The Directors of HSBC Holdings plc are Daniel Flint, Stuart Gulliver, Philip Amsden⁷, Kathleen Casey⁶, Safra Catz*, Laura Cha†, Lord Evans of Weardale†, Joachim Faber†, Rona Fairhead†, Sam Laidlaw†, John Lipsky†, Rachel Lomax†, Iain Mackay, Heidi Miller†, Marc Moses, Sir Robert Simon⁷ and Jonathan Synmonds⁶.

† Independent non-executive Director

1 This document is important and requires your immediate attention. If you are in any doubt about this document or the action you should take, you should consult a stockbroker, solicitor, accountant or other appropriate independent professional adviser. If you sold or transferred all or some of your ordinary shares on or before 20 May 2015, but those shares were included in the number shares in respect of which you were entitled to receive the dividend, you should, without delay, consult the stockbroker or other appropriate professional adviser. If you sold or transferred any of the shares on or after 20 May 2015, you should, without delay, consult a stockbroker, solicitor or other appropriate independent professional adviser.

2 Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this document. The ordinary shares of HSBC Holdings plc trade under stock code 5 on The Stock Exchange of Hong Kong Limited.

3 Further copies of this letter, replacement forms of election and a Chinese translation of this document may be obtained from the Registrar, Computershare Hong Kong Investor Services Limited, 8 Canada Square, London E14 5HQ, United Kingdom.

4 Ben J S Mathews

5 Dear Shareholder

6 2015 FIRST INTERIM DIVIDEND

7 On 5 May 2015 your Directors declared a first interim dividend for 2015 of US$0.10 per ordinary share. This dividend is payable on 8 July 2015 to shareholders who are recorded as shareholders of ordinary shares on or before the “record date”. You have a choice of receiving it as a cash dividend in three currencies (US dollars, Hong Kong dollars or sterling) or as a scrip dividend in the form of new shares.

8 SCRIP DIVIDEND

9 You can elect to receive new shares at a market value of US$9.4959 (£6.2020) instead of receiving the dividend in cash. If you elect to receive new shares, you will increase your dividend entitlements.

10 If you sold or transferred all or some of your ordinary shares on or before 20 May 2015, but those shares were included in the number shares in respect of which you were entitled to receive the dividend, you should, without delay, consult the stockbroker or other appropriate professional adviser. If you sold or transferred any of the shares on or after 20 May 2015, you should, without delay, consult a stockbroker, solicitor or other appropriate independent professional adviser.

11 We encourage you to sign up to receive all communications from the Company by email. Please go to www.hsbc.com/eecomms to register your email address so that we can send you an email (quoting your shareholder reference number) to the appropriate Registrar at the address given below. Printed copies will be provided without charge.

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Dividend:

The dividend is declared in US dollars. It will then be converted into Hong Kong dollars and paid in respect of your shareholding. This dividend will be announced to the London, Hong Kong, New York, Paris and Bermuda stock exchanges on or around 29 June 2015.

The new shares will rank pari passu with the existing ordinary shares of the Company.

How is the scrip dividend calculated?

The formula used for calculating your entitlement to new shares is as follows:


2. Calculate your Market Value in sterling, as follows:
   - If you have new shares under the United Kingdom Overseas Branch register, your shareholding will be valued in sterling.
   - If you have new shares allotted to you under the Scheme in Bermuda, your shareholding will be valued in Bermuda dollars.

3. If you have new shares allotted to you under the Scheme in Canada, your shareholding will be valued in Canadian dollars.

4. If you have new shares allotted to you under the Scheme in Hong Kong, your shareholding will be valued in Hong Kong dollars.

5. If you have new shares allotted to you under the Scheme in the United States, your shareholding will be valued in US dollars.

6. If you have new shares allotted to you under the Scheme in any other country, your shareholding will be valued in the currency of that country.

7. The total cost of the first interim dividend for 2015 if no new shares were issued would be approximately US$217 million. The applicable tax credit is the sterling equivalent of approximately US$17 million.

