Vealls Limited

ABN 39 004 288 000

Financial Report

For the year ended 30 June 2012

Vealls Limited
ABN 39 004 288 000

Corporate Information

Capital Issued and Paid Up		$ 1,235,388
	Consisting of:	
	8,873,860	Capital shares
	2,775,108	Income shares
	40,474	7% cumulative non-participating non-redeemable Preference shares

Controlled Entities

(Incorporated in Victoria)
V.L. Finance Pty Ltd
V.L. Pastoral Pty Ltd
V.L. Investments Pty Ltd
V.L. Credits Pty Ltd
Swintons Pty Ltd
Tunrove Pty Ltd

(Incorporated in New Zealand)
Cardrona Ski Resort Ltd
Vealls (NZ) Limited

(Incorporated in Singapore)
Vealls (Singapore) Pte Ltd

Directors

Ian Raymond Veall (Executive Chairman)
Martin Charles Veall (Executive Director)
Robert Sidney Righetti (Non-executive Director)
Duncan Reginald Veall (Executive Director)

Company Secretary

Duncan Reginald Veall

Registered Office

1st Floor
484 Toorak Road
Toorak Vic 3142
Telephone 61 3 9827 4110
Facsimile 61 3 9827 4112

Share Register

Security Transfer Registrars Pty Ltd
770 Canning Highway
Applecross WA 6153
Telephone 61 8 9315 2333
Facsimile 61 8 9315 2233

Auditors

RSM Bird Cameron Partners
Chartered Accountants
Level 8
Rialto Sth Tower
525 Collins Street
Melbourne VIC 3000

Stock Exchange Listing

Australian Stock Exchange Limited
(Home Exchange: Melbourne, Vic)

Director's Report

The directors present this report on the consolidated entity of Vealls Limited in respect of the year ended 30 June 2012.

DIRECTORS

The names and details of the company's directors in office during the whole of the financial year and until the date of this report are as follows:

Ian Raymond Veall, B.Comm. (Melb.) – Executive Chairman
Age 88; Director since 1956, Managing Director 1961-1996, Chairman since 1966, 63 years experience with the company. Special responsibilities: Investments and Finance.

Martin Charles Veall, Diploma of Farm Management (Marcus Oldham College) – Executive Director.
Age 59; Director since 1989, 41 years experience in farm management. Special responsibilities: Agriculture and Forestry. Audit Committee.

Robert Sidney Righetti, Chartered Accountant – Non-executive Director.
Age 62, Director since 1996, Formerly Partner, Pannell Kerr Forster (Melbourne Partnership) Chartered Accountants, 41 years experience in accounting and auditing. Special responsibilities: Audit Committee.

Duncan Reginald Veall, B.Ec. (Monash) – Executive Director.
Age 56, Director since 1999, 23 years experience with the company. Special responsibilities: Cardrona Alpine Resort (New Zealand).

COMPANY SECRETARY

Duncan Reginald Veall, B.Ec. (Monash)
Appointed 2000. 23 years experience with the company.

Interest in the shares of the company

As at the date of this report, the interests of the directors in the shares of Vealls Limited were:

	Capital Shares	Income Shares	Preference Shares
IAN RAYMOND VEALL			
Shares held in own name	155,890	-	-
Shares held in name of another entity of which he is a member or director:			
Ijack Pty Ltd	7,000,000	-	-
Shirvell Pty Ltd	-	1,364,820	-
Winmardun Pty Ltd	748,000	-	-
Farex Pty Ltd	-	589,879	-
	7,903,890	**1,954,699**	-
MARTIN CHARLES VEALL			
Shares held in own name	1,800	-	-
Shares held in name of another entity of which he is a member or director:			
Winmardun Pty Ltd	748,000	-	-
Farex Pty Ltd	-	589,879	-
	749,800	**589,879**	-

Director's Report continued

	Capital Shares	Income Shares	Preference Shares
ROBERT SIDNEY RIGHETTI			
Shares held in own name	**500**	**-**	**-**
DUNCAN REGINALD VEALL			
Shares held in own name	-	-	26,408
Shares held in name of another entity of which he is a member or director:			
Winmardun Pty Ltd	748,000	-	-
DRV Superannuation Fund	-	-	3,050
	748,000	**-**	**29,458**

PRINCIPAL ACTIVITIES

The principal activities during the year of the consolidated entity were skifield operation, agriculture, forestry and investment in real estate and negotiable securities.

1. **Revenue**
   Total revenue for the year was $13.520m most of which was derived from New Zealand operations.

2. **Profit**
   Consolidated net profit was $2.018m, after income tax expense of $0.670m. Other comprehensive income totalled $0.175m.

3. **Cash Flows**
   Net cash flow was $2.024m.

4. **Financial Position**
   Assets increased by $0.077m, while liabilities were reduced by $1.792m; the movement of $1.869m representing the addition to shareholders funds.

5. **Dividends**
   The following final dividends for the year ended 30 June 2012 have been declared payable on 31 October 2012. The dividends will be fully franked at 30% tax rate.

	Per Share
• Preference shares	0.35c
• Income shares	5.10c
• Capital shares	0.50c

6. **Review of Operations**

(a) Skifield activities

The 2011 ski season at Cardrona Alpine Resort, New Zealand, as previously reported for the half year ended 31 December 2011, was adversely affected by lack of early snowfalls that delayed the opening date at a time of traditionally strong customer numbers, while offsetting cost reductions could only be made to a limited extent. Once snow conditions improved, operations continued normally for the rest of the season.

(b) Investment Activities

Interest received from short term deposits with a number of trading banks was virtually static, with deposit rates declining but being counterbalanced by the higher investible funds.

Directors' Report continued

Available for sale financial assets comprising stock exchange listed shares, fell in value by $0.054m. Volatile conditions continued to be seen in stock markets generally over the year and this continued to make the timing of long term investment fraught with problems.

(c) Agricultural Activities

Clear Springs Station near Jingellic, NSW continued to operate as an agistment property under favourable pasture conditions.

(d) Forestry Activities

The French Oak Forest property near Moulins, France recorded expected growth in the trees and this was reflected in the Euros value, but an adverse movement in the Euro/AUD exchange rate caused an overall loss to be recorded.

7. Significant features of Operating Performance

(a) Consolidated profit before tax compared with the previous year was substantially lower by $1.841m. This fall was attributed to the cessation of farming operations at Clear Springs Station and to the skifield's results. The increased incidence of income tax expense was also a major factor in the after tax result.

(b) The appreciation of the Australian dollar against the Euro and USD had a depressing effect on those areas of operations.

(c) Interest rates on short term deposits declined further in Australia and New Zealand, while remaining around zero in Europe, Singapore and the USA.

(d) Cardrona Alpine Resort's New Zealand operations were adversely affected by the delayed start to the ski season with only a partial reduction in associated costs.

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8. Other Financial Information

(a) Basic and diluted earnings per ordinary share were 19.58c compared with a restated 57.09c in the previous year.

(b) Net tangible asset backing per ordinary share was $10.70 compared with $10.49 in the previous year.

(c) Returns to shareholders (cents per share)

• Preference share dividends	0.70c
• Income share dividends	10.20c
• Capital share dividend	0.50c

(d) Statement of Retained Earnings (Consolidated)

	000's
Balance at beginning of year	$60,542
Add – profit after tax	2,018
Less – dividends paid	(325)
Add - Transfer within equity	754
Balance at end of year	$62,989

Directors' Report continued

9. Subsequent events

The 2012 ski season at Cardrona Alpine Resort opened as scheduled in late June 2012. While early snowfalls were on the light side initially, since then, subsequent falls together with snow making has established good skiing conditions over the field and operations are continuing as expected.

It is too early to indicate the season's outcome as there are the usual weather and other factors that can cause unexpected consequences.

LIKELY DEVELOPMENTS AND EXPECTED RESULTS

Within the knowledge of the directors, there are no likely developments in the operations of the consolidated entity in financial years after the financial year ended 30 June 2012 except as referred to and to be inferred from this Report.

