

Fisher & Paykel Appliances Holdings Limited

FPA Stock Exchange Release ASX/NZX 29 June 2012

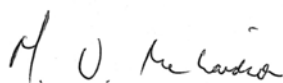
NOTICE OF ANNUAL SHAREHOLDERS MEETING AND PROXY FORM

The Notice of Meeting and Proxy form for the Company's Annual Shareholders meeting to be held on **Thursday 23 August 2012 commencing at 2.00 pm** has been released.

The Meeting will be held at the Company's East Tamaki Complex, 78 Springs Road, East Tamaki, Auckland, New Zealand.

The Notice of Meeting and Proxy form is currently in the process of being despatched to Shareholders.

An electronic copy of these documents will also be available on the Company's website, www.fisherpaykel.co.nz



M D Richardson
Company Secretary

FISHER & PAYKEL
APPLIANCES HOLDINGS LIMITED
NOTICE OF ANNUAL SHAREHOLDERS MEETING

Notice is hereby given
that the Annual Shareholders Meeting
will be held at the Company's
East Tamaki Complex
78 Springs Road, East Tamaki
Auckland, New Zealand
ON 23 AUGUST 2012
COMMENCING AT 2PM

Fisher & Paykel

Notice is hereby given that the Annual Shareholders Meeting of Fisher & Paykel Appliances Holdings Limited (the Company) will be held at the Company's East Tamaki Complex, 78 Springs Road, East Tamaki, Auckland, New Zealand on 23 August 2012 commencing at 2pm. Access to the site should be made via the 78 Springs Road entrance where parking is also available. Refer map below.

ORDINARY BUSINESS

1. Financial Statements

To receive and consider the financial statements and the auditors' report for the year ended 31 March 2012, as contained in the Company's Annual Report.

2. Election of Directors

In accordance with the Company's Constitution, to elect by separate ordinary resolutions, as Directors of the Company:

- i. Dr Keith Sharman Turner, who retires by rotation, and being eligible, offers himself for re-election (see Explanatory Note 1);
- ii. Ms Tan Lixia, who retires by rotation, and being eligible, offers herself for re-election (see Explanatory Note 1);
- iii. Mr Philip Vernon Lough, who was appointed as a Director by the Board during the year, holds office under the Constitution only until the Annual Shareholders Meeting and being eligible, offers himself for election (see Explanatory Note 2); and
- iv. Mrs Lynley Ann Crosswell Marshall, who was appointed as a Director by the Board during the year, holds office under the Constitution only until the Annual Shareholders Meeting and being eligible, offers herself for election (see Explanatory Note 2).

3. Auditors' Remuneration

To authorise, by ordinary resolution, the Directors to fix the fees and expenses of PricewaterhouseCoopers, as the Company's auditors (see Explanatory Note 3).

OTHER BUSINESS

To consider any other matter that may properly be brought before the meeting.

PROCEDURAL NOTES

- i. Under the Companies Act 1993 it is not necessary for Shareholders to formally resolve to adopt the Annual Report.
- ii. The Resolutions in Agenda items 2 and 3 are ordinary resolutions and therefore are required to be passed by a simple majority of the votes of those Shareholders entitled to vote and voting on the resolutions.
- iii. The persons who will be entitled to vote on the resolutions at this Annual Shareholders Meeting are those persons who will be the Shareholders of the Company at 5.00pm on 20 August 2012.
- v. You can participate by proxy or by casting your vote in person at the Annual Shareholders Meeting.
- vi. All Shareholders entitled to attend and vote at the Annual Shareholders Meeting are entitled to appoint a proxy to attend and vote for them in their place. The proxy need not be a Shareholder of the Company. If you wish, you may appoint as your proxy "The Chairman of the Meeting". A proxy form is enclosed and, if used, must be lodged at the office of the Share Registry, Computershare Investor Services Limited, in accordance with the instructions on the proxy form, so as to be received not less than 48 hours before the time of the holding of the meeting (i.e. before 2pm on 21 August 2012). For additional notes regarding the use of a proxy please refer to the enclosed proxy form.

