

Scantech Limited
ACN: 007 954 627

Notice of General Meeting and Explanatory Memorandum

Date of Meeting
15 September 2015

Time of Meeting
9:30 am (Adelaide time)

Place of Meeting
SCANTECH LIMITED
143 Mooringe Avenue
Camden Park SA 5038

SCANTECH LIMITED

ACN 007 954 627

NOTICE OF GENERAL MEETING

Notice is **HEREBY GIVEN** that a 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 Tuesday 15 September 2015 commencing at 9:30 am (Adelaide time).

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

BUSINESS

1. **Resolution 1 –To remove the Company from the official list of the ASX**

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

“That, for the purposes of ASX Listing Rule 17.11 and for all other purposes, approval be given for the removal of the Company from the official list of the ASX on 16 October 2015 (or such later date as is agreed with the ASX) and that the Directors of the Company be authorised to do all things reasonably necessary to give effect to the delisting of the Company from the official list of the ASX.”

2. **Resolution 2 –To conduct an on-market buy-back of up to 15% of the Company's Shares**

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

“That, for the purposes of section 257C of the Corporations Act and for all other purposes, approval is given for the Company to undertake an on-market buy-back of up to 15% of the Company's Shares in accordance with the terms set out in the Explanatory Memorandum.”

Voting Information

1. Shareholders may vote at the General Meeting by:

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

2. Voting Entitlements

The Company has determined that the Shareholding of each Shareholder for the purpose of ascertaining voting entitlements for the General Meeting will be as it appears on the Share register at 7 pm (Adelaide time) on Sunday 13 September 2015.

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 Section 249X of the Corporations Act, if you are entitled to attend and vote at the 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).

A form of proxy is enclosed. To be effective, the Proxy Form accompanying this Notice must be properly completed (and the power of attorney, if any, under which it is signed) must be received at the address below by no later than 9:30 am (Adelaide time) on Sunday 13 September 2015. Details about how to lodge the proxy are on the Proxy Form.

Completed proxy forms should be sent to the Company's share registrar, Computershare Investor Services Pty Ltd as follows:

By mail: Scantech Limited
C/- Computershare Investor Services Pty Ltd
GPO Box 242
MELBOURNE VIC 3001
Australia

By fax: Scantech Limited
C/- Computershare Investor Services Pty Ltd
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

Custodian voting: For Intermediary Online subscribers only (custodians), cast the shareholder's vote online by visiting:
www.intermediaryonline.com

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.

4. Corporate Representatives

A company that 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, Computershare Investor Services Pty 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 Computershare, 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.

5. Signing a Proxy

The Proxy Form must be signed by the Shareholder or the Shareholder's attorney, duly authorised in writing. 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.

6. Further Information

If you require further information, you should contact Computershare Investor Services. The contact details are on the Proxy Form.

BY ORDER OF THE BOARD



V Steer
Company Secretary

DATED: 10 August 2015

Explanatory Memorandum

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

The Directors recommend Shareholders read this Explanatory Memorandum in full before making a decision in relation to Resolutions 1 and 2.

1. Resolution 1 – To remove the Company from the official list of the ASX

1.1 Background

As announced on 31 July 2015, the Company proposes to delist the Company from the official list of the ASX.

The Company has applied to the ASX to be removed from the official list of the ASX pursuant to ASX Listing Rule 17.11.

ASX has provided in principle advice that it would approve the removal of the Company from the official list, subject to compliance with the following conditions (amongst others):

- (a) the Company's removal from the official list of the ASX is approved by ordinary resolution of ordinary security holders of the Company; and
- (b) the notice of meeting seeking security holder approval for the Company's removal from the official list of the ASX must include a statement to the effect that the removal will take place no earlier than one month after approval is granted.

Resolution 1 is being considered at the General Meeting to satisfy the above conditions.

If Resolution 1 is passed at the General Meeting:

- (a) the Company will be removed from the official list of the ASX and the Company's Shares will no longer be quoted on the ASX;
- (b) the date of removal will be 16 October 2015 (being one month after the date of Shareholder approval) or such later date as is agreed with the ASX; and
- (c) the Company will continue to be subject to regulation under the Corporations Act and the Company's constitution.

