

# TERM SHEET



**CIMB Bank Berhad** (13491-P)  
(Incorporated in Malaysia under the Companies Act, 1965)

**Offering of up to 50,000,000 European style non-collateralised cash-settled callable bull certificates over ordinary shares of Maxis Berhad (“MAXIS”) (“MAXIS Shares”) with an exercise ratio of 6 Callable Bull Certificates : 1 MAXIS Share (“Callable Bull Certificates”) at an issue price of RM0.150 per Callable Bull Certificate**

## *Issuer and Market Maker*

**CIMB Bank Berhad**

This Term Sheet is published in connection with the offering of the Callable Bull Certificates to be issued by CIMB Bank Berhad (“**Issuer**”), for the purpose of providing information on the Callable Bull Certificates. This Term Sheet is supplemental to and should be read in conjunction with the Base Prospectus dated 9 May 2011 (“**Base Prospectus**”) and the First Supplementary Base Prospectus dated 21 September 2011 (“**First Supplementary Base Prospectus**”) which set out the information on the Issuer and Structured Warrants (as defined herein).

We may update or amend the Base Prospectus from time to time by way of successor documents. You should ask us if any supplement to the Base Prospectus has been issued. Any supplement to the Base Prospectus will be available on Bursa Malaysia Securities Berhad’s (“**Bursa Securities**”) website, [www.bursamalaysia.com](http://www.bursamalaysia.com). These documents will also be available for inspection at our registered office during office hours for a period of 12 months from the date of the Base Prospectus.

You are warned that the price of the underlying financial instruments and the Callable Bull Certificates may fall in value as rapidly as it may rise and you may sustain a total loss of your investment. **YOU ARE ADVISED TO READ AND UNDERSTAND THE CONTENTS OF THE BASE PROSPECTUS, THE FIRST SUPPLEMENTARY BASE PROSPECTUS AND THIS TERM SHEET. IF IN DOUBT, PLEASE CONSULT A PROFESSIONAL ADVISER. THERE ARE CERTAIN RISK FACTORS WHICH PROSPECTIVE INVESTORS SHOULD CONSIDER. TURN TO PAGE 3 OF THIS TERM SHEET AND PAGE 55 OF THE BASE PROSPECTUS FOR “RISK FACTORS”.**

The Callable Bull Certificates constitute general and unsecured contractual obligations of only the Issuer. If you purchase the Callable Bull Certificates, you are relying on the creditworthiness of the Issuer and have no recourse or rights against MAXIS.

The Callable Bull Certificates are to be listed and traded on the Structured Warrants Board of Bursa Securities.

We have received Bursa Securities’ permission to list and quote the Callable Bull Certificates on the Official List of the Structured Warrants Board of Bursa Securities.

The date of this Term Sheet is 3 February 2012

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**You should consider the risk factors detailed in Section 6 of the Base Prospectus and Section 2 of this Term Sheet**

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OUR DIRECTORS HAVE SEEN AND APPROVED THIS TERM SHEET. OUR DIRECTORS COLLECTIVELY AND INDIVIDUALLY ACCEPT FULL RESPONSIBILITY FOR THE ACCURACY OF THE INFORMATION CONTAINED IN THIS TERM SHEET AND CONFIRM, AFTER MAKING 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 TERM SHEET FALSE OR MISLEADING.

WE ACKNOWLEDGE THAT, BASED ON ALL AVAILABLE INFORMATION, AND TO THE BEST OF OUR KNOWLEDGE AND BELIEF, THE BASE PROSPECTUS DATED 9 MAY 2011, THE FIRST SUPPLEMENTARY BASE PROSPECTUS DATED 21 SEPTEMBER 2011 AND THIS TERM SHEET CONSTITUTE A FULL AND TRUE DISCLOSURE OF ALL MATERIAL FACTS CONCERNING THE OFFERING OF THE CALLABLE BULL CERTIFICATES ("**OFFER**").

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 MAXIS.

