



BISON CONSOLIDATED BERHAD

(Company No. 1039846-T)
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of Bison Consolidated Berhad ("Bison" or 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 Tuesday, 5 December 2017 at 10.00 a.m. for the purpose of considering and if thought fit, passing with or without modification, the following resolutions:-

ORDINARY RESOLUTION 1

PROPOSED ACQUISITION BY MYNEWS RETAIL SDN BHD (FORMERLY KNOWN AS BISON STORES SDN BHD) ("MYNEWS RETAIL"), A WHOLLY-OWNED SUBSIDIARY OF BISON, OF A PARCEL OF LEASEHOLD INDUSTRIAL LAND HELD UNDER H.S.(D) 242970, PT 10567, PEKAN BARU SUNGAI BULOH, DISTRICT OF PETALING, STATE OF SELANGOR TOGETHER WITH A SINGLE STOREY WAREHOUSE WITH AN ANNEXED 3-STOREY OFFICE BUILDING BEARING POSTAL ADDRESS AS LOT NO. 3, JALAN TEKNOLOGI 3/1, TAMAN SAINS SELANGOR 1, KOTA DAMANSARA, 47810 PETALING JAYA, SELANGOR ("PROPERTY") FROM LENO MARKETING (M) SDN BHD ("LENO MARKETING") FOR A CASH CONSIDERATION OF RM50,000,000 ("PROPOSED ACQUISITION")

"THAT, subject to approvals of all relevant authorities or parties being obtained, approval be and is hereby given for Mynews Retail to acquire the Property from Leno Marketing for a cash consideration of RM50,000,000 as set out in the conditional sale and purchase agreement dated 30 August 2017 entered into between Mynews Retail and Leno Marketing for the Proposed Acquisition and such other terms and conditions as the parties thereto may mutually agree upon in writing or which are imposed by the relevant authorities;

AND THAT, approval be and is hereby given to the board of directors of the Company ("Board") to give effect to the Proposed Acquisition with full powers and authority to:-

- enter into any arrangements, transactions, agreements and/or undertakings and to execute, sign and deliver on behalf of Mynews Retail, all such agreements, instruments, documents and/or deeds as the Board may from time to time deem necessary, expedient or appropriate for or in connection with the Proposed Acquisition;
- assent and/or give effect to any condition, variation, modification, addition and/or amendment in respect of the Proposed Acquisition and/or any provision, term and condition thereof as may be required and/or as the Board may in its absolute discretion deem necessary, expedient or appropriate and/or as may be imposed or permitted by any relevant regulatory authorities; and
- take all such steps and do all such acts, deeds and things including giving undertakings as the Board may from time to time deem necessary, expedient or appropriate to implement, finalise and give full effect to and complete all transactions contemplated under the Proposed Acquisition."

ORDINARY RESOLUTION 2

PROPOSED BONUS ISSUE OF 341,077,000 NEW ORDINARY SHARES IN BISON ("BISON SHARE(S)") ("BONUS SHARE(S)") ON THE BASIS OF 1 BONUS SHARE FOR EVERY 1 EXISTING BISON SHARE HELD BY THE ENTITLED SHAREHOLDERS WHOSE NAMES APPEAR IN THE RECORD OF DEPOSITORS OF BISON ("ENTITLED SHAREHOLDERS") ON AN ENTITLEMENT DATE TO BE DETERMINED AND ANNOUNCED LATER ("ENTITLEMENT DATE") ("PROPOSED BONUS ISSUE")

"THAT, subject to the approvals of all relevant regulatory authorities and/or parties (if required), including for the approval for the listing of and quotation for the Bonus Shares on the Main Market of Bursa Malaysia Securities Berhad ("Bursa Securities"), the Board is hereby authorised to capitalise an amount of up to RM68,215,400 out of the share premium and retained earnings account of Bison, and to apply the same for the purposes of issuing 341,077,000 Bonus Shares in the share capital of the Company, credited as fully paid-up to the Entitled Shareholders on the Entitlement Date on the basis of 1 Bonus Share for every 1 existing Bison Share held;

THAT the Board be and is hereby authorised to deal with all or any fractional entitlements of the Bonus Shares that may arise from the Proposed Bonus Issue, if any, in such manner as the Board shall in their absolute discretion deem fit and expedient, and in the best interest of the Company;

THAT the Bonus Shares will upon allotment and issuance, rank *pari passu* in all respects with the existing Bison Shares, save and except that the Bonus Shares will not be entitled to any dividends, rights, allotments and/or any other forms of distribution that may be declared, made or paid to the shareholders of the Company, the entitlement date of which is prior to the relevant date of allotment and issuance of the Bonus Shares;

AND THAT the Board be and is hereby authorised to sign and execute all documents to give effect to the Proposed Bonus Issue with full powers to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Bonus Issue."

