

FINAL TERMS

Series No.: 2
Tranche No.: 1

Bank of China (New Zealand) Limited

Medium Term Note Programme (*Programme*)

Issue of NZ\$150,000,000 Floating Rate Medium Term Notes due 19 April 2021 (*Notes*)

This document constitutes the Final Terms of the Tranche of Notes referred to above and must be read in conjunction with the general terms and conditions for the Programme as contained in the Note Deed Poll dated 22 August 2017. Full information on the Notes is only available on the basis of the combination of these Final Terms and the general terms and conditions (including for the definitions of capitalised terms used in these Final Terms).

The particulars specified in relation to such Tranche are as follows:

- | | | |
|---|---|--|
| 1 | Issuer: | Bank of China (New Zealand) Limited |
| 2 | (a) Series Number: | 2 |
| | (b) Tranche Number: | 1 |
| 3 | Method of distribution: | Syndicated |
| | (a) If syndicated, name of Managers: | ANZ Bank New Zealand Limited

BOCI Asia Limited

Bank of China (Hong Kong) Limited

Bank of China Limited (Hong Kong branch)

Westpac Banking Corporation (ABN 33 007 457 141) (acting through its New Zealand branch) |
| | (b) If non-syndicated, name of Dealer: | Not applicable |
| 4 | Name and address of Registrar and Paying Agent: | Computershare Investor Services Limited
Level 2, 159 Hurstmere Road,
Takapuna, Auckland |
| 5 | Calculation Agent: | Computershare Investor Services Limited |

6	Currency:	NZ\$
7	Aggregate principal amount of Tranche:	NZ\$150,000,000
8	(a) Issue Date:	19 April 2018
	(b) Interest Commencement Date:	Issue Date
9	Maturity Date:	19 April 2021
10	Issue Price:	Par
11	Denomination	
	(a) Face value of the Notes	NZ\$1.00
	(b) Specified Principal Amounts:	NZ\$5,000 and multiples of NZ\$1,000, thereafter
12	Interest Basis:	Bank Bill Rate + 1.10% per annum floating rate (further particulars specified below)
13	Redemption Basis:	Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100% of their principal amount
14	Put/Call Options:	Tax Call (further particulars specified below)
15	Payment of Approved Issuer Levy on Issuer's account	Applicable
16	Status of Notes:	Unsecured, unsubordinated

Provisions relating to interest

17	Fixed Rate Note provisions:	Not applicable
18	Floating Rate Note provisions:	Applicable
	(a) Interest Rate:	The aggregate of the 3 month Bank Bill Rate and the Margin
	(b) Reference Rate:	Bank Bill Rate
	(c) Margin	+ 1.10% per annum
	(d) Interest Payment Dates/Interest Periods:	Interest Payment Dates will be quarterly in arrear on 19 January, 19 April, 19 July and 19 October in each

		year up to and including the Maturity Date
(e)	Business Day Convention	Modified Following Business Day Convention (adjusted)
	- for Interest Payment Dates (other than the Maturity Date):	As above
	- for Maturity Date:	As above
(f)	Day Count Fraction:	Actual/365 (Fixed)
(g)	Minimum Interest Rate:	Not applicable
(h)	Maximum Interest Rate:	Not applicable
(i)	Linear Interpolation:	Not applicable
19	Zero Coupon Note provisions:	Not applicable
Provisions relating to redemption		
20	Redemption Amount:	Outstanding principal amount
21	Investor put:	Not applicable
22	Issuer call:	Not applicable
23	Tax call:	Applicable
General provisions applicable to the Notes		
24	Any Clearing System other than NZClear:	Not applicable. However, cross-trading through Euroclear and Clearstream, Luxembourg is applicable
25	Other conditions:	Not applicable
26	Other information:	Not applicable
27	Other selling restrictions:	As set out in the Appendix
28	Listing:	The Notes are not currently listed on any exchange
29	ISIN:	NZBOCDT002C0
	Common Code:	180891021
30	Credit rating:	At the date of these Final Terms, Bank of China (New Zealand) Limited had a credit rating for the Programme from S&P Global Ratings of A and from Moody's Investors Service of A1

Signed on behalf of Bank of China (New Zealand) Limited:

By: 

Duly authorised

Date: 13 April 2018

APPENDIX – ADDITIONAL SELLING RESTRICTIONS

United States

The Notes and the Guarantee have not been and will not be registered under the U.S. Securities Act of 1933 (the *Securities Act*) and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons except in certain transactions exempt from the registration requirements of the Securities Act. Terms used in this paragraph have the meanings given to them by Regulation S under the Securities Act.

