



TOURISM HOLDINGS LIMITED

MINUTES OF ANNUAL MEETING OF SHAREHOLDERS

**Held at the Heritage Hotel, Auckland
on Thursday 18 November 2010
at 1.30 p.m., pursuant to a
Notice of Meeting previously circulated to all shareholders**

PRESENT:

Directors:

K R Smith (Chairman)	RGM Christie
G W Bowker	D Gupta
G Wong	J Bongard

THL Executive Staff:

G Webster	P Illingworth (Secretary)
I Lewington	S Sullivan
Q Hall	K Meldrum
M Horne	D Shaw

Shareholders and Other Attendees:

68 people

APOLOGIES:

Graham, Lynn and John Gosney

MEETING OPENING:

The Chairman declared the meeting open at 1.30 p.m. and welcomed shareholders to the twenty fourth Annual Meeting of Tourism Holdings Limited.

1. INTRODUCTION

The Chairman, Mr Keith Smith, introduced to the meeting all Directors, Mr Grant Webster, Chief Executive Officer, Mr Ian Lewington, Chief Financial Officer, Mr Paul Illingworth, Secretary to the Board and advised members of the Executive Management team were present. He advised that representatives from the Auditors and the Legal Advisors were also present.

The Chairman confirmed that a quorum was present and that the notice of meeting was sent to all shareholders recorded on the register on 29 September 2010 and to other persons entitled to receive the notice.



2. MINUTES OF PREVIOUS ANNUAL MEETING

The Chairman advised that the minutes of the previous Annual Meeting (held on 10 November 2009), were approved by the Directors at their first meeting following that Annual Meeting. He advised that the minutes were available for review with the Board Secretary after the meeting if any shareholder so desired, and were also posted on the company's website.

3. CHAIRMAN'S ADDRESS

Please refer to the Chairman's address on the *thl* website. www.thlonline.com

4. CEO'S ADDRESS

Please refer to the CEO's address on the *thl* website. www.thlonline.com

5. GENERAL BUSINESS

The Chairman stated that Tourism Holdings Limited had received 228 valid proxies representing 43% of the votes able to be cast.

6. RECEIPT OF ANNUAL REPORT, FINANCIAL STATEMENTS AND REPORT OF THE AUDITORS

The Chairman moved that the financial statements together with the Annual Report and Auditors report for the year ended 30 June 2010 be received by the meeting.

The Chairman called for questions on the financial statements.

Mr Grant Diggle from the NZ Shareholders Association asked Mr Keith Smith about the future of Asia, China and India and whether we would ramp up the driven market rather than self drive. Mr Keith Smith requested that Mr Grant Webster comment on this and he replied that returns are not acceptable in this segment. Mr Keith Smith stated that the focus is to get these people to be self drive.

A shareholder queried our dividends policy and Mr Keith Smith replied that we are confident of our cash flows and Balance Sheet and that we would like to maintain 4 cents per share for the year.

Mr Mike Hall queried whether we were using the Balance Sheet for growth and asked what we had in mind. Mr Grant Webster stated that *thl* is looking at various opportunities worldwide but we have nothing to announce at present and any acquisition considered must meet *thl* return requirements. Mr Keith Smith said that we must leverage opportunities using our support structure and current overheads.

Moved by: Keith Smith

CARRIED



7. ELECTION OF DIRECTORS

The Chairman advised that in accordance with Tourism Holdings Constitution, Mr Keith Smith retires by rotation and being eligible, offers himself for re-election. In addition Mr Graeme Bowker retires by rotation and being eligible, offers himself for re-election and Mr John Bongard having been appointed since the last annual meeting retires, and being eligible offers himself for re-election. The Chairman handed over the chair to Mr Rick Christie who asked each Director up for re-election to address the meeting as to their reasons for seeking re-election and what they can offer the company.

The Constitution requires that each of the motions be put separately.

Re-election of: Mr Keith Smith

Moved: Rick Christie

CARRIED

Mr Rick Christie congratulated Mr Keith Smith on his re-election and passed the chair back to Mr Keith Smith.

Re-election of: Mr Graeme Bowker

Moved: Keith Smith

CARRIED

Re-election of: Mr John Bongard

Moved: Keith Smith

CARRIED

8. AUDITORS

The Chairman moved the re-appointment of PricewaterhouseCoopers as Auditors for the company and to authorise the Directors to fix the remuneration of the Auditors for the ensuing year.

Moved by: Keith Smith

CARRIED

9. QUESTIONS FROM SHAREHOLDERS

A shareholder queried the drift in the share price since June and asked if we should have a higher profile to lift the price. Mr Keith Smith replied stating that the share price was up but dropped after our profit downgrade announcement. He noted that the results for the half year were not as good as last year and that we expect better but will be maintaining our dividend policy at present.

There being no further business the meeting closed at 2:40pm

MINUTES of the Annual Meeting of Shareholders of **Tourism Holdings Limited** were confirmed this 15 December 2010.

Keith Smith
Chairman