



SCANGROUP

June 08, 2012

The Chief Executive
Capital Markets Authority
Embankment Plaza, Upper Hill - Longonot Road
Off Kilimanjaro Avenue
Nairobi



The Chief Executive
Nairobi Stock Exchange
Nation Centre, 1st floor
Kimathi Street
Nairobi

Dear Madam/ Sir,

RE: RESOLUTIONS PASSED BY SHAREHOLDERS AT THE COMPANY'S ANNUAL GENERAL MEETING

Pursuant to Regulation E.05 (b) Fifth Schedule – Continuing Obligations of the Capital Markets (Securities) (Public Offers, Listing and Disclosures) Regulations, 2002, below are the resolutions passed by the shareholders at the Company's Annual General Meeting which was held on 31st May 2012.

1. ADOPTION OF ACCOUNTS AND REPORTS

It was proposed by Mr. Stephen I. Kinuthia, seconded by Mr. Alois W. Chami and unanimously resolved:

“That the Balance Sheet and Accounts for the year ended 31st December 2011 together with the reports of the Directors and the Independent Auditor thereon be and are hereby approved.”

2. APPROVAL OF DIVIDEND

It was proposed by Mr. Geoffrey B. Maoga, seconded by Mr. Fredrick N. Githingi and unanimously resolved:

“That the payment of a dividend of Kshs. 0.70 per share to all shareholders as at 31st May 2012 be and is hereby approved. This dividend will be paid on or about 30th June 2012.”

3. APPROVAL OF DIRECTORS' REMUNERATION

It was proposed by Mr. Timothy O. Matolo, seconded by Mr. Stephen N. Mwangangi and unanimously resolved:

“That for services rendered to the Company, the Directors remuneration as provided in the accounts for the year ended 31st December 2011 be and is hereby approved.”

SCANGROUP LIMITED

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DIRECTORS: D. HUTCHISON (CHAIRMAN)(BRITISH) • B. THAKRAR (CEO) • A. WHITE (AUSTRALIAN) • M. WAHOME • R. OMWELA • A. SCOTT (BRITISH) • C. SWEETLAND (BRITISH)

4. **RE-ELECTION OF DIRECTOR**

It was proposed by Mr. Alois Chami, seconded by Mr. Antony M. Wambugu and unanimously resolved:

“That Mr. David G. M. Hutchison, Director of the Company retiring by rotation under the provisions of Article 93 of the Articles of Association, be and is hereby re-elected.”

5. **APPOINTMENT OF INDEPENDENT AUDITOR**

It was proposed by Mr. George A. Obel, seconded by Mr. Dominic K. Thuo and unanimously resolved:

“That Deloitte & Touche, Certified Public Accountants, having agreed to continue in office, be and are hereby appointed as Auditors until the conclusion of the next Annual General Meeting and the Board be authorized to fix their remuneration for the next financial year.”

6. **AMENDMENT TO ARTICLE 91 OF THE COMPANY’S ARTICLES OF ASSOCIATION**

It was proposed by Mr. David. O. Oludhe, seconded by Mr. Alois W. Chami and unanimously resolved:

“Unless and until otherwise from time to time determined by an ordinary resolution of the Company, the number of Directors (excluding alternates) shall not be less than Five (5) nor more than Nine (9) in number. If at any time the number of Directors falls below the minimum number fixed by or in accordance with these Articles, the remaining Directors may act for the purpose of convening a general meeting or for the purpose of bringing the number of Directors to such minimum, and for no other purpose”.

Yours faithfully,


Margaret M. Kipchumba (Mrs.)
Company Secretary