

FIRST SUPPLEMENTARY BASE PROSPECTUS



Macquarie Capital Securities (Malaysia) Sdn. Bhd.

(Company No. 463469-W)

(A Participating Organisation of Bursa Malaysia Securities Berhad)
(Incorporated in Malaysia under the Companies Act, 2016)

First Supplementary Base Prospectus

relating to the
offering of Structured Warrants
to be issued by
Macquarie Capital Securities (Malaysia) Sdn. Bhd.

This document is published in connection with the Offering of Structured Warrants to be issued from time to time (within the validity period of the Base Prospectus which expires on 8 October 2018) by Macquarie Capital Securities (Malaysia) Sdn. Bhd. ("Issuer") and to be guaranteed by Macquarie Financial Holdings Pty Limited ("Guarantor").

YOU ARE ADVISED TO READ AND UNDERSTAND THE CONTENTS OF THE BASE PROSPECTUS AND THIS FIRST SUPPLEMENTARY BASE PROSPECTUS. IF IN DOUBT, PLEASE CONSULT A PROFESSIONAL ADVISER.

THERE ARE CERTAIN RISK FACTORS WHICH YOU SHOULD CONSIDER. TURN TO PAGE 36 OF THE BASE PROSPECTUS FOR "RISK FACTORS".

YOU ARE ADVISED TO READ THIS FIRST SUPPLEMENTARY BASE PROSPECTUS IN CONJUNCTION WITH THE BASE PROSPECTUS DATED 9 OCTOBER 2017.

This First Supplementary Base Prospectus is dated 11 January 2018 and will expire on 8 October 2018.

RESPONSIBILITY STATEMENTS

OUR DIRECTORS HAVE SEEN AND APPROVED THIS FIRST SUPPLEMENTARY BASE PROSPECTUS. OUR DIRECTORS COLLECTIVELY AND INDIVIDUALLY ACCEPT FULL RESPONSIBILITY FOR THE ACCURACY OF THE INFORMATION CONTAINED IN THIS FIRST SUPPLEMENTARY BASE PROSPECTUS AND CONFIRM, HAVING MADE ALL REASONABLE ENQUIRIES, THAT TO THE BEST OF THEIR KNOWLEDGE AND BELIEF, THERE ARE NO FALSE OR MISLEADING STATEMENTS OR OTHER FACTS THE OMISSION OF WHICH WOULD MAKE ANY STATEMENT IN THIS FIRST SUPPLEMENTARY BASE PROSPECTUS FALSE OR MISLEADING.

WE ACKNOWLEDGE THAT, BASED ON ALL AVAILABLE INFORMATION, AND TO THE BEST OF OUR KNOWLEDGE AND BELIEF, THE BASE PROSPECTUS AND THIS FIRST SUPPLEMENTARY BASE PROSPECTUS CONSTITUTE A FULL AND TRUE DISCLOSURE OF ALL MATERIAL FACTS CONCERNING THE OFFERING OF THE STRUCTURED WARRANTS ("OFFER").

STATEMENTS OF RISK

YOU ARE WARNED THAT THE PRICE OR LEVEL (AS THE CASE MAY BE) OF THE UNDERLYING FINANCIAL INSTRUMENTS AND THE PRICE OF THE STRUCTURED WARRANTS MAY FALL IN VALUE AS RAPIDLY AS IT MAY RISE AND YOU MAY SUSTAIN A TOTAL LOSS OF YOUR INVESTMENT. YOU SHOULD THEREFORE MAKE SURE YOU UNDERSTAND THE TERMS AND CONDITIONS OF THE STRUCTURED WARRANTS OFFERED, THE RISK FACTORS INVOLVED, AND WHERE NECESSARY, SEEK PROFESSIONAL ADVICE BEFORE INVESTING IN THE STRUCTURED WARRANTS.

THE STRUCTURED WARRANTS CONSTITUTE GENERAL UNSECURED CONTRACTUAL OBLIGATIONS OF THE ISSUER AND OF NO OTHER PERSON AND THE GUARANTEE CONSTITUTES THE GENERAL UNSECURED CONTRACTUAL OBLIGATIONS OF THE GUARANTOR AND OF NO OTHER PERSON. THEREFORE, IF YOU PURCHASE THE STRUCTURED WARRANTS, YOU ARE RELYING ON THE CREDITWORTHINESS OF THE ISSUER AND THE GUARANTOR AND HAVE NO RECOURSE/RIGHTS AGAINST THE UNDERLYING COMPANY, THE UNDERLYING EXCHANGE TRADED-FUNDS OR THE UNDERLYING INDEX SPONSOR THAT COMPILES AND PUBLISHES THE UNDERLYING INDEX.

