

Return of Allotment of Shares

Please complete in typescript,
or in bold black capitals.

CHFP010

Company Number

1656361

Company Name in full

HSBC Overseas Holdings (UK) Limited

Shares allotted (including bonus shares):

Date or period during which shares were allotted (if shares were allotted on one date enter that date in the "from" box)	From			To		
	Day	Month	Year	Day	Month	Year
	03	07	2006			
Class of shares (ordinary or preference etc)	ORDINARY					
Number allotted	1					
Nominal value of each share	£1.00					
Amount (if any) paid or due on each share (including any share premium)	US\$9,012,024.62					

List the names and addresses of the allottees and the number of shares allotted to each overleaf

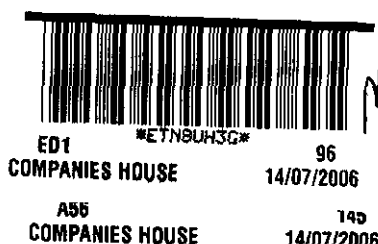
If the allotted shares are fully or partly paid up otherwise than in cash please state:

% that each share is to be treated as
paid up

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Consideration for which the shares
were allotted

(This information must be supported by the duly
stamped contract or by the duly stamped particulars
on Form 88(3) if the contract is not in writing)



When you have completed and signed the form send it to
the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ
companies registered in England and Wales

DX 33050 Cardiff

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland

DX 235 Edinburgh

Names and addresses of the allottees (List joint share allotments consecutively)

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Shareholder details		Shares and share class allotted	
Name HSBC Holdings plc		Class of shares allotted £1.00 ORDINARY	Number allotted 1
Address 8 Canada Square, London, United Kingdom			
UK postcode E14 5HQ			
Name		Class of shares allotted	Number allotted
Address			
UK postcode			
Name		Class of shares allotted	Number allotted
Address			
UK postcode			
Name		Class of shares allotted	Number allotted
Address			
UK postcode			
Name		Class of shares allotted	Number allotted
Address			
UK postcode			

Please enter the number of continuation sheets (if any) attached to this form

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Signed

Kalpana Dubasia

Date

13/7/06

A director / secretary / administrator / administrative receiver / receiver-manager / receiver

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

Kalpna Dubasia, HSBC Holdings plc, 8 Canada Square,

London, E14 5HQ

Tel

DX number

DX exchange

BLUEPRINT

OneWorld