

Appendix 4D Statement For the Half Year Ended 30 September 2020

Contents

- Results for Announcement to the Market
- Appendix 4D Accounts
- Independent Auditor's Review Report

This report is based on results that have been reviewed by the Company's auditors.

The documents contained within this report comprise the information required by listing rule 4.2A and should be read in conjunction with the Company's 2020 Annual Report.

Whitefield Limited

ABN 50 000 012 895



RESULTS FOR ANNOUNCEMENT TO THE MARKET FOR THE HALF-YEAR ENDED 30 SEPTEMBER 2020 (Previous corresponding period being the half-year ended 30 September 2019).

A. Revenue and Net Profit

| | HY Sep 2020 \$'000 | Change on prior year |
|--|-----------------------|-------------------------|
| Investment revenue from ordinary activities | 5,356 | Down 52.7% |
| Net Profit after tax attributable to members | 3,877 | Down 60.1% |

Explanation of Results

Ordinary shareholder entitlement to profit should also be considered after the impact of preference share dividends. Accordingly, greater clarity on the company's operations can be gained from the further dissection of Net Profit as follows:

| | HY Sep 2020 \$'000 | Change On prior year |
|--|-----------------------|-------------------------|
| Net Profit after tax attributable to all members | 3,877 | Down 60.1% |
| Less Preference Share Dividends | (648) | |
| Net Profit after tax attributable to Ordinary Shares | 3,229 | Down 64.43% |

B. Dividends

Since the end of the half-year, the directors of Whitefield have declared the following dividends:

| Final Dividends | Cents per security |
|--|--|
| Interim Dividend Per Ordinary Share | 10.25 |
| Interim Dividend Per 8% Preference Share | 4.00 |
| Interim Dividend Per Convertible Resettable Preference Share | 201.25 |
| Record date for determining entitlement to the final dividend: | 26 th November 2020 |
| Payment date: | 11 th December 2020 |
| Franking: | Each dividend is fully franked at the 30% rate Each dividend will have 10% of its value attributed to LIC Discount Capital Gains |

Dividend Reinvestment Plan [DRP] and Bonus Share Plan [BSP]

The DRP and BSP will continue to be available for use with these dividends, no additional discount will be applied to shares issued under these plans for the upcoming dividend.

Whitefield Limited has a dividend reinvestment plan and a bonus share plan in operation that apply to Ordinary Shares only. Shareholder participation in either plan begins with the first dividend payment after receipt of the Application / Nomination form. The form must be received by 5pm on the business day following the record date to be effective for that dividend. Whitefield Limited will confirm the allotment price calculated in accordance with rules of both plans in a separate release to market following the calculation period.

C. Net Asset Backing per Ordinary Share

| | 30 Sep 2020 | 30 Sep 2019 | Change % |
|---|-------------|-------------|-------------|
| Net Tangible Assets per share (post-deferred capital gains tax) | \$4.31 | \$4.91 | Down 12.2% |
| Net Tangible Assets per share (pre-deferred capital gains tax) | \$4.59 | \$5.41 | Down 15.2% |

Operating Results

Whitefield reports a net profit after tax for the half-year to September 2020 of \$3,877,416. This outcome is materially lower than the equivalent six months in the prior year, and reflects the widespread dividend cuts and cancellations across listed companies as the result of the COVID19 pandemic.

This result equates to Earnings Per Ordinary Share of 3.43 cents, a decrease of 65% from the prior equivalent period.

While the investment income fall was sizeable, Whitefield's portfolio generated a higher level of income than the benchmark index over the period, notwithstanding our higher cash holdings.

Stability or growth in income was evident in our holdings of Coles Group, Wesfarmers, JB Hi-Fi, Magellan Group, Pro-Medicus, Austal, Fisher & Paykel Healthcare, Aurizon, APA Group. Technology One and Resmed.

Larger cuts in dividends came from Macquarie Group, the major banks, Transurban, Stockland, GPT, Mirvac, Coca Cola Amatil, QBE, Suncorp, Medibank Private, Inghams Group, Treasury Wine and Woolworths.

Dividend

Whitefield has declared interim dividends on Ordinary, WHFPA and WHFPB shares, payable on 11th of December 2020. The Ordinary dividend will amount to 10.25 cents per Ordinary share. These dividends will be fully franked, with 10% attributable to LIC discount capital gains.

