



PROSPECTUS

May 2005

For:

- 1. A Public Offer of up to 20 million Shares (with Warrants attached).**
- 2. A Bonus Issue of Warrants to Existing Shareholders.**

WARNING – RESTRICTED DISCLOSURE

This registered Prospectus has been prepared in accordance with the Securities Act (NZX-NZAX Market) Exemption Notice 2003. It may not contain as much information as would ordinarily appear in a registered Prospectus prepared in accordance with requirements of the First Schedule to the Securities Regulations 1983.

It is strongly recommended that you seek independent professional advice before investing in these securities.

Copies of this registered Prospectus, financial statements of the issuer and other information about the securities offered and the issuer of the securities are available from the issuer's NZAX information portal on the NZAX website www.nzx.com/market/security_details/by_security?code=CYT&nzax=home; the issuer's own Internet website www.cynotech.co.nz or free of charge from the issuer on request.

IMPORTANT INFORMATION

Investment decisions are very important. They often have long-term consequences. You should read all documents carefully. Ask questions. Seek advice before committing yourself.

Choosing an Investment

When deciding whether to invest, consider carefully the answers to the following questions that can be found on the pages noted below.

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Choosing an investment adviser

You have the right to request from any investment adviser a written disclosure statement stating his or her experience and qualifications to give advice. That document will tell you:

- whether the adviser gives advice only about particular types of investments; and
- whether the advice is limited to the investments offered by one or more particular financial organisations; and
- whether the adviser will receive a commission or other benefit from advising you.

You are strongly encouraged to request that statement. An investment adviser commits an offence if he or she does not provide you with a written disclosure statement within five working days of your request. You must make the request at the time the advice is given or within 1 month of receiving the advice. In addition:

- if an investment adviser has any conviction for dishonesty or has been adjudged bankrupt, he or she must tell you this in writing; and
- if an investment adviser receives any money or assets on your behalf, he or she must tell you in writing the methods employed for this purpose.

Tell the adviser what the purpose of your investment is. This is important because different investments are suitable for different purposes.

This Prospectus is dated 20 May 2005.

A copy of this Prospectus, signed by all the Directors of Cynotech Holdings Limited, has been delivered to the Registrar of Companies for registration under section 42 of the Securities Act 1978.

SUMMARY OF OFFER

The Prospectus relates to:

1. A Public Offer of up to 20 million Shares (together with 1 Warrant for every 2 Shares subscribed for); and
2. A bonus issue of Warrants to registered holders at 5.00 p.m. on 27 May 2005 of Existing Shares or convertible notes issued by the Company (1 Warrant for every 2 Existing Shares or convertible notes held). Existing Shares are shares issued by the Company before 20 May 2005 – the Shares issued pursuant to this Prospectus do not participate in the bonus issue of Warrants.

Additional information about the Shares and Warrants is set out on pages 5 and 6.

Existing Shareholders (being registered holders of Existing Shares at 5.00 p.m. on 20 May 2005) and convertible noteholders are entitled to a priority allocation of new Shares and Warrants issued pursuant to this Offer. The priority allocation is up to a level of their existing shareholding/convertible noteholding on that date on a 1:2 basis (1 new Share for every 2 Existing Shares/convertible notes held).

Existing Shareholders can apply for more Shares than their priority allocation if they wish – applications for additional Shares will be treated in the same way as the applications of investors who are not entitled to a priority allocation. If an Existing Shareholder fails to make an application for Shares under the Offer and pay the appropriate amount before 5.00 p.m. on 27 May 2005, that shareholder's entitlement to a priority allocation of Shares (and Warrants) will lapse, but applications for Shares can still be made.

Subject to the Existing Shareholder priority allocation entitlement, applications for Shares (and Warrants) will be dealt with in the order in which they are received by B.K. Registries Limited. No over-subscriptions will be accepted.

If an application for Shares (and Warrants) is accepted, the allotment of those Shares and the Warrants relating to those Shares will be carried out no later than 2 business days after the application form and payment is received by B.K. Registries Limited. Statements of holdings of Shares and Warrants (FASTER Statements) will be mailed to shareholders within that period.

Application has been made to NZX for permission to list the Warrants on the NZAX. All the requirements of the NZX relating thereto that can be complied with on or before the date of this Prospectus have been duly complied with. However, the NZX accepts no responsibility for any statement in this Prospectus.

If the application for listing the Warrants is accepted, it is expected that quotation and trading of the Warrants on the NZAX will commence on 30 May 2005.

The Shares have been accepted for listing by the NZX and will be quoted upon completion of allotment procedures. However, the NZX accepts no responsibility for any statement in this Prospectus.

KEY DATES

Offer Opening Date	20 May 2005
Existing Shareholder Priority Allocation Date	27 May 2005
Bonus Warrant Record Date ¹	27 May 2005
Warrant Ex Date ²	30 May 2005
Expected Quotation and Trading of Warrants	30 May 2005
Offer Closing Date ³	29 July 2005
Warrant Record Dates	12 May 2006 and 11 May 2007
Warrant Exercise Date	26 May 2006 or 25 May 2007

¹ The holders of Existing Shares and convertible notes at 5.00 p.m. on this date are automatically entitled to 1 Warrant for every 2 existing shares or convertible notes they hold at that date.

² The Warrants to which holders of Existing Shares and convertible notes are entitled will be issued on that date and statements of holdings will be posted to those holders on that date.

³ The Company reserves the right to extend the Closing Date.

CHAIRMAN'S LETTER

Dear Investor

This Prospectus contains information to allow you to decide if the proposed offer of new Shares with Warrants in Cynotech Holdings Ltd fits with your investment strategy.

The Cynotech Group has undertaken material change in the last few months and the Directors' decision to ask for shareholder approval for a public offer of new shares was based on the need to prudently fund the following:

Merlin Foods Ltd

- Cynotech is intending to acquire all of the shares in Merlin Foods Ltd a Hamilton based producer of icecream cones and other speciality wafer products.
- The total cost of the acquisition is \$3.890 million and bank funding facilities have been arranged at a level of \$2.140 million.
- If the past consistent earnings results of Merlin Foods Limited continue, Cynotech will gain a pre tax earnings benefit from the acquisition after taking into account the costs of the bank funding.