STATEMENTS OF DISCLAIMER

A COPY OF THIS FIRST SUPPLEMENTARY BASE PROSPECTUS HAS BEEN REGISTERED WITH THE SECURITIES COMMISSION MALAYSIA ("SC"). THE REGISTRATION OF THIS FIRST SUPPLEMENTARY BASE PROSPECTUS SHOULD NOT BE TAKEN TO INDICATE THAT THE SC RECOMMENDS THE OFFER OR ASSUMES RESPONSIBILITY FOR THE CORRECTNESS OF ANY STATEMENT MADE OR OPINION OR REPORT EXPRESSED IN THIS FIRST SUPPLEMENTARY BASE PROSPECTUS.

THE SC IS NOT LIABLE FOR ANY NON-DISCLOSURE ON OUR PART AND TAKES NO RESPONSIBILITY FOR THE CONTENTS OF THIS FIRST SUPPLEMENTARY BASE PROSPECTUS, MAKES NO REPRESENTATION AS TO ITS ACCURACY OR COMPLETENESS AND EXPRESSLY DISCLAIMS ANY LIABILITY WHATSOEVER FOR ANY LOSS HOWSOEVER ARISING FROM OR IN RELIANCE UPON THE WHOLE OR ANY PART OF THE CONTENTS OF THIS FIRST SUPPLEMENTARY BASE PROSPECTUS. **YOU SHOULD RELY ON YOUR OWN EVALUATION TO ASSESS THE MERITS AND RISKS OF THE OFFER AND THE INVESTMENT IN THE STRUCTURED WARRANTS. IN CONSIDERING THE INVESTMENT, IF YOU ARE IN ANY DOUBT AS TO THE ACTION TO BE TAKEN, YOU SHOULD CONSULT YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT OR OTHER PROFESSIONAL ADVISERS IMMEDIATELY.**

APPROVAL WILL BE OBTAINED FROM BURSA MALAYSIA SECURITIES BERHAD ("BURSA SECURITIES") FOR THE LISTING OF AND QUOTATION FOR THE STRUCTURED WARRANTS BEING OFFERED. ADMISSION OF THE STRUCTURED WARRANTS TO THE OFFICIAL LIST OF BURSA SECURITIES IS NOT TO BE TAKEN AS AN INDICATION OF OUR MERITS, THE MERITS OF THE OFFER, THE STRUCTURED WARRANTS, THE UNDERLYING EQUITIES, UNDERLYING EXCHANGE-TRADED FUNDS OR THE UNDERLYING INDEX.

THIS FIRST SUPPLEMENTARY BASE PROSPECTUS SHOULD BE READ IN CONJUNCTION WITH THE BASE PROSPECTUS DATED 9 OCTOBER 2017

A COPY OF THIS FIRST SUPPLEMENTARY BASE PROSPECTUS HAS ALSO BEEN LODGED WITH THE REGISTRAR OF COMPANIES. THE REGISTRAR OF COMPANIES DOES NOT TAKE ANY RESPONSIBILITY FOR THE CONTENTS OF THIS FIRST SUPPLEMENTARY BASE PROSPECTUS.

OTHER STATEMENTS

YOU ARE ADVISED TO NOTE THAT RECOURSE FOR FALSE OR MISLEADING STATEMENTS OR ACTS MADE IN CONNECTION WITH THE BASE PROSPECTUS AND THIS FIRST SUPPLEMENTARY BASE PROSPECTUS IS DIRECTLY AVAILABLE THROUGH SECTIONS 248, 249 AND 357 OF THE CAPITAL MARKETS AND SERVICES ACT 2007 ("**CMSA**").

SECURITIES LISTED ON BURSA SECURITIES ARE OFFERED TO THE PUBLIC PREMISED ON FULL AND ACCURATE DISCLOSURE OF ALL MATERIAL INFORMATION CONCERNING THE ISSUE FOR WHICH ANY OF THE PERSONS SET OUT IN SECTION 236 OF THE CMSA, E.G. DIRECTORS AND ADVISERS, ARE RESPONSIBLE.

