

Notice of Annual Meeting

The Annual Meeting of the shareholders of Cynotech Holdings Limited will be held on:

**Wednesday 21st September 2011, commencing at 1.30pm at
Cynotech Holdings Limited, Level 4, 20 Kent Street, Newmarket, Auckland**

Ordinary Business of the Meeting

1. To receive and consider the Company's Financial Statements for the 12 months ended 31 March 2011.
2. To re-elect one Director
Kevin McDonald retires by rotation in accordance with the Company's Constitution and being eligible, offers himself for re-election.
3. To re-appoint BDO as auditors of the Company for the coming year and to authorise the Directors to fix their remuneration.

Appointment of Proxy

You may exercise your right to vote at the meeting by:

- Being present in person; or
- Appointing a proxy to attend and vote in your place. A proxy need not be a shareholder of the company.

A form for appointing a proxy is enclosed. If you wish to appoint a proxy, please comply with the instructions on the form and:

Post it to:
Cynotech Holdings Limited
PO Box 9846
Newmarket
Auckland

Or deliver it to the Company's Registered Office:
Level 4
20 Kent Street
Newmarket
Auckland

Or Fax to: 0064 9 912 2142

To be received by the Company by 10.30am on Monday 19th September, 2011.

By order of the Board.

A. R. Hawkins
Chairman

Notice re availability of Annual report

A copy of the Annual report may be obtained free of charge having been audited and approved by Directors within four months of Year End by

- a) electronic means by visiting our website www.cynotech.co.nz
- b) by requesting a hard copy to be mailed by contacting
Annual Report, Cynotech Holdings, PO Box 9846, Newmarket, Auckland 1023
Or sending a fax to 09 – 9122142 requesting an annual report
- c) The company has not prepared a concise Annual Report.

CYNOTECH HOLDINGS LIMITED

Proxy Form for Annual General Meeting of Shareholders

1.30pm, Wednesday 21st September 2011, Level 4, 20 Kent St, Newmarket, Auckland

Section 1: SHAREHOLDER DETAILS

If you do NOT propose to ATTEND the Annual General Meeting but wish to be represented by proxy, complete and sign this Proxy Form and return it to Cynotech Holdings Limited before 10:30am on Monday 19th September 2011.

Deliver: Level 4, Cynotech Building, 20 Kent St, Newmarket, Auckland

Post: PO Box 9846, Newmarket, Auckland

Fax: (0064) 09 912 2142

Section 2: APPOINTMENT OF PROXY if shares are held jointly, this appointment is made on behalf of each joint holder

I hereby appoint: (tick the box that applies)

The Chairperson of the meeting

OR

Full name: _____

Full Address: _____

as my proxy to exercise my vote at the Annual General Meeting of Shareholders of the Company to be held at 1:30pm, Wednesday 21st September 2011, Cynotech Building, 20 Kent St, Newmarket, Auckland and at any adjournment thereof.

Section 3: VOTING INSTRUCTIONS if shares are held jointly, voting instructions are made on behalf of each joint holder

I direct my proxy to vote in the following manner:

Ordinary Business of the Meeting:

For

Against

1. To consider the Company's financial statements, the Group's financial statements and the Auditor's report for the year and to accept the Annual Accounts as presented
2. To vote on the election of Directors Kevin McDonald who retires by rotation in accordance with the Company's Constitution and being eligible for re-appointment offers, himself for re-election
3. To approve the re-appointment of BDO as Auditors of the Company for the coming year and to authorise the Directors to fix their remuneration.

Dated the _____ day of _____ 2011

Signature

Contact Name

Telephone

CERTIFICATE OF NON REVOCATION OF POWER OF ATTORNEY

I, _____
(name of attorney)

Of _____

(address)

Hereby certify:

That by a Power of Attorney dated this _____ day of _____

Name of shareholder

(donor of attorney)

appointed me his/her/its Attorney on the terms and conditions set out in the Power of Attorney. At the date of this certificate, I have not received any notice or information of the revocation of that Power of Attorney by the death or dissolution of the donor (shareholder) or otherwise.

Signed at _____
(place)

dated this _____ day of _____ 2011

Signature of Attorney _____