

Fisher & Paykel appliances

Fisher & Paykel Appliances Holdings Limited
78 Springs Road, East Tamaki
PO Box 58546, Greenmount
Auckland, New Zealand

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Facsimile: +64 9 273 2789

www.fisherpaykel.co.nz



19 July 2005

United States Securities and Exchange Commission
450 Fifth Street, NW
Washington DC 20549
UNITED STATES OF AMERICA

SUPPL

REFERENCE: 82-34868

SECURITIES EXCHANGE ACT 1934, RULE 12g3-2(b)
FISHER & PAYKEL APPLIANCES HOLDINGS LIMITED



In accordance with the exemption that we have from Rule 12g3-2(b) please find enclosed the following which has been sent to the Companies Office:

- Notice of Issue of Shares
- Notice of Certification relating to consideration for Issue of Shares

Yours faithfully
FISHER & PAYKEL APPLIANCES HOLDINGS LIMITED

PROCESSED

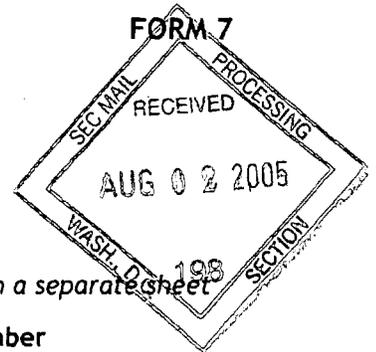
AUG 04 2005

THOMSON
FINANCIAL

MIKE MATSON
Group Solicitor

**Notice of
ISSUE OF SHARES
Section 42**

Section 43(1), Companies Act 1993



*Delete in applicable.

(If there is insufficient space on the form to supply the information required, attach a separate sheet containing the information set out in the prescribed format.)

Company Name	Fisher & Paykel Appliances Holdings Limited	Company Number	AK/289193
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ISSUE OF SHARES Shares Prior to this issue 263,856,360 (a)

Set out in the table below are particulars of the issue of shares by the above company.

Date of issue	Number of shares
15 July 2005	13,333

Total shares issued in this issue 13,333 (b)

Total company shares (a+b=c) 263,869,693 (c)

APPROVAL (complete only if shares cannot be issued by reason of any limitation or restriction in the company's constitution. See section 44 of the Companies Act 1993 for more information.)

Set out in the table below are particulars of the approval by shareholders to the issue of shares by the above company.

Number of shares	Terms of approval of issue (if any)	Date of approval

Signature of director / authorised person: M. J. Richardson Date: 15 July 2005

Full legal name of director / authorised person: Mark David Richardson

Completed by	M R Matson - Fisher & Paykel Appliances Limited	Email*	
Address	PO Box 58546, Greenmount, Auckland	Telephone	09 273 0600
		Facsimile	09 273 2789

POST TO:
National Processing Centre
Private Bag 92061
Auckland Mail Centre

*Optional

The Companies Act 1993
NOTICE OF CERTIFICATION RELATING TO CONSIDERATION FOR
ISSUE OF SHARES
SECTION 47(5)

Document Number

(for office use only)

The information in this form must be either typewritten or printed. It must not be handwritten.

Company
Name

FISHER & PAYKEL APPLIANCES
HOLDINGS LIMITED

Company number

AK/289193

The following is a true copy of a certificate signed by the Directors in compliance with Section 47(2)

- "1. The Options (to acquire shares in the Company) are being issued free of charge;
2. the consideration for the shares received on exercise of the Options issued prior to the separation will be equal to the average of the mid-market closing prices of the shares on the NZSE over the first 20 trading days after the day on which the shares begin trading on the NZSE;
3. the terms of issue are set out in the Plan (Fisher & Paykel Appliance Share Option Plan) rules;
4. and certify that in their opinion the consideration for and the terms of issue of:
 - (a) the Options; and
 - (b) the fully paid, ordinary shares in the Company that may be acquired by the holders of Options on exercise,

are fair and reasonable to the Company and to all existing shareholders.

Dated 7 September 2001"

Signature of Authorised Person

M. D. Richardson

Name of Authorised Person

Mark David Richardson

Date

15 July 2005

Presented by

M R Matson
Fisher & Paykel Appliances Limited

Account Number

1026804

Postal Address

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