Both Cardrona Ski Resort in New Zealand and the rural property in New South Wales are subject to weather conditions that can affect their operations for better or worse.

The directors consider at this time it is impractical to be more specific about the effects on the consolidated entity's operations and results in subsequent years.

ENVIRONMENTAL REGULATION AND PERFORMANCE

The company's operations are not regulated by any significant environmental regulation under a law of the Commonwealth or of a State or Territory.

INDEMNIFICATION OF OFFICERS AND AUDITORS

During the financial year the company paid a premium in respect of a contract insuring all directors and officers (including employees) of the company and related bodies corporate against certain liabilities stated in the contract. The contract prohibits disclosure of the nature of the liabilities insured and the amount of the premium.

The company has not otherwise, during or since the financial year, indemnified or agreed to indemnify an officer or auditor of the company or of any related body corporate against a liability incurred as such an officer or auditor.

REMUNERATION REPORT

Pursuant to Section 300A Corporations Act 2001 the directors state:

Remuneration policy

(a) There is no remunerations or appointments committee of the board, and the directors and other officers' emoluments are determined in accordance with a policy that encompasses the relevant criteria and procedures to be followed.
(b) A director of the company, including an executive officer, is usually appointed by invitation of the board, but may be appointed otherwise by the company's shareholders in general meeting. All directors are in any case ultimately either confirmed or not confirmed to hold office by vote of the shareholders.
(c) The board is responsible for setting the direction taken by the company in its operations and the nature of such operations; and is responsible thereafter for monitoring the results that flow from its decisions.
(d) An executive director (officer) is additionally responsible for the management of the company's operations in accordance with the board's directives in that regard.
(e) A non - executive director receives an emolument for serving as a director of the company and/or its subsidiaries. The emoluments consists of fees, superannuation and such other benefits as may firstly be agreed between that director and the board's chairman and secondly be approved by the remaining directors. The maximum amount of directors' fees payable is limited to the amount approved by the company's shareholders.
(f) An executive director does not receive an emolument for serving as a director, but receives an emolument for serving as an executive officer with management responsibilities. The emolument consists of salary, superannuation and such other benefits as are agreed between that director and the remaining directors.

Directors' Report continued

(g) The emolument of a director is determined by reference to the particular service to be provided to the company and/or its subsidiaries, the nature of that service, the knowledge and skill required and the time and application to the position expected of that director.

(h) Information from external consultants will usually be sought about current market remuneration levels and conditions over a range of positions relevant to the company's operations and the particular circumstances, and this guide will also be used in determination of an emolument.

(i) The board measures the company's performance by reference to the movement over time in the value of Shareholders' Equity as shown by the consolidated balance sheet and expressed as a dollar value per issued share; and the amounts distributed to shareholders in dividends or by other means and expressed as a dollar value per issued share.

(j) Maintenance of such values per share would be rated an "average" performance; reductions would be rated "below average"; and an increase would be rated "above average" performances.

(k) The performance of a non - executive director in the role of director is the determining factor in the emolument of that director.

(l) The performance of an executive director in the dual role of director and executive officer is the determining factor in the emolument of that director.

(m) There is no direct relationship between the emolument of a director or executive officer and the performance of the company, except over time. For example, no director or executive officer receives payment in relation to profits of the company and/or its subsidiaries; or receives the issue of shares or options to acquire shares except by entitlement thereto as a shareholder.

(n) The company's performance in the short term at or "below average" rating may, but not necessarily will, lead to a reduction in the emolument of a director or executive officer because there are several factors that can materially affect the company's operations that are beyond the immediate control of a director or executive officer. For instance, global economic conditions, particularly interest and exchange rate movements, and weather conditions adverse to rain and snowfall. Conversely, an "above average" rating may, but not necessarily will, lead to an increase in the emolument of a director or executive officer.

(o) On the other hand, a "below average" rating in the longer term is bound to affect the emolument of a director or executive officer in one way or another, because, unless persuasive reasons can be given to and accepted by shareholders for such a rating, it is highly likely shareholders will use their voting power to reject the directors. Conversely, an "above average" rating is highly likely to lead to an increase in the emolument of a director or executive officer.

The following table sets out the company's earnings and the consequences of the company's performance on shareholder wealth as defined by subsections 300A(1AA)and (1AB) of the Corporations Act 2001.

(a) Earnings

Year ended 30 June:	**2008**	**2009**	**2010**	**2011**	**2012**
Net Profit ('000's)					
Before tax	5,364	6,686	5,210	4,529	2,688
After tax	4,363	3,655	4,023	5,341	2,018

(b) Shareholder Wealth

Year ended 30 June:	**2008**	**2009**	**2010**	**2011**	**2012**
(1) Dividends -					
Preference shares	0.70c	0.70c	0.70c	0.70c	0.70c
Income shares	9.30c	9.50c	9.70c	9.90c	10.10c
Capital shares	0.50c	0.50c	0.50c	0.50c	0.50c
(2) Share Price *					
Preference shares	0	0	0	0	0
Income shares	+ 20c	- 20c	+45c	-40c	+15c
Capital shares	- 65c	- 225c	+5c	+120c	+145c

* Change in the price between beginning and end of year

Directors' Report continued

DIRECTOR'S MEETINGS

The number of meetings of the board of directors and committees of the board and the number of meetings attended by each of the directors during the financial year were as follows:

	Directors'		Audit Committee	
	Number of meetings held	**Meetings attended**	**Number of meetings held**	**Meetings attended**
Ian Raymond Veall	6	6	-	-
Martin Charles Veall	6	4	2	2
Robert Sidney Righetti	6	6	2	2
Duncan Reginald Veall	6	5	-	-

Remuneration of directors and executive officers

Details of the nature and amount of each element of the emolument of each director of the company and each of the executive officers of the company and the consolidated entity receiving the highest emolument for the financial year are as follows:

2012

DIRECTORS	Short- term benefits		Post – employment benefits			
	Cash, salary and commissions	**Non-cash benefits**	**Super-annuation**	**Long – term benefits**	**Other benefits**	**Total**
	$	**$**	**$**	**$**	**$**	**$**
Ian Raymond Veall (Chairman)	46,421	-	-	774	-	47,195
Martin Charles Veall (Executive director)	40,000	-	3,600	667	-	44,267
Robert Sidney Righetti (Non-executive director)	35,000	-	4,375	-	-	39,375
Duncan Reginald Veall (Executive director)	91,000	2,837	9,919	-	-	103,756
	212,421	**2,837**	**17,894**	**1,441**	**-**	**234,593**

2011

DIRECTORS	Short- term benefits		Post – employment benefits			
	Cash, salary and commissions	**Non-cash benefits**	**Super-annuation**	**Long – term benefits**	**Other benefits**	**Total**
	$	**$**	**$**	**$**	**$**	**$**
Ian Raymond Veall (Chairman)	46,421	-	-	1,601	-	48,022
Martin Charles Veall (Executive director)	80,000	6,720	7,403	-	1,333	95,456
Robert Sidney Righetti (Non-executive director)	30,000	-	4,042	-	-	34,042
Duncan Reginald Veall (Executive director)	91,000	2,837	9,919	-	-	103,756
	247,421	**9,557**	**21,364**	**1,601**	**1,333**	**281,276**

Note: (a) With the exception of Mr R S Righetti who is a non-executive director, each of the abovenamed are also the only executive officers of the company and the consolidated entity.

Directors' Report **continued**

AUDITOR'S INDEPENDENCE DECLARATION

A copy of the auditor's independence declaration as required under section 307C of the Corporations Act 2001 is attached.

AUDIT REPORT

The Independent Auditor's Report contains a Qualified Opinion on the company's Financial Report for the year ended 30 June 2012.
The directors do not believe the Basis for Qualified Opinion expressed therein is factually correct, including in particular that Australian Accounting Standards have not been complied with.

ROUNDING

The amounts contained in this report have been rounded to the nearest $1,000 (where rounding is applicable) under the option available to the company under ASIC Class Order 98/0100. The company is an entity to which the Class Order applies.

Signed in accordance with a resolution of the directors.

