Notes issued pursuant to these Final Terms are securities to be listed under Listing Rule 19.

Final Terms dated 05 June 2013

Series No.: APAC007
Tranche No.: 2

HSBC Bank plc
Programme for the Issuance of Notes and Warrants
Issue of 150,000 Notes (USD 4,950,000) Market Access Notes linked to ordinary shares issued by Hero Motocorp Limited (the "Underlying Security") due December 2015 (the "Notes" or "MANs")

to be consolidated with

Issue of 150,000 Notes (USD 4,950,000) Market Access Notes linked to ordinary shares issued by Hero Motocorp Limited (the "Underlying Security") due December 2015 (the "Notes" or "MANs")

PART A - CONTRACTUAL TERMS

This document constitutes the Final Terms relating to the issue of the Tranche of Notes described herein. Terms used herein shall be deemed to be defined as such for the purposes of the terms and conditions of the Notes (the "Conditions") set forth in the Base Prospectus dated 19 June 2012 in relation to the above Programme which together with each supplemental prospectus relating to the above Programme published by the Issuer after 19 June 2012 constitute a prospectus ("Prospectus") for the purposes of the Prospectus Directive (Directive 2003/71/EC) (the "**Prospectus Directive**"). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with the Prospectus. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Prospectus. The Prospectus is available for viewing at HSBC Bank plc, 8 Canada Square, London E14 5HQ and http://www.hsbc.com/1/2/investor-relations/fixed-income and copies may be obtained from HSBC Bank plc, 8 Canada Square, London E14 5HQ.

IMPORTANT NOTICES

THE NOTES HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE UNITED STATES SECURITIES ACT OF 1933, AS AMENDED (THE "**SECURITIES ACT**"), THE STATE SECURITIES LAWS OF ANY STATE OF THE UNITED STATES OR THE SECURITIES LAWS OF ANY OTHER JURISDICTION, AND MAY NOT BE OFFERED OR SOLD WITHIN THE UNITED STATES OR TO, OR FOR THE ACCOUNT OR BENEFIT OF, US PERSONS (AS DEFINED IN REGULATION S UNDER THE SECURITIES ACT ("**REGULATION S**")) EXCEPT PURSUANT TO AN EXEMPTION FROM, OR IN A TRANSACTION NOT SUBJECT TO, THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT. ACCORDINGLY, THE NOTES ARE BEING OFFERED AND SOLD (A) IN THE UNITED STATES ONLY TO "QUALIFIED INSTITUTIONAL BUYERS" (AS DEFINED IN RULE 144A UNDER THE SECURITIES ACT ("**RULE 144A**")) AND (B) TO NON-US PERSONS (AS DEFINED IN REGULATION S) IN OFFSHORE TRANSACTIONS IN RELIANCE ON REGULATION S. PROSPECTIVE PURCHASERS ARE HEREBY NOTIFIED THAT THE SELLERS OF NOTES PURSUANT TO CLAUSE (A) ABOVE MAY BE RELYING ON THE EXEMPTION FROM THE PROVISIONS OF SECTION 5 OF THE SECURITIES ACT PROVIDED BY RULE 144A THEREUNDER.

NOTICE TO NEW HAMPSHIRE RESIDENTS ONLY

NEITHER THE FACT THAT A REGISTRATION STATEMENT OR AN APPLICATION FOR A LICENSE HAS BEEN FILED UNDER CHAPTER 421 B ("RSA 421 B") OF THE NEW HAMPSHIRE REVISED STATUTES WITH THE STATE OF NEW HAMPSHIRE NOR THE FACT THAT A SECURITY IS EFFECTIVELY REGISTERED OR A PERSON IS LICENSED IN THE STATE OF NEW HAMPSHIRE CONSTITUTES A FINDING BY THE SECRETARY OF STATE OF NEW HAMPSHIRE THAT ANY DOCUMENT FILED UNDER RSA 421 B IS TRUE, COMPLETE AND NOT MISLEADING. NEITHER ANY SUCH FACT NOR THE FACT THAT AN EXEMPTION OR EXCEPTION IS AVAILABLE FOR A SECURITY OR A TRANSACTION MEANS THAT THE SECRETARY OF STATE HAS PASSED IN ANY WAY UPON THE MERITS OR QUALIFICATIONS OF, OR RECOMMENDED OR GIVEN APPROVAL TO, ANY PERSON, SECURITY OR TRANSACTION. IT IS UNLAWFUL TO MAKE, OR CAUSE TO BE MADE, TO ANY PROSPECTIVE PURCHASER, CUSTOMER OR CLIENT ANY REPRESENTATION INCONSISTENT WITH THE PROVISIONS OF THIS PARAGRAPH.

AVAILABLE INFORMATION

To permit compliance with Rule 144A under the Securities Act in connection with resales of the Notes, the Issuer will promptly furnish, upon request of a holder of a Note, to such holder and a prospective purchaser designated by such holder the information required to be delivered under Rule 144A(d)(4) if, at the time of such request, the Issuer is neither a reporting company under Section 13 or 15(d) of the United States Securities Exchange Act of 1934, as amended, nor exempt from reporting pursuant to Rule 12g3 2(b) thereunder.

The Notes are sold or transferred subject to the laws and regulations from time to time in force in India, including without limitation, those that prohibit their acquisition by Indian investors/non-resident Indians/persons or entities who are not regulated entities and subject to the execution and delivery to the Issuer by the relevant investor of a letter of representation. See "Transfer Restrictions".

It is advisable that prospective investors considering acquiring any Notes understand the risks of transactions involving the Notes and it is advisable that they reach an investment decision after carefully considering, with their financial, legal, regulatory, tax, accounting and other advisers, the suitability of the Notes in light of their particular circumstances (including without limitation their own financial circumstances and investment objectives and the impact the Notes will have on their overall investment portfolio) and the information contained in the Prospectus and these Final Terms. Prospective investors should consider carefully the risk factors set forth under "Risk Factors" in the Prospectus.

