

HSBC HOLDINGS PLC  
Form 6-K  
May 07, 2009

**FORM 6-K**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**Report of Foreign Private Issuer**

**Pursuant to Rule 13a - 16 or 15d - 16 of  
the Securities Exchange Act of 1934**

For the month of May 2009

**HSBC Holdings plc**

42<sup>nd</sup> Floor, 8 Canada Square, London E14 5HQ, England

(Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F).

Form 20-F  Form 40-F

(Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934).

Yes.....  No

(If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82-.....).

7  
May 2009

**HSBC BANK  
CANADA  
FIRST QUARTER 200  
9  
RESULTS  
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- Net income attributable to common shares was C\$  
85

million for the quarter ended 31 March 200

9

, a

decrease

of

52.8

per cent over the same period in 200

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- The cost efficiency ratio was 49.1 per cent for the quarter ended 31 March 2009 compared with 46.7 per cent for the same period in 2008.

- Return on average common equity was

10.0

per cent for the quarter ended 31 March 200

9

compared with

21.7

per cent for the same period in 200

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- Total assets were C\$

70.1

billion at 31 March 200

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compared with C\$

71.7  
billion at 31 March 200  
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- Total funds under management were C\$  
21.5  
billion at 31 March 200  
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compared with C\$  
26.3  
billion at 31 March 200  
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- Tier 1 capital ratio of 10.  
2  
per cent and a total capital ratio of 12.  
6  
per cent at 31 March 2009 compared to 9.1 per cent and 11.3 per cent respectively at 31 March 2008.  
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*Results are prepared in accordance with Canadian generally accepted accounting principles.*  
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*Restated  
to reflect account  
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g  
for the acquisition of HSBC Financial Corporation Limited ("HSBC Financial") on 30 November 2008. Interim  
period  
results prior to 31 December 2008 have been restated to combine the previously reported results of the bank with  
those of HSBC Financial to reflect the continuity of interests method of accounting, as detailed in note 2 to the  
consolidated financial statements in the 2008 Annual Report. References in this new  
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king operations" relate to those excluding HSBC Financial and "  
c  
onsumer finance" refers to the business  
es  
of HSBC Financial.*

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*Calculated*

*using guidelines  
issued by the*

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*ffice of the Superintendent of Financial Institutions in accordance with  
Basel*

*II capital adequacy framework*

*31 March 2008 ratios have not been restated to include HSBC Financial.*

## **Financial Commentary**

### **Overview**

HSBC Bank Canada recorded net income attributable to common shares for the three months ended 31 March 2009 of C\$85 million, a decrease of 52.8 per cent compared to C\$180 million reported in the same period in 2008, and a decrease of C\$30 million, or 26.1 per cent, from C\$115 million for the fourth quarter of 2008.

This includes the results of

the Consumer Finance

business

which made a net loss attributable to

common

share

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\$16 million in the first quarter of 2009 compared to net income attributable to

common

share

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of

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\$25 million reco

r

ded in the same period of 2008

and

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\$9 million in the fourth

quarter of 2008.

Commenting on the results, Lindsay Gordon, President and Chief Executive Officer of HSBC Bank Canada, said:

"  
Canada, along with most developed economies, is in recession and this inevitably affected our results in the first quarter. Credit provisions increased and net interest margins declined due to falling interest rates and a very competitive market for deposits. While the economic outlook for the rest of 2009 remains challenging, we remain committed to supporting our core customer relationships and focusing on costs in a less certain environment for revenues. We have a strong and liquid balance sheet further enhanced by a successful preferred share offering completed after the quarter end, and remain committed to maintaining our traditional financial strength."  
"

### **Net interest income**

Net interest income for the three months ended 31 March 2009 was C\$350 million compared with C\$425 million for the same period last year, a decrease of C\$75 million, or 17.6 per cent. Although average interest earning assets decreased only marginally to C\$62.4 billion from C\$62.9 billion, there was a considerable decrease in net interest margin to 2.27 per cent compared with 2.72 per cent in 2008.

