

Botry-Zen Limited

Notice of Annual Meeting

Notice is hereby given that the Annual Meeting of Shareholders of Botry-Zen Limited (the "Company") will be held at **The Dunedin Public Art Gallery, The Octagon, Dunedin** on Friday, 24 July 2009 commencing at 3.00pm. The Annual Meeting will be immediately followed by a Special Meeting of Shareholders at the same venue.

Business

The business of the meeting will be:

1 Financial statements and reports

To receive and consider the annual report including the financial statements and the audit report for the year ended 31 March 2009.

2 Re-election of Mr John William Forrest as a director

To consider, and if thought fit, to re-elect Mr John William Forrest as a director of the Company by passing the following ordinary resolution:

"That Mr John William Forrest be re-elected as a director of the Company."

See Explanatory Notes

3 Election of Mr Michael James Mellon as a director

To consider, and if thought fit, to elect Mr Michael James Mellon as a director of the Company by passing the following ordinary resolution:

"That Mr Michael James Mellon be elected as a director of the Company."

See Explanatory Notes

4 Election of Mr Timothy John Dunn as a director

To consider, and if thought fit, to elect Mr Timothy John Dunn as a director of the Company by passing the following ordinary resolution:

"That Mr Timothy John Dunn be elected as a director of the Company."

See Explanatory Notes

5 Election of Mr Stephen James Higgs as a director

To consider, and if thought fit, to elect Mr Stephen James Higgs as a director of the Company by passing the following ordinary resolution:

"That Mr Stephen James Higgs be elected as a director of the Company."

See Explanatory Notes

6 **Auditors**

To record that the Company's auditors Deloitte are automatically reappointed as auditors pursuant to Section 200 of the Companies Act 1993 and to consider, and if thought fit, to pass the following ordinary resolution:

"That the directors be authorised to fix the remuneration of the auditors for the ensuing year."

7 **Other business**

To consider any other ordinary business which may be properly brought before the meeting.

Proxies

All shareholders are entitled to attend and vote at the meeting or to appoint a proxy to attend and vote in their place. A proxy need not be a shareholder of the Company. Individuals who are disqualified from voting on any resolution are unable to vote on a discretionary proxy.

Enclosed with this notice of meeting is a proxy/corporate representative form. For the appointment of a proxy to be valid, the form must be deposited with the Company's share registrar, Link Market Services Limited, PO Box 384, Ashburton, or sent by facsimile to (03) 308 1311 so as to be received no later than 48 hours before the start of the meeting (being no later than 3.00pm on Wednesday, 22 July 2009).

All of the directors offer themselves as proxy to shareholders and will vote in favour of all of the resolutions put to the meeting unless otherwise directed.

Corporate Representatives

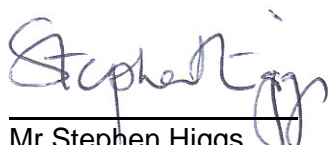
A corporation which is a shareholder may appoint a person to attend the meeting on its behalf in the same manner as that in which it could appoint a proxy. The form to appoint a proxy/corporate representative must be signed on behalf of the company by a person acting under the company's express or implied authority.

Requisite majorities and voting

In order for it to be passed, an ordinary resolution requires the affirmative vote of a simple majority of more than 50% of the votes cast by those entitled to vote and who vote in person or by proxy.

No person is precluded from voting on any of the resolutions to be brought before the meeting.

By order of the board of directors



Mr Stephen Higgs
Chairman

8 July 2009

Explanatory Notes

Resolution 1 (Business Item 2) – Re-election of Mr John William Forrest

Listing Rule 3.2.6 requires one third-of the directors or, if their number is not a multiple of three, then the number nearest to one-third, to retire from office at the annual meeting each year and stand for re-election at that meeting. Those directors required to retire are those who have been longest in office since they were last elected or deemed elected.

Mr John William Forrest is currently a director of the Company and retires from office in accordance with Listing Rule 3.2.6.

Mr Forrest was appointed a director in March 2002.

Mr Forrest has been making wine since 1988 when he and his wife and fellow doctor Brigid left international medical careers to return to Marlborough to establish Forrest Estate Winery. In September 2007, John was voted Winemaker of the Year at the annual Winegrowers Trade Show.

The other directors of the Company support the re-election of Mr Forrest.

Resolution 2 (Business Item 3) – Election of Mr Michael James Mellon

Listing Rule 3.2.3 requires a person who is appointed as a director by the directors to retire from office at the next annual meeting of the company and stand for election at that meeting.

Mr Michael James Mellon was appointed as a director of the Company by the Board on 3 September 2008 and accordingly retires from office and stands for election by shareholders in accordance with Listing Rule 3.2.3.

Mr Mellon retired after 10 years as a Senior Marketing Lecturer at Lincoln College and later at Canterbury University. He moved back into commerce to expand his speciality – brand building. Success came with his creation of FM milk for the Dairy Co-op (now Meadowfresh) and Trufruit Blackcurrant for Barkers.

Mr Mellon's marketing skills expanded into wider strategic business when he took Summerfruit Orchards, the largest in Central Otago, out of receivership. After spending eight years building Barkers nationally and around the Asia Pacific region he was invited to take over a financially shaky Bush Road. This was a full time project for 20 years until he retired in 2007.