1.	(i)	Issuer:	HSBC Bank plc
	(ii)	Arranger:	HSBC Bank plc
2.	(i)	Series number:	APAC007
	(ii)	**Tranche number:**	**2**
	(iii)	Whether issue is of Notes or Certificates:	Notes
3.	Currency or currencies:		
	(i)	of denomination:	United States Dollar ("**USD**") (the

			"**Specified Currency**")
	(ii)	of payment:	USD (the "**Settlement Currency**")
4.	Aggregate Principal Amount:		
	(i)	**Series:**	**300,000 Notes (USD 9,900,000)**
	(ii)	**Tranche:**	**150,000 Notes (USD 4,950,000)**
5.	(i)	Issue Price:	USD 33.00 per Note (100 per cent. of the Aggregate Principal Amount)
	(ii)	Commission payable:	Information not provided
	(iii)	Selling concession:	Information not provided
6.	(i)	Denomination(s) (*Condition 1(b)*):	USD 33.00 per Note The Notes are transferable in a minimum number of 1 Note (equivalent to a principal amount of USD 33.00). Each Equity-Linked Note relates to an Underlying Security as detailed in paragraph 36 below
	(ii)	Calculation Amount:	One Note
7.	(i)	Issue Date:	06 June 2013
	(ii)	Interest Commencement Date:	Not applicable
8.	Maturity Date: (*Condition 6(a)*)		*15 December 2015*, or if later the fifth Business Day following the Valuation Date.
9.	Interest basis: (*Conditions 3 to 5*)		Not applicable, save that if any amount in respect of any Note is not paid when due and payable pursuant to the Conditions, interest shall accrue on the overdue amount at the rate of 1 week USD-LIBOR plus 1 per cent. reset daily.
10.	Redemption basis: (*Condition 6*)		Cash Equity Redemption. The Notes are Market Access Notes linked to one or more Underlying Securities.
11.	Change of interest or redemption basis:		Not applicable. As provided in Condition 22 (*Provisions relating to Market Access Notes*), one or more Additional Payments may become due in certain circumstances.
12.	Put/Call options:		Condition 6(c) will apply as specified in paragraph 21 below.

13.	(i)	Status of the Notes: (*Condition 2*)	Unsubordinated, unsecured
	(ii)	Date approval for issuance of Notes obtained:	Not applicable
14.	Method of distribution:		Non-syndicated

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

15.	Fixed Rate Note provisions: (*Condition 3*)	Not applicable
16.	Floating Rate Note provisions: (*Condition 4*)	Not applicable
17.	Variable Coupon Amount Note provisions: (*Condition 5*)	Not applicable
18.	Zero Coupon Note provisions: (*Condition 5*)	Not applicable
19.	Index-Linked Interest Note/other variable-linked interest Note Provisions:	Not applicable
20.	Dual Currency Note provisions/Multi-currency Note provisions:	Not applicable

PROVISIONS RELATING TO REDEMPTION

21.	Issuer's optional redemption (Call): (*Condition 6(c)*)	If the Calculation Agent is satisfied that the ability of the Issuer or any relevant affiliate (each an "**Affiliate**") to enter into or to maintain appropriate Hedging is materially impaired or restricted for whatever reason or that UK incorporated banks or any relevant affiliate(s) generally are impeded in their ability freely to purchase, hold or sell or gain exposure to any relevant Underlyings (including, without limitation, any Underlying Securities, Underlying Funds, Underlying Indices or Underlying ETFs) or any Underlying Currency (as defined below) or freely to transfer or convert any Underlying Currency or the proceeds of their conversion, the Issuer may redeem the Notes in whole but not in part on a date which is not earlier than two Relevant Financial Centre Days after the date on which the Issuer gives notice to the Noteholders and the Issue Agent of redemption of the Notes in such

		circumstances. In the case that the Underlyings are, or are composed wholly or partially of securities which are (i) traded on the PRC securities market in CNY, (ii) Indian, (iii) Taiwanese or (iv) Saudi Arabian, then for the purposes of the above the Issuer, an Affiliate, UK incorporated banks or any relevant affiliate generally will additionally be deemed to be respectively (i) a QFII, (ii) a FII, (iii) a FINI or (iv) an Authorised Person (as defined by the Saudi Arabian Capital Markets Authority).
	(i) Redemption amount (Call):	In respect of each Note, the amount specified in the relevant section of Condition 22 (Provisions relating to Market Access Notes) in Part E of the Base Prospectus as being payable on the Maturity Date, but determined as if references therein to the Maturity Date were references to the Early Redemption Date.
	(ii) Series redeemable in part:	No
	(iii) Call option date(s)/Call option period:	Any date from and including the Issue Date to and including the Valuation Date
22.	Noteholder's optional redemption (Put): (*Condition 6(d)*)	Not applicable
23.	Final Redemption Amount of each Note: (*Condition 6(a)*)	See paragraph 24 below.
24.	Final Redemption Amount of each Note in cases where the Final Redemption Amount is Equity-Linked/Index-Linked or other variable-linked:	See relevant section of Condition 22 (*Provisions relating to Market Access Notes*) in Part E of the Base Prospectus. For the purpose of these Final Terms, "**Redemption Commission Percentage**" shall be 1.00 per cent.
	(i) Calculation Agent responsible for calculating the Final Redemption Amount:	HSBC Bank plc
	(ii) Determination Date(s):	As defined in Condition 22 (*Provisions relating to Market Access Notes*) in Part E of the Base Prospectus
	(iii) Business Centre(s):	New York, London and the location of the Exchange