Finance Company Lending

- The Group through its finance subsidiary, Budget Loans Limited, is fully lent at present and is still achieving good levels of loan demand.
- In the longer term the finance operations will be funded by a conservative mix of debt and equity funding.
- Budget Loans Limited will not need to incur additional overhead to achieve its next level of growth with marketing, credit control and administration functions already in place.
- By funding growth from equity in the next period, Budget Loans Limited will be able to increase its profitability by the addition of the full amount of the gross yield on new loans being added directly to the bottom profit line.

The Cynotech Group now has an experienced management team in each operating sector, to enable it to take advantage of the next phase of sound growth, building on the infrastructure which is in place.

Yours faithfully

Allan Hawkins

ANSWERS TO IMPORTANT QUESTIONS

What sort of investment is this?

This is an offer of up to 20 million Shares to be issued by Cynotech Holdings Limited (*the Company*) at a price of 17.5 cents per Share payable in full at the time of application.

The maximum amount that will be raised if the Offer is fully subscribed is \$3,500,000.

Oversubscriptions will not be accepted.

The Shares will be issued together with up to 10 million Warrants to subscribe for further ordinary shares in the Company. Investors in the Company will receive 1 Warrant for every 2 Shares they subscribe for. Fractional entitlements to Warrants will be disregarded.

Bonus issue - in addition, registered holders of Existing Shares and convertible noteholders of the Company at 5 p.m. on 27th May 2005 (Warrant Record Date) will be automatically entitled to 1 Warrant for every 2 Existing Shares or convertible notes they hold at that date.

Other information about the Shares

The Shares which are offered will rank equally with all Existing Shares. Each Share gives the holder the right to:

- one vote on a poll at a meeting of shareholders on a resolution.
- dividends declared by the directors after the issue of the Shares.
- an equal share with all other ordinary shares in any distribution of surplus assets on liquidation of the Company.
- be sent reports, notices of meeting and other information sent to shareholders; and

all other rights of a shareholder conferred by the Constitution of the Company and the Companies Act 1993 (a copy of the Constitution may be viewed during normal business hours at the registered office of the Company).

Existing Shareholders and holders of convertible notes issued by the Company wishing to apply for Shares (and Warrants) will receive a priority allocation of Shares (and Warrants) up to the level of their existing shareholding/convertible note holding on the basis of 1 Share for every 2 Existing Shares/convertible notes held. To receive the priority allocation, applications must be received by B.K. Registries Limited by 5.00 p.m. on 27 May 2005 (the Existing Shareholder Priority Allocation Date) – see page 10.

Existing Shareholders can apply for more Shares than their priority allocation if they wish – applications for additional Shares will be treated in the same way as the applications of investors who are not entitled to a priority allocation.

Other information about the Warrants

A Warrant entitles the holder to:

- certain information from the Company, including its annual and half-yearly reports and notices of meeting;
- any other rights conferred by the Constitution and the Companies Act 1993;
- attend (but not vote at) any general meetings of the Company;

A Warrant does not entitle the holder to:

- vote at a meeting of the Company's shareholders;
- participate in any dividends declared by the Board; or
- participate with other securities in the residual assets upon liquidation of the Company.

Registered holders of the Warrants as at 5.00 p.m. on a Warrant Record Date 13 May 2006 and 13 May 2007 will be entitled to subscribe for 1 share for each Warrant held on payment of the exercise price of 25 cents per Share subscribed for. The Warrants will be exercisable by notice in writing to the Company and must be accompanied by payment in cleared funds to be received by the Share Registrar no later than 5.00 p.m. on 27 May 2006 or 27 May 2007. A Warrant can only be exercised once.

Each share issued on conversion of a Warrant will rank equally in all respects with the existing fully paid ordinary shares in the Company at the time of conversion.

Any bonus issues, share splits or consolidations following the issue of the Warrants and before conversion of the Warrants to fully paid shares will be taken into account in converting Warrants to fully paid shares (fractions will be disregarded).

If before the exercise or lapse of Warrants the Company makes a pro rata rights issue to holders of the Company's shares, the exercise price of the Warrant will be reduced by the Directors according to the formula prescribed in NZAX Listing Rule A4.1.5(b) so as to take into account the market price for the shares and the subscription price of the shares under the rights issue – there will be no change in the number of shares at to which a warrant holder is entitled to on the exercise of their Warrants.

Activities

The principal activities of the Group are:

- Satellite communications – selling and rental of satellite phones and associated equipment to private individuals, corporates and Government and quasi-Government organisations. The Company has arrangements with global networks and access to satellites - as a result of those arrangements, the Company sells air time connections to its clients.
- Merchant banking – deal driven advisory work, financing broking and management consulting on a one-off basis.
- Finance – lending to consumers and small businesses for motor vehicle, plant and equipment and property finance. Other than in exceptional cases, all lending is on a secured basis.

The Company is in the process of completing the purchase of all of the shares in Merlin Foods Limited, a Hamilton based manufacturer in the food industry specialising in the manufacture and wholesaling of icecream cones and other specialty cone and wafer products.

The Company acquired its first trading subsidiary in April 2001.

Who is involved in providing it for me?

The Company is the issuer of the Shares and Warrants. It was incorporated under the Companies Act 1993 on 13 April 2000 under Company Number 1029618. Its registered office is at Level 4, 187 Broadway, Newmarket, Auckland.

The Company's public file relating to its incorporation is held at the Companies Office, Ministry of Economic Development. It is available for public inspection on the Companies Office website at www.companies.govt.nz. Any documents not available on the website can be obtained by contacting the Companies Office Contact Centre on 0508 266 726 – a prescribed fee may be payable.

The Company's directors are:

Allan Robert Hawkins B.Com,	Level 4, 187 Broadway, Newmarket, Auckland, Executive Chairman
Richard Hugh Cleveland Guy,	94 Rukutai Street, Mission Bay, Auckland
Paul James Hutchinson,	248 Great South Road, Greenlane, Auckland
Kevin Patrick McDonald LLB,	Level 11, 19-21 Como Street, Takapuna, Auckland

Allan Hawkins is the Chairman and Chief Executive of the Company. The other directors are non executive directors.

Secretary, Auditors, Securities Registrar

Company Secretary: Neil Rodger ACA, BMS.

