

FISHER & PAYKEL
APPLIANCES HOLDINGS LIMITED
NOTICE OF ANNUAL SHAREHOLDERS MEETING

19:04

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 25 AUGUST 2011
COMMENCING AT 1PM**

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 25 August 2011 commencing at 1 pm. Access to the site should be made via the 78 Springs Road entrance where parking is also available. Refer to the map below.

ORDINARY BUSINESS

1. Financial Statements

To receive and consider the financial statements and the auditors' report for the year ended 31 March 2011, 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. Mr Gary Albert Paykel, who retires by rotation, and being eligible, offers himself for re-election; [see Explanatory Note 1]
- ii. Dr Keith Sharman Turner, 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;
- iii. Mr Willem (Bill) Jan Roest, 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;
- iv. Mr Liang Haishan, 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
- v. Mr Stuart Bruce Broadhurst, who was appointed as Managing Director by the Board on 11 December 2009 and being eligible, offers himself for election. [see Explanatory Note 3]

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 4]

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 Monday, 22 August 2011.
- 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, by one of the following methods: mail to Private Bag 92119, Auckland 1142, New Zealand; deliver to Level 2, 159 Hurstmere Road, Takapuna, North Shore City, Auckland, New Zealand; email to corporateactions@computershare.co.nz; or fax to +64 9 488 8787, so as to be received not less than 48 hours before the time of the holding of the meeting (i.e. before 1 pm on 23 August 2011). For additional notes regarding the use of a proxy please refer to the enclosed proxy form.

NZX has approved this Notice of Meeting.

EXPLANATORY NOTES

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

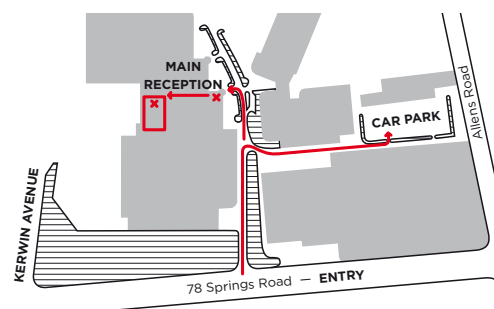
By Order of the Board of Directors.



Dr Keith Turner
Chairman
28 July 2011

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 Mr Gary Albert Paykel and Mr John William Gilks retire by rotation at the Annual Shareholders Meeting. As previously announced, Mr Gilks is not seeking re-election at the Annual Shareholders Meeting and after 25 years as a Director of the Company and Fisher & Paykel Industries Limited before the Separation will retire from the Board. Mr Gilks will continue as Chairman of the Finance Group Board. Mr Paykel, being eligible, offers himself for re-election by Shareholders at the Annual Shareholders Meeting. It was previously announced that Mr Paykel would retire as a Director at the 2011 Annual Shareholders Meeting. However, in response to a Board request, Mr Paykel has agreed to defer his retirement by 12 months due to the unexpected departure of two Directors during the year and to provide an essential overlap as the Board progresses its succession plan.

Mr Gary Albert Paykel

Mr Gary Albert Paykel, (CNZM), 69, was Chairman of the Company from April 2004 until he stood down from this role on 26 November 2009. Mr Paykel remains a Director of the Company. Mr Paykel was Executive Chairman of the Company until April 2004 following the Separation from Fisher & Paykel Industries Limited in 2001.

Mr Paykel was a Director of Fisher & Paykel Industries Limited from August 1979; Managing Director from April 1987 and Chief Executive Officer from December 1989. He was appointed Chairman of Fisher & Paykel Healthcare Corporation Limited (previously Fisher & Paykel Industries Limited) following the Separation in November 2001.

Mr Paykel joined Fisher & Paykel Industries Limited in 1960 and prior to his appointment to the position of Sales Director in 1985, held a variety of positions in the manufacturing, engineering, purchasing and sales departments.

Mr Paykel is a Companion of the New Zealand Order of Merit.