	(iv) Provisions for determining Final Redemption Amount where calculation by reference to Index and/or Formula and/or other variable is impossible or impracticable or otherwise disrupted:	See Condition 22 (*Provisions relating to Market Access Notes)*.
	(v) Payment Date:	Maturity Date, subject to the provisions of Condition 22 (*Provisions relating to Market Access Notes*)
	(vi) Minimum Final Redemption Amount:	0.03% of the Denomination per Note
	(vii) Maximum Final Redemption Amount:	Not applicable
25.	Instalment Notes: (*Condition 6(a)*)	Not applicable
26.	Early Redemption Amount:	Yes
	(i) Early Redemption Amount (upon redemption for taxation reasons, illegality or following an Event of Default): (*Conditions 6(b), 6(h) or 10*)	In respect of each Note, the amount specified in the relevant section of Condition 22 (*Provisions relating to Market Access Notes*) in Part E of the Base Prospectus as being payable on the Maturity Date, but determined as if references therein to the Maturity Date were references to the Early Redemption Date.
	(ii) Other redemption provisions: (*Condition 6(i)*)	See relevant section of Condition 22 (*Provisions relating to Market Access Notes*) of Part E of the Base Prospectus.

GENERAL PROVISIONS APPLICABLE TO THE NOTES

27.	Form of Notes: (*Condition 1(a)*)	
	(i) Form of Notes:	Registered Notes
	(ii) Bearer Notes exchangeable for Registered Notes:	Not applicable
28.	New Global Note	No
29.	If issued in bearer form:	Not applicable
	(i) Initially represented by a Temporary Global Note or Permanent Global Note:	Not applicable

	(ii)	Temporary Global Note exchangeable for Permanent Global Note and/or Definitive Notes and/or Registered Notes: (*Condition 1(a)*)	Not applicable
	(iii)	Permanent Global Note exchangeable at the option of the bearer for Definitive Notes and/or Registered Notes:	Not applicable
	(iv)	Coupons to be attached to Definitive Notes:	Not applicable
	(v)	Talons for future Coupons to be attached to Definitive Notes:	Not applicable
	(vi)	(a) Definitive Notes to be security printed:	Not applicable
		(b) if the answer to (a) is yes, whether steel engraved plates will be used:	Not applicable
	(vii)	Definitive Notes to be in ICMA or successor's format:	Not applicable
	(viii)	Issuer or Noteholder to pay costs of security printing:	Not applicable
30.	Exchange Date for exchange of Temporary Global Note:		Not applicable
31.	Payments: (*Condition 8*)		
	(i)	Method of payment:	As set out in the Conditions
	(ii)	Relevant Financial Centre Day:	New York (being the Principal Financial Centre for the Specified Currency) London, and any Underlying Country
	(iii)	Local banking day specified for payments in respect of the Notes in global form:	No
32.	Partly Paid Notes: (*Condition 1*)		Not applicable
33.	Redenomination: (*Condition 9*)		
	(i)	Redenomination:	Not applicable
	(ii)	Exchange:	Not applicable

34. Other final terms: See Condition 22 (*Provision relating to Market Access Notes*)

PROVISIONS APPLICABLE TO EQUITY-LINKED NOTES, CASH EQUITY NOTES AND INDEX-LINKED NOTES

35. Security Delivery (Equity-Linked Notes only): Condition 21(b) does not apply

36. Provisions for Cash Equity Notes and Equity-Linked Notes: Applicable

Underlying Security (including ISIN or other security identification code)	Underlying Company	Number of Underlying Securities per Note	Exchange	Related Exchange	Underlying Currency
ordinary shares issued by the Underlying Company (ISIN INE158A01026)	Hero Motocorp Limited	1	National Stock Exchange of India	*All Exchanges*	Indian Rupee (INR)

(i) Securities: the Underlying Security specified in the above table.

(ii) Underlying Companies: With respect to the Underlying Security, the Underlying Company specified in the above table.

(iii) Exchange(s): In relation to the Underlying Security, the

		Exchange specified in the above table.
(iv)	Related Exchange(s):	In relation to the Underlying Security, the Exchange specified in the above table.
(v)	Underlying Currencies:	the Underlying Currency specified in the above table.

(vi) Cash Settlement Payment Date:	See Condition 22 (*Provisions relating to Market Access Notes*) of Part E of the Base Prospectus.
(vii) Securities Transfer Amount: (for Equity-Linked Notes only)	Not applicable
(viii) Settlement Date: (for Equity-Linked Notes only)	Not applicable
(ix) Settlement Disruption Event: (for Equity-Linked Notes only)	Condition 21(b)(ii) does not apply
(x) Delivery Disruption Event: (for Equity-Linked Notes only)	Condition 21(b)(iii) does not apply
(xi) Potential Adjustment Event:	Condition 21(g)(i) applies subject to the relevant section of Condition 22 (*Provisions relating to Market Access Notes*) of Part E of the Base Prospectus.
(xii) Extraordinary Event:	Condition 21(g)(ii) applies subject to the relevant section of Condition 22 (*Provisions relating to Market Access Notes*) of Part E of the Base Prospectus. For these purposes: "**Extraordinary Event**" means a Merger Event, Tender Offer, Nationalisation, Insolvency or Delisting.
(xiii) Conversion: (for Notes relating to Government Bonds and debt securities only)	Condition 21(g)(iii) does not apply
(xiv) Corrections of prices:	Condition 21(g)(iv) does not apply
(xv) Additional Disruption Event:	Applicable. Condition 21(h)(iv) shall be deleted and replaced with the provisions specified in the relevant section of Condition 22 (*Provisions relating to Market Access Notes*) of Part E of the Base