Net interest income from banking operations, which consists of Personal Financial Services, Commercial Banking and Global Banking and Markets, decreased by C\$49 million and net interest margin decreased to 1.73 per cent in the quarter from 2.08 per cent in the same period last year. Multiple reductions in prime interest rates during 2008 and 2009 resulted in reduced interest income on our floating rate loans, which was not offset by an equal reduction in interest expense as our deposit rates repriced downwards more slowly. Also impacting net interest margin was the reduction in the value of interest free funds and low interest deposits in a falling interest rate environment as well as the lower rates earned on government and other securities. Wider credit spreads experienced across the banking industry also adversely impacted the relative cost of wholesale funding compared with the same period in the prior year. The reduction in average interest earning assets reflected

the sale of the automobile loan portfolio in July 2008. Net interest income for the Consumer Finance business decreased by C\$26 million compared to the same quarter in 2008 mainly as a result of a reduction in average receivables including consumer finance automobile and other loans.

Net interest income for the first quarter of 2009 was C\$25 million, or 6.7 per cent lower compared with the fourth quarter of 2008 of which C\$18 million arose from banking operations and C\$7 million from

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inance  
business

. Although average interest earning assets increased to C\$62.4 billion from C\$61.1 billion in the previous quarter, this was offset by a 17 basis points reduction in net interest margin to 2.27 per cent. This was primarily as a result of factors noted above, particularly further reductions in the prime rate recorded in the first quarter of 2009 and lower yields on securities.

### Non-interest revenue

For the three months ended 31 March 2009, non-interest revenue was C\$243 million, C\$4 million, or 1.7 per cent, higher compared with C\$239 million for the same period last year.

Revenues from customer banking activities, including deposit and payment service charges, trade finance and credit fees, were comparable to the prior year reflecting the underlying strength and robustness of our core banking business.

Securiti  
s  
ation income increased, partially due to increased activity  
and  
falling interest rates  
also genera  
ted  
a benefit

. Volatility in market interest rates and credit spreads continued to affect the valuation of trading assets and liabilities, which have significantly impacted reported results.

Trading revenue was higher mainly as a result of the impact of mark to market gains from interest rate derivatives used as economic hedges

. These gains were  
offset by the impact of narrowing credit spreads on the value of certain debt obligations recorded at fair value

. This generated  
a charge to income in the first quarter of  
2009 of

C\$9 million compared to a credit of C\$18 million in the first quarter of 2008. Capital market fees were higher due to increased underwriting activity in 2009, particularly from Canadian Bank preferred share and public sector debt issues. Investment administration fees were lower

reflecting the reduced  
market values of customer portfolios.

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s a result of  
further  
economic  
weakness

in the first quarter of 2009, the bank recorded, as a reduction of other income, a provision of C\$20 million in respect of a loss contingency arising from a transaction occurring in a previous year.

Non-interest revenue

in the first quarter of 2009 was C\$20 million or 9.0 per cent higher compared with C\$223 million in the last quarter of 2008.

A C\$1 million

provision for other than temporary impairment of available-for-sale securities has been recorded

during the quarter

compared to an impairment of C\$49 million on Canadian non-bank

sponsored Asset Backed Commercial Paper ("non-bank ABCP") and provisions for other than temporary impairment of available-for-sale securities of C\$8 million that were recorded in the fourth quarter of 2008. Securities

income

in the first quarter of 2009

was C\$13 million higher

than the fourth quarter of 2008

due to increased activity as well as the continuing benefit from falling interest rates. Trading revenue was C\$28 million lower than the fourth quarter of 2008. Higher mark

to

market gains

in the first quarter of 2009

from interest rate derivatives used for economic hedges and balance sheet management were offset by very strong foreign exchange revenue arising from volatile foreign exchange markets and the favourable impact of foreign currency funding in a lower interest rate environment in the fourth quarter of 2008. Trading revenue was also adversely impacted

in the first quarter of 2009

by C\$9 million arising from the impact of narrowing credit spreads on the value of certain debt obligations recorded at fair value compared to a credit of C\$73 million recorded in the fourth quarter of 2008. Other non-interest revenue in

the first quarter of 2009 was negatively impacted by the effect of the loss

contingency

referred to above.

