



Notice of Annual General Meeting 2009



CHAIRMANS' LETTER

19 November 2009

Dear Shareholders,

On behalf of the board of directors, I have pleasure in inviting you to attend Cytopia Limited's twelfth annual general meeting to be held at 10:00 am EST on Wednesday 23 December 2009 at the offices of our auditor, BDO Kendalls on Level 30, 525 Collins Street, Melbourne. A formal notice of meeting is enclosed.

At the meeting, a review of the company's operations and future outlook will precede the formal business to be considered at the meeting. Please refer to the agenda for a listing of the items of business and explanatory notes.

In the event that you are unable to attend the meeting, we would encourage you to return the proxy form included with the notice of annual general meeting by either mail, facsimile or by lodging your proxy online by no later than 10.00 am Monday 21 December 2009.

The company secretary can also be contacted on (03) 9926 0408 should you have any questions.

The directors look forward to welcoming you at the annual general meeting.

Yours sincerely



ROBERT WATSON
Chairman

NOTICE OF ANNUAL GENERAL MEETING

The twelfth annual general meeting of shareholders of Cytopia Limited, ACN 079 253 606 ("Cytopia" or "the Company") will be held at 10:00 am on Wednesday, 23 December 2009 at the offices of BDO Kendalls on Level 30, 525 Collins Street, Melbourne, Victoria.

AGENDA

ORDINARY BUSINESS

Financial Report and directors' and audit reports

1. To receive and consider the financial report, including the directors' declaration, for the year ended 30 June 2009 and the related directors' report and audit report.

Appointment of directors

2. To consider, and if thought fit, to pass the following resolution: "That Mr Robert Watson, who retires by rotation in accordance with the Company's Constitution, be re-elected as a director of the Company."
3. To consider, and if thought fit, to pass the following resolution: "That Mr Mark Rowsthorn, who retires by rotation in accordance with the Company's Constitution, be re-elected as a director of the Company."

Adoption of remuneration report

4. To receive, consider and if thought fit, to adopt the remuneration report of the directors.

PROXIES

If you are unable to attend and vote at the meeting, you may appoint a person as your proxy to attend in your place by completing the enclosed Proxy Form.

A member entitled to attend and vote is entitled to appoint not more than two proxies. Where more than one proxy is appointed, each proxy must be appointed to represent a specified portion of the member's voting rights. A proxy need not be a member of the Company. The enclosed Proxy Form provides further details on appointing proxies.

The completed Proxy Form may be:

- delivered to Link Market Services, Locked Bag A14, Sydney South, NSW 1235; or
- faxed to Link Market Services on (02) 9287 0309; or
- lodged online at www.linkmarketservices.com.au in accordance with the instructions given there (you will be taken to have signed your proxy form if you lodge it in accordance with the instructions given on the website).

The Proxy Form must be received by the Company's share registry, Link Market Services, by 10.00 am, Monday 21 December 2009.

VOTING ENTITLEMENT

The directors have determined in accordance with the Corporations Regulations that, for the purposes of determining voting entitlements at the annual general meeting, shares will be taken to be held by the registered holders at 7.00 pm EST, Monday 21 December 2009.

By order of the Board



ASHLEY ARNOTT

Company Secretary
Cytopia Limited

Date: 19 November 2009

EXPLANATORY MEMORANDUM

INTRODUCTION

This Explanatory Memorandum has been prepared for the information of shareholders of Cytopia Limited in respect of items 1 to 4 to be considered at the Annual General Meeting to be held on 23 December 2009 at the offices of BDO Kendalls on Level 30, 525 Collins Street, Melbourne, Victoria.

This Explanatory Memorandum forms part of the Notice of Annual General Meeting.

ITEM 1: FINANCIAL STATEMENTS AND REPORTS

The Corporations Act 2001 (Cth) ("Act") requires that the report of the directors, the report of the auditor and the financial reports be presented to the annual general meeting. In addition the Company's Constitution provides for such reports and statements to be received and considered at the meeting. Apart from the matters involving remuneration which are required to be voted upon, neither the Act nor the Company's Constitution requires a vote of shareholders at the annual general meeting on such reports or statements; however shareholders will be given ample opportunity to raise questions with respect to these reports and statements at the meeting.

ITEMS 2 AND 3: ELECTION OF DIRECTORS

Excluding the managing director, there are currently four (4) directors on the board of directors ("Board"). Pursuant to the company's constitution, not less than one third (1/3) are required to retire at this meeting.

Mr Watson has been an independent non-executive director of Cytopia Ltd from 16 June 2003 to 12 October 2004, non executive director of Cytopia from 13 October 2004 to 22 November 2004, executive chair of Cytopia from 23 November 2004 to 22 November 2006, and non-executive chair since 23 November 2006.

Mr Watson has over twenty years experience at CEO and board level of large, profitable technology businesses. He has been the CEO of several corporations including Mayne Nickless Computer Services, Data Sciences International (U.K.) and Lend Lease Employer Systems. In addition, he has founded and developed several very successful businesses in the Information Technology Industry, including ICON, which was twice recognised as one of the two fastest growing private companies in Australia. Mr Watson has significant experience in M&A and capital raising.

