

Tape here

NOTICE OF MEETING AND PROXY FORM FOR ANNUAL MEETING OF SHAREHOLDERS

5 DECEMBER 2012

Freepost Authority Number 62399

Free  

Hallenstein Glasson Holdings Limited
P O Box 91148
Auckland Mail Centre
Auckland 1141



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 Rendezvous I, Rendezvous Grand Hotel, Corner Mayoral and Vincent Street, Auckland, on **Wednesday, 5 December 2012** at **10:00am**.

Parking is available in the adjacent car park building on Mayoral Drive and vouchers are available on request at the meeting. 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 2012.

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 Warren Bell as a Director

Resolution 2.2: To re-elect Malcolm Ford as a 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.

4. Increase in Directors' Fees

To consider and if thought fit, pass the following resolution as an ordinary resolution of the Company:

"That, for the purposes of NZX Listing Rule 3.5.1 and for other purposes, and in accordance with the Company's constitution, the maximum amount of Directors' fees for their services as Directors be increased from the present limit of \$357,000 in aggregate to \$410,000 per annum in aggregate, to be divided amongst the Directors as they deem appropriate, and to take effect from 2 August 2012."

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).

Address by Chairman

Please note that for Shareholders who are unable to attend the meeting, a transcript of the Chairman's address 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.

Explanatory Note for Item 4

The last Directors' fees increase was in 2007 when the Directors' fee pool was increased to \$357,000. The proposed increase in the Directors' pool is a 15% increase since 2007. The Board considers the increase in the Directors' pool to be reasonable having regard to the time elapsed since the last increase, and the current market for Directors' fees for companies similar in size and complexity to the Company.

Proxies

- 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.
- A proxy granted by a company must be executed by a duly authorised officer or attorney of that company.
- 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 **3 December 2012**.
- Each of the Directors of the Company listed below offers himself as a proxy to Shareholders:
 - T C Glasson
 - G Popplewell
 - M J Donovan

HALLENSTEIN GLASSON HOLDINGS LIMITED (THE COMPANY)

Proxy Form for Annual Meeting of Shareholders

10:00am, 5 December 2012, Rendezvous I, Rendezvous Grand Hotel, Corner Mayoral and Vincent Street, Auckland.

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 5 December 2012, 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.

	(Tick the box that applies)	
General Business	For	Against
1. Adoption of reports and accounts		
2. Election of Directors:		
2.1 Re-elect Warren Bell as a Director		
2.2 Re-elect Malcolm Ford as a Director		
3. Record reappointment of Auditor and authorise Board to fix remuneration		
4. Increase in Director fees		

Signed this _____ day of _____ 2012

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 **3 December 2012**. 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
 - M J Donovan

Please tear, fold and freepost Proxy form