The Directors consider that the proposed delisting of the Company is in the best interests of the Company and its Shareholders for the reasons set out in this Explanatory Memorandum (refer in particular to section 1.3 below).

The removal of the Company from the official list of the ASX will mean that the Company will no longer be subject to the requirements of the ASX Listing Rules (refer in particular to sections 1.4 and 1.5 below).

1.2 Timetable for removal of the Company from the ASX

Notice of Meeting dispatched to Shareholders	14 August 2015
General Meeting held	15 September 2015
ASX informed that the delisting was approved	15 September 2015
Company removed from the official list	16 October 2015

1.3 Reasons for seeking removal

As disclosed to the market on 31 July 2015, the Directors have considered a range of factors in making the decision to recommend the Company's removal from the official list to Shareholders.

The key factors include the following:

Low Liquidity

Trading volumes in the Company's Shares have been low for a number of years. It is expected that the market for the Company's Shares will continue to be limited.

As at 31 July 2015:

- (a) the average monthly value of Shares traded in the last 12 months has been \$117,485;
- (b) the average monthly value of Shares traded excluding Shares traded by Directors during the last 12 months has been \$70,704;
- (c) in the last 3 months the total volume of Shares traded has been only 84,000 and the value of Shares traded has totalled only \$42,977; and
- (d) in the last 3 months there have only been 11 days on which the Company's Shares have been traded.

This low marked liquidity constrains the ability of Shareholders to acquire and dispose of Shares.

Small spread of holdings

ASX Listing Rule 12.4 requires that a listed entity must maintain a spread of security holdings in its main class which in ASX's opinion is sufficient to ensure that there is an orderly and liquid market in securities.

As at 31 July 2015, significant numbers of Shareholders hold small or unmarketable parcels of Shares:

- (a) approximately 125 Shareholders or 26% of all Shareholders hold Shares with a current market value of less than \$500;
- (b) approximately 303 Shareholders or 63% of all Shareholders hold Shares with a market value of less than \$2,500; and
- (c) only 108 Shareholders hold Shares with a market value of more than \$5,000.

In addition, the top 20 Shareholders hold 13,061,942 Shares, or more than 74% of all Shares on issue.

Cost of maintaining ASX listing too high

Over the last 5 years, the Company has reported the following net profit after tax (NPAT):

2015	\$970,736 (unaudited)
2014	(\$267,186)
2013	\$3,116,667
2012	\$1,696,459
2011	\$83,301

The average NPAT over that time has been \$1,119,995.

The Company estimates that the annual cost of maintaining an ASX listing is in excess of \$200,000. In the context of the Company's average annual NPAT, this cost is significant.

In addition, the Company has incurred significant costs in the past financial year due to an application made to the Takeovers Panel (as announced on 22 September 2014). The circumstances surrounding the application made it difficult for management to win contracts as the Company's competitors have pointed to the Company being the subject of a dispute regarding control which was being played out in the public arena.

As a small listed company with significant cash reserves, the Company is at risk of further attempts to destabilise it in the public arena while it continues to be listed.

Sufficient capital

The Directors consider that the Company does not need to raise new equity in the foreseeable future as it has good levels of cash reserves.

1.4 Advantages and disadvantages of removal

The Directors consider that the primary advantage of the Company's removal from the official list of the ASX is the cost savings associated with no longer having to comply with the regulatory and administrative requirements of being a listed entity.

The Directors consider the disadvantages of removal to be as follows:

- (a) Shares will no longer be capable of being traded on the ASX which will directly affect the liquidity of Shares that may otherwise have been available to Shareholders. However, the Directors note that if Resolution 1 is passed the Company will apply to the Australian Securities and Investments Commission (ASIC) for approval to establish a low volume financial market. This will allow the Company to provide to Shareholders and potential Shareholders who wish to buy or sell Shares a cost effective facility for up to 100 transactions with a total value of not more than \$500,000 in any 12 month period;
- (b) if Shareholders are unable to utilise the low volume financial market to be established by the Company, they will need to complete a transfer of their Shares off-market;
- (c) as an unlisted entity, the Company would no longer have the ability to raise capital from the issue of securities on the ASX (although it can still raise capital as an unlisted public company); and
- (d) Shareholders will no longer enjoy the legal protections provided to shareholders of listed entities under the ASX Listing Rules, such as the need for continuous disclosure, restrictions on the issue of share capital, financial reporting requirements and the need to address the ASX Corporate Governance Principles and Recommendations.