Auditors: BDO Spicers Chartered Accountants, Level 8, 120 Albert Street, PO Box 2219, Auckland

Securities Registrar: B. K. Registries Limited, 113 Tancred Street, PO Box 384, Ashburton 8300, New Zealand

Sharebrokers and solicitors involved in preparing this Prospectus

Sharebrokers: Direct Broking Limited
9 Davis Crescent
Newmarket
Auckland

Solicitors: Lowndes Associates
Level 5
Lowndes Associates House
18 Shortland Street
Auckland

Subsidiaries

The Company owns 100% of the following subsidiaries either directly or indirectly:

Cynotech Finance Group Limited
 Budget Loans Limited (wholly owned by Cynotech Finance Group Limited)
 Cynotech Corporation Limited
 Merlin Foods Limited

The total tangible assets of Budget Loans Ltd and Cynotech Finance Group Limited each exceed 5% of the total tangible assets of the Group, as will the total tangible assets of Merlin Foods Limited.

Shareholders

Those persons who were the registered holders of the ten largest holdings of equity securities of the Company as at 29 April 2005, with their respective holdings, are:

Shareholder Name	Number of Shares	% of Total Shares Held
RHC Guy and LK Moore	8,597,968	28.19
JI Urquhart	2,600,000	8.53
CRR Foss, KA Foss & LR Griffin	1,440,000	4.72
First NZ Capital Custodians Ltd	614,218	2.01
JK McMillan, BJ Lawler & LE Lawler	600,000	1.97
NL Godden & J Godden	521,626	1.71
HJ Robertson	500,000	1.64
RHC Guy	408,400	1.34
JJ Harrison	377,000	1.24
J Arbuckle	368,000	1.21

Note: At the Annual Meeting of Shareholders of the Company on 12 May 2005 shareholders voted to:

- authorise the Company to convert 7,975,286 convertible notes held by each of Cynotech Securities Limited and Newmarket Securities Limited (companies associated with the Company's Chairman, Mr Allan Hawkins) into 7,975,286 fully paid ordinary shares in the Company (a total of 15,950,572 shares); and
- issue 1,812,121 ordinary shares to R H C Guy and L K Moore (currently the largest shareholder in the Company).

As a result of those resolutions and the subsequent issue of shares pursuant to those resolutions and share sale transactions since 29 April 2005, the eleven largest shareholders (with their respective percentage holdings in the Company) are:

R H C Guy and L K Moore	10,388,791	27.15
Cynotech Securities Limited	2,975,286	7.78
Newmarket Securities Limited	2,975,286	7.78
JI Urquhart	2,310,000	6.04
CRR Foss, KA Foss & LR Griffin	1,440,000	3.76
First NZ Capital Custodians Ltd	637,503	1.61
JK McMillan, BJ Lawler & LE Lawler	600,000	1.57
NL Godden & J Godden	521,626	1.36
HJ Robertson	500,000	1.30
J J Harrison	500,000	1.30
RHC Guy	408,400	1.07

If Cynotech Securities Limited and Newmarket Securities Limited had converted all their convertible notes into shares (which they are entitled to do at any time), the position would be:

R H C Guy and L K Moore	10,388,791	21.52
Cynotech Securities Limited	7,975,286	16.53
Newmarket Securities Limited	7,975,286	16.53
JI Urquhart	2,310,000	4.79
CRR Foss, KA Foss & LR Griffin	1,440,000	2.98
First NZ Capital Custodians Ltd	637,503	1.27
JK McMillan, BJ Lawler & LE Lawler	600,000	1.24
NL Godden & J Godden	521,626	1.08
HJ Robertson	500,000	1.04
J J Harrison	500,000	1.04
RHC Guy	408,400	0.85

The percentage shareholdings of the other shareholders listed above will be diluted.

No shareholder listed above undertakes any liability in respect of the Shares being offered.

How much do I pay?

Shares (with Warrants attached)

The issue price for the Shares is 17.5 cents per Share.

Investors in Shares under the Offer are automatically entitled to 1 Warrant for every 2 Shares they subscribe for at no additional cost.

Applications for Shares must be for a minimum of 2,000 Shares (\$350.00) and thereafter in multiples of 500 Shares (\$87.50). All applications for Shares must be made on the Application Form accompanying this Prospectus and in accordance with the instructions on that form. Applications must be accompanied by a cheque crossed "Not Transferable" made out to Cynotech Holdings Limited for 17.5 cents per Share applied for and mailed or delivered to:

Cynotech Holdings Limited
 c/- B.K. Registries Limited
 138 Tancred Street
 PO Box 384
 Ashburton
 NEW ZEALAND

to be received by B.K. Registries no later than 5.00pm on 29th July 2005; or to an NZX Firm in sufficient time to reach B.K. Registries Limited no later than 5.00pm on 29 July 2005.

Cheques must not be postdated.

If an Existing Shareholder fails to make an application for Shares and pay the appropriate amount to B.K. Registries Limited before 5.00 p.m. 27th May 2005, that shareholder's entitlement to a priority allocation of Shares will lapse, but applications for Shares can still be made – those applications together with all other applications for Shares will then be dealt with in the order they are received.

Warrants to be issued to holders of Existing Shares and convertible note holders (Bonus issue of Warrants)

Holders of Existing Shares and convertible noteholders of the Company at 5.00 p.m. on the Existing Shareholder Record Date, 27 May 2005, will be automatically entitled to 1 Warrant for every 2 existing shares or convertible notes they hold at that date, at no cost.

Exercise of Warrants

Registered holders of the Warrants at 5.00 p.m. on the Warrant Record Dates (12 May 2006 and 11 May 2007) will be entitled to subscribe for 1 share for each Warrant held on payment of the exercise price of 25 cents per Share subscribed. The Warrants will be exercisable by notice in writing to the Company and must be accompanied by payment in cleared funds to be received by the Share Registrar no later than 5.00 p.m. on 26 May 2006 or 25 May 2007. A Warrant can only be exercised once. If the Warrants are not exercised by 25 May 2007, they lapse.

NZAX Listing

Application has been made to the NZX for permission to list the Warrants on the NZAX. All the requirements of the NZX relating thereto that can be complied with on or before the date of this Prospectus have been duly complied with. However, the NZX accepts no responsibility for any statement in this Prospectus.

The Shares have been accepted for listing by the NZX and will be quoted upon completion of allotment procedures. However, the NZX accepts no responsibility for any statement in this Prospectus.

What are the charges?

There are no fees or charges payable to the Company, or any associated person, by Investors. However, Investors may be liable for brokerage fees on Shares bought through an NZX Firm.