There was no material income statement impact

arising from

the restructuring of the

bank's

non-bank

ABCP as

a result of

the implementation of the Montreal Accord in the first quarter of 2009. For further details on the restructuring plan, refer to the first quarter 2009

report to shareholders.

### **Non-interest expenses**

For the three months ended 31 March 2009, non-interest expenses were C\$291 million compared with C\$310 million for the same period last year, a decrease of C\$19 million, or 6.1 per cent. Salaries and benefits were lower, reflecting a lower number of staff, particularly in the Consumer Finance business

as a result of changes in its branch network

. Premises costs increased

modestly, in part as

a result of increased

amortisation costs. Other non-interest expenses were lower due to reductions in a number of expense categories, particularly IT expenses and marketing.

The cost efficiency ratio for the first quarter of 2009 increased to 49.1 per cent from 46.7 per cent in the same period in 2008, as a result of the decrease in total revenue.

Non-interest expenses for the first quarter were C\$291 million compared to C\$295 million for the fourth quarter of 2008. Salaries and benefits were higher due to reduced

variable compensation recorded in the fourth quarter of 2008 as well as lower

pension and benefits expenses arising from the release of the pension plan valuation allowance. Premises and equipment expenses were

in line with the fourth quarter of 2008. Other expenses were C\$2

7 million lower as a result of lower marketing expenditure

and an increased focus on containment initiatives on other discretionary expenditures.

The cost efficiency ratio improved slightly from 49.3 per cent in the fourth quarter of 2008 to 49.1 per cent in the current period.

### **Credit quality and provision for credit losses**

For the three months ended 31 March 2009, the provision for credit losses was C\$161 million compared with C\$75 million for the same period in 2008 and C\$136 million recorded in the fourth quarter of 2008.

Included in these amounts were provisions of

C\$77 million

of



or the three months ended 31 March 2009

related  
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business  
compared with C\$  
50 million and  
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\$57  
million for the same period in 2008 and  
for  
the fourth quarter of 2008  
respectively

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been driven by continuing economic weakness and deterioration in credit conditions for certain borrowers as well as deterioration in the Consumer Finance business sector.

Gross impaired credit exposures were C\$1,157 million compared with C\$932 million at 31 December 2008, and C\$467 million at 31 March 2008. Total impaired exposures, net of specific allowances for credit losses, were C\$923 million at 31 March 2009 compared with C\$770 million at 31 December 2008 and C\$366 million at 31 March 2008.

The general allowance for credit losses of C\$475 million at 31 March 2009 is C\$22 million higher than C\$453 million at 31 December 2008 and C\$37 million higher than C\$438 million at 31 March 2008 mainly due to higher provisions in the Consumer Finance business due to worsening economic conditions. The total allowance for credit losses, as a percentage of loans and acceptances outstanding, was 1.46 per cent at 31 March 2009 compared with 1.24 per cent at 31 December 2008 and 1.06 per cent at 31 March 2008. The bank considers the total allowance for credit losses to be appropriate given the credit quality of its portfolios and the current credit environment.

### **Income taxes**

The effective tax rate in the first quarter of 2009 was 28.9 per cent, which compared to 32.6 per cent in the same quarter of 2008 and 23.8 per cent in the fourth quarter of 2008, which benefited from the non-taxable release of a pension plan allowance.

### **Balance sheet**

Total assets at 31 March 2009 were C\$70.1 billion, a decrease of C\$1.9 billion from 31 December 2008, and C\$1.6 billion from 31 March 2008.

Global and credit market conditions have caused a tightening of available credit, as well as an extremely competitive environment for both personal and commercial deposits.

