Westminster Bank Plc                  | 135 Bishopsgate, London, United Kingdom, EC2                           | The Royal Bank of Scotland plc                 | 100.00    | N                     | 1,338,948        | 0              |
| National Westminster Bank Plc                  | 135 Bishopsgate, London, United Kingdom, EC2                           | The Royal Bank of Scotland plc                 | 100.00    | Y                     | 615,226          | 0              |
| Coutts & Co                                    | 440 Strand, London, United Kingdom, WC2R 0QS                           | National Westminster Bank Plc                  | 100.00    | Y                     | 1,089,243        | 0              |
| Ulster Bank Ltd                                | 11-16 Donegall Square East, Belfast, Northern Ireland, BT1 5HD         | National Westminster Bank Plc                  | 100.00    | N                     | 6,063            | 0              |
| Ulster Bank (Ireland) Holdings                 | Ulster Bank Group Centre, George's Quay, Dublin 2, Republic of Ireland | Ulster Bank Ltd                                | 100.00    | N                     | 6,063            | 0              |
| Ulster Bank Holdings (ROI) Limited             | Ulster Bank Group Centre, George's Quay, Dublin 2, Republic of Ireland | Ulster Bank (Ireland) Holdings                 | 100.00    | N                     | 6,063            | 0              |
| Ulster Bank Dublin Trust Ltd                   | PO Box 145, 33 College Green, Dublin 2, Republic of Ireland            | Ulster Bank Holdings (ROI) Limited             | 100.00    | N                     | 6,063            | 0              |
| National Westminster International Holdings BV | Kokermolen 16, 3994 DH Houten, The Netherlands                         | National Westminster Bank Plc                  | 100.00    | N                     | 243,642          | 0              |
| RBS Netherlands Holdings B.V.                  | Kokermolen 16, 3994 DH Houten, The Netherlands                         | National Westminster International Holdings BV | 100.00    | N                     | 243,642          | 0              |
| RBS Coutts Bank Ltd                            | Talstrasse 59 CH 8002, Zurich, Switzerland                             | RBS Netherlands Holdings B.V.                  | 100.00    | Y                     | 243,642          | 0              |
| RFS Holdings B.V.                              | Strawinskylaan 3105, 1077 ZX, Amsterdam, The Netherlands               | The Royal Bank of Scotland Group plc           | 38.28     | N                     | 376,059,254      | 354,748,903    |
| ABN AMRO Holding N.V.                          | Gustav Mahlerlaan, 10, 1082 PP, Amsterdam, The Netherlands             | RFS Holdings B.V.                              | 100.00    | N                     | 376,059,254      | 354,748,903    |