IN ADDITION, OUR DIRECTORS DO NOT ACCEPT RESPONSIBILITY FOR THE INFORMATION ON MAXIS CONTAINED IN THIS TERM SHEET SAVE FOR THE FACT THAT THE INFORMATION IS AN ACCURATE EXTRACT OR SUMMARY OF RELEVANT PUBLICLY RELEASED INFORMATION.

A COPY OF THIS TERM SHEET HAS BEEN REGISTERED WITH THE SECURITIES COMMISSION MALAYSIA ("**SC**"). THE REGISTRATION OF THIS TERM SHEET 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 TERM SHEET. THE SC IS NOT LIABLE FOR ANY NON-DISCLOSURE ON OUR PART AND TAKES NO RESPONSIBILITY FOR THE CONTENTS OF THIS TERM SHEET, 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 TERM SHEET. **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 ADVISER IMMEDIATELY.**

**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.**

APPROVAL HAS BEEN OBTAINED FROM BURSA MALAYSIA SECURITIES BERHAD ("**BURSA SECURITIES**") FOR THE LISTING OF AND QUOTATION FOR THE CALLABLE BULL CERTIFICATES BEING OFFERED. ADMISSION OF THE CALLABLE BULL CERTIFICATES TO THE OFFICIAL LIST OF BURSA SECURITIES IS NOT TO BE TAKEN AS AN INDICATION OF THE MERITS OF THE INVITATION, CORPORATION, OR ITS SECURITIES.

THIS TERM SHEET HAS ALSO BEEN LODGED WITH THE REGISTRAR OF COMPANIES. THE REGISTRAR OF COMPANIES DOES NOT TAKE ANY RESPONSIBILITY FOR THE CONTENTS OF THIS TERM SHEET.

YOU ARE ADVISED TO NOTE THAT RECOURSE FOR FALSE OR MISLEADING STATEMENTS OR ACTS MADE IN CONNECTION WITH THIS TERM SHEET IS DIRECTLY AVAILABLE THROUGH SECTIONS 248, 249 AND 357 OF THE CAPITAL MARKETS AND SERVICES ACT 2007.

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 CAPITAL MARKETS AND SERVICES ACT 2007, E.G. DIRECTORS AND ADVISERS, ARE RESPONSIBLE.

## INDICATIVE TIMETABLE

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The indicative timing of events leading up to the listing of and quotation for the Callable Bull Certificates on the Structured Warrants Board of Bursa Securities are as follows:

	<b>Tentative dates</b>
Launch of the Callable Bull Certificates	3 February 2012
Allotment of the Callable Bull Certificates	3 February 2012
Listing of the Callable Bull Certificates on the Structured Warrants Board of Bursa Securities	8 February 2012

This timetable is tentative and is subject to changes.

*Note:*

*The Price Fixing Date for the Callable Bull Certificates is 13 January 2012*

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## DEFINITIONS

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All references to “our Company” or “the Issuer” or “the Market Maker” or “CIMB Bank” in this Term Sheet are to CIMB Bank Berhad (13491-P), references to “our Group” are to our Company and our subsidiaries and references to “we”, “us”, “our” and “ourselves” are to our Company and, except where the context otherwise requires, our subsidiaries.

References to “Ringgit”, “Ringgit Malaysia”, “RM” or “sen” are to the lawful currency of Malaysia and references to a time of day are to Malaysian time, unless otherwise stated. Words importing the singular shall, where applicable, include the plural and vice versa and words importing the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa. References to persons shall include companies and corporations. Any reference in this Term Sheet to any enactment is a reference to that enactment as for the time being amended or re-enacted.

