

# Notice of Annual Meeting

Notice is given that the 60th Annual Meeting of shareholders will be held in Chancellor 1 Room, Level 16, James Cook Hotel Grand Chancellor, 147 The Terrace, Wellington, on Wednesday 13 November 2013 commencing at 12 noon.

## Meeting Agenda

### A. The Chairman's Introduction

### B. Chief Executive's Address

### C. Financial Statements

To receive the Financial Report and Shareholder Review constituting the Annual Report for the year ended 30 June 2013, including the financial statements and auditors report.

### D. Auditors (Resolution 1)

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

*Resolution 1:* That the Directors be authorised to fix the auditors remuneration for the ensuing financial year.

### E. Election of Directors (Resolutions 2 – 4)

In accordance with the NZX listing rules Dean Pritchard and Dave Taylor (being together one-third of the Directors) must retire and, being eligible offer themselves for re-election.

Anne Urlwin was appointed a Director by the Board on 1 June 2013. In accordance with the NZX listing rules Anne Urlwin retires and offers herself for election.

Accordingly to consider and pass the following as ordinary resolutions:

*Resolution 2:* To re-elect Dean Pritchard

*Resolution 3:* To re-elect Dave Taylor

*Resolution 4:* To elect Anne Urlwin

### F. Other Business

To consider any other matter which may properly be brought before the Annual Meeting.

## Proxies

Any shareholder who is entitled to attend and vote at the Annual Meeting may appoint a proxy to attend and vote on their behalf. A proxy need not be a shareholder of the Company. You may appoint the Chairman of the meeting as your proxy or alternate proxy.

All joint holders of shares must sign the Proxy Form if appointing a proxy. Companies appointing a proxy must have the Proxy Form signed by a duly authorised officer or attorney.

Where a Proxy Form is returned without any direction on how a particular resolution is to be voted, the proxy holder may vote as they chose on your behalf on that resolution.

To appoint a proxy you can complete and sign the enclosed Proxy Form and return it by delivery, mail, facsimile or scan and email to the share registrar of the Company or lodge online as detailed in the proxy/Voting Form.

Proxy Forms must be received no later than 12 noon Monday 11 November 2013.

## Invitation

Light refreshments will be served after the Annual Meeting, Directors and Senior Management look forward to meeting informally with shareholders and guests.

By order of the Board



Janie Elrick

Company Secretary

27 September 2013

# Explanatory Notes

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## 1. Auditors (Resolution 1)

To record that the auditors, PricewaterhouseCoopers, continue in office by virtue of section 200 of the Companies Act 1993. Resolution 1 authorises the Directors to fix PricewaterhouseCoopers remuneration for the 2014 financial year.

## 2. Election of Directors (Resolutions 2 – 4)

NZX listing rule 3.3.11, requires one-third of the Directors to retire by rotation at each annual meeting. Under this rule Dean Pritchard retires and offers himself for re-election.

NZX listing rule 3.3.11, requires one-third of the Directors to retire by rotation at each Annual Meeting. NZX listing rule 3.3.9 determines no term of appointment of an Executive Director shall exceed 5 years. This provision shall not preclude the reappointment of an Executive Director upon expiry of a term of appointment. Under these two rules Dave Taylor retires and offers himself for re-election.

Anne Urlwin was appointed a Director of Steel & Tube Holdings Limited on 1 June 2013. In accordance with NZX listing rule 3.3.6, retires and offers herself for election.

### **Dean Pritchard** BE, FIE Aust, CP Eng, FAICD

Appointed a Director on 20 May 2005. Mr Pritchard is a former Chief Executive Officer of Baulderstone Hornibrook, Chairman of ICS Global Limited and Director of Zinifex Limited, Rail Corporation New South Wales (RailCorp), Eraring Energy and Spotless Group Limited. He is currently a Director of OZ Minerals Limited and Arrium Limited.

### **Dave Taylor** B.Sc

Appointed Chief Executive Officer and a Director on 5 October 2009, Mr Taylor was previously General Manager of the Australian Reinforcing Company, a subsidiary of OneSteel. In 22 years at the BOC Group, he held a number of senior executive positions, initially in the United Kingdom and later as President BOC Gases Korea, based in Seoul, and Managing Director Process Gas Solutions South Pacific, based in Sydney. Mr Taylor is also a Director of Steel & Tube New Zealand Limited and a Director of the Building Industry Federation.

### **Anne Urlwin** BCom; CA; F InstD; FNZIM; ACIS

Appointed a Director on 1 June 2013, Ms Urlwin has more than 20 years' directorship experience in sectors ranging from infrastructure, telecommunications, energy, health, transport, information technology, research, banking, forestry and the primary sector as well as education, sports administration and the theatre. She is currently Chair of Naylor Love Enterprises Ltd and has directorships with Chorus Ltd, Southern Response Earthquake Services Ltd, and One Path Life (NZ) Ltd.