

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Ninth Annual General Meeting of SCAN ASSOCIATES BERHAD ("Company") will be held at Tulip Room, Ground Floor, Menara Atlan, 161-B, Jalan Ampang, 50450, Kuala Lumpur on Thursday, 24 June 2010 at 2.30 p.m. for the following purposes:

**AGENDA**

**Ordinary Business**

1. To lay the Audited Financial Statements for the financial year ended 31 December 2009 together with the Reports of the Directors and the Auditors thereon.
2. Directors' fees
  - (i) To approve the payment of Directors' fees of RM76,000 for the financial year ended 31 December 2009. **Ordinary Resolution 1**
  - (ii) To approve the increase in Directors' fees by an amount of not more than RM56,000 in aggregate with effect from 1 January 2010. **Ordinary Resolution 2**
3. To re-elect the following Directors, who are retiring pursuant under Article 88 of the Articles of Association of the Company, and being eligible, offering themselves for re-election:
  - 3.1 Prof. Dato' Dr. Norbik Bashah Bin Idris **Ordinary Resolution 3**
  - 3.2 Shaharil bin Abdul Malek **Ordinary Resolution 4**
4. To re-elect Andrew Su Meng Kit, who is retiring pursuant under Article 81 of the Articles of Association of the Company being eligible, offering himself for re-election. **Ordinary Resolution 5**
5. To appoint Messrs Baker Tilly Monteiro Heng as Auditors of the Company in place of the retiring Auditors, Messrs Khairuddin Hasyudeen & Razi, to hold office until the conclusion of the next Annual General Meeting of the Company and to authorise the Directors to fix the auditors' remuneration. The notice of nomination pursuant to Section 172 (11) of the Companies Act, 1965 in respect of the nomination of Messrs Baker Tilly Monteiro Heng for appointment as Auditors of the Company in place of the retiring Auditors, Messrs Khairuddin Hasyudeen & Razi, has been received by the Company, a copy of which is marked as "Annexure A" in the Annual Report. **Ordinary Resolution 6**

**Special Business**

To consider and if thought fit, pass the following ordinary resolutions:

6. Authority to Issue and Allot Shares Pursuant to Section 132D of the Companies Act, 1965 **Ordinary Resolution 7**

"THAT pursuant to Section 132D of the Companies Act, 1965 ("the Act"), the Directors be and are hereby empowered to allot and issue shares in the Company, at any time, at such price, until the conclusion of the next Annual General Meeting ("AGM") 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 does not exceed ten per centum (10%) of the issued share capital of the Company at the time of issue and THAT the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued, subject to the Companies Act, 1965, the Articles of Association of the Company and approval from Bursa Malaysia Securities Berhad ("Bursa Securities") and other relevant bodies where such approval is necessary."
7. Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature **Ordinary Resolution 8**

"THAT subject to the Listing Requirements of Bursa Securities for the ACE Market ("Listing Requirements"), approval be and is hereby given to the Company and/or its subsidiaries to enter into all arrangements and/or transactions involving the interests of Directors, major shareholders or persons connected with such Directors and/or major shareholders of the Company and/or its subsidiaries, as set out in Section 2 of the Circular to Shareholders dated 2 June 2010, which are necessary for day-to-day operations of the Company and/or its subsidiaries ("Shareholders' Mandate"), provided that:

  - (i) the transactions are in the ordinary course of business and are on normal commercial terms not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company; and
  - (ii) the Shareholders' Mandate is subject to annual renewal and disclosure is made in the annual report of the aggregate value of the transactions conducted pursuant to the Shareholders' Mandate during the financial year; and

THAT the authority conferred by such Shareholders' Mandate shall continue to be in force until:

  - (a) the conclusion of the next AGM of the Company following this Ninth AGM, at which time it will lapse, unless by a resolution passed at the said AGM, such authority is renewed; or
  - (b) the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 143(1) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or
  - (c) revoked or varied by resolution passed by the shareholders in a general meeting,

whichever is the earlier.

AND THAT the Directors be and are hereby authorised to complete and do all such acts and things as they may consider expedient or necessary (including executing such documents as may be required) to give effect to the Shareholders' Mandate contemplated and/or authorised by this Ordinary Resolution."

BY ORDER OF THE BOARD

LIM MING TOONG (MAICSA 7000281)  
MASHARUM BINTI ABDUL WAHAB (MAICSA 7041619)  
SITI SARAH BINTI ABD RAHMAN (MAICSA 7059191)

COMPANY SECRETARIES

Kuala Lumpur  
2 June 2010