

NOTICE OF MEETING 2013

NOTICE AND
PROXY FORM FOR
ANNUAL MEETING
OF SHAREHOLDERS

12 DECEMBER 2013

HALLENSTEIN GLASSON HOLDINGS LTD

HALLENSTEIN GLASSON
HOLDINGS LIMITED

NOTICE OF MEETING

Notice is given that the Annual Meeting of Shareholders of Hallenstein Glasson Holdings Limited (the Company) will be held at The Chateau on the Park, Cnr Deans Avenue and Kilmarnock Street, Christchurch, on **THURSDAY, 12 DECEMBER 2013 at 10:00AM**. Shareholders are warmly invited to join the directors for morning tea at **9:30AM** prior to the meeting.

AGENDA

GENERAL BUSINESS

1. Annual Report
To receive and consider the Annual Report, the Financial Statements and the Auditors' Report for the financial year ended 1 August 2013.
2. To elect directors
To consider, and if thought fit, to re-elect as directors of the Company (each by ordinary resolution of the Shareholders) the following persons, who retire as directors by rotation in accordance with the Company's constitution and offer themselves for re-election:
Resolution 2.1: To re-elect Michael Donovan as a director
Resolution 2.2: To elect Glenys Shearer as a director
Ms Glenys Shearer was appointed during the year and in accordance with the constitution of the Company will retire at the Annual Meeting. Ms Shearer is Melbourne based, and her background includes over 30 years of retail experience mainly with The Just Group. She brings experience in brand development, financial management and marketing in multi site retail operations. Ms Shearer offers herself for election as an independent director.
3. Auditors
To record the reappointment of PricewaterhouseCoopers as Auditors of the Company pursuant to section 200(1) of the Companies Act 1993, and authorise the Board to fix the remuneration of the Auditors for the ensuing year.

ORDINARY RESOLUTION

An ordinary resolution is a resolution passed by a simple majority (i.e. over 50% of the votes of Shareholders of the Company entitled to vote and voting).

ADDRESSES BY CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Please note that for shareholders who are unable to attend the meeting, a transcript of the chairman's and chief executive officer's addresses to the meeting (and any accompanying slide presentations) will be posted on the Company's website at www.hallensteinglasson.co.nz and released to NZX's market announcement platform at the same time or before they are delivered to the meeting.

PROXIES

1. Any shareholder of the Company entitled to attend and vote at the Annual Meeting may appoint a proxy to attend and vote in the place of that shareholder. A proxy need not be a shareholder of the Company.
2. A proxy granted by a company must be executed by a duly authorised officer or attorney of that company.
3. Enclosed with this Notice of Meeting is a proxy form. To be valid, the proxy form must be returned duly completed to the Company's registered office, Level 3, 235 Broadway, Newmarket, Auckland, no later than **10.00AM on 9 DECEMBER 2013**.
4. Each of the directors of the Company listed below offers himself as a proxy to shareholders:
T C Glasson
G Poplewell
W J Bell
M Ford

HALLENSTEIN GLASSON HOLDINGS LIMITED

PROXY FORM FOR ANNUAL MEETING OF SHAREHOLDERS

10:00am, 12 December 2013, The Chateau on the Park, Cnr Deans Avenue and Kilmarnock Street, Christchurch.

I/We

Full name

Full address

Number of shares held

being a Shareholder of Hallenstein Glasson Holdings Limited (the Company), appoint:

Full name

Full address

as my/our proxy to vote for me/us at the Annual Meeting of Shareholders of the Company to be held on 12 December 2013, and at any adjournment of that meeting. If the person I/we have appointed is unable to be my/our proxy then I/we appoint:

Full name

Full address

Unless otherwise instructed the proxy may vote or abstain from voting as the proxy thinks fit. Should you wish to direct the proxy how to vote, please indicate with a ✓ in the appropriate box(es) below.

General Business	(Tick the box that applies)	
	For	Against
1. Adoption of reports and financial statements		
2. Election of directors:		
2.1 To re-elect Michael Donovan as a director		
2.2 To elect Glenys Shearer as a director		
3. Record reappointment of the Auditors and authorise the Board to fix the remuneration		

Signed this

day of

2013

Signed by each shareholder named above.

NOTES:

- Any shareholder of the Company entitled to attend and vote at the Annual Meeting may appoint a proxy to attend and vote in the place of that shareholder. A proxy need not be a shareholder of the Company.
- If you are joint holders of shares, each of you must sign this proxy form (in which case the appointment made and voting instructions given are done so on behalf of each joint holder).
- If you are a company, this proxy form must be signed on behalf of the company by a duly authorised officer or attorney of the company.
- If this proxy form has been signed under a power of attorney 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 must be produced to the Company with this proxy form.
- For this proxy form to be valid, you must return it duly completed to the Company's registered office, Level 3, 235 Broadway, Newmarket, Auckland, so that it is received no later than **10.00AM on 9 DECEMBER 2013**. You can produce it to the Company by:
 - » Delivering it to the Company's registered office; or
 - » Posting it to the Company's registered office at PO Box 91148, Auckland; or
 - » Faxing it to the Company at its facsimile number: +64 9 306 2523.
- Each of the directors of the Company listed below offers himself as a proxy to shareholders:
 - T C Glasson
 - G Popplewell
 - W J Bell
 - M Ford

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Freepost Authority Number 62399



Hallenstein Glasson Holdings Limited
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Auckland 1141

WWW.HALLENSTEINGLASSON.CO.NZ