Investors buying or selling shares or Warrants on the NZAX after the allotment of the Shares and Warrants to them may be liable for brokerage fees. In addition, the Company may be obliged to deduct and withhold from distributions to shareholders certain amounts on account of taxation.

All expenses associated with the Offer (including brokerage fees, legal fees, printing and posting costs, accounting and audit fees, NZAX Sponsor fees, listing fees and registry fees) will be paid by the Company, from the proceeds of the Offer. The expenses of the Offer have been estimated at approximately \$85,000 including GST.

What are the Directors' interests?

Arrangements with Executive Chairman

Allan Hawkins, the Executive Chairman of the Group, is also a shareholder in and director of Cynotech Securities Limited. There is a management contract between Cynotech Securities Limited and the Company under which Cynotech Securities Limited supplies the services of Mr Hawkins to the Group. The terms of that contract provide for management fees to the Hawkins interests at the rate of \$100,000 per annum.

The Group paid management fees of \$54,167.00 to Cynotech Securities Limited during the year ended 31 December 2004.

Material transactions

Purchase of a company from R H C Guy and interests associated with him

On 28 February 2001, the Company acquired 100% of the shares of Cynotech Corporation Limited (at the time named ROCOM Limited) from Richard Guy, a Director of the Company, and from his associated family trust. The consideration for the purchase was \$4.8 million (being the issue of \$3 million of shares in the Company and the payment of \$1.8 million). ROCOM Limited had an established nationwide network of cellular communication centres positioned to service the business sector and a well established relationship with Telecom. That company was established in 1989 – Mr Guy and interests associated with him held shares in the Company from that date and became owner of all of the shares in 1999.

The Company has no record of the costs to Mr Guy and his interests of the shares in Cynotech Corporation Limited (formerly Rocom Limited). That shareholding and the perceived value of that company's business was built up over time. However, the goodwill component of the purchase price of \$4.8 million paid by the Company for those shares was \$4,380,031 – approximately 90%. Of that amount, \$2,468,587 was written off by the Company during the period from the date of acquisition until 31 December 2004.

Sale of mobile and corporate services business

In November 2004, the Company sold the business operations of the mobile and corporate services division of Cynotech Corporation Limited (formerly ROCOM Limited) for \$30,000 and related fixed assets for \$101,375 to Rocom Services Limited, a company associated with Mr Guy and a former director of the Company, Mr Grant Crawshay. Rocom Services Limited has an obligation to make monthly occupancy payments as a contribution to the Group obligations in respect of leased premises, limited in total to \$200,000.00. In addition, Rocom Services Limited has assumed other Group obligations. The total consideration payable by Rocom Services Limited for the purchase of those business operations and assets is \$400,000.00. As part of the sale, the Group issued a loan to Mr Guy of \$189,079.00.

It is not possible to identify the cost to the Company of the assets sold to Rocom Services Limited. This is because only part of the business of Cynotech Corporation Limited was sold to that company and the Company does not hold cost records identifying the cost of that part of the business which was sold and that part which has been retained. Because of the substantial write-off of goodwill relating to the Company's purchase of the shares in Cynotech Corporation Limited (refer comments above under the heading *Purchase of a company from R H C Guy and interests associated with him*), it is clear that the Company sold those assets at a substantial loss, which reflected the losses being incurred by Cynotech Corporation Limited and in particular, that part of the business which was sold.

Purchase of Merlin Foods Limited

In March 2005, Cynotech Securities Limited, a company associated with the Company's Chairman Mr Allan Hawkins, entered into an agreement with Betta Foods Group Pty Limited (and the General Manager of Betta Foods (NZ) Limited) to purchase all the shares in Betta Foods (NZ) Limited. That transaction was settled in March 2005. Betta Foods (NZ) Limited subsequently changed its name to Merlin Foods Limited.

Merlin Foods Limited is a Hamilton based manufacturer in the food industry and is a specialist in the manufacture and wholesaling of icecream cones and other specialty cone and wafer products.

Merlin Foods Limited enjoys market dominance in its core specialty products, and it has contracts for supply to its major customers.

Merlin Foods Ltd's earnings before tax, after adjusting for management and other fees paid to the Australian parent company and other abnormal items, were as follows for the last 3 years ended June:

2004	\$653,138
2003	\$696,954
2002	\$680,016

These figures can be reconciled to the audited financial statements of Merlin Foods Limited as follows:

Statement of Financial Performance at 30 June

	2004	2003	2002
Total operating revenue (as audited)	6,038,771	6,094,469	5,587,718
Operating Surplus/(Deficit) before Taxation	(148,862.)	(1,104,046)	680,016
(as audited)			
ADD BACK:			
Management Fees of Parent	562,000	782,000	--
Asset Writedown	-	1,019,000	--
Spare Parts Writedown	125,000	-	-
Obsolete Stock Writedown	45,000	-	-
Redundancies	70,000	-	-
			-
Adjusted Operating Surplus/(Deficit)before Taxation	653,138	696,954	680,016

The net earnings of Merlin Foods Limited have been consistent and are expected to continue at levels in line with or in excess of historical profits. By structuring the purchase of Merlin Foods with a balance between bank funding of \$2.14 million and equity funds of \$1.75 million from the proceeds of the Offer, the net contribution to the Cynotech Group will be positive. Funding costs at normal bank rates can be expected to cost approximately \$200,000 per annum

Betta Foods Group Pty Limited has warranted that the book value of the net tangible assets of Merlin Foods at the time of the acquisition by Cynotech Securities Limited was \$1,600,000.

The acquisition of Merlin Foods can be seen to be a part of the Directors strategy to add bottom line earnings to the Group in the short term and to gradually build a diversified investment group with a range of 100% owned activities.

The Company's Directors wished the Company to purchase Merlin Foods Limited direct from Betta Foods Group Pty Limited. However, Betta Foods Group Pty Limited's timing requirements for the sale and settlement of the sale were such that there was insufficient time for the Company to obtain shareholder approval to purchase Merlin Foods Limited direct from that company. To secure the investment for consideration by shareholders of the Company, it was necessary to negotiate the share purchase through Cynotech Securities Limited.

Shareholders of the Company approved the purchase from Cynotech Securities Limited at the Annual Meeting of the Company on 12 May 2005.

The total cost to Cynotech Securities Limited for the purchase of the Shares, including legal fees, funding fees and a guarantee fee of 2% per annum was \$3,679,473.