8. Transfers

   If you recently acquired ordinary shares registered on the Principal register in the United Kingdom Overseas Branch or the Bermuda Overseas Branch register, your share transfer form will also be issued in uncertificated form. The Company will arrange for the appropriate number of new shares to be issued on or about 29 June 2015.

9. Your responsibilities

   Whether or not it is to your advantage to elect to receive new shares in lieu of a cash dividend or to elect to receive payment in US dollars, sterling or Hong Kong dollars is a matter for individual decision by each shareholder. HSBC cannot accept any responsibility for your decision.

10. Overseas shareholders

   No person receiving a copy of this document or the form of election in any jurisdiction outside the United Kingdom or Hong Kong must ensure that the first trade of their new shares is executed on a stock exchange outside Canada.

   Overseas shareholders who wish to receive new shares under the scheme to comply with the laws of the relevant jurisdiction(s), including the obtaining of any governmental or other consents and compliance with all other formalities. It is also the responsibility of any person who receives new shares in lieu of a cash dividend to comply with any restrictions on the resale of the shares which may apply outside the United Kingdom and Hong Kong. For example, shareholders in Switzerland may not receive new shares allotted to them under the Scheme must ensure that the first trade of their new shares is executed on a stock exchange outside Canada.
Appendix

How is the scrip dividend calculated?
The scrip dividend is calculated using the average middle market closing price of HSBC Holdings plc ordinary shares quoted on the London Stock Exchange for the five business days commencing with the dividend date of 21 May 2015. The market price is converted to US dollars (the “Market Value”) using the exchange rates quoted by HSBC Bank plc in London at or about 11 am on 29 June 2015. For this dividend the scrip price is US$9.4959 (£6.2020).

The formula used for calculating your entitlement to new shares is as follows:

Number of shares held at the record date x cash dividend per share + any residual dividend entitlement brought forward = maximum dividend available for share election

Maximum dividend available = maximum number of new shares

Market Value (rounded down to the nearest whole number)

An online calculator to assist you in calculating your dividend entitlement is available at www.hsbc.com/dividends.

For example, if you own 1,000 ordinary shares and the cash dividend is US$0.10 per ordinary share, the maximum dividend available would be US$100. The maximum number of new shares you would receive if the Market Value was US$10 is therefore 10 new shares.

You may elect to receive new shares in respect of all or part of your holding of ordinary shares. No fraction of a share will be issued.

If you elect to receive the maximum number of new shares in lieu of your dividend, a residual dividend entitlement may arise, representing the difference between the total Market Value of the new shares and the maximum dividend available in respect of your shareholding. This residual dividend entitlement will be carried forward in US dollars (without interest) to the next dividend. Therefore, we will pay you any residual dividend entitlement if you dispose of your entire holding, or receive the dividend in cash; or revoke your standing instruction to receive new shares; or if you ask us to send it to you.

If you have less than 50 ordinary shares you will not receive any new shares for this dividend.

The new shares will be issued subject to the Articles of Association of the Company and will rank equally with the existing ordinary shares in all respects.

What is the currency conversion rate for cash dividends?
The dividend is declared in US dollars. It will then be converted into Hong Kong dollars and the dividend paid in US dollars (the “Market Value”) using the exchange rates quoted by HSBC Bank plc in London at 11 am on 29 June 2015. For this dividend the cash dividend is HK$0.7753 or £0.0653.

You do not choose the currency in which to receive your cash dividend, you will be paid as follows:

1. Principal register in the United Kingdom - sterling (except for those who are resident in the United States in which case it will be US dollars)
2. Hong Kong Overseas Branch register - Hong Kong dollars

What action is required?
Your form of election or entitlement advice (the “Form”) is included with this letter. If you have registered your email address, you should have been sent an electronic version. If you do not wish to change how you receive your dividend, you should take no action, your dividend will be paid as indicated in the Form.

If you wish to change the way you receive your dividend, you must either do so by 25 June 2015 using the online system “Investor Centre”, returning the Form, or by writing to our Registrar, Computershare at the relevant address given at the end of this letter.

