

## 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<br>HSBC Holdings plc |  | 4. Number of issued shares in class<br>17,204,812,822 |
| 2. Stock code<br>0005                              |  |   |
| 3. Class of shares<br>Common Shares                |  |   |

|  |  |   |  |
|--|--|---|--|
| 5. Name of substantial shareholder<br>ABN AMRO Holding N.V.  |  | 8. Business registration number<br>Nil  |  |
| 6. Registered office<br>Gustav Mahlerlaan, 10, 1082 PP, Amsterdam, The Netherlands                         |  | 9. Place of incorporation<br>The Netherlands  | Certificate of Incorporation No.<br>33220369 |
| 7. Principal place of business in Hong Kong<br>38/F, Cheung Kong Center, 2 Queens Road, Central, Hong Kong |  | 10. Contact person<br>Patrick C T Li  |  |
|  |  | 11. Daytime tel. No.<br>27005882  | 12. e-mail address<br>patrick.c.t.li@rbs.com |
|  |  | 13. Exchange on which listed<br>Amsterdam   |  |
|  |  | 14. Name of listed parent and exchange on which parent is listed<br>ABN AMRO Holding N.V. - Amsterdam |  |

## 15. Date of relevant event

|       |         |        |
|-------|---------|--------|
| 13    | 03      | 2009   |
| (day) | (month) | (year) |

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

|       |         |        |
|-------|---------|--------|
| 17    | 03      | 2009   |
| (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  | - Select -   | - Select -   | - Select -           |  | HKD                     |                         |                         |                                 | - Select -                       |
| Short position | 113  | 205  | 205                  | 10,167,971                               |                         |                         |                         |                                 |                                  |

## 18. Total shares immediately before the relevant event

|                | Total number of shares | Percentage figure (%) |
|----------------|------------------------|-----------------------|
| Long position  | 1,016,722,756          | 5.91                  |
| Short position | 339,194,457            | 1.97                  |
| Lending pool   | 25,139,234             | 0.15                  |

## 19. Total shares immediately after the relevant event

|                | Total number of shares | Percentage figure (%) |
|----------------|------------------------|-----------------------|
| Long position  | 1,010,160,512          | 5.87                  |
| Short position | 349,362,428            | 2.03                  |
| Lending pool   | 13,139,234             | 0.08                  |

## 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                                    | 1,010,160,512    | 349,362,428    |
| - 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                                       | 244,566,748      | 194,239,025    |
| 403                                       | 629,921,259      |                |
| - 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 |
| ABN AMRO Bank N.V.             | Gustav Mahlerlaan, 10, 1082 PP, Amsterdam, The Netherlands | ABN AMRO Holding N.V.           | 100.00    | Y                     | 380,239,253      | 349,362,428    |
| ABN AMRO Bank N.V.             | Gustav Mahlerlaan, 10, 1082 PP, Amsterdam, The Netherlands | ABN AMRO Holding N.V.           | 100.00    | N                     | 629,921,259      | 0              |
| ABN AMRO Holdings (UK) Limited | 250 Bishopsgate, London EC2M 4AA                           | ABN AMRO Bank N.V.              | 100.00    | N                     | 629,921,259      | 0              |

|   |                                  |   |        |   |             |   |
|---|----------------------------------|---|--------|---|-------------|---|
| ABN AMRO Hoare Govett Limited           | 250 Bishopsgate, London EC2M 4AA | ABN AMRO Holdings (UK) Limited          | 100.00 | N | 629,921,259 | 0 |
| ABN AMRO Equities Holdings (UK) Limited | 250 Bishopsgate, London EC2M 4AA | ABN AMRO Hoare Govett Limited           | 100.00 | N | 629,921,259 | 0 |
| ABN AMRO Investments Holdings Limited   | 250 Bishopsgate, London EC2M 4AA | ABN AMRO Equities Holdings (UK) Limited | 100.00 | N | 629,921,259 | 0 |
| RBS Hoare Govett Limited                | 250 Bishopsgate, London EC2M 4AA | ABN AMRO Investments Holdings Limited   | 100.00 | Y | 629,921,259 | 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<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

|       |         |        |
|-------|---------|--------|
| 17    | 03      | 2009   |
| (day) | (month) | (year) |

Form 2.

28. Number of continuation sheets

29. Number of attachments