The Agreement between Cynotech Securities Limited and the Company relating to the transaction states that the purchase price is to be an amount equivalent to the aggregate of the price at which Cynotech Securities Limited purchased the shares, the legal and other costs it incurred in relation to that purchase, the costs of securing the contract, the costs of financing the purchase and the costs of holding the investment. Some of the components of the purchase price will not be known until the date of settlement of the sale. However, the purchase price will not exceed \$3.89 million. The Company will have all the rights and benefits of the shares in Merlin Foods Limited accruing since Cynotech Securities Limited purchased those shares.

Cynotech Securities Ltd and/or Allan Hawkins directly benefit from the transaction in the following ways:

- Cynotech Securities Limited will receive a merchant banking fee of \$20,000. This fee is included in the purchase price. The fee is payable for the initial introduction of the opportunity to acquire Merlin Foods Limited and for Cynotech Securities Limited's involvement in the negotiation and structuring of the purchase and the necessary funding arrangements.
- Cynotech Securities Ltd and/or Allan Hawkins have provided direct funding for the purchase and during the holding period funds are costed into the transfer price at a rate of 12% per annum
- Allan Hawkins is providing an ongoing guarantee on banking facilities of \$2.14 million at a guarantee fee of 2% per annum (\$42,800).

Any other benefits received from the transaction by Cynotech Securities Limited and/or Allan Hawkins will be in their capacity as shareholders of the Company and will be the same benefits as all other shareholders.

The Company proposes to fund the purchase in the following way:

A loan from Merlin Foods Limited	\$2,140,000
Cash (estimated)	\$1,750,000
	<u>\$3,890,000</u>

Merlin Foods Limited will source the \$2.14 million of loan funds from a bank. The bank loan will be guaranteed by the Company and by Allan Hawkins and the other directors of the Company. The loan from Merlin Foods to the Company will be on the same general terms (including interest rates and payment schedules) as the loan from the bank to Merlin Foods Limited).

The cash component of the purchase price will be sourced by the Company from part of the proceeds of this Offer. Shareholders of the Company approved borrowings of up to \$2.95 million for the purchase at the Annual Meeting of the Company on 12 May 2005.

The audited financial statements of Merlin Foods Limited for the five most recent accounting periods of that company are available free of charge from the Company – the Company's contact details can be found under the heading *What other information can I obtain about this investment?*, on page 22 of this Prospectus.

The Auditor's report to the shareholders of Merlin Foods Limited (then called Betta Foods (NZ) Limited) in relation to the financial statements for the year ended 30 June 2004 notes a fundamental uncertainty. The report states that the carrying value of a particular machine included in the fixed assets of the company is supported by a calculation of discounted future cash flows. It further states that if these future cash flows are not realised, adjustments may have to be made to that machine's carrying value in the Statement of Financial Position.

The machine referred to under the Fundamental Uncertainty note is one of approximately ten machines operated by the Company. The product manufactured with that machine accounts for approximately 20% of sales made by the Company.

What returns will I get?

The information below should be read in conjunction with the information set out on pages 16 - 19 under "*What are my risks?*". Certain events could reduce or eliminate the returns intended to be derived from holding the Shares and the Warrants, or affect Investors' ability to recover monies paid.

Dividends on Shares

Holders of Shares will receive returns from their investment in the Company from dividends declared from time to time by the Board of Directors. The Company currently does not have a dividend policy. The Board's decisions about dividend will depend on the Company's results of operations, financial condition, capital investment and cash requirements, available imputation credits and other factors considered relevant by the Board. The dates and frequency of payments of dividends are unknown. The Directors do not contemplate that dividends will be paid in respect of the year ending 31 December 2005. No promises are made about dividends by the Company, its Directors or shareholders or any other person. The Company is legally liable to pay any dividends which are declared.

If the holders of Warrants convert them to shares, any dividends that may be paid following the conversion would be available to the holders of those shares.

Returns from sale of Shares and Warrants

Holders of Shares and Warrants may also benefit from any increase in the market price of their Shares or their Warrants if they sell. The market price of the Shares or the Warrants may also decline.

The return, if any, from selling Shares and Warrants will depend on the price at which they can be sold on the NZAX at the time of sale. The price for the Warrants will be influenced by the price at which ordinary shares in the Company can be sold on the NZAX.

The Company's share price and the price of its Warrants are dependent on a number of complex and inter-related factors, including trends in the overall share market, the financial performance of the Company, the performance of the Company against overall share market trends and influences on and attitudes to the industries in which the Group operate.

There can be no assurances about how the Company's share price or the price of its Warrants may perform.

Holders of Warrants will receive no return if they do not sell them or exercise their rights to purchase shares before 25 May 2007.

Taxation

New Zealand taxes may affect the return to Investors. Dividends will be subject to New Zealand withholding and final taxes but an Investor's liability in respect of such taxes may be reduced or satisfied to the extent that the dividends have imputation credits attached.

In some cases, gains on the sale of Shares or Warrants may be taxable. Persons considering the purchase or sale of Shares or Warrants should consult their own tax advisers about the tax consequences of owning Shares and Warrants, in light of their particular situation.

No guarantee

Neither the Company nor any of its directors or shareholders or any other person guarantees or promises any return on the Shares or the Warrants.

Proceeds of Offer to be used to purchase Merlin Foods Limited

The Company will apply approximately \$1.75 million of the proceeds of this Offer to fund the purchase of all the shares in Merlin Foods Limited. By structuring the purchase of Merlin Foods with a balance between debt funding of \$2.14 million and equity funds of approximately \$1.75 million, the net contribution to the Cynotech Group will be positive. Funding costs at normal bank rates can be expected to cost approximately \$200,000 per annum

What are my risks?

Investment and insolvency risk

The main risk for Investors is their inability to recover their original investment (or the exercise price of Warrants if the Warrants are converted into shares).

The inability to recover all or part of the investment or the reduction in any expected level of returns can happen for a number of reasons. These include the Company not being as successful as expected or as rapidly as expected, the Company becoming insolvent because it cannot trade profitably or because of events which adversely impact on its business, the share market reducing its assessment of the Company's value, or the Company's shares or warrants not being sufficiently marketable to enable the holder to sell them.

Dividends will only be paid if the Directors of the Company consider that its financial position is sufficiently strong.