EXPLANATORY NOTES

Explanatory Notes in respect of the resolutions are set out on the following pages.

By Order of the Board of Directors.



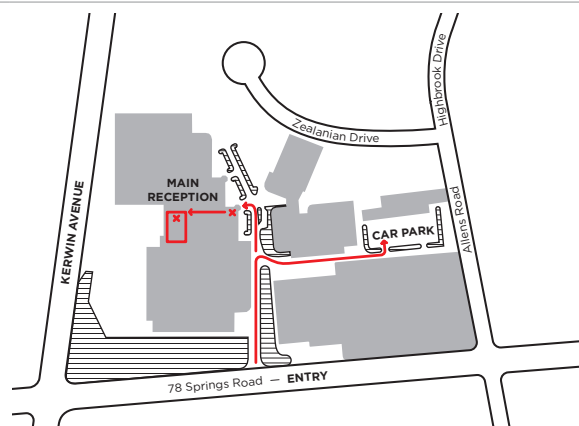
Dr Keith Turner

Chairman

29 June 2012

DIRECTIONS FROM STATE HIGHWAY 1:

- Take the Highbrook exit from State Highway 1 (North or South exits)
- Follow Highbrook Drive and then continue along Allens Road
- TURN RIGHT at the intersection of Allens Road and Springs Road
- Approximately 350 metres along Springs Road TURN RIGHT into 78 Springs Road



NOTICE OF ANNUAL SHAREHOLDERS MEETING

EXPLANATORY NOTES

Explanatory Note 1

In accordance with NZSX Listing Rule 3.3.11 and the Company's Constitution Dr Keith Sharman Turner and Ms Tan Lixia retire by rotation at the Annual Shareholders Meeting. Dr Turner and Ms Tan, being eligible, offer themselves for re-election by Shareholders at the Annual Shareholders Meeting.

Keith Turner, 61, was appointed Chairman of the Company in February 2011 and has been a Director since November 2010. Dr Turner is a professional director and is the Deputy Chairman of Auckland International Airport, a Director of Spark Infrastructure (in Australia) and a Director of Chorus, the newly established NZ telecommunications network operator. He is also currently Chairman of Solar City Limited. Dr Turner possesses extensive experience in the New Zealand energy sector. Most recently, he served for 9 years as Chief Executive Officer of Meridian Energy Limited from 1999 to 2008. Prior to that, he worked as a private energy expert advising a range of large corporate clients and Government. He has previously served in a number of industry reform functions that established the current New Zealand industry structure and has had many years in senior industry operations and planning roles.

He has a PhD in Engineering and is a Distinguished Fellow of IPENZ.

The Board considers Dr Turner to be an Independent Director of the Company.

The Board unanimously recommends that Shareholders vote in favour of the re-election of Dr Turner as a Director of the Company.

Tan Lixia, 41, has been a Director of the Company since July 2009. Ms Tan was appointed as Senior Vice President of the Haier Group in 2010 in addition to her existing role as Chief Financial Officer. Previously, Ms Tan was Vice President of Haier Group Corporation and Director of the Finance Division of Haier Group Corporation, responsible for the Group's financial management including its risk, investment and financing strategies. Between 2002 and 2006 Ms Tan was the Director of the Haier Overseas Business Division, where she established Haier as a household name in overseas markets. Ms Tan has received awards for her outstanding contributions towards Haier's globalisation strategy as China's "Female Business Enterprise and Creator of the Year, 2006", China's "Chief Accountant of the Year, 2006", one of China's Top Ten Businesswomen in 2006, Chief Finance Officer of the Year, 2009 and Outstanding Entrepreneur in Shandong Province. Ms Tan is a 1992 graduate of the Central University of Finance and Economics and has an EMBA from China Europe International Business School in 2009.

The Board has determined that because Ms Tan is an associated person of Haier Group Corporation, a substantial security holder through its subsidiary Haier (Singapore) Management Holding Co. Pte Ltd, she does not qualify as an Independent Director under the NZSX Listing Rules.

