

Companies Act 1997

Section 215 (1)

Form 22



151363

ANNUAL RETURNS

Company Number

1-13732

Note: Information in this form must be either typed or hand written in block letters. Where there is insufficient space on the form to supply the information required, annex a separate sheet in the same format containing the information. All information must be stated in Item 8, unless otherwise specified.

1. Company name.

GRAPHOS LIMITED

2. The year (dates) to which the annual return relates.


01 January to 31 December 2011

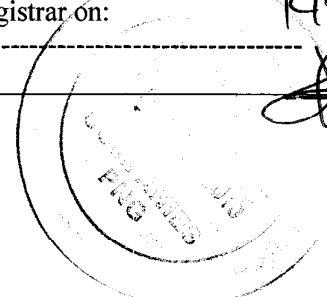
Note: Insert dates, e.g: 1 January to 31 December of the applicable year

3. Address of Registered Office.

Unit 2, Section 451, Allotment 10
Waigani Industrial Court
Cameron Road, Gordons
National Capital District

Note: The suburb, and street name and number, or the allotment and section number, and the district and the province must be stated. If at the premises of a firm or other person, specify the name of such. If in a building state particulars of location within the building.

Submitted by: MANGKUM LIMITED..... Address:.....PO BOX 1882, PORT MORESBY, N.C.D Telephone.....3210062/3217840.....	<p style="text-align: center;">Office use only</p> Submitted to the Office of the Registrar on: 12/10/2011 1450 
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4. Address for service

Unit 2, Section 451, Allotment 10
Waigani Industrial Court
Cameron Road, Gordons
National Capital District

Note: Section 167(2) of the Act provides that the address for service may be the company's registered office or another place, but it must not be postal address, and must be readily identifiable and accessible during normal business hours. The suburb, and the street name and number, or the allotment and section number, and the district and province must be stated. A village address is not acceptable.

Where the address for service is not at the registered office, the description must state the address of that place, and –

- (a) where the place is at the premises of any firm or other person –
(1) the address for service of the company is at the premises of that firm or person; and
(2) particulars of the location in any building of those premises; or*
- (b) where the place is not at the premises of any firm or other person, but located in a building occupied by persons other than, or in addition to, the company, state particulars of its location in the building.*

5. Postal Address to which Communication from the Registrar may be sent.

PO Box 101, PORT MORESBY,
National Capital District

6. Date of the annual meeting held or deemed to held for the year.

25th June 2012

Note: Where a resolution is passed under Section 103 in lieu of the annual meeting insert 'Section 103 resolution' and the date of the resolution.

7. Date of the last annual meeting held or deemed to be held.

25th June 2011

Note: Where a resolution was passed under Section 103 in lieu of the annual meeting insert "Section 103 Resolutions" and the date of the resolution. Insert the date of the annual general meeting where the last annual meeting was held under the repealed Act. Where Section 149 (6) of the repealed Act was applicable, insert the date on which the last thing required to be done at the meeting was done under that Section.

8. Date to which this annual return is made up to.

25th June 2012

Note: This return must be made to the date of the annual meeting or to a date not later than 14 days after the date of the annual meeting.

9. Details of registered charges.

Registration Number	Registration Date (not Date of Charge)	Name of Charge Holder (Chargee)	Amount Outstanding / Owing as at the last balance date
16417	08.09.2004	First Investment Finance Ltd	NIL
Total amount outstanding or balance owing as at last balance date.			NIL

Note: The amount outstanding must be specific amount. "Unspecified amount" or similar words are not acceptable. Insert "NIL" where no amount is outstanding or owing on a charge.

10. Records not kept at the Company's registered office (Complete only if applicable).

Description of records	Address of place where records are kept.
NOT APPLICABLE	NOT APPLICABLE

Note: This item is to be completed where any of the records of the company referred to in Section 164 (1) are not kept at the registered office of the company. A form 18 must be submitted to the Registrar where this is applicable.

11. Number of employees.

A. State the number of full time employees of the company as at the date of this annual return 6

and

B. State the number of part time employees of the company as at the date of this annual return. NIL

Note: Where the company has no full time or part time employees insert "Nil" in the appropriate box(es).

12. Activities undertaken

Has the company traded or undertaken any activity since –

- (a) the date of the 1st annual return submitted under the *Companies Act 1997* or the repealed Act; or
 (b) in the case of the first annual return of a company incorporated under the *Companies Act 1997*, the date of registration?

(Place a cross (X) in the appropriate box)

YES

NO

State the principal activities of the company and the date of commencement of each activity.

Principal Activities of the Company	Date of Commencement
1. Printing	26 July, 1998
2.	

Note: The day, month, and year of the commencement must be stated. The date may be estimated where the precise date is unknown ..

13. Information relating to shares in the company.

Class of Shares, e.g. Ordinary	Number of Shares issued in each class	Price per share (Value of Consideration)	Number of shares issued for cash	Number of shares issued for other than cash	Amount called up on each share.
Ordinary Shares	8	K 1.00 each	8	NIL	K 1.00

(1) Insert the value of the consideration paid or provided in respect of the issue of each share. Where the full consideration was not payable or required to be provided, or has not been paid in respect of the issue of a share, insert the words 'partly paid' and the value of that part of the consideration paid or provided in respect of the issue of the shares.

14. Total number of shares of the company on issue.

K 8

Note: The number of shares on issue must be inserted, not the value. Insert the valid shares on issue at the date of this form. Do not include shares that have been cancelled or redeemed, or that are no longer on issue.