The following terms in this Term Sheet bear the same meanings as set out below, unless the term is defined otherwise or the context otherwise requires:

Act.....	Companies Act, 1965
Base Prospectus.....	Base Prospectus dated 9 May 2011 relating to the offering of Structured Warrants to be issued by us, as supplemented from time to time
BLR .....	Base lending rate
Bursa Depository .....	Bursa Malaysia Depository Sdn Bhd (165570-W)
Bursa Securities.....	Bursa Malaysia Securities Berhad (635998-W)
Callable Bull Certificates.....	Up to 50,000,000 European style non-collateralised cash-settled Callable Bull Certificates over MAXIS Shares, with an exercise ratio of 6 Callable Bull Certificates : 1 MAXIS Share
CBBC .....	Callable bull / bear certificates
CIMB Group.....	CIMB Group Holdings Berhad (50841-W), our ultimate holding company and its subsidiaries
Deed Poll .....	Deed Poll dated 5 May 2011 executed by us for the Structured Warrants, as supplemented from time to time. The term sheet to be issued for each series of the Structured Warrants will form a new schedule in, and supplement the Deed Poll
Holder .....	The person or persons whose names for the time being appear on the Record of Depositors for the Structured Warrants
Listing.....	The listing of and quotation for the Callable Bull Certificates on the Structured Warrants Board of Bursa Securities
LPD .....	13 January 2012, being the latest practicable date prior to the registration of this Term Sheet with the SC
Main Trading Phase	A trading phase as described in Rule 701.5A of the Rules of Bursa Securities
Market Day.....	Day on which Bursa Securities is open for trading in securities
MAXIS.....	Maxis Berhad (867573-A)
MAXIS Share(s).....	Ordinary share(s) of RM0.10 each in MAXIS
MCE .....	Mandatory call event
Offer .....	Our offering of the Callable Bull Certificates
Price Fixing Date .....	Date on which the exercise price and issue price for the Callable Bull Certificates are determined. The Price Fixing Date is 13 January 2012
Record of Depositors .....	The record provided by Bursa Depository to CIMB Bank or the Registrar pursuant to the Rules of Bursa Depository

**DEFINITIONS** *(cont'd)*


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Reference Price .....	RM5.59, being the closing price of MAXIS Shares on the Price Fixing Date
Registrar .....	Symphony Share Registrars Sdn Bhd (378993-D), being the Registrar for the Structured Warrants
Rules of Bursa Depository ...	The Rules of Bursa Depository as issued under the Securities Industry (Central Depositories) Act, 1991
SC .....	Securities Commission Malaysia
Structured Warrants.....	The following non-collateralised structured warrants which we propose to issue as set out in the Base Prospectus: <ul style="list-style-type: none"> <li>(i) cash-settled call warrants over single equity (American and/or European styles);</li> <li>(ii) cash-settled call warrants over a basket of equities (American and/or European styles);</li> <li>(iii) physical-settled call warrants over single equity (American and/or European styles);</li> <li>(iv) cash-settled call warrants over a single index (American and/or European styles);</li> <li>(v) cash-settled call warrants over a single exchange-traded fund (American and/or European styles);</li> <li>(vi) cash-settled put warrants over single equity (American and/or European styles);</li> <li>(vii) cash-settled put warrants over a basket of equities (American and/or European styles);</li> <li>(viii) cash-settled put warrants over a single index (American and/or European styles);</li> <li>(ix) cash-settled put warrants over a single exchange-traded fund (American and/or European styles);</li> <li>(x) CBBC over single equity (European style);</li> <li>(xi) CBBC over a single index (European style);</li> <li>(xii) CBBC over a single exchange-traded fund (European style); and/or</li> <li>(xiii) bull equity-linked structures</li> </ul> <p>where the equities/exchange-traded fund are listed on, and indices are based on Bursa Securities and/or securities exchanges outside Malaysia which are members of the World Federation of Exchanges and are approved by Bursa Securities</p>
Terms.....	Terms and conditions of the Callable Bull Certificates
VWAMP .....	Arithmetic mean of daily volume weighted average market price

## 1. TERMS AND CONDITIONS OF THE CALLABLE BULL CERTIFICATES

The following is only part of the terms and conditions of the Callable Bull Certificates and should be read together with the terms and conditions of the Structured Warrants set out in the Base Prospectus, other information set out in the Base Prospectus, the First Supplementary Base Prospectus and the supplemental provisions contained in this Term Sheet and successor documents issued. Copy of the Deed Poll is available for inspection at our registered office. Holders are bound by and are deemed to have notice of all provisions contained in the Deed Poll.