The Board unanimously recommends that Shareholders vote in favour of the re-election of Ms Tan as a Director of the Company.

Explanatory Note 2

In accordance with the Company's Constitution Mr Philip Vernon Lough and Mrs Lynley Ann Crosswell Marshall were appointed as additional Directors by the Board during the year, and therefore each of them will hold office only until the Annual Shareholders Meeting. Being eligible, both Mr Lough and Mrs Marshall offer themselves for election.

Philip Lough, 65, is a professional Director. His current roles include Chairman of Methven Limited and Quotable Value, Deputy Chairman of Port Nelson Limited and Director of Livestock Improvement Corporation. Mr Lough is the former Chairman of New Zealand Trade and Enterprise. He has had an executive career in building businesses in the dairy and seafood industries that have succeeded by developing a network of global distribution channels. His previous roles include the New Zealand Dairy Board, Mainland Foods, Ernest Adams, Sealord Group and Deputy Chief Executive of the New Zealand Dairy Board. Mr Lough holds a Bachelor of Technology and is a Fellow of the Institute of Directors in New Zealand.

The Board considers Mr Lough to be an Independent Director of the Company.

The Board unanimously recommends that Shareholders vote in favour of the election of Mr Lough as a Director of the Company.

Lynley Marshall, 52, has over 25 years experience in senior executive roles in the media and consumer product sectors across New Zealand and Australia. Mrs Marshall has expertise in competitive strategy, consumer markets, innovation, taking new technology and services to the market and multi-channel retail. She is Executive Director of the ABC Commercial Division of the Australian Broadcasting Corporation (ABC). Mrs Marshall was appointed to ABC in 2000 as Director of New Media and Digital Services and was responsible for the integrated delivery of ABC's digital content and multi channel services, development and delivery of Australia's first free-to-air digital television and broadband services. Prior to joining ABC she held a variety of executive positions in radio, television and new media in New Zealand. Mrs Marshall is a Non Executive Director of the Melbourne Jazz Festival. She is a member of the Australian Institute of Company Directors and has an Executive MBA from the University of Auckland.

The Board considers Mrs Marshall to be an Independent Director of the Company.

The Board unanimously recommends that Shareholders vote in favour of the election of Mrs Marshall as a Director of the Company.

With the election of the above Directors, the Company's Board will have four Independent Directors.

Explanatory Note 3

PricewaterhouseCoopers are the existing auditors of the Company and have indicated their willingness to continue in office. Pursuant to section 200(1) of the Companies Act 1993, PricewaterhouseCoopers are automatically reappointed at the annual meeting as auditors of the Company. The proposed resolution is to authorise the Directors to fix the auditors' remuneration for the following year for the purposes of section 197 of the Companies Act 1993.

ANNUAL MEETING OF SHAREHOLDERS OF FISHER & PAYKEL APPLIANCES HOLDINGS LIMITED

Fisher & Paykel Appliances' East Tamaki Complex, 78 Springs Road, East Tamaki, Auckland, New Zealand on **23 August 2012** commencing at **2pm**

SECTION 1: ADMISSION CARD

If you propose to ATTEND the Annual Meeting: Bring this Admission Card, Proxy Form and Voting Instructions/Voting Paper intact.

If you do NOT propose to ATTEND the Annual Meeting but wish to be represented by proxy: Complete the Proxy and Voting Instruction sections below and deliver it to the Company's Share Registrar (see over for mailing/delivery instructions).

Common Shareholder No (CSN)

No. of Voting Securities

TEAR

SECTION 2: PROXY FORM (FOR USE IF YOU ARE UNABLE TO ATTEND THE MEETING)

Common Shareholder No. (CSN)

No. of Voting Securities

I/We

Being a Shareholder/ Shareholders of FISHER & PAYKEL APPLIANCES HOLDINGS LIMITED

hereby appoint*

or, failing him/her

as my/our proxy to vote for me/us on my/our behalf at the 2012 Annual Meeting of Shareholders of the Company to be held on 23 August 2012 at Fisher & Paykel Appliances' East Tamaki Complex, 78 Springs Road, East Tamaki, Auckland, New Zealand commencing at 2pm and at any adjournment thereof.

