

**F I R S T S U P P L E M E N T A R Y
B A S E P R O S P E C T U S**



OCBC Bank (Malaysia) Berhad

(Company Number 295400-W)

(Incorporated in Malaysia under the Companies Act, 1965)

First Supplementary Base Prospectus

relating to the
offering of Structured Warrants
to be issued by
OCBC Bank (Malaysia) Berhad

The date of this First Supplementary Base Prospectus is 13 October 2015 and will expire on 25 March 2016

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.

THE FIRST SUPPLEMENTARY BASE PROSPECTUS SHOULD BE READ IN CONJUNCTION WITH THE BASE PROSPECTUS DATED 26 MARCH 2015.

THERE ARE CERTAIN RISK FACTORS WHICH YOU SHOULD CONSIDER. TURN TO PAGE 37 OF THE BASE PROSPECTUS FOR "RISK FACTORS".

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 OF THE UNDERLYING FINANCIAL INSTRUMENTS 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 HAVE NO RECOURSE/RIGHTS AGAINST THE UNDERLYING COMPANY 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 OR THE UNDERLYING INDEX.

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

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BASE PROSPECTUS DATED 26 MARCH 2015**

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.

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 II” OF THE BASE PROSPECTUS FOR YOUR REFERENCE AND IS ALSO AVAILABLE AT OUR WEBSITE, [HTTP://WWW.OCBC.COM.MY/PERSONAL-BANKING/SECURITY-PRIVACY.HTML](http://WWW.OCBC.COM.MY/PERSONAL-BANKING/SECURITY-PRIVACY.HTML).

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1. CHANGE IN THE BOARD OF DIRECTORS OF THE ISSUER

We wish to update the information on the board of directors of the Issuer which was disclosed in Section 1 - Corporate Directory and Section 4.4 - Our Board, pages 1 and 18 of the Base Prospectus.

Effective 20 June 2015, Mr Ching Wei Hong has resigned as a Non-Independent Non-Executive Director of the Issuer. Further, effective 1 October 2015, Mr. Tan Ngiap Joo has been appointed as an Independent Non-Executive Director of the Issuer.

2. CHANGES TO THE RISK MANAGEMENT COMMITTEE OF THE ISSUER

We also wish to update the information on the Risk Management Committee which was disclosed under Section 1 – Corporate Directory and Section 4.8 at pages 1 and 25 of the Base Prospectus.

Effective 20 June 2015, Mr. Ching Wei Hong has resigned as a member of the Risk Management Committee of the Issuer. Further, effective 1 October 2015, Mr. Tan Ngiap Joo has, been appointed as a member of the Risk Management Committee of the Issuer.

3. CHANGES TO SHARE CAPITAL OF THE ISSUER

We wish to update the information disclosed in Section 4.2 – Share capital at page 18 of the Base Prospectus, that the Issuer had on 20 September 2015 fully redeemed its 4,000,000 redeemable preference shares at RM1.00 each. As such, the total issued and paid up share capital of the Issuer had changed from RM291.5 million to RM287.5 million effective 20 September 2015.

4. CHANGES IN THE INFORMATION OF THE SUBSIDIARIES, ASSOCIATED COMPANIES AND JOINTLY CONTROLLED ENTITIES OF THE ISSUER

We wish to update the information disclosed in Section 4.6 - Subsidiaries, associated companies and jointly controlled entities at page 19 of the Base Prospectus, that effective 18 June 2015, the issued and paid up capital of OCBC Al-Amin has increased from RM165 million to RM185 million.

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5. AUDITED FINANCIAL HIGHLIGHTS FYE 31 DECEMBER 2014

The audited consolidated statement of income, statement of financial position and statement of cash flows for the financial year ended 31 December 2014 are set out below:

Consolidated statements of income

	FYE 31 December 2014 RM million
Interest income	3,278
Interest expense	(1,906)
Net interest income	1,372
Income from Islamic banking operations	467
Non-interest income	421
Operating income	52
Personnel and operating expenses	(942)
Operating profit before impairment allowance and provision	1,370
Impairment allowance and provision	(297)
Profit before income tax expense and zakat	1,073
Income tax expense and zakat	(239)
Profit for the year	834
Basic earnings per ordinary share (sen)	283.9
Dividends per share (sen) ⁽¹⁾	174.7
Return on equity (%)	14.3
Dividend payout ratio (%) ⁽²⁾	62.4

Note:

(1) Dividends (ordinary) per share paid during the financial year.

(2) Dividends (ordinary & preference) paid during the financial year as a percentage of profit after tax.

Consolidated statements of financial position

	FYE 31 December 2014 RM million
Total assets	91,603
Loans, advances and financing (net)	62,638
Cash and cash equivalents, deposits and placements with banks and other financial institutions	11,126
Financial assets held-for-trading and Financial investments available-for-sale	13,913
Total liabilities	85,587
Deposits from customers	71,588
Deposits and placements of banks and other financial institutions	10,291

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Subordinated term loan/bonds	1,693
Total equity	6,016
Net assets per ordinary share (RM)	20.9
Share capital	292
Profit for the year	834
Retained earnings	5,724
Common equity tier 1 capital ratio (%) ⁽¹⁾	12.0
Tier 1 capital ratio (%) ⁽¹⁾	13.5
Risk weighted capital ratio (%) ⁽¹⁾	16.4

[Note:

(1) After deducting proposed dividend.

Consolidated statements of cashflows

	FYE 31 December 2014 RM million
Cash flows from operating activities:	
Profit before tax expense and zakat	1,073
Net adjustments for operating activities	284
Operating profit before changes in working capital	1,357
Net increase and (decrease) in operating assets and liabilities	(49)
Cash generated from operations	1,308
Income tax and zakat paid	(315)
Net cash generated from operating activities	993
Net (cash used) in investing activities	(1,125)
Net (cash used) in financing activities	(521)
Net (decrease)/ increase in cash and cash equivalents	(653)
Cash and cash equivalents as at 1 January	8,926
Cash and cash equivalents as at 31 December	8,273

Please refer to our website www.ocbc.com for detailed information on our audited consolidated financial statements

6. GOOD AND SERVICES TAX

The Goods and Services Tax Act 2014 ("**GST Act**") came into force on 1 April 2015.

We wish to highlight that, effective 1 April 2015, a goods and services tax of 6 per centum (6%) pursuant to the GST Act ("**GST**") will be payable in respect of the exercise of any Structured Warrants. The GST will form part of and will be taken into account in the computation of the Exercise Expenses (as defined in Annexure 1 on page 55 of the Base Prospectus). Accordingly, the exercise of any warrants by the Holders on and/or after 1 April 2015 will be subject to GST, regardless of whether such Structured Warrants were issued prior to 1 April 2015.

7. BASE PROSPECTUS REMAINS IN FULL FORCE SUBJECT TO AMENDMENTS

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

8. DOCUMENTS FOR INSPECTION

In addition to the documents described in Section 10.3 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.

9. 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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