15. Total amount of calls received.

K 8

Note: Insert the total amount in kina received by the company whether in cash or consideration other than cash, for the issue or allotment of all shares in the company since incorporation.

16. The total amount of calls unpaid.

NIL

Note: Where the full consideration was not payable or required to be provided upon the issue or allotment of any shares, or has not been paid insert the total amount in kina of any amount that has not been paid. Insert "Nil" if not applicable.

**17. Total amount of shares forfeited
(i.e. not sold or otherwise disposed of).**

NIL

Note: Insert the number of shares, not the values, or shares forfeited to the company. Forfeiture usually occurs where obligations of a shareholder for allotment or issue of shares have not been fully discharged. Insert "Nil" if not applicable.

**18. Total number of shares purchased or
otherwise acquired by the company.**

NIL

Note: A Form 11 must be submitted to the Registrar where the company has purchased or acquired any of its own shares. Insert "Nil" if not applicable.

**19. Total number of shares redeemed
by the company.**

NIL

Note: A Form 11 must be submitted to the Registrar where the company has purchased or acquired any of its own shares. Insert "Nil" if not applicable.

20. Share transfers.

Insert the total number of shares transferred by existing or past shareholders since –

(a). the date of the last annual return under the Companies Act 1997 or the repealed Act;

or

(b). in the case of the first annual return of a company incorporated under the **Companies Act 1997**, the date of registration.

NIL

Note: Insert 'Nil' where no shares have been transferred. This item is not required to be completed by a company whose shares are subject to a listing agreement with a stock exchange.

21. Particulars of the ultimate holding company (Complete only if applicable).

Name of Ultimate Holding Company	N/A
Registration Number if applicable	
Place of incorporation	

22. Shareholder Information.

Shareholder information for companies with less than 100 shareholders and not subject to a listing agreement with a stock exchange.

Note: Where the company is subject to a listing agreement with a stock exchange or has more than 100 shareholders this item is not required to be completed but a form 23 must be submitted with this form in respect of the 10 largest shareholders.

Given Names (natural persons only)	Surname or Corporate name and registration number, if applicable.	Residential address or address of registered office	Date of birth (natural person).	Nationality or country of incorporation.	Class of Shares	Number of Shares
JOE	NAIPU	Section 110, Allotment 6, Boroko, NCD, PNG As Above	21.07.64	PNG	Ordinary	2
Brian	Rice		20.04.53	Australian	Ordinary	6

Note: Initials are not sufficient for the given names of a shareholder. The suburb, and street name and number, or the allotment and section number or portion number, and the district and province must be stated for the residential address of a shareholder. The country must be stated if not Papua New Guinea. Where the above space is insufficient insert ' see annexed shareholder list' and annexed a separate sheet containing the information in the prescribed format.

23. Details of Director (s).

Given names	Surname	Residential Address	Postal Address	Nationality	Date of Birth
Brian	Rice	Section 110, Allotment 6, Boroko, NCD, PNG	PO Box 7594, Boroko, NCD	Australia	20.04.53
Joe	Naipu	As Above	Same As Above	PNG	21.07.64
George	Dreyer	Same as above	Same as Above	Unknown	00.00.00

Note: Initials are not sufficient for the given names of a director. The suburb, and the street name and number, or the allotment and section number or portion number, and the district and province must be stated of the residential address of a director. The country of residence must be stated if it is not in Papua New Guinea. A director must be a natural person.

24. Details of Secretary (ies). (Complete only if applicable).

Given Names	Surname	Residential Address	Postal Address	Nationality	Date of Birth
Brian	Rice	Section 110, Allotment 6, Boroko, NCD	PO Box 7594, Boroko, NCD	Australian	20.04.53

Note: Initials are not sufficient for the given names of a secretary. The suburb, and street name and number, or the allotment and section number or portion number, and the district and province must be stated for the residential address of a secretary. A secretary must be a natural person ordinarily resident in the country. Insert 'Nil' where no secretary has been appointed.

25. Accounts and audits.

Since -

- (a) the date of the last annual return under the **Companies Act 1997** or the repealed Act; or
- (b) in the case of the first return of a company incorporated under the **Companies Act 1997**, the date of registration.

A. The company is an exempt company as defined in Section 171 of the Act

and is not required to appoint an Auditor.

or

B. The company is required to appoint an Auditor and submit a certified copy of its financial statements with this annual return under Section 215 (3) of the Act.

copy of its financial statements with this annual return

Note: Place a cross in one (1) of the above boxes. Where A is applicable a certified copy of any resolution made under Section 171 resolving not to appoint an Auditor must be submitted with this annual return. Where B is applicable a certified copy of the financial statements, any group financial statements and the audit report must be submitted with this annual return.

26. Details of Auditor. (Complete only if applicable).

Given names (Natural persons)	Surname or Firms Name	Postal Address
Not applicable	Not applicable	Not applicable

Note: A partnership may be appointed under Section 192 of the Act by the firm to be an auditor where all or some of the partners are qualified to be appointed as auditors of the company. Initials are not sufficient for the given names of an auditor who is a natural person.

27. State the total value of the assets of the company as at the last balance date.

K 384,538

28. State the total value of liabilities of the company as at the last balance date.

K 181,695

29. Declaration and signature

I declare that ~~the company satisfies the solvency test~~, and this declaration is made under the resolution by the company's board of directors to adopt the contents of the annual return, and all the information in this form is true and correct, and the copy of every document submitted with this form is true and correct copy of the original document.

Signature of Director / Secretary _____

Name of Director or Secretary: _____

Brian Rice

Role: **DIRECTOR**

Date: 26th June 2012