

Supplementary document dated 27 February 2024



**Industrial and Commercial Bank of China (New Zealand) Limited
as Issuer**

Medium Term Note Programme

This document supplements the product disclosure statement dated 21 September 2023 for the Medium Term Note Programme of Industrial and Commercial Bank of China (New Zealand) Limited.

This document is to be read together with the product disclosure statement referred to above.

Purpose

The purpose of this document is to supplement the product disclosure statement dated 21 September 2023 (the “**Existing Product Disclosure Statement**”) for the Medium Term Note Programme of Industrial and Commercial Bank of China (New Zealand) Limited (“**ICBC NZ**”) in relation to the credit rating of the programme provided by Moody’s Investors Service.

Contents

Section 1 of the Existing Product Disclosure Statement (Key Information Summary), as supplemented by this document, is set out in full below.

Interpretation

On and after the date of this document, you should refer to the Key Information Summary as set out below, and not to Section 1 of the Existing Product Disclosure Statement.

Capitalised words used in this document have the same meaning given to them in the Existing Product Disclosure Statement.

References to the “**Product Disclosure Statement**” below, and (on and after the date of this document) in the application instructions and application form at the back of the Existing Product Disclosure Statement, are to be read as references to the Existing Product Disclosure Statement as supplemented by this document.

1 Key Information Summary

This section replaces the key information summary set out in section 1 of the Existing Product Disclosure Statement.

What is this?

This is an offer of unsecured, unsubordinated medium term notes ("**Notes**"). Notes are debt securities issued by Industrial and Commercial Bank of China (New Zealand) Limited ("**ICBC NZ**"). You give ICBC NZ money, and in return ICBC NZ promises to pay you interest and repay the money at the end of the term. If ICBC NZ runs into financial trouble, you might lose some or all of the money you invested.

About ICBC NZ and Industrial and Commercial Bank of China Limited ("**ICBC**") and its subsidiaries (together, the "**ICBC Group**")

ICBC NZ is a company registered in New Zealand with incorporation number 4354858. ICBC NZ became a registered bank in New Zealand on 19 November 2013. ICBC NZ currently provides a range of banking and financial products to retail, corporate and institutional customers.

Information about ICBC NZ, including its financial statements, is published in disclosure statements required under the Banking (Prudential Supervision) Act 1989. ICBC NZ's disclosure statements are available at www.icbcnz.com.

ICBC NZ's parent company is ICBC, incorporated in the People's Republic of China ("**China**"). ICBC is subject to regulatory oversight by the National Administration of Financial Regulation and the Government of China. ICBC, operating through a branch in New Zealand ("**ICBC Branch**"), is also a registered bank in New Zealand and is subject to regulatory oversight by the Reserve Bank of New Zealand ("**RBNZ**"). ICBC NZ, the issuer of the Notes, is a separate legal entity to ICBC and ICBC Branch.

The ICBC Group provides customers with a wide range of financial products and services and has formed a cross-market, internationalised and integrated business model with a focus on commercial banking.

Purpose of this offer

The purpose of the offer of Notes is to raise funds which will be used for the general corporate purposes of ICBC NZ, including making loans and other banking products available to ICBC NZ's customers.

Key terms of the offer

Issuer:	ICBC NZ
Description:	A retail programme for the issuance of unsecured, unsubordinated medium term notes
Parent Company Guarantee:	At the date of this document, the obligations of ICBC NZ are guaranteed by ICBC under a Deed of Guarantee dated 27 August 2015 (" Parent Company Guarantee "). See section 4 of this document (Key Features of the Notes) for further important information and details relating to the Parent Company Guarantee
Series:	The Notes are part of a retail series offered by ICBC NZ. The terms of that series will be identical, except that each issue under that series may have a different issue date, maturity date, issue price, interest payment dates and interest rate, all as set out in the relevant final terms and (if applicable) confirmation of issue (" issue terms ")
Issue price:	Notes may be issued at an issue price equal to, above or below their principal amount, as set out in the relevant issue terms
Term:	The Notes will have an original term of 365 days or more, with the particular term set out in the relevant issue terms
Interest rate:	Notes may bear interest at either: <ul style="list-style-type: none">▫ a fixed rate for the whole term of the Notes; or▫ a floating rate calculated as a specific margin (which will apply for the whole term of the Notes) over the 3 month wholesale bank bill rate. Non-interest bearing (zero coupon) Notes may also be issued. The interest rate or method by which the interest rate will be determined (and any relevant fallback provisions for unavailability of the 3 month wholesale bank bill rate) will be set out in the relevant issue terms

Interest periods:	Interest will be paid in arrear semi-annually (in the case of fixed rate Notes) or every 3 months (in the case of floating rate Notes), and may have a short or long initial interest period, as set out in the relevant issue terms
Further payments, fees or charges:	By subscribing for or otherwise acquiring Notes, you agree to indemnify ICBC NZ for any loss suffered by it as a result of any breach by you of the selling restrictions set out in section 4 of this document (Key Features of the Notes). Taxes may be deducted from interest payments on the Notes. See section 6 of this document (Tax) for further details
Application amounts:	The minimum subscription amount is \$5,000 and higher multiples of \$1,000

Who is responsible for repaying you?