1.5 Effect of delisting on Shareholders

If the removal of the Company from the official list of the ASX is approved by Shareholders, the Company will be removed from the official list on 16 October 2015 (or such later date as is agreed with ASX) (**Removal Date**).

Before the Removal Date, Shares may continue to be traded on ASX. After the Removal Date, Shareholders will not be able to trade their Shares via CHESSE and all transfers will need to be effected off-market or via the low volume financial market that the Company intends to establish (subject to approval from ASIC).

1.6 Shareholder Approval

As outlined above, ASX has advised that Shareholder approval of the removal of the Company from the official list must be obtained before ASX will act on the Company's request for removal. Accordingly, the Company is seeking Shareholder approval for the removal of the Company from the official list.

For the removal to be implemented, Resolution 1 must be approved by at least 50% of the votes cast whether in person or by proxy.

All Shareholders are eligible to vote in respect of Resolution 1.

1.7 **Directors' recommendation**

For the reasons set out in this Explanatory Memorandum, the Directors unanimously recommend that Shareholders vote in favour of Resolution 1.

The Chairman intends to vote all available proxies in favour of Resolution 1.

2. **Resolution 2 – To conduct an on-market buy-back of up to 15% of the Company's Shares**

2.1 **Background**

On 31 July 2015, the Company announced that it would conduct an on-market buy-back (**Original Buy-Back**) of up to 1,756,206 Shares (being 10% of the Shares on issue at the date of the announcement). The Original Buy-Back is to be conducted for a 4 week period commencing on 3 August 2015 and ending on 28 August 2015.

On 10 August 2015, the Company announced its intention to seek Shareholder approval to conduct a further on-market buy-back (**On-Market Buy-Back**) of up to 2,370,879 Shares (being 15% of the Company's Shares which will remain on issue following completion of the Original Buy-Back, assuming all 1,756,206 Shares are bought back under the Original Buy-Back).

In the event that Resolution 1 is passed, the On-Market Buy-Back will provide an additional opportunity for Shareholders to realise their investment in the Company prior to the removal of the Company from the official list of the ASX.

If the On-Market Buy-Back is approved, the Company intends to buy back Shares under the On-Market Buy-Back during the period commencing on 16 September 2015 and ending on 16 October 2015 (being the proposed Removal Date).

If the On-Market Buy-Back is approved and the Company buys back the maximum number of Shares, under the On-Market Buy-Back and the Original Buy-Back the Company will have bought back approximately 23.5% of the Shares that were on issue as at 31 July 2015.

2.2 **Reason for Resolution 2**

The Corporations Act permits a company to buy back shares in itself, provided the buy-back does not materially prejudice the company's ability to pay its creditors and provided also that the company complies with the procedures specified in the Corporations Act. A company is entitled to buy back shares on-market without shareholder approval, provided that the total number of

shares bought back does not exceed 10% of the smallest number of votes attaching to voting shares on issue during the previous 12 months (**10/12 Limit**).

On-market buy-backs exceeding the 10/12 Limit require shareholder approval. The purpose of Resolution 2 is to seek Shareholder approval of the On-Market Buy-Back as the Company will have exhausted its 10/12 Limit as a result of the Original Buy-Back.

Resolution 2 will be approved if more than 50% of votes cast at the General Meeting on the resolution are in favour of it.

In addition, under section 257C(2) of the Corporations Act, in the notice that accompanies the resolution to approve the On-Market Buy-Back, the Company must disclose all information that is material to the decision on how to vote on Resolution 2. Accordingly, this Explanatory Memorandum sets out:

- (a) the details of the On-Market Buy-Back;
- (b) reasons for the On-Market Buy-Back (including advantages and disadvantages of the On-Market Buy-Back);
- (c) the effect of the On-Market Buy-Back on the Company; and
- (d) other information material to a decision on how to vote on Resolution 2.

