



Section 215(1)

ANNUAL RETURN

Company number.

1-48385

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

1. Company name.

MILLENNIUM GUARDS AND SECURITY SERVICES LIMITED

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

1ST JANUARY 2005 TO 31ST DECEMBER 2005

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

3. Address of registered office.

SECTION 39, ALLOTMENT 30 BESELE STREET, BOROKO, N.C.D

Note: The suburb, and street name and number, or the allotment and section number or portion number, and the district and 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 the location within the building.

4. Address for service.

SECTION 39, ALLOTMENT 30 BESELE STREET, BOROKO, N.C.D

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 a postal address, and must be readily identifiable and accessible during normal business hours. The suburb, and street name and number, or the allotment and section number or portion 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 -
 - (i) that the address for service of the company is at the premises of that firm or person; and
 - (ii) 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 is 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 communications from the Registrar may be sent.

C/O., P.O BOX 6999, BOROKO, N.C.D.

Submitted by:Lim, Samuel Caris & Co., Ltd

Address:P.O. Box 6999, Boroko NCD

Telephone:325 8029

Office use only.

Submitted to the Office of the Registrar on:

KISO

R#102292

Jk

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

30TH JUNE 2006

Note: Where a resolution is passed under Section 103 in lieu of an 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.

30TH JUNE 2005

Note: Where a resolution was passed under Section 103 in lieu of the annual meeting insert "Section 103 resolution" 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 that meeting was done under that section.

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

30TH JUNE 2006

Note: This return must be made up 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 chargeholder (Chargee)	Amount outstanding / owing as at the last balance date
NIL			K NIL
			K
			K
Total amount outstanding or owing as at the last balance date.			K NIL

Note: The amount outstanding must be a 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 kept
N/A	NIL

Note: This item is only 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 item 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. 150

and

B. State the number of part time employees of the company as at the date of this annual return. 50

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 last 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?

YES

NO

(Place a cross (x) in the appropriate box.)

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

Principal Activities of the Company	Date of Commencement
1. SECURITY SERVICE	FEBRUARY 2003
2.	
3.	
4.	

Note: The day, month and year of the date of 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 (1)
ORDINARY	10,000	K1.00	10,000	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 share.

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

10,000 SHARES

Note: The number of shares on issue must be inserted, not the value. Insert the total number of 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.

K10,000.00

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

16. Total amount of calls unpaid.

KNIL

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 number of shares forfeited. (i.e. not sold or otherwise disposed of)

NIL

Note: Insert the number of shares, not the value, of shares forfeited to the company. Forfeiture usually occurs where the 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 redeemed 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.	NIL
Registration number (if applicable).	N/A
Place of incorporation.	N/A

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 100 or more 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 in the company.

Given names (<i>natural persons only</i>)	Surname or corporate name and registration number, if applicable	Residential address or address of registered office	Date of birth (<i>natural persons</i>)	Nationality or country of incorporation	Class of shares	Number of shares
JOHN THOMAS	PUNDARI	SECTION 42, ALLOTMENT 126 ANGAU DRIVE, BOROKO, N.C.D	07/01/1967	PAPUA NEW GUINEA	ORDINARY	10,000

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 or registered office. The country must also be stated if it is not Papua New Guinea. Where the above space is insufficient insert "see annexed shareholder list" and annexe 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
DORIS HUMEU	PUNDARI	SECTION 39, ALLOTMENT 30 BESELE STREET, BORO KO, N.C.D	P.O BOX 6999, BORO KO, N.C.D	PAPUA NEW GUINEA	02/06/1972
JOHN THOMAS	PUNDARI	SECTION 39, ALLOTMENT 30 BESELE STREET, BORO KO, N.C.D	P.O BOX 1213, PORT MORESBY, N.C.D	PAPUA NEW GUINEA	07/01/1967

Note: Initials are not sufficient for the given names of a director. 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 director. The country of residency must be stated if it is not 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
JOHN THOMAS	PUNDARI	SECTION 39, ALLOTMENT 30 BESELE STREET, EAST BORO KO N.C.D	P.O BOX 1213, PORT MORESBY N.C.D	PAPUA NEW GUINEA	07/01/1967

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 audit.

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

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.

Note: Place a cross in only 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 (<i>natural persons</i>)	Surname or firm name	Postal address
NIL		

Note: A partnership may be appointed under Section 192 of the Act by the firm name 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 235,022.97

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

K 250,325.83

29. Declaration and signature.

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

Signature of Director or Secretary: 

Name of Director or Secretary: JOHN THOMAS PUNDARI

Role: DIRECTOR Date: 31/05/2006

**MINUTES OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS AND
DIRECTORS OF
MILLENIUUM GUARDS AND SECURITY SERVICES LIMITED**

HELD AT: Section 39, Allotment 30 Besele Street, Boroko, N.C.D

ON: 30th June 2006

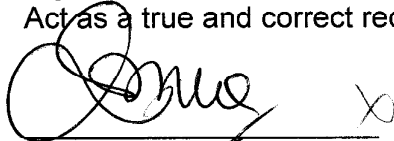
PRESENT: John Thomas Pundari and Doris Humeu Pundari

CHAIRMAN: John Thomas Pundari was appointed Chairman of the Meeting.

EXEMPT COMPANY: **IT WAS RESOLVED** that as the company is an Exempt Company according to S171 of the Companies Act 1997, the company will not appoint an auditor.

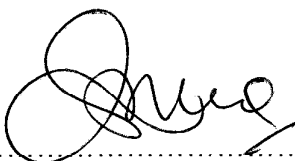
CLOSURE: There being no further business the meeting then terminated.

Signed in accordance with the Companies Act as a true and correct record.

 x

CHAIRMAN

I certify that this is a true copy of the original of the Annual General Meeting.

Signed by  x

MILLENIUUM GUARDS AND SECURITY SERVICES LIMITED

JOHN THOMAS PUNDARI
Chairman
Dated: 30th June 2006