<b>Issuer</b>	:	CIMB Bank
<b>Market Maker</b>	:	CIMB Bank
<b>Underlying Shares</b>	:	MAXIS Shares
<b>Instrument</b>	:	Non-collateralised cash-settled callable bull certificates over MAXIS Shares
<b>Type</b>	:	Callable Bull Certificates
<b>Issue Size</b>	:	Up to 50,000,000 Callable Bull Certificates
<b>Board Lot</b>	:	100 Callable Bull Certificates
<b>Exercise Ratio</b>	:	6 Callable Bull Certificates : 1 MAXIS Share
<b>Exercise Price</b>	:	<b>RM4.75</b> , being 84.97% of the Reference Price, rounded to the nearest two (2) decimals.
<b>Call Price</b>	:	<b>RM5.00</b> , being 89.45% of the Reference Price, rounded to the nearest two (2) decimals.
<b>Exercise Style</b>	:	European style i.e. may only be exercised on the Expiry Date
<b>Settlement on Expiry</b>	:	Cash settlement only
<b>Date</b>	:	The Callable Bull Certificates give the Holder the right to receive from us within 7 Market Days from the Expiry Date, the Cash Settlement Amount which shall be calculated as set out below, less all exercise expenses. $\text{Cash Settlement Amount} = \text{Number of Callable Bull Certificates} \times \left( \text{Closing Price} - \text{Exercise Price} \right) \times \frac{1}{\text{Exercise Ratio}}$
		If the Cash Settlement Amount after deducting all exercise expenses is equal to or less than zero, we shall not be obliged to make any payment to the relevant Holder, and the Callable Bull Certificates exercised shall thereafter become void and cease to have any exercise rights.
<b>Closing Price</b>	:	The VWAMP of MAXIS Shares (subject to any adjustment as may be necessary to reflect any capitalisation, rights issue, distribution or others) for the 5 Market Days prior to and including the Market Day immediately before the Expiry Date.
<b>MCE</b>	:	If the share price of MAXIS reaches the Call Price of RM5.00 at any time during the tenure of the Callable Bull Certificates, MCE will occur and we will call the Callable Bull Certificates.

# 1. TERMS AND CONDITIONS OF THE CALLABLE BULL CERTIFICATES *(cont'd)*

- Settlement on MCE** : Cash settlement only.  
 If a MCE occurs, we shall call the Callable Bull Certificates. The Callable Bull Certificates will be suspended and terminated automatically upon the occurrence of a MCE. The Callable Bull Certificates shall be delisted on the 4<sup>th</sup> Market Day after the MCE occurrence. The Holders shall within 7 Market Days from the delisting date or the Expiry Date of the Callable Bull Certificates, whichever is earlier, receive the Cash Settlement Amount, which shall be calculated as set out below, less all exercise expenses.
- $$\text{Cash Settlement Amount} = \text{Number of Callable Bull Certificates} \times \left( \text{Lowest Traded Price} - \text{Exercise Price} \right) \times \frac{1}{\text{Exercise Ratio}}$$
- If the Cash Settlement Amount after deducting all exercise expenses is equal to or less than zero, we shall not be obliged to make any payment to the relevant holder, and the Callable Bull Certificates shall lapse on the occurrence of the MCE and cease to be valid.
- Lowest Traded Price** : The lowest traded price of MAXIS Shares from the MCE up to the end of the next Main Trading Phase excluding the opening and closing prices.
- Issue Price** : RM0.150, being an amount equal to (i) 16.10% of the Reference Price, (ii) divided by 6 (being the Exercise Ratio), rounded up to the nearest half sen.
- Initial Funding Cost** : 1.41% per annum (CIMB Bank's BLR – 5.19%)  
 The funding cost will fluctuate throughout the life of the Callable Bull Certificates as the funding rate changes from time to time.
- Delta** : 84.74%
- Gearing** : 6.21 times
- Effective Gearing** : 5.26 times
- Premium** : 1.07%
- Expiry Date** : 31 December 2012
- Automatic Exercise** : The Callable Bull Certificates will be automatically exercised at 5.00 p.m. on the Expiry Date if the Cash Settlement Amount after deducting all exercise expenses is greater than zero.
- Listing** : We have received Bursa Securities' permission to list and quote the Callable Bull Certificates on the Official List of the Structured Warrants Board of Bursa Securities.

