

**NOTICE OF PROVISIONAL OFFER OF RCULS (AS DEFINED HEREIN)**

The terms defined in the Abridged Prospectus dated 4 October 2013 shall have the same meanings when used in this Notice of Provisional Offer ("NPO") unless stated otherwise. The RCULS (as defined herein) offered in this NPO pursuant to the Offer of RCULS (as defined herein) are prescribed securities and as such all dealings in the RCULS will be governed by the Securities Industry (Central Depositories) Act, 1991 and the Rules of Bursa Malaysia Depository Sdn Bhd ("Bursa Depository").

**BARAKAH OFFSHORE PETROLEUM BERHAD**

(Company No. 980542-H)

(Incorporated in Malaysia under the Companies Act, 1965)

**NON-RENOUNCEABLE OFFER OF UP TO RM41,604,273 NOMINAL VALUE OF 5-YEAR 3.5% REDEEMABLE COVERTIBLE UNSECURED LOAN STOCK OF RM0.20 EACH ("RCULS") BY BARAKAH OFFSHORE PETROLEUM BERHAD ("BARAKAH" OR THE "COMPANY") AT AN ISSUE PRICE OF RM0.20 PER RCULS ON THE BASIS OF ONE (1) RCULS FOR EVERY THREE (3) ORDINARY SHARES OF RM0.20 EACH IN BARAKAH HELD/TO BE HELD PURSUANT TO THE RESTRUCTURING SCHEME OF VASTALUX ENERGY BERHAD ("VEB") ("RESTRUCTURING SCHEME") AS AT 5.00 P.M. ON 4 OCTOBER 2013 ("OFFER OF RCULS")**

**Joint Underwriters**

A Participating Organisation of Bursa Malaysia Securities Berhad

Maybank Investment Bank Berhad (15938-H)  
(A Participating Organisation of Bursa Malaysia Securities Berhad)**To: The Entitled Shareholders of VEB****Dear Sir/Madam,**

Approval for the Restructuring Scheme (including the Offer of RCULS) has been obtained from the shareholders of Barakah on 23 May 2012 and the shareholders of VEB at the Extraordinary General Meeting held on 15 August 2013. Approval for the Offer of RCULS has been obtained from the Securities Commission via its letter dated 3 May 2013. Approval has been obtained from Bursa Malaysia Securities Berhad ("Bursa Securities") via its letter dated 21 August 2013 for the admission of the RCULS to the Official List of Bursa Securities and the listing of and quotation for the RCULS and new ordinary shares in Barakah arising from the conversion of the RCULS on the Main Market of Bursa Securities.

In accordance with the approvals, the Board of Directors of Barakah ("Board") has provisionally offered to you the nominal value of RCULS as indicated below ("Provisional Offer").

We wish to advise you that the RCULS provisionally offered to you have been confirmed by Bursa Depository and upon acceptance will be credited into your Central Depository System ("CDS") account(s), subject to the terms and conditions as stated in the Abridged Prospectus and Offer Acceptance Form ("OAF") issued by the Company. If you wish to accept the Provisional Offer offered to you, please complete Part I and Part II of the OAF in accordance with the notes and instructions contained in the OAF. You are advised to read and adhere to the OAF and the notes and instructions in the OAF.

**ALL RCULS TO BE ISSUED PURSUANT TO THE OFFER OF RCULS WILL BE ALLOTTED BY WAY OF CREDITING THE RCULS INTO THE CDS ACCOUNTS OF THE ENTITLED SHAREHOLDERS AND NO PHYSICAL CERTIFICATES WILL BE ISSUED.**

**NAME, ADDRESS AND CDS ACCOUNT NUMBER OF ENTITLED SHAREHOLDER**

NUMBER OF VEB SHARES HELD AS AT 4 OCTOBER 2013	NUMBER OF BARAKAH SHARES TO BE HELD AS AT 4 OCTOBER 2013	NUMBER OF RCULS PROVISIONALLY OFFERED TO YOU (UNIT)	AMOUNT PAYABLE IN FULL UPON ACCEPTANCE AT RM0.20 EACH FOR EACH RCULS (RM)

**IMPORTANT RELEVANT DATES:**

Entitlement Date ..... : Friday, 4 October 2013, 5.00 p.m.