THE DISTRIBUTION OF THIS FIRST SUPPLEMENTARY BASE PROSPECTUS AND THE OFFER ARE SUBJECT TO THE LAWS OF MALAYSIA. THIS FIRST SUPPLEMENTARY BASE PROSPECTUS WILL NOT BE DISTRIBUTED OUTSIDE MALAYSIA. NO ACTION HAS BEEN TAKEN TO PERMIT THE OFFERING OF THE STRUCTURED WARRANTS IN ANY JURISDICTION OTHER THAN MALAYSIA. ACCORDINGLY, THIS FIRST SUPPLEMENTARY BASE PROSPECTUS MAY NOT BE USED FOR THE PURPOSE OF AND DOES NOT CONSTITUTE AN OFFER FOR SUBSCRIPTION OR PURCHASE OR INVITATION TO SUBSCRIBE FOR OR PURCHASE, ANY STRUCTURED WARRANTS IN ANY JURISDICTION IN WHICH SUCH OFFER OR INVITATION IN ANY JURISDICTION OR IN ANY CIRCUMSTANCES IN WHICH SUCH AN OFFER IS NOT AUTHORISED OR LAWFUL OR TO ANY PERSON TO WHOM IT IS UNLAWFUL TO MAKE SUCH OFFER OR INVITATION. THE DISTRIBUTION OF THIS FIRST SUPPLEMENTARY BASE PROSPECTUS AND THE SALE OF STRUCTURED WARRANTS IN CERTAIN JURISDICTIONS OUTSIDE MALAYSIA MAY BE RESTRICTED BY LAW. YOU ARE REQUIRED TO BE AWARE AND OBSERVE THE LAWS OF COUNTRIES OR JURISDICTION OTHER THAN MALAYSIA THAT YOU ARE OR MIGHT BE SUBJECT TO.

OTHER THAN MACQUARIE BANK LIMITED ("**MBL**"), ANY MACQUARIE GROUP ENTITY NOTED IS NOT AN AUTHORISED DEPOSIT-TAKING INSTITUTION FOR THE PURPOSES OF THE BANKING ACT 1959 (COMMONWEALTH OF AUSTRALIA) AND THAT ENTITY'S OBLIGATIONS DO NOT REPRESENT DEPOSITS OR OTHER LIABILITIES OF MBL. MBL DOES NOT GUARANTEE OR OTHERWISE PROVIDE ASSURANCE IN RESPECT OF THE OBLIGATIONS OF THAT ENTITY, UNLESS NOTED OTHERWISE.

THIS FIRST SUPPLEMENTARY BASE PROSPECTUS CAN ALSO BE VIEWED OR DOWNLOADED FROM BURSA SECURITIES' WEBSITE AT [WWW.BURSAMALAYSIA.COM](http://www.bursamalaysia.com).

PRIVACY NOTICE

PURSUANT TO SECTION 7 OF THE PERSONAL DATA PROTECTION ACT 2010, WE ARE REQUIRED TO ISSUE A PRIVACY NOTICE TO YOU WITH REGARD TO COLLECTION AND MANAGEMENT OF YOUR PERSONAL DATA. THE PRIVACY NOTICE (IN ENGLISH AND BAHASA MALAYSIA VERSIONS) IS ATTACHED AS "ANNEXURE II" OF THE BASE PROSPECTUS FOR YOUR REFERENCE AND IS ALSO AVAILABLE AT OUR WEBSITE, [HTTP://WWW.MACQUARIE.MY/MGL/MY/ABOUT/EN/PRIVACY-POLICY-MALAYSIA](http://www.macquarie.my/mgl/my/about/en/privacy-policy-malaysia).

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THIS FIRST SUPPLEMENTARY BASE PROSPECTUS SHOULD BE READ IN CONJUNCTION WITH THE BASE PROSPECTUS DATED 9 OCTOBER 2017

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1 UPDATE OF INFORMATION CONTAINED IN THE BASE PROSPECTUS

1.1 Update of Our Share Capital

We note that the Issuer's paid-up share capital has been increased effective 12 December 2017. Accordingly, we wish to update Section 4.2 – Share capital (contained in page 9 of the Base Prospectus) as follows:

4.2 Our Share Capital

As at 12 December 2017, our Company's share capital is as follows:

	No. of shares	Amount RM
<i>Issued and paid-up share capital:</i>		
Ordinary shares	195,658,669	<u>168,000,001</u>

We note that prior to 12 December 2017, our Company's share capital was RM48,000,001 consisting of 49,317, 205 ordinary shares.

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2 ADDITIONAL INFORMATION

2.1 Base Prospectus Remains in Full Force Subject to Amendments

The Base Prospectus remains in full force and effect, save and except for the amendments to the Base Prospectus as set out in this First Supplementary Base Prospectus.

2.2 Documents for Inspection

In addition to the documents described in Section 11.4 of our Base Prospectus, a copy of this First Supplementary Base Prospectus may be inspected at our registered office during office hours for a period of 12 months from the date of our Base Prospectus.

2.3 Responsibility Statements

- (i) We acknowledge that, based on all available information, and to the best of our knowledge and belief, the Base Prospectus and this First Supplementary Base Prospectus constitute a full and true disclosure of all material facts concerning the Offer.
- (ii) Our Directors have seen and approved this First Supplementary Base Prospectus. Our Directors collectively and individually accept full responsibility for the accuracy of the information contained in this First Supplementary Base Prospectus and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, there are no false or misleading statements or other facts the omission of which would make any statement in this First Supplementary Base Prospectus false or misleading.

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