

# HSBC HOLDINGS PLC

## ANNUAL GENERAL MEETING 25 MAY 2007

At the Annual General Meeting of HSBC Holdings plc held on 25 May 2007, all resolutions were passed on a poll.

The following table shows the votes cast on each resolution:

Resolution	Total Votes For* (%)	Total Votes Against (%)	Votes Withheld†
1. To receive the Report and Accounts for 2006	3,864,479,235 (99.77)	8,919,383 (0.23)	9,697,178
2. To approve the Directors' Remuneration Report for 2006	3,689,326,342 (97.42)	97,555,034 (2.58)	96,172,523
3. (a) To re-elect The Lord Butler a Director	3,821,854,383 (98.59)	54,773,594 (1.41)	6,390,274
(b) To re-elect The Baroness Dunn a Director	3,811,429,682 (98.32)	65,186,829 (1.68)	6,411,316
(c) To re-elect R A Fairhead a Director	3,868,782,235 (99.75)	9,708,695 (0.25)	4,535,972
(d) To re-elect W K L Fung a Director	3,816,457,837 (98.45)	59,990,498 (1.55)	6,580,256
(e) To re-elect Sir Brian Moffat a Director	3,816,081,722 (98.44)	60,292,153 (1.56)	6,650,750
(f) To re-elect G Morgan a Director	3,834,697,821 (98.91)	42,204,988 (1.09)	6,079,276
4. To reappoint the Auditor at remuneration to be determined by the Group Audit Committee	3,839,835,491 (99.73)	10,313,830 (0.27)	32,872,395
5. To authorise the Directors to allot shares	3,849,690,002 (99.33)	26,121,717 (0.67)	7,134,352
6. To disapply pre-emption rights (Special Resolution)	3,846,012,397 (99.30)	26,934,800 (0.70)	10,064,563
7. To authorise the Company to purchase its own Ordinary Shares	3,870,162,901 (99.72)	10,921,090 (0.28)	1,871,381
8. To authorise the Directors to offer a scrip dividend alternative	3,870,471,683 (99.82)	6,786,564 (0.18)	5,753,519
9. To authorise the Company to make political donations and incur political expenditure	3,753,329,722 (97.69)	88,666,544 (2.31)	41,001,817
10. To authorise HSBC Bank plc to make political donations and incur political expenditure	3,752,489,533 (97.67)	89,386,605 (2.33)	41,095,387
11. To authorise electronic communications with shareholders in accordance with the Companies Act 2006	3,872,910,676 (99.85)	5,680,069 (0.15)	4,378,887
12. To alter the Articles of Association (Special Resolution)	3,868,543,551 (99.82)	7,036,072 (0.18)	7,398,915

\* Includes discretionary votes

† A "vote withheld" is not a vote in law and is not counted in the calculation of the proportion of the votes for and against the resolution

The total number of ordinary shares of US\$0.50 each eligible to be voted at the Annual General Meeting was 11,710,790,084. The scrutineers of the poll were Electoral Reform Services Limited and Computershare Investor Services PLC.

At the conclusion of the Annual General Meeting, R K F Ch'ien, S Hintze and H Sohmen retired as Directors. There are no matters relating to the retirements of R K F Ch'ien, S Hintze and H Sohmen that need to be brought to the attention of the shareholders of the Company. At the conclusion of the Annual General Meeting, Lord Butler, W K L Fung and Sir Brian Moffat have each served on the Board for more than nine years and, in that respect only, do not meet the usual criteria for independence set out in the UK Combined Code on corporate governance.

As announced on 2 January 2007, from the conclusion of the Annual General Meeting Lord Butler ceased to be a member of the Nomination Committee, W K L Fung ceased to be a member of the Remuneration Committee and Sir Brian Moffat ceased to be Senior Independent Non-Executive Director, a member and Chairman of the Group Audit Committee and Chairman of the Nomination Committee.

Also as announced on 2 January 2007, the following appointments became effective from the conclusion of the Annual General Meeting:

Simon Robertson, an independent non-executive Director since January 2006, became Senior Independent Non-Executive Director and a member of the Nomination Committee;

Sir Brian Williamson, an independent non-executive Director since 2002, became chairman of the Nomination Committee;

James Hughes-Hallett, an independent non-executive Director since 2005, became a member of the Nomination Committee;

Gwyn Morgan, an independent non-executive Director since October 2006, became a member of the Remuneration Committee;

Rona Fairhead, an independent non-executive Director since 2004, became chairman of the Group Audit Committee; and

Stewart Newton, an independent non-executive Director since 2002, became a member of the Group Audit Committee.

