

**FORM OF NOTICE OF CONVERSION OF 5-YEAR 3.5% REDEEMABLE CONVERTIBLE UNSECURED LOAN STOCKS (“RCULS” OR “BARAKAH-LA”)**

Holders of the RCULS will be entitled to exercise their rights to convert one (1) RCULS into one (1) new ordinary share of RM0.20 each in Barakah. The conversion can be made on any market day from 27 October 2014 (being the market day after the 1st anniversary of the issue date of the RCULS) up to 24 October 2018 (being the last market day prior to the maturity date of the RCULS).

Please send the completed Form of Notice of Conversion together with a cheque/cashier’s order of RM20.00 made payable to “Boardroom Corporate Services (KL) Sdn Bhd” to Barakah’s registered office at the following address:-

BARAKAH OFFSHORE PETROLEUM BERHAD  
c/o The Registrar  
Boardroom Corporate Services (KL) Sdn Bhd  
Lot 6.05, Level 6, KPMG Tower,  
8 First Avenue, Bandar Utama,  
47800 Petaling Jaya,  
Selangor Darul Ehsan  
Tel.: 603 – 7720 1188

**BARAKAH OFFSHORE PETROLEUM BERHAD**

(Company No. 980542-H)

(Incorporated in Malaysia under the Companies Act, 1965)

Registered Office: Lot 6.05, Level 6, KPMG Tower, 8 First Avenue, Bandar Utama,  
47800 Petaling Jaya, Selangor Darul Ehsan

**FORM OF NOTICE OF CONVERSION OF  
5-YEAR 3.5% REDEEMABLE CONVERTIBLE UNSECURED LOAN STOCKS  
OF UP TO RM41,604,273 ("RCULS")**

To be executed and lodged with the Registrar to exercise the conversion of the RCULS

PLEASE READ CAREFULLY THE NOTES AT THE END OF THIS FORM BEFORE COMPLETING THIS FORM. PLEASE WRITE IN BLOCK LETTERS. EACH BOX SHOULD CONTAIN ONE LETTER. LEAVE ONE BOX EMPTY BETWEEN WORDS. DO NOT BREAK UP WORDS.

- Issue Date : 25 October 2013
- Maturity Date : 24 October 2018, being the 5<sup>th</sup> anniversary of the Issue Date of the RCULS, provided that if such day falls on a day which is not a Market Day, then on the following Market Day
- Conversion Price : The price of RM0.20 to be satisfied by the surrender of one (1) RCULS for every New Ordinary Share. The Conversion Price is subject to adjustments under certain circumstances in accordance with the provisions of the Trust Deed;
- Conversion Rights : Conversion Rights may only be exercised in respect of RM0.20 nominal value of the RCULS or multiples thereof.
- Conversion Period : Any Market Day commencing after the 1st anniversary of the Issue Date and ending on the last Market Day prior to the Maturity Date (both days inclusive).
- Market Day : Any day between Monday and Friday (both days inclusive) which is not a public holiday and on which Bursa Malaysia Securities Bhd is open for trading of securities.

TO: **BARAKAH OFFSHORE PETROLEUM BERHAD ("COMPANY")**  
c/o The Registrar  
Boardroom Corporate Services (KL) Sdn Bhd (Company No. 3775-X)  
Lot 6.05, Level 6, KPMG Tower  
8 First Avenue, Bandar Utama  
47800 Petaling Jaya, Selangor Darul Ehsan  
Tel.: 603-7720 1188

I / We the undersigned, being the Holder of the undermentioned Redeemable Convertible Unsecured Loan Stocks (RCULS), hereby exercise my/our right to convert the \*whole/RM (delete as appropriate) ..... of the nominal value of such aforesaid RCULS into New Ordinary Shares in accordance with the conditions of the RCULS and in accordance with the Trust Deed.

I / We hereby enclose herewith a \*cheque / \*cashier's order of RM20.00 made payable to "**Boardroom Corporate Services (KL) Sdn Bhd**" for the administrative fees in respect of this Notice of Conversion.

For the purpose of the exercise of my/our RCULS hereunder, I/we do hereby declare my/our particulars as follows:-

**PARTICULARS OF HOLDER OF RCULS:**

**NAME OF HOLDER (IN CAPITAL LETTERS):**


**\* NEW NRIC/PASSPORT/ARMED FORCES CARD/POLICE PERSONNEL/COMPANY REGISTRATION NO.:**

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**OLD NRIC NO. (IN THE CASE OF AN INDIVIDUAL):**

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**CORRESPONDENCE ADDRESS OF HOLDER:**


CONTACT NO.:


OFFICE  
HOUSE  
MOBILE

Please refer to Note (g) below:-

Number of RCULS Surrendered (Stock Code: 7251LA)	Source Account for Debiting RCULS/Crediting New Ordinary Shares												Number of New Ordinary Shares (Stock Code: 7251 )	
	CDS Account Number: ADA Code – Branch Code – Account Number													

Dated this                      day of

**Signature(s)**

\*\* For Individual

.....