The company also expects to be able to maintain its Ordinary dividend at this level for its full year dividend following its financial year ending March 2021.

Further Queries:

Should you require any further general information about Whitefield Ltd, please visit the company website www.whitefield.com.au

Should you have any specific queries about the company please contact CEO Angus Gluskie on

+61 2 8215 7735.

For queries relating to your shareholding, please contact the share registry, Computershare Investor Services Pty Ltd on 1300 850 505 (inside Australia) or +61 (0)3 9415 4000 (outside Australia).

WHITEFIELD LIMITED

Suite 16.01
Level 16, 68 Pitt Street
Sydney NSW 2000
Phone +61 2 8215 7900
Fax +61 2 8215 7901
whitefield.com.au
Whitefield Limited ABN 50 000 012 895

Whitefield Limited

ABN 50 000 012 895

Interim Report

for the half-year ended 30 September 2020

Directors' Report

Your Directors present their report together with the financial report of Whitefield Limited ("the Company") for the half-year ended 30 September 2020.

Directors

The following persons held office as Directors of Whitefield Limited during the financial period:

Angus J. Gluskie
William R. Seddon
Lance W. Jenkins
Mark A. Beardow
Jenelle B. Webster

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

Principal activities

During the period, the principal activity of the Company was investing in companies and trusts listed on the Australian Securities Exchange ("ASX").

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

Review of operations

Operating Profit after Tax declined to \$3,877,416 for the six months to 30 September 2020, a decrease of 60.1% on the outcome for the equivalent half in the prior year. After allowing for increases in share capital and preference share dividends, this translates to Earnings Per Ordinary Share of 3.43 cents, representing decline of 65.2% on the prior year's first half equivalent.

Dividend

Dividends paid to members during the financial period were as follows:

| | Dividend Rate | Total Amount | Date of Payment | % Franked |
|--|---------------|--------------|-----------------|-----------|
| 2020 | | | | |
| 8% Preference shares - interim | 4.0 cps | \$952 | 12/06/2020 | 100 |
| Ordinary shares - interim | 10.25 cps | \$8,944,903 | 12/06/2020 | 100 |
| Convertible Resettable Preference Shares - Six-Monthly | 201.3 cps | \$646,789 | 12/06/2020 | 100 |
| 2019 | | | | |
| 8% Preference shares - final | 4.0 cps | \$952 | 12/06/2019 | 100 |
| Ordinary shares - final | 10.0 cps | \$8,946,436 | 12/06/2019 | 100 |
| Convertible Resettable Preference Shares - Six-Monthly | 201.3 cps | \$646,789 | 12/06/2019 | 100 |

Significant changes in the state of affairs

During the 6 months to 30 September 2020 the COVID-19 global pandemic and measures required to contain it have remained a dominant influence on global economic activity. In particular, this has resulted in a material downturn in the dividends and distributions paid by listed companies, and this has been similarly reflected in the fall in the Company's income from investments.

In addition, as the future course of the pandemic is unpredictable investment conditions should be considered to carry greater uncertainty than normal. The Company will continue to report on its income in its quarterly reports as the year progresses, and also reports the market value of its net assets on a monthly basis to the ASX.

Apart from the fall in income noted and the level of uncertainty caused by the pandemic, the Company's operations as an investor continue as normal, and there have been no other significant changes in the state of affairs of the Company during the period.

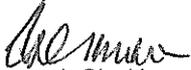
Rounding of amounts

The Company is of a kind referred to in *ASIC Corporations (Rounding in Financial/Directors' Reports) Instrument 2016/191*, issued by the Australian Securities and Investments Commission, relating to the 'rounding off' of amounts in the Directors' Report. Amounts in the Directors' Report have been rounded off in accordance with that Class Order to the nearest dollar.

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 3.

