

**Fisher & Paykel  
Appliances Holdings  
Limited**

78 Springs Road, East Tamaki  
P O Box 58546, Greenmount  
Auckland, New Zealand

Telephone: +64-9-273 0600  
Facsimile: +64-9-273 0609

www.fisherpaykel.com

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2005 DEC 28 A 9 49

OFFICE OF INTERNATIONAL  
CORPORATE FINANCE



22 December 2005

SUPPL

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

**Re: Fisher & Paykel Appliances Holdings Limited  
File # 82-34868**

The attached documents were lodged with the Australian [ASX] and New Zealand Stock Exchanges [NZX] on 22 December 2005.

Accordingly a copy of this document is furnished to satisfy the requirements of Rule 12g3-2(b); file reference # 82-34868.

Yours faithfully

**M D Richardson**  
Chief Financial Officer

PROCESSED

DEC 30 2005

THOMSON  
FINANCIAL

*Handwritten signature/initials*

Enclosures:

1. NZX Notice of Issue of Securities
2. ASX Appendix 3B - New Issue Announcement

[status](#) [new](#) [search](#) [user](#) [help](#) [logout](#)

**NZY Market Announcement Platform (MAP)**



You are logged in as Linda Ross (Fisher & Paykel Appliances Holdings Limited - FPA)

**View Announcement**

**Headline** Notice of Issue of Securities

**Announcement text** Fisher & Paykel Appliances Holdings Limited  
STOCK EXCHANGE RELEASE: NZX; 22 December 2005

Notice of Issue of Securities

1. Class of Securities Issued : Ordinary Shares
2. Number of Securities Issued : 22,277
3. Principal Terms of the Securities : Issue of 22,277 Ordinary Shares following cancellation of 66,668 Options Granted under the Fisher & Paykel Appliances Share Option Plan in November 2001 in consideration for the issue of shares.
4. Issue Price : 22,277 Shares @ NZ\$0.00
5. Date of Issue : 22 December 2005
6. Number and Class of All Securities Quoted, Including This Issue : 264,251,800 Ordinary Shares
7. Number and Class of All Securities Not Quoted : 10,470,047 Options to Acquire Ordinary Shares

M D Richardson  
Company Secretary

Embargo Until None

Description	Type	Size (kb)	Action
Ongoing Disclosure	PDF file	12	

This announcement has no comments.

**Being Worked On (0)**

No announcements are being worked on.

**Waiting for Release (1)**

- Notice of Issue of Securities  
Status: *Waiting for review*  
Sent - 22 Dec 2005 at 12:09:41 PM

**Last 5 Released Announcement(s)**

- Ongoing Disclosure - A Cooke  
Released - 20 Dec 2005 at 11:23:08 AM
- Notice of Issue of Securities  
Released - 20 Dec 2005 at 10:42:29 AM
- Fisher & Paykel Appliances Relocating More to USA  
Released - 8 Dec 2005 at 10:34:10 AM
- Interim Report for the Six Months Ended 30/09/2005  
Released - 5 Dec 2005 at 09:26:38 AM
- Notice of Issue of Securities  
Released - 25 Nov 2005 at 01:12:12 PM

**Last 0 Rejected Announcement(s)**

There aren't any rejected Announcements.

**Logged in (1)**

- L Ross

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 2005 DEC 28 A 9:20  
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 CORPORATE FINANCE

*Rule 2.7, 3.10.3, 3.10.4, 3.10.5*

# Appendix 3B

## **New issue announcement, application for quotation of additional securities and agreement**

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003.

Name of entity

Fisher & Paykel Appliances Holdings Limited

ABN

098026263

We (the entity) give ASX the following information.