He is a director of the publicly listed on-line employment classified business SEEK Limited and several private companies. With the exception of Seek Ltd and Virgin Blue Holdings Ltd, Mr Watson has not held other directorships of listed companies over the three years ended 30 June 2009. He is also chair of Cytopia's nomination and remuneration committees and a member of its audit and risk committee.

Mr Watson, being eligible, offers himself for re-election.

Mr Rowsthorn has been a non-executive director of Cytopia Ltd since 12 January 1998.

Mr Rowsthorn is chief executive officer and managing director of Asciano Ltd. He has previously held the position of executive director operations of Toll Holdings Limited. In this role Mr Rowsthorn was responsible for Toll's Australian and New Zealand operations and played a leading role in the development of those businesses. He has over thirty years experience in the transport industry (twenty years as an executive director). Mr Rowsthorn has also previously held the position of chairman of Virgin Blue Holdings Ltd.

With the exception of Toll Holdings Ltd, Asciano Ltd, and Virgin Blue Holdings Ltd, Mr Rowsthorn has not held other directorships of listed companies over the three years ended 30 June 2009. Mr Rowsthorn is a member of Cytopia Ltd's audit and risk, nomination and remuneration committees.

Mr Rowsthorn, being eligible, offers himself for election.

ITEM 4: ADOPTION OF REMUNERATION REPORT

The Act requires that the section of the directors' report dealing with the remuneration of directors and key management personnel ('Remuneration Report') be put to Shareholders for adoption by way of a non-binding vote.

The Remuneration Report may be found in the Annual Report on pages 19 to 25.


Cytopia Limited's 2009 Annual Report can be accessed electronically on Cytopia's website at www.cytopia.com.au.


Following consideration of the Remuneration Report, the Chairman will give shareholders a reasonable opportunity to ask questions about or to make comments upon, the Remuneration Report.




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LODGE YOUR VOTE

 **By mail:**
Cytopia Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia

 **By fax:** (02) 9287 0309

 **ONLINE** www.linkmarketservices.com.au

All enquiries to:
 **Telephone:** 1300 554 474
(02) 8280 7111



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SECURITYHOLDER VOTING FORM

I/We being a member(s) of Cytopia Limited and entitled to attend and vote hereby appoint:

STEP 1 APPOINT A PROXY


the Chairman of the Meeting (mark box) **OR** if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy

or failing the person/body corporate named, or if no person/body corporate is named, the Chairman of the Meeting, as my/our proxy and to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at 10:00am on Wednesday, 23 December 2009, at BDO Kendalls on Level 30, 525 Collins Street, Melbourne, Victoria and at any adjournment or postponement of the meeting.

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the meeting. Please read the voting instructions overleaf before marking any boxes with an

STEP 2 VOTING DIRECTIONS

	For	Against	Abstain*
Resolution 1 To receive and consider the financial report	"No resolution required"		
Resolution 2 Re-election of Director - Mr Robert Watson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Re-election of Director - Mr Mark Rowsthorn	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Adoption of remuneration report (non-binding resolution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

 * If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

STEP 3 SIGNATURE OF SECURITYHOLDERS - THIS MUST BE COMPLETED

Securityholder 1 (Individual) <input type="text"/> Sole Director and Sole Company Secretary	Joint Securityholder 2 (Individual) <input type="text"/> Director/Company Secretary (Delete one)	Joint Securityholder 3 (Individual) <input type="text"/> Director
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This form should be signed by the securityholder. If a joint holding, either securityholder may sign. If signed by the securityholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).



HOW TO COMPLETE THIS PROXY FORM

Your Name and Address

This is your name and address as it appears on the company's security register. If this information is incorrect, please make the correction on the form. Securityholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your securities using this form.**

Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person in Step 1. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a securityholder of the company. A proxy may be an individual or a body corporate.

Votes on Items of Business - Proxy Appointment

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of securities you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

Appointment of a Second Proxy

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the company's security registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) return both forms together.

Signing Instructions

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either securityholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.


Corporate Representatives


If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the company's security registry.

Lodgement of a Proxy Form

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by 10:00am on Monday, 21 December 2009, being not later than 48 hours before the commencement of the meeting. Any Proxy Form received after that time will not be valid for the scheduled meeting.


Proxy Forms may be lodged using the reply paid envelope or:

 **by mail:**
Cytopia Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia

 **by fax:**
(02) 9287 0309

 **online:** **ONLINE** www.linkmarketservices.com.au

lodging it online at Link's website (www.linkmarketservices.com.au) in accordance with the instructions given there (you will be taken to have signed your Proxy Form if you lodge it in accordance with the instructions given on the website);

 **by hand:**
delivering it to Link Market Services Limited, Level 12, 680 George Street, Sydney NSW 2000.

If you would like to attend and vote at the Annual General Meeting, please bring this form with you.
This will assist in registering your attendance.