

## NOTICE OF ELECTION

THIS NOTICE OF ELECTION IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION AND IS TO BE READ IN CONJUNCTION WITH THE DIVIDEND REINVESTMENT SCHEME ("DRS") STATEMENT. TERMS DEFINED IN THE DRS STATEMENT SHALL HAVE THE SAME MEANING WHEN USED HEREIN UNLESS THE CONTEXT REQUIRES OTHERWISE.

IF YOU WISH TO PARTICIPATE IN THE DRS, YOU MUST COMPLETE AND RETURN THE DIVIDEND REINVESTMENT FORM ("DRF") TO SYMPHONY SHARE REGISTRARS SDN BHD, THE REGISTRAR FOR THE DRS ("SHARE REGISTRAR"), SUCH THAT IT REACHES THE SHARE REGISTRAR ON OR BEFORE THE EXPIRY DATE (AS DEFINED HEREIN). IF YOU DECIDE TO RECEIVE YOUR ENTIRE DIVIDEND ENTITLEMENT IN CASH ONLY, YOU DO NOT NEED TO TAKE ANY ACTION. THE PAYMENT OF THE TOTAL DIVIDEND ENTITLEMENT WILL BE MADE TO YOU ON THE PAYMENT DATE (AS DEFINED HEREIN) AS PER THE ARRANGEMENT YOU HAVE APPROVED EARLIER.



### CIMB GROUP HOLDINGS BERHAD

(Company No. 50841-W)  
(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF ELECTION IN RELATION TO THE DIVIDEND REINVESTMENT SCHEME THAT PROVIDES THE SHAREHOLDERS OF CIMB GROUP HOLDINGS BERHAD ("CIMB") THE OPTION TO ELECT TO REINVEST THEIR CASH DIVIDEND IN NEW ORDINARY SHARES OF RM1.00 EACH IN CIMB ("CIMB SHARE(S)") ("DRS")

Principal Adviser



CIMB Investment Bank Berhad (18417-M)  
(A Participating Organisation of Bursa Malaysia Securities Berhad)

To: Our Shareholders

Dear Sir/Madam,

Our Board had on 29 August 2016, declared a single tier first interim dividend of 8.00 sen per CIMB Share for the financial year ending 31 December 2016 ("**First Interim Dividend**"). The Board has determined that the DRS shall apply to the First Interim Dividend. The DRS was approved by our Shareholders at our Extraordinary General Meeting held on 25 February 2013 and has been renewed at our annual general meeting held on 18 April 2016.

The DRS, as approved, provides that the issue price of the new CIMB Shares ("**Issue Price**") to be issued pursuant to the DRS ("**New Shares**") shall be fixed by our Board at the higher of:

- (i) not more than ten percent (10%) discount to the five (5)-market day volume weighted average market price ("**VWAMP**") of our CIMB Shares transacted on Bursa Malaysia Securities Berhad immediately prior to the price fixing date. The VWAMP shall be adjusted ex-dividend before applying the aforementioned discount in fixing the Issue Price; or
- (ii) the par value of our CIMB Shares at the material time.

The DRS provides you with the option to elect to reinvest cash dividends in New Shares ("**Option to Reinvest**") and where applicable, the size of the portion of such cash dividends to which the Option to Reinvest applies ("**Electable Portion**"). This Notice of Election (including the DRF) is issued in connection with the DRS. If you elect to reinvest the entire Electable Portion or a part thereof in New Shares, you must complete and sign the DRF contained in this Notice of Election and submit it to the Share Registrar such that it reaches the Share Registrar on or before the last date and time as specified below.

The New Shares will be issued to you at the Issue Price of RM4.29 per CIMB Share as determined on 14 September 2016 ("**Price Fixing Date**"). The Issue Price of RM4.29 per CIMB Share represents a discount of approximately ten percent (10%) to the theoretical ex-dividend price of RM4.77 per CIMB Share, which was arrived at after taking into consideration the five (5)-market day VWAMP up to and including 13 September 2016, being the last trading day prior to the Price Fixing Date of approximately RM4.85 per CIMB Share and the dividend per share of 8.00 sen per CIMB Share.