		Prospectus. Condition 21(h)(ii) shall be disapplied. The following definitions shall also be inserted as Conditions 21(h)(vi) and 21(h)(vii), respectively: "**Underlying Country**" means the location of any Reference Jurisdiction. "**Underlying Currency**" means a currency shown in the table at the start of this paragraph 36 being the lawful currency of an Underlying Country and the currency in which the price of quotation of any relevant Underlyings on the related Exchange(s) are denominated.
37.	Additional provisions for Equity-Linked Notes:	Not applicable
38.	Provisions for Index-Linked Notes:	Not applicable
39.	For Equity-Linked and Credit-Linked Notes:	Not applicable
40.	Valuation Date(s):	*11 December 2015*, subject to Condition 21(e)
41.	Valuation Time:	The definition in Condition 21(a) applies
42.	Averaging Dates:	Not applicable
43.	Other terms or special conditions relating to Market Access Notes:	See Condition 22 (*Provisions relating to Market Access Notes*) set out in Part E of the Base Prospectus which contains provisions relating to final redemption, additional payments, hedging, dealing restrictions and others as applicable to the type of Market Access Notes referred to in paragraph 10 above.

DISTRIBUTION

44.	(i)	If syndicated, names, addresses and underwriting commitments of Relevant Dealer(s)/Lead Manager(s):	Not applicable
	(ii)	If syndicated, names, addresses and underwriting commitments of other	Not applicable

	Dealers/Managers (if any):	
(iii)	Date of Subscription Agreement:	Not applicable
(iv)	Stabilising Manager (if any):	Not applicable
45.	If non-syndicated, name and address of Relevant Dealer:	HSBC Bank plc, 8 Canada Square, London E14 5HQ
46.	Total commission and concession:	Information not provided
47.	Selling restrictions:	
	United States of America:	Notes may be offered or sold within the United States of America or to be for the account or benefit of a U.S. person (as defined in Regulation S) only in compliance with the provisions set forth under "Transfer Restrictions"
	Other:	The offer is addressed solely to qualified investors (as such term is defined in the Prospectus Directive) and/or fewer than 150, natural or legal persons (other than qualified investors as defined in the Prospectus Directive) For the Notes consider the provisions set out in Part 1 of the India Supplement contained in the Schedule to Part E of the Base Prospectus.
48.	Stabilisation:	Not applicable

LISTING AND ADMISSION TO TRADING APPLICATION

These Final Terms comprise the final terms required to list and have admitted to trading the issue of Notes described herein pursuant to the Programme for the Issuance of Notes and Warrants of HSBC Bank plc.

TRANSFER RESTRICTIONS

Because of the following restrictions, purchasers of Notes offered in the United States in reliance on Rule 144A are advised to consult legal counsel prior to making any offer, resale, pledge or transfer of such Notes.

Each prospective purchaser of Notes offered in reliance on Rule 144A (a "**144A Offeree**"), by accepting delivery of these Final Terms and the accompanying Prospectus, will be deemed to have represented and agreed with respect to such Notes as follows:

(a) such 144A Offeree acknowledges that these Final Terms and the accompanying Prospectus is personal to such 144A Offeree and does not constitute an offer to any other person or to the public generally to subscribe for or otherwise acquire Notes other than pursuant to Rule 144A or in offshore transactions in accordance with Regulation S. Distribution of these Final

Terms and the accompanying Prospectus, or disclosure of any of its contents, to any person other than such 144A Offeree and those persons, if any, retained to advise such 144A Offeree with respect thereto and other persons meeting the requirements of Rule 144A or Regulation S is unauthorised, and any disclosure of any of its contents, without the prior written consent of the Issuer, is prohibited; and

(b) such 144A Offeree agrees to make no photocopies of these Final Terms and the accompanying Prospectus or any documents referred to herein.

Each purchaser of Notes in reliance on Rule 144A ("**Restricted Notes**") will be deemed to have represented and agreed as follows (terms used in this paragraph that are defined in Rule 144A are used herein as defined therein):

(1) The purchaser (A) is a qualified institutional buyer within the meaning of Rule 144A, (B) is acquiring the Notes for its own account or for the account of such a qualified institutional buyer, and (C) such person is aware that the sale of the Notes to it is being made in reliance on Rule 144A.

(2) The purchaser understands that the Rule 144A Notes are being offered only in a transaction not involving any public offering in the United States within the meaning of the Securities Act, and the Notes offered hereby have not been and will not be registered under the Securities Act and may not be reoffered, resold, pledged or otherwise transferred except in accordance with the legend set forth below.

(3) The purchaser understands that the Rule 144A Global Registered Notes, the Combined Global Registered Notes, the Restricted Global Registered Notes and any US Definitive Registered Notes (as defined in "Summary of Provisions relating to the Notes while in Global Form" in the accompanying Base Prospectus) issued in exchange for interests therein will bear a legend (the "**Rule 144A Legend**") to the following effect, unless the Issuer determines otherwise in accordance with applicable law:

"THIS NOTE [AND THE SECURITIES TO BE DELIVERED UPON EXERCISE HEREOF] HAS NOT BEEN AND WILL NOT BE REGISTERED UNDER THE UNITED STATES SECURITIES ACT OF 1933, AS AMENDED (THE "**SECURITIES ACT**") OR ANY STATE SECURITIES LAWS OR THE SECURITIES LAWS OF ANY OTHER JURISDICTION. EACH PURCHASER OF THIS NOTE IS HEREBY NOTIFIED THAT THE SELLER OF THIS NOTE MAY BE RELYING ON THE EXEMPTION FROM THE PROVISIONS OF SECTION 5 OF THE SECURITIES ACT PROVIDED BY RULE 144A THEREUNDER.