## 2. RISK FACTORS

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**BEFORE INVESTING IN THE CALLABLE BULL CERTIFICATES, YOU SHOULD CAREFULLY CONSIDER THE FOLLOWING RISK FACTORS (WHICH MAY NOT BE EXHAUSTIVE) IN ADDITION TO THE OTHER INFORMATION CONTAINED ELSEWHERE IN THIS TERM SHEET AND RISK FACTORS AND OTHER INFORMATION CONTAINED IN THE BASE PROSPECTUS.**

Your investment decision should be based solely upon your own independent assessment of our financial condition and affairs, and your own appraisal of our prospects, our and CIMB Bank's creditworthiness, the Terms, the MAXIS Shares and any other factors relevant to your decision, including the merits and risks involved.

### 2.1 We have not performed any investigation and review of MAXIS

We have not performed any investigation or review of MAXIS, including but not limited to, any public filings by MAXIS. Consequently, you should not conclude that the issue of the Callable Bull Certificates over MAXIS Shares is any form of investment recommendation by us on MAXIS Shares.

In addition, MAXIS has not participated in the preparation of the Base Prospectus and this Term Sheet, or in establishing the Terms. As a consequence, there can be no assurance that all events occurring before the date of this Term Sheet that would affect the trading price of MAXIS Shares (and therefore the price of the Callable Bull Certificates) have been publicly disclosed. Subsequent disclosure of any such events or the disclosure of or failure to disclose material future events concerning MAXIS could affect the trading price of MAXIS Shares and therefore the trading price of the Callable Bull Certificates. Further, MAXIS has no obligation with respect to the settlement amount to be paid to you (if any) upon exercise of the Callable Bull Certificates, including any obligation to take into account, for any reason, our needs, or your needs.

### 2.2 Inherent risks relating to MAXIS

MAXIS business comprises 3 business segments, namely its mobile services, fixed line services and international gateway services. MAXIS' subsidiaries are principally involved in the provision of mobile telecommunications products and services, corporate support and service functions as well as carrying out special niche projects such as universal service provision and operator of a national public switched network and provision of internet and internet application services and include owning, maintaining, building and operating radio facilities and associated switches.

MAXIS is subject to risks inherent in the abovementioned sectors. You should therefore note that the occurrence of any event which may have a material or adverse effect in these industries may affect the performance of MAXIS on Bursa Securities and may consequently affect the value of the Callable Bull Certificates.

## 2. RISK FACTORS *(cont'd)*

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### 2.3 Irrevocability of mandatory call event

A mandatory call event is irrevocable unless it is triggered as a result of the occurrence of any of the following events:

- (a) a report of system malfunction or other technical errors of the relevant securities exchange to us; or
- (b) a report of manifest errors caused by the relevant third party price source by us to the relevant securities exchange;

and in each case, we and Bursa Securities agree that such mandatory call event is to be revoked provided that;

- (i) such mutual agreement must be reached no later than 30 minutes before the commencement of trading (including the pre-opening session) or within such other time frame as prescribed by Bursa Securities from time to time on the trading day on which the mandatory call event occurs;
- (ii) the mandatory call event so triggered will be reversed; and
- (iii) all trades cancelled (if any) will be reinstated and the trading of the CBBCs will resume no later than on the Market Day immediately following the mandatory call event in accordance with the rules prescribed by Bursa Securities from time to time.