Individual

\*\* For Company

The common seal of the company                      )  
 was hereunto affixed in accordance                      )  
 with its Articles of Association in                      )  
 the presence of:-                      )

.....

Director

Director/Secretary\*\*

**\*\* Please delete as applicable**

I/We, the above named:-

- (a) hereby confirm and declare that all information provided by me/us herein are true and correct;
- (b) hereby confirm and declare that my/our particulars indicated above with an asterisk(\*) is identical to the information in the records of the Bursa Malaysia Depository Sdn Bhd (“**Bursa Depository**”) with regards to my/our Securities Account(s) and I/we further agree and confirm that in the event the aforesaid particulars differ from the information in Bursa Depository’s records, the exercise of my/our rights hereunder may at your discretion be rejected;
- (c) hereby irrevocably authorise you to instruct Bursa Depository to debit the quantity of RCULS specified in the “Account for Debiting RCULS” column of the table above from my/our Securities Account;
- (d) hereby confirm that the RCULS are or have been designated as “free securities” in my/our Securities Account;
- (d) where I/we are entitled to receive New Ordinary Shares upon the exercise of my/ our rights hereto, I/we hereby irrevocably authorise you to instruct Bursa Depository to credit the quantity of New Ordinary Shares into my/our Securities Account as identified above and specified in the “Account for Crediting Shares” column of the table above and for the notice of allotment to be despatched to me/us at my/our own risk by ordinary post to the correspondence address mentioned above; and
- (e) hereby agree to accept all the New Ordinary Shares in the Company to be issued under the Trust Deed subject to the Memorandum and Articles of Association of the Company.

- (f) A remittance of RM20.00 is made payable by cheque or cashier's order to **"Boardroom Corporate Services (KL) Sdn Bhd"** being the administrative fees for debiting of your RCULS and crediting your New Ordinary Shares.
- (g) confirm that upon the lodgement of this form with the Registrar, I/we will not dispose, transfer, charge or otherwise encumber the RCULS in respect of which the Conversion Rights are being exercised unless and until the Notice of Conversion has been returned, withdrawn or otherwise rejected or declared by the Company to be void in accordance with the provisions of the Conditions set out in the Trust Deed.
- (h) declare and confirm that I/we have complied with all exchange control regulations and requirements imposed by Bank Negara Malaysia or other prevailing statutory requirements for the time being applicable to the exercise of the Conversion Rights and any directions and instructions given in this Notice of Conversion.
- (i) undertake to fully indemnify the Company and Registrar against any loss, damage, liability, cost or expense (including legal cost) that may be suffered or incurred by the Company or the Registrar as a result of any demand, actions and proceedings made in respect of or arising from the debiting of the Warrant from our/my Central Depository System Account(s), in reliance by you on this Notice of Conversion.

**NOTES:**

1. *All information given in this Notice of Conversion must be as per the information provided to Bursa Depository.*
2. *Joint holders are not recognised under the Central Depository System.*
3. *No certificates will be issued to the Depositor in respect of the New Ordinary Shares issued as a result of any exercise of the Conversion Rights represented by the RCULS.*
4. *In exercising the Conversion Rights represented by the RCULS, compliance must be made with any exchange control or other statutory requirements for the time being applicable and the provision of the Securities Industry (Central Depositories) Act, 1991 and the Rules of Bursa Depository.*
5. *A corporation completing this Notice of Conversion is required to affix its common seal in accordance with its Memorandum and Articles of Association, a copy of which must be lodged with the Registrar.*
6. *The attention of the RCULS Holders is drawn to Part VI Division 1 of the Capital Markets and Services Act 2007 and Part III of the Malaysian Code on Take-over and Mergers, 2010 as amended or replaced from time to time.*
7. *No direction may be made in this Notice of Conversion requiring the New Ordinary Shares to be credited into the Securities Account of a person other than a Securities Account in the name of the person exercising the Conversion Rights under this Notice of Conversion.*
8. *If any part of this Notice of Conversion is not fully and properly completed and/or executed, the Company will be entitled to regard the exercise of the Conversion Rights under the Notice of Conversion as invalid.*
9. *All outstanding RCULS which have not been redeemed or converted shall be mandatorily converted by the Company into New Ordinary Shares at the Conversion Price on Maturity Date;*
10. *Unless the context otherwise requires, expressions in this Notice of Conversion will have the same meanings as those defined in the Trust Deed.*

The Registrar: **Boardroom Corporate Services (KL) Sdn Bhd**  
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