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

 15/11/20
Angus J. Gluskie
Director

Sydney



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 half-year ended 30 September 2020 there have been:

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

MNSA Pty Ltd

Sam Danieli
Director

Dated in Sydney this 18th day of November 2020

Whitefield Limited
Statement of Comprehensive Income
For the half-year ended 30 September 2020

| | | 30 September 2020 | 30 September 2019 |
|--|-------|----------------------|----------------------|
| | Notes | \$ | \$ |
| Investment income from ordinary activities | 3 | 5,355,990 | 11,324,345 |
| Expenses | | | |
| Directors' fees | | (25,500) | (21,525) |
| Audit fees | | (24,323) | (20,225) |
| Management fees | | (631,305) | (695,307) |
| Other expenses | | (401,833) | (345,405) |
| Finance costs | | (120,382) | (119,491) |
| Profit before income tax | | 4,152,647 | 10,122,392 |
| Income tax expense | | (275,231) | (395,067) |
| Net profit for the period | | 3,877,416 | 9,727,325 |
| Other comprehensive income | | | |
| <i>Items that will not be reclassified to profit or loss</i> | | | |
| Net unrealised gains on investments taken to equity | | 38,244,414 | 38,709,076 |
| Income tax relating to net unrealised gains on investments taken to equity | | (13,240,443) | (12,829,278) |
| Net realised gains on investments taken to equity | | 875,454 | 5,823,072 |
| Income tax relating to net realised losses/(gains) on investments taken to equity | | 1,504,482 | (530,367) |
| Other comprehensive income for the period, net of tax | | 27,383,907 | 31,172,503 |
| Total comprehensive income for the period | | 31,261,323 | 40,899,828 |
| | | Cents | Cents |
| Earnings per share from continuing operations attributable to the ordinary equity holders of the Company: | | | |
| Basic earnings per share | 7 | 3.43 | 9.87 |
| Diluted earnings per share | 7 | 3.43 | 9.87 |

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

Whitefield Limited
Statement of Financial Position
As at 30 September 2020

| | 30 September | 31 March |
|---|---------------------|--------------------|
| | 2020 | 2020 |
| Notes | \$ | \$ |
| ASSETS | | |
| Current assets | | |
| Cash and cash equivalents | 56,290,330 | 52,145,584 |
| Trade and other receivables | 1,469,650 | 1,231,417 |
| Current tax receivables | 293,622 | 525,472 |
| Other current assets | 54,905 | 20,576 |
| Total current assets | 58,108,507 | 53,923,049 |
| Non-current assets | | |
| Financial assets at fair value through other comprehensive income | 416,558,702 | 372,379,332 |
| Deferred tax assets | 8,211,144 | 6,700,573 |
| Total non-current assets | 424,769,846 | 379,079,905 |
| Total assets | 482,878,353 | 433,002,954 |
| LIABILITIES | | |
| Current liabilities | | |
| Trade and other payables | 203,037 | 325,646 |
| Dividends payable | 431,193 | 431,193 |
| Total current liabilities | 634,230 | 756,839 |
| Non-current liabilities | | |
| Deferred tax liabilities | 35,771,222 | 22,568,721 |
| Other financial liabilities | 4 32,519,653 | 32,402,573 |
| Total non-current liabilities | 68,290,875 | 54,971,294 |
| Total liabilities | 68,925,105 | 55,728,133 |
| Net assets | 413,953,248 | 377,274,821 |
| EQUITY | | |
| Issued capital | 5 256,344,231 | 241,334,483 |
| Reserves | 108,335,089 | 81,910,460 |
| Retained earnings | 49,273,928 | 54,029,878 |
| Total equity | 413,953,248 | 377,274,821 |

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

Whitefield Limited
Statement of Changes in Equity
For the half-year ended 30 September 2020

