

 WHITEFIELD



ANNUAL REPORT
2013

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CEO'S REVIEW

Operating Results

The 2013 financial year was a year of strong return for Whitefield. The company's investment portfolio generated a return exceeding 30% before tax, net asset backing and dividend returns per share grew by 32%, and ordinary share price return including dividends amounted to 41%.

Whitefield's ordinary shareholders received fully franked dividends amounting to 6.3% of the share price at the start of the year (9% including franking credits), and Convertible Resetable Preference Shareholders earned fully franked dividends equating to an annualised rate of 7.0% of their invested capital (10% including franking credits).

In the same period the S&P/ASX200 Accumulation return was slightly less than 20% and the Official Cash Rate averaged 3.4%.

Whitefield's Operating Profit after Tax for the year to 31 March 2013 amounted to \$10,228,821 (prior year \$10,899,489) and Total Comprehensive Income after Tax was \$53,722,267 (prior year (\$1,189,086)). Operating Profit after Tax per Ordinary Share for the year to 31 March 2013 amounted to 13.5 cents (prior year 14.6 cents), while Total Comprehensive Income after Tax per Ordinary Share amounted to 70.9 cents (prior year (1.6 cents)). (For comparative purposes the accounting gain on acquisition of Sylvastate in the prior year has been excluded from these amounts).

Operating Profit after Tax for the year was influenced by:

- (a) An increase in gross investment income of 7.5% (driven both from increases in dividends on investments as well as investment income on new capital raised in the second quarter of the year);
- (b) The accrual of dividends on Convertible Resetable Preference Shares (shown as an operating expense);
- (c) An increase in other expenses of 2.7%.

Total Comprehensive Income for the year also reflects a significant increase of 57.4 cents per Ordinary Share in the value of investments after providing for deferred capital gains tax, driven by growth in value of both investments held at the start of the year and growth on new capital raised and invested during the year.

Strongest dividend growth for the year came from Whitefield's investments in IAG, Asciano, Leighton, CSL, Challenger, Aurizon, Clover Corporation, InvoCare, Suncorp, Seven Group, Commonwealth Bank and Wesfarmers.

Investment Outcomes

Whitefield's portfolio generated a return of 30.64% over the year to 31st March, or 32.42% excluding cash holdings. This contrasts with the return of the S&P/ASX200 Industrials Accumulation Index of 32.65%, and the S&P/ASX200 Accumulation Index return of 19.98%.

Holdings contributing most strongly to returns included IAG, CSL, Perpetual, News Corporation, Suncorp, Westpac Bank, ResMed, Crown, Telstra, Goodman Group, Commonwealth Bank and InvoCare.

Investment Exposures

More material changes in investment exposures in Whitefield's investment portfolio composition at 31 March 2013 compared to one year earlier included:

- Expanded exposure to Amcor, Brambles, Computershare, Incitec Pivot and Macquarie Group
- Reductions in relative exposure to ALS, ASX, Leighton, Orica, QBE and UGL.

Net Asset Backing

The net asset backing (before providing for deferred capital gains tax) for each of the company's ordinary shares amounted to \$3.88 at 31 March 2013 compared to \$3.09 at the same time one year ago. The net asset backing per ordinary share (after a provision for deferred capital gains tax expenses (or benefits) including those which would arise in the event that the entire portfolio was realised) at 31 March 2013 amounted to \$3.81 compared to \$3.28 one year ago.

Outlook

As anticipated in our prior year report, small incremental improvements in global economic conditions have led to a large reduction in risk perceptions and a significantly more favourable climate for investment markets.

Nevertheless economic risk remains elevated as we progress into the 2013/14 period. European unemployment is extremely high, US budget spending cuts are increasingly likely to have an adverse impact on the US recovery, and growth in the Chinese economy has eased noticeably.

At this time we consider that these areas of concern are likely to slow the pace of, but not derail, global economic activity. European governments are increasingly recognising that supportive government spending rather than extreme austerity is likely to promote a more rapid recovery. The United States and neighbouring countries are likely to benefit over an extended number of years from the utilisation of their significant shale gas reserves. While China in turn will be a lagging beneficiary of the outlook for the USA and Europe.

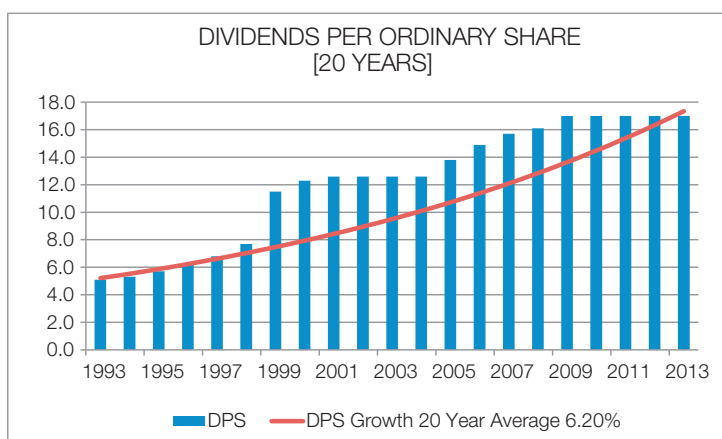
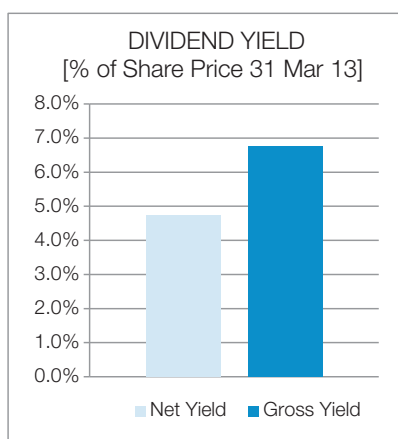
Such an improving international outlook has the potential to benefit Australian companies with foreign operations as well as indirectly driving improvements in business and consumer confidence, and ultimately driving the Australian dollar to lower levels.

We expect Australian consumer activity will continue to strengthen across the year, supported by low interest rates and improvements in consumer wealth as house and financial asset prices push upwards. Financial sector activity will generally be favourable with cyclical markets activity picking up significantly from the low levels of 2012. In this environment building activity should firm, however construction activity may remain subdued in the light of lacklustre commercial development demand and the material pull-back in mining sector capital projects.

Whitefield's investment portfolio is predominantly oriented towards stocks likely to benefit from these developments.

Dividends to Ordinary Shareholders

The Board of Whitefield has recommended a final fully franked dividend to ordinary shareholders of 8.5 cents per ordinary share. This brings total dividends on ordinary shares which relate to the 2013 financial year to 17.0 cents per share, identical to the prior year. This annual dividend rate on ordinary shares amounted to 6.3% of the price of a Whitefield share at the commencement of the financial year or 9.0% if grossed up for the benefit of franking credits. Whitefield expects to maintain the 17.0 cents per ordinary share dividend rate in 2013, which equates to a yield of 4.7% (or 6.8% including franking credits) compared to the share price at 31 March 2013. Dividends per ordinary share have grown at the compounding rate of 6.2% per annum over the last 20 years.



Convertible Resettable Preference Shares [CRPS]

In August 2012 Whitefield issued 300,000 \$100 face value non-cumulative, convertible preference shares having a gross face value of \$30,000,000. CRPS pay six-monthly fully franked dividends in June and December at the fixed rate of 7% per annum until their first reset date in 2018. Full details on Whitefield's CRPS are contained in the Prospectus lodged with ASIC on 4 July 2012. CRPS are listed on the ASX under the code WHFPB.

Angus Gluskie
Chief Executive Officer

WHITEFIELD AND ITS INVESTMENT STRATEGY

Whitefield Limited and Its Shareholders

Whitefield is one of Australia's oldest listed investment companies. Founded in 1923, Whitefield provides shareholders with a diversified exposure to the industrial (non-resource) segment of the Australian share market.

Whitefield has generated significant returns for shareholders over many decades. An investment of \$1,000 in Whitefield in 1970 would at 31 March 2013 be worth \$125,988¹ after allowing for the payment and provision of income tax at company rates on unfranked income and both realised and unrealised capital gains. This significant return reflects the benefits of long term investment in the Australian share market, which have included:

- (a) the benefit of compounding investment returns over many successive years; and
- (b) long term growth in the earnings of Australian industrial companies from activity, reinvestment of earnings in productive capacity and inflation

Whitefield has also sought to manage its operations cost effectively, and to manage its investments using a disciplined and prudent investment strategy. As a result:

- (i) Whitefield has maintained a management expense ratio at or below 0.35% of investment assets for the majority of this time;
- (ii) Whitefield's investment portfolio return has amounted to 10.02% per annum over the last 20 years; and
- (iii) Whitefield currently expects to pay fully franked dividends of 17 cents per share over the next financial year which equates to 4.7% of its share price on 31 March 2013 (6.8% gross of franking). Whitefield's dividend has grown at the compound annual rate of 6.2% per annum over the last 20 years.

Whitefield's Investment Objective

Whitefield aims to generate an investment return which is in excess of the return of the All Industrials Accumulation Index over the long term from investment in a portfolio of industrial (ie. all industries in the Australian market excluding resource) shares listed on the Australian Stock Exchange.

Whitefield's Investment Strategy

Whitefield seeks to hold investments which are capable of delivering a robust rate of investment return through the generation and growth of their underlying earnings over multiple future years.

While share prices will fluctuate over short periods of time based on temporary influences such as the number of buyers relative to sellers, transient fears, sentiment or greed, Whitefield considers the ultimate determinants of long term return for an investor to be the future achievable earnings generated by a company relative to the cost that must be paid for that investment.

Consequently Whitefield researches, monitors and analyses the achievable future earnings which may be generated by investments, the risk or certainty of delivering those earnings, and assesses the potential return which may progressively accrue to investors.

Whitefield structures its investment portfolio to give emphasis to those investments offering a favourable balance of potential return and certainty.

Whitefield holds a diversified investment portfolio containing approximately 65 holdings, with exposure across the major economic segments of the Australian industrial (non-resource) market. These segments include Banking, Finance, Consumer Discretionary, Consumer Staple, Healthcare, Industrial, IT, Non-Resource Materials, Property, Telecommunications and Utilities sectors.

¹ Calculated on the basis of net asset backing plus dividends, assuming all dividends were reinvested.

Whitefield's investments are spread across this breadth of stocks and industries to provide shareholders with a moderate degree of economic and stock specific diversity. The level of diversity within the portfolio assists investment returns in a number of ways:

- (a) Economic growth within industry segments may rise and fall over time. By holding a sufficient diversity of exposures Whitefield can benefit from growth in some industries even while other industries may be experiencing a slowdown.
- (b) The management, business structure and industry position of each stock differ, and consequently earnings growth and financial outcomes for each stock will vary over time. By holding a sufficient diversity of exposures Whitefield can benefit from earnings growth in some stocks even while other stocks may be experiencing a slowdown.
- (c) Investment outcomes can never be predicted with absolute certainty. In some circumstances an investment will produce an unfavourable outcome. The risk of any individual stock or sector having a material adverse impact on Whitefield's total portfolio is lowered by the maintenance of a diverse portfolio.

Notwithstanding the benefits from a level of diversity, Whitefield does not seek to over-diversify its portfolio. By avoiding over-diversification, each investment in Whitefield's portfolio has the potential to make a material contribution to the overall investment outcome of the company, and importantly the benefit of each favourably performing investment holding can be given greater proportionate emphasis.

Whitefield's Investment Process

Whitefield believes that consistent and successful investment outcomes can be provided with the greatest certainty through the implementation of a defined, disciplined and strategically sound investment process.

Whitefield's investment processes for research, monitoring and decision making are defined and structured, and are implemented on a daily, weekly and monthly basis.

Whitefield's investment personnel actively research, monitor and analyse a large number of listed Australian companies. The processes most commonly applied involve:

- (a) Identifying and monitoring a wide range of economic, financial, industry and stock specific drivers capable of influencing the earnings of a stock.
- (b) Dissecting, assessing and understanding the fundamentals of a stock, its component business units, the industries in which it operates, and the financial structure of its operations.
- (c) Collecting, monitoring and assessing information from company personnel, industry participants and / or industry forecasters.
- (d) Modelling future earnings, company financial outcomes and assessing the potential returns which may accrue to an investor.

Whitefield gives particular attention to:

- (a) The value of earnings which may be realistically generated by an entity over the short, medium and longer terms.
- (b) An appreciation of the short term cyclical position of each stock's earnings, the benefit or detriment to investors of that cyclical influence, and the longer term reversion of a stock's earnings from cyclical extremes to normal, through the cycle levels.
- (c) The impact of non-company specific economic, financial or industrial influences in driving short and longer term earnings outcomes, and which are occasionally overlooked by a stock's internal management.
- (d) The monitoring and assessment of short term changes in risks, earnings drivers, and market themes to facilitate the early identification of material longer term variations in the earnings outlook for a stock.

Whitefield's Investment Personnel

Whitefield's investment processes are provided by experienced investment and administrative personnel.

Whitefield's Chief Executive Officer and senior Investment Manager is Angus Gluskie (BEC, Graduate Diploma in Applied Finance & Investment, CA, FFin).

Angus Gluskie has over 25 years experience in the investment management and financial services fields. He has qualifications in investment management, economics and chartered accountancy. He specialized in the investment and insurance industries as a chartered accountant until 1995, and since that time has worked as a wholesale fund manager with Whitefield and associated entities.

All of Whitefield's investment personnel are employed by White Funds Management Pty Ltd. White Funds Management (and its predecessor entities and personnel) have been responsible for the business and investment of Whitefield since inception. White Funds Management purely undertakes wholesale investment management and its personnel are specialist investment managers, analysts and support staff.

Whitefield's Company Secretary is Peter Roberts (BBus, CA).

Peter has over 20 years experience in the fields of chartered accountancy and the provision of specialised back office administration services to the funds management community.

Whitefield's back office administration personnel are employed by White Outsourcing Pty Ltd of which Peter Roberts is a Director and shareholder. White Outsourcing employs over 30 staff and provides wholesale investment administration services to investment managers around Australia. Its personnel are specialist accountants and funds management administrators.

This structure has proven to be advantageous for Whitefield over many decades for the following reasons::

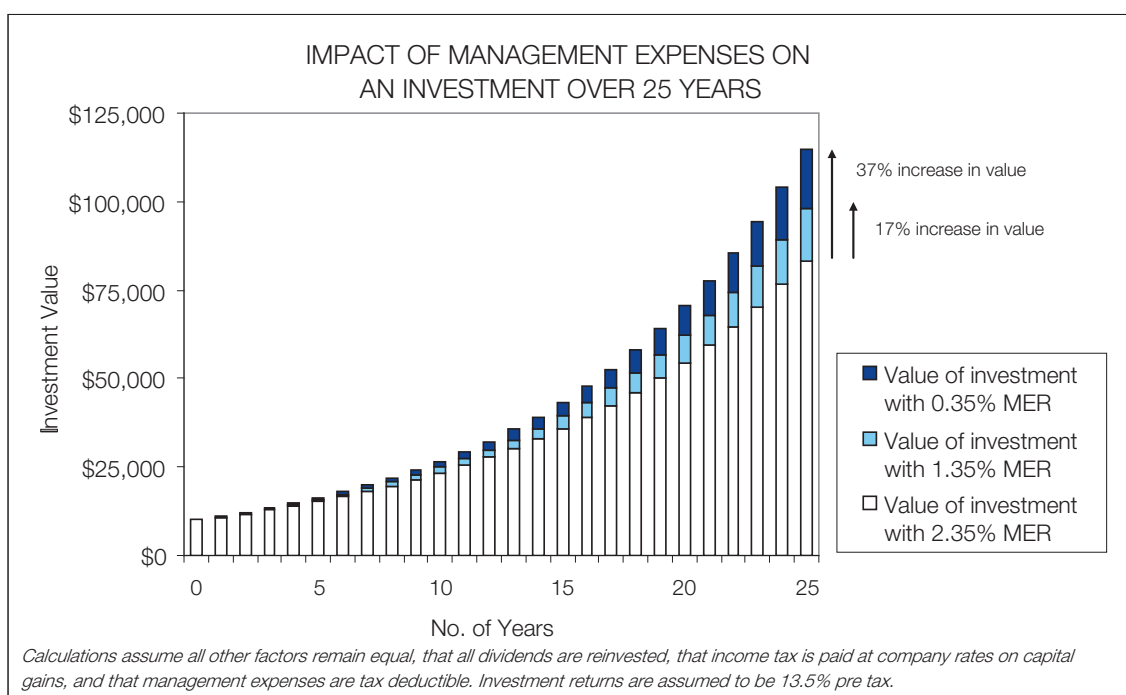
- (i) Whitefield is able to access both a sound level of staff depth, experience, and operating resources at a much lower cost than it otherwise could.
- (ii) Despite being only moderate in scale, Whitefield has been able to maintain a cost efficient structure, and has had access to a steadily growing investment team over an extended period.