The particulars of Lord Butler, W K L Fung and Sir Brian Moffat, required to be disclosed pursuant to Rule 13.51(2) of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited, are:

Frederick Edward Robin Butler, The Rt Hon the Lord Butler of Brockwell, KG, GCB, CVO, MA. Age 69. Master, University College, Oxford. A non-executive Director since 1998. Chairman of the Corporate Responsibility Committee and the HSBC Global Education Trust. A non-executive Director of Imperial Chemical Industries plc. A member of the International Advisory Board of Marsh McLennan Inc. Chaired the UK Government Review of Intelligence on Weapons of Mass Destruction in 2004. Secretary of the Cabinet and Head of the Home Civil Service in the United Kingdom from 1988 to 1998.

Dr William Kwok Lun Fung, OBE, BA, BSE, MBA. Age 58. Group Managing Director of Li & Fung Limited. A non-executive Director since 1998. A member of the Corporate Responsibility Committee. A non-executive Director and, since May 2005, Deputy Chairman of The Hongkong and Shanghai Banking Corporation Limited. A non-executive Director of CLP Holdings Limited, Integrated Distribution Services Group Limited, Convenience Retail Asia Limited, Shui On Land Limited and VTech Holdings Limited. A member of the Hong Kong Trade Development Council. A former non-executive Director of Bank of Communications Co. Ltd. Former Chairman of the Hong Kong General Chamber of Commerce, the Hong Kong Exporters' Association and the Hong Kong Committee for the Pacific Economic Co-operation Council.

Sir Brian Scott Moffat, OBE, FCA, Deputy Chairman. Age 68. A non-executive Director since 1998 and a non-executive Deputy Chairman since 2001. A member of the Nomination Committee. A non-executive Director of Macsteel Global BV. Former Chairman of Corus Group plc and a former member of the Court of the Bank of England.

Lord Butler, W K L Fung and Sir Brian Moffat have no material relationships with any other Director, member of Senior Management or substantial or controlling shareholder.

According to the register of Directors' interests maintained by HSBC Holdings plc pursuant to section 352 of the Securities and Futures Ordinance of Hong Kong, at 25 May 2007, W K L Fung held 328,000 HSBC Holdings plc ordinary shares of US\$0.50 as beneficial owner and Sir Brian Moffat held 12,498 HSBC Holdings plc ordinary shares of US\$0.50 jointly with another person (each of which represents less than 0.01 per cent of the ordinary shares in issue). Lord Butler had no interests in the shares or loan capital of HSBC at 25 May 2007.

Lord Butler, W K L Fung and Sir Brian Moffat each receive a Director's fee of £65,000 per annum. Directors' fees, which are regularly reviewed and compared with other large international companies, were last authorised by Shareholders at the 2006 Annual General Meeting, following a comprehensive review of fees paid in other major UK companies. In addition, Lord Butler receives a fee of £30,000 per annum as Chairman of the Corporate Responsibility Committee. W K L Fung receives a fee of £20,000 per annum as a member of the Corporate Responsibility Committee. He also receives a fee of HK\$450,000 (£31,470) per annum as a director of The Hongkong and Shanghai Banking Corporation Limited. Sir Brian Moffat receives a fee of £20,000 per annum as a member of the Nomination Committee. Those Directors to whom fees are payable do not participate in that determination.

Non-executive Directors do not have service contracts with HSBC Holdings plc. The terms of appointment in respect of Lord Butler, W K L Fung and Sir Brian Moffat will expire in 2008.

Save as disclosed above there are no further matters or particulars required to be disclosed pursuant to Rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

The current Directors of HSBC Holdings plc are Lord Butler\*, J D Coombe†, The Baroness Dunn\*, R A Fairhead†, D J Flint, W K L Fung\*, S K Green, M F Geoghegan, J W J Hughes-Hallett†, Sir Brian Moffat\*, Sir Mark Moody-Stuart†, G Morgan†, S W Newton†, S M Robertson† and Sir Brian Williamson†.

† Independent Non-Executive Director

\* Non-Executive Director

For and on behalf of  
**HSBC Holdings plc**  
**R G Barber**  
*Group Company Secretary*

25 May 2007

**HSBC**   
The world's local bank