**If you wish, you may appoint as your proxy "The Chairman of the Meeting".*

Unless otherwise instructed or restricted from voting (see Note 2 over page), the proxy will vote as he or she thinks fit. Should you wish to direct the proxy how to vote, please indicate with a (✓) in the appropriate boxes below.

FOLD

This part of the form can be used either as voting instructions for a proxy or as a voting paper at the Annual Meeting (if a poll is called). This form is to be used to vote as follows on the following resolutions.

SECTION 3: VOTING INSTRUCTIONS / VOTING PAPER

Ordinary Business

1. To receive and consider the financial statements and the auditors' report for the year ended 31 March 2012
2.
 - i. To re-elect Dr Keith Sharman Turner as a Director
 - ii. To re-elect Ms Tan Lixia as a Director
 - iii. To elect Mr Philip Vernon Lough as a Director
 - iv. To elect Mrs Lynley Ann Crosswell Marshall as a Director
3. To authorise the directors to fix the fees and expenses of PricewaterhouseCoopers, as the Company's auditors

TICK (✓) IN BOX TO RECORD YOUR VOTE

	Proxy			
	For	Against	Abstain	Discretion

Signed this _____ day of _____

2012

Signature/s

NOTES:

1. For your vote to be counted, completed proxy forms must be lodged at the office of the Company's Share Registrar, Computershare Investor Services Limited, not later than 2pm on 21 August 2012, by one of the following methods:
 - (a) post to Private Bag 92119, Auckland 1142, New Zealand; or
 - (b) deliver to Level 2, 159 Hurstmere Road, Takapuna, Auckland, New Zealand; or
 - (c) scan and email to corporateactions@computershare.co.nz.
2. A proxy can be any person of the Shareholder's choice and does not have to be a Shareholder. If you wish, you can appoint the Chairman of the Meeting as your proxy. If you do not appoint any person as proxy, the Chairman of the Meeting is not appointed as proxy by default and your proxy will be invalid. If the form is returned without a direction as to how the proxy shall act on a resolution the proxy will exercise the proxy's discretion as to whether to vote and, if so, how. If a proxy is a "disqualified person" for the purposes of the NZSX and ASX Listing Rules in respect of a resolution, neither that proxy nor any of that proxy's associated persons may vote any undirected proxies on that resolution.
3. All joint holders must sign. A corporation may sign under the hand of a duly authorised officer. If the form is signed under power of attorney a certificate of non-revocation must be completed and the power of attorney also forwarded, unless it has already been noted by the Company.

TEAR

FreePost Authority Number 2888

NO POSTAGE REQUIRED
IF POSTED IN NEW ZEALAND

The Share Registrar
Fisher & Paykel Appliances Holdings Limited
c/- Computershare Investor Services Limited
Private Bag 92119
Auckland 1142

FOLD

1. If mailing Proxy Form from within New Zealand, use this Proxy Form as a reply paid envelope by following the directions below:
 - i. Tear off Admission Card
 - ii. Fold along line indicated
 - iii. Seal with tape
 2. If mailing Proxy Form from outside New Zealand, place Proxy Form in an envelope and affix the necessary postage from the country of mailing.

Address to:
The Share Registrar
Fisher & Paykel Appliances Holdings Limited
c/- Computershare Investor Services Limited
Private Bag 92119
Auckland 1142
New Zealand
 3. If delivering Proxy Form by hand or by courier, the physical street address of the Company's Share Registrar is Computershare Investor Services Limited, Level 2, 159 Hurstmere Road, Takapuna, Auckland, New Zealand.
 4. If scanning and emailing the Proxy Form, the email address to send it to is corporateactions@computershare.co.nz.
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