Under section 257C(3), before the notice of meeting is sent to shareholders, the Company must lodge with ASIC a copy of:

- (a) the notice of meeting; and
- (b) any document relating to the reduction that will accompany the notice of meeting sent to Shareholders.

Accordingly, before this Notice of Meeting was sent to Shareholders, the Company has lodged with ASIC a copy:

- (a) the Notice of Meeting; and
- (b) this Explanatory Memorandum.

2.3 Details of the On-Market Buy-Back

The Company will appoint a broker to purchase the Shares on-market in the ordinary course of trading on ASX. If it is approved by Shareholders, the On-Market Buy-Back will commence no earlier than 16 September 2015 (the day following the General Meeting) and will end no later than 16 October 2015 (being the proposed Removal Date).

The Company will issue the broker with instructions to buy-back Shares at a price at which is not more than 5% above the average of the market price (as

defined in the ASX Listing Rules) for the Company's Shares over the 5 previous trading days. The price cap is imposed by ASX Listing Rule 7.33.

In formulating the instructions to the broker regarding the price and volume of Shares to be purchased under the On-Market Buy-Back, the Company will have regard to factors such as the best interest of shareholders, prevailing market conditions, financial considerations, advice on market information provided by its advisers, compliance with insider trading laws and the market price of the Shares.

2.4 Timetable

Notice of Meeting dispatched to Shareholders	14 August 2015
General Meeting held	15 September 2015
On-Market Buy-Back commences	16 September 2015
On-Market Buy-Back ceases	16 October 2015

2.5 Reasons for the On-Market Buy-Back

The Directors consider that the On-Market Buy-Back is in the best interests of Shareholders and are satisfied that it will not materially prejudice the Company's ability to pay its creditors.

The main purpose of the On-Market Buy-Back is to provide Shareholders with an opportunity to realise their investment in the Company prior to the removal of the Company from the official list of the ASX. However, it is still proposed to undertake the On-Market Buy-Back if Resolution 1 is not passed.

Given the low liquidity of the Company's Shares, the Directors consider it appropriate for the Company to increase the liquidity of the Company's Shares via the On-Market Buy-Back to assist Shareholders who wish to exit their investment prior to the delisting.

In addition, the Directors consider that the Company has surplus capital and the On-Market Buy-Back provides a simple means of returning it to Shareholders.

The advantages of the On-Market Buy-Back include the following:

- (a) it provides increased liquidity for Shareholders to enable them to realise their investment in the Company;
- (b) purchases of Shares by the Company under the On-Market Buy-Back can be tailored for market conditions, and the Company is not bound to buy back the entire number of Shares; and

- (c) implementation of the On-Market Buy-Back is a simple and relatively cost-effective method of returning surplus capital.

The Directors consider that the advantages of the On-Market Buy-Back outweigh the possible disadvantages. However, Shareholders should be aware of the following:

- (a) the On-Market Buy-Back will result in a reduction in the Company's cash levels and therefore the Company's ability to use that cash;
- (b) it may impact upon the control of the Company (as to which, see further below); and
- (c) the Company will incur some expenses in implementing the On-Market Buy-Back (however, these are not considered to be material).

2.6 Effect of the On-Market Buy-Back on the Company

Cost of On-Market Buy-Back

As described above, the Company is seeking approval to buy back up to 2,370,879 Shares through the On-Market Buy-Back and will fund this from surplus cash.

The maximum prices permitted under the On-Market Buy-Back are not more than 5% above the average of the market price over the previous 5 trading days.

By way of example, if the Company bought back the full capacity under the On-Market Buy-Back of 2,370,879 Shares at an average price of \$0.50 per Share (being the closing price of the Shares on 6 August 2015, the cost of the On-Market Buy-Back would be approximately \$1,185,440 (excluding transaction costs).

Shares on issue

As at 31 July 2015, the Company had 17,562,066 Shares on issue. Following completion of the Original Buy-Back and the On-Market Buy-Back and assuming the maximum number of Shares is bought back in each case, the Company would have 13,434,981 Shares on issue.

