



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Seventh Annual General Meeting of Barakah Offshore Petroleum Berhad ("Barakah" or "the Company") will be held at Sireh Junjung Banquet Hall, F55, Level 1, PJU 5 Encorp Strand Mall, Kota Damansara 47810 Petaling Jaya, Selangor Darul Ehsan on Monday, 30 December 2019 at 9.30 a.m. to transact the following businesses:

AGENDA

As Ordinary Business

1. To receive the Audited Financial Statements for the financial period ended 30 June 2019 together with the Directors' and Auditors' Reports thereon.
(Please refer to Note 1 of the Explanatory Notes)

2. To re-elect En Rasdee Bin Abdullah who is retiring in accordance with Article 86 of the Constitution of the Company.

Ordinary Resolution 1

3. To elect En Nik Hamdan Bin Daud who is retiring under Article 92 of the Constitution of the Company.

Ordinary Resolution 2

4. To elect Datuk Mohd Zaid Bin Ibrahim who is retiring under Article 92 of the Constitution of the Company.

Ordinary Resolution 3

5. To elect Dr Rosli Bin Azad Khan who is retiring under Article 92 of the Constitution of the Company.

Ordinary Resolution 4

6. To approve the payment of Directors' fees of RM58,600 per month for the Non-Executive Directors, from 31 December 2019 until the next Annual General Meeting of the Company.

Ordinary Resolution 5

7. To approve the payment of Directors' benefits of up to RM 240,000 for the Non-Executive Directors, from 31 December 2019 until the next Annual General Meeting of the Company.

Ordinary Resolution 6

8. To re-appoint Messrs. Crowe as Auditors of the Company and to authorise the Directors to fix their remuneration.

Ordinary Resolution 7

As Special Business

To consider and, if thought fit, to pass the following Ordinary and Special Resolution:

9. **Authority to Allot and Issue Shares Pursuant to Sections 75 and 76 of the Companies Act 2016**

"THAT, subject always to the Sections 75 and 76 of the Companies Act 2016 ("the Act"), the Constitution of the Company and the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered pursuant to Sections 75 and 76 of the Act, to issue and allot shares in the capital of the Company from time to time at such price and upon such terms and conditions, for such purposes and to such person or persons whomsoever the Directors may in their absolute discretion deem fit provided always that the aggregate number of shares issued pursuant to this Resolution does not exceed ten percent (10%) of the total number of issued shares of the Company for the time being; AND THAT the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad;

AND THAT such authority shall commence immediately upon the passing of this Resolution and continue to be in force until the conclusion of the next Annual General Meeting of the Company.

Ordinary Resolution 8

10. **Proposed Adoption of the New Constitution of the Company**

"THAT approval be given to revoke the existing Constitution (previously referred to as the Memorandum and Articles of Association) of the Company with immediate effect and in place thereof, the proposed new Constitution of the Company, as set out in the Circular to Shareholders dated 31 October 2019, be adopted as the Constitution of the Company; AND THAT the Directors of the Company be authorised to assent to any modification, variation and/or amendment as may be required by the relevant authorities and to do all acts and things and take all such steps as may be considered necessary to give full effect to the foregoing."

Special Resolution 1

11. To transact any other business for which due notice shall have been given.

BY ORDER OF THE BOARD
NG HENG HOOI (MAICSA 7048492)
WONG MEE KIAT (MAICSA 7058813)
Company Secretaries

Date: 31 October 2019

Notes:

1. A member entitled to attend and vote at a meeting of the Company may appoint not more than two (2) proxies to attend and vote in his stead. A proxy may but need not be a member of the Company and there shall be no restriction as to the qualification of the proxy. Where a member appoints two (2) proxies to attend at the same meeting, the member shall specify the proportion of the member's shareholdings to be represented by each proxy.

2. Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account") as defined under the Securities Industry (Central Depositories) Act, 1991, there shall be no limit to the number of proxies which the exempt authorised nominee may appoint

in respect of each omnibus account it holds. Where an exempt authorised nominee appoints two (2) or more proxies, the said nominee shall specify the proportion of its shareholdings to be represented by each proxy.

3. The instrument appointing a proxy shall be in writing (in the common or usual form) under the hand of the appointor or of the appointor's attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.

4. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the office of the Share Registrar of the Company situated at 11th Floor, Menara Symphony, No. 5, Jalan Professor Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan not less than forty-eight (48) hours before the time for holding the meeting or any adjournment thereof.

5. For the purpose of determining who shall be entitled to attend this meeting, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to make available a Record of Depositors as at 19 December 2019 and only Members whose names appear on such Record of Depositors shall be entitled to attend, speak and vote at this meeting and entitled to appoint proxy or proxies.

6. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in this Notice will be put to vote by way of poll.

7. Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

Explanatory Notes:

1. Audited Financial Statements

Agenda item no. 1 is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act 2016 does not require a formal approval of shareholders for the Audited Financial Statements. Hence, this item on the Agenda is **not put forward for voting**.

2. Ordinary Resolution 5 and Ordinary Resolution 6 Payment of Directors' fees and benefits

Pursuant to Section 230(1) of the Companies Act 2016, fees and benefits ("Remuneration") payable to the Directors of the Company will have to be approved by the shareholders at a general meeting. The Company is requesting shareholders' approval for the payment of Remuneration to Non-Executive Directors for the period commencing from 31 December 2019 up till the next Annual General Meeting of the Company in 2020. The Remuneration comprises fees, meeting allowances and benefits-in-kind payable to non-executive directors.

3. Ordinary Resolution 8 Authority to Allot and Issue Shares Pursuant to Sections 75 and 76 of the Companies Act 2016

The proposed Ordinary Resolution 6 is intended to renew the authority granted to the Directors of the Company at the Sixth Annual General Meeting of the Company held on 27 June 2018 to issue and allot shares at any time to such persons in their absolute discretion without convening a general meeting provided that the aggregate number of the shares issued does not exceed 10% of the total number of issued shares of the Company for the time being.

The General Mandate granted by the shareholders at the Sixth Annual General Meeting of the Company had not been utilised and hence no proceeds were raised therefrom.

The new General Mandate will enable the Directors to take swift action for allotment of shares for any possible fund raising activities, including but not limited to further placing of shares, for the purpose of funding future investment project(s), working capital and/or acquisition(s) and to avoid delay and cost in convening general meetings to approve such issue of shares.

4. Special Resolution 1 - Proposed Adoption of the New Constitution of the Company

The proposed Special Resolution 1, if passed, will bring the new Company's Constitution in line with the enforcement of Companies Act 2016 and the amended Listing Requirements of Bursa Securities, which will enhance the Company's administrative efficiency. The proposed new Constitution is set out in the Circular to Shareholders dated 31 October 2019.

Statement Accompanying Notice of Annual General Meeting

The profile of the Directors namely Encik Nik Hamdan Bin Daud, Datuk Mohd Zaid Bin Ibrahim and Dr Rosli Bin Azad Khan, who are standing for election pursuant to Article 92 of the Constitution of the Company at the Seventh Annual General Meeting are set out on pages 06 to 09 of the 2019 Annual Report. The details of the Directors' interest in the securities of the Company are stated in the "Analysis of Shareholdings" section in the 2019 Annual Report.