



**BISON CONSOLIDATED BERHAD**  
(Company No: 1039846-T)  
(Incorporated in Malaysia)

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the Fourth Annual General Meeting of the Company will be held at The Club, Bukit Utama Golf Resort, 1 Club Drive, Bukit Utama, Bandar Utama, 47800 Petaling Jaya, Selangor Darul Ehsan on 29 March 2017, Wednesday at 10.00 am.

**AGENDA**

**AS ORDINARY BUSINESS:**

1. To receive the Audited Financial Statements for the year ended 31 October 2016 together with the Reports of Directors and Auditors thereon. **Please refer to Explanatory Note A to this Agenda**
2. To approve the payment of Directors' fees of RM264,500 for the financial year ended 31 October 2016. **Ordinary Resolution 1**
3. To approve the payment of Directors' fees of RM216,000 for the financial year ending 31 October 2017. **Ordinary Resolution 2**
4. To re-elect the following Directors who are retiring in accordance with Article 88 of the Company's Articles of Association:
  - 4.1 Mr Dang Tai Luk **Ordinary Resolution 3**
  - 4.2 Mr Dang Tai Wen **Ordinary Resolution 4**
5. To re-elect Mr Ong Chee Jern as Director who is retiring in accordance with Article 95 of the Company's Articles of Association. **Ordinary Resolution 5**
6. To re-appoint Messrs. SJ Grant Thornton as the Company's Auditors for the ensuing year and to authorise the Directors to fix their remuneration. **Ordinary Resolution 6**

**7. AS SPECIAL BUSINESS:**

To consider and, if thought fit, to pass with or without modifications, the following resolution:

**Authority to Allot Shares Pursuant to Section 75 of the Companies Act, 2016**

**Ordinary Resolution 7**

"**THAT** subject always to the approvals of the relevant authorities, the Directors be hereby authorised pursuant to Section 75 of the Companies Act, 2016, to allot and issue shares in the Company at any time and upon such terms and conditions and for such purposes as the Directors may in their absolute discretion, deem fit, provided that the aggregate number of shares to be issued pursuant to this resolution does not exceed 10% of the total issued capital of the Company at the time of issue **AND THAT** the Directors be hereby also empowered to obtain the approval for the listing of and quotation for the additional shares to be issued on Bursa Malaysia Securities Berhad. **AND FURTHER THAT** such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company."

8. To transact any other business of the Company of which due notice shall be given in accordance with the Company's Articles of Association and the Companies Act, 2016.

**BY ORDER OF THE BOARD**

**CHONG SIEW HOONG** (MIA 5062)

**NG YIM KONG** (LS0009297)

Company Secretaries

Selangor Darul Ehsan

28 February 2017

**NOTES:**

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote at the meeting on his/her behalf. In case of a corporation, a duly authorised representative to attend and vote in its stead. The proxy may but need not be a member of the Company and there is no limitation as to the qualification of the proxy. A proxy/representative appointed to attend and vote at the meeting shall have the same rights as the member to speak at the meeting.
2. A member shall be entitled to appoint not more than two (2) proxies to attend and vote at the meeting and the appointment shall be invalid unless he/she specifies the proportions of his/her holdings to be represented by each proxy.
3. Where a member is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account") there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
4. If the appointor is a corporation this form must be executed under the corporation's common seal or under the hand of an officer or attorney duly authorised.
5. The instrument appointing a proxy must be deposited at the **Share Registrar's Office at Symphony Share Registrars Sdn Bhd, Level 6, Symphony House, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan not less than forty-eight (48) hours** before the time set for the meeting or any adjournment thereof.

**EXPLANATORY NOTES TO THE AGENDA**

**A. Item 1 of the Agenda**

To receive the Audited Financial Statements for the year ended 31 October 2016 together with the Reports of Directors and Auditors thereon

This 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 the shareholders for the Audited Financial Statements. Hence, this item of the Agenda is not put forward for voting.

**B. Item 7 of the Agenda – Ordinary Resolution 7**

**Authority to Allot Shares Pursuant to Section 75 of the Companies Act, 2016**

The Ordinary Resolution 7 is a proposed general mandate by the shareholders for the Company to issue and allot shares at any time to such persons in its absolute discretion without convening a general meeting provided, that the aggregate number of shares issued does not exceed 10% of the issued share capital of the Company.

The proposed Ordinary Resolution 7, if passed, will give the Directors of the Company, from the date of the meeting, the authority to issue and allot ordinary shares from the unissued share capital of the Company up to an amount not exceeding in total ten per centum (10%) of the total issued share capital of the Company for the time being for such purposes as the Directors of the Company consider would be in the best interest of the Company.

The mandate, if passed, will provide the flexibility to the Company and empower the Directors to speedily allot and issue new shares in the Company of up to ten per centum (10%) of its issued share capital for purposes of funding the working capital or strategic development of Bison. This would expedite the process and eliminate the costs for convening a general meeting to seek shareholders' approval. This authority, unless revoked or varied by the Company at a general meeting, will expire at the next AGM.

At this juncture, there is no decision to issue new shares. If there should be such a decision to do so after the general mandate is granted, the Company will make an announcement in respect thereof.

**GENERAL MEETING RECORD OF DEPOSITORS**

To determine whether a member is entitled to attend this meeting, the Company shall be requesting from Bursa Malaysia Depository Sdn Bhd in accordance with Article 62 of the Company's Articles of Association and Section 34(1) of the Securities Industry (Central Depositories) Act 1991, to issue a General Meeting Record of Depositors as at 24 March 2017. Only a depositor whose name appears on the Record of Depositors as at 24 March 2017 shall be entitled to attend this meeting or appoint proxy/proxies to attend and/or vote in his/her stead.