Whitefield's Management Expense Ratio [MER]

Whitefield seeks to provide investors with a cost efficient investment vehicle. To the extent possible Whitefield aims to maintain underlying expenses of operation at approximately 0.35%pa or less of investment assets. This percentage is called the management expense ratio.

Operating and management expenses on managed investment vehicles vary widely. In general, the costs of operating unlisted managed investment funds range from 0.30% - 3.00%pa of investments, with the majority of retail Australian share investment funds in the 0.70%-1.50%pa range. In general, the costs of operation for Australian share listed investment companies range from 0.12% - 1.50%pa.

The long term benefit of a cost-efficient investment vehicle can be material. Assuming investment returns are similar, an investment vehicle with an MER 1%pa [as a percentage of assets] lower than another; will be worth approximately 17% more in value after 25 years. An investment vehicle with an MER 2%pa [as a percentage of assets] lower than another, will be worth approximately 37% more in value after 25 years.



Whitefield Limited: A Listed Investment Company

Listed investment companies, like unlisted managed investment funds, provide investors with exposure to a managed portfolio of investments.

- (a) **Exposure to Underlying Investments:** By purchasing a share in a listed investment company, an investor obtains exposure to the diversified portfolio of investments held by the company.
- (b) **Company Structure:** Listed investment companies are “companies” with a fixed number of shares on issue at any point of time, and shareholders are the underlying investors in the company.
- (c) **Buying & Selling Shares:** Shareholders make or redeem an investment in a listed investment company by buying or selling shares in the listed investment company through a stockbroker.
- (d) **Company Tax:** Listed investment companies are taxed at company rates on their income and capital gains, but may pass on the benefit of the tax credit for tax paid to shareholders via the payment of franked dividends.
- (e) **Transparency of Future Tax Liabilities:** Listed investment companies calculate and report the capital gains tax that would be payable on all capital gains made whether realised or unrealised. (This is an important difference to a Managed Fund or ETF where investors are not aware of the potential capital gains tax liabilities that may exist on unrealised capital gains in the managed investment fund or ETF.)
- (f) **Share Price:** The market price at which a share in listed investment company may be bought or sold is primarily determined by the underlying value of the net investments (or asset backing) of the company. Accordingly listed investment companies disclose the underlying Net Asset Backing per ordinary share to the ASX every month. The market price of a listed investment company share however, may also be influenced by additional factors including:
 - (i) the number of buyers and sellers of the investment company’s shares and the volume of shares to be bought and sold;
 - (ii) the relative cost efficiency of the investment company’s management expenses
 - (iii) expectations of future earnings, capital growth, company tax and dividends
 - (iv) company tax payable in future periods on capital gains made by the investment company;
 - (v) the relative cost efficiency of the investment company’s management expenses

Whitefield's Tax Status

Whitefield pays income tax on its net taxable investment income at the company tax rate, and is entitled to the benefit of franking credits it receives on eligible franked income.

Whitefield pays tax at the company tax rate on net realised capital gains on its investment portfolio. In addition, Whitefield obtains the benefit of LIC Discount Capital Gains status on a large percentage of its capital gains.

In this way when Whitefield makes a qualifying LIC discount capital gain, the net gain may be paid to Whitefield's underlying shareholders as a fully franked LIC discount dividend. Where this occurs, individual shareholders receiving the LIC discount dividend are entitled to claim a tax deduction equivalent to 50% of the gross LIC Discount Capital Gain. (Superannuation fund shareholders are entitled to a deduction for 33% of the Gain).

For example, a shareholder with a marginal tax rate of 46.5% pays tax at the effective rate of 23.25% on qualifying realised capital gains made by Whitefield and distributed to shareholders.

Capital gains made by Whitefield which are not qualifying discount capital gains, are subject to tax in the normal way at company tax rates.

Whitefield's Dividend Policy

Whitefield aims to pay dividends each year which are approximately equal to its net operating profit after tax, excluding realised gains on investments. When Whitefield realises LIC Discount Capital Gains it will seek to pass the tax status of those gains to ordinary shareholders to the extent possible at appropriate points of time.

At the present time Whitefield's ordinary dividend per share is slightly higher than its net operating profit after tax per share. This stems from Whitefield's decision to continue to pay a dividend in line with the company's pre-financial crisis dividend level notwithstanding the reduction in dividend payments from many Australian listed companies as the result of the 2008/9 global financial crisis. This policy has provided Whitefield shareholders with consistency of income over this period of time. Whitefield would expect to increase its ordinary dividend rate once the company's underlying operating profit after tax per share exceeds the current dividend rate.

Risks Associated with Investment

All investment involves risk. An investment in Whitefield carries risks associated with investment in listed shares generally. Important risks and associated considerations for Whitefield shareholders include the following matters:

- (a) Investment outcomes are inherently uncertain and unpredictable. Investment returns in future may be positive or negative. The value of Whitefield shares in future may be higher or lower than today. The returns of the Australian share market have historically been volatile and included both significant rises and falls.
- (b) Investment returns in future years may differ materially from returns in prior years.
- (c) Investment returns in future years may be influenced by a very wide variety of factors including, but not limited to, Australian and international economic and business conditions, government policy and regulation, taxation, interest rates, inflation and decisions made by the Company and its personnel in the course of business.
- (d) The shares of Whitefield, and the price at which they may be bought or sold, may be influenced by a wide variety of factors including but not limited to returns of the company's investment portfolio, costs associated with the company's business, the volume of buyers and sellers of shares and the quantity of shares to be bought or sold. This may result in the market price of Whitefield's shares being higher or lower than the value of the Company's underlying assets.

KEY PERSONNEL

David J. Iliffe

Non-Executive Chairman, Member of Audit, Nomination and Remuneration Committees

David has been a Director of Whitefield Ltd since March 1990, and was appointed Chairman in 2003. David has over 35 years experience as a Chartered Accountant and is a Fellow of the Institute of Chartered Accountants. David is a Director of Employers Mutual Ltd.

Graeme J. Gillmore

Non-Executive Director, Chairman of Audit Committee, Member of Nomination and Remuneration Committees

John has practiced as a Chartered Accountant and Solicitor for over 25 years, appointed as a Director of Whitefield Ltd in November 1995. John holds a Bachelor of Commerce and a Bachelor of Laws.

Martin J. Fowler

Non-Executive Director, Member of Audit, Nomination and Remuneration Committees

Martin has over 20 years experience in the field of financial analysis and specialises in personal investment advice. Martin is a Member of the Institute of Chartered Accountants and Fellow of the Financial Services Institute of Australasia. Martin holds a Bachelor of Business, a Graduate Diploma in Applied Finance & Investment and a Graduate Diploma in Financial Planning. Martin is a Partner and Director of Moore Stephens Sydney.

Angus J. Gluskie

Chief Executive Officer, Director, Member of Nomination Committee

Angus has been Chief Executive Officer of Whitefield Ltd since 1996 and was appointed as a Director in 2003. Angus has over 25 years experience in the fields of funds management and financial services. Angus is a member of the Institute of Chartered Accountants and a Fellow of the Financial Services Institute of Australasia, and holds a Bachelor of Economics and a Graduate Diploma in Applied Finance & Investment. Angus is Managing Director of White Funds Management Pty Ltd.

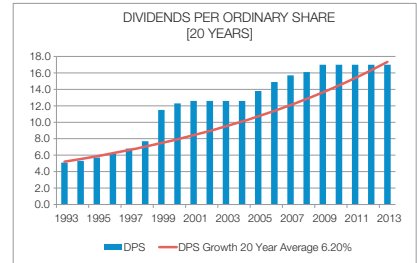
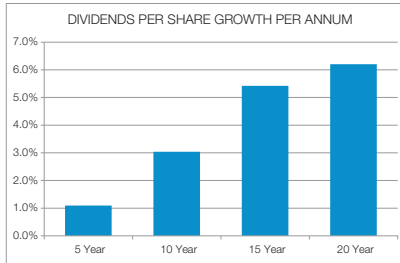
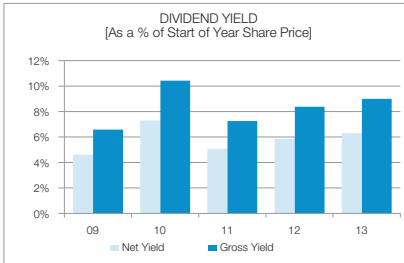
Peter A. Roberts

Company Secretary

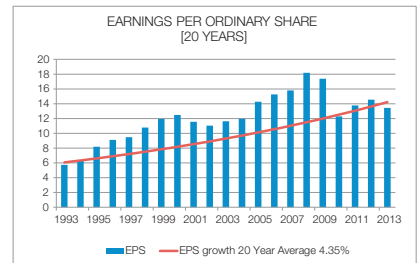
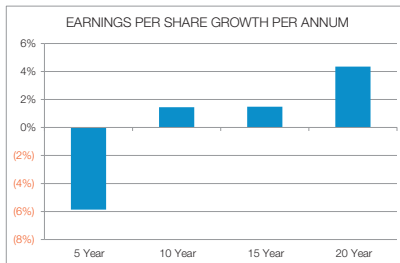
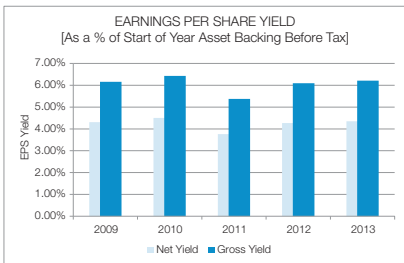
Peter was appointed Company Secretary in 2003 and has over 20 years experience in the fields of chartered accountancy and specialised back office services to the funds management community. Peter is a Director of White Outsourcing Pty Ltd and Company Secretary of Ironbark Capital Ltd, Century Australia Investments Limited and Australian Leaders Fund Ltd. Peter holds a Bachelor of Business and is a Member of the Institute of Chartered Accountants.

FINANCIAL STATISTICS

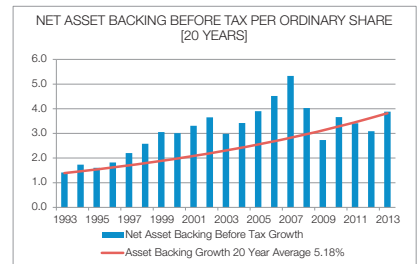
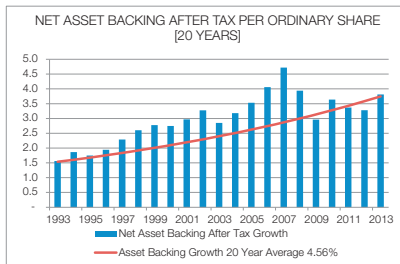
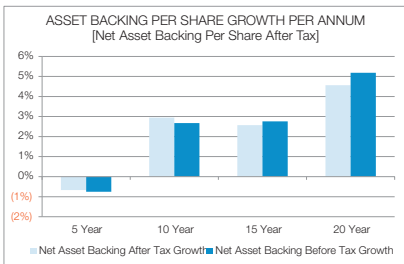
DIVIDEND YIELD AND DIVIDEND GROWTH



