

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 | 4. Number of issued shares in class 12,051,976,903 |
| 3. Class of shares Ord Shares | |

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

15. Date of relevant event

| | | |
|-------|---------|--------|
| 08 | 09 | 2008 |
| (day) | (month) | (year) |

16. Date when the substantial shareholder became aware of the relevant event/ interest in the shares (if later)

| | | |
|-------|---------|--------|
| 10 | 09 | 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 | 161,106,345 | HKD | | | | - Select - |
| Short position | 113 | 205 | 205 | 159,560,096 | | | | | |

18. Total shares immediately before the relevant event

| | Total number of shares | Percentage figure (%) |
|----------------|------------------------|-----------------------|
| Long position | 657,513,581 | 5.46 |
| Short position | 567,624,755 | 4.71 |
| Lending pool | 28,554,737 | 0.24 |

19. Total shares immediately after the relevant event

| | Total number of shares | Percentage figure (%) |
|----------------|------------------------|-----------------------|
| Long position | 818,619,926 | 6.79 |
| Short position | 727,184,851 | 6.03 |
| Lending pool | 28,554,737 | 0.25 |

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

| Code describing capacity (see Table 2) | Number of shares | |
|---|------------------|----------------|
| | Long position | Short position |
| 205 | 818,619,926 | 727,184,851 |
| - Select - | | |
| - Select - | | |
| - Select - | | |
| - Select - | | |
| - Select - | | |

21. Further information in respect of derivative interests

| Code describing derivatives (see Table 4) | Number of shares | |
|--|------------------|----------------|
| | Long position | Short position |
| 404 | 314,114,312 | 307,945,138 |
| - Select - | | |
| - 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 | 4,453,457 | 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 | 232,130,156 | 181,613,892 |
| Adam & Company Group Plc | 22 Charlotte Square, Edinburgh, Scotland, United Kingdom, EH2 4DF | The Royal Bank of Scotland plc | 100.00 | N | 2,456,607 | 0 |
| Adam & Company Investment Management Ltd | 22 Charlotte Square, Edinburgh, Scotland, United Kingdom, EH2 4DF | Adam & Company Group Plc | 100.00 | Y | 2,440,877 | 0 |
| Adam & Company International Ltd | St Andrew House, Le Bordage, St Peter Port, Guernsey, Channel Islands, United Kingdom | Adam & Company Group Plc | 100.00 | Y | 15,730 | 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 |

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

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

| Name of Trust | Address | Status Code (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

| | | |
|-------|---------|--------|
| 11 | 09 | 2008 |
| (day) | (month) | (year) |

28. Number of continuation sheets

1

Form 2.

29. Number of attachments

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 | 1,363,834 | 0 |
| National Westminster Bank Plc | 135 Bishopsgate, London, United Kingdom, EC2 | The Royal Bank of Scotland plc | 100.00 | Y | 590,908 | 0 |
| Coutts & Co | 440 Strand, London, United Kingdom, WC2R 0QS | National Westminster Bank Plc | 100.00 | Y | 1,113,679 | 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 | 244,092 | 0 |
| RBS Netherlands Holdings B.V. | Kokermolen 16, 3994 DH Houten, The Netherlands | National Westminster International Holdings BV | 100.00 | N | 244,092 | 0 |
| RBS Coutts Bank Ltd | Talstrasse 59 CH 8002, Zurich, Switzerland | RBS Netherlands Holdings B.V. | 100.00 | Y | 244,092 | 0 |
| RFS Holdings B.V. | Strawinskylaan 3105, 1077 ZX, Amsterdam, The Netherlands | The Royal Bank of Scotland Group plc | 38.28 | N | 582,036,313 | 545,570,959 |
| ABN AMRO Holding N.V. | Gustav Mahlerlaan, 10, 1082 PP, Amsterdam, The Netherlands | RFS Holdings B.V. | 100.00 | N | 582,036,313 | 545,570,959 |

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