ICBC NZ is responsible for the repayment of the Notes. At the date of this document, the payment obligations of ICBC NZ are guaranteed by ICBC under the Parent Company Guarantee. If ICBC NZ fails to repay the Notes, you may demand payment from ICBC by following the steps set out in the Parent Company Guarantee. See section 4 of this document (Key Features of the Notes) for further details.

Apart from the guarantee provided by ICBC under the Parent Company Guarantee, the Notes are not guaranteed by any other member of the ICBC Group.

The Notes are not expected to be protected deposits under, or otherwise have the benefit of, the depositor compensation scheme established by the Deposit Takers Act 2023.

How you can get your money out early

You cannot redeem the Notes before their maturity date unless there is an event of default in respect of the Notes (see section 4 of this document (Key Features of the Notes) for further details).

ICBC NZ does not intend to quote these Notes on a market licensed in New Zealand and there is no other established market for trading them. This means that you may not be able to sell your Notes before the end of their term.

How the Notes rank for repayment

If ICBC NZ goes into liquidation, your right to repayment will rank:

- **behind** ICBC NZ's secured creditors and creditors preferred by law (for example, Inland Revenue and employees).
- **equally** with all other unsecured unsubordinated creditors of ICBC NZ (including other holders of Notes).
- **ahead** of ICBC NZ's subordinated creditors (if any) and shareholders.

You should also read section 4 of this document (Key Features of the Notes).

No security

The Notes are unsecured.

Key risks affecting this investment

Investments in debt securities have risks. A key risk is that ICBC NZ does not meet its commitments to repay you or pay you interest (credit risk). Section 5 of this document (Risks of Investing) discusses the main factors that give rise to the risk. You should consider if the credit risk of these debt securities is suitable for you.

The interest rate for these Notes should also reflect the degree of credit risk. In general, higher returns are demanded by investors from businesses with higher risk of defaulting on their commitments. You need to decide whether the offer is fair. ICBC NZ considers that the most significant risk factors are:

- As a bank, ICBC NZ is particularly exposed to credit risk on its customers. Its business could be materially adversely affected if customers do not repay their loans, particularly as it may at times have a concentrated exposure to a relatively small number of significant borrowers, industry sectors and regions. This credit risk is currently increased due to inflationary pressures and related market interest rate increases (which may lead to customers defaulting on their debt obligations), and the potential for a material downturn in the New Zealand and global economies in connection with these factors. ICBC NZ continues to closely monitor business borrowers and the performance of home loans.
- ICBC NZ is continuing to work to grow its core business and expand its range of products and services. The successful development of ICBC NZ's business may be hindered if ICBC NZ is unable to successfully compete with other banks.

This summary does not cover all of the risks of investing in the Notes. You should also read section 4 of this document (Key Features of the Notes) and section 5 of this document (Risks of Investing).

What is the Notes' credit rating?

A credit rating is an independent opinion of the capability and willingness of an entity to repay its debts (in other words, its creditworthiness). It is not a guarantee that the financial product being offered is a safe investment. A credit rating should be considered alongside all other relevant information when making an investment decision.

The programme under which the Notes are offered has been rated by S&P Global Ratings ("S&P Global") and Moody's Investors Service ("Moody's"). S&P Global gives ratings from AAA to C. Moody's gives ratings from Aaa to Ca.

A credit rating is not a recommendation to buy, sell or hold Notes.

Current credit ratings of the programme under which the Notes are offered

S&P Global

Rating ¹	Summary description
	<i>Capacity to make timely payment:</i>
AAA	Extremely strong
AA	Very strong
A	Strong S&P Global has given the programme a rating of A (stable)
BBB	Adequate
	<i>Vulnerability to non-payment:</i>
BB	Less vulnerable
B	More vulnerable
CCC	Currently vulnerable
CC	Currently highly vulnerable
C	Currently highly vulnerable

Note:
1 S&P Global's ratings from 'AA' to 'CCC' may be modified by the addition of a plus (+) or minus (-) sign to show relative standing within the major rating categories.

Moody's

Rating ²	Summary description
	<i>Credit risk:</i>
Aaa	Lowest
Aa	Very Low
A	Low Moody's has given the programme a rating of A1 (negative)
Baa	Moderate
Ba	Substantial
B	High
Caa	Very high
Ca	Likely in, or very near, default

Note:
2 Moody's appends numerical modifiers 1, 2, and 3 to each generic rating classification from Aa through Caa. The modifier 1 indicates that the obligation ranks in the higher end of its generic rating category; the modifier 2 indicates a mid-range ranking; and the modifier 3 indicates a ranking in the lower end of that generic rating category.