

ASHANTI GOLDFIELDS CO LTD

Form F-6 POS

March 11, 2004

As filed with the Securities and Exchange Commission on March 11, 2004

Registration No. 333-101900

**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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POST EFFECTIVE AMENDMENT NO. 1 TO THE

FORM F-6  
REGISTRATION STATEMENT

under  
THE SECURITIES ACT OF 1933  
For Depositary Shares Evidenced by Global Depositary Receipts

of

**ASHANTI GOLDFIELDS COMPANY LIMITED**

(Exact name of issuer of deposited securities as specified in its charter)

**N/A**

(Translation of issuer's name into English)

**Republic of Ghana**

(Jurisdiction of incorporation or organization of issuer)

**THE BANK OF NEW YORK**

(Exact name of depositary as specified in its charter)  
**One Wall Street New York, N.Y. 10286**  
**(212) 495-1727**

(Address, including zip code, and telephone number, including area code, of depositary's principal executive offices)

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**Christopher R. Sturdy**

**The Bank of New York**  
**101 Barclay Street, 22nd Floor**

**New York, New York, 10286**

**(212) 815-2095**

(Address, including zip code, and telephone number, including area code, of agent for service)

**Copies to:**  
**Peter B. Tisne, Esq.**  
**Emmet, Marvin & Martin, LLP**  
**120 Broadway**  
**New York, New York 10271**  
**(212) 238-3010**

**For Further Information Contact:**

**Christopher R. Sturdy**  
**The Bank of New York**  
**ADR Department**  
**101 Barclay Street, 22nd Floor**  
  
**New York, New York, 10286**  
  
**(212) 815-2095**

It is proposed that this filing become effective under Rule 466

immediately upon filing

on ( Date ) at ( Time ).

If a separate registration statement has been filed to register the deposited shares, check the following box.

Pursuant to Rule 429 under the Securities Act of 1933, the Prospectus contained herein also relates to the Depositary Shares of the registrant covered by previous Registration Statements on Form F-6 of the registrant (Regis. Nos. 33-87912 and 333-01414).

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The prospectus consists of the proposed revised form of Global Depositary Receipt included as Exhibit A to the form of Amended and Restated Deposit Agreement filed as Exhibit 1 to this Post-Effective Amendment No. 1 to the Registration Statement which is incorporated herein by reference.

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PART I

INFORMATION REQUIRED IN PROSPECTUS

Item - 1.

Description of Securities to be Registered

Cross Reference Sheet

<u>Item Number and Caption</u>	<u>Location in Form of Receipt Filed Herewith as Prospectus</u>
1. Name and address of depositary	Introductory Article
2. Title of Global Depositary Receipts and identity of deposited securities	Face of Receipt, top center
Terms of Deposit:	
(i) The amount of deposited securities represented by one unit of American Depositary Receipts	Face of Receipt, upper right corner
(ii) The procedure for voting, if any, the deposited securities	Articles number 15 and 18
(iii) The collection and distribution of dividends	Articles number 12, 14 and 15
(iv) The transmission of notices, reports and proxy soliciting material	Articles number 11, 15 and 16
(v) The sale or exercise of rights	Articles number 13
(vi) The deposit or sale of securities resulting from dividends, splits or plans of reorganization	Articles number 12 and 17
(vii) Amendment, extension or termination of the deposit agreement	Articles number 20 and 21
(viii) Rights of holders of Receipts to inspect the transfer books of the depositary and the list of holders of Receipts	Article number 11
(ix) Restrictions upon the right to deposit or withdraw the underlying securities	Articles number 2, 3, 4, 5, 6 and 8
(x) Limitation upon the liability of the depositary	Articles number 13 and 18

3. Fees and Charges

Article number 7

Item - 2.

Available Information

Public reports furnished by issuer

Article number 11

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PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item - 3.

Exhibits

a.

Form of Amended and Restated Deposit Agreement dated as of March 14, 1994, as amended and restated as of February 21, 1996, as further amended and restated as of January 6, 2003, and as further amended and restated as of \_\_\_\_\_, 2004, among Ashanti Goldfields Company Limited, The Bank of New York as Depositary, and all Owners and Beneficial Owners from time to time of Global Depositary Receipts issued thereunder. Filed herewith as Exhibit 1.

b.

Letter agreement among Ashanti Goldfields Company Limited and The Bank of New York relating to pre-release activities. Previously filed.

c.

Every material contract relating to the deposited securities between the Depositary and the issuer of the deposited securities in effect at any time within the last three years. - See (a) and (b) above.

d.

Opinion of Emmet, Marvin & Martin, LLP, counsel for the Depositary, as to legality of the securities to be registered. Previously Filed.

Item - 4.

Undertakings

Previously Filed.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that all the requirements for filing on Form F-6 are met and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, March 11, 2004.

Legal entity created by the agreement for the issuance of Global Depositary Receipts for Ordinary Shares, with no Par Value, of Ashanti Goldfields Company Limited.

By:

The Bank of New York,  
As Depositary

By: /s/ Vincent J. Cahill, Jr.

Name: Vincent J. Cahill, Jr.

Title: Vice President

Pursuant to the requirements of the Securities Act of 1933, ASHANTI GOLDFIELDS COMPANY LIMITED has caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned thereunto duly authorized, in the City of Accra, Ghana and London, England, respectively, on March 11, 2004.

ASHANTI GOLDFIELDS COMPANY LIMITED

By: /s/ Sam Esson Jonah  
Name: Sam Esson Jonah  
Title: Chief Executive Officer

By: /s/ Srinivasan Venkatakrisnan  
Name: Srinivasan Venkatakrisnan  
Title: Finance Director

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities indicated on March 11, 2004.

**Name**

**Title**

/s/ Sam Esson Jonah

Chief Executive Officer and Director

Sam Esson Jonah

(Principal Executive Officer)

/s/ Srinivasan Venkatakrisnan

Finance Director and Director

Srinivasan Venkatakrisnan

(Principal Financial and Accounting Officer)

/s/ Michael Ernest Beckett

Chairman of the Board

Michael Ernest Beckett

/s/ Merene Botsio-Phillips

Director

Merene Botsio-Phillips

/s/ Theophilus Ernest Anin

Director

Theophilus Ernest Anin

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Director

The Rt. Hon. The Baroness Chalker of Wallasey PC

/s/ Dr. Chester Arthur Crocker

Director

Dr. Chester Arthur Crocker

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Director

Thomas Richard Gibian

/s/ Gordon Edward Haslam

Director

Gordon Edward Haslam



/s/ Dr. Michael Peter Martineau

Director

Dr. Michael Peter Martineau

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Director

Nicholas Jeremy Morrell

AUTHORIZED U.S. REPRESENTATIVE

THE BANK OF NEW YORK

Authorized U.S. Representative

By: /s/ Vincent J. Cahill, Jr.

Name: Vincent J. Cahill, Jr.

Title: Vice President

INDEX TO EXHIBITS

Exhibit  
Letter

Exhibit

1 Form of Amended and Restated Deposit Agreement dated as of March 14, 1994, as amended and restated as of February 21, 1996, as further amended and restated as of January 6, 2003, and as further amended and restated as of \_\_\_\_\_, 2004, among Ashanti Goldfields Company Limited, The Bank of New York as Depositary, and all Owners and Beneficial Owners from time to time of Global Depositary Receipts issued thereunder.

4 Previously filed.