Last day and time for the acceptance and payment ..... : Tuesday, 22 October 2013, 5.00 p.m.\*

\* or such later date and time as the Board and Kenanga Investment Bank Berhad in their absolute discretion may decide and announce not less than two (2) market days before the stipulated day and time

By order of the Board  
**TAI YIT CHAN (MAICSA 7009143)**  
**TAN AI NING (MAICSA 7015852)**

Company Secretaries

Share Registrar  
**Boardroom Corporate Services (KL) Sdn. Bhd. (3775-X)**  
 Lot 6.05, Level 6, KPMG Tower,  
 8 First Avenue, Bandar Utama,  
 47800 Petaling Jaya,  
 Selangor Darul Ehsan  
 Tel: 603-7720 1188  
 Fax: 603-7720 1111

**THIS NOTICE OF PROVISIONAL OFFER IS DATED 4 OCTOBER 2013**



**NOTES AND INSTRUCTIONS IN COMPLETING THIS OAF**

If you are in any doubt as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately. All enquiries concerning the Offer of RCULS should be addressed to the Share Registrar of Barakah, Boardroom Corporate Services (KL) Sdn Bhd, Lot 6.05, Level 6, KPMG Tower, 8 First Avenue, Bandar Utama, 47800 Petaling Jaya, Selangor Darul Ehsan. **YOU SHOULD READ AND UNDERSTAND THE CONTENTS OF THE AP TO WHICH THIS OAF RELATES BEFORE COMPLETING THIS OAF. IN ACCORDANCE WITH THE CAPITAL MARKETS AND SERVICES ACT, 2007, THIS OAF MUST NOT BE CIRCULATED UNLESS ACCOMPANIED BY THE AP.**

The AP, together with the NPO and this OAF, are not intended to be (and will not be) issued, circulated or distributed, and the Offer of RCULS will not be made or offered or deemed made or offered in any country or jurisdiction other than Malaysia or to persons who are or may be subject to the laws of any countries or jurisdictions other than Malaysia. The Offer of RCULS to the Entitled Shareholders to which the AP relates is only available to persons receiving the AP, the NPO and this OAF electronically or otherwise within Malaysia. As a result, the AP, together with the NPO and this OAF, have not been and will not be sent to Entitled Shareholders who do not have a registered address in Malaysia as stated in the Record of Depositors of VEB on the entitlement date. It shall be the sole responsibility of Entitled Shareholders who are or may be subject to the laws of country or jurisdiction other than Malaysia to consult their legal and / or other professional adviser as to whether the acceptance in any manner whatsoever of the Offer of RCULS would result in the contravention of any law of such country or jurisdiction. Neither Barakah, nor any other advisers to the Offer of RCULS shall accept any responsibility or liability in the event that any acceptance of the provisional offer of RCULS by Entitled Shareholders is or shall become illegal, unenforceable, voidable or void in any such country or jurisdiction.

A copy of the AP has been registered with the Securities Commission Malaysia ("SC"). The registration of the AP should not be taken to indicate that the SC recommends the Offer of RCULS or assumes responsibility for the correctness of any statement made or opinion or report expressed in the AP. The SC has not, in any way, considered the merits of the securities being offered for investment. A copy of the AP, together with the NPO and this OAF, has also been lodged with the Registrar of Companies who takes no responsibility for their contents.

Approval for the Restructuring Scheme (including the Offer of RCULS) has been obtained from the shareholders of Barakah on 23 May 2012 and the shareholders of VEB at the Extraordinary General Meeting held on 15 August 2013. Approval for the Offer of RCULS has been obtained from the SC via its letter dated 3 May 2013. Approval has been obtained from Bursa Malaysia Securities Berhad ("**Bursa Securities**") via its letter dated 21 August 2013 for the admission of the RCULS to the Official List of Bursa Securities and the listing of and quotation for the RCULS and new ordinary shares of RM0.20 each in Barakah ("**Barakah Shares**") arising from the conversion of the RCULS on the Main Market of Bursa Securities. The official listing of and quotation for such new securities will commence after, amongst others, receipt of confirmation from Bursa Depository that all the CDS accounts of the successful Entitled Shareholders have been duly credited and notices of allotment have been despatched to them.