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

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

Explanatory Note 2

In accordance with the Company's Constitution each of Dr Keith Turner, Mr Willem (Bill) Roest and Mr Liang Haishan was appointed as an additional Director by the Board during the year, and therefore each of them will hold office only until the Annual Shareholders Meeting. Being eligible, each of Dr Turner, Mr Roest and Mr Liang offers himself for election.

Dr Keith Turner

Dr Keith Turner, 60, has been a Director of the Company since November 2010 and has been Chairman of the Company since February 2011. Dr Turner has 39 years experience in the New Zealand electricity industry. He has a PhD in engineering and is a Distinguished Fellow of IPENZ.

Dr Turner has held positions as Managing Director for DesignPower (a professional engineering consultancy to the electricity industry), as Chief Operating Officer for ECNZ prior to its breakup and as a specialist industry advisor on a range of development projects. He also sat on the Market Surveillance Committee of the New Zealand electricity market from 1996 to 1999 prior to taking up the position of Chief Executive of Meridian Energy following the breakup of ECNZ. He stepped down from Meridian in 2008.

He is currently Deputy Chair of Auckland International Airport Limited, a Director of Spark Infrastructure, an ASX listed company, as well as holding board roles on several unlisted fledgling enterprises.

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

Mr Willem (Bill) Jan Roest

Mr Willem (Bill) Jan Roest, 63, has been a Director of the Company since March 2011. He is the Chief Financial Officer of Fletcher Building Limited, having been appointed on the separate listing of that company in 2001. Mr Roest held several leadership roles in the New Zealand finance sector before joining Fletcher Challenge Limited upon the

acquisition of Group Rentals in 1986. Since then, he has been Managing Director of Fletcher Residential and Fletcher Aluminium before taking up his present position.

Mr Roest is an Associate Chartered Accountant and a member of the Institute of Chartered Accountants of New Zealand and a fellow of the Association of Certified Corporate Accountants (UK).

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

Mr Liang Haishan

Mr Liang Haishan, 44, has been a Director of the Company since April 2011. He has been the Executive Vice President of Haier Group and President of Haier White Goods Group since 2007. Prior to his current roles, Mr Liang was Vice President of Haier Group and Managing Director of Haier Refrigeration Division since 2005. Between 2002 and 2005, Mr Liang was the Vice President of Haier Group and Managing Director of Haier Home Integration Product Division. Previously, he was the Acting Vice President of Haier Group and Managing Director of Haier Logistics Division since 1999. Mr Liang joined Haier in 1988 and prior to his appointment to the position of Managing Director of Haier Air Conditioner Division in 1995, he held a variety of positions in the manufacturing, engineering, quality control and enterprise management departments.

Mr Liang received a Bachelor Degree of Management Science & Engineering from the Xi'an Jiaotong University and holds a PhD in Business Administration.

The Board has determined that because Mr Liang is an associated person of Haier Group Corporation, a substantial security holder through its subsidiary Haier (Singapore) Management Holding Co. Pte Ltd, he does not qualify as an Independent Director under NZSX Listing Rule 1.6.1.

The Board unanimously recommends that Shareholders vote in favour of the election of Dr Turner, Mr Roest and Mr Liang as Directors of the Company.

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

Explanatory Note 3

Mr Stuart Bruce Broadhurst, 44, was appointed by the Board as Managing Director and Chief Executive Officer of the Company on 11 December 2009. His continued appointment as a Director should have been voted on by shareholders at last year's annual meeting. As a result of the Company not putting the matter to a vote at that meeting, it has therefore included a resolution for consideration at this year's Annual Shareholders Meeting for Mr Broadhurst's reappointment as a Director of the Company.

Mr Broadhurst has over 23 years of industry experience in every aspect of the Company's global operations. Since 1988 he has held a number of senior management positions within New Zealand and Australia. He has been employed in key leadership roles for the Fisher & Paykel Appliances Group in the USA, the United Kingdom and Europe, where he project managed, established and developed major business units.

Mr Broadhurst received a Bachelor of Commerce degree from the University of Auckland.

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

Explanatory Note 4

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.