We can pay your dividend direct to your bank account in the United Kingdom, United States or Hong Kong if your bank account is denominated in the local currency. Please provide your bank account details to the Registrar by completing the dividend payment instruction section of the Form.

No acknowledgment of receipt of a form of election will be issued.

Other information
If all shareholders elected to receive new shares for the first interim dividend for 2015, approximately 205,519,316 new shares would be issued, representing an increase of 1.05 per cent in the issued ordinary share capital of the Company as at 27 May 2015.

The total cost of the first interim dividend for 2015 if no new shares were issued would be approximately US$992 million. The applicable tax credit is the sterling equivalent of approximately US$217 million.

Transfers
If you are acquired ordinary shares registered on the Principal register in the United Kingdom or the Overseas branches in Hong Kong or Bermuda, your share transfer must have been lodged with the appropriate Registrar before 4.00 pm on 22 May 2015 in order to receive the dividend.

New shares allotted to them under the Scheme must ensure that the first trade of their

Issue of share certificates and listing of new shares
Applications will be made to the UK Listing Authority and to the London Stock Exchange for the new shares to be admitted to the Official List and to trading respectively, to the Stock Exchange of Hong Kong for listing of, and permission to deal in, the new shares, and to the New York, Paris and Bermuda stock exchanges for listing of the new shares.

Existing ordinary shares on the Principal register may be held either in certificated form, or in uncertificated form through CREST. If you hold ordinary shares in both certificated and uncertificated form, each holding will be treated separately for the purpose of calculating entitlements to new shares.

Definitive share certificates for the new shares issued in respect of holdings in certificated form are expected to be mailed to shareholders entitled thereto at their risk on or about 8 July 2015, at the same time as warrants in respect of the rights to receive cash dividend are mailed. New shares issued in respect of holdings of ordinary shares which are in uncertificated form will also be issued in uncertificated form. The Company will arrange for the relevant shareholders’ stock accounts in CREST to be credited with the appropriate numbers of new shares on 8 July 2015.

Dealsings in the new shares in London, Hong Kong, Paris and Bermuda, and in the American Depositary Shares in New York are expected to begin on 8 July 2015.

The new shares will rank pari passu with the existing ordinary shares of the Company.

Your responsibilities
Whether or not it is to your advantage to elect to receive new shares in lieu of a cash dividend or to elect to receive payment in US dollars, sterling or Hong Kong dollars is a matter for individual decision by each shareholder. HSBC cannot accept any responsibility for your decision.

Overseas shareholders
No person receiving a copy of this document or the form of election in any jurisdiction outside the United Kingdom or Hong Kong must ensure that the first trade of their new shares unless such offer could lawfully be made to such person without the Company being required to comply with any governmental or regulatory procedures or any similar formalities. It is the responsibility of any person outside the United Kingdom and Hong Kong who wishes to receive new shares under the scheme to comply with the laws of the relevant jurisdiction(s), including the obtaining of any governmental or other consents and compliance with all other formalities. It is also the responsibility of any person who receives new shares in lieu of a cash dividend to comply with any restrictions on the resale of the shares which may apply outside the United Kingdom and Hong Kong. For example, shareholders in Canada have new shares allotted to them under the Scheme must ensure that the first trade of these new shares is executed on a stock exchange outside Canada.

Appendix 4

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The dividend is declared in US dollars. It will then be converted into Hong Kong dollars and paid in cash. For example, if you own 1,000 ordinary shares and the cash dividend is US$0.10 per ordinary share, the maximum dividend available would be US$100. The maximum number of new shares you would receive if the Market Value was US$10 is therefore 10 new shares.

You may elect to receive new shares in respect of all or part of your holding of ordinary shares. No fraction of a share will be issued.

