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Hallenstein Glasson Holdings Ltd



Freepost Authority Number 62399



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

*Notice of Meeting and Proxy Form
 for Annual Meeting of Shareholders
 7 December 2010*

NOTICE OF MEETING

Notice is given that the Annual Meeting of Shareholders of Hallenstein Glasson Holdings Limited (the Company) will be held at The Great Hall, Château on The Park, Cnr Deans Ave and Kilmarnock St, Christchurch, on Tuesday 7th December 2010 at 10:00 am.

The Shareholders are invited to join the Directors for morning tea at 9:30 am 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 2010.

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 re-elect Diane Humphries as a Director

Mr Malcolm Ford was appointed during the year and in accordance with the constitution of the Company will retire at the Annual Meeting. Mr Ford is Melbourne based, and his background includes 20 years with Pacific Brands. He has significant experience in brand management, and in sourcing from China. Mr Ford offers himself for election as an independent director.

Resolution 2.3: To 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.

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.
- On the next page is a Proxy form. To be valid, the Proxy form must be returned duly completed to the Company's registered office, 187 Queen Street, Auckland, no later than 10.00 am on 3 December 2010.
- Each of the Directors of the Company listed below offers himself as a Proxy to Shareholders:

T C Glasson
H N P Bretherton
W J Bell
G J Popplewell

HALLENSTEIN GLASSON HOLDINGS LIMITED (the Company)

PROXY FORM FOR ANNUAL MEETING OF SHAREHOLDERS

10:00am, 7th December 2010, The Great Hall, Château On The Park, Cnr Deans Ave and Kilmarnock St, 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 7 December 2010, 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. Election of Directors:		
2.1 Re-elect Michael Donovan as a Director		
2.2 Re-elect Diane Humphries as a Director		
2.3 Elect Malcolm Ford as a Director		
2. Record re-appointment of Auditor and authorise Board to fix remuneration		

Signed this _____ day of _____ 2010

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 returned 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, 187 Queen Street, Auckland, so that it is received no later than 10:00am on 3 December 2010. You can return 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:

W J Bell
T C Glasson
H N P Bretherton
G J Popplewell