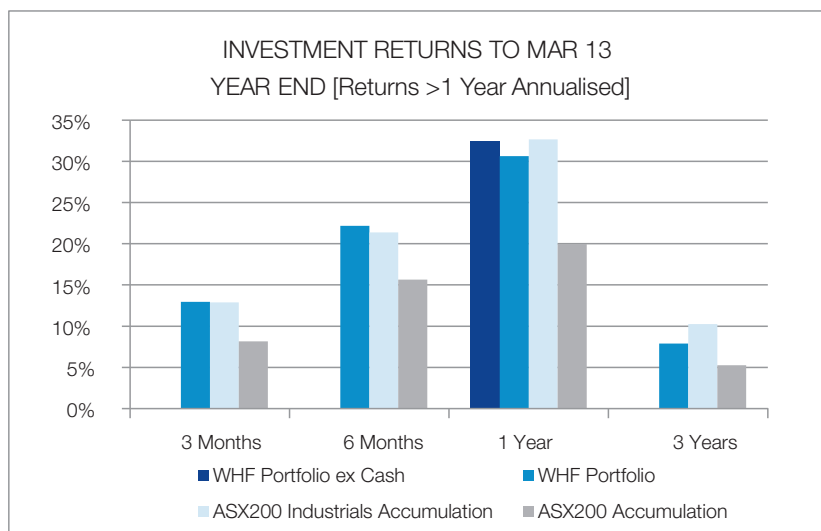
EARNINGS AND EARNINGS GROWTH



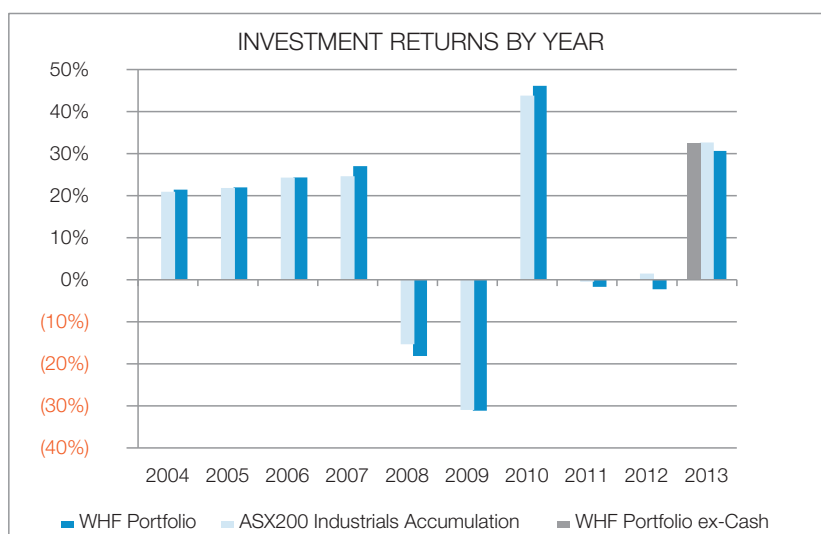
NET ASSET BACKING GROWTH



INVESTMENT PORTFOLIO RETURNS



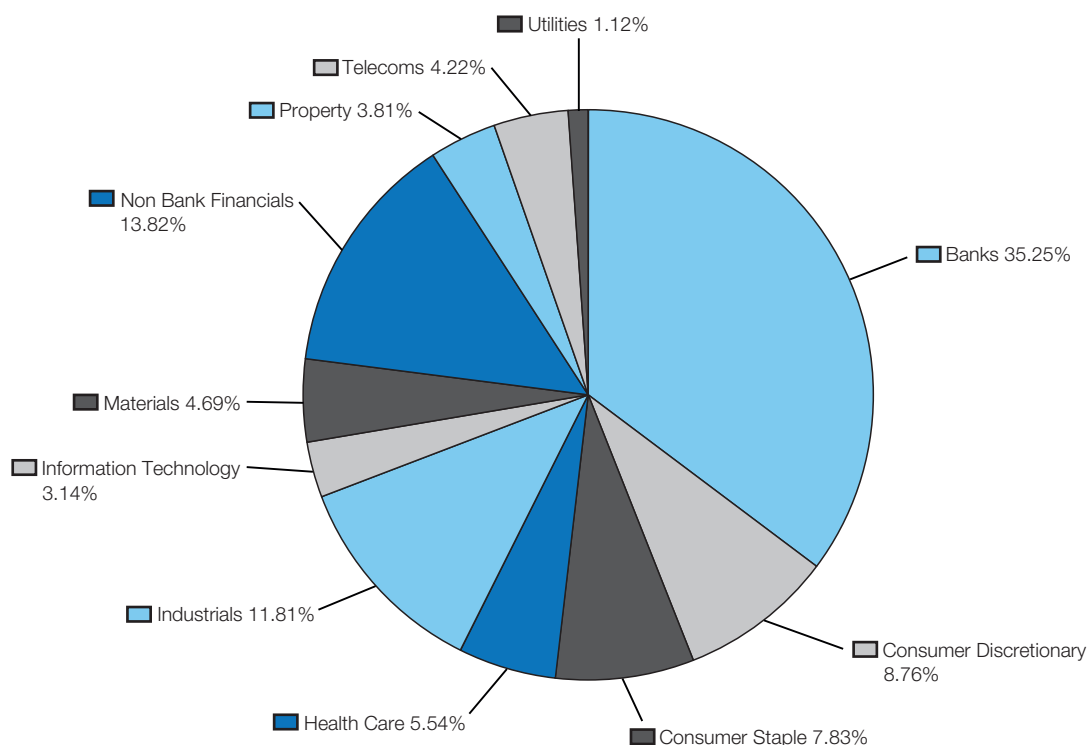
	WHF Portfolio	ASX 200 Industrials Accumulation	ASX 200 Accumulation
3 months	12.94%	12.88%	8.15%
1 year	30.64%	32.65%	19.98%
3 years	7.88%	10.24%	5.25%



	WHF Portfolio	ASX 200 Industrials Accumulation	WHF Portfolio ex-Cash
2013	30.64%	32.65%	32.42%
2012	(2.25%)	1.48%	-
2011	(1.68%)	(0.47%)	-
2010	46.10%	43.78%	-
2009	(31.12%)	(30.95%)	-
2008	(18.13%)	(15.35%)	-
2007	27.01%	24.63%	-
2006	24.32%	24.29%	-
2005	21.97%	21.81%	-
2004	21.42%	20.94%	-

PORTFOLIO COMPOSITION BY INDUSTRY SECTOR

As at 31 March 2013



TOP FIVE CONTRIBUTORS TO PERFORMANCE

Over One and Three Year Periods

Top Contributors to Portfolio Performance 1 Year*

1 Commonwealth Bank of Australia	4.37%
2 Westpac Banking Corporation	4.08%
3 CSL Limited	2.26%
4 Australia & New Zealand Banking Group	2.23%
5 National Australia Bank Limited	2.19%

Top Individual Stock Performance 1 Year**

1 Altium Limited	453.19%
2 Clover Corporation Limited	72.22%
3 Insurance Australia Group Limited	67.94%
4 CSL Limited	65.03%
5 Perpetual Limited	58.65%

Top Contributors to Portfolio Performance 3 Years*

1 Commonwealth Bank of Australia	4.50%
2 Telstra Corporation Limited	3.63%
3 Westpac Banking Corporation	2.70%
4 CSL Limited	2.59%
5 Australia & New Zealand Banking Group	2.54%

Top Individual Stock Performance 3 Years**

1 Altium Limited	348.28%
2 Clover Corporation Limited	143.14%
3 News Corporation Inc Class A NV	83.83%
4 CSL Limited	62.59%
5 News Corporation Inc Class B	57.08%

*Weighted contribution to portfolio performance over period

**Only stocks included in portfolio

20 YEAR HISTORY

WHITEFIELD 20 YEAR FINANCIAL HISTORY

Year Ended	Ordinary Shares Issued	Capital Raised \$	Issued Shares		Operating Profit After Tax \$	Dividends Paid on Ordinary & 8% Pref Shares \$	Ordinary & 8% Preference shareholders' Equity \$	Dividends per Ordinary Share cps	Operating Profit After Tax per Share cps	NTA after Tax per Ordinary Share \$	
			8% Preference	Convertible Resetttable Preference							
1993	-	-	23,790		37,630,226	2,230,864	1,921,045	58,774,189	5.10	5.89	1.56
1994	-	-	23,790		37,630,226	2,452,813	1,996,305	70,087,106	5.30	6.48	1.86
1995	-	-	23,790		37,630,226	3,184,646	2,146,826	65,802,669	5.70	8.41	1.75
1996	-	-	23,790		37,630,226	3,543,244	2,334,977	73,145,190	6.20	9.36	1.94
1997	-	-	23,790		37,630,226	3,684,365	2,560,759	86,126,915	6.80	9.73	2.29
1998	-	-	23,790		37,630,226	4,188,379	2,899,431	98,008,523	7.70	11.06	2.60
1999	-	-	23,790		37,630,226	4,644,801	4,329,379	104,416,178	11.50	12.27	2.77
2000	-	-	23,790		37,630,226	4,854,287	4,630,421	103,324,176	12.30	12.82	2.75
2001	-	-	23,790		37,630,226	4,492,141	4,743,311	111,768,388	12.60	11.86	2.97
2002	-	-	23,790		37,630,226	4,296,005	4,743,311	123,252,523	12.60	11.12	3.27
2003	-	-	23,790		37,630,226	4,524,517	2,371,655	107,228,234	12.60	11.71	2.85
2004	1:10 Rights, DRP, Public Issue	13,564,135	23,790		42,555,648	4,984,418	4,967,050	135,419,974	12.60	12.04	3.18
2005	1:8 Rights, DRP	14,318,181	23,790		47,496,613	6,467,049	5,499,662	167,544,179	13.80	14.51	3.53
2006	DRP, SPP	13,187,620	23,790		51,236,819	7,873,034	6,805,255	207,894,752	14.90	15.28	4.06
2007	DRP, SPP, Placement	38,837,006	23,790		60,263,443	8,518,559	7,952,691	284,597,452	15.70	16.05	4.72
2008	DRP, SPP, Placement	45,858,006	23,790		70,192,733	11,981,188	11,043,079	276,278,441	16.10	18.12	3.94
2009	DRP, Buy-Back	(11,021,158)	23,790		66,323,391	11,864,370	11,410,021	196,414,691	17.00	18.37	2.96
2010	DRP, Buy-Back	(3,758,754)	23,790		65,193,933	8,120,642	11,229,188	237,242,675	17.00	12.26	3.64
2011	DRP, SPP, Buy-Back	(12,411,338)	23,790		61,176,470	8,518,170	15,749,249	206,452,551	25.50	13.77	3.37
2012	DRP, Merger	45,214,414	23,790		75,596,171	10,899,489	6,407,119	247,793,379	8.50	14.58	3.28
2013	DRP, CRPS Issue	29,772,389	23,790	300,000	75,983,662	10,228,821	12,868,685	289,587,611	17.00	13.49	3.81

Note: Shareholders' Equity included the unrealised market value of publicly listed shares and notes in Australian companies and Trusts, less tax which would be payable on realisation of all investments and the estimated cost of such realisation. Operating Profit in this summary excludes gains or losses arising from the sale of investments. Per share calculations have been adjusted for bonus issues where appropriate.

CORPORATE GOVERNANCE STATEMENT

For the Year Ended 31st March 2013

This statement outlines the main corporate governance practices in place throughout the financial year, which comply with the ASX Corporate Governance Principles and Recommendations (2nd Edition, August 2007) unless otherwise stated.

Board of Directors

Structure of the Board

The skills, experience and expertise and period of office relevant to the position of each director in office at the date of the annual report is included on page 8 of this Annual Report. Directors of Whitefield Limited are considered to be independent when they are independent of management and free from any business or other relationship that could materially interfere with – or could reasonably be perceived to materially interfere with – the exercise of their unfettered and independent judgment.

In the context of director independence, “materiality” is considered from both the company and individual director’s perspective. The determination of materiality requires consideration of both quantitative and qualitative elements. An item is presumed to be quantitatively immaterial if it is equal or less than 5% of the appropriate base amount. It is presumed to be material (unless there is qualitative evidence to the contrary) if it is equal to or greater than 10% of the appropriate base amount. Qualitative factors considered include whether a relationship is strategically important, the competitive landscape, the nature of the relationship and the contractual or other arrangements governing it and other factors which point to the actual ability of the directors in question to shape the direction of the company’s loyalty.

In accordance with the definition of independence above, and the materiality thresholds set, the Board has a majority of directors who are independent, in assessing this, the following directors are considered to be independent:

Name	Position
David J. Iliffe	Independent Chairman
Graeme J. Gillmore	Independent Director
Martin J. Fowler	Independent Director

The term in office held by each director in office at the date of this report is as follows:

Name	Term in office
David J. Iliffe	15 March 1990 to current
Angus J. Gluskie	4 February 2003 to current
Graeme J. Gillmore	1 November 1995 to current
Martin J. Fowler	29 May 2008 to current

The Chief Executive Officer of the Company is Mr A. J. Gluskie (for more information refer “Executive Management” in this Statement). Mr A.J Gluskie is not an independent director.

Functions of the Board

The Board’s primary function is the protection and enhancement of long-term shareholder value. To fulfil this role the Board seeks to address:

- (a) the prudential control of the Company’s operations;
- (b) the resourcing, review and monitoring of executive management;
- (c) the timeliness and accuracy of reporting to shareholders; and
- (d) the determination of the Company’s broad objectives.

Board Processes

The Board has established a number of Board Committees including a Nomination Committee, a Remuneration Committee and an Audit Committee. These committees have written mandates and operating procedures which are reviewed on a regular basis. The Board has also established a range of policies which govern its operation.

The Board will hold four scheduled meetings each year plus any other strategic meetings as and when necessitated by the Company's operations. The agenda for meetings is prepared through the input of the Chairman and the Company Secretary. Standing items include matters of compliance and reporting, financials, shareholder communications and investment strategy and outcomes. Submissions are circulated in advance.

Composition of the Board

The names of the directors of the Company in office at the date of this Statement are set out in the Directors' Report on page 21.

The composition of the Board is determined using the following principles:

- A minimum of three and not more than five directors;
- An independent, non-executive director as Chairman; and
- A majority of independent non-executive directors.

An independent director is considered to be a director:

- (a) who is not a member of management;
- (b) who has not within the last three years been employed in an executive capacity by the Company or been a principal of a professional adviser or consultant to the Company;
- (c) is not a significant supplier to the Company;
- (d) has no material contractual relationship with the Company other than as a director; and
- (e) is free from any interest or business or other relationship which could materially interfere with the director's ability to act in the best interests of the Company.

No Directors other than the Chief Executive Officer shall hold office for a period in excess of three years or until the third AGM following their appointment without submitting their self for re-election.

Nomination Committee

The Nomination Committee considers the appropriate size and composition of the Board, criteria for membership, identification of potential candidates and the terms and conditions of appointment to and retirement from the Board.

The Committee is responsible for:

- Conducting an annual review of the Board membership with regard to the present and future requirements of the Company and make recommendations as to composition and appointments;
- Review of Board succession plans, including succession of the Chairman, to maintain an appropriate balance of skills, experience and expertise;
- Conducting an annual review of the time required from non-executive directors, and whether the directors are meeting this;
- Requesting non-executive directors to inform the Chair and the Chair of the nomination committee before accepting any new appointments as directors;
- Conducting an annual review of the independence of directors; and
- Recommendations to the Board on necessary and desirable competencies of directors.

The Committee's target is to ensure that (as a minimum) directors collectively have investment accounting, general business experience and shareholder representation. The terms and conditions of the appointment and retirement of non-executive directors are set out in a letter of appointment.

The Committee is responsible for the performance review of the Board and its Committees. In respect of the current financial year all necessary performance evaluations of the Board and its Committees have taken place in the reporting period in accordance with the processes disclosed.

The Nomination Committee comprised the following members during the year:

- Mr D. J. Iliffe (Chairman) - Independent Non-Executive
- Mr G. J. Gillmore - Independent Non-Executive
- Mr M. J. Fowler - Independent Non-Executive
- Mr A. J. Gluskie - Executive

The Nomination Committee meets annually unless otherwise required. For details on the number of meetings of the Nomination Committee held during the year and the attendees at those meetings, refer to page 24 of the Director's Report.

Performance Evaluation of Directors

The Nomination Committee is responsible for the review of the Board and its Committee's performance as a whole.

In order for a specific opportunity for performance matters to be discussed with each Director, each year the Chairman of the Board conducts a formal review process. The Chairman meets with each Director individually to discuss issues including performance and discusses with each Director the effectiveness of the Board as a whole, its Committees, individual Directors and the Chairman with the intention of providing mutual feedback. The Chairman reports on the general outcome of these meetings to the Nomination Committee. Directors whose performance is unsatisfactory are asked to retire. In respect of the current financial year all assessments under this process have taken place in accordance with the process disclosed.

Director Dealing in Company Shares

Directors and senior management may transact in shares as described in the Securities Trading Policy. Generally Directors and senior management can acquire shares in the Company, but are prohibited from dealing in Company shares (a) between the close of a month and the release of the company's net asset backing to the ASX or (b) whilst in possession of price-sensitive information.

Independent Professional Advice and Access to Company Information

Each director has the right of access to all relevant company information and to the Company's executives and subject to prior consultation with the Chairman, may seek independent professional advice at the entity's expense. A copy of advice received by the director is made available to all other members of the Board.

Remuneration Committee

The Remuneration Committee reviews and makes recommendations to the Board on remuneration of the directors themselves. The Remuneration Committee meets once a year. Full details on Directors' remuneration are provided in the Directors' Report.

The members of the Remuneration Committee during the year were:

- David J. Iliffe (Chairman) – Independent Non-Executive
- Graeme J. Gillmore – Independent Non-Executive
- Martin J. Fowler – Independent Non-Executive

The executive function of the Company has been outsourced to White Outsourcing Pty Limited (accounting and administration) and White Funds Management Pty Limited (funds management).

The responsibility for considering and recommending appropriate remuneration of the non-executive directors' packages for the Board lies with the Remuneration Committee. Non-executive directors are remunerated by way of cash payments. Mr A.J Gluskie does not receive remuneration directly from the Company.

Only non-executive directors' receive remuneration in the form of directors fees paid either as cash or superannuation contributions.

For details on the number of meetings of the Remuneration Committee held during the year and the attendees at those meetings, refer to page 24 of the Director's Report.

Audit Committee

The Audit Committee has a documented Charter, approved by the Board. All members must be non-executive directors. The Chairman is not the Chairman of the Board. The Committee is responsible for considering the effectiveness of the systems and standards of internal control, financial reporting and any other matter at the request of the Board. The Audit Committee will meet at least two times per year.

