



Shareholder Reference Number

Personal Identification Number (PIN)

If you would like to submit your Form of Proxy electronically via the internet go to www.hsbc.com/proxy. You will need an internet enabled computer with a minimum web browser of IE4 or Netscape 4. You will be asked to enter the Shareholder Reference Number and PIN which are printed above and agree to certain terms and conditions.

FORM OF PROXY

HSBC Holdings plc General Meeting to be held on 19 March 2009

I/We, being a shareholder/shareholders of HSBC Holdings plc, hereby appoint as my/our proxy to vote and act for me/us and on my/our behalf at the General Meeting and at any adjournment thereof, the chairman of the Meeting *(see note 1 overleaf)*

or

*(*Insert here the number of shares your proxy may vote if less than your total holding – see note 1 overleaf)*

☐ Please tick here if this proxy appointment is one of multiple appointments being made *(see note 1 overleaf)*.

I/We desire this Form of Proxy to be used as indicated below *(see note 2 overleaf)*.

	FOR	AGAINST	VOTE WITHHELD
1. To increase the Company's authorised share capital	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To authorise the Directors to allot New Ordinary Shares in connection with the Rights Issue	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To disapply pre-emption rights, where necessary, in connection with the Rights Issue (Special Resolution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signature(s)

(see notes 4, 5 and 6 overleaf)

Dated.....2009

Notes:

1. If you wish to appoint as proxy another person (who need not be a shareholder), please insert the name of that other person in the box provided and delete the words “the chairman of the Meeting”. Any alteration made to this Form of Proxy must be initialled by the person who signs it. A shareholder may appoint more than one proxy, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by the shareholder. To appoint more than one proxy, a photocopy of this Form of Proxy may be used or additional Forms may be obtained from: Computershare Investor Services PLC, PO Box 1064, The Pavilions, Bridgwater Road, Bristol BS99 3FA, United Kingdom; Computershare Hong Kong Investor Services Limited, Rooms 1712 – 1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong SAR; or Corporate Shareholder Services, The Bank of Bermuda Limited, 6 Front Street, Hamilton HM 11, Bermuda. If the proxy is being appointed with authority to vote less than your total holding please indicate in the box marked with an asterix the number of shares your proxy is to vote. If the box marked with an asterix is left blank your proxy will be deemed to be authorised to vote your total holding (or if this Form of Proxy has been issued in respect of a designated account for a shareholder, the total holding for that designated account).
2. If you wish your proxy to cast your votes for or against a resolution you may insert an ‘X’ in the appropriate box. If you do not wish your proxy to vote on any particular resolution, you may insert an ‘X’ in the ‘Vote Withheld’ box. A ‘Vote Withheld’ is not a ‘vote’ and will not be counted in the calculation of the votes ‘For’ and ‘Against’ a resolution. If you do not indicate how your proxy is to vote, you will be deemed to have authorised your proxy to vote or to withhold your vote as your proxy thinks fit. Your proxy will also be entitled to vote at his or her discretion on any other resolution properly put to the Meeting.
3. Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, changes to entries on the principal register of members of the Company maintained in England (the ‘Principal Register’) after 12.01 a.m. (London time) on the day immediately before the day of the Meeting or any adjourned meeting (as the case may be) shall be disregarded in determining the rights of a shareholder to attend or vote at the Meeting or any adjourned meeting (as the case may be). Accordingly, a shareholder entered on the Principal Register at 12.01 a.m. on the day immediately before the day of the Meeting or any adjourned meeting (as the case may be) shall be entitled to attend and vote at the Meeting or any adjourned meeting (as the case may be) in respect of the number of such shares entered against the shareholder’s name at that time.
4. This Form of Proxy must be signed by the shareholder or the shareholder’s attorney or, if the shareholder is a corporation, be under seal or signed by a duly authorised representative.
5. In the case of joint registered holders of any shares, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names of the holders stand in the Principal Register, the Hong Kong Overseas Branch Register or the Bermuda Overseas Branch Register as appropriate.
6. In order to be valid, this Form of Proxy (and any power of attorney or other authority, if any, under which it is signed, or a copy of such authority certified notarially or in some other way approved by the Board) must be deposited not less than 48 hours before the time of the holding of the Meeting (or any adjournment), at the offices of the Registrars, Computershare Investor Services PLC, PO Box 1064, The Pavilions, Bridgwater Road, Bristol BS99 3FA, United Kingdom, or Computershare Hong Kong Investor Services Limited, Rooms 1712 – 1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong SAR, or Corporate Shareholder Services, The Bank of Bermuda Limited, 6 Front Street, Hamilton HM 11, Bermuda. In the case of an appointment of a proxy submitted in electronic form, such appointment must be received not less than 48 hours before the time of the holding of the Meeting (or any adjourned meeting). It should be noted, however, that any power of attorney or other authority relating to an appointment of a proxy cannot be submitted electronically and must be deposited as referred to above for the appointment to be valid. Completion and return of the Form of Proxy will not preclude a shareholder from attending or voting in person.