

michael hill

INTERNATIONAL LIMITED

Notice of Annual Meeting

Notice is hereby given that the annual meeting of shareholders of Michael Hill International Limited will be held at the Ellerslie Events Centre, Great Northern Room, 80-100 Ascot Avenue, Greenlane, Auckland on Friday, 6 November 2009 at 10.30 am.

Business

The business of the meeting will be:

1 Financial statements and reports

To receive and consider the annual report including the financial statements and the auditor's report for the year ended 30 June 2009.

2 Re-election of Michael Robin Parsell and Murray Richard Doyle as directors

To consider, and if thought fit, to re-elect Michael Robin Parsell and Murray Richard Doyle as directors of the company by passing the following ordinary resolutions:

- a. "That Michael Robin Parsell be re-elected as a director of the company."
- b. "That Murray Richard Doyle be re-elected as a director of the company."

See explanatory notes.

3 Auditors

To record that the company's auditors PriceWaterhouseCoopers are automatically reappointed as auditors pursuant to section 200 of the Companies Act 1993 and to consider, and if thought fit, to pass the following ordinary resolution:

"That the directors be authorised to fix the remuneration of the auditors for the ensuing year."

4 Other business

To consider any other ordinary business which may be properly brought before the meeting.

Proxies

All shareholders are entitled to attend and vote at the meeting or to appoint a proxy to attend and vote in their place. A proxy need not be a shareholder of the company. Individuals who are disqualified from voting on any resolution are unable to vote on a discretionary proxy.

Enclosed with this notice of meeting is a proxy form. For the appointment of a proxy to be valid, the form must be deposited at the office of the company's share register, Computershare Investor Services Limited at either Private Bag 92119, Auckland 1142 or at Level 2, 159 Hurstmere Road, Takapuna, North Shore City, so as to be received no later than 48 hours before the start of the meeting (being no later than 10.30 am on Wednesday, 4th November 2009). Postal voting is not permitted.

All of the directors offer themselves as proxy to shareholders and, subject to the restriction that they cannot vote a discretionary proxy if they themselves are disqualified from voting, will vote in favour of all of the resolutions put to the meeting unless otherwise directed.

Corporate representatives

A corporation which is a shareholder may appoint a person to attend the meeting on its behalf in the same manner as that in which it could appoint a proxy. The form to appoint a proxy/corporate representative must be signed on behalf of the company by a person acting under the company's express or implied authority.

Requisite majorities and voting

In order for it to be passed, an ordinary resolution requires the affirmative vote of a simple majority of more than 50% of the votes cast by those entitled to vote and who vote in person or by proxy.

By order of the board of directors



W. K. Butler | Company Secretary | 25 September 2009

Explanatory Notes

Resolutions 1 and 2 (Business Item 2) – Re-election of Michael Robin Parsell and Murray Richard Doyle as directors

Michael Robin Parsell and Murray Richard Doyle are currently directors of the company and retire by rotation in accordance with Listing Rule 3.3.8. Each director, being eligible, offers himself for re-election.

Mr Parsell is currently a director of the company and was appointed a director in 1989.

Mr Doyle is currently a director of the company. He was appointed to the board in 2000.

Further details in respect of Mr Parsell and Mr Doyle are contained in the company's annual report which can be viewed at www.michaelhill.com.

The other directors support the re-election of Mr Parsell and Mr Doyle as directors.