The Audit Committee may have in attendance at their meeting such members of management as may be deemed necessary to provide information and explanations. The external auditors attend meetings by invitation to report to the Committee

The members of the Audit Committee during the year were:

- Graeme J. Gillmore (Chairman) – Independent Non-Executive
- David J. Iliffe – Independent Non-Executive
- Martin J. Fowler – Independent Non-Executive

The responsibilities of the Audit Committee are to ensure that:

1. Relevant, reliable and timely information is available to the Board to monitor the performance of the Company;
2. External reporting is consistent with committee members' information and knowledge and is adequate for shareholder needs;
3. Management process support external reporting in a format which facilitates ease of understanding by shareholders and institutions;
4. The external audit arrangements are adequate to ensure the maintenance of an effective and efficient external audit. This involves:
 - (a) reviewing the terms of engagement, scope and auditor's independence;
 - (b) recommendations as to the appointment, removal and remuneration of an auditor; and
 - (c) reviewing the provision of non-audit services provided by the external auditor ensuring they do not adversely impact on audit independence;
5. Review the Company's risk profile including material business risks and assess the operation of the Company's internal control system.
6. Conduct an annual review of the Chief Executive Officer's performance

The external auditor is required to attend the Annual General Meeting and is available to answer shareholder questions.

For details on the number of meetings of the Audit Committee held during the year and the attendees at those meetings, refer to page 24 of the Director's Report. The qualifications and experience of Committee members are shown on page 9 of this Annual Report.

The Board as a whole monitor the performance of the annual & half-yearly audit performed by the external auditor. If the Board considers that the external auditor of the Company should be changed a special resolution will be put to shareholder vote at the following Annual General Meeting. External audit engagement partners are required by legislation to rotate their appointment every five years.

The Audit Committee undertakes a review of the Chief Executive Officers performance against relevant qualitative and quantitative measures and brings to the Board an assessment of the Chief Executive Officers performance. In respect of the current financial year the performance review of the Chief Executive Officer has been undertaken in accordance with the process disclosed.

Risk Management Policy

The Board acknowledges that it is responsible for the overall system of internal control but recognises that no cost effective internal control system will preclude all errors and irregularities. The Board has delegated responsibility for reviewing the risk profile including material business risks and reporting on the operation of the internal control system to the Audit Committee.

The Audit Committee (a) requires executive management to report annually on the operation of internal controls, (b) reviews the external audit of internal controls and liaises with the external auditor and (c) conducts any other investigations and obtains any other information it requires in order to report to the Board on the effectiveness of the internal control system. In respect of the current financial year all necessary declarations have been submitted to the Board.

The Board identifies the following business risks as having the potential to significantly or materially impact the company's performance (a) administrative risks including operational, compliance and financial reporting and (b) market related risks.

Administrative Risks

The Company has outsourced its administrative functions to service providers, J.P. Morgan Nominees (custody), White Outsourcing Pty Limited (accounting and Company Secretarial) and White Funds Management Pty Limited (investment management). Accordingly risk issues associated with these activities are handled in accordance with the service providers' policies and procedures. White Outsourcing Pty Limited is responsible for recognising and managing administrative risks including (a) operational, (b) compliance and (c) financial reporting.

The Company Secretary provides a declaration to the Board twice annually, to certify that the Company's financial statements and notes present a true and fair view, in all material respects, of the Company's financial condition and operational results and that they have been prepared and maintained in accordance with relevant Accounting Standards and the *Corporations Act 2001*. In respect of the current financial year all necessary declarations have been submitted to the Board. In addition, White Outsourcing Pty Ltd (accounting and Company Secretarial) will confirm half-yearly in writing to the Board that the declaration provided above is founded on a sound system of risk management and internal control and that the system is operating effectively in all material respects in relation to financial reporting risks.

Market Risks

The Board is primarily responsible for recognising and managing market related risks. By its nature as a Listed Investment Company, the Company will always carry investment risk because it must invest its capital in securities which are not risk free. However, the Company seeks to reduce this investment risk by a policy of diversification of investments across industries and companies operating in various sectors of the market. White Funds Management Pty Ltd (investment manager), is required to act in accordance with the Board approved investment management agreement and reports to the Board quarterly on the portfolio's performance, material actions of the investment manager during that quarter and an explanation of the investment manager's material proposed actions for the upcoming quarter. In addition, the investment manager is required to report half-yearly that White Funds Management Pty Ltd have invested the Company's assets in accordance with the approved investment mandate and complied with the Investment Management Agreement requirements during the reporting period. In respect of the current financial year all necessary declarations have been submitted to the Board. In assessing the Company's risk tolerance level the Board considers any instance which materially affects the Company's monthly Net Tangible Asset backing announcement released to the ASX.

The Audit Committee and the Board perform regular risk reviews to ensure that adequate controls are in place to mitigate risk associated with investment manager performance, market risk, fraud, transaction reporting errors, material reporting risks and compliance risk.

Executive Management

The companies operations are conducted through White Funds Management Pty Ltd (Investment Manager) and White Outsourcing Pty Limited (Administration Manager). These entities incorporate the specialist wholesale investment and administration personnel who undertake the Company's executive operations.

The Company's executive management arrangements have been structured to provide investors with a cost efficient investment vehicle and access to a significant depth of professional resources.

Ethical Standards

The Board expects all executive and non-executive directors to act professionally in their conduct and with the utmost integrity and objectivity. All executive and non-executive directors must comply with the company's Code of Conduct and Ethics.

Shareholder Rights

Shareholders are entitled to vote on significant matters impacting on the business, which include the election and remuneration of directors, changes to the constitution and are able to receive the annual and interim financial statements if requested. Shareholders are strongly encouraged to attend and participate in the Annual General Meetings of Whitefield Limited, to lodge questions to be responded by the Board, and are able to appoint proxies.

Shareholder Communications

It is the intention of the Board to promote effective communication with shareholders and to encourage shareholder participation at AGM's. The Board informs shareholders of all major developments affecting the Company's state of affairs as follows:

- All information lodged with the ASX is available on the Company's website at www.whitefield.com.au via a direct link to the ASX website;
- An Annual Report will be mailed to shareholders at the close of the financial year, where requested; and
- Net asset backing per share is released to the ASX by the 14th day following each month-end.

The Chief Executive Officer is responsible for ensuring Whitefield Limited complies with its continuous disclosure obligations. All relevant staff of White Outsourcing Pty Limited and White Funds Management Pty Limited are made aware of these obligations and are required to report any price sensitive information to the Chief Executive Officer immediately once they become aware of it. The Chief Executive Officer will decide whether the information should be disclosed to the ASX.

Where possible, all continuous disclosure releases to the ASX are approved by the Board, except the monthly net asset backing per share which is approved by White Outsourcing Pty Limited in consultation with White Funds Management Pty Limited. Where time does not permit approval by the Board, the Chief Executive Officer must approve the release.

Any information of a material nature affecting the Company is disclosed to the market through release to the ASX as soon as the Company becomes aware of such information, in accordance with the ASX Continuous Disclosure requirement.

Board policies and charters covering the following are available on the Company's website at www.whitefield.com.au:

- Board charter
- Nomination Committee charter
- Audit Committee charter
- Remuneration Committee charter
- Continuous Disclosure policy
- Shareholder Communications policy
- Risk Management policy
- Trading policy
- Code of Conduct and Ethics

DIRECTORS' REPORT

For the Year Ended 31st March 2013

Your Directors present their report on the Company for the year ended 31 March 2013

Directors

The following persons were Directors of Whitefield Limited during the financial year and up to the date of this report:

David J. Iliffe

Graeme J. Gillmore

Angus J. Gluskie

Martin J. Fowler

Directors have been in office since the start of the financial year to the date of this report unless otherwise stated.

Principal Activities

During the year, the principal activities of the Company included investments in companies and trusts listed on the Australian Stock Exchange.

There was no significant change in the nature of the activity of the Company during the year.

Dividends

Dividends paid to members since the end of the previous financial year were as follows:

	Dividend Rate cps	Total Amount \$	Date of Payment	% Franked
2013				
8% Preference shares - interim	4.0	951	12/12/2012	100
Ordinary shares - interim	8.5	6,441,108	12/12/2012	100
Convertible Resettable Preference Shares - interim	218.6	655,889	12/12/2012	100
2012				
8% Preference shares - interim	4.0	951	12/12/2011	100
Ordinary shares - interim	8.5	6,406,168	12/12/2011	100
8% Preference shares - final	4.0	951	6/6/2012	100
Ordinary shares - final	8.5	6,425,675	6/6/2012	100

In addition to the above dividends, since the end of the financial year the Directors have announced:

- A final ordinary dividend of 8.5 cents per fully paid share (2012: 8.5 cents per fully paid share), and a final dividend on 8% preference shares of 4.0 cents per 8% preference share (2012: 4.0 cents per 8% preference share) to be paid on 11 June 2013 out of retained earnings at 31 March 2013;
- A six-monthly dividend on Convertible Resettable Preference Shares of 350.0 cents per convertible resettable preference share to be paid on 11 June 2013.

Review of operations and financial position

Information on the operations and financial position of the Company and its business strategies and prospects is set out in the Chief Executive Officer's review on page 2 of this Annual Report.

The profit from ordinary activities after income tax amounted to \$10,228,821 (2012: \$18,737,228). Total comprehensive income amounted to \$53,722,267 (2012: \$6,648,653).

The net profit attributable to members in 2012 includes an abnormal accounting gain of \$7.84m on the acquisition of listed investment company Sylvastate Limited.

Net asset backing after deferred tax per ordinary share at 31 March 2013 amounted to \$3.81 (2012: \$3.28), while net assets amounted to \$289,587,611 (2012: \$247,793,380).

Significant changes in the state of affairs

Whitefield issued 300,000 \$100 Convertible Resetable Preference Shares [CRPS] in August 2012. CRPS are non-cumulative, convertible preference shares which pay a 7% per annum fully franked dividend until the first reset date in November 2018.

Matters subsequent to the end of the financial year

Other than the dividend paid after year end, no other matter or circumstance has occurred subsequent to year end that has significantly affected, or may significantly affect, the operations of the Company, the results of those operations or the state of affairs of the Company or economic entity in subsequent financial years.

Likely developments and expected results of operations

The Directors have no plans for new developments in the operations of the Company and propose to continue to invest available funds in the publicly listed equities of Australian companies. Further comments on the outlook for the Company are included in the Chief Executive Officer's Review.

Environmental regulation

The Company is not affected by any significant environmental regulation in respect of its operations.

To the extent that any environmental regulations may have an incidental impact on the Company's operations, the Directors of the Company are not aware of any breach by the Company of those regulations.

Information on directors

David J. Iliffe *Chair - independent non-executive director*

Experience and expertise

David has been a Director of Whitefield Ltd since March 1990, and was appointed Chairman in 2003. David has over 35 years experience as a Chartered Accountant and is a Fellow of the Institute of Chartered Accountants.

Other current directorships

Director of Employers Mutual Ltd

Former directorships in last 3 years

Non-Executive Director of Sylvastate Ltd

Special responsibilities

Member of Audit Committee, Nomination and Remuneration Committees

Interests in shares and options

2,191,703 Ordinary Shares

1,300 8% Preference Shares

Graeme J. Gillmore*Independent non-executive director***Experience and expertise**

John has practiced as a Chartered Accountant and Solicitor for over 25 years, appointed as a Director of Whitefield Ltd since November 1995. John holds a Bachelor of Commerce and a Bachelor of Laws.

Other current directorships

None

Former directorships in last 3 years

Non-Executive Director of Sylvastate Ltd

Special responsibilities

Chairman of Audit Committee, Member of Nomination and Remuneration Committees

Interests in shares and options

1,168,175 Ordinary Shares

Martin J. Fowler*Independent non-executive director***Experience and expertise**

Martin has over 20 years experience in the field of financial analysis and specialises in personal investment advice. Martin is a Member of the Institute of Chartered Accountants and Fellow of Finsia. Martin holds a Bachelor of Business, a Graduate Diploma in Applied Finance & Investment and a Graduate Diploma in Financial Planning.

Other current directorships

Partner and Director of Moore Stephens Sydney Pty Ltd

Former directorships in last 3 years

None

Special responsibilities

Member of Audit, Nomination and Remuneration Committees

Interests in shares and options

None

Angus J. Gluskie*Chief Executive Officer***Experience and expertise**

Angus has been Chief Executive Officer of Whitefield Ltd since 1996 and was appointed as a Director in 2003. Angus has over 25 years experience in the fields of funds management and financial services. Angus is a member of the Institute of Chartered Accountants and a Fellow of the Financial Services Institute of Australasia, and holds a Bachelor of Economics and a Graduate Diploma in Applied Finance & Investment.

Other current directorships

Managing Director of White Funds Management Pty Ltd

Former directorships in last 3 years

Director of Sylvastate Ltd

Special responsibilities

Chief Executive Officer, Member of Nomination Committee, Investment manager

Interests in shares and options

16,999,097 Ordinary Shares
200 8% Preference Shares

Company secretary

The Company secretary is Mr Peter A. Roberts. Mr Roberts was appointed to the position of Company secretary in 2003.

Meetings of directors

The numbers of meetings of the Company's board of Directors and of each board committee held during the year ended 31 March 2013, and the numbers of meetings attended by each Director were:

	Full meetings of directors	Meetings of non-executive directors	Meetings of committees		
			Audit	Nomination	Remuneration
David J. Iliffe	6	-	2	1	1
Graeme J. Gillmore	6	-	2	1	1
Angus J. Gluskie	6	-	-	1	-
Martin J. Fowler	6	-	2	1	1

Remuneration Report

This report details the nature and amount of remuneration for each Director and Key Management Person of Whitefield Limited in accordance with the *Corporations Act 2001*.

Remuneration Policy

The Board and Remuneration Committee determine the remuneration structure of Non-Executive Directors having regard to the scope of the Company's operations and other relevant factors including the frequency of Board meetings as well as directors' length of service, particular experience and qualifications. The Board makes a recommendation to shareholders as to the level of Non-Executive Directors remuneration which is then put to shareholders at the Annual General Meeting for approval.

The Company pays no direct remuneration to executives. Mr Angus J. Gluskie is a shareholder and officer of White Funds Management Pty Ltd and a shareholder of White Outsourcing Pty Limited. Mr Peter A. Roberts is a shareholder and officer of White Outsourcing Pty Limited. White Funds Management Pty Ltd and White Outsourcing Pty Limited are contracted by the Company as the Investment Manager and Administrator respectively. Those entities receive fees for service on normal commercial terms and conditions.

As the Company does not pay performance fees, nor provide share or option schemes to Directors and executives, remuneration of Executives and Non-executives is not explicitly linked to the Company's performance. Notwithstanding this, Board members and Company executives are subject to ongoing performance monitoring and regular performance reviews.

Details of remuneration

The following tables show details of the remuneration received by the Directors and the key management personnel of the Company for the current and previous financial year.

2013	Short-term employee benefits		Post-employment benefits	Total
	Cash salary and fees	Other*	Super-annuation	
Name	\$	\$	\$	\$
Non-executive Directors				
David J. Iliffe	9,633	-	867	10,500
Graeme J. Gillmore	9,633	-	867	10,500
Martin J Fowler	9,633	-	867	10,500
Sub-total non-executive directors	28,899	-	2,601	31,500
Executive Directors				
Angus J. Gluskie*	-	497,206	-	497,206
Sub-total executive directors	-	497,206	-	497,206
Other key management personnel				
Peter A. Roberts*	-	129,393	-	129,393
Sub-total other key management personnel	-	129,393	-	129,393
Total key management personnel compensation	28,899	626,599	2,601	658,099

2012	Short-term employee benefits		Post-employment benefits	Total
	Cash salary and fees	Other*	Super-annuation	
Name	\$	\$	\$	\$
Non-executive Directors				
David J. Iliffe	9,633	-	867	10,500
Graeme J. Gillmore	9,633	-	867	10,500
Martin J Fowler	9,633	-	867	10,500
Sub-total non-executive directors	28,899	-	2,601	31,500
Executive Directors				
Angus J. Gluskie*	-	371,505	-	371,505
Sub-total executive directors	-	371,505	-	371,505
Other key management personnel				
Peter A. Roberts*	-	118,261	-	118,261
Sub-total other key management personnel	-	118,261	-	118,261
Total key management personnel compensation	28,899	489,766	2,601	521,266

* Mr Angus J. Gluskie is a shareholder and officer of White Funds Management Pty Ltd and a shareholder of White Outsourcing Pty Limited. Mr Peter A. Roberts is a shareholder and officer of White Outsourcing Pty Limited. During the year, White Funds Management Pty Ltd and White Outsourcing Pty Limited received fees of \$626,599 inclusive of 10% GST (2012: \$489,766 inclusive of 10% GST) for the management of the Company, out of which costs of accounting, administration and investment management are paid. Mr Angus J. Gluskie and Mr Peter A. Roberts received no fees as individuals.