The Notes and the Guarantee will not be offered or sold (i) as part of their distribution at any time or (ii) otherwise until 40 days after the later of the commencement of the offering and the closing date, within the United States or to or for the account or benefit of U.S. persons. The terms in this paragraph have the meanings given to them by Regulation S.

The Notes and the Guarantee are being offered and sold outside of the United States to non-U.S. persons in reliance on Regulation S.

In addition, until 40 days after the commencement of the offering of Notes and the Guarantee, any offer or sale of Notes and the Guarantee within the United States by any dealer (whether or not participating in the offering) may violate the registration requirements of the Securities Act.

United Kingdom

No communication, invitation or inducement to engage in investment activity (within the meaning of section 21 of the Financial Services and Markets Act 2000 (*FSMA*)) has been or may be made or caused to be made or will be made in connection with the issue or sale of the Notes in circumstances in which section 21(1) of the FSMA does not apply to the Issuer.

All applicable provisions of the FSMA with respect to anything done in relation to the Notes in, from or otherwise involving the United Kingdom must be complied with.

Public Offer selling restriction under the Prospectus Directive

In relation to each Member State of the European Economic Area which has implemented the Prospectus Directive (each, a *Relevant Member State*), with effect from and including the date on which the Prospectus Directive is implemented in that Relevant Member State (the *Relevant Implementation Date*), no offer of Notes which are the subject of the offering contemplated by these Final Terms has been or will be made to the public in that Relevant Member State other than:

- (a) to any legal entity which is a qualified investor as defined in the Prospectus Directive;
- (b) to fewer than 150 natural or legal persons (other than qualified investors as defined in the Prospectus Directive), subject to obtaining the prior consent of the relevant Dealer or Dealers nominated by the Issuer for any such offer; or
- (c) in any other circumstances falling within Article 3(2) of the Prospectus Directive, provided that no such offer of Notes shall require the Issuer or any Dealer to publish a prospectus pursuant to Article 3 of the Prospectus Directive, or supplement a prospectus pursuant to Article 16 of the Prospectus Directive.

For the purposes of this provision, the expression *an offer of Notes* to the public in relation to any Notes in any Relevant Member State means the communication in any form and by any means of sufficient information on the terms of the offer and the Notes to be offered so as to enable an investor to decide to purchase or subscribe the Notes, as the same may be varied in that Member State by any measure implementing the Prospectus Directive in that Member State, the expression *Prospectus Directive* means Directive 2003/71/EC (as amended, including by Directive 2010/73/EU), and includes any relevant implementing measure in the Relevant Member State.

Australia

No prospectus or other disclosure document (as defined in the Corporations Act 2001 of Australia (*Corporations Act*)) in relation to the Notes has been, or will be, lodged with, or registered by, the Australian Securities and Investments Commission or any other regulatory authority in Australia.

No person may:

- (a) make or invite (directly or indirectly) an offer of the Notes for issue, sale or purchase in, to or from Australia (including an offer or invitation which is received by a person in Australia); or
- (b) distribute or publish any Final Terms, terms sheet, information memorandum, prospectus or any other offering material or advertisement relating to the Notes in Australia,

unless:

- a) the aggregate consideration payable by each offeree or invitee (including any person who receives an offer or invitation or offering materials in Australia) is at least A\$500,000 (or its equivalent in an alternative currency and, in either case, disregarding moneys lent by the offeror or its associates) and the offer or invitation otherwise does not require disclosure to investors in accordance with Part 6D.2 or Part 7.9 of the Corporations Act;
- b) such action complies with all applicable laws and regulations in Australia (including without limitation, the licencing requirements set out in Chapter 7 of the Corporations Act);

- c) such action does not require any document to be lodged with the Australian Securities and Investments Commission or any other regulatory authority in Australia;
 - d) the offer or invitation does not constitute an offer to a "retail client" as defined for the purposes of section 761G of the Corporations Act; and
 - e) made in the circumstances specified in regulation 7.9.97 to the Corporations Regulations 2001 (Cth).
- The Issuer is not a bank which is authorised under the Banking Act 1959 of Australia. The Notes are not guaranteed by the Commonwealth of Australia. All offers and transfers of Notes in Australia must be in parcels of not less than A\$500,000 in aggregate principal amount (or its equivalent in other currencies). For the purposes of this selling restriction, references to *the Notes* include interests or rights in the Notes that are held in a clearing system.