Attention is drawn to the Fundamental Uncertainty statement in the Auditors' opinion on the Group's financial statements for the year ended 31 December 2004 and the Going Concern Note (Note 23) in the Notes to those financial statements. A copy of these documents can be obtained from the sources referred to on page 22 under "*What other information can I obtain about this investment?*"

At present the Group is operating at about break-even (revenues exceed operating expenses). In the Directors' opinion, based on the first quarter's trading for the financial year ending 31 December 2005, the purchase of Merlin Foods Limited, the increasing loans book in the Company's subsidiary Budget Loans Limited and the sale of most of the Group's loss-making activities, the going concern assumption is valid.

If the Company becomes insolvent, Investors will have no additional liability to the Company in relation to the new Shares and will not be required to pay any more money on the Shares or to exercise the Warrants. If a dividend was paid on the Shares when the Company was insolvent, an Investor will not be required to repay that dividend if it was received in good faith and without knowledge of the Company's insolvency.

If the Company is placed in liquidation, shareholders will not receive any return of capital until the Company has paid all its creditors, both secured and unsecured including holders of convertible notes, and the costs of the liquidation. In these circumstances investors may lose some, or all, of their investment. Claims of ordinary shareholders will rank equally among themselves.

Company, Group and Industry Risks

Part of the business conducted by the Group is the commercialisation of leading edge technology. This is inherently a high risk activity.

Risks in the industry sectors in which the Group operates include:

- The failure of, or the inability to connect to, the international satellite network.
- Loss of key customers.
- Changes in consumer tastes and preferences.
- Failure of Group companies to adapt their sales force and business plans for new opportunities in the sectors in which they operate.
- Competitors introducing superior products and solutions.
- Possible disputes over rights to intellectual property used by Group companies.
- Although insurance cover is held, material damage or destruction of the Company's premises could have a negative impact on the Company's ability to carry on business.

Loss of key personnel: Like any business, the Company and its subsidiaries currently rely on the skills and energies of a relatively small number of people. Loss of these key people could impact the business until adequate replacements are found. The Board has moved to mitigate this risk by bringing together a diverse group of executives and an all round management team.

Finance Company Industry Risks

Cynotech is not a finance company in its own right, but one of its subsidiaries, Budget Loans Limited. That subsidiary's risk factors relate to the finance industry. Finance companies are generally regarded as having a higher risk profile than investment in some other sectors of the economy. Budget Loans Limited was incorporated in August 2004. It lends to consumers and small businesses for motor vehicle, plant and equipment and property finance. Other than in exceptional cases (which form a very small percentage of the Company's loan book), all lending is secured against the asset in respect of which the money is lent (and sometimes other assets).

This not a debt prospectus where an investor would normally expect an interest rate commensurate with the risks of the investment. The Prospectus is for an investment in Shares in Cynotech, whose subsidiaries operate in a number of industry sectors. The investment in the Shares offers no guarantee of an interest or yield return.

The proceeds of this public Offer in excess of the first \$1.75 million will be used to provide further working capital for Budget Loans Limited. Those funds will be invested in loans.

Budget Loans Limited's loan portfolio is widely spread and generally the amount of each loan does not exceed \$25,000. Interest rates on loans are in the range of 19% to 24% except for one loan to a related party. The related party loan is to Mr Guy and interests associated with him to assist with the financing of his obligations in acquiring assets formerly owned by Cynotech Corporation Limited (this transaction is referred to in the information under the heading *Sale of mobile and corporate services business* on page 12 of this Prospectus). The related party loan is secured and has an interest rate of 12% per annum. It is repayable within three years.

A general provision for bad debts is maintained at a level of 2% of the book value of gross receivables of Budget Loans Limited, net of unearned interest provisions.

The directors of Budget Loans Limited do not have any plans to change the nature of lending undertaken by that company or to reduce the requirement that all loans be secured.

Among the industry specific risks for finance companies are:

- Interest rate risk – the risk that the value of Budget Loans Limited's assets and liabilities will fluctuate due to changes in market interest rates, and that interest rate margins will reduce.
- Debtor risk - the risk that one or more of Budget Loans Limited's borrowers may default on repayment of their loans and be unable to repay those loans. The directors have a number of risk mitigation procedures in place to reduce that risk including taking security over the property in respect of which the finance was made available and often security over other assets, ensuring that securities are within prudent loan to valuation ratio percentages, following stringent policies of monitoring loan performance, having a wide spread portfolio and ensuring that no loan is for a significant percentage of the loan portfolio.
- Economic downturn – the risk of economic downturns affecting customers' ability or desire to borrow funds from Budget Loans Limited or adversely impacting on their ability to service and repay those loans.

- Real estate market risk –Budget Loans Limited makes personal loans secured over vehicles and real estate - if conditions in the real estate market deteriorated materially causing a depreciation in real estate values, this may adversely impact on the value of the security underlying some of that company’s loans.

Further observations on risks

Any adverse impact on or insolvency of a company in the Group could significantly affect the Company (which is the holding company for the other companies in the Group).

Certain statements in this Prospectus are forward-looking statements. Those forward-looking statements involve uncertainties which may cause the actual results, performance and achievements of the Group or companies in the Group to be materially different from what has been expressed or implied by those forward-looking statements. Prospective investors are cautioned about placing undue reliance on the forward-looking statements – those statements are not a representation or warranty by the Company or any other person about what may happen in the future.

Risk of loss of imputation credits and tax losses

If there are changes in the ownership of shares in the Company with the result that there is greater than a 34% change in continuity of ownership of the Company, any available imputation credits will be lost if they have not already been used in relation to dividends. If there is a greater than 51% change in continuity of ownership, unutilised tax losses will be lost. Changes in continuity of ownership may result from transfers of shares between shareholders (those transfers will be outside the control of the Company) or from non-pro rata issues of new capital during the life of the Company.

NZAX Listing

The securities offered in this Prospectus are listed, or are intended to be listed, on the NZX’s NZAX market. The NZAX market differs from the NZSX, also operated by NZX, in the following key respects:

- There are reduced criteria for listing on NZAX – there is no requirement for 25% of the securities of an NZAX issuer to be widely held and no minimum value requirement for NZAX listings as apply to NZSX listings. Whilst an NZSX issuer must have 500 shareholders, an NZAX issuer needs only 50 shareholders.
- An NZAX issuer requires an NZX sponsor in order to list on the NZAX market, whereas NZSX companies require an organising broker.
- Greater flexibility is accorded by the NZAX Listing Rules to NZAX issuers seeking to raise capital, buy back securities, and undertake major transactions. The NZAX Listing Rules provide NZAX issuers with an option to undertake these activities, without seeking shareholder consent, by making an announcement to the market which discloses fully the transaction prior to that transaction becoming final.
- The materiality threshold for related party transactions in the NZAX Listing Rules is higher than the threshold in the NZSX Listing Rules. This means that an NZAX issuer may enter into (proportionally) more substantial transactions

with related parties before being required to seek shareholder approval for those transactions.