Any issuance of New Shares pursuant to this Notice of Election (including the DRF) is subject to the Terms and Conditions stated in the DRS Statement and this Notice of Election (including the DRF) issued by CIMB. The number of New Shares as set out in the DRF has been computed based on your entitlement for the First Interim Dividend as at 29 September 2016 ("**Books Closure Date**").

**YOU WILL RECEIVE THE ELECTABLE PORTION IN CASH IF YOU DO NOT ELECT EXPRESSLY IN WRITING TO PARTICIPATE IN THE DRS ACCORDING TO ITS TERMS. AS SUCH, YOU NEED NOT TAKE ANY ACTION IF YOU WISH TO RECEIVE YOUR ELECTABLE PORTION IN CASH.**

**Last date and time for the DRF to be received by the Share Registrar : Tuesday, 18 October 2016 at 5.00 p.m., or such later date and time as may be extended by our Board at its sole discretion ("**Expiry Date**")**

**Issuance and allotment of New Shares as well as payment of cash dividend to shareholders : Friday, 28 October 2016 ("**Payment Date**")**

By order of the Board

**DATIN ROSSAYA MOHD NASHIR**  
LS 0007591  
Group Company Secretary

Our Share Registrar  
**Symphony Share Registrars Sdn Bhd** (378993-D)  
Level 6, Symphony House  
Pusat Dagangan Dana 1  
Jalan PJU 1A/46  
47301 Petaling Jaya  
Selangor Darul Ehsan  
Helpdesk Telephone No: 603-7849 0777  
Facsimile No: 603-7841 8151 / 8152

THIS NOTICE OF ELECTION IS DATED 4 OCTOBER 2016

**DIVIDEND REINVESTMENT FORM**

Dividend No. 39

**IF YOU WISH TO PARTICIPATE IN THE DRS, YOU MUST COMPLETE AND RETURN THIS DRF TO THE SHARE REGISTRAR SUCH THAT IT REACHES THE SHAREREGISTRAR ON OR BEFORE THE EXPIRY DATE. IF YOU DECIDE TO RECEIVE YOUR ENTIRE FIRST INTERIM DIVIDEND ENTITLEMENT IN CASH ONLY, YOU DO NOT NEED TO TAKE ANY ACTION. THE PAYMENT OF THE TOTAL FIRST INTERIM DIVIDEND ENTITLEMENT WILL BE MADE TO YOU ON THE PAYMENT DATE AS PER THE ARRANGEMENT THAT YOU HAVE APPROVED EARLIER.**

To: The Board of Directors  
CIMB Group Holdings Berhad



Name, Address and Central Depository System ("CDS") Account Number of Entitled Shareholder

NRIC No. / Company No.

CDS A/C No.

Number of CIMB Shares held at 5.00 p.m. on 29 September 2016

**DIVIDEND ENTITLEMENT**

First Interim Dividend of 8.00 sen per CIMB Share held <sup>(1)</sup>

Electable Portion of First Interim Dividend of 8.00 sen per CIMB Share <sup>(2)</sup>

Non-Electable Portion <sup>(3)</sup>

Maximum number of New Shares available for Option to Reinvest under the DRS based on the quantum as approved by our Board <sup>(2)</sup>

Net Dividend (RM)

**REINVESTMENT OPTION**

Number of New Shares under Option to Reinvest at RM4.29 per CIMB Share <sup>(4)</sup>  
(Please note that the respective balance Electable Portion will be paid in cash)

Notes:

- (1) If you decide to receive your entire dividend entitlement in cash only, the payment of the total dividend entitlement is as per indicated.
- (2) Kindly take note that you have the option to elect to participate and thereby reinvest the entire cash dividend entitlement or a part thereof in New Shares and, if applicable, the balance First Interim Dividend entitlement wholly in cash; or elect not to exercise the Option to Reinvest and thereby receive the entire First Interim Dividend wholly in cash.
- (3) The Non-Electable Portion is the portion of the First Interim Dividend after the deduction of the Electable Portion, where applicable.
- (4) The number of New Shares under the Option to Reinvest is calculated based on the net Electable Portion divided by RM4.29 per CIMB Share, rounded down to the nearest unit. It should be noted that since fractional New Shares will not be allotted, any amount of the Dividend payment that is insufficient for the issuance of one (1) whole New Share will be paid in cash to Shareholders.

