#### **FINAL TERMS**

Final Terms dated 22 May 2013

Series No.: NWP29287

Tranche No.: 1

#### **HSBC** Bank plc

#### Programme for the Issuance of Notes and Warrants

Issue of HKD 2,000,000 Non Interest Bearing Reverse Convertible Equity-Linked Notes due June 2013 linked to ordinary shares of CNOOC LTD

#### **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 and prior to or on the Issue Date\_constitute a prospectus ("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 www.hsbc.com (please follow links to 'Investor relations', 'Fixed income securities' and 'Issuance programmes') and copies may be obtained from HSBC Bank plc, 8 Canada Square, London E14 5HQ.

The Notes described herein have a scheduled maturity on 21 June 2013, do not bear interest and are linked to the performance of ordinary shares of CNOOC LTD defined as the Security herein. The price performance of the Security will determine the basis for redemption of the Notes at scheduled maturity. The Notes will be redeemed at scheduled maturity at their nominal amount if, on the Valuation Date (as defined herein), the Calculation Agent (as defined herein) determines that the Final Price (as defined herein) of the Security is greater than or equal to the Strike Price (as defined herein) of such Security. Otherwise, if the Final Price of the Security is less than the Strike Price of such Security, the Notes will be redeemed, at the option of the Issuer, either (a) by payment of an amount in cash less than the nominal amount of the Notes and equal to the product of such nominal amount and the fraction of which the numerator is the Final Price of the Security and the denominator is the Strike Price of such Security, or (b) by delivery of a quantity of the Security with a value at that time less than the nominal amount of the Notes and payment of a residual amount in cash, determined by the Calculation Agent. The Notes are redeemable prior to scheduled maturity in certain circumstances at an amount determined by the Calculation Agent which may be less than their nominal amount.

Prospective investors considering acquiring any Notes should understand the risks of transactions involving the Notes and should reach an investment decision only 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.

## **HSBC**

1.	(i) Issuer	HSBC BANK PLC
	(ii) Arranger(s):	HSBC BANK PLC
2.	(i) Series number:	NWP29287
	(ii) Tranche number:	1
	(iii) Whether issue is of Notes or Certificates:	Notes
3.	Specified Currency or Currencies:	
	(i) of denomination:	Hong Kong Dollars ("HKD")
	(ii) of payment:	HKD
4.	Aggregate Principal Amount :	
	(i) Series:	HKD 2,000,000
	(ii) Tranche:	HKD 2,000,000
5.	(i) Issue Price:	97.35 per cent of the Aggregate Principal Amount
	(ii) Commission payable:	None
	(iii) Selling concession:	None
6.	(i) Denomination(s):	HKD 10,000
	$(Condition \ 1(b))$	
	(ii) Calculation Amount:	Not applicable
7.	(i) Issue Date:	23 May 2013
	(ii) Interest Commencement Date:	Not Applicable
8.	Maturity Date:	21 June 2013
	$(Condition \ 6(a))$	
9.	Interest basis:	Not applicable
	(Conditions 3 to 5)	
10.	Redemption basis:	Equity-Linked Redemption
	(Condition 6)	
11.	Change of interest or redemption basis:	In certain circumstances, the Notes will, at the option of the Issuer, be redeemed by delivery of Securities or, if the Issuer does not exercise

such option, redeemed at the Alternative Cash Redemption Amount. See paragraph 24(iii) below

12. Put/Call options: Not applicable

13. (i) Status of the Notes: Unsubordinated, unsecured

(Condition 2)

(ii) Date Board 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: Not applicable

(Condition 3)

16. Floating Rate Note provisions: Not applicable

(Condition 4)

17. Variable Coupon Amount Note provisions: Not applicable

(Condition 5)

18. Zero Coupon Note provisions: Not applicable

(Condition 5)

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): Not applicable

(Condition 6(c))

22. Noteholder's optional redemption (Put): Not applicable

(Condition 6(d))

23. Final Redemption Amount of each Note: See paragraph 24 below

 $(Condition \ 6(a))$ 

24. Final Redemption Amount of each Note in Applicable

cases where the Final Redemption Amount is Equity-Linked/Index-Linked or other

variable-linked:

(i) Index/Formula/other variable: The Security as defined in paragraph 36(i) below

- (ii) Calculation Agent responsible for calculating the Final Redemption Amount:
- **HSBC** France
- (iii) Provisions for determining Final Redemption Amount where calculated by reference to Equity/ Index and/or Formula and/or other variable:

Unless the Notes have been previously redeemed, or purchased and cancelled in accordance with the Conditions and subject to the other provisions of these Final Terms and the Conditions:

- (a) if the Calculation Agent determines on the Valuation Date that the Final Price (as defined in Condition 21(a)) of the security is greater than or equal to the Strike Price of such Security, the Issuer shall redeem the Notes on the Maturity Date at 100 per cent of par; or
- (b) if the Calculation Agent determines on the Valuation Date that the Final Price of the Security is less than the Strike Price of such Security, the Issuer shall (i), if the Issuer so elects, redeem the Notes by delivering or procuring the delivery of the Securities Transfer Amount and paying or procuring the payment of any Residual Cash Amounts to (or for the account of) the Noteholders in accordance with the following provisions of this paragraph ("Physical Settlement"), and Condition 21(b), or (ii) if the Issuer does not elect Physical Settlement, redeem the Notes by paying on the Maturity Date an amount (the "Alternative Cash Redemption Amount") in the Specified Currency in respect of each Note determined by the Calculation Agent in accordance with the following formula:

Denomination x Final Price
Strike Price

Where:

"Residual Amount" means, in relation to a Noteholder and a Note, the amount in the Specified Currency determined by the Calculation Agent in accordance with the following formula:

Denomination – (Securities Transfer Amount × Strike Price)

"Residual Cash Amount" means, in respect of a Residual Amount, the product of such Residual Amount and the fraction of which the numerator is the Final Price of the Security and the denominator is the Strike Price of such Security.

"Strike Price" means HKD 14.4648

(iv) Provisions for determining Final See Condition 21
Redemption Amount where
calculation by reference to Equity/
Index
and/or Formula and/or other variable
is impossible or impracticable
or otherwise disrupted:

(v) Minimum Final Redemption Amount:

Not applicable

(vi) Maximum Final Redemption

Amount:

100 per cent. of par

25. Instalment Notes: Not applicable

(Condition 6(a))

26. Early redemption amount:

Yes

(i) Early redemption amount (upon redemption for taxation reasons, illegality or following an Event of Default):

(Condition 6(b), 6(h) or 10)

With respect to the Notes, the amount in the Specified Currency determined by the Calculation Agent in its sole and absolute discretion to be the fair market value of the Notes immediately prior to the early redemption date, less any reasonable expenses and costs to the Issuer and/or any affiliate of the Issuer of unwinding any underlying and/or related hedging and/or funding arrangements

Other redemption provisions: Not applicable

(Condition 6(i))

#### GENERAL PROVISIONS APPLICABLE TO THE NOTES

27. Form of Notes:

(ii)

(Condition 1(a))

(i) Form of Notes: Bearer Notes

(ii) Bearer Notes exchangeable for No Registered Notes:

28. New Global Note: No

29. If issued in bearer form:

(i) Initially represented by a Temporary Global Note
Temporary Global Note
or Permanent Global Note:

(ii) Temporary Global Note
exchangeable for Permanent
Global Note and/or Definitive

Global Note and/or Definitive Notes and/or Registered Notes:

Temporary Global Note exchangeable for Permanent Global Note which is exchangeable for Definitive Notes only in the limited circumstances specified in

(Condition 1(a)) the Permanent Global Note

Yes

-5-

	(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	No
	(vi)	(a) Definitive Notes to be security printed:	Yes
		(b) if the answer to (a) is yes, whether steel engraved plates will be used:	Yes
	(vii)	Definitive Notes to be in ICMA or successor's format:	Yes
	(viii)	Issuer or Noteholder to pay costs of security printing:	Issuer
30.	Exchang Global I	ge Date for exchange of Temporary Note:	Not earlier than 40 days following the Issue Date
31.	Paymen (Conditi		
	(i)	Method of payment:	Not applicable
	(ii)	Relevant Financial Centre Day:	Not applicable
	(iii)	Local banking day specified for payments in respect of the Notes in global form:	No
32.	Partly P (Conditi	aid Notes:	No
	dates for of instal monies addition (including respect of	pecify number, amounts and r, and method of, payment ments of subscription and any further al provisions ng forfeiture dates in of late payments of aid instalments)	Not applicable
33.	Redenor	mination:	
	(i)	Redenomination:	Not applicable
	(ii)	Exchange:	Not applicable
34.	Other fi	nal terms:	Not applicable

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

35.	Security only):	Delivery (for Equity-Linked Notes	Condition 21(b) applies
36.	Provisions for Cash Equity Notes and Equity- Linked Notes:		Applicable
	(i)	Securities:	Ordinary Shares of CNOOC LTD (Bloomberg: 883 HK)
	(ii)	Underlying Company(ies):	CNOOC LTD
	(iii)	Exchange(s):	The Hong Kong Stock Exchange
	(iv)	Related Exchange(s):	All Exchanges
	(v)	Initial Price:	HKD 14.7600
	(vi)	Strike Date:	9 May 2013
	(vii) (viii) (ix)	Final Price: Reference Price: Securities Transfer Amount: (for Equity-Linked Notes only)	The Definition in Condition 21(a) applies The Definition in Condition 21(a) applies A number of Securities per Note calculated by the Calculation Agent in accordance with the following formula:
			Denomination/Strike Price
			and rounded to the lowest integer
	(x)	Settlement Date: (for Equity-Linked Notes only)	The definition in Condition 21(a) applies
	(xi)	Settlement Disruption Event: (for Equity-Linked Notes only)	Condition 21(b)(iii) applies
	-	Disruption Period (if other than as specified in Condition 21(b)(iii)):	Not applicable
	(xii)	Delivery Disruption Event: (for Equity-Linked Notes only)	Condition 21(b)(iv) applies
	(xiii)	Potential Adjustment Event:	Condition 21(g)(i) applies
	-	Extraordinary Dividend (if other than as specified in the definition in Condition 21(a))	The definition in Condition 21(a) applies
	-	additional Potential Adjustment Event (for purposes of paragraph (viii) of the definition thereof)	Not applicable
	(xiv)	Extraordinary Event:	Condition 21(g)(ii) applies
	-	Additional Disruption Event	Not applicable

