

FINAL TERMS

Final Terms dated 25 March 2010

Series No: 17

Tranche No: 1

HSBC Holdings plc

Debt Issuance Programme

Issue of

GBP 900,000,000

6 per cent. Subordinated Notes due March 2040

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 (the "**Conditions**") set forth in the Base Prospectus dated 8 March 2010 in relation to the above Programme (incorporating the Registration Document dated 8 March 2010) which constitutes a base prospectus (the "**Base 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 such Base 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 Base Prospectus. The Base Prospectus is available for viewing at HSBC Holdings plc, 8 Canada Square, London E14 5HQ and copies may be obtained from such address.

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|----|---|------------------|---------------------------|
| 1. | (i) | Issuer: | HSBC Holdings plc |
| | (ii) | Arranger(s): | HSBC Bank plc |
| 2. | (i) | Series number: | 17 |
| | (ii) | Tranche number: | 1 |
| 3. | Specified Currency or currencies: | | |
| | (i) | of denomination: | Sterling (" GBP ") |
| | (ii) | of payment: | GBP |
| 4. | Aggregate Principal Amount of notes admitted to trading | | |
| | (i) | Series: | GBP 900,000,000 |
| | (ii) | Tranche: | GBP 900,000,000 |

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| 5. | (i) | Issue Price: | 98.801 per cent. of the Aggregate Principal Amount |
| | (ii) | Commission payable: | 0.625 per cent. |
| | (iii) | Selling concessions: | None |
| | (v) | Net proceeds: | GBP 883,584,000 |
| 6. | (i) | Specified Denomination(s)
(Condition 1(b)): | GBP 50,000 and integral multiples of GBP 1,000 in excess thereof up to and including GBP 99,000. |
| | (ii) | Calculation Amount | GBP 1,000 |
| 7. | (i) | Issue Date: | 29 March 2010 |
| | (ii) | Interest Commencement Date: | 29 March 2010 |
| 8. | | Maturity Date:
(Condition 6(a)) | 29 March 2040 |
| 9. | | Interest basis:
(Conditions 3 to 5) | 6.00 per cent. Fixed Rate Notes |
| 10. | | Redemption basis:
(Condition 6) | Redemption at par |
| 11. | | Change of interest or redemption basis: | Not applicable |
| 12. | | Put/Call options: | Not applicable |
| 13. | (i) | Status of the Notes:
(Condition 2) | Subordinated Notes |
| | (ii) | Subordinated Notes: | Deferral of Payments, Condition 2(d) is not applicable |
| | (iii) | Date Board approval for issuance of Notes obtained: | Not applicable |
| 14. | | Method of distribution: | Syndicated |

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

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|-----|-----|---|---|
| 15. | | Fixed Rate Note provisions
(Condition 3) | Applicable |
| | (i) | Rate of Interest: | 6.00 per cent. per annum payable annually in arrear |

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|-------|----------------------------------|---|
| (ii) | Fixed Interest Payment Dates(s): | 29 March in each year commencing on 29 March 2011 and ending on 29 March 2040. |
| (iii) | Day count fraction | Actual/Actual (ICMA) (as defined in Condition 4(c)(iv)(c)(i)) (and for these purposes "Regular Period" means each period from and including the Interest Commencement Date to but excluding the first Fixed Interest Payment Date and each successive period from and including one Fixed Interest Payment Date to but excluding the next Interest Payment Date). |
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| 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 |

PROVISIONS RELATING TO REDEMPTION

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|-----|---|----------------------------------|
| 19. | Issuer's optional redemption (Call):
(Condition 6(c)) | No |
| 20. | Noteholder's optional redemption (Put):
(Condition 6(d)) | No |
| 21. | Final redemption amount:
(Condition 6(a)) | GBP 1,000 per Calculation Amount |
| 22. | Instalment Notes:
(Condition 6(a)) | Not Applicable |
| 23. | Early redemption amount: | Yes |
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- | | | |
|------|---|-----|
| (i) | Early redemption amount (upon Par redemption for taxation reasons)
(Condition 6(b)): | Par |
| (ii) | Early redemption amount upon Par enforcement:
(Condition 10) | Par |