### **Part 1 - All issues**

*You must complete the relevant sections (attach sheets if there is not enough space).*

- |   |  |  |
|---|--|--|
| 1 | +Class of +securities issued or to be issued   | Ordinary Shares  |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued  | 22,277   |
| 3 | Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | Issue of 22,277 Ordinary Shares following the cancellation of 66,668 Options granted under the Fisher & Paykel Appliances Share Option Plan in November 2001 in consideration for the issue of shares. |

+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

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<p>4 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	<p>Yes</p>				
<p>5 Issue price or consideration</p>	<p>22,277 Shares @ NZ\$0.00 per Ordinary Share</p>				
<p>6 Purpose of the issue          (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>Employee Share Option Scheme</p>				
<p>7 Dates of entering +securities into uncertificated holdings or despatch of certificates</p>	<p>22 December 2005, inclusive</p>				
<p>8 Number and +class of all +securities quoted on ASX (including the securities in clause 2 if applicable)</p>	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 50%;">Number</th> <th style="width: 50%;">+Class</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">264,251,800</td> <td style="text-align: center;">Ordinary</td> </tr> </tbody> </table>	Number	+Class	264,251,800	Ordinary
Number	+Class				
264,251,800	Ordinary				

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+ See chapter 19 for defined terms.

		Number	+Class
9	Number and +class of all +securities not quoted on ASX (including the securities in clause 2 if applicable)	10,470,047	Ordinary Share Options
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	No change	

## Part 2 - Bonus issue or pro rata issue

- |    |   |  |
|----|---|--|
| 11 | Is security holder approval required?   |  |
| 12 | Is the issue renounceable or non-renounceable?  |  |
| 13 | Ratio in which the +securities will be offered  |  |
| 14 | +Class of +securities to which the offer relates  |  |
| 15 | +Record date to determine entitlements  |  |
| 16 | Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?  |  |
| 17 | Policy for deciding entitlements in relation to fractions   |  |
| 18 | Names of countries in which the entity has +security holders who will not be sent new issue documents<br><br><small>Note: Security holders must be told how their entitlements are to be dealt with.<br/>Cross reference: rule 7.7.</small> |  |
| 19 | Closing date for receipt of acceptances or renunciations  |  |

+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

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- |    |   |  |
|----|---|--|
| 20 | Names of any underwriters   |  |
| 21 | Amount of any underwriting fee or commission  |  |
| 22 | Names of any brokers to the issue   |  |
| 23 | Fee or commission payable to the broker to the issue  |  |
| 24 | Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders   |  |
| 25 | If the issue is contingent on +security holders' approval, the date of the meeting  |  |
| 26 | Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled  |  |
| 27 | If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders |  |
| 28 | Date rights trading will begin (if applicable)  |  |
| 29 | Date rights trading will end (if applicable)  |  |
| 30 | How do +security holders sell their entitlements <i>in full</i> through a broker?   |  |
| 31 | How do +security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?  |  |

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+ See chapter 19 for defined terms.

- 32 How do +security holders dispose of their entitlements (except by sale through a broker)?
- 33 +Despatch date

### Part 3 - Quotation of securities

*You need only complete this section if you are applying for quotation of securities*

- 34 Type of securities  
(tick one)
- (a)  Securities described in Part 1
- (b)  All other securities  
Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

### Entities that have ticked box 34(a)

#### Additional securities forming a new class of securities

*Tick to indicate you are providing the information or documents*

- 35  If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders
- 36  If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories  
1 - 1,000  
1,001 - 5,000  
5,001 - 10,000  
10,001 - 100,000  
100,001 and over
- 37  A copy of any trust deed for the additional +securities

**Appendix 3B**  
**New issue announcement**

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**Entities that have ticked box 34(b)**

38 Number of securities for which  
 +quotation is sought

39 Class of +securities for which  
 quotation is sought

40 Do the +securities rank equally in all  
 respects from the date of allotment  
 with an existing +class of quoted  
 +securities?

If the additional securities do not  
 rank equally, please state:

- the date from which they do
- the extent to which they  
 participate for the next dividend,  
 (in the case of a trust,  
 distribution) or interest payment
- the extent to which they do not  
 rank equally, other than in  
 relation to the next dividend,  
 distribution or interest payment

41 Reason for request for quotation  
 now

Example: In the case of restricted securities, end of  
 restriction period

(if issued upon conversion of  
 another security, clearly identify that  
 other security)

	Number	+Class
42 Number and +class of all +securities quoted on ASX (including the securities in clause 38)	<input type="text"/>	<input type="text"/>

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+ See chapter 19 for defined terms.