Control of the Company

The Company's Chief Executive Officer Mr David Lindeberg (or parties related to him) currently hold 4,066,928 Shares, giving him a voting power of 23.16% of the Shares on issue as at 31 July 2015.

Mr Lindeberg has indicated that he does not intend to participate in the Original Buy-Back or the On-Market Buy-Back. Accordingly, if the maximum number of Shares are bought back under the Original Buy-Back and the On-Market Buy-Back, Mr Lindeberg's voting power would increase from 23.16% to 30.27%.

Having regard to the potential for the On-Market Buy-Back to increase Mr Lindeberg's voting power if he does not participate in the On-Market Buy-Back, he will not make a recommendation in his capacity as a director.

2.7 Taxation Consequences for Shareholders of the On-Market Buy-Back

For Shareholders selling into the On-Market Buy-Back, the sale should be treated for taxation purposes as an ordinary on-market sale of shares.

Each Shareholder must obtain their own advice from their professional or other financial advisor as to the impact on each Shareholder of the On-Market Buy-Back.

2.8 Directors' Interests and Recommendations

Set out below is a table which indicates the Shares in which the Directors have an interest as at the date of this Notice of Meeting

Director	Shares	Other securities
Mr David Lindeberg	4,066,928	0
Mr Peter Pedler	828,885	0
Mr Laurance Brett	1,156,602	0
Mr Dean Brown	55,000	0

For the reasons set out above, the Directors (other than Mr Lindeberg) recommend that Shareholders vote in favour of Resolution 2.

Given that the On-Market Buy-Back is likely to increase Mr Lindeberg's percentage shareholding, in the circumstances Mr Lindeberg does not consider it appropriate to make a recommendation to Shareholders in connection with Resolution 2.

The Chairman intends to vote all available proxies in favour of Resolution 2.

2.9 No other material information

Other than as set out in this Explanatory Memorandum, and other than information previously disclosed to Shareholders, there is no other information that is known to the Directors which may reasonably be expected to be material to the making of a decision by Shareholders on whether or not to vote in favour of Resolution 2.

Glossary

10/12 Limit means the Corporations Act restriction on buying back more than 10% of a company's shares in a 12 month period without shareholder approval.

ASIC means the Australian Securities and Investments Commission.

ASX means the Australian Securities Exchange.

ASX Listing Rules means the listing rules of the ASX.

Board means the board of Directors.

Company means Scantech Limited (ACN 007 954 627).

Corporations Act means the Corporations Act 2001 (Cth).

Director means a director of the Company.

On-Market Buy-Back means the on-market buy-back of the Company's Shares which is the subject of Resolution 2.

Original Buy-Back means the on-market buy-back of the Company's Shares announced on 31 July 2015.

Notice or Notice of Meeting means this notice of meeting.

Removal Date means Friday 16 October 2015 or such later date as is agreed with the ASX.

Share means an ordinary share in the capital of the Company.

Shareholder means the holder of a Share.

Scantech Limited

ABN 50 007 954 627

└ 000001 000 SCD
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Lodge your vote:



By Mail:

Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:

(within Australia) 1300 556 161
(outside Australia) +61 3 9415 4000

Proxy Form

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For your vote to be effective it must be received by 9:30 am (Adelaide time) Sunday 13 September 2015

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

Turn over to complete the form ➔



View your securityholder information, 24 hours a day, 7 days a week:

www.investorcentre.com



Review your securityholding



Update your securityholding

Your secure access information is:

SRN/HIN: I9999999999



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

☐

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark ☒ to indicate your directions

STEP 1

Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Scantech Limited hereby appoint

☐

the Chairman
of the Meeting **OR**



PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the General Meeting of Scantech Limited to be held at the offices of the Company located at 143 Mooringe Avenue, Camden Park SA 5038 on Tuesday, 15 September 2015 at 9:30 am (Adelaide time) and at any adjournment or postponement of that meeting.

STEP 2

Items of Business



PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

- 1 To remove the Company from the official list of the ASX
- 2 To conduct an on-market buy-back of up to 15% of the Company's Shares

For	Against	Abstain
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

SIGN

Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact
Name

Contact
Daytime
Telephone

Date / /

SCD

999999A

Computershare +