| Notes | Issued capital \$ | Reserves \$ | Retained earnings \$ | Total equity \$ |
|--|-------------------------|---------------------|----------------------------|-----------------------|
| Balance at 1 April 2019 | <u>239,244,188</u> | <u>135,654,753</u> | <u>45,040,287</u> | <u>419,939,228</u> |
| Profit for the period | | | 9,727,325 | 9,727,325 |
| Other comprehensive income/(losses) for the period | | | | |
| Net unrealised gains on investments taken to equity | | 38,709,076 | | 38,709,076 |
| Income tax on net unrealised gains on investments taken to equity | | (12,829,278) | | (12,829,278) |
| Net realised gains on investments taken to equity | | 5,823,072 | | 5,823,072 |
| Income tax on net realised gains on investments taken to equity | | (530,367) | | (530,367) |
| Total other comprehensive loss for the period, net of tax | <u>-</u> | <u>31,172,503</u> | <u>-</u> | <u>31,172,503</u> |
| Total comprehensive income for the period | <u>-</u> | <u>31,172,503</u> | <u>9,727,325</u> | <u>40,899,828</u> |
| Transactions with owners in their capacity as owners: | | | | |
| Contributions of equity, net of transaction costs and tax | 1,025,438 | | | 1,025,438 |
| Dividends provided for or paid | 6 | (10,241,015) | 646,838 | (9,594,177) |
| | <u>1,025,438</u> | <u>(10,241,015)</u> | <u>646,838</u> | <u>(8,568,739)</u> |
| Balance at 30 September 2019 | <u>240,269,626</u> | <u>156,586,241</u> | <u>55,414,450</u> | <u>452,270,317</u> |
| Balance at 1 April 2020 | <u>241,334,483</u> | <u>81,910,460</u> | <u>54,029,878</u> | <u>377,274,821</u> |
| Profit for the period | | | 3,877,416 | 3,877,416 |
| Other comprehensive income/(losses) for the period | | | | |
| Net unrealised gains on investments taken to equity | | 38,244,414 | | 38,244,414 |
| Income tax on net unrealised gains on investments taken to equity | | (13,240,443) | | (13,240,443) |
| Net realised gains on investments taken to equity | | 875,454 | | 875,454 |
| Income tax on net realised losses on investments taken to equity | | 1,504,482 | | 1,504,482 |
| Total other comprehensive income for the period, net of tax | <u>-</u> | <u>27,383,907</u> | <u>-</u> | <u>27,383,907</u> |
| Total comprehensive income for the period | <u>-</u> | <u>27,383,907</u> | <u>3,877,416</u> | <u>31,261,323</u> |
| Transactions with owners in their capacity as owners: | | | | |
| Contributions of equity, net of transaction costs and tax | 5 | 15,009,748 | | 15,009,748 |
| Dividends provided for or paid | 6 | (959,278) | (8,633,366) | (9,592,644) |
| | <u>15,009,748</u> | <u>(959,278)</u> | <u>(8,633,366)</u> | <u>5,417,104</u> |
| Balance at 30 September 2020 | <u>256,344,231</u> | <u>108,335,089</u> | <u>49,273,928</u> | <u>413,953,248</u> |

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

Whitefield Limited
Statement of Cash Flows
For the half-year ended 30 September 2020

| | 30 September | 30 September |
|---|---------------------------|---------------------------|
| | 2020 | 2019 |
| Notes | \$ | \$ |
| Cash flows from operating activities | | |
| Dividends and trust distributions received | 5,108,449 | 12,124,874 |
| Interest received | 7,666 | 110,555 |
| Other income received | - | 14,100 |
| Income taxes paid | (53,428) | (1,050,869) |
| Payments for other expenses | (1,238,257) | (1,047,846) |
| Net cash inflow from operating activities | <u>3,824,430</u> | <u>10,150,814</u> |
| Cash flows from investing activities | | |
| Proceeds from sale of financial assets at fair value through other comprehensive income | 91,561,676 | 114,164,028 |
| Payments for financial assets at fair value through other comprehensive income | (96,621,178) | (114,607,921) |
| Net cash (outflow) from investing activities | <u>(5,059,502)</u> | <u>(443,893)</u> |
| Cash flows from financing activities | | |
| Proceeds from issues of shares under share purchase plan | 14,035,000 | - |
| Share issue transaction costs | (124,287) | (7,056) |
| Dividends paid to Company's shareholders | (7,884,106) | (7,917,011) |
| Dividends paid on convertible resettable preference shares | (646,789) | (646,789) |
| Net cash inflow/(outflow) from financing activities | <u>5,379,818</u> | <u>(8,570,856)</u> |
| Net increase in cash and cash equivalents | 4,144,746 | 1,136,065 |
| Cash and cash equivalents at the beginning of the period | <u>52,145,584</u> | <u>6,485,068</u> |
| Cash and cash equivalents at end of period | <u>56,290,330</u> | <u>7,621,133</u> |

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

1 Summary of significant accounting policies

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

(a) Basis of preparation of half-year report

These interim financial statements for the half-year reporting period ended 30 September 2020 have been prepared in accordance with Australian Accounting Standard AASB 134 *Interim Financial Reporting* and the *Corporations Act 2001*.

These interim financial statements do not include all the notes of the type normally included in an annual financial report. Accordingly, this report is to be read in conjunction with the annual report for the year ended 31 March 2020 and any public announcements made by Whitefield Limited during the interim reporting period in accordance with the continuous disclosure requirements of the *Corporations Act 2001*.