**Quotation agreement**

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- We warrant that if confirmation is required under section 1017F of the Corporations Act in relation to the +securities to be quoted, it has been provided at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

**Appendix 3B**  
**New issue announcement**

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- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- 4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

*M. D. Richardson*

Sign here: (Company Secretary)

Date: 22 December 2005

Print name: M D Richardson

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**File Reference 82-34868**

**Fisher & Paykel  
Appliances Holdings  
Limited**

78 Springs Road, East Tamaki  
P O Box 58546, Greenmount  
Auckland, New Zealand

Telephone: +64-9-273 0600  
Facsimile: +64-9-273 0609

[www.fisherpaykel.com](http://www.fisherpaykel.com)

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OFFICE OF INTERNATIONAL  
CORPORATE FINANCE

23 December 2005

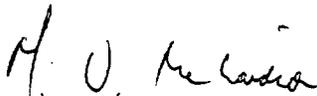
United States Securities and Exchange Commission  
450 Fifth Street, NW  
Washington DC 20549  
UNITED STATES OF AMERICA

**Re: Fisher & Paykel Appliances Holdings Limited  
File # 82-34868**

The attached documents were lodged with the Australian [ASX] and New Zealand Stock Exchanges [NZX] on 23 December 2005.

Accordingly a copy of this document is furnished to satisfy the requirements of Rule 12g3-2(b); file reference # 82-34868.

Yours faithfully



**M D Richardson**  
Chief Financial Officer

## View Announcement



**Headline** Notice of Issue of Securities  
**Announcement text** Fisher & Paykel Appliances Holdings Limited  
 STOCK EXCHANGE RELEASE: NZX; 23 December 2005  
  
 Notice of Issue of Securities  
  
 1. Class of Securities Issued : Ordinary Shares  
 2. Number of Securities Issued : 12,000  
 3. Principal Terms of the Securities : Issue of 12,000 Ordinary Shares following the exercise of 12,000 Options Granted under the Fisher & Paykel Appliances Share Option Plan in August 2002.  
 4. Issue Price : 12,000 Shares @ NZ\$2.525  
  
 5. Date of Issue : 23 December 2005  
 6. Number and Class of All Securities Quoted, Including This Issue : 264,263,800 Ordinary Shares  
 7. Number and Class of All Securities Not Quoted : 10,458,047 Options to Acquire Ordinary Shares  
  
 M D Richardson  
 Company Secretary

Embargo Until None



Description	Type	Size (kb)	Action
Notice of Issue of Securities	PDF file	12	



This announcement has no comments.

### Being Worked On (0)

No announcements are being worked on.

### Waiting for Release (1)

- Notice of Issue of Securities  
 Status: *Waiting for review*  
 Sent - 23 Dec 2005 at 08:57:35 AM

### Last 5 Released Announcement(s)

- Ongoing Disclosure - B] Nowell  
Released - 22 Dec 2005 at 01:15:37 PM
- Notice of Issue of Securities  
Released - 22 Dec 2005 at 12:14:43 PM
- Ongoing Disclosure - A Cooke  
Released - 20 Dec 2005 at 11:23:08 AM
- Notice of Issue of Securities  
Released - 20 Dec 2005 at 10:42:29 AM
- Fisher & Paykel Appliances Relocating More to USA  
Released - 8 Dec 2005 at 10:34:10 AM

### Last 0 Rejected Announcement(s)

There aren't any rejected Announcements.

### Logged in (1)

- L Ross

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 CORPORATE FINANCE

# Appendix 3B

## New issue announcement, application for quotation of additional securities and agreement

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003.

Name of entity

Fisher & Paykel Appliances Holdings Limited

ABN

098026263

We (the entity) give ASX the following information.

### Part 1 - All issues

*You must complete the relevant sections (attach sheets if there is not enough space).*

- |  |   |
|--|---|
| 1 +Class of +securities issued or to be issued   | Ordinary Shares   |
| 2 Number of +securities issued or to be issued (if known) or maximum number which may be issued  | 12,000  |
| 3 Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | Issue of 12,000 Ordinary Shares following the exercise of 12,000 Options granted under the Fisher & Paykel Appliances Share Option Plan in August 2002. |

+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

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<p>4 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	<p>Yes</p>				
<p>5 Issue price or consideration</p>	<p>12,000 Shares @ NZ\$2.525 per Ordinary Share</p>				
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>Employee Share Option Scheme</p>				
<p>7 Dates of entering +securities into uncertificated holdings or despatch of certificates</p>	<p>23 December 2005, inclusive</p>				
<p>8 Number and +class of all +securities quoted on ASX (including the securities in clause 2 if applicable)</p>	<table border="1"> <thead> <tr> <th data-bbox="706 1396 990 1438">Number</th> <th data-bbox="990 1396 1274 1438">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="706 1438 990 1648">264,263,800</td> <td data-bbox="990 1438 1274 1648">Ordinary</td> </tr> </tbody> </table>	Number	+Class	264,263,800	Ordinary
Number	+Class				
264,263,800	Ordinary				

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+ See chapter 19 for defined terms.