Shares under option

No options were granted over unissued shares or interests during the financial year or since the financial year end by the Company to Directors or any officers.

Insurance and indemnification of officers and auditors

During the financial year, the Company paid a premium in respect of a contract insuring the Directors of the Company, the Company Secretary and any related body corporate against liability incurred as such by a Director or Secretary to the extent permitted by the *Corporations Act 2001*. The contract of insurance prohibits disclosure of the nature of the liability and the amount of the premium.

No indemnities have been given or insurance premiums paid during or since the end of the financial year, for any person who is or has been an auditor of the Company.

Proceedings on behalf of the company

No person has applied to the Court under section 237 of the *Corporations Act 2001* for leave to bring proceedings on behalf of the Company, or to intervene in any proceedings to which the Company is a party, for the purpose of taking responsibility on behalf of the Company for all or part of those proceedings.

No proceedings have been brought or intervened in on behalf of the Company with leave of the Court under section 237 of the *Corporations Act 2001*.

Non-audit services

No non-audit services were performed by the auditors during the year ended 31 March 2013.

Details of the amounts paid to the auditors and their related parties are disclosed in Note 21 to the Financial Statements.

Auditor's independence declaration

A copy of the auditor's independence declaration as required under section 307C of the *Corporations Act 2001* is set out on page 27.

This report is made in accordance with a resolution of Directors.



David J. Iliffe
Director

Sydney
14th May 2013

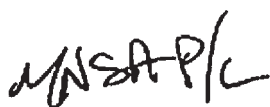
AUDITOR'S INDEPENDENCE DECLARATION

WHITEFIELD LIMITED ABN 50 000 012 895

Auditor's independence declaration under section 307C of the *Corporations Act 2001* to the Directors of Whitefield Limited.

I declare that, to the best of my knowledge and belief during the year ended 31 March 2013 there have been:

- (i) no contraventions of the auditor independence requirements as set out in the *Corporations Act 2001* in relation to the audit; and
- (ii) no contraventions of any applicable code of professional conduct in relation to the audit.



MNSA Pty Ltd



Phillip Miller
Director

Dated in Sydney this 14th day of May 2013

STATEMENT OF COMPREHENSIVE INCOME

FOR THE YEAR ENDED 31st MARCH, 2013

	Notes	31 March 2013 \$	31 March 2012 \$
Investment income from ordinary activities	6	13,333,320	12,398,671
Gain on acquisition of Sylvastate Limited	24	-	7,837,739
Expenses			
Management fees		(463,305)	(346,175)
Accounting fees		(120,571)	(110,198)
Share registry fees		(125,001)	(117,293)
Custody fees		(32,362)	(29,108)
Tax fees		(21,643)	(20,389)
Directors' liability insurance fees		(44,320)	(50,662)
Legal fees		(12,512)	(138,089)
Directors' fees		(31,500)	(31,500)
ASX fees		(41,022)	(38,766)
Audit fees		(27,347)	(26,950)
Other expenses		(37,894)	(24,358)
Finance costs - Convertible Resettable Preference Shares		(1,502,904)	-
Profit before income tax		10,872,939	19,302,922
Current tax	8	(644,118)	(565,694)
Profit for the year		10,228,821	18,737,228
Other comprehensive income			
<i>Items that may not be reclassified to profit or loss</i>			
Net unrealised gains/(losses) on investments taken to equity		63,439,477	(10,726,446)
Income tax relating to net unrealised gains/losses on investments taken to equity		(19,113,111)	875,611
Net realised losses on investments taken to equity		(1,226,485)	(6,580,160)
Income tax relating to net realised losses on investments taken to equity		393,565	4,342,420
Other comprehensive income/(loss) for the period, net of tax		43,493,446	(12,088,575)
Total comprehensive income for the year		53,722,267	6,648,653
Earnings per share from continuing operations attributable to the ordinary equity holders of the Company (excluding all net realised gains/losses on investments)			
Basic earnings per share	27	13.49 Cents	25.07 Cents
Diluted earnings per share	27	13.49 Cents	25.07 Cents
Earnings per share from continuing operations attributable to the ordinary equity holders of the Company (excluding all net realised gains/losses on investments and before gain on acquisition of Sylvastate)			
Basic earnings per share		13.49 Cents	14.58 Cents
Diluted earnings per share		13.49 Cents	14.58 Cents

The above Statement of Comprehensive Income should be read in conjunction with the accompanying notes.

STATEMENT OF FINANCIAL POSITION

AS AT 31ST MARCH, 2013

	Notes	31 March 2013 \$	31 March 2012 \$
ASSETS			
Current assets			
Cash and cash equivalents	9	5,334,994	3,169,979
Trade and other receivables	10	2,464,848	1,826,519
Other current assets	11	23,720	25,387
Total current assets		7,823,562	5,021,885
Non-current assets			
Financial assets at fair value through other comprehensive income	12	316,525,361	228,474,623
Deferred tax assets	13	23,234,196	23,092,235
Total non-current assets		339,759,557	251,566,858
Total Assets		347,583,119	256,588,743
LIABILITIES			
Current liabilities			
Trade and other payables	14	105,500	98,872
Other current liabilities		9,059	-
Total current liabilities		114,559	98,872
Non-current Liabilities			
Deferred tax liabilities	15	27,886,430	8,696,491
Other financial liabilities	16	29,994,519	-
Total non-current liabilities		57,880,949	8,696,491
Total liabilities		57,995,508	8,795,363
Net assets		289,587,611	247,793,380
EQUITY			
Issued capital	17	175,734,357	174,793,706
Reserves	18(a)	92,843,952	49,350,506
Retained earnings	18(b)	21,009,302	23,649,168
Total equity		289,587,611	247,793,380

The above Statement of Financial Position should be read in conjunction with the accompanying notes.

STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31st MARCH, 2013

	Notes	Contributed equity \$	Reserve \$	Retained earnings \$	Total equity \$
Balance at 1 April 2011		133,694,411	61,439,081	11,319,059	206,452,551
Profit for the year		-	-	18,737,228	18,737,228
Other comprehensive income for the year					
Net unrealised losses on investments taken to equity		-	(10,726,446)	-	(10,726,446)
Income tax on net unrealised gains/losses on investments taken to equity		-	875,611	-	875,611
Net realised losses on investments taken to equity		-	(6,580,160)	-	(6,580,160)
Income tax on net realised gains/losses on investments taken to equity		-	4,342,420	-	4,342,420
Total other comprehensive income for the year, net of tax		-	(12,088,575)	-	(12,088,575)
Total comprehensive income for the year		-	(12,088,575)	18,737,228	6,648,653
Transactions with owners in their capacity as owners:					
Contributions of equity, net of transaction costs and tax	17	543,757	-	-	543,757
Dividends provided for or paid	19	-	-	(6,407,119)	(6,407,119)
17,998,430 shares issued in consideration for Sylvastate's acquisition, net of transaction costs and tax	17	51,447,050	-	-	51,447,050
Cancellation of 3,808,221 shares held by Sylvastate	17	(10,891,512)	-	-	(10,891,512)
		41,099,295	-	(6,407,119)	34,692,176
Balance at 31 March 2012		174,793,706	49,350,506	23,649,168	247,793,380
Balance at 1 April 2012		174,793,706	49,350,506	23,649,168	247,793,380
Profit for the year		-	-	10,228,821	10,228,821
Other comprehensive income for the year					
Net unrealised gains on investments taken to equity		-	63,439,477	-	63,439,477
Income tax on net unrealised gains/losses on investments taken to equity		-	(19,113,111)	-	(19,113,111)
Net realised losses on investments taken to equity		-	(1,226,485)	-	(1,226,485)
Income tax on net realised gains/losses on investments taken to equity		-	393,565	-	393,565
Total other comprehensive income for the year, net of tax		-	43,493,446	-	43,493,446
Total comprehensive income for the year		-	43,493,446	10,228,821	53,722,267
Transactions with owners in their capacity as owners:					
Contributions of equity, net of transaction costs and tax	17	940,651	-	-	940,651
Dividends provided for or paid	19	-	-	(12,868,687)	(12,868,687)
		940,651	-	(12,868,687)	(11,928,036)
Balance at 31 March 2013		175,734,357	92,843,952	21,009,302	289,587,611

The above Statement of Changes in Equity should be read in conjunction with the accompanying notes.

STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 31ST MARCH, 2013

	Notes	31 March 2013 \$	31 March 2012 \$
Cash flows from operating activities			
Interest received		451,351	425,370
Dividends and trust distributions received		12,252,097	11,866,816
Other revenue		4,680	12,608
Payments for other expenses		(953,262)	(911,806)
Net cash inflow from operating activities	26	11,754,866	11,392,988
Cash flows from investing activities			
Proceeds from sale of financial assets at fair value through other comprehensive income		8,349,919	78,113,126
Payments for financial assets at fair value through other comprehensive income		(34,188,180)	(80,398,583)
Transfer of cash at bank upon acquisition of Sylvastate Limited		-	924,624
Net cash (outflow) from investing activities		(25,838,261)	(1,360,833)
Cash flows from financing activities			
Share issue and buy-back transaction costs		1,986	(57,244)
Dividends paid to company's shareholders	19	(11,929,426)	(11,052,700)
Proceeds from convertible resettable preference shares, net of transaction costs		28,831,738	-
Dividends paid on convertible resettable preference shares		(655,888)	-
Net cash inflow (outflow) from financing activities		16,248,410	(11,109,944)
Net increase (decrease) in cash and cash equivalents		2,165,015	(1,077,789)
Cash and cash equivalents at the beginning of the financial year		3,169,979	4,247,768
Cash and cash equivalents at end of year	9	5,334,994	3,169,979

The above Statement of Cash Flows should be read in conjunction with the accompanying notes.

NOTES TO THE FINANCIAL STATEMENTS - continued

FOR THE YEAR ENDED 31st MARCH, 2013

1. General Information

Whitefield Limited (the "Company") is a listed public company domiciled in Australia. The address of Whitefield Limited's registered office is Level 15, 135 King Street, Sydney, NSW, 2000. The financial statements of Whitefield Limited are for the year ended 31 March 2013. The Company is primarily involved in making investments, and deriving revenue and investment income from listed securities and unit trusts in Australia.

2. Summary Of Significant Accounting Policies

The principal accounting policies adopted in the preparation of these Financial Statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated. The Financial Statements are for the entity Whitefield Limited.

(a) Basis of Preparation

These general purpose Financial Statements have been prepared in accordance with Australian Accounting Standards and interpretations issued by the Australian Accounting Standards Board and the *Corporations Act 2001*. Whitefield Limited is a for-profit entity for the purpose of preparing the Financial Statements.

The Financial Statements were authorised for issue by the directors on 14 May 2013.

(i) Compliance with IFRS

The Financial Statements of the Company also comply with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB).

(ii) New and amended standards adopted by the Company

None of the new standards and amendments to standards that are mandatory for the first time for the financial year beginning 1 April 2012 affected any of the amounts recognised in the current period or any prior period and are not likely to affect future periods. However, amendments made to AASB 101: Presentation of Financial Statements effective 1 July 2012 now require the statement of comprehensive income to show the items of comprehensive income grouped into those that are not permitted to be reclassified to profit or loss in a future period and those that may have to be reclassified if certain conditions are met.

(iii) Historical cost convention

These Financial Statements have been prepared under the accruals basis and are based on historical cost convention, as modified by the revaluation of financial assets at fair value through other comprehensive income.

(iv) Critical accounting estimates

The preparation of Financial Statements requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Company's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the Financial Statements, are disclosed in note 4.

(b) Revenue Recognition

Revenue is measured at the fair value of the consideration received or receivable.

(i) Investment income

Profits and losses realised from the sale of investments and unrealised gains and losses on securities held at fair value are included in the statement of comprehensive income in the year they are incurred.

(ii) Dividends and trust distributions

Dividends and trust distributions are recognised as revenue when the right to receive payment is established.

NOTES TO THE FINANCIAL STATEMENTS - continued

FOR THE YEAR ENDED 31st MARCH, 2013

(iii) Interest income

Interest income is recognised using the effective interest method.

(iv) Other income

The Company recognises other income when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the entity and specific criteria have been met for each of the Company's activities as described below. The Company bases its estimates on historical results, taking into consideration the type of customer, the type of transaction and the specifics of each arrangement.

(c) Income tax

The income tax expense or revenue for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

The current income tax charge is calculated on the basis of the tax laws enacted or substantially enacted at the end of the reporting period in the countries where the Company's subsidiaries and associates operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the Financial Statements. However, deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill. Deferred income tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised for deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax liabilities and assets are not recognised for temporary differences between the carrying amount and tax bases of investments in foreign operations where the company is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

(d) Business combination

In the prior comparative year, pursuant to the Merger Implementation Agreement entered into with Sylvastate Limited on 14 February 2011, listed investment company Sylvastate Limited was merged with Whitefield Limited on 10 May 2011 via a Scheme of Arrangement approved by Sylvastate's shareholders and the Federal Court of Australia. In accordance with the Scheme of Arrangement, Whitefield issued 17,998,430 ordinary shares to Sylvastate shareholders on 10 May 2011 to acquire all the issued capital of Sylvastate Limited that it did not already own.

As a result of the merger, Sylvastate Limited became a wholly owned subsidiary of Whitefield, Sylvastate's investment portfolio was transferred to Whitefield, and Sylvastate Limited was delisted from ASX and liquidated.

NOTES TO THE FINANCIAL STATEMENTS - continued

FOR THE YEAR ENDED 31st MARCH, 2013

(e) Impairment of assets

Financial assets excluding investments are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value-in-use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

The amount of the impairment loss is recognised in profit or loss within other expenses.

(f) Cash and cash equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities in the balance sheet.

(g) Trade and other receivables

Trade and other receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment. Trade and other receivables are generally due for settlement within 30 days. They are presented as current assets unless collection is not expected for more than 12 months after the reporting date.

Collectability of trade and other receivables is reviewed on an ongoing basis. Debts which are known to be uncollectible are written off by reducing the carrying amount directly.

(h) Investments

Classification

(i) *Financial assets at fair value through other comprehensive income*

The Company has designated long-term investments as "fair value through other comprehensive income". All gains and losses on long-term investments and tax thereon are presented in other comprehensive income as part of the statement of comprehensive income.

Recognition and derecognition

Purchases and sales of financial assets are recognised on trade-date - the date on which the Company commits to purchase or sell the asset. Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Company has transferred substantially all the risks and rewards of ownership.

Measurement

At initial recognition, the Company measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset.

Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

Subsequent changes in fair value are recognised through the investment portfolio revaluation reserve after deducting a provision for the potential deferred capital gains tax liability as these investments are long-term holding of equity investments.

