

NOTICE OF MEETING 2014



**NOTICE AND PROXY FORM FOR
ANNUAL MEETING OF SHAREHOLDERS**

10 DECEMBER 2014

HALLENSTEIN GLASSON HOLDINGS LTD

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 10 DECEMBER 2014 AT 10:00am**.

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 Auditors' Report for the financial year ended 1 August 2014.

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 Timothy Glasson as a Director

Resolution 2.2: To elect Karen Bycroft as a Director

Ms Bycroft was appointed in November and in accordance with the constitution of the Company will retire at the Annual Meeting. Ms Bycroft is a Melbourne based retail consultant and executive coach who brings a deep and practical understanding of retailing with 20 years of corporate experience gained within a number of organisations in the UK and Australia. She is passionate about helping retailers to be more effective in Strategy, Marketing, Branding, Customer Engagement and Leadership.

Ms Bycroft has held senior leadership roles in a number of high profile UK brands including Interim Director of Marketing at Marks and Spencer, Marketing Director at Adams Childrenswear, Head of Marketing at Woolworths, and Marketing Manager at Sears Menswear. She has worked as a Retail Consultant and Executive Coach with Myer, Country Road, Freedom Furniture, BP Retail, IKEA and Kikki K focussing on Strategy and Career Development. Ms Bycroft is currently an external board advisor for The Spotlight Retail Group in Australia.

Ms Bycroft combines her retail business knowledge with considerable experience in education. She has lectured in Retailing at Oxford Brookes Business School (UK), developed customised executive education programs for Myer and Freedom Furniture at Monash University, and facilitated on the Australian Retailers Association Diploma in Retailing. Ms Bycroft is also an Associate at Melbourne Business School where she facilitates and coaches on Leadership Programs and the Executive MBA. She has a Bachelor of Science and a Postgraduate Diploma in Marketing (Northumbria University, UK).

Ms Bycroft 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 Directors 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 8 December 2014**.
4. Each of the Directors of the Company listed below offers himself as a proxy to shareholders:

M J Donovan

M J Ford

W J Bell

G J Popplewell

HALLENSTEIN GLASSON HOLDINGS LIMITED

PROXY FORM FOR ANNUAL MEETING OF SHAREHOLDERS

10:00am, 10 December 2014, Rydges Latimer, 30 Latimer Square, Christchurch.

I/We

Full name

Full address

Number of shares held

being a Shareholder of 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 10 December 2014, 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

	For	Against
1. Adoption of reports and financial statements		
2. Election of directors:		
2.1 To re-elect Timothy Glasson as a Director		
2.2 To elect Karen Bycroft as a Director		
3. Record reappointment of auditor and authorise Board to fix remuneration		

Signed this _____ day of _____ 2014

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 8 December 2014**. 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:

M J Donovan

M J Ford

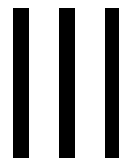
W J Bell

G J Popplewell

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HALLENSTEIN GLASSON
HOLDINGS LIMITED

WWW.HALLENSTEINGLASSON.CO.NZ