

CIMB GROUP HOLDINGS BERHAD

(50841-W)

Minutes of the Extraordinary General Meeting of CIMB Group Holdings Berhad (“CIMB” or “the Company”) held at Ballroom 2 and 3, Level 1, Sime Darby Convention Centre, 1A Jalan Bukit Kiara 1, 60000 Kuala Lumpur on Monday, 25 February 2013 at 2.10 p.m.

Present : Tan Sri Dato’ Md Nor Yusof - Chairman
Dato’ Sri Nazir Razak
Dato’ Zainal Abidin Putih
Dato’ Robert Cheim Dau Meng
Dato’ Hamzah Bakar
Datuk Dr. Syed Muhamad Syed A. Kadir

And 824 shareholders attending in person or by proxy as per Attendance List

Absent with Apologies : Mr. Glenn Muhammad Surya Yusuf
Mrs. Watanan Petersik
Mr. Katsumi Hatao

In Attendance : Datin Rossaya Mohd Nashir - Company Secretary

Mr. Soo Hoon Khoon Yean }
Mr. Yee Gah Hao } Representatives from Messrs
Mr. Adeel Ajmal } PricewaterhouseCoopers
Mr. Kelvin Lee }
Mr. William Mah }
Ms. Liana Mohd Nawati }

Mr. Stanley Ng Bond V }
Ms. Wong Chin Chin } Representatives from Messrs
Ms. Tracy Ng } Adnan Sundra & Low
Ms. Yong siew Lee }

1. CHAIRMAN OF THE MEETING

Tan Sri Dato’ Md Nor Yusof took the Chair.

2. CHAIRMAN'S SPEECH

The Chairman, Tan Sri Dato' Md Nor Md Yusof welcomed all present to the Extraordinary General Meeting (EGM). He then proceeded to introduce his fellow Directors and the Company Secretary and informed that the CIMB Group Management Committee, Auditors from Messrs PricewaterhouseCoopers and Advisers from CIMB Investment Bank Berhad and Messrs Zaid Ibrahim & Co. were also present at the Meeting.

3. QUORUM

The Secretary confirmed that there was sufficient quorum in accordance with Article 58 of the Articles of Association of the Company.

4. NOTICE OF MEETING

The Shareholders present agreed unanimously that the Notice convening the Meeting be taken as read.

5. PROPOSED DIVIDEND REINVESTMENT SCHEME THAT PROVIDES THE SHAREHOLDERS (SHAREHOLDERS) WITH THE OPTION TO ELECT TO REINVEST THEIR CASH DIVIDEND ENTITLEMENTS IN NEW ORDINARY SHARES OF RM1.00 EACH IN CIMBGH (PROPOSED DRS)

The Chairman briefed the Meeting on the rationales of the Proposed Establishment of Dividend Reinvestment Scheme that provided the shareholders of the Company, options to elect to reinvest their cash dividend entitlements in new Ordinary Shares of RM1.00 in CIMB (Proposed DRS) and invited Encik Shafiq Abdul Jabbar, the Chief Financial Officer, Malaysia to give his presentation on the Proposed DRS.

Encik Shafiq Abdul Jabbar presented the mechanism of the Proposed DRS and the process flow involved in implementing the Proposed DRS; and highlighted that the DRS was subject to Bank Negara Malaysia and shareholders' approval.

The Chairman then invited questions from the floor and Dato' Sri Nazir provided appropriate answers to the issues raised by shareholders and/or proxies, namely, Mr. Bhupinder Singh, Mr. Clemens Vong Fah Ha @ Clement James Vong, Mr. Sang Eng Soon, Mr. Wan Heng Wah and Mr. Chiew Sing Cheong @ Chew Sing Cheong, Mr. Lim Tan Yeow Kuan and Mr. Tan Teong Huat on the Proposed DRS.

Upon the proposal of the resolution by Mr. William Woon Peng Wah which was seconded by Mr. Phang Ah Kow:

IT WAS UNANIMOUSLY RESOLVED:-

THAT, subject to the approvals of the relevant regulatory authorities for the Proposed DRS being obtained and to the extent permitted by law, the Proposed DRS be and is hereby approved, and that the Board of Directors of the Company (“Board”) be and is hereby authorised:

- (a) To establish and implement the Proposed DRS;
- (b) To determine, at their sole and absolute discretion, whether the Proposed DRS will apply to any cash dividend(s) (whether interim, final, special or any other cash dividend) declared and/or approved by the Company;
- (c) To allot and issue such number of new CIMBGH Shares from time to time as may be required to be allotted and issued pursuant to the Proposed DRS until the conclusion of the next annual general meeting of the Company, upon such terms and conditions as the Board may, in its absolute discretion deem fit and in the best interest of the Company;
- (d) To do all such acts and enter into all such transactions, agreements and documents as may be necessary or expedient in order to give full effect to the Proposed DRS with full power to assent to any conditions, modifications, variations and/or amendments, or as the Board, in its absolute discretion, deems fit and in the best interest of the Company;

THAT, the new CIMBGH shares shall, upon allotment and issue, rank *pari passu* in all respects with the existing CIMBGH Shares, save and except that the new CIMBGH Shares shall not be entitled to any rights, allotments, entitlements, dividends and/or distributions, the entitlement date of which is prior to the allotment of the new CIMBGH Shares issued pursuant to the Proposed DRS.

The Meeting concluded at 3.00 p.m. with a vote of thanks to the Chair.

Confirmed

Tan Sri Dato’ Md Nor Yusof
Chairman