THE HOLDER HEREOF, BY PURCHASING THIS NOTE, AGREES FOR THE BENEFIT OF THE ISSUER THAT THIS NOTE MAY NOT BE REOFFERED, RESOLD, PLEDGED OR OTHERWISE TRANSFERRED EXCEPT IN COMPLIANCE WITH THE SECURITIES ACT AND OTHER APPLICABLE LAWS AND ONLY (A) IN THE UNITED STATES ONLY TO "QUALIFIED INSTITUTIONAL BUYERS" (AS DEFINED IN RULE 144A UNDER THE SECURITIES ACT ("**RULE 144A**")), (B) TO NON-US PERSONS (AS DEFINED IN REGULATION S UNDER THE SECURITIES ACT ("**REGULATION S**")) IN OFFSHORE TRANSACTIONS IN RELIANCE ON REGULATION S, (C) PURSUANT TO AN EXEMPTION FROM REGISTRATION PROVIDED BY RULE 144 UNDER THE SECURITIES ACT (IF AVAILABLE) OR (D) TO THE ISSUER OR ITS AFFILIATES. THE HOLDER WILL, AND EACH SUBSEQUENT HOLDER IS REQUIRED TO, NOTIFY ANY PURCHASER OF THIS NOTE FROM IT OF THE RESALE RESTRICTIONS REFERRED TO ABOVE.

EACH PURCHASER OR TRANSFEREE OF THIS NOTE (OR ANY INTEREST HEREIN) WILL BE DEEMED BY ITS ACQUISITION AND HOLDING OF THIS NOTE TO HAVE REPRESENTED AND AGREED EITHER THAT (I) IT IS NOT (A) AN "**EMPLOYEE BENEFIT PLAN**" AS DESCRIBED IN SECTION 3(3) OF THE U.S. EMPLOYEE RETIREMENT INCOME SECURITY ACT OF 1974, AS AMENDED ("**ERISA**"), THAT IS SUBJECT TO TITLE I OF ERISA, (B) A "**PLAN**" AS DESCRIBED IN SECTION 4975(E)(1) OF THE U.S. INTERNAL REVENUE CODE OF 1986, AS AMENDED (THE "**CODE**") TO WHICH SECTION 4975 OF THE CODE APPLIES, (C) ANY ENTITY WHOSE UNDERLYING ASSETS INCLUDE, OR ARE DEEMED TO INCLUDE, "**PLAN ASSETS**" BY REASON OF SUCH EMPLOYEE BENEFIT PLAN'S OR PLAN'S INVESTMENT IN THE ENTITY (ANY OF THE FOREGOING, A "**BENEFIT PLAN INVESTOR**") OR (D) ANY EMPLOYEE BENEFIT PLAN SUBJECT TO ANY U.S. FEDERAL, STATE, LOCAL OR NON-U.S. LAW THAT IS SUBSTANTIALLY SIMILAR TO SECTION 406 OF ERISA OR SECTION 4975 OF THE CODE (A "**SIMILAR LAW PLAN**"), OR (II) ITS PURCHASE, HOLDING AND DISPOSITION OF THIS NOTE (OR ANY INTEREST HEREIN) WILL NOT CONSTITUTE OR RESULT IN A NON-EXEMPT PROHIBITED TRANSACTION UNDER SECTION 406 OF ERISA OR SECTION 4975 OF THE CODE OR A VIOLATION OF ANY SUCH SUBSTANTIALLY SIMILAR LAW. ANY PURPORTED PURCHASE OR TRANSFER OF THIS NOTE THAT DOES NOT COMPLY WITH THE FOREGOING SHALL BE NULL AND VOID AB INITIO."

In addition, each purchaser of Restricted Notes acknowledges that the Issuer, the Registrar, the Dealers and their affiliates, and others will rely upon the truth and accuracy of the foregoing acknowledgements, representations and agreements. If it is acquiring any Restricted Notes for the account of one or more qualified institutional buyers it represents that it has sole investment discretion with respect to each such account and that it has full power to make the foregoing acknowledgements, representations and agreements on behalf of each such account.

Before any interest in a Note represented by a Restricted Global Registered Note may be offered, sold, pledged or otherwise transferred to a person who takes delivery in the form of an interest in an Unrestricted Global Registered Note, it will be required to provide the Registrar with written certification as to compliance with the transfer restrictions referred to in items (B) or (C) of the second paragraph of the legend set forth above. See "Summary of Provisions relating to the Notes While in Global Form" in the accompanying Base Prospectus.

Before any interest in a Note represented by a Combined Global Registered Note may be exchanged for Combined Definitive Registered Notes, a person having an interest in such Combined Global Registered Note must provide the Registrar with a fully completed, signed certification substantially to the effect that the exchanging holder is not transferring its interest at the time of such exchange or, in the case of simultaneous sale pursuant to Rule 144A or Regulation S, a certification that the transfer is being made in compliance with the provisions of Rule 144A or Regulation S, as applicable.

(I) THE MARKET ACCESS SECURITIES ARE NOT BEING PURCHASED BY A "**RESTRICTED ENTITY**", MEANING THAT IT IS NOT A "PERSON RESIDENT IN INDIA" (AS SUCH TERM IS DEFINED IN THE FOREIGN EXCHANGE MANAGEMENT ACT, 1999, AS MAY BE AMENDED OR SUPPLEMENTED FROM TIME TO TIME), OR, (II), A "**NON-RESIDENT INDIAN**" (AS SUCH TERM IS DEFINED IN THE FOREIGN EXCHANGE MANAGEMENT (DEPOSIT) REGULATIONS, 2000, AS MAY BE AMENDED FROM TIME TO TIME);

(II) THE MARKET ACCESS SECURITIES ARE NOT BEING PURCHASED BY A PERSON/ENTITY WHOSE CONTROLLER(S) IS/ARE A RESTRICTED ENTITY, WHERE (A) "**CONTROLLER**" MEANS ANY PERSON OR GROUP OF PERSONS (ACTING PURSUANT TO ANY AGREEMENT OR UNDERSTANDING (WHETHER FORMAL OR INFORMAL, WRITTEN OR

