

## NOTICE OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS

The shareholders of HKScan Corporation are invited to the Annual General Meeting of Shareholders to be held on Thursday, 23 April 2009, beginning at 11am, at Finlandia Hall, Congress Hall A, at the address Mannerheimintie 13 e (entrances: M1 and K1) in Helsinki. Registration of the shareholders who have notified the Company of their intention of attending the meeting will commence at 10am.

### A. Matters on the agenda of the Annual General Meeting of Shareholders

The following matters shall be addressed at the meeting:

1. Opening of the meeting
2. Calling the meeting to order
3. Election of persons to scrutinise the minutes and to supervise the counting of votes
4. Recording the legality of the meeting
5. Recording the attendance at the meeting and adoption of the list of votes
6. Presentation of the financial statements, the report of the Board of Directors and the auditor's report for the year 2008
  - Review by the CEO
7. Adoption of the financial statements
8. Resolution on the use of the profit shown on the balance sheet and the payment of dividend  
The Board of Directors proposes to the Annual General Meeting of Shareholders that a dividend of EUR 0.24 be paid for each share. The dividend shall be paid to shareholders registered on the record date as a shareholder in the Company's shareholders' register maintained by Euroclear Finland Ltd (Finnish Central Securities Depository). The Board of Directors proposes that the record date for the dividend payment be 28 April 2009 and the payment date be 6 May 2009.
9. Resolution on the discharge from liability of the members of the Board of Directors and the CEO
10. Resolution on the remuneration of the members of the Board of Directors  
In accordance with the recommendation given by the Board of Directors' Nomination Committee, the Board of Directors proposes to the Annual General Meeting of Shareholders that the annual remuneration payable to the members of the Board of Directors to be elected for the next term of office remain unchanged, i.e. EUR 20,000 to Board member, EUR 25,000 to Vice Chairman of the Board and EUR 40,000 to Chairman of the Board. In addition, a compensation of EUR 500 per meeting is proposed for attendance at Board and Board committee meetings. Travel expenses will be compensated according to company travel policy.
11. Resolution on the number of members of the Board of Directors  
In accordance with the recommendation given by the Board of Directors' Nomination Committee, the Board of Directors proposes to the Annual General Meeting of Shareholders that the number of members of the Board of Directors shall remain five (5).
12. Election of members of the Board of Directors  
In accordance with the recommendation given by the Board of Directors' Nomination Committee, the Board of Directors proposes to the Annual General Meeting of Shareholders that the current Board members Mr Markku Aalto, Ms Tiina Varho-Lankinen, Mr Matti Karppinen and Mr Matti Murto be re-elected for a further term of office and that Mr Lars Hultström be elected as new member of the Board of Directors.  
  
Biographical details of Lars Hultström are available on HKScan Corporation's website at [www.hkscan.com](http://www.hkscan.com).
13. Resolution on the remuneration of the auditor

In accordance with the recommendation given by the Board of Directors' Audit Committee, the Board of Directors proposes to the Annual General Meeting of Shareholders that the remuneration of the auditor be paid according to the auditor's invoice accepted by the company.

#### **14. Election of auditor**

In accordance with the recommendation given by the Board of Directors' Audit Committee, the Board of Directors proposes to the Annual General Meeting of Shareholders that PricewaterhouseCoopers Oy, an audit firm chartered by the Central Chamber of Commerce, with APA Johan Kronberg as responsible auditor, and APA Petri Palmroth be elected as the Company's auditors until the close of the next Annual General Meeting of Shareholders, and that APA Mika Kaarisalo and APA Pasi Pietarinen be elected as deputy auditors.

#### **15. Proposal by the Board of Directors on amendment of the Articles of Association**

The Board of Directors proposes to the Annual General Meeting of Shareholders that Article 7 of the Articles of Association be amended as follows:

*"Notices of general meetings of shareholders shall be given by publication thereof in at least two (2) national daily newspapers, as determined by the Board of Directors, no earlier than three (3) months and no later than three (3) weeks before the meeting."*

#### **16. Authorising the Board of Directors to decide on the purchase of the Company's own Series A shares**

The Board of Directors proposes to the Annual General Meeting of Shareholders to authorise the Board of Directors to resolve on purchasing the Company's own Series A shares, as follows:

The aggregate number of Series A shares to be purchased shall not exceed 3,500,000, which corresponds to approximately 8.9% of all the shares in the Company and approximately 10.3% of all the Series A shares in the Company.

The Company's own shares may be purchased on the basis of the authorisation only by using non-restricted equity. The Company's own shares may be purchased for a price quoted in public trading on the purchase day or for a price otherwise determined by the market.

The Board of Directors shall resolve upon the method of purchase. Among other means, derivatives may be utilized in purchasing the shares. The shares may be purchased in a proportion other than that of the shares held by the shareholders (directed purchase). The authorisation is effective until 30 June 2010.