Commercial loans decreased by C\$0.

billion from the end of 2008. Residential mortgage originations decreased by C\$0.2 billion and

, when combined with a C\$0.2 billion increase in securiti

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ations in  
the first quarter of  
2009

, resulted in an overall decrease of C\$0.4 billion. Consumer loans and personal lines of credit in the

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ervices business were up slightly to C\$5.4 billion while receivables of the Consumer Finance business decreased by C\$0.2 billion. Liquidity remained strong at 31 March 2009, with more than C\$17.0 billion of securities and reverse repurchase agreements compared to C\$17.5 billion at 31 December 2008 and C\$14.8 billion at 31 March 2008.

Total deposits decreased by C\$2.2 billion to C\$49.8 billion at 31 March 2009 from C\$52.0 billion at 31 December 2008 and were C\$0.2 billion lower compared with C\$50.0 billion at 31 March 2008. Personal deposits grew by C\$1.0 billion over 31 December 2008 mainly driven by growth in the number of High Rate and Direct Savings accounts, while

higher cost  
wholesale deposits decreased by C\$2.5 billion  
as a result of lower client borrowings and securiti  
s  
ations of C\$1.3 billion

### **Total assets under administration**

Funds under management were C\$21.5 billion at 31 March 2009 largely unchanged from C\$21.3 billion at 31 December 2008. However, declines in equity markets during 2008 caused a decrease from C\$26.3 billion at 31 March 2008. Including custody and administration balances, total assets under administration were C\$30.8 billion compared with C\$30.5 billion at 31 December 2008 and C\$37.3 billion at 31 March 2008.

### **Capital management**

#### **and regulatory capital ratios**

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apital  
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calculated in accordance with the  
Basel II  
framework

were  
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per cent  
for tier 1  
and  
12.  
6  
per cent  
overall  
at  
31 March 2009  
up marginally from  
31 December 200  
8  
, and

compared to  
9.1

per cent and  
11.3  
per cent respectively at 31 March 200  
8  
, which were not restated to reflect the acquisition of HSBC Financial.

Subsequent to the quarter end, on 8 April 2009, the  
bank's  
issue of 10,000,000 Class 1 Preferred Shares Series E of  
C  
\$25 each for cash was completed at a coupon of 6.60 per cent and raised approximately  
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246 million  
, net of issue of costs.  
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ier 1 and overall capital  
adequacy  
ratios at 31 March 2009 would be 10.  
8  
per cent and 13.  
2  
per cent, respectively.

### **Dividends**

During the first quarter of 2009, the bank declared and paid C\$  
70  
million in dividends on HSBC Bank  
Canada

common shares.

Regular quarterly dividends of 31.875 cents per share have been declared on HSBC Bank Canada Class 1 Preferred Shares - Series C and 31.25 cents per share on Class 1 Preferred Shares - Series D. The first dividend of C \$0.3762 per share has been declared on Class 1 Preferred Shares - Series E. Dividends will be payable on 30 June 2009, for shareholders of record on 15 June 2009.

**Accounting policies adopted in 2009**

Certain new accounting standards have become effective for 2009. This has resulted in a reclassification for the current and previous periods of the net carrying value of

certain computer software costs from computer equipment included in buildings and equipment to intangible assets included in other assets although this has not resulted in any changes to the bank's total assets. In addition, corresponding amortization has been reclassified for the current and previous periods from premises and equipment expenses to other non-interest expense although there is no change in reported net income. Reference should be made to note 2 to the consolidated financial statements included in the first quarter 2009

report to shareholders

Certain prior period amounts have been reclassified to conform to the current year

's presentation.

In addition, comparatives for certain

interim period

s

in

2008 have been restated to reflect the acquisition of HSBC Financial Corporation Limited accounted for using the continuity of interests method. Reference should be made to the Bank's 2008 Consolidated Financial Statements included in the 2008 Annual Report and Accounts for more detailed information on the acquisition.

### **About HSBC Bank Canada**

HSBC Bank

Canada

, a subsidiary of HSBC Holdings plc, has more than 290

offices. With around

9,500

offices in

86

countries and territories and assets of US\$

2,527

billion at 31 December 200

8

, the HSBC Group is one of the world's largest banking and financial services organisations. Visit the bank's website at [hsbc.ca](http://hsbc.ca) for more information about HSBC Bank

Canada

and its products and services.