Ian Raymond Veall
Executive Chairman

Melbourne, 28h September 2012

RSM Bird Cameron Partners
Level 8 Rialto South Tower
525 Collins Street Melbourne VIC 3000
PO Box 248 Collins Street West VIC 8007
T +61 3 9286 1800 **F** +61 3 9286 1999
www.rsmi.com.au

AUDITOR'S INDEPENDENCE DECLARATION

As lead auditor for the audit of the financial report of Vealls Limited for the year ended 30 June 2012 I declare that, to the best of my knowledge and belief, there have been no contraventions of:

(i) the auditor independence requirements of the *Corporations Act 2001* in relation to the audit; and

(ii) any applicable code of professional conduct in relation to the audit.

RSM Bird Cameron Partners

RSM BIRD CAMERON PARTNERS

Jason Croall

J S CROALL
Partner

28 September 2012
Melbourne

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 30 JUNE 2012

	Note	2012 $000	2011 $000
Revenue	2	13,520	17,338
Cost of Sales		(712)	(2,073)
Employee benefits expense		(4,271)	(3,952)
Depreciation expense		(1,976)	(1,743)
Advertising and Promotion		(210)	(253)
Foreign exchange loss		-	(127)
Pasture improvement		-	(22)
Transport costs		(504)	(391)
Rates and taxes		(199)	(191)
Repairs and maintenance		(729)	(910)
Insurance		(305)	(307)
Skifield preparation & events		(444)	(1,195)
Light, power and telephone		(609)	(453)
Professional costs		(180)	(227)
Listing & share registry fees		(36)	(34)
Merchant & bank fees		(288)	(282)
Other expenses		(369)	(649)
Profit before income tax expense		**2,688**	**4,529**
Income tax (expense)/benefit	4	(670)	812
Profit after tax		**2,018**	**5,341**
Other comprehensive income:			
Fair value gains /(losses)			
- Available-for-sale financial assets		(54)	214
- Property, plant & equipment		-	(797)
- Agricultural and biological assets		163	-
Foreign currency translation		66	(2,734)
Income tax on items of other comprehensive income		-	(64)
Total other comprehensive income for the period		**175**	**(3,381)**
Total Comprehensive Income for the period		**2,193**	**1,960**
Earnings per share		19.58 cents	57.09 cents
Diluted earnings per share		19.58 cents	57.09 cents

The accompanying notes form part of these financial statements.

CONSOLIDATED STATEMENT OF FINANCIAL POSITION
AS AT 30 JUNE 2012

	Note	2012 $'000	2011 $'000
ASSETS			
CURRENT ASSETS			
Cash and cash equivalents	7	44,467	42,650
Trade and other receivables	8	225	250
Inventories	11	186	340
Agricultural & biological assets	9	9	7
TOTAL CURRENT ASSETS		**44,887**	**43,247**
NON-CURRENT ASSETS			
Investment properties	10	15,607	15,642
Available for sale financial assets	12	319	374
Property, plant and equipment	13	36,681	37,762
Deferred tax assets	16	107	367
Agricultural & biological assets	9	2,524	2,656
TOTAL NON-CURRENT ASSETS		**55,238**	**56,801**
TOTAL ASSETS		**100,125**	**100,048**
CURRENT LIABILITIES			
Trade and other payables	15	2,555	3,551
Income Tax Payable		31	643
Provisions	17	369	254
TOTAL CURRENT LIABILITIES		**2,955**	**4,448**
NON-CURRENT LIABILITIES			
Trade and other payables	15	-	247
Deferred tax liabilities	16	816	835
Provisions	17	-	33
TOTAL NON-CURRENT LIABILITIES		**816**	**1,115**
TOTAL LIABILITIES		**3,771**	**5,563**
NET ASSETS		**96,354**	**94,485**
EQUITY			
Issued capital	18	1,235	1,235
Reserves		32,130	32,708
Retained earnings		62,989	60,542
TOTAL EQUITY		**96,354**	**94,485**

The accompanying notes form part of these financial statements.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR YEAR ENDED 30 JUNE 2012

	Share Capital $'000	Retained Profits $'000	General Reserve $'000	Asset Replacement Reserve $'000	Asset Revaluation Reserve $'000	Asset Realisation Reserve $'000	Foreign Currency Translation Reserve $'000	Total $'000
Balance at 1 July 2010	1,235	55,520	5,981	4,619	15,514	11,992	(2,017)	92,844
Profit for the period	-	5,341	-	-	-	-	-	5,341
Other comprehensive income	-	-	-	-	(647)	-	(2,734)	(3,381)
Total comprehensive income for the period	**-**	**5,341**	**-**	**-**	**(647)**	**-**	**(2,734)**	**1,960**
Dividends paid	-	(319)	-	-	-	-	-	(319)
Balance at 30 June 2011	**1,235**	**60,542**	**5,981**	**4,619**	**14,867**	**11,992**	**(4,751)**	**94,485**
Profit for the period	-	2,018	-	-	-	-	-	2,018
Other comprehensive income	-	-	-	-	109	-	66	175
Total comprehensive income for the period	**-**	**2,018**	**-**	**-**	**109**	**-**	**66**	**2,193**
Transfers to and from Reserves	-	754	-	-	119	-	(872)	-
Dividends paid	-	(325)	-	-	-	-	-	(325)
Balance at 30 June 2012	**1,235**	**62,989**	**5,981**	**4,619**	**15,095**	**11,992**	**(5,557)**	**96,354**

The accompanying notes form part of these financial statements.

CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 30 JUNE 2012

	2012 $'000	2011 $'000
CASH FLOW FROM OPERATING ACTIVITIES		
Receipts from customers (inclusive of GST)	12,796	16,966
Payments to suppliers and employees (inclusive of GST)	(10,989)	(11,248)
Income tax paid	(1,041)	(1,556)
Net cash provided by operating activities	**766**	**4,162**
CASH FLOWS FROM INVESTING ACTIVITIES		
Interest received	1,898	1,900
Dividends received	16	3
Purchase of Property, plant and equipment	(376)	(1,356)
Proceeds from sale of Property plant and equipment	45	38
Net cash provided by (used in) investing activities	**1,583**	**(585)**
CASH FLOW FROM FINANCING ACTIVITIES		
Dividends paid	(325)	(319)
Net cash provided by (used in) financing activities	**(325)**	**(319)**
Net (decrease) / increase in cash held	**2,024**	**4,428**
Cash and cash equivalents at beginning of year	42,650	39,515
Effects of exchange rate changes on cash	(207)	(1,293)
Cash and cash equivalents at end of year	**44,467**	**42,650**

The accompanying notes form part of these financial statements.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2012

NOTE 1: STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

The financial report is a general purpose financial report that has been prepared in accordance with Australian Accounting Standards, Australian Accounting Interpretations, other authoritative pronouncements of the Australian Accounting Standards Board and the Corporations Act 2001.

The financial report covers the consolidated entity of Vealls Limited and the entities it controlled during the year. Vealls Limited is a listed public company, incorporated and domiciled in Australia.

The financial report of Vealls Limited complies with Australian Accounting Standards and International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board.

The following is a summary of the material accounting policies adopted by the consolidated entity in the preparation of the financial report. The accounting policies have been consistently applied, unless otherwise stated. The financial statements were authorised for issue on 28th September 2012.

Basis of Preparation

Reporting Basis and Conventions

The financial report has been prepared on an accruals basis and is based on historical costs modified by the revaluation of selected non-current assets, financial assets for which the fair value basis of accounting has been applied.

New and Revised Accounting Standards and Interpretations

Early adoption of Accounting Standards / Interpretations at the date of this financial report, AASB 9, AASB 10, AASB 11, AASB 12, AASB 13, AASB 119, AASB 127, AASB 128, AASB 1053, AASB 2009-11, AASB 2010-2, AASB 2010-7, AASB 2010-8, AASB 2010-10, AASB 2011-2, AASB 2011-3, AASB 2011-4, AASB 2011-6, AASB 2011-7, AASB 2011-8, AASB 2011-9, AASB 2011-10, AASB 2011-11, AASB 2011-12, AASB 2011-13, AASB 2012-1, AASB 2012-2, AASB 2012-3, AASB 2012-4, AASB 2012-5 and IFRIC Interpretation 20, which may impact the entity in the period of initial application, have been issued but are not yet effective.

