



**Milena Penca**

*Phone: 61 3 9616 3852*  
*Fax: 61 3 9614 5298*

19 August 2004

Australian Stock Exchange Limited  
Company Announcements Office  
20 Bridge Street  
SYDNEY NSW 2000

Market Information Services  
New Zealand Exchange Limited  
ASB Bank Tower  
Level 9, 2 Hunter Street  
Wellington  
New Zealand

Dear Sir/Madam

**AXA Asia Pacific Holdings Limited Media Release –  
Warning to AXA Asia Pacific Shareholders**

Please find attached a Media Release issue today by AXA Asia Pacific Holdings Limited.

Yours faithfully

A handwritten signature in black ink, appearing to read 'Milena Penca', with a long horizontal line extending to the right.

**Milena Penca**  
**Group General Counsel and Company Secretary**



# news release

www.axa-asiapacific.com.au

19 August 2004

## Warning to AXA Asia Pacific Shareholders

### Offer for shares in AXA Asia Pacific Holdings Limited (“AXA Asia Pacific”) by National Exchange.

AXA Asia Pacific is aware that some of its shareholders have received an offer for all of their shares in AXA Asia Pacific from National Exchange Proprietary Ltd (“National Exchange”), a company connected with Mr David Tweed.

The offer by National Exchange is \$5.10 payable by fifteen equal instalments each paid annually on 11 August each year for 15 years, commencing on 11 August 2005. Shareholders should note that the first instalment is not payable for almost a year.

The Chairman of AXA Asia Pacific, Rick Allert, said that:

“Shareholders should be very wary of any offer from Mr Tweed or National Exchange.

An offer payable over 15 years is ridiculous. It must be viewed with extreme caution, given the time value of money, the lack of any security and the adverse taxation consequences.”

In assessing this offer from National Exchange, shareholders of AXA Asia Pacific are urged to consider the following matters.

- An offer price payable in 15 annual instalments is worth considerably less than the same amount payable today.
- If shareholders accept the offer from National Exchange, they should be treated for tax purposes as having disposed of their AXA Asia Pacific shares now even though they will not receive all the consideration for 15 years, let alone any money at all for almost a year.
- This effectively means that Australian shareholders should be taxed for capital gains in this income year based on the total consideration amount for the sale of their shares even though they will not receive any money for almost a year and will not receive all of the sale proceeds for 15 years. This may mean that shareholders will need to fund any tax liability from other sources. Shareholders who accept the offer are not given any security by National Exchange for its obligation to make payment over 15 years.

**It is also strongly recommended that shareholders seek their own independent advice before making a decision whether to accept the offer from National Exchange.**

**Further enquiries**Media

Geoff Roberts  
AXA Asia Pacific Holdings Limited  
03 9617 2351

Investors

Shareholder enquiry line:  
1800 027 766 (if you are dialling from within Australia)  
0800 104 124 (from within New Zealand)  
+61 2 9240 7443 (from elsewhere outside Australia).

All available information and future announcements relating to AXA Asia Pacific can also be accessed from the Internet from AXA Asia Pacific's website ([www.axa-asiapacific.com.au](http://www.axa-asiapacific.com.au)) or from the ASX website ([www.asx.com.au](http://www.asx.com.au)).

**This press release is provided for the general information of AXA Asia Pacific shareholders and does not take account of the objectives, financial situation or needs of any particular shareholder. For that reason, each shareholder should, before acting on this information, consider the appropriateness of it having regard to those matters. In addition to seeking their own independent advice before making a decision whether or not to accept the offer from National Exchange, shareholders are strongly urged to obtain their own independent taxation advice in respect to their own particular tax circumstances. The summary set out above is not an exhaustive analysis of a shareholder's tax position or all of the tax issues for all shareholders. In particular, the above does not apply to shareholders who hold their shares on the revenue account for tax purposes (for example, share traders) or New Zealand or other non-resident shareholders.**