### **Media enquiries to:**

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**Wilks**

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Copies of HSBC Bank

Canada

's first quarter 200

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report will be sent to shareholders in May 200

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### Caution regarding forward-looking financial statements

This document may contain forward-looking statements, including statements regarding the business and anticipated financial performance of HSBC Bank

Canada

. These statements are subject to a number of risks and uncertainties that may cause actual results to differ materially from those contemplated by the forward-looking statements. Some of the factors that could cause such differences include legislative or regulatory developments, technological change, global capital market activity, changes in government monetary and economic policies, changes in prevailing interest rates, inflation level and general economic conditions in geographic areas where HSBC Bank

Canada

operates.

Canada

is an extremely competitive banking environment and pressures on interest rates and the bank's net interest margin may arise from actions taken by individual banks acting alone. Varying economic conditions may also affect equity and foreign exchange markets, which could also have an impact on the bank's revenues.

In addition, there may be a number of factors relating to the valuation of non-bank ABCP.

The factors disclosed above may not be complete and there could be other uncertainties and potential risk factors not considered here which may impact the bank's results and financial condition.

### Summary

| <i>Figures in C\$ millions<br/>(except per share amounts)</i> | <i>Quarter ended</i>         |                                 |                                        |
|---------------------------------------------------------------|------------------------------|---------------------------------|----------------------------------------|
|                                                               | <i>31<br/>March<br/>2009</i> | <i>31<br/>December<br/>2008</i> | <i>31 March<sup>(1)</sup><br/>2008</i> |
| <b>Earnings</b>                                               |                              |                                 |                                        |
| Net income attributable to common shares                      | \$ 85                        | \$ 115                          | \$ 180                                 |
| Basic earnings per share (C\$)                                | 0.17                         | 0.22                            | 0.34                                   |
| <b>Performance ratios (%)</b>                                 |                              |                                 |                                        |
| Return on average common equity                               | 10.0                         | 12.8                            | 21.7                                   |
| Return on average assets                                      | 0.48                         | 0.61                            | 0.99                                   |
| Net interest margin                                           | 2.27                         | 2.44                            | 2.72                                   |
| ^                                                             |                              |                                 |                                        |
| Cost efficiency ratio                                         | 49.1                         | 49.3                            | 46.7                                   |
| ^^                                                            |                              |                                 |                                        |
| Non-interest revenue: total revenue ratio                     | 41.0                         | 37.3                            | 36.0                                   |
| <b>Credit information</b>                                     |                              |                                 |                                        |
| Gross impaired credit exposures                               | \$ 1,157                     | \$ 932                          | \$ 467                                 |

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|                                                      |              |       |       |
|------------------------------------------------------|--------------|-------|-------|
| Allowance for credit losses                          |              |       |       |
| - Balance at end of period                           | <b>709</b>   | 615   | 539   |
| - As a percentage of gross impaired credit exposures | <b>61%</b>   | 66%   | 115%  |
| - As a percentage of gross loans and acceptances     | <b>1.46%</b> | 1.24% | 1.06% |

**Average balances**

|               |                  |           |           |
|---------------|------------------|-----------|-----------|
| Assets        | <b>\$ 72,346</b> | \$ 75,161 | \$ 73,073 |
| Loans         | <b>42,790</b>    | 44,643    | 43,796    |
| Deposits      | <b>51,805</b>    | 53,522    | 50,973    |
| Common equity | <b>3,461</b>     | 3,565     | 3,353     |

**Capital ratios (%)**

|               |             |      |      |
|---------------|-------------|------|------|
| Tier 1        | <b>10.2</b> | 10.1 | 9.1  |
| Total capital | <b>12.6</b> | 12.5 | 11.3 |

**Total assets under administration**

|                                   |                  |           |           |
|-----------------------------------|------------------|-----------|-----------|
| Funds under management            | <b>\$ 21,503</b> | \$ 21,287 | \$ 26,283 |
| Custody accounts                  | <b>9,260</b>     | 9,221     | 11,006    |
| Total assets under administration | <b>\$ 30,763</b> | \$ 30,508 | \$ 37,289 |