OTHERWISE)) WHO IS/ARE ENTITLED TO EXERCISE OR CONTROL THE EXERCISE OF A MAJORITY OR MORE OF THE VOTING POWER OF AN ENTITY OR WHO HOLDS OR IS OTHERWISE ENTITLED TO A MAJORITY OR MORE OF THE ECONOMIC INTEREST IN SUCH ENTITY OR WHO IN FACT EXERCISES CONTROL OVER SUCH ENTITY; AND (B) "**CONTROL**" MEANS THE ABILITY TO APPOINT A MAJORITY OR MORE OF THE DIRECTORS OF AN ENTITY, OR THE CAPACITY TO CONTROL DECISION-MAKING, DIRECTLY OR INDIRECTLY, IN RELATION TO THE FINANCIAL, INVESTMENT AND/OR OPERATING POLICIES OF AN ENTITY IN ANY MANNER, **PROVIDED THAT**, IN THE CASE ONLY WHERE AN ENTITY'S INVESTMENTS ARE BEING MANAGED ON A DISCRETIONARY BASIS BY AN INVESTMENT MANAGER, SUCH INVESTMENT MANAGER SHALL NOT BE DEEMED TO BE SUCH ENTITY'S CONTROLLER FOR THE PURPOSES OF THE ABOVE BY REASON ONLY OF IT BEING ABLE TO CONTROL DECISION-MAKING IN RELATION TO THE ENTITY'S FINANCIAL, INVESTMENT AND /OR OPERATING POLICIES;

(III) THE MARKET ACCESS SECURITIES ARE NOT BEING PURCHASED WITH THE INTENT OF CIRCUMVENTING OR OTHERWISE AVOIDING ANY REQUIREMENTS APPLICABLE UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (FOREIGN INSTITUTIONAL INVESTORS) REGULATIONS, 1995, AS MAY BE AMENDED OR SUPPLEMENTED FROM TIME TO TIME, AND NOTIFICATIONS, CIRCULARS, RULES AND GUIDELINES OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (COLLECTIVELY REFERRED TO AS THE "**FII REGULATIONS**") (INCLUDING, WITHOUT LIMITATION, ANY RESTRICTIONS APPLYING TO FOREIGN INSTITUTIONAL INVESTORS IN RELATION TO THEIR ISSUANCES AND/OR OTHER DEALINGS OF OFFSHORE DERIVATIVE INSTRUMENTS (AS SUCH TERM IS DEFINED FOR THE PURPOSES OF REGULATION 15A OF THE FII REGULATIONS) WITH, RESTRICTED ENTITIES OR UNREGULATED ENTITIES (AS HEREINAFTER DEFINED);

(IV) THE HOLDER IS A "PERSON REGULATED BY AN APPROPRIATE FOREIGN REGULATORY AUTHORITY" (AS SUCH TERM AND/OR REQUIREMENTS RELATING THERETO ARE DEFINED OR OTHERWISE INTERPRETED FOR THE PURPOSES OF THE FII REGULATIONS (A "**REGULATED ENTITY**")

(V) THAT THE MARKET ACCESS SECURITIES ARE BEING PURCHASED BY THE HOLDER AS A PRINCIPAL FOR ITS OWN ACCOUNT AND NOT AS AN AGENT, NOMINEE, TRUSTEE OR REPRESENTATIVE OF ANY OTHER PERSON AND THE HOLDER HAS NOT ENTERED INTO ANY AGREEMENT FOR THE ISSUANCE OF A BACK-TO-BACK ODI AGAINST THE MARKET ACCESS SECURITIES;

(VI) THAT THE MARKET ACCESS SECURITIES SHALL NOT BE, DIRECTLY OR INDIRECTLY, SOLD, TRANSFERRED, ASSIGNED, NOVATED OR OTHERWISE DISPOSED OF, TO NOR ANY BACK-TO-BACK ODIS OR AGREEMENT WITH RESPECT TO ANY OF THE FOREGOING ENTERED INTO WITH AN ENTITY WHICH IS A RESTRICTED ENTITY;

(VII) THAT THE MARKET ACCESS SECURITIES SHALL NOT BE OFFERRED, SOLD OR TRANSFERRED TO: (i) A PROTECTED CELL COMPANY ("**PCC**") OR SEGREGATED PORTFOLIO COMPANY ("**SPC**") OR AN EQUIVALENT STRUCTURE HOWEVER DESCRIBED, OR (II) A MULTI CLASS SHARE VEHICLE ("**MCV**") BY CONSTITUTION OR AN EQUIVALENT STRUCTURE HOWEVER DESCRIBED THAT CONTAINS MORE THAN ONE CLASS OF SHARES, EXCEPT WHERE (A) A COMMON PORTFOLIO IS MAINTAINED FOR ALL CLASSES OF SHARES AND SATISFIES BROAD-BASED CRITERIA, OR (B) A SEGREGATED PORTFOLIO IS MAINTAINED FOR SEPARATE CLASSES OF SHARES WHEREIN EACH SUCH CLASS OF SHARES ARE IN TURN BROAD-BASED. FOR THIS PURPOSE, A "BROAD-BASED" FUND OR CLASS OF SHARES (WHERE THE HOLDER'S SEGREGATED PORTFOLIO IS MAINTAINED FOR SEPARATE

CLASSES OF SHARES) AS THE TERM IS DEFINED IN THE EXPLANATION TO REGULATION 6 OF THE FII REGULATIONS MEANS A FUND, ESTABLISHED OR INCORPORATED OUTSIDE INDIA, WHICH HAS AT LEAST TWENTY INVESTORS, WITH NO SINGLE INDIVIDUAL INVESTOR HOLDING MORE THAN 49% OF THE SHARES OR UNITS OF THE FUND; PROVIDED THAT IF THE BROAD-BASED FUND HAS INSTITUTIONAL INVESTOR(S) IT SHALL NOT BE NECESSARY FOR THE FUND TO HAVE TWENTY INVESTORS. FURTHER, IF THE BROAD-BASED FUND HAS AN INSTITUTIONAL INVESTOR WHO HOLDS MORE THAN 49% OF THE SHARES OR UNITS IN THE FUND, THEN THE INSTITUTIONAL INVESTOR MUST ITSELF BE A BROAD-BASED FUND.