The Board has seen and approved the documentation relating to the Offer Of RCULS and they, collectively and individually, accept full responsibility for the accuracy of the information given and confirm that, after having made all reasonable inquiries, and to the best of their knowledge and belief, there are no false or misleading statements or other facts which, if omitted, would make any statement in these documents false or misleading.

Unless otherwise stated, the unit of currency used in this OAF is Ringgit Malaysia or "**RM**" in abbreviation.

**INSTRUCTIONS:****(i) LAST DATE AND TIME FOR ACCEPTANCE AND PAYMENT**

This OAF is valid for acceptance until 5.00 p.m. on 22 October 2013, or such later date and time as the Board and KIBB in their absolute discretion may decide and announce. Where the closing date of acceptance is extended from the original closing date, the notice of such extension will be made not less than two (2) market days before the stipulated date and time.

If acceptance and payment(s) in the manner specified herein are not received by the Share Registrar of Barakah, Boardroom Corporate Services (KL) Sdn Bhd, Lot 6.05, Level 6, KPMG Tower, 8 First Avenue, Bandar Utama, 47800 Petaling Jaya, Selangor Darul Ehsan by 5.00 p.m. on 22 October 2013 (or such later date and time as the Board and KIBB in their absolute discretion may decide and announce), such provisional offer of RCULS will be deemed to have been declined and will be cancelled and such RCULS not taken up will be underwritten by the Joint Underwriters.

**(ii) ACCEPTANCE OF OFFER OF RCULS**

If you wish to accept the RCULS provisionally offered to you either in full or in part, please complete Part I and Part II of this OAF and submit this OAF together with the appropriate remittance either by ordinary post, courier or delivered by hand, made in Ringgit Malaysia by Banker's Draft(s) / Cashier's Order(s) / Money Order(s) or Postal Order(s) drawn on a bank or post office in Malaysia and made payable to "**BARAKAH OFFER OF RCULS ACCOUNT**", crossed "**ACCOUNT PAYEE ONLY**" and endorsed on the reverse side with your name in block letters, contact number and CDS account number, for the full amount payable for the RCULS accepted, to be received by the Share Registrar of Barakah, Boardroom Corporate Services (KL) Sdn Bhd no later than 5.00 p.m. on 22 October 2013 (or such later date and time as the Board and KIBB in their absolute discretion may decide and announce). Cheques or other mode(s) of payment not prescribed herein are not acceptable.

The remittance must be made for the exact amount payable for the RCULS accepted. Any acceptance with excess or insufficient remittances may or may not be accepted at the absolute discretion of the Board. No acknowledgement will be issued for the receipt of this OAF or application monies in respect of the Offer of RCULS. However, if your application is successful, the RCULS shall be credited into your CDS account and a notice of allotment will be despatched to you by ordinary post to the address as shown in the Records of Depositors of VEB at your own risk within eight (8) market days from the last date of acceptance and payment for the Offer of RCULS.

The Board reserves the right not to accept any application or to accept in part only any application accompanied by payment other than in the manner prescribed herein or which is otherwise howsoever incomplete or not in order, without assigning any reason thereof.

You should note that all OAF and remittances lodged with the Share Registrar of Barakah will be irrevocable and cannot subsequently be withdrawn. Where any application for the Offer of RCULS is not accepted or accepted in part only, the full amount or the balance of the application monies, as the case may be, will be refunded without interest and shall be despatched to you within fifteen (15) market days from the last date for acceptance and payment for the Offer of RCULS by ordinary post to the address shown in Records of Depositors of VEB at your own risk.

**(iii) GENERAL INSTRUCTIONS**

- (a) All applicants must sign on the front page of this OAF. All corporate bodies must affix their Common Seals.
- (b) Any interest or other benefit accruing on or arising from or in connection with any application monies shall be for the benefit of the Company and the Company shall not be under any obligation to account for such interest or other benefit to you.
- (c) The contract arising from the acceptance of the provisional offer of RCULS by you 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 OAF and the contract arising therefrom.
- (d) The Company reserves the right to accept or reject any acceptance if the instructions hereinabove stated are not strictly adhered to.
- (e) The RCULS subscribed by the Entitled Shareholders will be credited into their respective CDS accounts as stated on the NPO or the exact accounts appearing in Bursa Depository's record of depositors.