### 2.4 Adjustment related risks

The occurrence of certain events (including a rights issue or bonus issue by MAXIS, a subdivision and consolidation of MAXIS and a restructuring event of MAXIS) may entitle us to adjust the terms and conditions of the Callable Bull Certificates. However, we are not obliged to adjust the terms and conditions of the Callable Bull Certificates for every event that affects MAXIS. Any adjustment or decision not to make any adjustment may adversely affect the value of the Callable Bull Certificates.

### 2.5 The Base Prospectus and Term Sheet are not the sole basis for making an investment decision

The Base Prospectus and this Term Sheet do not take into account your investment objectives, financial situation or particular needs. Nothing in the Base Prospectus or this Term Sheet should be construed as a recommendation by us or our affiliates to invest in the Callable Bull Certificates or MAXIS.

### 3. SUPPLEMENTAL GENERAL INFORMATION

#### 3.1 Information on MAXIS

Information on MAXIS may be obtained from the following:

- (i) Bursa Securities' website, [www.bursamalaysia.com](http://www.bursamalaysia.com); and
- (ii) MAXIS's website, [www.maxis.com.my](http://www.maxis.com.my)

Please note, however, the information contained in the above websites does not form part of this Term Sheet, Base Prospectus and First Supplementary Base Prospectus.

#### 3.2 Basis of arriving at the issue price

The issue price of the Callable Bull Certificates of RM0.150 was based on an option pricing model which takes into account the Exercise Price of the Callable Bull Certificates, volatility of MAXIS Shares, tenure of the Callable Bull Certificates, expected dividend yield of MAXIS Shares and interest rates.

#### 3.3 Break-even analysis

Investors may calculate the break-even level for their investment in the Callable Bull Certificates using the formula below.

Break-even level = Exercise Price + (Purchase Price x Exercise Ratio)

A positive payoff is only attainable if the price of the underlying financial instrument exceeds the break-even level upon exercise of the Callable Bull Certificates.

The Purchase Price refers to the actual amount paid (including transaction costs if applicable) by the investor for the purchase of one unit of Call Warrant in the primary or secondary market. The transaction costs are charges to be paid by the investor such as brokerage fees, clearing fees and stamp duty. Please refer to [http://www.bursamalaysia.com/website/bm/trading/equities/transaction\\_costs.html](http://www.bursamalaysia.com/website/bm/trading/equities/transaction_costs.html) for further information on the transaction costs. Please note, however, the information contained in this website does not form part of this Term Sheet, Base Prospectus and First Supplementary Base Prospectus. Investors should also note that RM20 exercise expenses will be charged (per exercise) if there is a positive cash settlement amount upon expiry of the Call Warrant.

#### 3.4 Details on use of gross proceeds

We will use the indicative total gross proceeds arising from the Offer of up to RM7.500 million, based on the issue price of RM0.150, in the following manner:

	Note	RM 000
Working capital	(i)	7,300
Estimated expenses	(ii)	200
Total		<u>7,500</u>

**Notes:**

- (i) *This amount will be used in the ordinary course of business as and when required.*
- (ii) *The estimated expenses which include professional fees, fees to authorities, selling fees and printing cost will be used as and when the expenses are incurred. Professional fees, fees to authorities, printing cost and miscellaneous expenses are estimated to be RM50,000, RM50,000 and RM100,000 respectively.*

### 3. SUPPLEMENTAL GENERAL INFORMATION (cont'd)

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- (iii) *The effect of the Offer on our earnings depends on the share price of the MAXIS Shares and our hedging strategies which in turn is dependent on, among others, the general market conditions. The Offer is not expected to have any material effect on our net tangible assets and gearing.*

#### 3.5 Market making

The Main Market Listing Requirements of Bursa Securities provide that upon initial listing, there must be at least 100 holders holding not less than 1 board lot of warrants each, or at least 50 holders subscribing for a minimum of RM100,000 of warrants each ("**Minimum Holders Requirement**"), unless the issuer provides liquidity for the structured warrants issue via market making.