(VIII) THAT THE MARKET ACCESS SECURITIES SHALL NOT BE, DIRECTLY OR INDIRECTLY, SOLD, TRANSFERRED, ASSIGNED, NOVATED OR OTHERWISE DISPOSED OF TO NOR ANY BACK-TO-BACK ODIS OR AGREEMENT WITH RESPECT TO ANY OF THE FOREGOING ENTERED INTO WITH AN ENTITY WHICH IS NOT A REGULATED ENTITY (AN "**UNREGULATED ENTITY**");

(IX) THE HOLDER WILL, IN THE CASE WHERE IT OR ITS NOMINEES, ASSOCIATES OR AFFILIATES SELL, TRANSFER, ASSIGN, NOVATE OR OTHERWISE DISPOSE OF THE MARKET ACCESS SECURITIES TO, OR ENTER INTO ANY BACK-TO-BACK ODIS OR ENTER INTO AN AGREEMENT WITH RESPECT TO ANY OF THE FOREGOING WITH ANY PARTY: (I) PROVIDE NOTICE OF THESE "**INDIAN SELLING RESTRICTIONS**" TO ANY PERSON TO WHOM A TRANSFER WAS MADE (THE "**TRANSFEREE**"); AND (II) ISSUE A WRITTEN NOTICE TO THE ISSUER IN SUCH FORM AS THE ISSUER MAY DETERMINE WITHIN TWO (2) HONG KONG BUSINESS DAYS AFTER THE TRANSFER.

(X) THE ISSUER AND ITS ASSOCIATES/AFFILIATES ARE AUTHORISED TO PROVIDE INFORMATION IN THEIR POSSESSION REGARDING THE HOLDER, THE PROPOSED TRANSFEREE, THE NOMINEES OR ASSOCIATES/AFFILIATES OF THE HOLDER AND/OR THE PROPOSED TRANSFEREE, THE MARKET ACCESS SECURITIES AND ANY BREACH OF THESE LEGENDS TO ANY INDIAN GOVERNMENTAL OR REGULATORY AUTHORITY (EACH AN "**AUTHORITY**") AS THE ISSUER OR ITS ASSOCIATES/AFFILIATES REASONABLY DEEMS NECESSARY OR APPROPRIATE IN ORDER TO COMPLY WITH REGULATIONS OR REQUESTS OF SUCH AUTHORITY FROM TIME TO TIME, INCLUDING BUT NOT LIMITED TO DISCLOSURES IN PERIODIC REPORTINGS MADE BY THE ISSUER OR ASSOCIATES/AFFILIATES OF THE ISSUER TO ANY AUTHORITY;

(XI) THE HOLDER WILL, AND SHALL PROCURE THAT THE NOMINEES OR ASSOCIATES/AFFILIATES OF THE HOLDER TO, AT THE SOLE OPTION OF THE ISSUER OR ITS ASSOCIATES/AFFILIATES, EITHER (A) PROVIDE THE ISSUER OR ITS ASSOCIATES/AFFILIATES PROMPTLY WITH SUCH ADDITIONAL INFORMATION THAT THE ISSUER OR ITS ASSOCIATES/AFFILIATES REASONABLY DEEMS NECESSARY OR APPROPRIATE IN ORDER TO COMPLY WITH REGULATIONS OR REQUESTS OF ANY AUTHORITY FROM TIME TO TIME (SUCH INFORMATION, THE "**ADDITIONAL INFORMATION**"), OR (B) SUBJECT TO SUCH AUTHORITY ACCEPTING SUCH DIRECT PROVISION, PROMPTLY PROVIDE SUCH ADDITIONAL INFORMATION DIRECTLY TO SUCH AUTHORITY AND PROMPTLY CONFIRM IN WRITING TO THE ISSUER THAT IT HAS DONE SO; AND

(XII) NON-COMPLIANCE WITH, OR BREACH, VIOLATION OR CONTRAVETION OF, THE OBLIGATIONS UNDER HEREIN (INCLUDING, WITHOUT LIMITATION, ANY RESTRICTIONS WITH RESPECT TO A TRANSFER ("**ODI HOLDER OBLIGATIONS**") MAY RESULT IN NON-COMPLIANCE WITH, OR BREACH, VIOLATION OR CONTRAVETION OF, APPLICABLE LAWS, REGULATIONS, GOVERNMENTAL ORDERS OR DIRECTIONS, REGULATORY SANCTIONS AGAINST THE ISSUER AND/OR ITS ASSOCIATES/AFFILIATES AND CAUSE IRREPARABLE

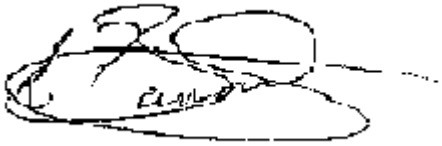
HARM TO THE ISSUER AND/OR ITS ASSOCIATES/AFFILIATES. ACCORDINGLY, THE HOLDER FURTHER ACKNOWLEDGES THAT, IN THE EVENT OF ANY NON-COMPLIANCE WITH, OR BREACH, VIOLATION OR CONTRAVETION OF THE ODI HOLDER OBLIGATIONS BY THE HOLDER, THE ISSUER AND/OR ITS ASSOCIATES/AFFILIATES MAY NOTIFY THE AUTHORITY OF THE BREACH, VIOLATION OR CONTRAVETION AND EXERCISE ANY RIGHTS AND TAKE ANY MEASURES AVAILABLE TO IT UNDER THE TERMS OF THE MARKET ACCESS SECURITIES, OR ANY OTHER MEASURES TO PREVENT, AVOID, MITIGATE, REMEDY OR CURE SUCH NON-COMPLIANCE, BREACH, VIOLATION OR CONTRAVETION, INCLUDING BUT NOT LIMITED TO EARLY REDEMPTION OF THE MARKET ACCESS SECURITIES BY THE ISSUER OR ITS ASSOCIATES/AFFILIATES AND COMPELLING THE TRANSFEREE TO REDEEM ANY MARKET ACCESS SECURITIES HELD BY SUCH TRANSFEREE.

