

# NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of shareholders of Hellaby Holdings Limited will be held in the Waitemata Room, Langham Hotel, 83 Symonds Street, Auckland on Friday 16 November 2007, at 10:00 am.

## BUSINESS TO BE TRANSACTED

### Annual Report

To receive the report of the directors, the financial statements for the year ended 30 June 2007, and the report of the auditors.

### Resolutions

#### Ordinary Business

- 1 To elect directors.

Messrs W.J. Falconer and R.W. Carter retire by rotation in accordance with clause 20.5 of the Company's constitution.

Mr H. Green, having attained the age of over 70, retires in accordance with clause 20.7 of the Company's constitution.

All directors, being eligible, offer themselves for re-election. Messrs Carter and Green are associated with the Hugh Green Trust. Mr Falconer is an independent director.

- 2 To authorise the directors to fix the remuneration of the auditors for the current year.

#### Special Business

- 3 To consider and, if thought fit, pass the following ordinary resolution.

'The Company grants to John Williamson an option to acquire up to 1,000,000 ordinary shares in the Company in accordance with the terms of his Fixed Term Executive Employment Agreement'.

(See explanatory note overleaf)

### 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, 1020

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

### Note

Tea and coffee will be served between 9:30 am and 10:00 am.

For and on behalf of the Board



R.P. Jolly  
Company Secretary  
Auckland  
10 September 2007

Shareholder approval is sought for the grant of an option to John Williamson to acquire up to 1,000,000 ordinary shares in the Company in accordance with the terms of his Fixed Term Executive Employment Agreement with the Company (the "Employment Agreement").

The Board considers that the proposed grant of the option will provide an appropriate incentive to grow the share price of the company.

NZX Listing Rule 7.3.6 and the Company's constitution require that shareholder approval be obtained where options are to be granted to a Director.

Key terms of the Option:

Within seven (7) days of the shareholders of the Company passing the resolution referred to above at this Annual General Meeting, the Company shall grant an option ("Option") to John Williamson. The Option shall reward John Williamson based upon the growth in total shareholder returns ("TSR") over the three year term of the Employment Agreement as follows:

- The "Option Term" means the period from 1 July 2007 to 30 June 2010 (inclusive).
- $TSR = \sqrt[3]{(a/b)}$  minus 1

That is, (the cube root of (a divided by b) ) minus 1

where:

a = the volume weighted average market capitalisation of the Company's ordinary shares calculated on trades on the main board of New Zealand Exchange Limited ("NZSX") over the 15 business days ending on 30 June 2010 plus the net dividends paid per share during the Option Term.

b = the volume weighted average market capitalisation of the Company's ordinary shares calculated on trades on the NZSX over the 15 business day period ending on 30 June 2007 or the 15 business day period ending after the public announcement of John Williamson's appointment, whichever is later.

TSR shall be not less than 0.

- The "Issue Price" for each ordinary share issued under the Option means a price equal to the volume weighted average market capitalisation of the Company's ordinary shares calculated on trades on the NZSX over the 15 business day period ending on 30 June 2007.
- If at any time prior to 30 June 2010 the ordinary shares of the Company are subdivided or consolidated then the calculation of the TSR, the number of shares the Option is entitled to, and the Issue Price will be appropriately amended.
- The issue by the Company of any shares, options or other securities for value will not require any change to the method of calculating the TSR.
- If the TSR is less than 15%, the Option will lapse with effect on 1 July 2010.
- If the TSR is 15%, the Option shall entitle John Williamson to subscribe for up to 500,000 ordinary shares in the Company upon payment of the Issue Price for each share.
- If the TSR is 20% or more, the Option shall entitle John Williamson to subscribe for up to 1,000,000 ordinary shares in the Company upon payment of the Issue Price for each share.
- If the TSR is between 15% and 20%, the Option shall entitle John Williamson to subscribe for up to a pro-rated number of ordinary shares between 500,000 and 1,000,000 (e.g. a TSR of 17.5% would entitle John Williamson to 750,000 ordinary shares) upon payment of the Issue Price for each share.
- Upon John Williamson for any reason whatsoever ceasing to be employed by the Company prior to 30 June 2010, the Option shall immediately lapse and John Williamson will have no entitlement to any shares of the Company pursuant to the Option.
- If John Williamson wishes to subscribe for ordinary shares pursuant to his entitlement under the Option, John Williamson must give the Company not less than 5 business days written notice of his exercise of the Option. John Williamson shall deliver notice in the form of the Third Schedule of the Employment Agreement together with a cheque for the Issue Price of the shares subscribed for. John Williamson can only give one notice of exercise of the Option, and such notice may be for all or some of the shares to which the Option entitles John Williamson to subscribe for. John Williamson's entitlement to subscribe for shares under the Option will lapse upon the earlier of:
  - a. the exercise of the Option (for part or all) by way of giving notice in accordance with the Third Schedule; or
  - b. 20 December 2010.

Upon the Option lapsing, John Williamson shall have no entitlement to subscribe for shares in the Company pursuant to the Option.