These new Standards and Interpretations have not been applied in the presentation of this financial report. Other than changes to disclosure formats, it is not expected that the initial application of these Standards and Interpretations in the future will have any impact.

Accounting Policies

a. Principles of Consolidation

A controlled entity is any entity Vealls Limited has the power to control the financial and operating policies so as to obtain benefits from its activities.

A list of controlled entities is contained in Note 14 to the financial statements. All controlled entities have a 30 June financial year-end.

All inter-company balances and transactions between entities in the consolidated entity, including any unrealised profits or losses, have been eliminated on consolidation. Accounting policies of subsidiaries have been changed where necessary to ensure consistencies with those policies applied by the parent entity.

NOTE 1: STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Where controlled entities have entered or left the consolidated entity during the year, their operating results have been included/excluded from the date control was obtained or until the date control ceased.

b. Income Tax

Current tax assets and liabilities for the current period are measured at the amount expected to be recovered or paid to the taxation authorities based on the current period's taxable income. The tax rates and tax laws used to compute the amount are those that are enacted or substantially enacted at the reporting date.

Current income tax relating to items recognised directly in equity is recognised in equity and not in the income statement. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred income tax is provided on all temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred income tax liabilities are recognised for all taxable differences except:

- When the deferred income tax liability arises from the initial recognition of goodwill or of an asset or liability that is not a business combination and that, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.
- In respect of taxable temporary differences associated with investment in subsidiaries, associates and interest in joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductable temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductable temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised, except:

- When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.
- In respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, base on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax related to items outside profit or loss is recognised outside profit or loss.

Deferred tax items recognised in correlation to the underlying transaction either in other comprehensive income or directly in equity.

NOTE 1: STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Vealls Limited and its wholly-owned Australian subsidiaries have formed an income tax consolidated group under the Tax Consolidation legalisation. Each entity in the group recognises its own current and deferred tax liabilities as a separate tax payer within the group, except for any deferred tax assets resulting from unused tax losses and tax credits which are immediately assumed by the parent entity. The current tax liability and tax loss of each entity is assumed by the parent entity. The group notified the ATO that it had formed an income tax consolidated group to apply from 1 July 2002.

c. Inventories

Inventories are measured at the lower of cost or net realisable value.

d. Foreign Currency Transactions and Balances

Functional and presentation currency

The functional currency of each group entity is measured using the currency of the primary economic environment in which that entity operates. The consolidated financial statements are presented in Australian dollars which is the parent entity’s functional and presentation currency.

Transaction and balances

Foreign currency transactions are translated into functional currency using the exchange rates prevailing at the date of the transaction. Foreign currency monetary items are translated at the year-end exchange rate. Non-monetary items measured at historical cost continue to be carried at the exchange rate at the date of the transaction. Non-monetary items measured at fair value are reported at the exchange rate at the date when fair values were determined.

Exchange differences arising on settlement of transactions and on the translation of monetary items are recognised in either profit or loss or other comprehensive income respectively.

When a gain or loss on a non-monetary item is recognised directly in other comprehensive income, the exchange component of that gain or loss shall be recognised directly in other comprehensive income, otherwise the exchange difference is recognised in profit or loss.

Group companies

The financial results and position of foreign operations whose functional currency is different from the group’s presentation currency are translated as follows:

Assets and liabilities are translated at year-end exchange rates prevailing at that reporting date.

Income and expenses are translated at average exchange rates for the period.

Retained earnings are translated at exchange rates prevailing at the date of the transaction.

Exchange differences arising on translation of foreign operations are recognised directly in the group’s foreign currency translation reserve in other comprehensive income. These differences are recognised in profit or loss in the period when an operation is disposed.

e. Cash and Cash Equivalents

Cash and cash equivalents includes cash on hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less, and bank overdrafts. Bank overdrafts are shown within short-term borrowings in current liabilities on the balance sheet.

f. Agricultural Assets

Agricultural assets are measured at their fair value less point-of-sale costs on initial recognition and at each reporting date. Fair value of mixed age forest timber is determined at current market price. The aggregate gain or loss arising on initial recognition and from changes in fair value less estimated point of sale costs is recognised as income or expense of the period.

g. Property, Plant and Equipment

Each class of property, plant and equipment is carried at cost or fair value less, where applicable, any accumulated depreciation and impairment losses.

NOTE 1: STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Property

Freehold land and buildings are shown at their fair value (being the amount for which an asset could be exchanged between knowledgeable willing parties in an arm's length transaction), based on annual valuations by the directors or external independent valuers.

Any accumulated depreciation at the date of revaluation is eliminated against the gross carrying amount of the asset and the net amount is restated to the re-valued amount of the asset.

A revaluation increment is credited to the asset revaluation reserve in equity, except to the extent that it reverses a revaluation decrement for the same asset previously recognised in profit or loss, in which case the increment is recorded in profit or loss.

Plant and Equipment

Plant and equipment are measured on the cost basis less depreciation and impairment losses.

The carrying amount of plant and equipment is reviewed annually by directors to ensure it is not in excess of the recoverable amount from these assets. The recoverable amount is assessed as the higher of fair value less costs to sell and value in use. Value in use is determined on the basis of the expected net cash flows that will be received from the asset's employment and subsequent disposal. The expected net cash flows have been discounted to their present values in determining recoverable amounts.

Depreciation

The depreciable amount of all fixed assets including buildings and capitalised lease assets, but excluding freehold land, is depreciated on either a straight line(Aus) or reducing balance (Nz) basis over their useful lives to the consolidated entity commencing from the time the asset is held ready for use. Leasehold improvements are depreciated over the shorter of either the unexpired period of the lease or the estimated useful lives of the improvements.

Major depreciation periods are:	**30 June 2012**	**30 June 2011**
Freehold buildings	40 years	40 years
Plant and equipment	5 to 15 years	5 to 15 years

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each reporting date.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing proceeds with the carrying amount. These gains and losses are included in the profit or loss. When revalued assets are sold, amounts included in the revaluation reserve relating to that asset are transferred to retained earnings.

h. Financial Instruments

Recognition

Financial instruments are initially measured at fair value on trade date, net of transaction costs, other than financial assets measured at fair value through profit or loss, which are measured at fair value, when the related contractual rights or obligations exist. Subsequent to initial recognition these instruments are measured as set out below.

Financial assets at fair value through profit or loss

A financial asset is classified in this category if acquired principally for the purpose of selling in the short term or if so designated by management and within the requirements of AASB 139: Financial Instruments: Recognition and Measurement. Realised and unrealised gains and losses arising from changes in the fair value of these assets are included in profit or loss in the period in which they arise.

NOTE 1: STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market and are stated at amortised cost using the effective interest rate method.

Held-to-maturity investments

These investments have fixed maturities, and it is the group's intention to hold these investments to maturity. Any held-to-maturity investments held by the group are stated at amortised cost using the effective interest rate method.

Available-for-sale financial assets

Available-for-sale financial assets include any financial assets not included in the above categories and financial assets that have been designated as available-for-sale investments. Available-for-sale financial assets are reflected at fair value. Unrealised gains and losses arising from changes in fair value are taken directly to other comprehensive income.

Financial liabilities

Non-derivative financial liabilities are recognised at amortised cost, comprising original debt less principal payments and amortisation.

Fair value

Fair value is determined based on current bid prices for all quoted investments. Valuation techniques are applied to determine the fair value for all unlisted securities, including recent arm's length transactions, reference to similar instruments and option pricing models.