The authorisation revokes that granted on 22 April 2008 by the Annual General Meeting of Shareholders to the Board of Directors to acquire the company's own A Shares.

#### **17. Authorising the Board of Directors to resolve on an issue of shares, options as well as other instruments entitling to shares**

The Board of Directors proposes to the Annual General Meeting of Shareholders to authorise the Board of Directors to resolve on an issue of shares, options, as well as other instruments entitling to shares as referred to in Chapter 10 Section 1 of the Companies Act, as follows:

This authorisation concerns the issuance of Series A shares. The Board of Directors shall be authorised to decide on the number of shares to be issued. The authorisation shall, however, be limited to a maximum of 5,500,000 Series A shares. The maximum amount of the shares covered by the authorisation corresponds to approximately 14.0% of all the registered shares of the Company and approximately 16.2% of all the Series A shares in the Company.

The Board of Directors shall be authorised to resolve upon all the terms and conditions of the issue of shares and other instruments entitling to shares. The authorisation to issue shares shall cover the issuing of new shares as well as the transfer of the Company's own shares. The issue of shares and other instruments entitling to shares may be implemented as a directed issue. The authorisation shall be effective until 30 June 2010.

The authorisation revokes that granted on 22 April 2008 by the Annual General Meeting of Shareholders to the Board of Directors to resolve on an issue of shares, options as well as other instruments entitling to shares.

The authorisations to purchase the Company's own shares and to issue new shares are proposed in order to enable the Board of Directors to decide flexibly on capital markets transactions that are

beneficial for the Company, such as securing the financing needs of the Company or implementing acquisitions. A directed purchase of the Company's own shares and a directed share issue always requires a weighty economic reason for the Company and the authorisations may not be utilized inconsistently with the principle of equal treatment of shareholders.

## 18. Closing of the meeting

### B. Documents of the Annual General Meeting of Shareholders

The proposals of the Board of Directors relating to the agenda of the Annual General Meeting of Shareholders as well as this notice may be viewed on HKScan Corporation's website at [www.hkscan.com](http://www.hkscan.com) from 27 March 2009. The annual report of HKScan Corporation, including the Company's financial statements, the report of the Board of Directors and the Auditor's report, will be made available on the above website no later than week 15. The proposals of the Board of Directors and the financial statements will also be available at the Annual General Meeting of Shareholders. Copies of these documents and this notice will be sent to shareholders upon request.

### C. Instructions for participants in the Annual General Meeting of Shareholders

#### 1. The right to participate and registration

Each shareholder, who is registered on 9 April 2009 in the Company's shareholders' register held by Euroclear Finland Ltd (Finnish Central Securities Depository), has the right to participate in the Annual General Meeting of Shareholders. A shareholder whose shares are registered in his/her personal Finnish book-entry account is registered in the Company's shareholders' register.

A shareholder who wishes to attend the Annual General Meeting of Shareholders must notify the Company of their intention of doing so by 14 April 2009 at 4pm. Notification may be made:

- a) by e-mail: [marjukka.hujanen@hkscan.com](mailto:marjukka.hujanen@hkscan.com)
- b) by telephone: +358 (0)10 570 6218 (from Monday to Friday 9am-4pm)
- c) by fax: +358 (0)2 250 1667
- d) by regular mail to: HKScan Corporation, Annual General Meeting, PO Box 50, FI-20521 Turku, Finland

The notification shall give the name, personal identification number, address and telephone number of the shareholder and the name of any possible assistant. Personal information given to HKScan Corporation will be used solely in the context of the Annual General Meeting and the processing of related registrations.

Pursuant to Chapter 5, section 25 of the Companies Act, shareholders present at the Annual General Meeting of Shareholders have the right to request information about the business transacted at the meeting.

#### 2. Proxy representative and powers of attorney

A shareholder may participate in the Annual General Meeting of Shareholders and exercise his/her rights at the meeting by way of proxy representation.

A proxy representative shall produce a dated letter of proxy or otherwise in a reliable manner demonstrate his/her right to represent the shareholder at the Annual General Meeting of Shareholders.

Original letters of proxy should be sent to HKScan Corporation, Annual General Meeting, PO Box 50, FI-20521 Turku, Finland before the close of the registration deadline.

#### 3. Holders of nominee registered shares

Holders of nominee registered shares wishing to attend the Annual General Meeting of Shareholders must be entered in the Company's shareholders' register on the record date for the meeting, 9 April 2009.

Holders of nominee registered shares are advised to request from their bank or other custodian the necessary instructions regarding the registration in the company's shareholders' register, the issuing of proxy documents and registration for the Annual General Meeting of Shareholders.

#### **4. Other information**

On the date of this notice of the Annual General Meeting of Shareholders 16 March 2009, the total number of shares in HKScan Corporation is 33,906,193 A shares and 5,400,000 K shares and the total number of votes is 33,906,193 for A shares and 108,000,000 for K shares.

Turku 16 March 2009

**HKScan Corporation**  
Board of Directors