- (iii) Other redemption provisions: None
(Condition 6(h))

GENERAL PROVISIONS APPLICABLE TO THE NOTES

24. Form of Notes:
(Condition 1(a))

- (a) Form of Notes: Bearer
- (b) Bearer Notes exchangeable for No
Registered Notes:

25. (A) If issued in bearer form:

- (i) Initially represented by a Temporary Global Note or Permanent Global Note: Temporary Global Note
- (ii) Temporary Global Note exchangeable for Permanent Global Note and/or Definitive Notes and/or Registered Notes: Yes, exchangeable for Permanent Global Note
(Condition 1(a))
- (iii) Permanent Global Note exchangeable for Definitive Notes and/or Registered Notes: Yes. The Issuer waives its right to elect to exchange a Permanent Global Note for Definitive Notes in the circumstances described in paragraph 6, sub-paragraph (d) of the Permanent Global Note.
- (iv) Coupons to be attached to Definitive Notes: Yes
- (v) Talons for future Coupons to be attached to Definitive Notes: Yes
- (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

(B) If issued in registered form:

(i) Rule 144A Global Registered Note exchangeable for U.S. Definitive Registered Notes: Not applicable

(ii) Restricted Global Registered Note exchangeable for U.S. Definitive Registered Notes: Not applicable

26. Exchange Date for exchange of Temporary Global Note: 10 May 2010

27. Payments

(Condition 8)

(i) Method of payment: Condition 8 shall apply, subject as provided in the Temporary Global Note or, as the case may be, the Permanent Global Note

(ii) Relevant Financial Centre Day: As provided in Condition 8

28. Partly Paid Notes: No
(Condition 1)

29. Redenomination:
(Condition 9)

(i) Redenomination: Not applicable

(ii) Exchange: Not applicable

DISTRIBUTION

30. (i) If syndicated, names of Relevant Dealer/Lead Manager: HSBC Bank plc

(ii) If syndicated, names of other Dealers/Managers (if any): BANCA AKROS S.p.A. – Gruppo
Bipiemme – Banca Popolare di Milano
Banca IMI S.p.A.
Banco Comercial Português, SA
Banco Santander, S.A.
Bayerische Landesbank
Canadian Imperial Bank of Commerce,
London Branch
Commerzbank Aktiengesellschaft
Crédit Agricole Corporate and Investment
Bank
Danske Bank A/S
ING Belgium SA/NV

Lloyds TSB Bank plc
Nordea Bank Danmark A/S
Scotia Capital Inc.
Skandinaviska Enskilda Banken AB (publ)

- (iii) Date of Subscription Agreement: 25 March 2010
- (iv) Stabilising Manager (if any): HSBC Bank plc
31. If non-syndicated, name of Relevant Dealer: Not applicable
32. Selling restrictions:
- (i) U.S. Selling Restrictions Reg. S Compliance Category 2; TEFRA D
Not Rule 144A eligible
- (ii) Other: Not applicable
33. Stabilisation: **In connection with the issue of any Tranche of Notes, the Dealer or Dealers (if any) named as the Stabilising Manager(s) (or persons acting on behalf of any Stabilising Manager(s)) in the applicable Final Terms may over-allot Notes or effect transactions with a view to supporting the market price of the Notes at a level higher than that which might otherwise prevail. However, there is no assurance that the Stabilising Manager(s) (or persons acting on behalf of a Stabilising Manager) will undertake stabilisation action. Any stabilisation action may begin on or after the date on which adequate public disclosure of the terms of the offer of the relevant Tranche of Notes is made and, if begun, may be ended at any time, but it must end no later than the earlier of 30 days after the issue date of the relevant Tranche of Notes and 60 days after the date of the allotment of the relevant Tranche of Notes. Any stabilisation action or over-allotment must be conducted by the relevant Stabilising Manager(s) (or person(s) acting on behalf of any Stabilising Manager(s)) in accordance**

with all applicable laws and rules.