NOTES TO THE FINANCIAL STATEMENTS - continued

FOR THE YEAR ENDED 31st MARCH, 2013

When an investment is disposed, the cumulative gain or loss, net of tax thereon, is transferred from the investment portfolio revaluation reserve to the investment portfolio realised gains/losses reserve.

AIFRS defines fair value for the purpose of valuing holdings of securities that are listed or traded on an exchange to be based on quoted "bid" prices for securities prevailing at the close of business on the balance date.

AASB 139 and AG72 state that the current bid price is usually the appropriate price to be used in measuring the fair value of actively traded financial assets.

Financial assets should be valued at their fair value without any deduction for transaction costs that may be incurred on sale or other disposal. Certain costs in acquiring investments, such as brokerage and stamp duty are expensed in the statement of comprehensive income.

(i) Other financial liabilities

Convertible Resettable Preference Shares are classified as a financial liability for accounting purposes under Australian Accounting Standard AASB132 Financial Instruments Presentation. They are initially recognised at fair value less transaction costs. After initial recognition, the liabilities are carried at amortised cost using the effective interest method.

In accordance with this Standard, a financial expense on the liability is brought to account which includes the amortisation of any difference between the original proceeds net of transaction costs and the settlement value of the obligation. Dividends on Convertible Resettable Preference Shares are recognised within the finance expense recorded.

(j) Trade and other payables

These amounts represent liabilities for goods and services provided to the Company prior to the end of financial year which are unpaid. The amounts are unsecured and are usually paid within 30 days of recognition. Trade and other payables are presented as current liabilities unless payment is not due within 12 months from the reporting date. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

(k) Finance costs

Finance costs are recognised as expenses in the year in which they are incurred using the effective interest rate method.

Dividends on Convertible Resettable Preference Shares are recognised within the finance expense recorded.

(l) Issued capital

Ordinary shares are classified as equity.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

(m) Dividends

Provision is made for the amount of any dividend declared, being appropriately authorised and no longer at the discretion of the entity, on or before the end of the reporting period but not distributed at the end of the reporting period.

(n) Earnings per share

(i) Basic earnings per share

Basic earnings per share is calculated by dividing:

- the profit attributable to owners of the Company, excluding any costs of servicing equity other than ordinary shares
- by the weighted average number of ordinary shares outstanding during the financial year, adjusted for bonus elements in ordinary shares issued during the year and excluding treasury shares.

NOTES TO THE FINANCIAL STATEMENTS - continued

FOR THE YEAR ENDED 31st MARCH, 2013

(ii) *Diluted earnings per share*

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- the after income tax effect of interest and other financing costs associated with dilutive potential ordinary shares, and
- the weighted average number of additional ordinary shares that would have been outstanding assuming the conversion of all dilutive potential ordinary shares.

(o) **Goods and Services Tax (GST)**

Revenues, expenses and assets are recognised net of the amount of associated GST, unless the GST incurred is not recoverable from the taxation authority. In this case it is recognised as part of the cost of acquisition of the asset or as part of the expense.

Receivables and payables are stated inclusive of the amount of GST receivable or payable. The net amount of GST recoverable from, or payable to, the taxation authority is included with other receivables or payables in the Statement of Financial Position.

Cash flows are presented on a gross basis. The GST components of cash flows arising from investing or financing activities which are recoverable from, or payable to the taxation authority, are presented as operating cash flows.

(p) **Functional and presentation currency**

The functional and presentation currency of the Company is Australian dollars.

(q) **Comparatives**

Where necessary, comparative information has been reclassified to be consistent with current reporting period.

(r) **Operating Segments**

The Company operated in Australia only and the principal activity is investment.

(s) **New accounting standards and interpretations**

The Company's assessment of the impact of the new Standard is set out below. This Standard has been published but is not mandatory for 31 March 2013 reporting periods.

- (i) *AASB 13 Fair Value Measurement and AASB 2011-8 Amendments to Australian Accounting Standards arising from AASB 13 (effective 1 January 2013)*

AASB 13 was released in September 2011. It explains how to measure fair value and aims to enhance fair value disclosures. The Company has yet to determine which, if any, of its current measurement techniques will have to change as a result of the new guidance. It is therefore not possible to state the impact, if any, of the new rules on any of the amounts recognised in the Financial Statements. However, application of the new standard will impact the type of information disclosed in the notes to the financial statements. The Company does not intend to adopt the new standard before its operative date, which means that it would be first applied in the annual reporting period ending 31 March 2014.

There are no other standards that are not yet effective and that are expected to have a material impact on the Company in the current or future reporting periods and on foreseeable future transactions.

3. Financial risk management

The Company's activities expose it to a variety of financial risks: market risk (including interest rate risk and price risk), credit risk and liquidity risk. The Board of the Company has implemented a risk management framework to mitigate these risks.

NOTES TO THE FINANCIAL STATEMENTS - continued

FOR THE YEAR ENDED 31st MARCH, 2013

(a) Market risk

The standard defines this as the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices.

(i) Foreign exchange risk

The Company is not directly exposed to currency risk as all its investments are quoted in Australian dollars.

(ii) Price risk

The Company is exposed to equity securities price risk. This arises from investments held by the Company and classified in the Statement of Financial Position as financial assets at fair value through other comprehensive income.

The Company seeks to manage and constrain market risk by diversification of the investment portfolio across multiple stocks and industry sectors.

The Company's investment sector as at 31 March is as below:

Sector	2013 (%)	2012 (%)
Information technology	3.14	0.79
Financials	49.07	49.27
Healthcare and biotechnology	5.54	5.19
Consumer staples	7.83	8.21
Industrials	11.81	14.82
Consumer discretionary	8.76	8.75
Utilities	1.12	1.14
Materials	4.70	3.41
Telecommunications services	4.22	4.27
Property	3.81	4.15
Total	100.00	100.00

Securities representing over 5 per cent of the investment portfolio at 31 March 2013 were:

	2013 (%)
Commonwealth Bank of Australia	10.81
Westpac Banking Corporation	9.49
ANZ Banking Group Limited	7.78
National Australia Bank Limited	7.17
	35.25

Securities representing over 5 per cent of the investment portfolio at 31 March 2012 were:

	2012 (%)
Commonwealth Bank of Australia	8.92
Westpac Banking Corporation	6.63
ANZ Banking Group Limited	6.28
National Australia Bank Limited	5.75
	27.58

No other security represents over 5 per cent of the investment portfolio at 31 March 2013 and 31 March 2012.

NOTES TO THE FINANCIAL STATEMENTS - continued

FOR THE YEAR ENDED 31st MARCH, 2013

The following table illustrates the effect on the Company's equity from possible changes in the value of equity investments, assuming a flat tax rate of 30 per cent:

Index	Impact on other components of equity	
	2013 \$	2012 \$
Decrease 10% (10%)	(22,435,916)	(15,993,224)
Decrease 30% (30%)	(67,307,747)	(47,979,671)

Other components of equity would increase/decrease as a result of gains/losses on equity securities classified as financial assets at fair value through other comprehensive income.

(iii) *Cash flow and fair value interest rate risk*

The Company's interest bearing financial assets expose it to risks associated with the effects of fluctuations in the prevailing levels of market interest rates on its financial position and cash flows.

The table below summarises the Company's exposure to interest rate risks. It includes the Company's assets and liabilities at fair values, categorised by the earlier of contractual repricing or maturity dates.

31 March 2013	Floating interest rate \$	Fixed interest rate \$	Non- interest bearing \$	Total \$
Financial assets				
Cash and cash equivalents (i)	5,334,994	-	-	5,334,994
Trade and other receivables	-	-	2,464,848	2,464,848
Financial assets held at fair value through other comprehensive income	-	-	316,525,361	316,525,361
	5,334,994	-	318,990,209	324,325,203
Financial liabilities				
Trade and other payables	-	-	(105,500)	(105,500)
Other financial liabilities	-	(29,994,519)	-	(29,994,519)
	-	(29,994,519)	(105,500)	(30,100,019)
Net exposure	5,334,994	(29,994,519)	318,884,709	294,225,184
31 March 2012	Floating interest rate \$	Fixed interest rate \$	Non- interest bearing \$	Total \$
Financial assets				
Cash and cash equivalents (i)	3,169,979	-	-	3,169,979
Trade and other receivables	-	-	1,826,519	1,826,519
Financial assets held at fair value through other comprehensive income	-	-	228,474,623	228,474,623
	3,169,979	-	230,301,142	233,471,121
Financial liabilities				
Trade and other payables	-	-	(98,872)	(98,872)
	-	-	(98,872)	(98,872)
Net exposure	3,169,979	-	230,202,270	233,372,249

- (i) The weighted average interest rate of the Company's cash and cash equivalents at 31 March 2013 is 2.75% pa (2012: 4.85% pa).

NOTES TO THE FINANCIAL STATEMENTS - continued

FOR THE YEAR ENDED 31st MARCH, 2013

(b) Credit risk

The standard defines this as the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation.

The maximum exposure to credit risk, excluding the value of any collateral or other security, at balance date to recognised financial assets, is the carrying amount, net of any provisions for impairment of those assets, as disclosed in the Statement of Financial Position and Notes to the Financial Statements.

There are no material amounts of collateral held as security at 31 March 2013.

Credit risk is managed as noted in Note 9 with respect to cash and cash equivalents and Note 10 for trade and other receivables. None of these assets are over-due or considered to be impaired.

(c) Liquidity risk

The standard defines this as the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities.

The Investment Manager monitors its cash-flow requirements daily in relation to the investing account taking into account upcoming dividends, tax payments and investing activity.

The Company's inward cash flows depend upon the level of dividend and distribution revenue received. Should these decrease by a material amount, the Company would amend its outward cash flows accordingly. As the Company's major cash outflows are the purchase of securities and dividends paid to shareholders, the level of both of these is managed by the Board and CEO.

The assets of the Company are largely in the form of readily tradeable securities which can be sold on-market if necessary.

Maturities of financial liabilities

The tables below analyse the Company's non-derivative financial liabilities into relevant maturity groupings based on their contractual maturities at year end date.

The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant.

Contractual maturities of financial liabilities

	Less than 1 month \$	Over 5 years \$
At 31 March 2013		
Non-derivatives		
Trade and other payables	105,500	-
Other financial liabilities	-	29,994,519
Total non-derivatives	105,500	29,994,519
At 31 March 2012		
Non-derivatives		
Trade and other payables	98,872	-

NOTES TO THE FINANCIAL STATEMENTS - continued

FOR THE YEAR ENDED 31st MARCH, 2013

(d) Fair value measurements

The fair value of financial assets and financial liabilities must be estimated for recognition and measurement or for disclosure purposes.

AASB 7 Financial Instruments: Disclosures requires disclosure of fair value measurements by level of the following fair value measurement hierarchy:

- (a) quoted prices (unadjusted) in active markets for identical assets or liabilities (level 1)
- (b) inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (as prices) or indirectly (derived from prices) (level 2), and
- (c) inputs for the asset or liability that are not based on observable market data (unobservable inputs) (level 3).

The level in the fair value hierarchy within which the fair value measurement is categorised in its entirety is determined on the basis of the lowest level input that is significant to the fair value measurement in its entirety. For this purpose, the significance of an input is assessed against the fair value measurement in its entirety. If a fair value measurement uses observable inputs that require significant adjustment based on unobservable inputs, that measurement is a level 3 measurement. Assessing the significance of a particular input to the fair value measurement in its entirety requires judgement, considering factors specific to the asset or liability.

The determination of what constitutes 'observable' requires significant judgement by the Directors. The Directors consider observable data to be that market data that is readily available, regularly distributed or updated, reliable and verifiable, not proprietary, and provided by independent sources that are actively involved in the relevant market.

The following table presents the Company's financial assets and liabilities (by class) measured and recognised at fair value according to the fair value hierarchy at 31 March 2013 and 31 March 2012:

31 March 2013	Level 1 \$	Level 2 \$	Level 3 \$	Total \$
Financial assets				
Equivalents securities	316,525,361	-	-	316,525,361
Total	316,525,361	-	-	316,525,361

31 March 2012	Level 1 \$	Level 2 \$	Level 3 \$	Total \$
Financial assets				
Equivalents securities	228,474,623	-	-	228,474,623
Total	228,474,623	-	-	228,474,623

The fair value of financial instruments traded in active markets (such as publicly traded derivatives, and trading and available-for-sale securities) is based on quoted market prices at the end of the reporting period. The quoted market price used for financial assets held by the Company is the current bid price. These instruments are included in level 1.

The fair value of financial instruments that are not traded in an active market (for example, over-the-counter derivatives) is determined using valuation techniques. These valuation techniques maximise the use of observable market data where it is available and rely as little as possible on entity specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities.

NOTES TO THE FINANCIAL STATEMENTS - continued

FOR THE YEAR ENDED 31st MARCH, 2013

4. Critical accounting estimates and judgements

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that may have a financial impact on the entity and that are believed to be reasonable under the circumstances.

(a) Critical accounting estimates and assumptions

The Company makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. There are no critical estimates or assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

5. Segment information

The Company has only one reportable segment. The Company operates predominantly in Australia and in one industry being the securities industry, deriving revenue from dividend income, interest income and from the sale of its investment portfolio.

6. Revenue

	2013 \$	2012 \$
From continuing operations		
Dividends on long term investments held at the end of the year	11,812,005	11,102,374
Dividends on long term investments sold during the year	81,578	171,017
Interest	445,760	418,884
Distributions	993,977	706,396
	13,333,320	12,398,671

7. Restatement

A review of the Company's disclosure of the "net unrealised losses on investments taken to equity" item under Other Comprehensive Income in the Statement of Comprehensive Income resulted in a restatement of the prior period.

Restatement of the affected Financial Statements line items for the prior period is as follows:

	2012 \$	Income Increase/ (Decrease) \$	2012 (Restated) \$
Statement of Comprehensive Income (extract)			
Net unrealised losses on investments taken to equity	(12,964,186)	2,237,740	(10,726,446)
Other comprehensive loss for the year, net of tax	(14,326,315)	2,237,740	(12,088,575)
Total comprehensive income for the year	4,410,913	2,237,740	6,648,653

NOTES TO THE FINANCIAL STATEMENTS - continued

FOR THE YEAR ENDED 31st MARCH, 2013

	2013 \$	2012 \$
8. Income tax expense		
(a) Income tax expense through profit or loss		
Current tax	644,118	565,694
Income tax expense is attributable to:		
Profit from continuing operations	644,118	565,694
(b) Numerical reconciliation of income tax expense to prima facie tax payable		
Profit from continuing operations before income tax expense	10,872,939	19,302,922
Tax at the Australian tax rate of 30.0% (2012 - 30.0%)	3,261,882	5,790,877
Tax effect of amounts which are not deductible (taxable) in calculating taxable income:		
Franking credits on dividends received	(4,002,971)	(3,990,855)
Imputation gross up on dividends income	1,200,891	1,197,257
Timing differences	119,753	(65,432)
Permanent differences from adjustments to prior year income tax expense	64,563	(14,831)
	644,118	2,917,016
Tax effect on profit or loss on the gain in acquisition of Sylvastate	-	(2,351,322)
Income tax expense	644,118	565,694
The applicable weighted average effective tax rates are as follows:	6.34%	2.93%
(c) Amounts recognised directly in equity		
Aggregate current tax arising in the reporting period and not recognised in net profit or loss or other comprehensive income but directly debited or credited to equity:		
Share issue expenses	8,604	99,559
(d) Tax expense (income) relating to items of other comprehensive income		
Net unrealised gains on investments taken to equity	19,113,111	(875,611)
Net realised losses on investments taken to equity	(393,565)	(4,342,420)
	18,719,546	(5,218,031)
9. Current assets - Cash and cash equivalents		
Cash at bank and in hand	1,347,273	3,169,979
Other cash and cash equivalents	3,987,721	-
	5,334,994	3,169,979
(a) Reconciliation to cash at the end of the year		
The above figures are reconciled to cash at the end of the financial year as shown in the statement of cash flows as follows:		
Cash and cash equivalents	5,334,994	3,169,979

NOTES TO THE FINANCIAL STATEMENTS - continued

FOR THE YEAR ENDED 31st MARCH, 2013

	2013 \$	2012 \$
(b) Risk exposure		
The Company's exposure to interest rate risk is discussed in note 3. The maximum exposure to credit risk at the end of the reporting period is the carrying amount of each class of cash and cash equivalents mentioned above.		
10. Current assets - Trade and other receivables		
Dividends and distributions receivable	2,425,780	1,798,840
Interest receivable	7,277	5,589
GST receivable	31,791	22,090
	2,464,848	1,826,519
(a) Fair value and credit risk		
Due to the short-term nature of these receivables, their carrying amount is assumed to approximate their fair value.		
The maximum exposure to credit risk at the end of the reporting period is the carrying amount of each class of receivables mentioned above.		
11. Current assets - Other current assets		
Prepayments	23,720	25,387
12. Non-current assets - Financial assets at fair value through other comprehensive income		
Listed securities		
Investment in shares and equities	316,525,361	228,474,623

The list showing investments treated as equity instruments and revalued through Other Comprehensive Income can be found on pages 56-57 of this report.