Impairment

At each reporting date, the group assesses whether there is objective evidence that a financial instrument has been impaired. In the case of available-for-sale financial instruments, a prolonged or significant decline in the value of the instrument is considered to determine whether an impairment has arisen. Impairment losses are recognised in the statement of comprehensive income.

i. Impairment of Assets

At each reporting date, the group reviews the carrying values of its tangible and intangible assets to determine whether there is any indication that those assets have been impaired. If such an indication exists, the recoverable amount of the asset, being the higher of the asset's fair value less costs to sell and value in use, is compared to the asset's carrying value. Any excess of the asset's carrying value over its recoverable amount is expensed to the statement of comprehensive income.

Impairment testing is performed annually for goodwill and intangible assets with indefinite lives.

Where it is not possible to estimate the recoverable amount of an individual asset, the group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

j. Asset replacement reserve

Amounts set aside from retained profits to this reserve provide for the escalating costs of replacing certain items of plant and equipment employed in the ski field operations.

k. Asset realisation reserve

Amounts of previous revaluation increments are transferred from asset revaluation reserve to asset realisation reserve in respect to disposals in the current period for non-current assets.

l. Provisions

Provisions are recognised when the group has a legal or constructive obligation, as a result of past events, for which it is probable that an outflow of economic benefits will result and that outflow can be reliably measured.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2012

NOTE 1: STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

m. Employee Benefits

Provision is made for the company's liability for employee benefits arising from services rendered by employees to reporting date. Employee benefits that are expected to be settled within one year have been measured at the amounts expected to be paid when the liability is settled. Employee benefits that are not expected to be settled within 12 months are measured at the present value of the estimated future cash outflows to be made by the consolidated entity in respect of services provided by employees up to reporting date.

n. Investment property

Investment properties comprise interests in land and buildings, held for the purpose of long term capital growth. Initially, investment properties are measured at cost including transaction costs. Subsequent to initial recognition, the investment properties are stated at fair value. Fair value is determined by reference to valuations carried out at each reporting date. These valuations take the form of either a director's valuation or independent valuation (which are carried out at least every 3 years). The fair value model is determined as the amount the investment properties would be sold in an arms length transaction between willing and knowledgeable parties. Gains and losses arising from changes in fair value are recognised in the statement of comprehensive income in the period they arise.

o. Revenue

Revenue from the sale of goods is recognised upon the delivery of goods to customers. Interest revenue is recognised on a proportional basis taking into account the interest rates applicable to the financial assets. Dividend revenue is recognised when the right to receive a dividend has been established. Revenue from the rendering of a service is recognised upon the delivery of the service to the customers.

All revenue is stated net of the amount of goods and services tax (GST).

p. Borrowing Costs

Borrowing costs directly attributable to the acquisition, construction or production of assets that necessarily take a substantial period of time to prepare for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use of sale.

All other borrowing costs are expensed in the period in which they are incurred.

q. Goods and Services Tax (GST)

Revenues, expenses and assets are recognised net of the amount of GST, except where the amount of GST incurred is not recoverable from the relevant taxation authority. In these circumstances, the GST is recognised as part of the cost of acquisition of the asset or as part of an item of the expense. Receivables and payables in the balance sheet are shown inclusive of GST.

Cash flows are presented in the cash flow statement on a gross basis, except for the GST component of investing and financing activities, which are disclosed as operating cash flows.

r. Comparative Figures

When required by Accounting Standards, comparative figures have been adjusted to conform to changes in presentation for the current financial year.

s. Rounding of Amounts

The parent entity has applied the relief available to it under ASIC Class Order 98/100 and accordingly, amounts in the financial report and directors' report have been rounded off to the nearest $1,000.

NOTE 1: STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

t. Critical Accounting Estimates and Judgements

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts in the financial statements. Management continually evaluates its judgements and estimates in relation to assets, liabilities, contingent liabilities, revenue and expenses. Management bases its judgements and estimates on historical experience and on other various factors it believes to be reasonable under the circumstances, the result of which form the basis of the carrying values of assets and liabilities that are not readily apparent from other sources.

Management has identifies the following critical accounting policies for which significant judgements, estimates and assumptions are made. Actual results may differ from these estimates under different assumptions and conditions and may materially affect financial results or the financial position reported in future periods.

These significant judgements and estimates are as follows:

(a) Significant accounting judgements

In the process of applying accounting policies the directors and management make various judgements that can significantly affect the amounts recognised in the financial report.

(1) Classification of assets and liabilities:

Assessment is made of the appropriate classification of each group of assets and liabilities into current and non-current and the appropriate descriptions of the items in each such classification.

(2) Impairment of assets:

Assessment is made of all the assets at each reporting date to determine that their carrying value is not in excess of their estimated recoverable amount.

(3) Taxation:

Assessment is made of the types of arrangement considered to be a tax on income and whether deferred tax assets and deferred tax liabilities are correctly recognised in the statement of financial position, with movements therein reflected in income tax expense for the reporting period.

(b) Significant accounting estimates and assumptions

(1) Estimation of useful life of assets:

Estimation of useful life of assets is based on historical experience and forecast trends that may affect their economic operation in the future. Adjustments to useful lives are made as and when necessary.

(2) Valuation of Investments:

Investments in listed and unlisted securities are categorised as available-for-sale financial assets, and Land and Buildings. All investments are carried at fair value determined by an independent valuer (at least every three years) or by the director's estimate of fair value at other times after consultation with knowledgeable parties.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2012

NOTE 2: REVENUE	2012 $'000	2011 $'000
(a) Revenue		
— sale of goods	1,619	4,119
— from services	9,773	11,185
Total	11,392	15,304
(b) Other Revenue		
— Interest	1,898	1,900
— Dividends	16	3
— Rental	135	17
— Sundry	84	49
Total	2,133	1,969
Total Revenue	**13,525**	**17,273**
(c) Other Income		
— Net gain on foreign exchange	-	40
— Net gain/(loss) on disposal of Property Plant & Equipment	(5)	25
Total Other Income	**(5)**	**65**
Total Revenue and Other Income	**13,520**	**17,338**

NOTE 3: OTHER ITEMS

(a) Expenses

Cost of sales	712	2,073
Rental expense on operating leases – Minimum lease payments	108	80
Depreciation of non-current assets		
Plant and equipment	1,729	1,378
Buildings	247	365
Total depreciation	1,976	1,743

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2012

		2012 $'000	2011 $'000
NOTE 4: INCOME TAX EXPENSE			
(a)	Income tax expense/(benefit)		
	- Current income tax	717	1,524
	- Deferred income tax	(32)	(2,338)
	- Tax under (over) provided in prior years	(15)	2
	Income tax expense/(benefit)	**670**	**(812)**
(b)	Deferred income tax charged directly to equity		
	- Unrealised gain on available-for-sale assets	-	64
		-	**64**
(c)	Reconciliation between tax expense/(benefit) and accounting profit before tax multiplied by applicable tax rates		
	Accounting profit before tax	2,688	4,529
	Income tax at statutory rates	746	1,377
	- Foreign tax adjustment	-	(127)
	- Foreign exchange and other translation adjustments	(61)	(19)
	- Other	-	5
		685	1,236
	Under (over) provisions in prior years	(15)	(2,048)
	Income tax expense/(benefit)	**670**	**(812)**

During the year ended 30 June 2011 the operations of Cardrona Skifield in New Zealand were transferred from Cardrona Ski Resort Limited to Vealls (Singapore) Pte Ltd, both wholly owned subsidiaries of the company, as part of an internal reorganisation of their functions.
Aspects of the transaction involved were complex and included, in particular, the incidence of tax. It is possible that material income tax expense could be incurred, in which case there would be a reduction in the net income and shareholders' equity of the company.
The directors, however, consider such a result unlikely and accordingly no adjustment has been made in the financial statements to reflect such an eventuality.