- The corporate governance standards for NZAX issuers do not contain all the matters provided for in the corporate governance standards for NZSX issuers.

Can the investment be altered?

The terms of the Offer cannot be altered without Investor consent once an application has been accepted.

The rights attaching to the Shares and Warrants are set out under the heading *What sort of investment is this?* on pages 5 and 6 of this Prospectus. The Constitution of the Company (which incorporates the NZAX Listing Rules) governs those rights.

The Constitution can only be changed by a Special Resolution of shareholders. Any change to the Constitution that would affect the rights of some shareholders, as opposed to all shareholders, also requires approval by Special Resolution of those shareholders whose rights would be affected. A Special Resolution is a resolution approved by a majority of 75% of shareholders entitled to vote and voting on that resolution.

How do I cash in my investment?

Your investment may be cashed in by selling your Shares or your Warrants, once they are allotted to you. All of the Shares and Warrants are freely tradable subject only to compliance with the Company's Constitution and applicable securities laws and regulations.

Application has been made to the NZX for permission to list the Warrants on the NZAX. All the listing requirements of the NZX that can be complied with before the date of this Prospectus have been complied with. However, the NZX accepts no responsibility for any statement in this Prospectus.

The Shares have been accepted for listing by the NZX and will be quoted upon completion of allotment procedures. However, the NZX accepts no responsibility for any statement in this Prospectus.

There is currently no established market for the Warrants but the Company is of the opinion that a ready market will develop, particularly if they are accepted for listing on the NZAX. A market for shares in the Company already exists on the NZAX. Any sales of the Warrants or Shares on the NZAX will attract normal brokerage fees.

The Constitution empowers the Company to buy back its shares, but the Directors do not intend the Company to take this action in the foreseeable future.

Who do I contact with enquiries about my investment?

You can contact the Company by telephone on (09) 520 6073 during normal business hours, by email at finance@cynotech.co.nz or by mail to PO Box 9846, Newmarket, Auckland.

Enquiries should be directed to Mr Allan Hawkins, the Executive Chairman.

Is there anyone to whom I can complain if I have problems with the investment?

Complaints can be made to Mr Allan Hawkins, the Executive Chairman of the Company, or to Mr Neil Rodger, the Company Secretary, at Cynotech Holdings Limited, PO Box 9846, Newmarket, Auckland, or by telephone on (09) 520 6073 during normal business hours.

A complaint about the Shares or Warrants, or the Company may be made directly to NZX as follows:

New Zealand Exchange Limited
 9th Floor
 ASB Tower
 2 Hunter Street
 PO Box 2959
 WELLINGTON

Telephone: (04) 472 7599

Facsimile: (04) 496 2893

There is no ombudsman to whom complaints can be made.

What other information can I obtain about this investment?

Financial information

You can obtain copies of:

- (a) The audited financial statements of the Company for the financial year ended 31 December 2004, together with a copy of the Audit Report relating to those accounts that complies with section 16 of the Financial Reporting Act 1993; and
- (b) The Annual Reports of the Company for the accounting periods since the date of its incorporation on 13 April 2000 to 31 December 2004

free of charge from the registered office of the Company at Level 4, 187 Broadway, Newmarket, Auckland during business hours; or on request in writing to Neil Rodger at PO Box 9846, Newmarket, Auckland; or on the Company's NZAX information portal at www.nzx.com/market/security_details/by_security?code=CYT&nzax=home and the Company's website at www.cynotech.co.nz.

Other Information

This Prospectus and the Company's Constitution and the material contracts referred to below are filed on a public register at the office of the Registrar of Companies, Ministry of Economic Development, and are available for public inspection on the Companies Office's electronic register at www.companies.govt.nz. The Companies Office may charge a fee for this service. These documents are also available to be inspected without charge at the registered office of the Company specified earlier in this Prospectus.

The Prospectus and the Company's Constitution is also available on the Company's website.

Further information about the Company, its activities and products can be found on the Company's website.

The Company issues to shareholders an annual and half-year report on the activities of the Company in accordance with requirements of the Companies Act 1993 and the NZAX Listing Rules.

The Company is required upon request by any holder of shares to send that holder the most recent annual report of the Company, the most recent published financial statements of the Company and the most recent prospectus and investment statement relating to shares in the Company. A request for copies of any of those documents, and any other information that the Company is required by statute or the NZAX Listing Rules to make available, can be made to the Company – the Company's contact details are listed on page 20 under the heading "*Who do I contact with enquiries about my investment?*". No charge is made for the provision of those documents.

Acquisition of Shareholding in Merlin Foods Limited

Shortly before this Prospectus was registered, the Company settled the purchase of 100% of the shareholding in Merlin Foods Limited in the manner and for the consideration, described on pages 12 - 15 of this Prospectus.

Merlin Foods Limited has carried on the business of manufacturing and wholesaling of icecream cones and other specialty cone and wafer products since the late 1980s.

The following information is available free of charge from the registered office of the Company at Level 4, 187 Broadway, Newmarket, Auckland during business hours or on request in writing to Neil Rodger at PO Box 9846, Newmarket, Auckland or on the Company's NZAX information portal at www.nzx.com/market/security_details/by_security?code=CYT&nzax=home.

- All the financial statements prepared by Merlin Foods Limited in accordance with the requirements of the Financial Reporting Act 1993 for the five most recent accounting periods of that company.

Other Important Information

Material contracts

The following material contracts have been entered into by the Company, or its subsidiaries, in the two years prior to the date of registration of this Prospectus.

- Convertible Note Agreement dated 13 October 2003 between the Company and R H C Guy & L K Moore. Under the agreement, the Company issued 173,333 convertible notes at an issue price of 75 cents, convertible into shares on 31 March 2005 at the rate of 5 shares for each note held – a total of 866,666 shares. Interest on the convertible notes was to be satisfied by the issue of 1 share for every 15 cents of interest accrued.