		Number	+Class
9	Number and +class of all +securities not quoted on ASX (including the securities in clause 2 if applicable)	10,458,047	Ordinary Share Options
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	No change	

## Part 2 - Bonus issue or pro rata issue

- |    |   |  |
|----|---|--|
| 11 | Is security holder approval required?   |  |
| 12 | Is the issue renounceable or non-renounceable?  |  |
| 13 | Ratio in which the +securities will be offered  |  |
| 14 | +Class of +securities to which the offer relates  |  |
| 15 | +Record date to determine entitlements  |  |
| 16 | Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?  |  |
| 17 | Policy for deciding entitlements in relation to fractions   |  |
| 18 | Names of countries in which the entity has +security holders who will not be sent new issue documents<br><br><small>Note: Security holders must be told how their entitlements are to be dealt with.<br/>Cross reference: rule 7.7.</small> |  |
| 19 | Closing date for receipt of acceptances or renunciations  |  |

+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

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- |    |   |  |
|----|---|--|
| 20 | Names of any underwriters   |  |
| 21 | Amount of any underwriting fee or commission  |  |
| 22 | Names of any brokers to the issue   |  |
| 23 | Fee or commission payable to the broker to the issue  |  |
| 24 | Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders   |  |
| 25 | If the issue is contingent on +security holders' approval, the date of the meeting  |  |
| 26 | Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled  |  |
| 27 | If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders |  |
| 28 | Date rights trading will begin (if applicable)  |  |
| 29 | Date rights trading will end (if applicable)  |  |
| 30 | How do +security holders sell their entitlements <i>in full</i> through a broker?   |  |
| 31 | How do +security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?  |  |

---

+ See chapter 19 for defined terms.

- 32 How do +security holders dispose of their entitlements (except by sale through a broker)?
- 33 +Despatch date

### Part 3 - Quotation of securities

*You need only complete this section if you are applying for quotation of securities*

- 34 Type of securities  
(tick one)
- (a)  Securities described in Part 1
- (b)  All other securities  
Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

### Entities that have ticked box 34(a)

#### Additional securities forming a new class of securities

*Tick to indicate you are providing the information or documents*

- 35  If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders
- 36  If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories  
1 - 1,000  
1,001 - 5,000  
5,001 - 10,000  
10,001 - 100,000  
100,001 and over
- 37  A copy of any trust deed for the additional +securities

+ See chapter 19 for defined terms.

**Entities that have ticked box 34(b)**

38 Number of securities for which  
 +quotation is sought

39 Class of +securities for which  
 quotation is sought

40 Do the +securities rank equally in all  
 respects from the date of allotment  
 with an existing +class of quoted  
 +securities?

If the additional securities do not  
 rank equally, please state:

- the date from which they do
- the extent to which they  
 participate for the next dividend,  
 (in the case of a trust,  
 distribution) or interest payment
- the extent to which they do not  
 rank equally, other than in  
 relation to the next dividend,  
 distribution or interest payment

41 Reason for request for quotation  
 now

Example: In the case of restricted securities, end of  
 restriction period

(if issued upon conversion of  
 another security, clearly identify that  
 other security)

	Number	+Class
42 Number and +class of all +securities quoted on ASX ( <i>including</i> the securities in clause 38)		

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+ See chapter 19 for defined terms.

**Quotation agreement**

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- We warrant that if confirmation is required under section 1017F of the Corporations Act in relation to the +securities to be quoted, it has been provided at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

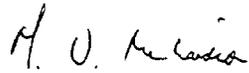
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+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

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- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- 4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before \*quotation of the \*securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.



Sign here: (Company Secretary)

Date: 23 December 2005

Print name: M D Richardson

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+ See chapter 19 for defined terms.