

Scantech Limited
ACN: 007 954 627

Notice of Annual General Meeting and Explanatory Memorandum

Date of Meeting

26 October 2017

Time of Meeting

10.00 am (Adelaide time)

Place of Meeting

SCANTECH LIMITED
143 Mooringe Avenue
Camden Park SA 5038

SCANTECH LIMITED

ACN 007 954 627

NOTICE OF ANNUAL GENERAL MEETING

Notice is HEREBY GIVEN that the Annual General Meeting of Scantech Limited ('the Company') will be held at the offices of the Company located at 143 Mooringe Avenue, Camden Park, South Australia on Thursday, 26 October 2017 commencing at 10:00 am (Adelaide time).

An Explanatory Memorandum in relation to the items of business to be dealt with at the Annual General Meeting accompanies this Notice of Meeting.

BUSINESS

1. Chairman's Address

2. Annual Report and Accounts

To receive and consider:

- the annual financial report;
- the Directors' Report; and
- the Auditor's report

in respect of the financial year ended 30 June 2017.

3. Resignation of Director

Mr Dean Brown has tendered his resignation as a Director effective as at the AGM. Mr Dean Brown was appointed to the Board on the 29 June 2007 and during this time has served on various committees. The Board would like to thank Dean for his valued contribution to Scantech and has resolved not to fill this vacancy.

4. Re-election of Director

Resolution 1 – Re-election of Mr Peter Pedler as a Director

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

"To re-elect as a Director of the company Mr Peter Pedler who, having retired in accordance with Sub-Clause 32.4.1 of the Company's Constitution, and being eligible, offers himself for re-election in accordance with Sub-Clause 32.4.5 of the Company's Constitution."

5. To appoint Bentleys SA Audit Partnership as auditor of the Company

Resolution 2 – To appoint Bentleys SA Audit Partnership as auditor of the Company

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

"To elect Bentleys SA Audit Partnership as auditor of the Company."

BY ORDER OF THE BOARD



V Steer

Company Secretary

DATED: this 22 September 2017

Voting Information

1. Shareholders may vote at the Annual General Meeting by:

- Attending in person or by attorney or appointing a proxy (for individuals and joint holders)
- Appointing a proxy or corporate representative (for companies)

2. Voting Entitlements

In accordance with Regulations 7.11.37 and 7.11.38 of the *Corporations Regulations 2001* (Cth), the Board has determined that the shareholding of each shareholder for the purpose of ascertaining voting entitlements for the Annual General Meeting will be as it appears on the share register at 10 a.m. (Adelaide time) on Tuesday, 24 October 2017.

3. Registration

All shareholders must be registered prior to the meeting. Please present the Proxy Form accompanying this Notice at the registration desk at the meeting to assist with registration.

4. Proxies

Pursuant to Sub-Clause 31.1.10 of the Company's Constitution, if you are entitled to attend and vote at the Annual General Meeting, you may appoint a proxy to vote on your behalf. A proxy does not need to be a shareholder and can be either an individual or a body corporate. A shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes that each proxy is appointed to exercise (see Appointing a Second Proxy on the back of the Proxy Form). If no proportion is specified, then each proxy may exercise one-half of the shareholder's votes.

To record a valid vote, shareholders will need to complete and lodge the Proxy Form (and the power of attorney or other authority (if any) under which it is signed, or a certified copy of it) at the share register of the Company, Link Market Services Limited. Please complete and forward the Proxy Form to Link Market Services Limited:

- by post at the following address:

Link Market Services Limited

Locked Bag A14, Sydney South, NSW 1235

OR

- by facsimile on:

+61 2 9287 0309;

OR

- online at www.linkmarketservices.com.au,

so that it is received by no later than **10.00 am (Adelaide time) on Tuesday, 24 October 2017**.

If a shareholder wishes to direct the proxy/proxies how to vote on any item, a mark should be placed in the appropriate box and the total shareholding will be voted in that manner. A single proxy exercises all voting rights. If the shareholder desires, the voting direction can be split by inserting the number of shares to be voted next to the appropriate box. The vote will be invalid if a mark (other than a number of shares) is made in more than one box for a particular item or if the total shareholding shown in the “FOR”, “AGAINST” and “ABSTAIN” boxes is more than the total shareholding on the register.

If a proxy is instructed to abstain from voting on an item of business, they are directed not to vote on the shareholder's behalf on the poll and the shares that are the subject of the proxy appointment will not be counted in calculating the required majority.

If a proxy is not directed how to vote on an item of business, the proxy may generally vote, or abstain from voting, as they think fit.

Should any resolution, other than those specified in this Notice, be proposed at the meeting, a proxy may vote on that resolution as they think fit.

5. Corporate Representatives

A shareholder that is a company and has appointed a corporate representative to vote on its behalf at the meeting must either forward evidence of the appointment to the Company's share registry, Link Market Services Limited, or present that evidence at the registration desk on the day of the meeting. A Certificate of Appointment of Corporate Representative can be obtained by contacting Link Market Services Limited, whose contact details are set out on the Proxy Form. A company's appointed representative should also present a copy of the Proxy Form accompanying this Notice at the registration desk on the day of the meeting.

6. Signing a Proxy

The Proxy Form must be signed by the shareholder or the shareholder's attorney, duly authorised in writing (and the power of attorney or other authority (if any) under which it is signed, or a certified copy of it, must be provided to the share register with the Proxy Form). In the case of joint holders, the Proxy Form may be signed by any one holder. If the shareholder is a corporation, the Proxy Form must be signed in accordance with the corporation's constitution and (if applicable) the Corporations Act or by its duly authorised attorney or representative.

7. Further Information

If you require further information, you should contact Link Market Services Limited. The contact details are on the Proxy Form.