I/We\* hereby elect to participate in the DRS and hereby irrevocably agree to subscribe to the total number of New Shares under the Option to Reinvest as stated above, at the issue price of RM4.29 per CIMB Share, subject to the terms and conditions set out in the DRS Statement and the Notice of Election and further confirm compliance with all requirements for acceptance as set out therein.

I/We\* hereby confirm and declare and/or represent and warrant and/or agree that:

- (i) All information provided by me/us\* is true and correct;
- (ii) All information is identical with the information in the records of Bursa Malaysia Depository Sdn Bhd ("Bursa Depository") and further agree and confirm that in the event the said information differs from the Bursa Depository's record as mentioned earlier, the exercise of my/our\* rights may be rejected;
- (iii) I/We\* am/are\* 18 years of age or over and not an undischarged bankrupt;
- (iv) My/Our\* participation in the DRS and subscription to the total number of New Shares under the Option to Reinvest as stated above does not and will not result in a breach of any restrictions on my/our\* holding of CIMB Shares imposed by any of my/our\* contractual obligation, or by statute, law or regulation in force in Malaysia or any other relevant jurisdiction, or by any relevant authorities, as the case may be, or as prescribed in our Memorandum and Articles of Association; and
- (v) If at any time before the allotment and issuance of the New Shares, the Board shall consider that by reason of any event or circumstance or by reason of any matter whatsoever it is no longer expedient or appropriate to implement the DRS, the Board may, at its absolute discretion and as it deems fit in the interest of CIMB and without assigning any reason thereof, cancel the application of the DRS subject to any requirement or provision imposed by any statute, law or regulation in force in Malaysia, as the case may be, and I/we\* shall, in such event, receive the entire First Interim Dividend in cash.

\_\_\_\_\_  
Signature/Authorised Signatory(ies)  
(Corporate bodies must affix their Common Seal)

**Affix  
Malaysian  
Revenue Stamp  
of RM10.00  
here**

Contact telephone number (during working hours)

\_\_\_\_\_  
House/Office

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2016

\_\_\_\_\_  
Mobile No.:

**Last date and time for the DRF to be received by the Share Registrar : Tuesday, 18 October 2016 at 5.00 p.m., or such later date and time as may be extended by our Board at its sole discretion ("Expiry Date")**

**Issuance and allotment of New Shares as well as payment of cash dividend to shareholders : Friday, 28 October 2016 ("Payment Date")**

\* Please delete whichever is not applicable

## NOTES AND INSTRUCTIONS FOR COMPLETING THE DRF

**YOU SHOULD READ AND UNDERSTAND THE CONTENTS OF THE DIVIDEND REINVESTMENT SCHEME STATEMENT TO WHICH THIS NOTICE OF ELECTION (CONTAINING THE DRF) RELATES IN ITS ENTIRETY BEFORE COMPLETING THE DRF.**

### INSTRUCTIONS:

- (1) The DRF, duly completed and signed, must be received by the Share Registrar, by post or by hand, not later than **5.00 p.m. on 18 October 2016**, being the Expiry Date of the election offer period, or such later date and time as may be extended by our Board at its sole discretion, at the following address:

**Symphony Share Registrars Sdn Bhd**

Level 6, Symphony House  
Pusat Dagangan Dana 1  
Jalan PJU 1A/46  
47301 Petaling Jaya  
Selangor Darul Ehsan

Helpdesk Tel: +603-7849 0777

Fax: +603-7841 8151/8152

- (2) Any DRF received by the Share Registrar after the date and time stipulated above shall be regarded as null and void and of no legal effect unless our Board in its sole discretion determines otherwise and such shareholder who is entitled to the First Interim Dividend based on his/her/its entitlement on the Books Closure Date ("**Entitled Shareholder**"), as the case may be, shall be deemed to have elected to receive the First Interim Dividend entitlement in cash. A completed and signed DRF, once received by the Share Registrar from you, is irrevocable and shall be binding on you.