ORDINARY RESOLUTION 3

PROPOSED ESTABLISHMENT OF AN EMPLOYEES' SHARE OPTION SCHEME ("ESOS") OF UP TO 10% OF THE TOTAL NUMBER OF ISSUED SHARES OF THE COMPANY (EXCLUDING TREASURY SHARES) AT ANY POINT IN TIME TO BE GRANTED TO THE ELIGIBLE DIRECTORS AND EMPLOYEES OF BISON AND ITS SUBSIDIARIES WHICH ARE NOT DORMANT ("ELIGIBLE PERSONS") ("PROPOSED ESOS")

"THAT, subject to the approvals of all relevant regulatory authorities and/or parties (if required) including the approval of Bursa Securities for the listing of and quotation for the new Bison Shares to be issued arising from the exercise of the options granted under the Proposed ESOS ("ESOS Option(s)") on the Main Market of Bursa Securities being obtained, the Board be and is hereby authorised to establish, implement and administer an ESOS for the benefit of the Eligible Persons, and to grant the ESOS Options in accordance with the terms set out in the by-laws of the Proposed ESOS ("By-Laws"), a draft of which is set out in Appendix III of the circular to shareholders of Bison dated 13 November 2017 ("Circular"), for a period of 5 years from the date of the Proposed ESOS, which may be extended or renewed (as the case may be) for a further period of up to 5 years, at the sole and absolute discretion of the Board, PROVIDED that the total period of the ESOS shall not exceed 10 years, modify and/or amend the Proposed ESOS from time to time as may be required, permitted or deemed necessary by the authorities and/or the Board provided that such modifications and/or amendments are effected and permitted in accordance with the provisions of the By-Laws relating to modifications and/or amendments, deeds or undertakings and to make such rules or regulations, or impose such terms and conditions or delegate part of its power as may be necessary or expedient in order to give full effect to the Proposed ESOS;

THAT the Board shall, from time to time, allot and issue such number of new Bison Shares as may be required to be issued pursuant to the exercise of the ESOS Options provided that the total number of new Bison Shares to be issued under the Proposed ESOS shall not in aggregate exceed 10% of the prevailing total number of issued shares of Bison (excluding treasury shares, if any) at any point in time throughout the duration of the Proposed ESOS;

THAT the new Bison Shares will upon allotment and issuance, rank *pari passu* in all respects with the existing Bison Shares, save and except that the new Bison Shares will not be entitled to any dividends, rights, allotments and/or any other forms of distribution that may be declared, made or paid to the shareholders of the Company, the entitlement date of which is prior to the relevant date of allotment and issuance of the new Bison Shares pursuant to the exercise of the ESOS Options;

AND THAT the Board be and is hereby authorised to sign and execute the By-Laws and all other documents to give effect to the Proposed ESOS with full powers to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the terms and conditions of the By-Laws."

ORDINARY RESOLUTION 4

PROPOSED ALLOCATION OF ESOS OPTIONS TO DANG TAI LUK

"THAT, subject to the passing of Ordinary Resolution 3, the Board be and is hereby authorised at any time, and from time to time, to award Dang Tai Luk, being the Executive Director / Chief Executive Officer of Bison and to allot and issue and/or deliver such number of ESOS Options and the new Bison Shares arising therefrom, provided always that not more than 10% (or such percentage as permitted by the relevant authorities) of the Bison Shares available under

the Proposed ESOS shall be allocated to any Eligible Person who, either singly or collectively through persons connected with the Eligible Person, holds 20% or more of the total number of issued shares (excluding treasury shares) of the Company, subject always to such terms and conditions and/or adjustments which may be made in accordance with the By-Laws governing and constituting the Proposed ESOS as set out in Appendix III of the Circular."

ORDINARY RESOLUTION 5

PROPOSED ALLOCATION OF ESOS OPTIONS TO DANG TAI WEN

"THAT, subject to the passing of Ordinary Resolution 3, the Board be and is hereby authorised at any time, and from time to time, to award Dang Tai Wen, being the Executive Director / Chief Operating Officer of Bison and to allot and issue and/or deliver such number of ESOS Options and the new Bison Shares arising therefrom, provided always that not more than 10% (or such percentage as permitted by the relevant authorities) of the Bison Shares available under the Proposed ESOS shall be allocated to any Eligible Person who, either singly or collectively through persons connected with the Eligible Person, holds 20% or more of the total number of issued shares (excluding treasury shares) of the Company, subject always to such terms and conditions and/or adjustments which may be made in accordance with the By-Laws governing and constituting the Proposed ESOS as set out in Appendix III of the Circular."