Certain securities within the investment portfolio were disposed during the financial year during the normal course of the Company's business as a listed Investment Company. The fair value of the investments sold during the period was \$8.3m (2012: \$77.7m). The cumulative loss on these disposals was \$1.2m for the period before tax (2012: Loss \$6.6m), which has been transferred from the revaluation reserve to the realisation reserve (refer to statement of changes in equity).

(a) Investment transactions

The total number of contract notes that were issued for transactions in securities during the financial year were 96 (2012: 175). Each investment transaction may involve multiple contract notes.

The total brokerage paid on these contract notes was \$104,098 (2012: \$401,074).

(b) Risk exposure and fair value measurements

Information about the Company's exposure to price risk and about the methods and assumptions used in determining fair value is provided in note 3.

NOTES TO THE FINANCIAL STATEMENTS - continued

FOR THE YEAR ENDED 31st MARCH, 2013

	2013 \$	2012 \$
13. Non-current assets - Deferred tax assets		
The balance comprises temporary differences attributable to:		
Net realised losses on investments	22,891,356	22,990,284
Other temporary differences	342,840	101,951
	23,234,196	23,092,235
Movements:		
Opening balance	23,092,235	15,469,866
Charged/credited:		
- to profit or loss	240,889	(10,889)
- to other comprehensive income	(98,928)	7,633,258
	23,234,196	23,092,235
14. Current liabilities - Trade and other payables		
Management fees payable	60,035	51,226
Other payables	45,465	47,646
	105,500	98,872
(a) Risk exposure		
Information about the Company's exposure to foreign exchange risk is provided in note 3.		
15. Non-current liabilities - Deferred tax liabilities		
Net unrealised gains on investments	27,706,410	8,593,301
Other temporary differences	180,020	103,190
	27,886,430	8,696,491
Movements:		
Opening balance	8,696,491	9,614,103
Charged/credited:		
- profit or loss	76,828	(42,001)
- to other comprehensive income	19,113,111	(875,611)
	27,886,430	8,696,491
16. Non-current liabilities - Other financial liabilities		
Convertible resettable preference shares	29,994,519	-

NOTES TO THE FINANCIAL STATEMENTS - continued

FOR THE YEAR ENDED 31st MARCH, 2013

17. Issued capital

(a) Share capital

	Notes	31 March 2013 Shares	31 March 2012 Shares	2013 \$	2012 \$
Ordinary shares - fully paid		75,938,622	75,596,171	175,710,567	174,769,916
8cps Non-redeemable preference shares - fully paid		23,790	23,790	23,790	23,790
		75,962,412	75,619,961	175,734,357	174,793,706

(b) Movements in ordinary share capital

Date	Details	Notes	Number of Shares	Issue price	\$
1 April 2011	Opening balance		61,176,470		133,670,621
	Dividend reinvestment plan issues	(e)	229,492	2.42	555,371
	Cancellation of shares		(3,808,221)		(10,891,512)
	Share issue - Sylvastate takeover		17,998,430		51,475,508
	Balance		75,596,171		174,809,988
	Less: Transaction costs arising on share issue - DRP		-		(11,614)
	Less: Transaction costs arising on share issue - Sylvastate takeover		-		(28,458)
	Add: Other adjustment		-		-
31 March 2012	Balance		75,596,171		174,769,916
	Dividend reinvestment plan issues	(e)	181,568	2.63	477,524
	Dividend reinvestment plan issues	(e)	160,883	2.87	461,734
	Less: Transaction costs arising on share issue - DRP		-		(4,612)
	Less: Transaction costs arising on share issue - Sylvastate takeover		-		-
	Add: Other adjustment		-		6,005
31 March 2013	Balance		75,938,622		175,710,567

(c) Ordinary shares

Ordinary shares entitle the holder to participate in dividends and the proceeds on winding up of the Company after repayment of preference capital in proportion to the number of and amounts paid on the shares held.

On a show of hands every holder of ordinary shares present at a meeting in person or by proxy, is entitled to one vote, and upon a poll each share is entitled to one vote.

(d) Non-redeemable preference shares

The preference shares carry the right to cumulative dividends of 8.0 cents per share per annum, the repayment of face value in a winding up, are not redeemable and carry no further right to participate in profits. Preference shares are entitled to vote at shareholder meetings. There were no arrears of dividend at balance date.

NOTES TO THE FINANCIAL STATEMENTS - continued

FOR THE YEAR ENDED 31st MARCH, 2013

(e) Dividend reinvestment plan

The Company has established a dividend reinvestment plan under which holders of ordinary shares may elect to have all or part of their dividend entitlements satisfied by the issue of new ordinary shares rather than by being paid in cash. Shares are issued under the plan at a discount to the market price as specified by the Company from time to time.

(f) Capital risk management

The Board's policy is to maintain an appropriate level of liquidity in the Company's shares.

The Company is not subject to any externally imposed capital requirements.

	Notes	2013 \$	2012 \$
18. Reserves and retained earnings			
(a) Reserves			
Investment portfolio revaluation reserve		10,630,313	(33,696,053)
Investment portfolio realised gains/losses reserve		82,213,639	83,046,559
		92,843,952	49,350,506
Movements:			
Investment portfolio revaluation reserve			
Opening balance		(33,696,053)	(23,845,218)
Net unrealised gains/(losses) on investments (excluding transfer)		62,606,557	(12,964,186)
Transfer to investment portfolio realised gains/losses reserve		832,920	2,237,740
Income tax on these items	8, 15	(19,113,111)	875,611
Balance 31 March		10,630,313	(33,696,053)
Investment portfolio realised gains/losses reserve			
Opening balance		83,046,559	85,284,299
Transfer from investment portfolio revaluation reserve		(832,920)	(2,237,740)
Balance 31 March		82,213,639	83,046,559
(b) Retained earnings			
Movements in retained earnings were as follows:			
Balance 1 April		23,649,168	11,319,059
Profit for the year		10,228,821	18,737,228
Dividends	19	(12,868,687)	(6,407,119)
Balance 31 March		21,009,302	23,649,168

(c) Nature and purpose of reserves

For a description of the nature and purpose of the reserves, refer to Note 2(h).

NOTES TO THE FINANCIAL STATEMENTS - continued

FOR THE YEAR ENDED 31st MARCH, 2013

	2013 \$	2012 \$
19. Dividends		
(a) Ordinary shares		
Final dividend - prior year	6,425,675	
Interim dividend - current year	6,441,108	6,406,168
	12,866,783	6,406,168
(b) Non-redeemable participating preference shares		
Final dividend - prior year	951	
Interim dividend - current year	951	951
	1,902	951
Total dividends provided for or paid	12,868,685	6,407,119

(c) Convertible Resettable Preference Shares

Dividends on Convertible Resettable Preference Shares are recorded as a financial expense (rather than a "dividend") for accounting purposes.

(d) Dividend rate

Dividends paid fully franked at 30% tax rate

	Dividend Rate cps	Total Amount \$	Date of Payment	% Franked
2013				
8% Preference shares - interim	4.0	951	12/12/2012	100
Ordinary shares - interim	8.5	6,441,108	12/12/2012	100
2012				
8% Preference shares - interim	4.0	951	12/12/2011	100
Ordinary shares - interim	8.5	6,406,168	12/12/2011	100
8% Preference shares - final	4.0	951	6/6/2012	100
Ordinary shares - final	8.5	6,425,675	6/6/2012	100

(e) Dividend not recognised at the end of the reporting period

	2013 \$
In addition to the above dividends, since year end the Directors have recommended the payment of a final dividend of 8.5 cents per fully paid ordinary share and 4.0 cents per fully paid preference share, fully franked based on tax paid at 30%. The aggregate amount of the proposed dividend expected to be paid on 11 June 2013 out of retained earnings at 31 March 2013, but not recognised as a liability at year end, is	6,455,734

NOTES TO THE FINANCIAL STATEMENTS - continued

FOR THE YEAR ENDED 31st MARCH, 2013

	2013 \$	2012 \$
(f) Dividend franking account		
Opening balance of franking account	21,188,328	16,479,865
Franking credits transferred from Sylvastate upon merger	-	3,494,151
Franking credits on dividends received	4,002,892	3,992,854
Tax paid during the year	-	(23,923)
Franking credits on dividends paid	(5,112,606)	(2,745,908)
Loss of franking credits under 45 day rule	(129)	(8,711)
Closing balance of franking account	20,078,485	21,188,328
Adjustments for tax payable/refundable in respect of the current year's profits and the receipt of dividends	893,278	619,152
Impact on the franking account of dividends proposed or declared before the financial report authorised for issue but not recognised as a distribution to equity holders during the period	(3,216,743)	(2,745,268)
	17,755,020	19,053,212
20. Key management personnel disclosures		
(a) Key management personnel compensation		
Short-term employee benefits	518,665	518,665
Post-employment benefits	2,601	2,601
	521,266	521,266

Detailed remuneration disclosures are provided in the remuneration report on pages 24 to 25.

(b) Equity instrument disclosures relating to key management personnel

(i) Share holdings

The numbers of shares in the Company held during the financial year by each Director of Whitefield Limited and other key management personnel of the Company, including their personally related parties, are set out below. There were no shares granted during the reporting period as compensation.

Name	Balance at the start of the year	Net movement	Other changes during the year	Balance at the end of the year
2013				
Directors of Whitefield Limited				
Ordinary shares				
David J. Iliffe	2,191,703	-	-	2,191,703
Graeme J. Gillmore	277,141	171	-	277,312
Angus J. Gluskie	7,908,222	-	9,090,575	16,998,797
	10,377,066	171	9,090,575	19,467,812

NOTES TO THE FINANCIAL STATEMENTS - continued

FOR THE YEAR ENDED 31ST MARCH, 2013

Name	Balance at the start of the year	Net movement	Other changes during the year	Balance at the end of the year
8% Preference shares				
David J. Iliffe	1,300	-	-	1,300
Angus J. Gluskie	-	-	200	200
	1,300	-	200	1,500

2012

Directors of Whitefield Limited

Ordinary shares

David J. Iliffe	1,548,490	643,213	-	2,191,703
Graeme J. Gillmore	213,360	63,781	-	277,141
Angus J. Gluskie	5,374,576	2,533,646	-	7,908,222
	7,136,426	3,240,640	-	10,377,066

8% Preference shares

David J. Iliffe	1,300	-	-	1,300
	1,300	-	-	1,300

21. Remuneration of auditors

During the year the following fees were paid or payable for services provided by the auditor of the Company, its related practices and non-related audit firms:

(a) MNSA Pty Limited

	31 March 2013 \$	31 March 2012 \$
Audit and other assurance services		
Audit and review of financial statements	27,350	26,950
Total remuneration for audit and other assurance services	27,350	26,950

22. Contingencies

The Investment Management Agreement entered into by the company with White Funds Management Limited expires in September 2017.

The Company had no other contingent liabilities at 31 March 2013 (2012: nil).

NOTES TO THE FINANCIAL STATEMENTS - continued

FOR THE YEAR ENDED 31st MARCH, 2013

23. Related party transactions

(a) Key management personnel

Disclosures relating to key management personnel are set out in note 20.

(b) Transactions with other related parties

The following transactions occurred with related parties:

	31 March 2013 \$	31 March 2012 \$
Management fees paid or payable	463,305	346,175

The Company has entered into Management and Administration Agreements with White Funds Management Pty Ltd and White Outsourcing Pty Ltd such that between them they will manage investments of the Company, ensure regulatory compliance with all the relevant laws and regulations, and provide administrative and other services for a fee.

(c) Outstanding balances

The following balances are outstanding at the end of the reporting period in relation to transactions with related parties:

	2013 \$	2012 \$
Management fees payable (including GST)	60,035	51,226

(d) Terms and conditions

Transaction between related parties are on normal commercial terms and conditions no more favourable than those available to other parties unless otherwise stated.

24. Business combination

(a) Summary of acquisition in the prior year

Pursuant to a merger implementation agreement with Sylvastate Limited, Whitefield Limited acquired 100% of the issued capital of Sylvastate Limited on 10 May 2011. Whitefield Limited had an existing holding of 210,636 shares in Sylvastate Limited with a cost base of \$772,098. A purchase consideration of 17,998,430 new ordinary Whitefield Limited shares at an issue price of \$2.86 each was made to acquire the remaining 15,587,514 Sylvastate Limited shares on issue.

The acquisition was part of Whitefield Limited's overall strategy of maintaining and enhancing the long term operating efficiencies of the Company.

Through acquiring 100% of the issued capital of Sylvastate Limited, Whitefield Limited had obtained control of Sylvastate Limited.

Details of the purchase consideration and the net assets acquired were as follows:

	\$
Purchase consideration:	
Existing holding	772,098
Equity issued	51,475,510
Total purchase consideration	52,247,608

NOTES TO THE FINANCIAL STATEMENTS - continued

FOR THE YEAR ENDED 31st MARCH, 2013

The assets and liabilities recognised as a result of the acquisition are as follows:

	Fair value \$
Cash	935,624
Trade receivables	3,899,629
Trade payables	(20,315)
Investments	44,378,897
Investment in Whitefield Limited	10,891,512
Net identifiable assets acquired	60,085,347

	\$
Excess of net assets over consideration	7,837,739

25. Events occurring after the reporting period

Other than the dividend declared after year end, no other matter or circumstance has occurred subsequent to year end that has significantly affected, or may significantly affect, the operations of the Company, the results of those operations or the state of affairs of the Company or economic entity in subsequent financial years.

