

notice of annual general meeting

Notice is hereby given that the Annual General Meeting of shareholders of Hellaby Holdings Limited will be held at the Rendezvous Hotel, corner Mayoral Drive and Vincent Street, Auckland on Thursday 5 November 2009, at 2:00 pm.

BUSINESS TO BE TRANSACTED

Annual Report

To receive the report of the directors, the financial statements for the year ended 30 June 2009, and the report of the auditors.

Resolutions

Ordinary Business

To elect directors.

- 1 Mr JH Maasland retires by rotation in accordance with clause 20.5 of the Company's constitution.
- 2 Mr SJ Smith retires by rotation in accordance with clause 20.5 of the Company's constitution.
- 3 Mr GK Mollard was appointed as a director of the Company during the year and retires in accordance with clause 20.4 of the Company's constitution.

[\(see explanatory note overleaf\)](#)

All directors, being eligible, offer themselves for re-election. Messrs Maasland, Smith and Mollard are independent directors.

Mr WF Falconer has announced that he will retire as chairman and as a director of the company at the completion of the 5 November 2009 Annual General Meeting.

To set auditors remuneration

- 4 To authorise the directors to fix the remuneration and expenses of the auditors for the current year.

Proxies

Any shareholder who is entitled to attend and vote at the meeting may instead appoint a proxy to attend and vote on their behalf.

If you wish to appoint a proxy please complete the enclosed proxy form and mail to:

Computershare Investor Services Limited
Private Bag 92 119
Auckland, 1142

not less than 48 hours before the time of holding the meeting.

Note

Tea and coffee will be served at the conclusion of the meeting.

For and on behalf of the Board



RP Jolly
Company Secretary
Auckland
10 September 2009

EXPLANATORY NOTE

Resolution 3

Gary Mollard

Gary Mollard was appointed as a director of the Company in September 2009.

The Board has appointed Gary Mollard as an independent director, pending the planned retirement of Bill Falconer.

Gary is the chairman and former managing director of NDA Group, an international engineering and manufacturing group of companies. He is also chairman of Aber Holdings, and a director of Innovation Waikato and Central Capital.

Prior to becoming chief executive of NDA Engineering and subsequently leading a management buy-out of that company, Gary has held general management positions with Television New Zealand, Natural Gas Corporation and Golden Bay Cement.

Qualifications: BA (Economics), MBA.