

CIMB

CIMB Berhad
Company No 582504-P
7th Floor
Bangunan CIMB
Jalan Semantan
Damansara Heights
50490 Kuala Lumpur
MALAYSIA

P R O S P E C T U S

CIMB

P R O S P E C T U S

RESTRICTED OFFER FOR SALE OF 129,935,000 ORDINARY SHARES OF RM1.00 EACH COMPRISING

- (I) 128,785,000 ORDINARY SHARES OF RM1.00 EACH TO THE PUBLIC SHAREHOLDERS OF COMMERCE ASSET-HOLDING BERHAD ("CAHB");
- (II) 1,150,000 ORDINARY SHARES OF RM1.00 EACH TO THE NON EXECUTIVE DIRECTORS AND COMPANY SECRETARY OF CAHB AND THE NON EXECUTIVE DIRECTORS OF CIMB BERHAD ("CIMB") AND ITS SUBSIDIARIES ("CIMB GROUP");

AT AN OFFER PRICE OF RM1.75 PER ORDINARY SHARE, PAYABLE IN FULL ON APPLICATION

AND

OFFER FOR SALE OF 41,300,000 ORDINARY SHARES OF RM1.00 EACH TO ELIGIBLE EMPLOYEES OF THE CIMB GROUP VIA AN EMPLOYEE EQUITY SCHEME AT AN OFFER PRICE OF RM1.75 PER ORDINARY SHARE

IN CONJUNCTION WITH THE LISTING OF CIMB BERHAD ON THE MAIN BOARD OF THE KUALA LUMPUR STOCK EXCHANGE

Adviser
Commerce International Merchant Bankers Berhad
Company No. 18417-M

Independent Adviser and Joint Managing Underwriter
OSK Securities Berhad
Company No. 14152-V

Joint Managing Underwriter
AmMerchant Bank Berhad
Company No. 23742-V

International Financial Advisers
Morgan Stanley | JP Morgan

"FOR INFORMATION CONCERNING CERTAIN RISK FACTORS WHICH SHOULD BE CONSIDERED BY PROSPECTIVE INVESTORS, SEE "INVESTMENT CONSIDERATIONS" IN SECTION 5 HEREIN."

THIS PROSPECTUS IS DATED 2 DECEMBER 2002

CIMB

CIMB BERHAD
(Company No. 582504-P)

(Incorporated in Malaysia under the Companies Act, 1965)