NOTE 5: COMPENSATION FOR KEY MANAGEMENT PERSONNEL	**2012 $'000**	**2011 $'000**
Short-term benefits	215	257
Long-term benefits	20	24
Total Compensation	**235**	**281**

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2012

	2012 $'000	2011 $'000
NOTE 6: DIVIDENDS		
Distributions paid		
Previous year final dividend paid on 31 October 2011:		
i) Fully franked dividend on preference shares of 0.35 cents per share (2010: 0.35 cents per share)	1	1
ii) Fully franked dividend on income shares of 5.00 cents per share (2010: 4.90 cents per share)	138	136
iii) Fully franked dividend on capital shares of 0.50 cents per share (2010: 0.50 cents per share)	44	44
	183	181
Current year interim dividend paid on 30 April 2012:		
i) Fully franked dividend on preference shares of 0.35 cents per share (2011: 0.35 cents per share)	1	1
ii) Fully franked dividend on income shares of 5.10 cents per share (2011: 5.00 cents per share)	141	137
	142	138
Total dividends	325	319
Dividends proposed but not recognised as a liability payable:		
i) Fully franked dividend on preference shares of 0.35 cents per share (2011: 0.35 cents per share)	1	1
ii) Fully franked dividend on income shares of 5.10 cents per share (2011: 5.00 cents per share)	141	138
iii) Fully franked dividend on capital shares of 0.50 cents per share (2011: 0.50 cents per share)	44	44
	186	183

Franking credit balance	Parent	
	2012 $'000	2011 $'000
The amount of franking credits available for the subsequent financial year are:		
• Franking account balance at the beginning of the financial year	3,135	2,813
• Franking credits from the payment of income tax during the financial year.	147	459
• Franking debits from the payment of dividends during the financial year.	(139)	(137)
• Franking account balance at the end of the financial year	**3,143**	**3,135**
The amount of franking credits available for future reporting periods:		
• Impact on the franking account of dividends declared before the financial report was authorised for issue but not recognised as a distribution to equity holders during the period.	(80)	(79)

Tax Rates: Tax rates at which the paid dividends have been franked is 30%

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2012

	2012 $'000	2011 $'000
NOTE 7: CASH AND CASH EQUIVALENTS		
Cash at bank and in hand	202	2,545
Short-term bank deposits	44,265	40,105
Total	**44,467**	**42,650**
Reconciliation to cash flow statement	**44,467**	**42,650**
NOTE 8: TRADE AND OTHER RECEIVABLES		
Current Assets		
Sundry receivables	191	25
Goods and services tax	34	218
Prepayments	-	7
Total	**225**	**250**
NOTE 9: AGRICULTURAL AND BIOLOGICAL ASSETS		
Current Assets		
Cattle - at fair value	9	7
Non Current Assets		
Standing timber – at fair value (foret de Leyde – Moulins, France)	2,524	2,656
NOTE 10: INVESTMENT PROPERTIES		
Non Current Assets		
(a) Freehold Land (Mt Martha, Vic) – at fair value	14,400	14,400
(b) Freehold land and buildings (France) – at fair value		
Opening Balance at 1 July 2011	1,242	1,318
Net gain(loss) on revaluation	(35)	(76)
Closing Balance at 30 June 2012	1,207	1,242
Totals	**15,607**	**15,642**

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2012

	2012 $'000	2011 $'000
NOTE 11: INVENTORIES		
Current		
Ski field merchandise – at cost	186	340
	186	**340**

	2012 $'000	2011 $'000
NOTE 12: AVAILABLE FOR SALE FINANCIAL ASSETS		
Non Current Assets		
(a) Listed shares – at fair value	318	373
The fair value has been determined by reference to Stock Exchange published quotations		
(b) Unlisted shares – at fair value		
Face value of co-operative shares	1	1
Total	**319**	**374**

NOTE 13: PROPERTY PLANT & EQUIPMENT

Non Current Assets

	Freehold Land $'000	Buildings $'000	Plant & Equipment $'000	Total $'000
At 30 June 2012				
Cost or fair value	14,002	14,692	17,157	45,851
Accumulated depreciation	-	(332)	(8,838)	(9,170)
Net carrying amount	**14,002**	**14,360**	**8,319**	**36,681**
Reconciliation of carrying amounts:				
Balance 1 July 2011	**13,902**	**14,431**	**9,429**	**37,762**
Additions	-	-	972	972
Disposals	-	-	(76)	(76)
Revaluations	-	-	-	-
Exchange differences	100	(63)	(38)	(1)
Depreciation charges	-	(9)	(1,967)	(1,976)
At 30 June 2012	**14,002**	**14,359**	**8,320**	**36,681**

NOTE 13: PROPERTY PLANT & EQUIPMENT (continued)

Non Current Assets

	Freehold Land	Buildings	Plant & Equipment	Total
	$'000	$'000	$'000	$'000
At 30 June 2011				
Cost or fair value	13,903	11,607	19,446	44,956
Accumulated depreciation	-	(323)	(6,871)	(7,194)
Net carrying amount	**13,903**	**11,284**	**12,575**	**37,762**
Reconciliation of carrying amounts:				
Balance 1 July 2010	15,120	12,106	13,260	40,486
Additions	-	-	1,356	1,356
Disposals	-	-	(13)	(13)
Revaluations	(797)	-	-	(797)
Exchange differences	(420)	(457)	(650)	(1,527)
Depreciation charges	-	(365)	(1,378)	(1,743)
At 30 June 2011	**13,903**	**11,284**	**12,575**	**37,762**

NOTE 14: CONTROLLED ENTITIES

(a) Controlled Entities Consolidated

	Country of Incorporation	Percentage Owned (%)*	
Parent Entity:		**2012**	**2011**
Vealls Limited	Australia	-	-
Subsidiaries of ***Vealls Limited***:			
Swintons Proprietary Limited	Australia	100	100
VL Finance Pty Ltd	Australia	100	100
VL Credit Proprietary Limited	Australia	100	100
VL Investments Pty Ltd	Australia	100	100
Tunrove Pty Ltd	Australia	100	100
VL Pastoral Pty Ltd	Australia	100	100
Cardrona Ski Resort Limited	New Zealand	100	100
Vealls (NZ) Limited	New Zealand	100	100
Vealls (Singapore) Pte Ltd	Singapore	100	100

* Percentage of voting power in proportion to ownership

NOTE 15: TRADE AND OTHER PAYABLES

	2012 $'000	2011 $'000
Current Liabilities		
Trade payables	734	1,374
Other payables	1,821	2,177
Total	**2,555**	**3,551**
Non Current Liabilities		
Trade payables	-	247

Due to the short-term nature of these payables, their carrying value is assumed to approximate their fair value.

NOTE 16: DEFERRED TAX

(a) Deferred Tax Assets

	2012 $'000	2011 $'000
Annual leave	60	41
Long service leave	47	47
Carry forward tax loss	-	279
Total	**107**	**367**
Movements		
Balance 1 July 2011	367	96
Credited (Charged) to income	(260)	271
Balance 30 June 2012	**107**	**367**

(b) Deferred Tax Liabilities

	2012 $'000	2011 $'000
Investments	49	95
Agricultural & biological assets	-	(26)
Property plant & equipment	767	766
Total	**816**	**835**
Movements		
Balance 1 July 2011	835	2,882
Credited (Charged) to income	(19)	(2,047)
Balance 30 June 2012	**816**	**835**

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2012

NOTE 17: PROVISIONS	2012 $'000	2011 $'000
Current Liabilities		
Annual leave	213	178
Long service leave	156	76
Total	**369**	**254**
Non Current Liabilities		
Long service leave	-	33
Total	**-**	**33**

NOTE 18: ISSUED CAPITAL

40,474 (2011: 40,474) fully paid preference shares	4	4
2,775,108 (2011: 2,775,108) fully paid income shares	344	344
8,873,860 (2011: 8,873,860) fully paid capital shares	887	887
	1,235	1,235

	2012	2011
(a) Preference shares	**No.**	**No.**
At the beginning and end of period	40,474	40,474

Dividends: Preference shareholders are entitled to receive a fixed cumulative preferential dividend of 7% p.a. on paid up capital.

Winding-up: Preference shareholders are entitled to repayment of the capital paid up on preference shares in priority to all other shareholders.

	2012	2011
(b) Income shares	**No.**	**No.**
At the beginning and end of period	2,775,108	2,775,108

Dividends: Income shareholders are entitled to receive dividends as declared in priority to dividends being paid on Capital shares.
Winding-up: Income shareholders are entitled to repayment of the capital paid up on income shares and an additional amount of 40c per share in priority to any repayment of capital shares.