The interim financial statements have been prepared on an accrual basis, and are based on historical costs modified by the revaluation of selected non-current assets, financial assets and financial liabilities for which the fair value basis of accounting has been applied.

The accounting policies adopted are consistent with those of the previous financial year and corresponding interim reporting period.

(b) Adoption of new and revised accounting standards

The Company has adopted all of the new and revised Standards and Interpretations issued by the Australian Accounting and Standards Board that are relevant to its operations and effective for the current reporting period.

The adoption of all the new and revised Standards and Interpretations has not resulted in any changes to the Company's accounting policies and has no effect on the amounts reported for the current or prior periods. The new and revised Standards and Interpretations has not had a material impact and not resulted in changes to the Company's presentation of, or disclosure in, its interim financial statements.

(c) New accounting standards and interpretations issued but not yet applied by the entity

There are no 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.

(d) Investments and other financial assets

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.

1 Summary of significant accounting policies (continued)

(d) Investments and other financial assets (continued)

Determination of Fair Value

AASB 13 defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date in the principal, or in its absence, the most advantageous market to which the Company has access at that date. The fair value of a liability reflects its non-performance risk.

The Company uses the last sale price as the most representative basis of measuring fair value under AASB 13.

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.

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 holdings of equity investments.

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

(e) 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. 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. 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 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.

1 Summary of significant accounting policies (continued)

(f) Other financial liabilities

Convertible Resetable Preference Shares are classified as a compound financial instrument consisting of a financial liability and an equity for accounting purposes under Australian Accounting Standard AASB132 *Financial Instruments: Presentation*. The liability is initially recognised at fair value less transaction costs. After initial recognition, the liability is 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 Resetable Preference Shares are recognised as an allocation of retained profit, and a provision for the dividend is brought to account in each period.

2 Segment information

The Company has only one reportable segment. The Company is engaged solely in investment activities conducted in Australia, deriving revenue from dividend income, interest income and from trust distribution income.

3 Revenue

| | 30 September 2020 | 30 September 2019 |
|--|----------------------|----------------------|
| | \$ | \$ |
| From continuing operations | | |
| Dividends on investments held at the end of the period | 4,440,758 | 9,352,487 |
| Dividends on investments sold during the period | 15,873 | 399,855 |
| Interest | 20,131 | 109,285 |
| Distributions | 879,228 | 1,448,618 |
| Other income | - | 14,100 |
| | <u>5,355,990</u> | <u>11,324,345</u> |

4 Other financial liabilities

| | 30 September 2020 | 31 March 2020 |
|---|----------------------|-------------------|
| | \$ | \$ |
| Convertible Resetable Preference Shares | <u>32,519,653</u> | <u>32,402,573</u> |

Convertible Resetable Preference Shares (CRPS) are non-cumulative, convertible, resetable, preference shares in the capital of Whitefield. The key terms of the CRPS are:

CRPS Face Value: \$100 per CRPS

Dividend Rate: The CRPS are entitled to a non-cumulative fixed dividend of 5.75% x (1-Tax Rate) per annum which is expected to be fully franked. The Dividend Rate may be increased or decreased on the relevant reset dates, the next of which is 30 November 2021.

Dividend payment: Dividends are non-cumulative and only payable where the directors determine that a dividend is payable and only to the extent permitted by law.

Dividend ranking: The CRPS will rank in priority to the Company's fully paid ordinary shares (Ordinary Shares) in respect of the payment of the dividends on the CRPS but will rank behind the Company's 8% Preference Shares.

4 Other financial liabilities (continued)

Resetting: On each reset date, the Company can reset the dividend rate payable on the CRPS, the discount which applies on the conversion of the CRPS into Ordinary Shares and determine when resets are to take place in the future. The next reset date will be 30 November 2021.

Conversion: The Company can convert CRPS into Ordinary Shares on any reset date and on the occurrence of certain events. The CRPS holders can request the Company to convert the CRPS into Ordinary Shares on any reset date and on the occurrence of certain holder trigger events. However, the Company can override a conversion request received from a CRPS holder and instead redeem the CRPS. On conversion each CRPS will convert into a number of Ordinary Shares calculated generally by reference to the volume weighted average sale price of Ordinary Shares on ASX for the ten days prior to conversion and applying the conversion discount, subject to certain adjustments.