In respect of the Callable Bull Certificates, CIMB Bank is the registered Market Maker pursuant to the Rules of Bursa Securities and therefore, is not required to fulfil the Minimum Holders Requirement mentioned above. As a Market Maker, CIMB Bank will be providing competitive 2-way quotes (bid and ask) for the Callable Bull Certificates on the following basis:

- (a) The minimum presence on each day that Bursa Securities is open for trading in the Callable Bull Certificates : 70% of trading hours
- (b) The maximum spread of two-sided market making quotes : 25 bids
- (c) The minimum quantity on each of the two-sided market making quotes : 10 board lots (1,000 units of Callable Bull Certificates)

The circumstances where the Market Maker will not be able to and should not be obliged to provide liquidity for the Callable Bull Certificates are set out in Section 5.2 of the Base Prospectus.

As a Market Maker, we would need to hold a sufficient number of the Callable Bull Certificates as inventory for the purposes of market making during the tenure of the Callable Bull Certificates.

### 3. SUPPLEMENTAL GENERAL INFORMATION *(cont'd)*

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#### 3.6 Further Issue

The Deed Poll allows the Issuer to create and issue further Callable Bull Certificates in respect of the same series of callable bull certificates ("**Further Issue**") without the consent or sanction of the existing holders of the callable bull certificates. The Further Issue will form part of the existing callable bull certificates in issue ("**Existing Issue**").

For the purpose of facilitating market making, we may apply for Further Issue in respect of the Callable Bull Certificates subject to the following conditions:

- (a) the Further Issue is for the purpose of facilitating market making;
- (b) the terms and conditions of the Existing Issue either permit the Further Issue or have been properly amended to give the issuer the right to issue and list one or more Further Issues;
- (c) the terms and conditions of the Further Issue and the Existing Issue must be identical except for the size and tenure of the issue; and
- (d) the issuer holds no more than 50% of the Existing Issue at the time of application for the Further Issue.

#### 3.7 Agreement, arrangement or understanding

As at the LPD, there are no agreements, arrangements or understanding that are in place between us and/or CIMB Group and/or our subsidiaries and associated companies, and any substantial shareholders of MAXIS in relation to the issuance of the Callable Bull Certificates or have a bearing on the issuance of the Callable Bull Certificates.

#### 3.8 Consent

The Registrar has given and has not subsequently withdrawn its written consent to the inclusion in this Term Sheet of its name in the form and context in which it appears.

#### 3.9 Documents for inspection

Copies of the following documents may be inspected at our registered office during office hours for a period of 12 months from the date of the Base Prospectus:

- (i) Deed Poll;
- (ii) Warrant Agency Agreement dated 1 April 2011 for the Structured Warrants;
- (iii) Our audited consolidated financial statements for the last 3 financial years ended 31 December 2008 to 2010 and the unaudited consolidated financial statements for the financial period ended 30 September 2011; and
- (iv) Letter of consent referred to in Section 3.8 of this Term Sheet.

### 3. SUPPLEMENTAL GENERAL INFORMATION *(cont'd)*

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#### 3.10 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 Term Sheet constitute a full and true disclosure of all material facts concerning the Offer.
- (ii) Our Directors have seen and approved this Term Sheet. Our Directors collectively and individually accept full responsibility for the accuracy of the information contained in this Term Sheet and confirm, after making 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 Term Sheet false or misleading.

In addition, our Directors do not accept responsibility for the information on MAXIS contained in this Term Sheet save for the fact that the information is an accurate extract or summary of relevant publicly released information.

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#### 4. CORPORATE DIRECTORY

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**Issuer and Market Maker** : CIMB Bank Berhad (13491-P)  
5<sup>th</sup> Floor, Bangunan CIMB  
Jalan Semantan  
Damansara Heights  
50490 Kuala Lumpur

Telephone no.: 603-2084 9942  
Website : www.cimb.com  
Email : edu@cimb.com

**Structured Warrants Registrar** : Symphony Share Registrars Sdn Bhd (378993-D)  
Level 6, Symphony House  
Block D13, Pusat Dagangan Dana 1  
Jalan PJU 1A/46  
47301 Petaling Jaya

Telephone no. : 03-7841 8000

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