	2012	2011
(c) Capital shares	**No.**	**No.**
At the beginning and end of period	8,873,860	8,873,860

Dividends: Capital shareholders are entitled to receive dividends as declared.
Winding-up: Capital shareholders are entitled to repayment of the capital paid up on capital shares and all surplus assets.

(d) Capital Management
Management's objective is to ensure that the entity continues as a going concern as well as to maintain optimal returns to shareholders and benefits for other stakeholders. Management also aims to maintain a capital structure that ensures the lowest cost of capital available to the entity.
There was no gearing ratio as at 30 June 2012 and 2011 as there were no external loans or borrowings.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2012

NOTE 19: AUDITORS' REMUNERATION	2012 $	2011 $
Remuneration of the auditor of the parent entity for:		
• auditing or reviewing the financial report	41,200	40,000
• other services	10,400	5,600
Remuneration of other auditors of subsidiaries for:		
• auditing or reviewing the financial report of subsidiaries and other services	19,100	16,400
	70,700	**62,000**

NOTE 20: RESERVES

(a) Asset Revaluation Reserve

The asset revaluation reserve records increases and decreases in the fair value of non-current assets to the extent they offset one another. The reserve can only be used to pay dividends in limited circumstances.

(b) General Reserve

The general reserve records funds set aside for future expansion of the consolidated entity. The reserve contains sums prudentially appropriated from profits. It is available to pay dividends or anything else payable from retained earnings.

(c) Asset Replacement Reserve

The asset replacement reserve is used to accumulate sums necessary to meet the cost of replacing Skifield capital equipment when required. It may be used to pay dividends or issue bonus shares.

(d) Foreign Currency Translation Reserve

The foreign currency translation reserve records exchange differences arising on translation of the financial statements of foreign subsidiaries.

(e) Asset Realisation Reserve

The asset realisation reserve records realised gains on the sale of non-current assets.

NOTE 21: EARNINGS PER SHARE	2012 $'000	2011 $'000
Reconciliation of earnings to profit		
Profit after tax	2,018	5,341
Preference & Income share dividends	(280)	(275)
Earnings used to calculate basic and diluted earnings per share	**1,738**	**5,066**
	2012 No. of shares	**2011 No. of shares**
Weighted average numbers of shares used in calculating basic and diluted earnings per share (capital shares)	8,873,860	8,873,860
	8,873,860	8,873,860
Earnings per capital share	19.58 cents	57.09 cents

NOTE 22: CAPITAL AND LEASING COMMITMENTS

	2012 $'000	2011 $'000
(a) Operating Lease Commitments		
Non-cancellable operating leases contracted for but not capitalised in the financial statements		
Payable — minimum lease payments		
—not later than 12 months	54	33
—between 12 months and 5 years	-	-
Total	54	33
(b) Capital Expenditure Commitments		
Capital expenditure commitments contracted for:		
- payable not later than 12 months	86	12
Total	86	12

NOTE 23: CASH FLOW INFORMATION

	2012 $'000	2011 $'000
(a) Reconciliation of Cash Flow from Operations with Profit after Income Tax		
Profit after Income tax	2,018	5,341
Non-cash flows in profit		
Depreciation	1,976	1,743
Net (gain) / loss on disposal of property, plant and equipment	5	(25)
Net foreign currency losses	-	86
Decrement / (increment) in net market value of agricultural and biological assets	-	-
Movement in net market value of investment property	35	76
Movement in market value of available-for-sale financial assets	-	-
Dividend / Interest income classified as investing activities	(1,915)	(1,903)
Changes in assets and liabilities:		
(Increase)/decrease in trade and other receivables	25	54
(Increase)/decrease in agricultural assets	-	1,415
(Increase)/decrease in inventories	154	(134)
Increase/(decrease) in trade payables and other payables	(1,243)	(143)
Increase/(decrease) in tax balances	(371)	(2,368)
Increase/(decrease) in provisions	82	20
Net cash from operating activities	**766**	**4,162**

NOTES TO THE FINANCIALSTATEMENTS
FOR THE YEAR ENDED 30 JUNE 2012

NOTE 24: SEGMENT INFORMATION

Identification of reportable segments.

The Group has identified its operating segments based on internal reports used by management and the Board of Directors in assessing performance and in determining the allocation of resources. The reportable segments are based on aggregated operating segments determined by the nature of the principle activities being undertaken – namely, skifield, investment and agriculture.

Description of each segment.

Skifield.

The skifield business is operated by Cardrona Alpine Resort in the South Island of New Zealand, between Wanaka and Queenstown.

Investment.

The investment business comprises interest bearing deposits, listed shares and freehold land at Mt Martha Vic. and near Moulins, France.

Agriculture.

The agricultural business is based at the Clear Springs Station near Jingellic NSW, and forestry in France.

Major Customers

The Group does not have any one customer which it provides products and services amounting to more than 10% of the Group revenue.

Accounting Policies

The table below represents revenue and profit information for reportable segments for the year ended 30 June 2012 and 2011.

Segment revenue and expenses are those directly attributable to the segment. Segment assets include all assets used by a segment and consist principally of cash, receivables, term deposits and property, plant and equipment, net of allowances and accumulated depreciation. Segment liabilities consist principally of payables and employee benefits.

Revenue from external customers by geographical locations is detailed below. Revenue is attributed to geographic location based on the location of the assets.

Revenue by geographic locations	2012 $'000	2011 $'000
From outside Australia	13,266	14,221
From inside Australia	254	3,117
	13,520	**17,338**

30 June 2012

	Skifield $'000	Investments $'000	Agriculture $'000	Total $'000
Segment Revenue				
Sales to external customers	11,391	-	-	11,391
Other revenue	228	1,762	139	2,129
Total segment revenue	**11,619**	**1,762**	**138**	**13,520**
Segment net operating profit before tax	**1,527**	**1,113**	**48**	**2,688**
ASSETS				
Segment assets	**35,126**	**56,427**	**8,572**	**100,125**
LIABILITIES				
Segment liabilities	**2,247**	**738**	**786**	**3,771**
Interest received	153	1,736	9	1,898
Depreciation	(1,957)	-	(19)	(1,976)
Fair value gains (losses)	-	163	-	163
Foreign currency translation gains (losses)	252	144	(330)	66
Income tax expense/(benefit)	468	170	(33)	670

30 June 2011

	Skifield $'000	Investments $'000	Agriculture $'000	Total $'000
Segment Revenue				
Sales to external customers	13,111	-	2,193	15,304
Other revenue	892	1,023	119	2,034
Total segment revenue	**14,003**	**1,023**	**2,312**	**17,338**
Segment net operating profit before tax	**3,325**	**425**	**779**	**4,529**
ASSETS				
Segment assets	**35,935**	**54,895**	**9,218**	**100,048**
LIABILITIES				
Segment liabilities	**2,559**	**1,747**	**1,257**	**5,563**

30 June 2011 continued	Skifield $'000	Investments $'000	Agriculture $'000	Total $'000
Interest Received	844	972	84	1,900
Depreciation	(1,715)	-	(28)	(1,743)
Fair value gains	-	150	(797)	(647)
Unrealised foreign exchange gains (losses)	(1,517)	(1,293)	76	(2,734)
Income tax expense/(benefit)	(433)	(156)	(223)	(812)

NOTE 25: RELATED PARTY TRANSACTIONS

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

a) Transactions with related parties	2012 $'000	2011 $'000
- Reduction in share capital from subsidiary to parent entity	3,735	-
- Advances to related entity	173	-
- Advances from subsidiary to parent entity	58	7,735

b) Key management personnel equity holdings

	Balance as at 30/6/12	Balance as at 30/ 6/11
Fully paid capital shares of Vealls Limited	**No.**	**No.**
Specified Directors		
Ian Raymond Veall	7,903,890	7,903,890
Martin Charles Veall	749,800	749,800
Robert Sidney Righetti	500	500
Duncan Reginald Veall	748,000	748,000
	9,402,190	9,402,190
Fully paid income shares of Vealls Limited	**No.**	**No.**
Specified Directors		
Ian Raymond Veall	1,954,699	1,954,699
Martin Charles Veall	589,879	589,879
Robert Sidney Righetti	-	-
Duncan Reginald Veall	-	-
	2,544,578	2,544,578
Fully paid preference shares of Vealls Limited	**No.**	**No.**
Specified Directors		
Ian Raymond Veall	-	-
Martin Charles Veall	-	-
Robert Sidney Righetti	-	-
Duncan Reginald Veall	29,458	29,258
	29,458	29,258

NOTE 26: FINANCIAL INSTRUMENTS

(a) Financial Risk Management

The group's financial instruments consist mainly of deposits with banks, investments, accounts receivable and payable.