Explanatory Memorandum

This Explanatory Memorandum provides shareholders with information regarding the business to be conducted at the Annual General Meeting of the Company.

The Directors recommend shareholders read this Explanatory Memorandum in full before making a decision in relation to the Resolutions.

Certain abbreviations and other defined terms are used throughout this Explanatory Memorandum. Defined terms are generally identifiable by the use of an upper case first letter. Details of the definitions and abbreviations are set out in the Glossary to the Explanatory Memorandum.

Annual Report and Accounts

Section 317 of the Corporations Act requires each of the Financial Report (which includes the annual financial statements and Directors' declaration), the Directors' Report and the Auditor's Report for the financial year ended 30 June 2016 to be laid before the Annual General Meeting.

The Company's Constitution also provides for these reports to be received and considered at that meeting.

These reports are not required to be formally approved by shareholders. These reports are included in the Annual Report.

An electronic copy of the 2017 Annual report is available to download or view on the Company's website from <http://shareholders.scantech.com.au/DocumentDownload.ashx?item=8Apc78yO-kOnTJ1oDGQoRw>. The Annual Report, including the annual financial report, the Directors' Report and the Auditor's Report for the year ended 30 June 2017 has also been sent by post to those shareholders who have previously elected to receive a hard copy. Shareholders will be given a reasonable opportunity at the Annual General Meeting to ask questions and make comments on these reports and on the business, operations and management of the Company.

The Chair will also provide shareholders a reasonable opportunity to ask the Auditor questions relevant to:

- the conduct of the audit;
- the preparation and content of the independent audit report;
- the accounting policies adopted by the Company in relation to the preparation of accounts; and
- the independence of the auditor in relation to the conduct of the audit.

Re-election of Mr Peter Pedler as a Director

(Resolution 1)

Sub-Clause 32.4.1 of the Company's Constitution requires one-third of the Directors, or if their number is not a multiple of three, then the number nearest to but not more than one-third of the Directors, to retire from office at each Annual General Meeting.

Sub-Clause 35.1.10 of the Company's Constitution provides that the Managing Director is not subject to retirement by rotation.

The Constitution also provides that a Director must retire from office at the conclusion of the third Annual General Meeting or the third year after the Director was appointed, whichever is the longer.

A description of Mr Pedler's experience, qualifications and competencies follows:

Peter Pedler is a partner of leading Adelaide law firm Duncan Basheer Hannon. He practices in the fields of commercial and property transactions and agreements and advises on due diligence and Corporate Governance as well as statutory compliance and Corporations Act matters. Duncan Basheer Hannon provides legal services to Scantech on commercial terms and conditions and at market rates.

Peter has wide business experience and has been a Director of a number of companies involved in commerce, industry representation and the charity and not for profit sector.

Peter graduated from Adelaide Law School with honours in 1980 and was admitted as a legal practitioner in February 1981.

Peter Pedler was appointed to the Board as a Non Executive Director on 12 August 2003 and has served 14 years as a Scantech Director. He is considered by the Board to be an independent Director and is Chairman of the Board. The Board unanimously supports his re- election.

The Directors (other than Peter Pedler) recommend that shareholders vote in favour of Resolution 1.

The Chairman of the meeting intends to vote undirected proxies in favour of Resolution 1.

Appointment of Bentleys SA Audit Partnership as auditor of the Company

(Resolution 2)

The Board resolved at a Board Meeting on the 17 August 2017 to appoint Bentleys SA Audit Partnership as auditor of the Company. As a result BDO Audit (SA) Pty Ltd will resign and the appointment of Bentleys SA Audit Partnership requires approval as the replacement auditor at the AGM.

The members at the AGM will be asked to vote on the appointment of Bentleys SA Audit Partnership subject to ASIC approval.

Below is a copy of the notice of nomination of Bentleys SA Audit Partnership as auditor.

17 August 2017

Bodkin Pty Ltd
38 Kyre Avenue
Kingswood, SA 5062

Ms Valerie Steer
Company Secretary
Scantech Limited
143 Mooringe Avenue
CAMDEN PARK, SA 5038

Dear Ms Steer,

As a member of Scantech Limited, pursuant to Section 328(B)(1) of the Corporations Act 2001, I hereby nominate Bentleys SA Audit Partnership ACN 43 877 091 903, for appointment as auditor of Scantech Limited at the Annual General Meeting or any adjournment thereof, subject to the resignation of BDO Audit (SA) Pty Ltd ACN 161 379 086 and the approval of ASIC.

Yours faithfully,

A handwritten signature in black ink, appearing to read 'Peter Pedler', with a long horizontal flourish extending to the right.

Peter Pedler
Bodkin Pty Ltd

GLOSSARY

2017 Annual General Meeting means the Annual General Meeting of the Company held on 26 October 2017.

Accounting Standards has the meaning given to that term in the Corporations Act.

Annual General Meeting means the Annual General Meeting the subject of the Notice.

Annual Report or **2017 Annual Report** means the annual report of the Company for the year ended 30 June 2017.

Auditor's Report or **2017 Auditor's Report** means the Auditor's report to be included in the Company's Annual Report.

Board means the board of Directors of the Company.

Company means Scantech Limited ACN 007 954 627.

Constitution means the Company's constitution, as amended from time to time.

Corporations Act means Corporations Act 2001 (Cth).

Directors means the Directors of the Company.

Directors' Report or **2017 Directors' Report** means the Directors' report to be included in the Company's Annual Report.

Explanatory Memorandum means the explanatory memorandum accompanying this Notice.

Managing Director means the Managing Director of the Company.

Notice means this Notice of Annual General Meeting.

Proxy Form means the proxy form accompanying the Notice.

Resolution means a resolution contained in this Notice.