<sup>^</sup>  
*Net interest margin is net interest income divided by average interest earning assets for the period.*

<sup>^^</sup>  
*The cost efficiency ratio is defined as non-interest expenses divided by total revenue.*

<sup>^^^</sup>  
*Calculated using guidelines issued by the Office of the Superintendent of Financial Institution Canada*

*in accordance with*

*Basel II*

*capital adequacy framework.  
31 March 2008 ratios have not been restated to include HSBC Financial.*

*(1) Restated to reflect the acquisition of HSBC Financial.*

**Consolidated Statement of Income (Unaudited)**

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| <i>Figures in C\$ millions</i>                                      | <i>Quarter ended</i> |                 |                         |
|---------------------------------------------------------------------|----------------------|-----------------|-------------------------|
|                                                                     | <i>31</i>            | <i>31</i>       | <i>31<sup>(1)</sup></i> |
| <i>(except per share amounts)</i>                                   | <i>March</i>         | <i>December</i> | <i>March</i>            |
|                                                                     | <i>2009</i>          | <i>2008</i>     | <i>2008</i>             |
| Interest income:                                                    |                      |                 |                         |
| Loans                                                               | \$ 551               | \$ 670          | \$ 819                  |
| Securities                                                          | 68                   | 68              | 76                      |
| Deposits with regulated financial institutions                      | 4                    | 21              | 36                      |
|                                                                     | <b>623</b>           | 759             | 931                     |
| Interest expense:                                                   |                      |                 |                         |
| Deposits                                                            | 225                  | 332             | 441                     |
| Interest bearing liabilities of subsidiaries, other than deposits   | 38                   | 42              | 55                      |
| Debentures                                                          | 10                   | 10              | 10                      |
|                                                                     | <b>273</b>           | 384             | 506                     |
| Net interest income                                                 | <b>350</b>           | 375             | 425                     |
| Non-interest revenue                                                |                      |                 |                         |
| Deposit and payment service charges                                 | 27                   | 30              | 27                      |
| Credit fees                                                         | 34                   | 30              | 32                      |
| Capital market fees                                                 | 26                   | 22              | 22                      |
| Investment administration fees                                      | 26                   | 28              | 33                      |
| Foreign exchange                                                    | 10                   | 13              | 11                      |
| Trade finance                                                       | 7                    | 7               | 5                       |
| Trading revenue                                                     | 76                   | 104             | 54                      |
| Losses on available-for-sale securities                             | (1)                  | (55)            | -                       |
| Gains on other securities                                           | 1                    | -               | 1                       |
| Securities                                                          | 35                   | 22              | 27                      |
| Other                                                               | 2                    | 22              | 27                      |
|                                                                     | <b>243</b>           | 223             | 239                     |
| Total revenue                                                       | <b>593</b>           | 598             | 664                     |
| Non-interest expenses:                                              |                      |                 |                         |
| Salaries and employee benefits                                      | 160                  | 137             | 171                     |
| Premises and equipment                                              | 41                   | 41              | 38                      |
| Other                                                               | 90                   | 117             | 101                     |
|                                                                     | <b>291</b>           | 295             | 310                     |
| Net operating income before provision for credit losses             | <b>302</b>           | 303             | 354                     |
| Provision for credit losses                                         | <b>161</b>           | 136             | 75                      |
| Income before taxes and non-controlling interest in income of trust | <b>141</b>           | 167             | 279                     |
| Provision for income taxes                                          | <b>39</b>            | 38              | 89                      |
| Non-controlling interest in income of trust                         | <b>6</b>             | 7               | 6                       |
| Net income                                                          | \$ <b>96</b>         | \$ 122          | \$ 184                  |
| Preferred share dividends                                           | <b>11</b>            | 7               | 4                       |
| Net income attributable to common shares                            | \$ <b>85</b>         | \$ 115          | \$ 180                  |



|                                                     |                |         |         |
|-----------------------------------------------------|----------------|---------|---------|
| Average number of common shares outstanding (000's) | <b>498,668</b> | 517,122 | 526,349 |
| Basic earnings per common share                     | <b>\$ 0.17</b> | \$ 0.22 | \$ 0.34 |

(1) Restated to reflect the acquisition of HSBC Financial Corporation Limited.