Redemption: The Company can redeem the CRPS on any reset date and on the occurrence of certain trigger events. CRPS holders cannot seek to have the CRPS redeemed. Redemption is for the face value of the CRPS which will be \$100.

Voting rights: CRPS holders are only entitled to vote on certain limited matters such as a proposal affects the rights of CRPS holders or for the disposal of the whole of the property, business and undertaking of Whitefield. However, this restriction on voting does not apply when a dividend is not paid in full on the CRPS or during a winding up of the Company.

Return of capital: The face value of the CRPS are due but unpaid dividends on them will rank upon a winding-up of the Company after the 8% Preference Shares and in priority to Ordinary Shares. The CRPS have no right to participate in surplus assets or profits of the Company on a winding-up other than as set out above.

5 Contributed equity

(a) Share capital

| | 30 September 2020 Shares | 31 March 2020 Shares | 30 September 2020 \$ | 31 March 2020 \$ |
|--|--------------------------------|----------------------------|----------------------------|------------------------|
| Ordinary shares - fully paid | 95,990,668 | 92,411,570 | 256,320,441 | 241,310,693 |
| 8% Non-redeemable preference shares - fully paid | 23,790 | 23,790 | 23,790 | 23,790 |
| | <u>96,014,458</u> | <u>92,435,360</u> | <u>256,344,231</u> | <u>241,334,483</u> |

(b) Movements in ordinary share capital

| Details | Number of shares | \$ |
|---|---------------------|--------------------|
| Opening balance 1 April 2019 | 91,841,004 | 239,220,398 |
| Dividend reinvestment plan issue - final dividend | 208,670 | 1,070,518 |
| Bonus share plan - final dividend | 88,611 | - |
| Dividend reinvestment plan issue - interim dividend | 222,064 | 1,030,377 |
| Bonus share plan - interim dividend | 51,221 | - |
| Less: Transaction costs arising on share issue - DRP, BSP and SPP | - | (10,600) |
| Closing balance 31 March 2020 | <u>92,411,570</u> | <u>241,310,693</u> |

5 Contributed equity (continued)

(b) Movements in ordinary share capital (continued)

| Details | Number of shares | \$ |
|---|---------------------|--------------------|
| Opening balance 1 April 2020 | 92,411,570 | 241,310,693 |
| Share purchase plan | 3,226,792 | 14,035,000 |
| Dividend reinvestment plan issue - final dividend | 235,421 | 1,061,749 |
| Bonus share plan - final dividend | 116,885 | - |
| Less: Transaction costs arising on share issue - DRP, BSP and SPP | - | (87,001) |
| Closing balance 30 September 2020 | 95,990,668 | 256,320,441 |

6 Dividends

| | 30 September 2020 | 30 September 2019 |
|--|-------------------------|-------------------------|
| | \$ | \$ |
| (a) Ordinary shares | | |
| Final dividend - prior year (10.25 cents and 10.0 cents per fully paid ordinary share, fully franked based on tax paid at 30%, paid 12/06/2020 and 12/06/2019, respectively) | <u>8,944,903</u> | <u>8,946,436</u> |
| (a) Non-redeemable participating preference shares | | |
| Final dividend - prior year (4.0 cents per fully paid ordinary share, fully franked based on tax paid at 30%) | <u>952</u> | <u>952</u> |
| (b) Convertible Resettable Preference Shares | | |
| Dividends on CRPS - six-monthly (201.3 cents and 201.3 cents per fully paid CRPS, fully franked based on tax paid at 30%, paid 12/06/2020 and 12/06/2019, respectively) | <u>646,789</u> | <u>646,789</u> |
| Total dividends provided for or paid | <u>9,592,644</u> | <u>9,594,177</u> |

6 Dividends (continued)

(c) Dividend rate

The franked proportion of dividends shown in the following table carry a franking credit based on company tax having been paid at the 30% rate.

| | Dividend Rate | Total Amount | Date of Payment | % Franked |
|--|------------------|--------------|--------------------|-----------|
| 2020 | | | | |
| 8% Preference shares - interim | 4.0 cps | \$952 | 12/06/2020 | 100 |
| Ordinary shares - interim | 10.25 cps | \$8,944,903 | 12/06/2020 | 100 |
| Convertible Resetable Preference Shares - Six-Monthly | 201.3 cps | \$646,789 | 12/06/2020 | 100 |
| 2019 | | | | |
| 8% Preference shares - final | 4.0 cps | \$952 | 12/06/2019 | 100 |
| Ordinary shares - final | 10.0 cps | \$8,946,436 | 12/06/2019 | 100 |
| Convertible Resetable Preference Shares - Six-Monthly | 201.3 cps | \$646,789 | 12/06/2019 | 100 |