Japan

The Notes have not been and will not be registered under the Financial Instruments and Exchange Act of Japan (Act No. 25 of 1948, as amended) (the *Financial Instruments and Exchange Act*). Accordingly, the Notes have not been and will not be offered or sold, directly or indirectly, in Japan or to, or for the benefit of, any resident of Japan (which term as used herein means any person resident in Japan, including any corporation or other entity organised under the laws of Japan) or to others for re-offering or resale, directly or indirectly, in Japan or to, or for the benefit of, any resident of Japan, except pursuant to an exemption from the registration requirements of, and otherwise in compliance with, the Financial Instruments and Exchange Act and other relevant laws and regulations of Japan.

Singapore

These Final Terms have not been, and will not be, registered as a prospectus with the Monetary Authority of Singapore.

Accordingly, these Final Terms and any other document or material in connection with the offer or sale, or invitation for subscription or purchase, of Notes have not been and will not be circulated or distributed, nor have the Notes been or will the Notes be offered or sold, or made the subject of an invitation for subscription or purchase, whether directly or indirectly, to any person in Singapore other than:

- (a) to an institutional investor (as defined in Section 4A of the Securities and Futures Act (Chapter 289 of Singapore) (the *SFA*)) pursuant to Section 274 of the *SFA*;
- (b) to a relevant person (as defined in Section 275(2) of the *SFA*) pursuant to Section 275(1) of the *SFA*, or any person pursuant to Section 275(1A) of the *SFA*, and in accordance with the conditions specified in Section 275 of the *SFA*; or
- (c) otherwise pursuant to, and in accordance with the conditions of, any other applicable provision of the *SFA*.

Where the Notes are subscribed or purchased under Section 275 of the *SFA* by a relevant person which is:

- (a) a corporation (which is not an accredited investor (as defined in Section 4A of the *SFA*)) the sole business of which is to hold investments and the entire share capital of which is owned by one or more individuals, each of whom is an accredited investor; or
- (b) a trust (where the trustee is not an accredited investor) whose sole purpose is to hold investments and each beneficiary of the trust is an individual who is an accredited investor,

securities (as defined in Section 239(1) of the *SFA*) of that corporation or the beneficiaries' rights and interest (howsoever described) in that trust shall not be transferred within six months after that corporation or that trust has acquired the Notes pursuant to an offer made under Section 275 of the *SFA* except:

- (a) to an institutional investor or to a relevant person defined in Section 275(2) of the *SFA* or to any person arising from an offer referred to in Section 275(1A) or Section 276(4)(i)(B) of the *SFA*;
- (b) where no consideration is or will be given for the transfer;
- (c) where the transfer is by operation of law;
- (d) as specified in Section 276(7) of the *SFA*; or
- (e) as specified in Regulation 32 of the Securities and Futures (Offers of Investments) (Shares and Debentures) Regulations 2005 of Singapore.

Hong Kong

The Notes have not been and will not be offered or sold in Hong Kong, by means of any document, other than (i) to "professional investors" as defined in the Securities and Futures Ordinance (Cap. 571) of Hong Kong (the *SFO*) and any rules made under that Ordinance; or (ii) in other circumstances which do not result in the document being a "prospectus" as defined in the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of Hong Kong or which do not constitute an offer to the public within the meaning of that Ordinance.

No advertisement, invitation or document relating to the Notes has been or will be issued or be in the possession of any person for the purposes of issue, whether in Hong Kong or elsewhere, which is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to Notes which are or are intended to be disposed of only to persons outside Hong Kong or only to "professional investors" as defined in the *SFO* and any rules made under that Ordinance.

Switzerland

These Final Terms are not intended to constitute an offer or solicitation to purchase or invest in the Notes. The Notes may not be publicly offered, sold or advertised, directly or indirectly, in, into or from Switzerland and will not be listed on the SIX Swiss Exchange or on any other exchange or regulated trading facility in Switzerland. Neither these Final Terms nor any other offering or marketing material relating to the Notes constitutes a prospectus as such term is understood pursuant to article 652a or article 1156 of the Swiss Code of Obligations or a listing prospectus within the meaning of the listing rules of the SIX Swiss Exchange or any other regulated trading facility in Switzerland and neither these Final Terms nor any other offering or marketing material relating to the Notes may be publicly distributed or otherwise made publicly available in Switzerland.