### Condensed Consolidated Balance Sheet (Unaudited)

| <i>Figures in C\$ millions</i>                                 | <i>At 31<br/>March<br/>2009</i> | <i>At 31<br/>December<br/>2008</i> | <i>At 31<sup>(1)</sup><br/>March<br/>2008</i> |
|----------------------------------------------------------------|---------------------------------|------------------------------------|-----------------------------------------------|
| <b>Assets</b>                                                  |                                 |                                    |                                               |
| Cash resources:                                                |                                 |                                    |                                               |
| Cash and non-interest bearing deposits with the Bank of Canada | \$ 446                          | \$ 434                             | \$ 53                                         |
| and other banks                                                | <b>1,403</b>                    | 1,42                               | 5                                             |
| D                                                              |                                 | 1                                  | 3                                             |
| eposits with regulated financial institutions                  | <b>1,849</b>                    | 1,855                              | 3,708                                         |
| Securities:                                                    |                                 |                                    |                                               |
| Available-for-sale                                             | <b>11,078</b>                   | 9,683                              | 6,411                                         |
|                                                                | <b>1,816</b>                    | 1,079                              | 1,630                                         |
| Held-for-trading                                               |                                 |                                    |                                               |
| Other                                                          | <b>57</b>                       | 56                                 | 42                                            |
|                                                                | <b>12,951</b>                   | 10,818                             | 8,083                                         |
| Securities purchased under reverse repurchase agreements       | <b>4,070</b>                    | 6,682                              | 6,700                                         |
| Loans:                                                         |                                 |                                    |                                               |
| Business and government                                        | <b>22,454</b>                   | 23,067                             | 21,940                                        |
| Residential mortgage                                           | <b>11,526</b>                   | 11,869                             | 12,292                                        |
| s                                                              |                                 |                                    |                                               |
| Consumer finance loans                                         | <b>3,832</b>                    | 4,029                              | 4,872                                         |
| Other consumer loans                                           | <b>5,424</b>                    | 5,296                              | 5,361                                         |
|                                                                | ( )                             | (615)                              | (539)                                         |
| Allowance for credit losses                                    | <b>709</b>                      |                                    |                                               |
|                                                                | <b>42,5</b>                     | 43,646                             | 43,926                                        |
|                                                                | <b>27</b>                       |                                    |                                               |
| Other:                                                         |                                 |                                    |                                               |
| Customers' liability under acceptances                         | <b>5,394</b>                    | 5,209                              | 6,265                                         |
| Derivatives                                                    | <b>1,901</b>                    | 2,448                              | 905                                           |

