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5 April 2009

**STRONG SUPPORT FOR HSBC RIGHTS ISSUE OF US\$17.7
BILLION NET OF EXPENSES – 96.6 PER CENT OF NEW
SHARES SUBSCRIBED**

HSBC Holdings plc (HSBC) announces that under the terms of the 5 for 12 Rights Issue announced on 2 March 2009, valid acceptances have been received in respect of 4,887,538,091 New Ordinary Shares representing 96.6 per cent of the total number of New Ordinary Shares offered to Qualifying Shareholders.

- 96.6 per cent of New Ordinary Shares taken up.
- Listed on 5 stock exchanges, HSBC shares are held by over 210,000 shareholders in over 120 countries and territories.
- Envisaged that sale of remaining 3.4 per cent of New Ordinary Shares will complete on 6 April.
- Rights Issue will strengthen capital ratios: core equity tier 1 ratio of 8.5 per cent and tier 1 ratio of 9.8 per cent, in each case on a pro forma basis as at 31 December 2008.

Commenting on the results of the Rights Issue, Stephen Green, Group Chairman of HSBC, said: *“I would like to thank shareholders for their support in this successful Rights Issue. This underlines our determination that HSBC should maintain its signature financial strength which has served us so well over HSBC’s long history. We remain confident that HSBC is well-placed in today’s environment and that our strength leads to opportunity.”*

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Strong Support For HSBC Rights Issue Of Us\$17.7 Billion Net Of Expenses – 96.6 Per Cent Of New Shares Subscribed/2

As disclosed in Part VIII of the prospectus issued by HSBC in connection with the Rights Issue dated 17 March 2009 (the Prospectus), Goldman Sachs International, J.P. Morgan Cazenove and HSBC Bank plc (the Joint Global Coordinators) will use reasonable endeavours to procure acquirers for the balance of New Ordinary Shares (representing 3.4 per cent of the total number of New Ordinary Shares) not validly taken up in the Rights Issue.

HSBC has seen strong and consistent investor support throughout the Rights Issue. Based on expressions of interest from investors during this time, the Joint Global Coordinators expect to place the unsubscribed 172,700,974 New Ordinary Shares on Monday 6 April 2009, over a short timeframe.

The Issue Price of 254 pence will be subtracted from the proceeds of the sale of each such New Ordinary Share, and paid to HSBC. Any premium per New Ordinary Share over the Issue Price of 254 pence and sale expenses will be distributed to Qualifying Shareholders who did not exercise their Rights, except that amounts of less than £5.00 per holding will be retained by HSBC. Shareholders on the Hong Kong register will receive any such payment in Hong Kong Dollars and Shareholders on the Bermuda register will receive any such payment in United States Dollars. In the unlikely event that any of these New Ordinary Shares are not sold, they would be acquired by the Underwriters at the Issue Price of 254 pence per New Ordinary Share in accordance with the terms of the Underwriting Agreement.

A further announcement as to the number of New Ordinary Shares for which acquirers have been procured and those (if any) which are to be acquired by the Underwriters will be made in due course.

Unless otherwise defined in this announcement, capitalised terms shall have the meaning given to them in the Prospectus.

By Order of the Board

R G Barber
Group Company Secretary

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The Board of Directors of HSBC Holdings plc as at the date of this announcement are: S K Green, M F Geoghegan, S A Catz†, V H C Cheng, M K T Cheung†, J D Coombe†, J L Durán†, R A Fairhead†, D J Flint, A A Flockhart, W K L Fung*, S T Gulliver, J W J Hughes-Hallett†, W S H Laidlaw†, J R Lomax†, Sir Mark Moody-Stuart†, G Morgan†, N R N Murthy†, S M Robertson†, J L Thornton† and Sir Brian Williamson†.

* Non-executive Director

† Independent non-executive Director

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This announcement has been issued by and is the sole responsibility of HSBC. This announcement shall not constitute an offer to sell, an invitation to induce an offer or a solicitation of an offer to buy or subscribe for securities, nor shall there be any sale of securities referred to in these materials, in any jurisdiction, including the United States, in which such offer, invitation, solicitation, or sale would be unlawful prior to registration or qualification under the securities laws of such jurisdiction. HSBC has filed a registration statement in the United States under the Securities Act of 1933, as amended in connection with the offer and sale of the securities described herein and such securities were registered for offer and sale in the United States. Any public offering of securities to be made in the United States will be made by means of a prospectus that will contain detailed information about HSBC and its management, as well as financial statements. Such prospectus is available on the United States Securities and Exchange Commission's website at www.sec.gov.

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Goldman Sachs International, J.P. Morgan Cazenove, J.P. Morgan, HSBC Bank plc and the other Banks acting as Underwriters are acting for HSBC and are acting for no one else in connection with the Rights Issue and will not regard any other person as a client in relation to the Rights Issue and will not be responsible to anyone other than HSBC for providing the protections afforded to their respective clients, nor for providing advice in connection with the Rights Issue or any other matter, transaction or arrangement referred to herein.

The distribution of this announcement, the Prospectus and/or the Provisional Allotment Letters and/or the transfer of Nil Paid Rights, Fully Paid Rights and/or New Ordinary Shares into a jurisdiction other than the United Kingdom, Hong Kong or Bermuda may be restricted by law and therefore persons into whose possession this announcement and/or any related documents come should inform themselves about and observe any such restrictions. Any failure to comply with any such restrictions may constitute a violation of the securities laws of any such jurisdictions. In particular, subject to certain exceptions as agreed with the Company and certain of the Banks, this announcement should not be distributed, forwarded to or transmitted in, into or from any of the Excluded Territories.

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Neither the content of HSBC's website nor any website accessible by hyperlinks on HSBC's website is incorporated in, or forms part of, this announcement.

Note to editors:

HSBC Holdings plc

HSBC Holdings plc, the parent company of the HSBC Group, is headquartered in London. The Group serves customers worldwide from around 9,500 offices in 86 countries and territories in Europe, the Asia-Pacific region, the Americas, the Middle East and Africa. With assets of US\$2,527 billion at 31 December 2008, HSBC is one of the world's largest banking and financial services organisations. HSBC is marketed worldwide as 'the world's local bank'.

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