ORDINARY RESOLUTION 6

PROPOSED ALLOCATION OF ESOS OPTIONS TO DING LIEN BING

"THAT, subject to the passing of Ordinary Resolution 3, the Board be and is hereby authorised at any time, and from time to time, to award Ding Lien Bing, being the Independent Non-Executive Chairman of Bison and to allot and issue and/or deliver such number of ESOS Options and the new Bison Shares arising therefrom, provided always that not more than 10% (or such percentage as permitted by the relevant authorities) of the Bison Shares available under the Proposed ESOS shall be allocated to any Eligible Person who, either singly or collectively through persons connected with the Eligible Person, holds 20% or more of the total number of issued shares (excluding treasury shares) of the Company, subject always to such terms and conditions and/or adjustments which may be made in accordance with the By-Laws governing and constituting the Proposed ESOS as set out in Appendix III of the Circular."

ORDINARY RESOLUTION 7

PROPOSED ALLOCATION OF ESOS OPTIONS TO SOON DEE HWEE

"THAT, subject to the passing of Ordinary Resolution 3, the Board be and is hereby authorised at any time, and from time to time, to award Soon Dee Hwee, being the Senior Independent Non-Executive Director of Bison and to allot and issue and/or deliver such number of ESOS Options and the new Bison Shares arising therefrom, provided always that not more than 10% (or such percentage as permitted by the relevant authorities) of the Bison Shares available under the Proposed ESOS shall be allocated to any Eligible Person who, either singly or collectively through persons connected with the Eligible Person, holds 20% or more of the total number of issued shares (excluding treasury shares) of the Company, subject always to such terms and conditions and/or adjustments which may be made in accordance with the By-Laws governing and constituting the Proposed ESOS as set out in Appendix III of the Circular."

ORDINARY RESOLUTION 8

PROPOSED ALLOCATION OF ESOS OPTIONS TO DANG TAI HOCK

"THAT, subject to the passing of Ordinary Resolution 3, the Board be and is hereby authorised at any time, and from time to time, to award Dang Tai Hock, being the Non-Independent Non-Executive Director of Bison and to allot and issue and/or deliver such number of ESOS Options and the new Bison Shares arising therefrom, provided always that not more than 10% (or such percentage as permitted by the relevant authorities) of the Bison Shares available under the Proposed ESOS shall be allocated to any Eligible Person who, either singly or collectively through persons connected with the Eligible Person, holds 20% or more of the total number of issued shares (excluding treasury shares) of the Company, subject always to such terms and conditions and/or adjustments which may be made in accordance with the By-Laws governing and constituting the Proposed ESOS as set out in Appendix III of the Circular."

ORDINARY RESOLUTION 9

PROPOSED ALLOCATION OF ESOS OPTIONS TO MOHD SUFFIAN BIN SUBOH

"THAT, subject to the passing of Ordinary Resolution 3, the Board be and is hereby authorised at any time, and from time to time, to award Mohd Suffian Bin Suboh, being the Independent Non-Executive Director of Bison and to allot and issue and/or deliver such number of ESOS Options and the new Bison Shares arising therefrom, provided always that not more than 10% (or such percentage as permitted by the relevant authorities) of the Bison Shares available under the Proposed ESOS shall be allocated to any Eligible Person who, either singly or collectively through persons connected with the Eligible Person, holds 20% or more of the total number of issued shares (excluding treasury shares) of the Company, subject always to such terms and conditions and/or adjustments which may be made in accordance with the By-Laws governing and constituting the Proposed ESOS as set out in Appendix III of the Circular."

SPECIAL RESOLUTION

PROPOSED CHANGE OF NAME OF THE COMPANY FROM "BISON CONSOLIDATED BERHAD" TO "MYNEWS HOLDINGS BERHAD" ("PROPOSED CHANGE OF NAME")

"THAT the name of the Company be and is hereby changed from "Bison Consolidated Berhad" to "Mynews Holdings Berhad" with effect from the date of the Certificate of Notification on Change of Name of Company is issued by the Companies Commission of Malaysia and that the Constitution of the Company be amended accordingly, wherever the name of the Company appears.

AND THAT the Directors and/or Secretaries of the Company be and are hereby authorised to give effect to the Proposed Change of Name with full power to assent to any condition, modification, variation and/or amendment (if any) as may be required by the relevant authorities."

BY ORDER OF THE BOARD

CHONG SIEW HOONG (MIA 5062)
VASATHI A/P NANUNARAYANAN (MAICSA 7061774)
Company Secretaries

Selangor Darul Ehsan
13 November 2017

Notes:-

- A member entitled to attend and vote at this 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.
- A member shall be entitled to appoint not more than 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.
- 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.
- If the appointer is a corporation the Proxy Form must be executed under the corporation's common seal or under the hand of an officer or attorney duly authorised.
- 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 48 hours before the time set for the meeting or any adjournment 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 Constitution and Section 34(1) of the Securities Industry (Central Depositories) Act 1991, to issue a general meeting Record of Depositors as at 27 November 2017. Only a depositor whose name appears on the Record of Depositors as at 27 November 2017 shall be entitled to attend this meeting or appoint proxy/proxies to attend and/or vote in his/her stead.