

Notice of Special Meeting of Shareholders

Notice is given that a Special Meeting of the Shareholders of Cynotech Holdings Limited (*the Company*) will be held at Rimu 1 room, Novotel Hotel, 72-112 Greenlane Road East, Ellerslie, Auckland on Wednesday 6 December 2006, commencing at 10.30 am.

Business of the Meeting

To consider and, if thought fit, pass the following resolutions:

As ordinary resolutions:

1. Cynotech Finance Group Ltd, a subsidiary of the Company, is authorised to purchase from Evolution Finance Limited for \$7,700,000 all of the receivables previously purchased by that company from National Finance (2000) Limited (In Receivership).
2. Cynotech Finance Group Ltd is authorised to borrow up to \$6,000,000 on such terms and from such sources as the Board of that company decides, for the purpose of funding the purchase of receivables from Evolution Finance Limited.

As a special resolution:

3. The Company is authorised to guarantee the obligations of Cynotech Finance Group Limited in respect of the \$6,000,000 loan referred to in Resolution 2.

Further information about the proposed transaction is contained in the attached Explanatory Notes.

Persons entitled to vote

The only persons entitled to exercise votes at the meeting will be those who are registered as shareholders at 5pm on 1 December 2006, and only the shares registered in those shareholders' names at that time will carry a right to vote at the meeting. This does not limit the right of eligible shareholders to appoint a proxy (or, if they are a company, a corporate representative).

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 return it to:

Cynotech Holdings Limited
PO Box 9846
Newmarket
Auckland
Fax No: 09 9122142

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

Your proxy must be received by the Company by **10.30am on 4th December 2006.**

By order of the Board.

SIGNED



A. R. Hawkins
Chairman
Dated

If you have any questions or require any further information, please contact Allan Hawkins on
Ph: (09) 520 6073, Fax: (09) 912 2142, email: allan@cynotech.co.nz.