7 Earnings per share

(a) Basic and diluted earnings per share

| | 30 September 2020 Cents | 30 September 2019 Cents |
|--|-------------------------------|-------------------------------|
| From continuing operations attributable to the ordinary equity holders of the company (excluding all net realised gains/losses on investments) | <u>3.43</u> | <u>9.87</u> |

Diluted earnings per share is the same as basic earnings per share. The Company has no securities outstanding which have the potential to convert to ordinary shares and dilute the basic earnings per share.

(b) Weighted average number of shares used as denominator

| | 2020 Number | 2019 Number |
|--|-------------------|-------------------|
| Weighted average number of ordinary shares used as the denominator in calculating basic and diluted earnings per share | <u>94,130,057</u> | <u>92,005,972</u> |

8 Contingencies

The Company had no contingent liabilities at 30 September 2020 (2019: nil).

9 Events occurring after the reporting period

No matter or circumstance has occurred subsequent to period 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 in subsequent financial periods.

10 Non-cash investing and financing activities

| | 30 September 2020 | 30 September 2019 |
|---|----------------------|----------------------|
| | \$ | \$ |
| Shareholder dividends reinvested | 1,061,749 | 1,030,377 |
| Shareholder dividends foregone via Bonus Share Plan | 527,151 | 237,665 |
| | <u>1,588,900</u> | <u>1,268,042</u> |

Whitefield Limited
Directors' Declaration
For the half-year ended 30 September 2020

In accordance with a resolution of the directors of Whitefield Limited, the directors of the Company declare that:

- (a) the interim financial statements and notes set out on pages 4 to 14 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 30 September 2020 and of its performance for the half-year ended on that date.
- (b) In the directors' opinion there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

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.

 18/11/20
Angus J. Gluskie
Director

Sydney



WHITEFIELD LIMITED
ABN 50 000 012 895

**INDEPENDENT AUDITOR'S REVIEW REPORT TO THE
MEMBERS OF WHITEFIELD LIMITED**

Report on the Half-year Financial Report

We have reviewed the accompanying half-year financial report of Whitefield Limited, which comprises the statement of financial position as at 30 September 2020, the statement of comprehensive income, statement of changes in equity, and the statement of cash flows for the half-year ended on that date, notes comprising a summary of significant accounting policies and other explanatory information and the directors' declaration.

Directors' Responsibility for the Half-Year Financial Report

The directors of Whitefield Limited are responsible for the preparation of the half-year financial report that gives a true and fair view in accordance with Australian Accounting Standards (including Australian Accounting Interpretations) and the *Corporations Act 2001* and for such internal control as the directors determine is necessary to enable the preparation of the half-year financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express a conclusion on the half-year financial report based on our review. We conducted our review in accordance with Auditing Standard on Review Engagements ASRE 2410: *Review of a Financial Report Performed by the Independent Auditor of the Entity*, in order to state whether, on the basis of the procedures described, we have become aware of any matter that makes us believe that the half-year financial report is not in accordance with the *Corporations Act 2001* including: giving a true and fair view of Whitefield Limited's financial position as at 30 September 2020 and its performance for the half-year ended on that date; and complying with Accounting Standard AASB 134: *Interim Financial Reporting* and the *Corporations Regulations 2001*. As the auditor of Whitefield Limited, ASRE 2410 requires that we comply with the ethical requirements relevant to the audit of the annual financial report.

A review of a half-year financial report consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and review procedures. A review is substantially less in scope than an audit conducted in accordance with Australian Auditing Standards and consequently, does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.



Independence

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

Conclusion

Based on our review, which is not an audit, we have not become aware of any matter that makes us believe that the half-year financial report of Whitefield Limited is not in accordance with the *Corporations Act 2001* including:

- (i) giving a true and fair view of Whitefield Limited's financial position as at 30 September 2020 and of its performance for the half-year ended on that date; and
- (ii) complying with AASB 134: *Interim Financial Reporting* and the *Corporations Regulations 2001*.


MNSA Pty Ltd



Sam Danieli
Director

Dated in Sydney this 18th day of November 2020