One (1) DRF will be issued in respect of your shareholdings in one (1) Central Depository System ("**CDS**") account. For each DRF, you can have the option to elect to participate and thereby reinvest the entire First Interim Dividend entitlement or a part thereof in New Shares and if applicable, the balance First Interim Dividend entitlement wholly in cash. Accordingly for each DRF, you can elect to exercise the Option to Reinvest in full or partial as stipulated in the DRF or if you do not so elect, you will receive the First Interim Dividend entitlement wholly in cash as stipulated in the DRF.

If you receive more than one (1) DRF and wish to reinvest into New Shares in respect of all of your First Interim Dividend entitlement of all of your shareholding, you must complete all DRFs received and return the completed DRFs to the office of the Share Registrar as stated above. Multiple submissions in relation to the same CDS account, or those appearing to be, or suspected of being multiple submissions in relation to the same CDS account, may be rejected at the discretion of our Board, and shall be treated as having elected to receive the First Interim Dividend entitlement in cash.

- (3) The DRF must be completed and signed in accordance with the notes and instructions in the Dividend Reinvestment Scheme Statement and Notice of Election. DRFs that do not conform to the terms of the Dividend Reinvestment Scheme Statement and Notice of Election or which are illegible may not be accepted at the sole discretion of our Board. Our Board reserves the right at their absolute discretion to reject DRFs which are incomplete, incorrectly completed, damaged and/or illegible and shall be treated as having elected to receive your First Interim Dividend entitlement in cash.
- (4) The maximum number of New Shares available under the Option to Reinvest that is set out in this DRF have been computed based on your shareholding as stated in the Record of Depositors ("**ROD**") and your First Interim Dividend entitlement as at the Books Closure Date.

If you have not received the DRF or require a replacement, please contact the Share Registrar for a replacement DRF. Alternatively, you can fill up a blank DRF (available for download at Bursa Malaysia Securities Berhad's website: [www.bursamalaysia.com](http://www.bursamalaysia.com)) and submit the completed DRF to the Share Registrar. Please refer to the restriction in eligibility to participate in the DRS as set out in Section 3 of the Terms and Conditions of the Dividend Reinvestment Scheme Statement.

In the event that you state/insert a number of New Shares to invest in which is higher than the maximum number of New Shares available under the Option to Reinvest set out in this DRF/to which you are entitled to invest in, you are deemed to have elected to invest in the said maximum number of New Shares.

- (5) General instructions:
- (a) All Entitled Shareholders who wish to reinvest the entire First Interim Dividend entitlement or a part thereof in New Shares must sign the DRF. All corporations who wish to reinvest the entire First Interim Dividend entitlement or a part thereof in New Shares must complete the DRF under its common seal which must be affixed and witnessed in accordance with its Articles of Association or other regulations or under the hand of a duly authorised officer or attorney.
  - (b) Amendments must be clearly legible and should be countersigned by you in full. Any DRF defaced by erasures or any kind of correcting fluid may be rejected at the discretion of our Board and such Shareholder shall be treated as having elected to receive the First Interim Dividend entitlement in cash.
  - (c) Once the DRF and remittance so lodged with the Share Registrar, participation shall be irrevocable and will not be subsequently withdrawn.
  - (d) If the Option to Reinvest is exercised, a Malaysian Revenue Stamp (NOT POSTAGE STAMP) of Ringgit Malaysia Ten (RM10.00) must be affixed on the DRF.
- (6) The New Shares arising from the Option to Reinvest will be issued as fully paid and will be credited into your CDS account as stated in the Register of Depositors as at the Books Closure Date.
- (7) The contract arising from your participation in the DRS shall be governed by and construed in accordance with the laws of Malaysia, and you shall be deemed to have irrevocably and unconditionally submitted to the exclusive jurisdiction of the courts of Malaysia in respect of any matter in connection with this DRF, the Notice of Election and the contract arising from the execution of the DRF.
- (8) No acknowledgement of receipt will be issued in respect of any DRF received. Please note that proof of posting cannot be construed or deemed to be proof of receipt by us of such DRF on or before the last date and time for the DRF to be received by the Share Registrar.