If you elect to receive the maximum number of new shares in lieu of your dividend, a residual dividend entitlement will arise. The residual dividend entitlement will be paid as indicated in the Form. If you wish to change the way you receive your dividend, you must either do so by 25 June 2015 using the online system "Investor Centre", returning the Form, or by writing to our Registrar, Computershare at the relevant address given at the end of this letter. We can pay your dividend direct to your bank account in the United Kingdom, United States or Hong Kong if your bank account is domiciled in the local currency. Please provide your bank account details to the Registrar by completing the dividend payment instruction section of the Form.

No acknowledgement of receipt of a form of election will be issued.

Other information

If all shareholders elected to receive new shares for the first interim dividend for 2015, approximately 205,519,316 new shares would be issued, representing an increase of 1.05 per cent in the issued ordinary share capital of the Company as at 27 May 2015. The total cost of the first interim dividend for 2015 if no new shares were issued would be approximately US$1,952 million. The applicable tax credit is the sterling equivalent of approximately US$217 million.

Transfers

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The new shares will be listed on the London, Hong Kong, New York, Paris and Bermuda stock exchanges on or around 29 June 2015.

Issue of share certificates and listing of new shares

Applications will be made to the UK Listing Authority and to the London Stock Exchange for the new shares to be admitted to the Official List and to trading respectively, to the Stock Exchanges of Hong Kong for listing of, and permission to deal in, the new shares, and to the New York, Paris and Bermuda stock exchanges for listing of the new shares.

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SCRIP DIVIDEND

You can elect to receive new shares at a market value of US$9.4959 (£6.2020) instead of receiving the dividend in cash. If you elect to receive new shares, you will increase your shareholding without incurring dealing costs or stamp duty. The Company will also benefit from such an election as it will help reduce its future dividend costs.

To assist shareholders who receive a scrip dividend, we will send a Notional Tax Voucher (which may be needed for tax returns).

Communications

Shareholders may at any time choose to receive corporate communications in printed form or to receive notifications of their availability on HSBC’s website. To receive, by email, future corporate communications in printed form, please write or send an email (quoting your shareholder reference number) to the appropriate Registrar at the address given below. Printed copies will be provided without charge.

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Yours sincerely

Ben J S Mathews
Group Company Secretary

HSBC Holdings plc
8 Canada Square, London E14 9HQ
Incorporated in England with limited liability

Registered in England: number 617897. Registered Office: 8 Canada Square, London E14 9HQ
Produced by Computershare Investor Services PLC, Bristol, UK.
Printed by GOG Asia Limited, Hong Kong.

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Principal registrar
Computershare Investor Services PLC
The Pavilions
Bristol
BS9 6ZU

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Produced by Computershare Investor Services PLC, Bristol, UK.
Further information on taxation is provided on our website at www.hsbc.com/dividends.

To assist shareholders who receive a scrip dividend, we will send a Notional Tax Voucher to receive new shares in lieu of a cash dividend will depend upon the shareholder’s own tax position and circumstances, and/or may depend on that shareholder’s particular circumstances. If you are in any doubt as to what to do, you should consult your professional advisers. No tax is currently withheld from dividends paid by the Company. Such dividends carry a tax credit equal to one-ninth of the dividend.

Principal registrar
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The Pavilions
Bridgewater Road
Bristol
BS9 6ZJ
United Kingdom
Telephone: (44) 870 702 0317
Email via website: www.investorcentre.co.uk/contactus
Investor Centre:
www.investorcentre.co.uk

Hong Kong Overseas Branch register
HSBC Bank Bermuda Limited
6 Front Street
Hamilton HM 11
Bermuda
Telephone: 299 6377
Email: hbbm.shareholder.services@hsbc.bm
Investor Centre: www.investorcentre.com/bm

US Shareholder helpline
Telephone: 1 866 299 4242

Further on your dividend entitlements.

Please go to www.hsbc.com/ecomms to register your email address so that we can send you email notifications of the availability of a corporate communication on HSBC’s website, or revoke any notification of the availability of such communications. To receive or amend an instruction to receive such notifications, go to www.hsbc.com/ecomms. If you

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You are therefore advised to take the action you consider appropriate in order to ensure that your dividend entitlements are protected.