

## Notice of Annual Meeting

**The Annual Meeting of the shareholders of Cynotech Holdings Limited will be held at Rimu 3 room, Novotel Hotel, 72-112 Greenlane Road East, Ellerslie Auckland on Thursday 26<sup>th</sup> April 2007, commencing at 10.30 a.m.**

### Ordinary Business of the Meeting

1. To receive and consider the Company's financial statements, the Group's financial statements and the Auditors' Report for the year ended 31 December 2006.
2. To re elect one Director  
Kevin Patrick McDonald retires by rotation in accordance with the Company's Constitution and being eligible, offers himself for re-election.
3. To reappoint BDO Spicers as auditors of the Company and to authorise the directors to fix their remuneration for the coming year.
4. To approve an increase in total annual Directors fees for Non Executive Directors up to a maximum level of \$26,000.

### Proxies

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 send it to:

Cynotech Holdings Ltd  
PO Box 9846  
Newmarket  
Auckland  
Fax No: 0064 9 912 2142

Or to the Company's registered office:  
Level 4  
187 Broadway  
Newmarket  
Auckland

to be received by the Company by 10.30 am on 24 April 2007.

By order of the Board.



A. R. Hawkins  
Chairman

**(Refer attached for explanatory notes)**

Explanatory Notes  
Directors Fees

At the time of the change in control of Rocom Wireless, which was subsequently re-named to create Cynotech Holdings Ltd, the business was not performing. Non Executive Directors fees under Rocom had been \$50,000 per annum. These were reduced (at the time of the AGM in 2005) to \$18,000 which more fairly represented the Company's results at that time. Now that Cynotech has improved performance it is considered appropriate Directors remuneration should be increased to a level more commensurate with the time commitments and increasing responsibilities of the Directors. A new level of \$26,000 for total Directors fees is recommended.