



<b>B #:</b>	911-13
<b>Date:</b>	06/04/13
<b>To:</b>	All Participants
<b>Category:</b>	Dividends
<b>From:</b>	Supervisor, Stock Dividend Department
<b>Attention:</b>	Dividend Managers, Cashiers, and Reorganization Managers
<b>Subject:</b>	<b>REVISION: FINAL RATES RECEIVED</b> <b>Optional Dividend:</b> HSBC Holdings PLC <b>CUSIP:</b> 404280406 <b>Record Date:</b> 05/24/13 <b>Payable Date:</b> 07/11/13 <b>Rate:</b> \$0.50 per ADS <b>DTC EDS Cut-Off:</b> 06/20/13 no later than 8:00 P.M. New York time

**REVISED NOTICE**

\*\*\*\*\* WARNING TIME CRITICAL\*\*\*\*\*

The Directors of HSBC Holdings PLC (“HSBC”) declared a first interim dividend for 2013, which amounts to U.S. \$.50 per American Depository Share (“ADS”). As an alternative to receiving the dividend in cash, holders may elect to receive a scrip dividend of new ADSs at rate of 1 new ADS for every 112 ADS’s held. The dividend will be paid on 07/11/13 to HSBC ADS holders of record at close of business on 05/24/13.

**Option #1 Cash:** You may elect to receive the cash dividend of U.S. \$.50 per ADS (**default**).

**Option #2 ADS:** You may elect to receive the scrip dividend in new ADS’s. Fractional ADS entitlements will be paid in cash at DTC participant level.

The number of ADSs to which holders will be entitled to will be calculated by dividing the total cash dividend due on your holding of ADSs at the record date by the established U.S. ADS price of **\$55.7725** per new ADS. The scrip price represents the dollar equivalent of the average closing prices of HSBC Ordinary Shares on the London Exchange for the 5 trading days ending on 05/29/13.

**THE DIVIDEND POSITION AND ALLOCATION HISTORY (DPAL) OPTION, ACCESSED VIA THE PTS DIVIDEND ANNOUNCEMENTS INQUIRY FUNCTION (DIVA), SHOULD BE USED TO CONFIRM YOUR RECORD DATE POSITION HISTORY.**

DTCC offers enhanced access to all important notices via a Web-based subscription service. The notification system leverages RSS Newsfeeds, providing significant benefits including real-time updates and customizable delivery. To learn more and to set up your own DTCC RSS alerts, visit [http://www.dtcc.com/subscription\\_form.php](http://www.dtcc.com/subscription_form.php).

Non-Confidential

**B#: 911-13**

**PARTICIPANTS SHOULD SUBMIT ELECTION INSTRUCTIONS OVER THE PARTICIPANT TERMINAL SYSTEM (PTS) THROUGH THE ELECTIVE DIVIDEND SYSTEM (EDS) FUNCTION.**

**Participants not responding to the above option by 06/20/13 no later than 8:00 P.M. New York time will receive the mandatory distribution in accordance with Option #1 (Cash).**

If there are any questions regarding this Important Notice, or the processing of related instructions via EDS, participants should contact DTC's Customer Help Line at (888) 382-2721.

***Important Legal Information:*** *The Depository Trust Company ("DTC") does not represent or warrant the accuracy, adequacy, timeliness, completeness or fitness for any particular purpose of the information contained in this communication, which is based in part on information obtained from third parties and not independently verified by DTC and which is provided as is. The information contained in this communication is not intended to be a substitute for obtaining tax advice from an appropriate professional advisor. In providing this communication, DTC shall not be liable for (1) any loss resulting directly or indirectly from mistakes, errors, omissions, interruptions, delays or defects in such communication, unless caused directly by gross negligence or willful misconduct on the part of DTC, and (2) any special, consequential, exemplary, incidental or punitive damages. To ensure compliance with Internal Revenue Service Circular 230, you are hereby notified that: (a) any discussion of federal tax issues contained or referred to herein is not intended or written to be used, and cannot be used, for the purpose of avoiding penalties that may be imposed under the Internal Revenue Code; and (b) as a matter of policy, DTC does not provide tax, legal or accounting advice and accordingly, you should consult your own tax, legal and accounting advisor before engaging in any transaction.*