

FIRST SUPPLEMENTARY BASE PROSPECTUS



Macquarie Capital Securities (Malaysia) Sdn. Bhd.
(Company No. 199801007342 (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 28 September 2024) by Macquarie Capital Securities (Malaysia) Sdn. Bhd. (“**Issuer**”) and to be guaranteed by Macquarie Financial Holdings Pty Limited (“**Guarantor**” or “**MFHPL**”).

YOU ARE ADVISED TO READ AND UNDERSTAND THE CONTENTS OF THE BASE PROSPECTUS DATED 29 SEPTEMBER 2023 (“BASE PROSPECTUS”) AND THIS FIRST SUPPLEMENTARY BASE PROSPECTUS. IF IN DOUBT, PLEASE CONSULT A PROFESSIONAL ADVISER.

FOR INFORMATION CONCERNING RISK FACTORS WHICH YOU SHOULD CONSIDER, SEE PAGE 44 OF THE BASE PROSPECTUS FOR “RISK FACTORS”.

YOU ARE ADVISED TO READ THIS FIRST SUPPLEMENTARY BASE PROSPECTUS IN CONJUNCTION WITH THE BASE PROSPECTUS.

No Structured Warrants will be offered based on the Base Prospectus after 12 months from the date of the Base Prospectus.

This First Supplementary Base Prospectus is dated 19 January 2024 and will expire on 28 September 2024.

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, AND TO THE BEST OF THEIR KNOWLEDGE AND BELIEF, THERE IS NO FALSE OR MISLEADING STATEMENT 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 EQUITIES, UNDERLYING EXCHANGE-TRADED FUNDS, UNDERLYING INDEX AND 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. THEREFORE, IF YOU PURCHASE THE STRUCTURED WARRANTS, YOU ARE RELYING ON THE CREDITWORTHINESS OF THE ISSUER AND THE GUARANTOR AND HAVE NO RECOURSE OR RIGHTS AGAINST THE UNDERLYING CORPORATION WHICH HAS ISSUED THE UNDERLYING SHARES, OR THE UNDERLYING INDEX SPONSOR AND THE COMPANIES CONSTITUTING THE INDEX, OR THE UNDERLYING EXCHANGE-TRADED FUND AND THE EXCHANGE-TRADED FUND MANAGER.

STATEMENTS OF DISCLAIMER

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 STRUCTURED WARRANTS OFFERING OR ASSUMES RESPONSIBILITY FOR THE CORRECTNESS OF ANY STATEMENT MADE, OPINION EXPRESSED OR REPORT CONTAINED IN THIS FIRST SUPPLEMENTARY BASE PROSPECTUS. THE SC HAS NOT, IN ANY WAY, CONSIDERED THE MERITS OF THE STRUCTURED WARRANTS BEING OFFERED FOR INVESTMENT.

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 INVESTMENT. IF YOU ARE IN ANY DOUBT AS TO THE ACTION TO BE TAKEN, YOU SHOULD CONSULT YOUR STOCKBROKERS, BANK MANAGERS, SOLICITORS, ACCOUNTANTS OR OTHER PROFESSIONAL ADVISERS IMMEDIATELY.**

APPROVAL WILL BE OBTAINED FROM BURSA MALAYSIA SECURITIES BERHAD ("BURSA SECURITIES") FOR THE LISTING OF AND QUOTATION OF 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 INVITATION, 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 29 SEPTEMBER 2023.

A COPY OF THIS FIRST SUPPLEMENTARY BASE PROSPECTUS HAS BEEN LODGED WITH THE REGISTRAR OF COMPANIES, WHO TAKES NO RESPONSIBILITY FOR ITS CONTENTS.

OTHER STATEMENTS

YOU SHOULD NOTE THAT YOU MAY SEEK RECOURSE UNDER SECTIONS 248, 249 AND 357 OF THE CAPITAL MARKETS AND SERVICES ACT 2007 ("CMSA") FOR BREACHES OF SECURITIES LAW INCLUDING ANY STATEMENT IN THE BASE PROSPECTUS AND THIS FIRST SUPPLEMENTARY BASE PROSPECTUS THAT IS FALSE, MISLEADING OR FROM WHICH THERE IS A MATERIAL OMISSION OR FOR ANY MISLEADING OR DECEPTIVE ACT IN RELATION TO THE BASE PROSPECTUS AND THIS FIRST SUPPLEMENTARY BASE PROSPECTUS OR THE CONDUCT OF ANY OTHER PERSON IN RELATION TO THE ISSUER.

THE INFORMATION DISCLOSED IN THIS FIRST SUPPLEMENTARY BASE PROSPECTUS IS IN ACCORDANCE WITH THE REQUIREMENTS UNDER THE CMSA FOR WHICH ANY PERSON SET OUT IN SECTION 236 OF THE CMSA IS 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. THE STRUCTURED WARRANTS WILL NOT BE OFFERED TO U.S. PERSONS. YOU ARE REQUIRED TO BE AWARE AND OBSERVE THE LAWS OF COUNTRIES OR JURISDICTIONS OTHER THAN MALAYSIA THAT YOU ARE OR MIGHT BE SUBJECT TO.

WE ARE OBLIGED TO DELIVER TO YOU THE CASH SETTLEMENT AMOUNT (IF ANY) UNDER THE TERMS OF THE STRUCTURED WARRANTS UPON EXPIRY. AS THE STRUCTURED WARRANTS ARE INVESTMENT PRODUCTS AS OPPOSED TO DEPOSIT PRODUCTS, WE DO NOT INTEND (EXPRESSLY, IMPLICITLY OR OTHERWISE) TO CREATE A DEPOSIT LIABILITY OF ANY KIND BY THE ISSUE OF ANY STRUCTURED WARRANTS.

