

**CYNOTECH HOLDINGS LIMITED**

**MEMORANDUM OF AMENDMENTS TO REGISTERED PROSPECTUS  
(Securities Act 1978 section 43)**

***Introduction***

1. **Cynotech Holdings Limited** (NZCN1029618) (*Company*) registered with the Registrar of Companies on 29 May 2009 in accordance with section 42 of the Securities Act 1978 a prospectus dated 28 May 2009 in respect of the issue of up to 10 million Cynotech Capital Securities of \$1.00 each in the Company (*Prospectus*).
2. The Company wishes to amend the Prospectus as set out in this memorandum.

***Amendments***

3. In the section headed "Main Terms of the Offer", the fourteenth paragraph is amended by deleting the paragraph and substituting the following:

The Return paid on the First Payment Date will be to the registered Holder as at 5 Business Days prior to the First Payment Date.

4. In the section headed "Terms of Issue of the Cynotech Capital Securities", clause 1.4 (Payment Date) is amended by deleting the second sentence and substituting the following:

The Return will be paid to the persons entered in the Register as the holders of Cynotech Capital Securities as at 5pm on the date which is 5 Business Days before the Payment Date, notwithstanding any notice the Company may have of any subsequent transfer.

5. On the cover, the date of the Prospectus is amended to read:

28 May 2009 (as amended by Memorandum of Amendments dated 19 June 2009).


6. In the section headed "Glossary of Terms", the definition of "Cynotech Capital Security" is amended to read:

Perpetual preference shares offered by the Company for subscription under a Prospectus dated, and prepared as at, 28 May 2009 (as amended by Memorandum of Amendments dated 19 June 2009) and an Investment Statement dated, and prepared as at, 28 May 2009.

Dated: 19 June 2009

Signed by all the Directors of the Company as follows:

Allan Hawkins 

Kevin McDonald 

Brett Tawse 

Paul Hutchinson 