
CIMB GROUP HOLDINGS BERHAD
RM6.0 Billion Nominal Value of Conventional Medium Term Notes Programme
("MTN Programme")

SELLING RESTRICTIONS

Each of the following restrictions must be observed by each Noteholder in relation to offers, invitations, purchases, sales, transfers, acquisitions or disposals of all or any part of its legal or beneficial interests in the Conventional Notes as the case may be, and in relation thereto:-

- (i) at the point of issuance of the Conventional Notes: the Conventional Notes may only be offered, sold, transferred or otherwise disposed directly or indirectly to a person to whom an offer or invitation to subscribe the Conventional Notes and to whom the Conventional Notes are issued would fall within (i) Schedule 2 or Section 38(1)(b) of the SC Act; and (ii) Schedule 3 or Section 39(1)(b) of the SC Act; and (iii) Schedule 5 or Section 66(3) of the SC Act;
- (ii) after the issuance of the Conventional Notes: Conventional Notes may only be offered, sold, transferred or otherwise disposed directly or indirectly to a person to whom an offer or invitation to subscribe the Conventional Notes and to whom the Conventional Notes are issued would fall within (i) Schedule 2 or Section 38(1)(b) of SC Act; and (ii) Schedule 5 or Section 66(3) of the SC Act;
- (iii) each Noteholder shall not sell, transfer or otherwise dispose of all or any part of its legal or beneficial interests in the Conventional Notes to another person or persons nor offer to do so, unless such sale, transfer, disposal or offer, is subject to the condition that such person(s) shall undertake to observe the restrictions set out herein; and
- (iv) without limitation to paragraphs (B) (i), (ii) and (iii) above, each Noteholder shall observe all applicable laws and regulations in any jurisdiction (including Malaysia) in which it may offer, sell, transfer or otherwise dispose of all or any part of its legal or beneficial interests in the Conventional Notes or distribute any document or other material in connection therewith.