Dissatisfied with the failure of his shareholding in the Company (which he felt was due to excessive expenses) he decided to back the \$1.8 million note issue. When this proposal was rejected and the Company fell into gridlock his philanthropic company Melic decided that not only the staff but the products should not be lost to New Zealand.

To ensure the Company's survival in September 2008 Melic provided \$1 million capital and is now offering a further \$1 million. A proposal for the Company to raise the additional capital by issuing Melic with 45,454,545 additional ordinary shares will be considered at the Special Meeting of Shareholders held immediately following this meeting.

Significant changes such as closing the head office have been made resulting in the final quarter producing a surplus. Mr Mellon hopes that he and all other members of the small Board will be elected to continue this recovery.

The other directors of the Company support the election of Mr Mellon.

Resolution 3 (Business Item 4) – Election of Mr Timothy John Dunn

Listing Rule 3.2.3 requires a person who is appointed as a director by the directors to retire from office at the next annual meeting of the company and stand for election at that meeting.

Mr Timothy John Dunn was appointed as a director of the Company by the Board on 3 September 2008 and accordingly retires from office and stands for election by shareholders in accordance with Listing Rule 3.2.3.

Mr Dunn, with 27 years experience, is a lead partner in the Dunedin office of accounting and business advisory firm Polson Higgs. He advises a wide range of businesses in both the commercial and rural sector and has held directorships in a range of private companies. He has experience with Central Otago viticulture developments and the commercialisation of start-up technology companies.

The other directors of the Company support the election of Mr Dunn.

Resolution 4 (Business Item 5) – Election of Mr Stephen James Higgs

Listing Rule 3.2.3 requires a person who is appointed as a director by the directors to retire from office at the next annual meeting of the company and stand for election at that meeting.

Mr Stephen James Higgs was appointed as a director of the Company by the Board on 17 September 2008 and accordingly retires from office and stands for election by shareholders in accordance with Listing Rule 3.2.3.

Mr Higgs is Chairman of accounting and business advisory firm Polson Higgs. He is currently Independent Director and Chairman of Mt Difficulty Wines Ltd, Central Otago, and one of two Independent Directors of Motor Trade Finances Ltd. He is also director of Cumberland Property Group Ltd and a number of private companies. Mr Higgs is also has had extensive experience in commercial matters over a period of 30 years.

The other directors of the Company support the election of Mr Higgs.

SHAREHOLDERS' PROXY FORM

If you do not propose to attend the Annual Meeting of Shareholders to be held at **The Dunedin Public Art Gallery, The Octagon**, Dunedin on Friday, 24 July 2009 commencing at 3.00pm but wish to be represented by proxy/corporate representative, complete the form below and return it to the company at the postal address supplied below.

To be completed by the holders of shares in Botry-Zen Limited.

I/We:

(full name of shareholder)

being a shareholder of Botry-Zen Limited hereby appoint (please tick appropriate box and enter the necessary details):

Chairman

Stephen James Higgs

(full name of Chairman)

of:

C/- 27 Willis Street, Dunedin

(full address)

or:

Other party (please specify)

(full name)

of:

(full address)

as my/our proxy/corporate representative to vote for me/us on my/our behalf at the Annual Meeting of Shareholders of the Company to be held on 24 July 2009 and at any adjournment thereof.

I/We direct my/our proxy/corporate representative to vote in the following manner.

Unless otherwise directed below my/our proxy may vote as he/she thinks fit.

(Indicate with a tick or cross)	Vote		
	YES	NO	ABSTAIN
Resolution 1 (Business Item 2) That Mr John William Forrest be re-elected as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 (Business Item 3) That Mr Michael James Mellon be elected as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

	Vote		
	YES	NO	ABSTAIN
(Indicate with a tick or cross)			
Resolution 3 (Business Item 4) That Mr Timothy John Dunn be elected as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 (Business Item 5) That Mr Stephen James Higgs be elected as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 (Business Item 6) That the directors be authorised to fix the remuneration of the auditors for the ensuing year.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signature(s) of shareholder(s):

Date: _____

Please return completed proxy form to: Link Market Services Limited, PO Box 384, Ashburton or send by facsimile to (03) 308 1311 no later than 28 hours before the start of the meeting (that is, by 3.00pm on Wednesday, 22 July 2009)

Notes

1. As a shareholder you may attend the meeting and vote, or you may appoint a proxy to attend the meeting. A proxy need not be a shareholder of the Company. The Chairman or any other director of the Company is willing to act as a proxy if a shareholder wishes to appoint them and will vote in favour of all of the resolutions put to the meeting unless otherwise directed.
2. If you are joint holders of shares each of you must sign this proxy form and the appointment made in this section is made on behalf of each joint holder. If you are a company this proxy form must be signed on behalf of the company by a person acting under the company's express or implied authority.
3. For this proxy form to be valid you must complete it and send it to the Company at the above address so as to ensure that it is received not less than 48 hours before the start of the meeting. If it has been signed under a power of attorney please send a copy of the power of attorney (unless already deposited with the Company) and a signed certificate of non-revocation of the power of attorney with this proxy form.
4. If you return this form without directing the proxy how to vote on any particular matter, the proxy will vote as he or she thinks fit.