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**SABAH DEVELOPMENT BANK BERHAD (“SDBB”)  
COMMERCIAL PAPERS PROGRAMME OF UP TO RM1.5 BILLION IN NOMINAL VALUE AND  
MEDIUM TERM NOTES PROGRAMME OF UP TO RM1.5 BILLION IN NOMINAL VALUE  
SUBJECT TO A COMBINED AGGREGATE NOMINAL VALUE OF RM1.5 BILLION**

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**SELLING RESTRICTIONS**

**Selling Restrictions**

The Notes are subject to certain restrictions in its sale or transfer. At issuance, the Notes may not be offered, sold, transferred or otherwise disposed directly or indirectly, nor may any document or other material in connection herewith be distributed in Malaysia, other than to persons to whom an issue of, or an offer or invitation to subscribe the Notes may be made and to whom the Notes are issued would fall within Schedule 6 or Section 229(1)(b) of the CMSA and Schedule 7 or Section 230(1)(b) of the CMSA; read together with Schedule 9 or Section 257(3) of the CMSA. For secondary trading of the Notes thereafter, the Notes may not be offered, sold, transferred or otherwise disposed directly or indirectly, nor may any document or other material in connection herewith be distributed in Malaysia, other than to persons to whom an issue of, or an offer or invitation to purchase the Notes would fall within Schedule 6 or Section 229(1)(b) of the CMSA, read together with Schedule 9 or Section 257(3) of the CMSA.

**Other Restrictions**

Without limitation to Clause 5.1, 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 Notes or distribute any document or other material in connection therewith.