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. ANY INVESTMENTS ARE SUBJECT TO INVESTMENT RISK INCLUDING POSSIBLE DELAYS IN REPAYMENT AND LOSS OF INCOME AND PRINCIPAL INVESTED. 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.

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 III" OF THE BASE PROSPECTUS FOR YOUR REFERENCE AND IS ALSO AVAILABLE AT OUR WEBSITE, <https://www.macquarie.com/my/en/disclosures/malaysia-privacy-policy.html>.

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THIS FIRST SUPPLEMENTARY BASE PROSPECTUS SHOULD BE READ IN CONJUNCTION WITH THE BASE PROSPECTUS DATED 29 SEPTEMBER 2023.

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THIS FIRST SUPPLEMENTARY BASE PROSPECTUS SHOULD BE READ IN CONJUNCTION WITH
THE BASE PROSPECTUS DATED 29 SEPTEMBER 2023.

1 UPDATE OF INFORMATION CONTAINED IN THE BASE PROSPECTUS**1.1 Update of our Corporate Directory**

Elizabeth Allison De Zilva resigned as a Company Secretary of the Issuer effective 20 November 2023, and Tan Bee Hwa was appointed as a Company Secretary of the Issuer effective 27 November 2023.

In addition, the address of the Company Secretary has changed effective 18 December 2023, also resulting in a change of the Issuer's registered address.

Accordingly, information regarding the Issuer, the Company Secretary, the Registered Office/Head Office and the Structured Warrants Registrar set out in Section 1 – Corporate Directory (contained in pages 2 to 3 of the Base Prospectus) are updated as follows:

1. CORPORATE DIRECTORY

Issuer : Macquarie Capital Securities (Malaysia) Sdn. Bhd.
199801007342 (463469-W)
Level 13, Menara 1 Sentrum
201, Jalan Tun Sambanthan, Brickfields
50470 Kuala Lumpur, Malaysia
Telephone no.: 03-2059 8840
Website: <http://www.malaysiawarrants.com.my>

Company Secretary : Ms Ng Sally
MAICSA 7060343
SSM PC No. 202008002702
TMF Administrative Services Malaysia Sdn. Bhd.
Level 13, Menara 1 Sentrum
201, Jalan Tun Sambanthan, Brickfields
50470 Kuala Lumpur, Malaysia

Ms Tan Bee Hwa
MAICSA 7058049
SSM PC No. 202008001174
TMF Administrative Services Malaysia Sdn. Bhd.
Level 13, Menara 1 Sentrum
201, Jalan Tun Sambanthan, Brickfields
50470 Kuala Lumpur, Malaysia

**Registered Office/
Head Office** : Level 13, Menara 1 Sentrum
201, Jalan Tun Sambanthan, Brickfields
50470 Kuala Lumpur, Malaysia
Telephone no.: 03-2059 8840
Website: <http://www.macquarie.my/mgl/my/en>

[Information regarding the Guarantor, Auditors and Solicitors intentionally omitted in this First Supplementary Base Prospectus as the information is unchanged from the Base Prospectus.]

**Structured Warrants
Registrar** : Macquarie Capital Securities (Malaysia) Sdn. Bhd.
199801007342 (463469-W)
Level 13, Menara 1 Sentrum
201, Jalan Tun Sambanthan, Brickfields
50470 Kuala Lumpur, Malaysia
Telephone no.: 03-2059 8840

**THIS FIRST SUPPLEMENTARY BASE PROSPECTUS SHOULD BE READ IN CONJUNCTION WITH
THE BASE PROSPECTUS DATED 29 SEPTEMBER 2023.**

1 UPDATE OF INFORMATION CONTAINED IN THE BASE PROSPECTUS

[Information regarding the Rating Agency and Listing intentionally omitted in this First Supplementary Base Prospectus as the information is unchanged from the Base Prospectus.]

1.2 Update of Annexure I – Principal Terms of Deed Poll

Following the change to the Issuer's registered address, the Issuer has amended the Deed Poll dated 19 September 2023 for the Structured Warrants ("**Deed Poll**") via a Supplemental Deed Poll dated 10 January 2024 to reflect the new registered address. Accordingly:

- the registered office in the definitions of the "Issuer" and "Structured Warrants Registrar" contained in Annexure I – Principal Terms of Deed Poll (contained respectively in pages 74 and 80 of the Base Prospectus), and
- the registered address of the Issuer contained in Condition 1.1 of each Part 1, Part 2, Part 3, Part 4, Part 5, Part 6 and Part 7 of Annexure I – Principal Terms of Deed Poll (contained respectively in pages 81, 100, 114, 131, 149, 162 and 178 of the Base Prospectus),

each previously expressed as "10th floor Menara Hap Seng, No. 1 & 3 Jalan P. Ramlee, 50250 Kuala Lumpur, Malaysia", shall be replaced with the following new address:

"Level 13, Menara 1 Sentrum, 201, Jalan Tun Sambanthan, Brickfields, 50470 Kuala Lumpur, Malaysia".

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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 10.5 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.

The information on the Guarantor was obtained from the management and/or Directors of the Guarantor. The only responsibility of our Directors is to ensure that the information is accurately reproduced in our Base Prospectus and this First Supplementary Base Prospectus.

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