RESPONSIBILITY

The Issuer accepts responsibility for the information contained in these Final Terms. Information on the Underlying Security and the Underlying Company has been extracted from the Information source specified below. The Issuer confirms that such information has been accurately reproduced and that, so far as it is aware and is able to ascertain from information published by the information source specified below, no facts have been omitted which would render the reproduced information inaccurate or misleading.

CONFIRMED

HSBC BANK PLC



L Barrett

By: _____

Authorised Signatory

Date: _____

PART B - OTHER INFORMATION

1. **LISTING**

(i)	Listing:	Application has been made to admit the Notes to listing on the Official List of the Financial Services Authority pursuant to Listing Rule 19. No assurance can be given as to whether or not, or when, such application will be granted.
(ii)	Admission to trading:	Application will be made for the Notes to be admitted to trading on the Regulated Market of the London Stock Exchange with effect from the Issue Date. No assurance can be given as to whether or not, or when, such application will be granted.

2. **RATINGS**

Ratings:	The Notes have not specifically been rated.

3. **NOTIFICATION**

Not applicable.

4. **INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE**

Save as discussed in "Subscription and Sale of Notes", so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer.

5. **REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES**

(i)	Reasons for the offer:	Not applicable
(ii)	Estimated net proceeds:	Information not provided
(iii)	Estimated total expenses:	Information not provided

6. **YIELD**

Not applicable

7. **HISTORIC INTEREST RATE**

Not applicable

8. **PERFORMANCE OF INDEX/FORMULA/OTHER VARIABLE, EXPLANATION OF EFFECT ON VALUE OF INVESTMENT AND ASSOCIATED RISKS AND OTHER**

INFORMATION CONCERNING THE UNDERLYING

The Notes reflect the risks of a UK incorporated bank or relevant affiliate taking a direct investment in or exposure to the equity of the Underlying Company.

Investors are therefore generally exposed to such risks on a one to one basis, as more particularly described in the section "*Product Description – Market Access Securities*" of Part E of the Prospectus and Condition 22A. See also paragraph 36 of Part A of these Final Terms for details of the Underlying.

The effect of such risks on the Notes will always be calculated in the sole and absolute discretion of the Calculation Agent. In certain circumstances, the Noteholders' entire investment may be at risk and they may receive nothing on redemption except the minimum amount of 0.03 per cent. of the Issue Price per Note.

Information source

Details of past performance and volatility of the Underlying Security are obtainable from the following display pages on the Bloomberg and/or Reuters Service:

HMCL IS

HROM.NS

Further information regarding the Underlying Company can be found at

HMCL IS Equity HP

HMCL IS Equity DES

The Issuer does not intend to provide post-issuance information.

9. **PERFORMANCE OF EXCHANGE RATE(S) AND EXPLANATION OF EFFECT ON VALUE OF INVESTMENT AND ASSOCIATED RISKS**

The Notes reflect the risk of an investment in each Underlying Currency ("**INR**"). The Realisable Sale Price as defined in the applicable section of Condition 22 (*Provisions relating to Market Access Notes*) of Part E of the Base Prospectus shall have been converted from the Underlying Currency into the Specified Currency at the rate of exchange obtained (or which the Calculation Agent determines would have been obtainable) by the Issuer or its Affiliate, adjusted to take into account any non-deliverable forward rate transaction entered into (or which the Calculation Agent determines would have been entered into) by the Issuer or an Affiliate on the Determination Date. Therefore, the performance of the Underlying Currency/ Specified Currency exchange rate will have a direct effect on the Final Redemption Amount of the Notes.

Details of past performance and volatility of the Underlying Currency / Specified Currency exchange rate are obtainable from the following display pages on the Bloomberg and/or Reuters service:

USDINR Curncy HP

OPERATIONAL INFORMATION

10.	ISIN Code:	XS0866294886
11.	Common Code:	086629488
12.	CUSIP:	Not applicable
13.	SEDOL:	B76WY62
14.	New Global Note intended to be held in a manner which would allow Eurosystem eligibility:	Not applicable
15.	Any clearing system(s) other than Euroclear and Clearstream, Luxembourg and the relevant identification number(s):	None
16.	Delivery:	Delivery against payment
17.	Settlement procedures:	Medium Term Note
18.	(i) Registrar:	HSBC Bank plc
	(ii) Additional Paying Agent(s) (if any):	None
19.	Common Depositary:	Not applicable
20.	Agent Bank/Calculation Agent:	HSBC Bank plc
	- is Calculation Agent to make calculations?:	Yes
	- if not, identify calculation agent:	Not applicable
21.	Notices: (*Condition 13*)	Condition 13 is applicable
22.	City in which specified office of Registrar to be maintained: (*Condition 14*)	London
23.	Tradable amount:	One Note
24.	Other relevant Conditions:	Not applicable

25.	ERISA Considerations:	The Notes may not be purchased by "benefit plan investors". See "*Certain ERISA Considerations – Market Access Securities*" in Part E of the Base Prospectus for further information.