	(xv)	Conversion:	Condition 21(g)(iii) does not apply
		(for Notes relating to Government Bonds and debt securities only)	
	(xvi)	Correction of prices:	Condition 21(g)(iv) applies
	(xvii)	Additional Disruption Event:	The following Additional Disruption Events apply: Change in Law, Failure to Deliver, Insolvency Filing, Hedging Disruption, Increased Cost of Hedging
37.	Addition Notes:	nal provisions for Equity-Linked	Not applicable
38.	Provisio	ns for Index-Linked Notes:	Not applicable
39.	For Equ	ity-Linked and Credit-Linked Notes:	U.S. Federal Income Tax Considerations
40.	Valuatio	on Date(s):	19 June 2013, subject to postponement in accordance with Condition 21(e)
41.	Valuatio	on Time:	The definition in Condition 21(a) applies
42.	Averagi	ng Dates:	No
43.	Other terms or special conditions relating to Index-Linked Notes, Cash Equity Notes or Equity-Linked Notes:		Not applicable
DISTRIBU'	TION		
44.	(i)	If syndicated, names of Relevant Dealer(s)/Lead Manager(s):	Not applicable
	(ii)	If syndicated, names of other Dealer Managers (if any):	s/Not applicable
	(iii)	Date of Subscription Agreement:	Not applicable
	(iv)	Stabilising Manager (if any):	Not applicable
45.	If non-sy		******
	Relevan	yndicated, name and address of t Dealer:	HSBC Bank plc 8 Canada Square, Canary Wharf London E14 5HQ United Kingdom
46.	Relevan		8 Canada Square, Canary Wharf London E14 5HQ
46. 47.	Relevan  Total co  Selling 1	t Dealer:	8 Canada Square, Canary Wharf London E14 5HQ United Kingdom
	Total co Selling r United S	mmission and concession:	8 Canada Square, Canary Wharf London E14 5HQ United Kingdom Not applicable TEFRA D Rule Notes may not be offered or sold within the United States of America or to or for the benefit of a U.S.
	Total co Selling r United S	mmission and concession: restrictions: States of America:	8 Canada Square, Canary Wharf London E14 5HQ United Kingdom Not applicable TEFRA D Rule Notes may not be offered or sold within the United States of America or to or for the benefit of a U.S. person (as defined in Regulation S)

## CONFIRMED

## HSBC BANK PLC

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## Victor Delgado Melgares

By:		
•	Authorised Signatory	
Data		

### PART B - OTHER INFORMATION

11.

Common Code:

1.	LISTING	
	(i) Listing	Not applicable
	(ii) Admission to trading	Not applicable
2.	RATINGS	
	Ratings:	The Notes have not specifically been rated.
3.	NOTIFICATION	
	Not applicable	
4.	INTERESTS OF NATURAL AND LEGAL	L PERSONS INVOLVED IN THE ISSUE
	Not applicable	
5.	REASONS FOR THE OFFER ESTIMATED NET PROCEEDS AND TOTAL EXPENSES	
	(i) Reasons for the offer	Not applicable
	(ii) Estimated net proceeds:	Not applicable
	(iii) Estimated total expenses:	Not applicable
6.	YIELD	
	Indication of yield:	Not applicable
7.	HISTORIC INTEREST RATES	
	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	
	Not applicable	
9.	PERFORMANCE OF EXCHANGE RATI VALUE OF INVESTMENT AND ASSOCI	E(S) AND EXPLANATION OF EFFECT ON IATED RISKS
	Not applicable	
OPERATIO	ONAL INFORMATION	
10.	ISIN Code:	XS0932678773

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12.	CUSIP:	Not applicable
13.	SEDOL:	Not applicable
14.	New Global Note intended to be held in a manner which would allow Eurosystem eligibility:	No
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.	Additional Paying Agent(s) (if any):	None
19.	Common Depositary:	HSBC Bank plc
20.	Agent Bank/Calculation Agent:	HSBC Bank plc/HSBC France
	— is Calculation Agent to make calculations?	Yes
	— if not, identify calculation agent:	Not applicable
21.	Notices: (Condition 13)	Applicable
22.	City in which specified office of Registrar to be maintained: (Condition 14)	Not applicable
23.	Other Final Terms:	Not applicable
24.	ERISA Considerations:	Not applicable