LISTING AND ADMISSION TO TRADING APPLICATION

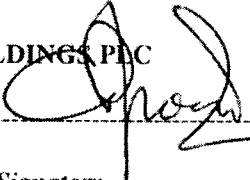
These Final Terms comprise the final terms required to list and have admitted to trading the issue of Notes described herein pursuant to the Debt Issuance Programme of HSBC Holdings plc.

RESPONSIBILITY

The Issuer accepts responsibility for the information contained in these Final Terms.

CONFIRMED

HSBC HOLDINGS PLC

By:  _____

Authorised Signatory

Date: 25 March 2010

PART B - OTHER INFORMATION

34. LISTING

- | | | |
|------|-----------------------|--|
| (i) | Listing: | Application has been made for the Notes to be admitted to listing on the Official List of the UK Listing Authority with effect from the Issue Date |
| (ii) | Admission to trading: | Application has been made for the Notes to be admitted to trading on the Regulated Market of the London Stock Exchange plc with effect from the Issue Date |

35. RATINGS

Ratings: The long term subordinated debt of HSBC Holdings plc has been rated:

S&P:	A
Moody's:	A1
Fitch:	AA-

The Notes have specifically been rated.

36. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE/OFFER

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

37. REASONS FOR THE OFFER ESTIMATED NET PROCEEDS AND TOTAL EXPENSES

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|-------|---------------------------|--|
| (i) | Reasons for the offer: | See "Use of Proceeds" in the Base Prospectus |
| (ii) | Estimated net proceeds: | GBP 883,584,000 |
| (iii) | Estimated total expenses: | GBP 15,000 |

38. YIELD

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|-----|----------------------|---|
| (i) | Indication of yield: | Calculated as 6.088 per cent. per annum on the Issue Date assuming redemption of the Notes on 29 March 2040 |
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As set out above, the yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future

yield.

39. **HISTORIC INTEREST RATES**

Not applicable

40. **PERFORMANCE OF INDEX/FORMULA/OTHER VARIABLE, EXPLANATION OF EFFECT ON VALUE OF INVESTMENT AND ASSOCIATED RISKS AND OTHER INFORMATION CONCERNING THE UNDERLYING**

Not applicable

The Issuer does not intend to provide post-issuance information

41. **PERFORMANCE OF RATES OF EXCHANGE AND EXPLANATION OF EFFECT ON VALUE OF INVESTMENT**

Not applicable

OPERATIONAL INFORMATION

42. ISIN Code: XS0498768315

43. Common Code: 049876831

44. New Global Note or Classic Global Note: New Global Note

45. New Global Note intended to be held in a manner which would allow Eurosystem eligibility: Yes

Note that the designation "Yes" simply means that the Notes are intended upon issue to be delivered to the common safe-keeper acting as agent for Euroclear or Clearstream, Luxembourg and does not necessarily mean that the Notes will be recognised as eligible collateral for Eurosystem monetary policy and intra-day credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon satisfaction of the Eurosystem eligibility criteria.

46. Any clearing system(s) other than Euroclear and Clearstream, Luxembourg and the relevant identification number(s): None

47. Settlement procedures: Eurobond

48. Name and Address of Initial Paying Agent(s): HSBC Bank plc
8 Canada Square

London E14 5HQ

49. Additional Paying Agent(s) (if any): None
50. Agent Bank: Not applicable
- is Agent Bank to make calculations? Not applicable
- if not, identify calculation agent:
51. Notices: Condition 14 applies
(*Condition 14*)
52. City in which specified office of Registrar to be maintained: Not applicable
(*Condition 12*)
53. Tradeable Amount: Not applicable
54. Other relevant Terms and Conditions: None
55. Other Final Terms: None