26. Reconciliation of profit after income tax to net cash inflow from operating activities

	2013 \$	2012 \$
Profit for the year	10,228,821	18,737,228
Gain on acquisition of Sylvastate Limited	-	(7,837,739)
Finance cost on convertible resettable preference shares	1,502,904	-
Change in operating assets and liabilities:		
Increase in trade and other receivables	(627,053)	(83,982)
Increase in other current assets	(1,667)	(5,015)
Increase in trade and other payables	7,411	16,802
Increase in provision for income taxes payable	644,450	565,694
Net cash inflow from operating activities	11,754,866	11,392,988

NOTES TO THE FINANCIAL STATEMENTS - continued

FOR THE YEAR ENDED 31st MARCH, 2013

27. Earnings per share

(a) basic earnings per share

	2013 Cents	2012 Cents
From continuing operations attributable to the ordinary equity holders of the company (excluding all net realised gains/losses on investments) Profit for the year	13.49	25.07
From continuing operations attributable to the ordinary equity holders of the company (excluding all net realised gains/losses on investments and before gain on acquisition of Sylvastate)	13.49	14.58

(b) Diluted earnings per share

	2013 Cents	2012 Cents
From continuing operations attributable to the ordinary equity holders of the company (excluding all net realised gains/losses on investments)	13.49	25.07
From continuing operations attributable to the ordinary equity holders of the company (excluding all net realised gains/losses on investments and before gain on acquisition of Sylvastate)	13.49	14.58

Diluted earnings per share is the same as basic earnings per share. While the Company's Convertible Resettable Preference Shares outstanding have the potential to convert to ordinary shares, this does not result in dilution of basic earnings per share for this reporting period.

(c) Weighted average number of shares used as denominator

	2013 Number	2012 Number
Weighted average number of ordinary shares used as the denominator in calculating basic earnings per share	75,792,847	74,751,180
Weighted average number of ordinary and potential ordinary shares used as the denominator in calculating diluted earnings per share	75,792,847	74,751,180

DIRECTORS' DECLARATION

In the Directors' opinion:

- (a) the Financial Statements and notes set out on pages 28 to 52 are in accordance with the *Corporations Act 2001*, including:
 - (i) complying with Accounting Standards, the Corporations Regulations 2001 and other mandatory professional reporting requirements, and
 - (ii) giving a true and fair view of the entity's financial position as at 31 March 2013 and of its performance for the year ended on that date, and
- (b) there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable

Note 2(a) confirms that the Financial Statements also comply with International Financial Reporting Standards as issued by the International Accounting Standards Board.

The Directors have been given the declarations by the chief executive officer and chief financial officer required by section 295A of the *Corporations Act 2001*.

This declaration is made in accordance with a resolution of Directors.



David J. Iliffe
Director

Sydney
14 May 2013

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF WHITEFIELD LIMITED

Report on the Financial Report

We have audited the accompanying financial report of Whitefield Limited, which comprises the statement of financial position as at 31 March 2013, the statement of comprehensive income, the statement of changes in equity and the statement of cash flows for the year then ended, notes comprising a summary of significant accounting policies and other explanatory information and the directors declaration of the entity comprising the company and the entities it controlled at the years end or from time to time during the financial year.

Directors Responsibility for the Financial Report

The directors of the company are responsible for the preparation of the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001* and for such internal control as the directors determine is necessary to enable the preparation of the financial report that is free from material misstatement, whether due to fraud or error. In Note 2, the directors also state, in accordance with Accounting Standard AASB 101: Presentation of Financial Statements, that the financial statements comply with International Financial Reporting Standards (IFRS).

Auditors Responsibility

Our responsibility is to express an opinion on the financial report based on our audit. We conducted our audit in accordance with Australian Auditing Standards. Those standards require that we comply with relevant ethical requirements relating to audit engagements and plan and perform the audit to obtain reasonable assurance whether the financial report is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial report. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial report, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial report in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the financial report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Independence

In conducting our audit, we have complied with the independence requirements of the *Corporations Act 2001*.

Auditor's Opinion

In our opinion:

- a. the financial report of Whitefield Limited is in accordance with the *Corporations Act 2001*, including:
 - (i) giving a true and fair view of the consolidated entity's financial position as at 31 March 2013 and of its performance for the year ended on that date; and
 - (ii) complying with Australian Accounting Standards and the *Corporations Regulations 2001*; and
- b. the financial report also complies with International Financial Reporting Standards as disclosed in Note 2.

Report on the Remuneration Report

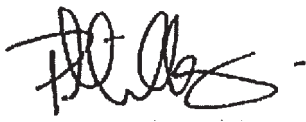
We have audited the remuneration report included in the directors' report for the year ended 31 March 2013. The directors of the company are responsible for the preparation and presentation of the remuneration report in accordance with s300A of the *Corporations Act 2001*. Our responsibility is to express an opinion on the remuneration report, based on our audit conducted in accordance with Australian Auditing Standards.

Auditor's Opinion

In our opinion the remuneration report of Whitefield Limited for the year ended 31 March 2013 complies with s300A of the *Corporations Act 2001*.



MNSA Pty Ltd



Phillip Miller
Director

Dated in Sydney this 14th day of May 2013.

TABLE OF INVESTMENT HOLDINGS

Code	Name	Shares	Market Value	Whitefield (%)
Consumer Discretionary				
ALL	Aristocrat Leisure Limited	156,900	574,254	0.18%
CWN	Crown Limited	591,604	7,276,729	2.30%
DJS	David Jones Limited	352,000	1,052,480	0.33%
EGP	Echo Entertainment Group Limited	260,507	906,564	0.29%
FXJ	Fairfax Media Limited	1,909,580	1,203,035	0.38%
HVN	Harvey Norman Holdings Limited	810,400	2,212,392	0.70%
IVC	InvoCare Limited	510,735	5,607,870	1.77%
JBH	JB Hi-Fi Limited	69,700	1,028,772	0.33%
MYR	Myer Holdings Limited	415,571	1,225,934	0.39%
NWS	News Corporation	61,150	1,777,019	0.56%
NWSLV	News Corporation	168,350	4,861,948	1.54%
			27,726,997	8.76%
Consumer Staple				
TWE	Treasury Wine Estates	182,400	1,037,856	0.33%
WES	Wesfarmers Limited	298,736	12,009,187	3.79%
WOW	Woolworths Limited	347,642	11,746,823	3.71%
			24,793,866	7.83%
Banks				
ANZ	Australia and New Zealand Banking Group Limited	863,027	24,622,161	7.78%
CBA	Commonwealth Bank of Australia	502,895	34,201,890	10.81%
NAB	National Australia Bank Limited	736,299	22,707,462	7.17%
WBC	Westpac Banking Corporation	976,541	30,038,402	9.49%
			111,569,915	35.25%
Non Bank Financials				
AMP	AMP Limited	1,687,451	8,791,620	2.78%
ASX	ASX Limited	55,500	2,008,545	0.63%
CGF	Challenger Financial Services Group Limited	173,250	667,013	0.21%
HFA	HFA Holdings Limited	1,708,613	1,512,123	0.48%
IAG	Insurance Australia Group Limited	446,281	2,548,265	0.81%
LLC	Lend Lease Group	304,910	3,110,082	0.98%
MQG	Macquarie Group Limited	353,508	13,132,822	4.15%
PPT	Perpetual Limited	41,386	1,667,028	0.53%
QBE	QBE Insurance Group Limited	459,414	6,206,683	1.96%
SUN	Suncorp-Group Limited	346,777	4,098,904	1.29%
			43,743,085	13.82%
Health Care				
CLV	Clover Corporation Limited	375,000	232,500	0.07%
COH	Cochlear Limited	18,000	1,224,900	0.39%
CSL	CSL Limited	210,525	12,469,396	3.94%
RMD	ResMed Inc.	515,800	2,248,888	0.71%
SHL	Sonic Healthcare Limited	98,300	1,369,319	0.43%
			17,545,003	5.54%

Code	Name	Shares	Market Value	Whitefield (%)
Industrials				
AIO	Asciano Group	989,593	5,531,825	1.75%
AZJ	Aurizon Holdings Limited	687,413	2,770,274	0.88%
BXB	Brambles Limited	678,397	5,746,023	1.82%
DOW	Downer EDI Limited	137,075	679,892	0.21%
LEI	Leighton Holdings Limited	107,078	2,199,382	0.69%
MQA	Macquarie Atlas Roads Group	1,511,140	2,357,378	0.74%
QAN	Qantas Airways Limited	708,499	1,264,671	0.40%
SVW	Seven Group Holdings Limited	758,900	7,513,110	2.37%
SYD	Sydney Airports	589,590	1,933,855	0.61%
TCL	Transurban Group	327,500	2,089,450	0.66%
TOL	Toll Holdings Limited	515,780	3,058,575	0.97%
UGL	UGL Limited	141,351	1,447,434	0.46%
VAH	Virgin Australia Holdings Limited	1,902,760	789,645	0.25%
			37,381,514	11.81%
Information Technology				
ALU	Altium Limited	1,303,050	1,693,965	0.54%
CPU	Computershare Limited	809,865	8,260,623	2.61%
			9,954,588	3.14%
Materials				
AMC	Amcor Limited	560,900	5,205,152	1.65%
BLD	Boral Limited	174,020	854,438	0.27%
FBU	Fletcher Building Limited	216,000	1,462,320	0.46%
IPL	Incitec Pivot Limited	1,446,400	4,469,376	1.41%
ORI	Orica Limited	116,600	2,850,870	0.90%
			14,842,156	4.70%
Property				
DXS	DEXUS Property Group	1,159,280	1,205,651	0.38%
GMG	Goodman Group	435,600	2,082,168	0.66%
GPT	General Property Trust	427,440	1,585,802	0.50%
MGR	Mirvac Group	788,614	1,277,555	0.40%
SCP	Shopping Centres Australasia Property Group	69,528	115,069	0.04%
SGP	Stockland	535,602	1,954,947	0.62%
WDC	Westfield Group	354,200	3,843,070	1.21%
			12,064,262	3.81%
Telecommunication Services				
TLS	Telstra Corporation Limited	2,963,320	13,364,573	4.22%
			13,364,573	4.22%
Utilities				
AGK	AGL Energy Limited	172,683	2,738,752	0.87%
SPN	SP AusNet	670,000	800,650	0.25%
			3,539,402	1.12%
Total			316,525,361	100.00%

DETAILS OF SHAREHOLDERS

Distribution of Shareholdings

At 30 April 2013, 3,317 members held 75,938,622 ordinary shares in the Company, 22 members held 23,790, 8% Cumulative Preference shares in the Company and 734 members held 300,000 Convertible Resetable Preference Shares in the Company. The twenty largest ordinary shareholdings were equivalent to 41.44% of the 75,938,632 ordinary shares issued, the twenty largest 8% preference shareholdings were equivalent to 99.15% of the total 23,790 preference shares issued and the twenty largest Convertible Resetable Preference shareholdings were equivalent to 22.11% of the Convertible Resetable Preference Shares Issued. The distribution of shares was as follows:

No. of Ordinary Shares Held	No. of Ordinary Shareholders	No. of Preference Shareholders	No. of Convertible Resetable Preference Shares
1 - 1,000	477	16	701
1,001 - 5,000	984	4	29
5,001 - 10,000	723	2	1
10,001- 100,000	1,057	0	1
100,001 and over	76	0	0
Total	3,317	22	732

Top Twenty Shareholders

The top twenty ordinary shareholders of Whitefield at 30 April 2013 were:

Shareholder	Units	% of Units
1 CAITHNESS NOMINEES PTY LTD	5,742,004	7.56%
2 LAURENCE JOHN GLUSKIE	4,840,564	6.37%
3 SHANE CAROLYN GLUSKIE	4,250,011	5.60%
4 FIDUCIO PTY LTD	2,121,255	2.79%
5 MR HERMAN ROCKEFELLER	2,111,339	2.78%
6 NELROSE INVESTMENTS PTY LIMITED	1,705,602	2.25%
7 HSBC CUSTODY NOMINEES (AUSTRALIA)	1,458,327	1.93%
8 CLYDE GREEN PTY LTD	1,250,816	1.65%
9 MERRAN K DUNLOP	1,015,352	1.34%
10 JEAN MARY DECK	971,410	1.28%
11 NATIONAL NOMINEES LIMITED	903,905	1.22%
12 MRS MARGARET ELIZABETH DOBBIN	846,630	1.11%
13 ALLAN L HOLDEN	818,039	1.08%
14 ESTATE LATE MAY D GILLMORE	655,592	0.86%
15 PATTERSON CARRIERS PTY LTD	500,000	0.66%
16 PONT PTY	482,956	0.64%
17 DRUMTOCHTY PTY LTD <JAMES BUTLER MED P/L S/F A/C>	459,521	0.61%
18 DR RICHARD WOODLEY DAVIS & MRS PATRICIA MADGE DAVIS <RW & PM DAVIS SUPERFUND A/C>	459,302	0.60%
19 DAVID J ILIFFE	442,278	0.58%
20 MR PAUL KEARNES <KEARNES FAMILY S/FUND A/C>	435,103	0.57%
Total Top 20 Shareholders	31,470,006	41.44%
Total Remaining Holders Balance	44,468,616	58.56%
Total Shares On Issue	75,938,622	100.00%

Substantial Shareholders

Notice has been received of substantial shareholdings as follows:

Shareholder	Ordinary Shares	Preference Shares
A.J. Gluskie, D.M. Gluskie, Fiducio Pty Ltd & Caithness Nominees Pty Ltd	16,999,097	200
L.J. Gluskie & S.C. Gluskie	14,832,579	200

The Corporations Law requires shares in which an associate has a relevant interest to be included in each declaration of interest and as a result shareholdings may be included in the declarations of several different shareholders.

Voting Rights

On a show of hands, every member present has one vote and upon a poll, every member present in person or by proxy has one vote for each share held. For voting purposes there is no distinction between ordinary and 8% preference shares.

OTHER

Investment Transactions

The total number of contract notes that were issued for transactions in securities during the financial year was 96. Each contract note may involve multiple transactions. The total brokerage paid on these contract notes was \$104,098.

Registered Office

The address of the registered office and principal place of business of the Company is:

Level 15, 135 King Street
Sydney NSW 2000 Australia

Phone: (02) 8215 7900

Fax: (02) 8215 7901

Share Registry

Share registry functions are maintained by Computershare Investor Services Pty Limited and their contact details are as follows:

Level 4, 60 Carrington Street
Sydney NSW 2000 Australia

Phone: 1300 850 505 (inside Australia)
(03) 9415 4000 (outside Australia)

Fax: (03) 9473 2500

Stock Exchange Listing

Quotation has been granted for all the ordinary shares of the Company on all Member Exchanges of the Australian Stock Exchange Limited (ASX).

Best Practice

The Company has followed all applicable best practice recommendations set by ASX Corporate Governance Council during the reporting period, unless otherwise stated.

DIRECTORY

Whitefield Ltd

ABN 50 000 012 895

Registered Office:

Level 15, 135 King Street

Sydney NSW 2000 Australia

Phone: (02) 8215 7900

Fax: (02) 8215 7901

Share Registry:

Computershare Investor Services Pty Limited

Level 4, 60 Carrington Street

Sydney NSW 2000 Australia

Phone: 1300 850 505 (inside Australia)

(03) 9415 4000 (outside Australia)

Fax: (03) 9473 2500

Directors:

David J. Iliffe, *F.C.A, Chairman*

Angus J. Gluskie, *B.Ec, C.A., Graduate Diploma Applied*

Finance and Investment, F.Fin, Chief Executive Officer

Graeme J. Gillmore, *C.A., B.Com, LLB*

Martin J. Fowler, *B.Bus, C.A., Graduate Diploma Applied Finance and Investment, F.Fin, Graduate Diploma in Financial Planning*

Company Secretary:

Peter A. Roberts, *B.Bus, C.A.*

Chief Executive Officer:

Angus J. Gluskie, *B.Ec, C.A., Graduate Diploma Applied*

Finance and Investment, F.Fin

Auditors:

MNSA Pty Limited

Level 2, 333 George Street

Sydney NSW 2001

Stock Exchange Listing:

Australian Stock Exchange

Other Information:

Whitefield Limited, incorporated and domiciled in Australia, is a publicly listed company limited by shares.

ABN 50 000 012 895

LEVEL 15, 135 KING STREET | SYDNEY NSW 2000
PHONE 61 2 8215 7900 | FAX 61 2 8215 7901