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|                                                                   |               |           |           |
|-------------------------------------------------------------------|---------------|-----------|-----------|
| Land, buildings and equipment                                     | <b>123</b>    | 126       | 141       |
| Other assets                                                      | <b>1,314</b>  | 1,265     | 1,935     |
|                                                                   | <b>8,</b>     | 9,048     | 9,246     |
|                                                                   | <b>732</b>    |           |           |
|                                                                   | <b>\$ 70,</b> | \$ 72,049 | \$ 71,    |
|                                                                   | <b>129</b>    |           | 6         |
|                                                                   |               |           | 63        |
| <b>Liabilities and</b>                                            |               |           |           |
| <b>S</b>                                                          |               |           |           |
| <b>hareholders' equity</b>                                        |               |           |           |
| Deposits:                                                         |               |           |           |
| Regulated financial institutions                                  | <b>\$ 999</b> | \$ 1,264  | \$ 1,646  |
| Individuals                                                       | <b>22,147</b> | 21,064    | 19,455    |
| Businesses and governments                                        | <b>26,659</b> | 29,634    | 28,891    |
|                                                                   | <b>49,805</b> | 51,962    | 49,992    |
| Other:                                                            |               |           |           |
| Acceptances                                                       | <b>5,394</b>  | 5,209     | 6,265     |
| Interest bearing liabilities of subsidiaries, other than deposits | <b>4,284</b>  | 4,164     | 5,193     |
| Derivatives                                                       | <b>1,487</b>  | 2,023     | 692       |
| Securities sold under repurchase agreements                       | <b>493</b>    | 715       | 712       |
| Securities sold short                                             | <b>591</b>    | 631       | 906       |
|                                                                   | <b>2,</b>     | 1,974     | 2,917     |
| Other liabilities                                                 | <b>661</b>    |           |           |
| Non-controlling interest in trust and subsidiary                  | <b>430</b>    | 430       | 430       |
|                                                                   | <b>15,</b>    | 15,146    | 17,115    |
|                                                                   | <b>340</b>    |           |           |
| Subordinated debentures                                           | <b>795</b>    | 788       | 805       |
| Shareholders' equity:                                             |               |           |           |
| Capital stock                                                     |               |           |           |
|                                                                   | <b>696</b>    | 696       | 350       |
| Preferred shares                                                  | <b>1,225</b>  | 1,225     | 1,293     |
| Common shares                                                     | <b>1</b>      | -         | 234       |
| Contributed surplus                                               | <b>1,9</b>    | 1,950     | 1,851     |
| Retained earnings                                                 | <b>65</b>     |           |           |
|                                                                   | <b>302</b>    | 282       | 23        |
| Accumulated other comprehensive income                            | <b>4,</b>     | 4,153     | 3,751     |
|                                                                   | <b>189</b>    |           |           |
|                                                                   | <b>\$ 70,</b> | \$ 72,049 | \$ 71,663 |
| Total liabilities and shareholders' equity                        | <b>129</b>    |           |           |

(1) Restated to reflect the acquisition of HSBC Financial Corporation Limited

**Condensed Consolidated Statement of Cash Flows (Unaudited)**

| <i>Figures in C\$ millions</i>                   | <i>Quarter ended</i> |                    |                         |
|--------------------------------------------------|----------------------|--------------------|-------------------------|
|                                                  | <i>31 March</i>      | <i>31 December</i> | <i>31<sup>(1)</sup></i> |
|                                                  | <i>2009</i>          | <i>2008</i>        | <i>March</i>            |
|                                                  |                      |                    | <i>2008</i>             |
| Cash flows provided by (used in):                |                      |                    |                         |
| - operating activities                           | <b>133</b>           | 62                 | 26                      |
|                                                  |                      |                    | 9                       |
| - financing activities                           | <b>(2,340)</b>       | 342                | 1,4                     |
|                                                  |                      |                    | 4                       |
|                                                  |                      |                    | 7                       |
| - investing activities                           | <b>2,220</b>         | (503)              | (1,)                    |
|                                                  |                      |                    | 735                     |
| Increase (decrease) in cash and cash equivalents | <b>13</b>            | (99)               | ()                      |
|                                                  |                      |                    | 1                       |
|                                                  |                      |                    | 9                       |
| Cash and cash equivalents, beginning of period   | <b>420</b>           | 519                | 528                     |
| Cash and cash equivalents, end of period         | <b>433</b>           | 420                | 509                     |
| Represented by:                                  |                      |                    |                         |
| - Cash resources per balance sheet               | <b>446</b>           | 434                | 5                       |
|                                                  |                      |                    | 35                      |
| - less non-operating deposits                    | <b>(13)</b>          | (14)               | (26)                    |
| <sup>^</sup>                                     |                      |                    |                         |
| - Cash and cash equivalents, end of period       | <b>433</b>           | 420                | 509                     |

<sup>^</sup>  
*Non-operating deposits are comprised primarily of cash restricted for recourse on securiti  
s  
ation transactions.*

*(1) Restated to reflect the acquisition of HSBC Financial Corporation Limited.*

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

HSBC Holdings plc

By:

Name: P A Stafford

Title: Assistant Group

Secretary

Date: 07 May 2009