- Convertible Note Agreement dated 13 October 2003 between the Company and James Ian Urquhart. Under the agreement, the Company issued 270,000 convertible notes at an issue price of at an issue price of 75 cents, convertible into shares on 31 March 2005 at the rate of 5 shares for each note held – a total of 1,350,000 shares.
- Loan Facility Agreement dated 3 December 2003, Deed of Variation dated 29 January 2004, Deed of Variation dated 15 April 2004 and Deed dated 11 June 2004 (*Deed*), between the Company and Magpie Investments Limited (a company controlled by a then director and major shareholder of the Company, Mr Craig Foss), and in respect of the Deed, Newmarket Investments Limited and Cynotech Securities Limited in relation to provision of financial facilities totalling \$560,000 to the Company, due for repayment on 3 June 2004. The facility was secured by a security interest over all the property of the Company. The facility has been repaid.
- Agreement dated 11 June 2004 between Cynotech Securities Limited and Newmarket Securities Limited, the Company and Rocom Limited (now Cynotech Corporation Limited) and World Billing Services Limited (now Cynotech Systems Limited) relating to providing financial accommodation totalling \$700,000, including taking an assignment of the debt due to Magpie Investments Limited – these facilities have since been repaid.
- Agreement about May 2004 between the Company and Global Pacific Corporation Limited relating to the sourcing of short term finance and underwriters for a 1:1 rights issue to shareholders (a commission fee of a maximum of 1% of capital raised was payable).
- Undated Agreements between the Company and each of Cynotech Securities Limited and Newmarket Securities Limited to underwrite a 1:1 rights issue to shareholders and to issue 7,500,000 convertible notes to each of those companies. The underwriting fee was 3% of the capital raised in the rights issue (being a maximum of \$24,795).
- Memorandum of Understanding dated 17 November 2004 between Cynotech Corporation Limited (formerly Rocom Limited) and Rocom Services Limited relating to the sale of the business operations of the mobile and corporate services division of Cynotech Corporation Limited and related fixed assets for a total consideration of \$400,000. Rocom Services Limited is a company controlled by Mr Guy and a former director of the Company, Mr G R Crawshay.
- Term Loan Deed dated 30 March 2005 between Merlin Foods Limited (then known as Betta Foods (NZ) Limited) and P H van den Brink Limited and others pursuant to which Merlin Foods Limited borrowed \$2.15 million for on-lending to Cynotech Securities Limited to assist with the purchase by that company of the Shares in Merlin Foods Limited from Betta Foods Group Pty Limited. This loan was secured over all the assets of Merlin Foods Limited, and was guaranteed by Cynotech Securities Limited and that company's major shareholders – Allan Hawkins, Laurel Hawkins and Glenn Hawkins. The loan has been repaid.

- Deed of Guarantee and Indemnity dated 30 March 2005 issued by Merlin Foods Limited and others in favour of Betta Foods Group Pty Limited, guaranteeing the obligations of Cynotech Securities Limited to Betta Foods Group Pty Limited in respect of \$800,000 vendor finance for the purchase by Cynotech Securities Limited of the shares in Merlin Foods Limited. This guarantee obligation was secured over all the assets of Merlin Foods Limited - the vendor finance has since been repaid.
- Heads of Agreement dated 1 April 2005 between the Company and Cynotech Securities Limited in relation to the purchase by the Company of all of the shares in Betta Foods (NZ) Limited (now known as Merlin Foods Limited) for a consideration of not more than \$3.89 million.
- Agreement dated 18 May 2005 for Sale and Purchase of the Shares in Merlin Foods Limited between Cynotech Securities Limited as vendor and the Company as purchaser.
- An Agreement between the Company and Direct Broking Limited in April 2005 under which Direct Broking Limited has agreed to act as NZX Sponsor of the Company in relation to this Offer.
- Term Loan Facility Agreements dated 18 May 2005 between Merlin Foods Limited and ANZ National Bank Limited under which the Bank has made available term loans of \$2.14 million for on-lending to the Company to assist with the purchase by the Company of the shares in Merlin Foods Limited from Cynotech Securities Limited. The term loans are secured by security interests and mortgages over all the property of Merlin Foods Limited. The term loans are guaranteed by the Company and by the Company's four directors – Allan Hawkins (limited to \$1 million), Kevin MacDonald and Paul Hutchinson (limited to \$400,000 each) and Richard Guy (limited to \$200,000).
- Deed of Covenant dated 10[sic] May 2005 between Merlin Foods Limited and ANZ National Bank Limited in relation to the term loan facilities.
- Guarantee dated 18 May 2005 issued by the Company in favour of ANZ National Bank Limited guaranteeing the term loan facilities.
- Loan Agreement dated 18 May 2005 between Merlin Foods Limited and the Company, on-lending the \$2.14 million to assist with the purchase by the Company of the Shares in Merlin Foods Limited from Cynotech Securities Limited.

Directors' Statement

After due enquiry by the Directors in relation to the period between 30 December 2004 and the date of registration of this Prospectus, there have not, in their opinion, arisen any circumstances that materially adversely affect:

- (a) the trading or profitability of the Group; or
- (b) the value of its assets; or
- (c) the ability of the Group to pay its liabilities due within the next 12 months.

This Prospectus is dated 20 May 2005

A R Hawkins

P J Hutchinson

R H C Guy

K P McDonald

Glossary

Unless the context otherwise requires, the following words or phrases used in this Offer Document have the following meanings:

<i>Company or Cynotech</i>	Cynotech Holdings Limited
<i>Existing Shareholders</i>	Registered holders of Existing Shares at 5pm on 20 May 2005
<i>Existing Shares</i>	Shares issued by the Company before 20 May 2005
<i>Group or Cynotech Group</i>	The group of companies of which Cynotech Holdings Limited is the parent
<i>NZAX</i>	The alternative market for share trading operated by NZX
<i>NZAX Listing Rules</i>	The Listing Rules of the NZAX
<i>NZX</i>	New Zealand Exchange Limited
<i>NZX Firm</i>	An entity designated as such by NZX under its business rules
<i>Offer</i>	The offer of ordinary shares with Warrants attached, described in this Prospectus
<i>Share or new Share</i>	An ordinary share to be issued by the Company pursuant to the Offer
<i>Share Registrar</i>	B.K. Registries Limited
<i>Warrant</i>	A warrant to subscribe for one ordinary share in the Company, the warrant being offered pursuant to the Offer.