

## Fisher & Paykel Appliances Holdings Limited

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20 May 2011

Stephanie Young  
Senior Advisor, Listings  
ASX Compliance Pty Limited  
20 Bridge Street  
Sydney, NSW 2000  
AUSTRALIA

Via email: [Stephanie.Young@asx.com.au](mailto:Stephanie.Young@asx.com.au)

Dear Stephanie

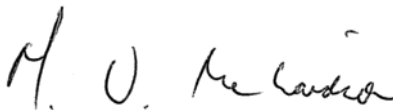
### **FISHER & PAYKEL APPLIANCES HOLDINGS LIMITED – FINAL DIRECTOR'S INTEREST NOTICE**

I refer to your letter dated 17 May 2011 regarding the late lodgement of the Appendix 3Z for Mr Philip Scott Carmichael by Fisher & Paykel Appliances Holdings Limited (the "**Company**") and respond to the questions raised in the letter as follows:

1. Lodgement of the Appendix 3Z was unfortunately late due to an inadvertent administrative oversight by the Company.
2. The Company has policies in place requiring directors to notify the Company of certain matters required to be disclosed under the ASX Listing Rules.
3. Administrative procedures have been strengthened to ensure that this oversight does not recur.

We apologise for the oversight.

Yours sincerely



**MARK RICHARDSON**  
Company Secretary



17 May 2011

Mark Richardson  
CFO and Company Secretary  
Fisher & Paykel Appliances Holdings Limited  
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Greenmount, Auckland 1001  
NEW ZEALAND

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By email

Dear Mark

**Fisher & Paykel Appliances Holdings Limited (the "Company")**

We refer to the following:

1. The Appendix 3Z lodged by the Company with ASX Limited ("ASX") on 4 May 2011 for Mr Philip Scott Carmichael (the "Appendix 3Z");
2. Listing rule 3.19A.3 which requires an entity to tell ASX the following:

*The notifiable interests of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) at the date that the director ceases to be a director. The entity must complete Appendix 3Z and give it to ASX no more than 5 business days after the director ceases to be a director.*

3. Listing rule 3.19B which states as follows.

*An entity must make such arrangements as are necessary with a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) to ensure that the director discloses to the entity all the information required by the entity to give ASX completed Appendices 3X, 3Y and 3Z within the time period allowed by listing rule 3.19.A. The entity must enforce the arrangements with the director.*

4. The Companies Update dated 27 June 2008, reminding listed entities of their obligation to notify ASX within 5 business days of the notifiable interests in securities held by each director and outlining the action that ASX would take in relation to breaches of listings rules 3.19A and 3.19B.

The Appendix 3Z indicated that the director ceased to be a director on 31 March 2011. It appears the Appendix 3Z should have lodged with ASX by 7 April 2011. As it was lodged on 4 May 2011, it appears that there may have been a breach by the Company of listing rules 3.19A and/or 3.19B.

Please note that ASX is required to record details of breaches of the listing rules by listed companies for its reporting requirements.

ASX reminds the Company of its contract with ASX to comply with the listing rules. In the circumstances ASX considers that it is appropriate that the Company make necessary arrangements to ensure there is not a reoccurrence of a breach of the listing rules.

Having regard to listing rules 3.19A and 3.19B and Guidance Note 22: "Director Disclosure of Interests and Transactions in Securities - Obligations of Listed Entities", we ask that you answer each of the following questions:

1. Please explain why the Appendix 3Z was lodged late.
2. What arrangements does the Company have in place with its directors to ensure that it is able to meet its disclosure obligations under listing rule 3.19A?
3. If the current arrangements are inadequate or not being enforced, what additional steps does the Company intend to take to ensure compliance with listing rule 3.19B?

Your response should be sent to me by e-mail or by facsimile on facsimile number (02) 9241 7620. It should not be sent to the Company Announcements Office.

A response is requested as soon as possible and, in any event, **not later than COB on Monday, 23 May 2011.**

Under listing rule 18.7A, a copy of this query and your response will be released to the market, so your response should be in a form suitable for release and must separately address each of the questions asked. If you have any queries or concerns, please contact me immediately.

Yours sincerely,

*[Sent electronically without signature]*

Stephanie Yong  
**Senior Adviser, Listings (Sydney)**