

HALLENSTEIN GLASSON HOLDINGS LIMITED

NOTICE OF MEETING 2018



NOTICE OF MEETING

Notice is given that the Annual Meeting of Shareholders of Hallenstein Glasson Holdings Limited (the *Company*) will be held at Rydges Latimer, 30 Latimer Square, Christchurch, on **Wednesday 12 December 2018 at 10:00 am**. The shareholders are 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 Independent Auditor's Report for the financial year ended 1 August 2018.

2. Director Elections

To consider, and if thought fit, to elect as a Director of the Company (by ordinary resolution of the shareholders) Mary Devine, who was appointed by the Directors in August 2018:

- **Resolution 2.1: To elect Mary Devine as a Director**

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 2.2: To re-elect Warren Bell as a Director**

- **Resolution 2.3: To re-elect Graeme Popplewell as a Director**

As at the date of the notice, the Board considers Mrs. Devine an Independent Director for the purpose of the NZX listing rules and that Mr. Bell and Mr. Popplewell are not Independent Directors for those purposes.

3. Auditors

To record the reappointment of PricewaterhouseCoopers as Auditors of the Company pursuant to section 207T of the Companies Act 1993, and authorise the Directors to fix the remuneration of the Auditors for the ensuing year.

ORDINARY RESOLUTION

The resolutions in items 2 and 3 above require approval by way of an ordinary resolution of shareholders. 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 Computershare Investor Services Ltd, Private Bag 92119, Auckland 1142, so it is received no later than 10.00 am on 10 December 2018.
4. Each of the Directors of the Company listed below offers themselves as a proxy to shareholders:

M J Donovan
T C Glasson
M J Ford
K Bycroft
G Popplewell

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