Financial Risks

The main risks the group is exposed to through its financial instruments are interest rate risk, foreign currency risk, liquidity risk, credit risk.

(i) Interest Rate Risk

Interest rate risk arises from the consolidated entity's short term bank deposits at variable interest rates denominated in AUD, NZD, USD and SGD.
No hedging or derivatives are used and all movements are reflected directly in profit or loss.
During the year deposit interest rates per centum per annum varied between –

AUD	NZD	USD	SGD
5.60% - 4.30%	4.41% - 4.18%	0.27% - 0.01%	0.06% - 0.00%

At 30 June 2012 short term bank deposits in AUD functional currency totalled $44.266m.
A movement of +/- 1% in deposit interest rates would amount to $443,000 per annum in Interest Received/Receivable.

(ii) Foreign Currency risk

Foreign exchange risk arises when transactions are denominated in a currency that is not the consolidated entity's functional currency. This risk is minimal as there are few translations of little value.

The translation of the income statement of foreign subsidiary companies directly affects their operating results in AUD terms. Similarly, the translation of the assets and liabilities of such companies is reflected in Equity (Foreign Currency Translation Reserve).

While there is an exposure to foreign currencies and their effects through movements in the A$ exchange rate, in particular against NZD, so long as there are foreign subsidiary companies' operations, no sensitivity analysis of movements in FX rates is considered meaningful.

(iii) Liquidity Risk

Analysis of financial assets and liabilities.

The risk implied from the values shown in the table below, reflects a balanced view of cash inflows and outflows. Financial assets and liabilities show a ratio of 17:1 and thereby provide adequate liquidity to cover the Group's present and future operations.

	2012	2011
	$'000	$'000
Year ended 30 June	**Within 6 Months**	**Within 6 Months**
Financial Assets		
Cash and cash equivalents	44,467	42,650
Trade & other receivables	225	250
Available- for-sale financial assets	319	374
Total	**45,011**	**43,274**
Financial liabilities		
Trade and other payables	2,555	3,798
Total	**2,555**	**3,798**
Net difference:	**42,456**	**39,476**

NOTE 26 : FINANCIAL INSTRUMENTS (Continued)

(iv) Credit Risk
Credit risk arises from the potential default of the counter parties to the consolidated entity's deposits and trade and other receivables.

All deposits are placed with major trading banks of high rating and all credit customers are assessed on the basis of their financial position, past experience and industry reputation. Limits are set for each individual customer and regularly monitored.

(b) Fair Values

The Group uses various methods in estimating the fair value of a financial instrument designated or measured at fair value. The methods comprise:

Level 1 – the fair value is calculated using quoted prices in active markets.

Level 2 – the fair value of estimated using inputs other than quoted prices included in Level 1 that are observable for the asset or liability either (as prices) or indirectly (derived from prices).

Level 3 – the fair is estimated using inputs for the asset or liability that are not based on observable market data.

The fair values of financial assets and liabilities that are not designated at fair value approximate their carrying values.

The fair value of the financial instruments as well as the methods used to estimate the fair value is summarised in the table below:

The fair values of listed investments have been valued at the quoted market bid price at reporting date.

2012	**Level 1 $'000**	**Level 2 $'000**	**Level 3 $'000**	**Total $'000**
Financial assets				
Listed shares	317	-	-	317
Shares in other corporations	-	-	1	1
Total	**317**	**-**	**1**	**318**

There has been no Level 3 fair value movement during the year.

2011	**Level 1 $'000**	**Level 2 $'000**	**Level 3 $'000**	**Total $'000**
Financial assets				
Listed shares	373	-	-	373
Shares in other corporations	-	-	1	1
Total	**373**	**-**	**1**	**374**

There has been no Level 3 fair value movement during the year.

NOTES TO THE FINANCIALSTATEMENTS
FOR THE YEAR ENDED 30 JUNE 2012

NOTE 27 : PARENT ENTITY INFORMATION

Information relating to Vealls Limited:	2012 $'000	2011 $'000
Current Assets	1,534	1,981
Total Assets	56,521	61,735
Current Liabilities	199	117
Total Liabilities	51,341	54,955
Issued Capital	1,235	1,235
Assets Revaluation Reserve	1,123	895
General Reserve	987	987
Foreign Currency Translation Reserve	(2,261)	(238)
Retained Earnings	4,096	3,901
Total Shareholders' equity	5,180	6,780
Profit/(Loss) of the parent entity	(1,053)	186
Total comprehensive income of the parent entity	(1,275)	98

NOTE 28: SUBSEQUENT EVENTS

In the opinion of the directors there has not arisen since the end of the financial year any matter or circumstance that has significantly affected or may significantly affect the operations of the consolidated entity or the results of those operations or the state of affairs of the consolidated entity in financial years after the financial year ended 30 June 2012.

NOTE 29: COMPANY DETAILS

The registered office of the company is:

Vealls Limited
1st Floor, 484 Toorak Road
Toorak, Vic 3142

The principal place of business is:

Vealls Limited
1st Floor, 484 Toorak Road
Toorak, Vic 3142

DIRECTORS' DECLARATION

(1) In the opinion of the directors of Vealls Limited -

(a) There are reasonable grounds to believe that the company will be able to pay its debts as and when they become due and payable; and

(b) The financial statements and notes thereto for the year ended 30 June 2012 are in accordance with the Corporations Act 2001, including;

(i) Section 296 (compliance with accounting standards); and

(ii) Section 297 (true and fair view)

(2) The directors have been given the declarations required by section 295A of the Corporations Act 2001 for the year ended 30 June 2012.

This declaration is made in accordance with a resolution of the directors.

Ian Raymond Veall
Executive Chairman

Melbourne, 28th September 2012

RSM Bird Cameron Partners
Chartered Accountants

RSM Bird Cameron Partners
Level 8 Rialto South Tower
525 Collins Street Melbourne VIC 3000
PO Box 248 Collins Street West VIC 8007
T +61 3 9286 1800 **F** +61 3 9286 1999
www.rsmi.com.au

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF VEALLS LIMITED

Report on the Financial Report

We have audited the accompanying financial report of Vealls Limited ("the company"), which comprises the consolidated statement of financial position as at 30 June 2012, and the consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated 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 consolidated entity comprising the company and the entities it controlled at the year's 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 1, 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*.

Auditor's 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. These Auditing Standards require that we comply with relevant ethical requirements relating to audit engagements and plan and perform the audit to obtain reasonable assurance about 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 judgement, 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 qualified audit opinion.

Independence

In conducting our audit, we have complied with the independence requirements of the *Corporations Act 2001*. We confirm that the independence declaration required by the *Corporations Act 2001*, which has been given to the directors of Vealls Limited, would be in the same terms if given to the directors as at the time of this auditor's report.

Basis for Qualified Opinion

Management transferred the operations of the New Zealand Skifield business between controlled entities during the year ended 30 June 2011. As part of this transfer an amount of $1,310,000, relating to the deferred tax liability recognised in the financial report as at 30 June 2010, representing the difference between the accounting and tax base of the fixed assets, was reversed to income tax as a benefit to the company by management and recognised in the consolidated statement of comprehensive income for the year ended 30 June 2011. The company's records indicate that this deferred tax liability still exists as at 30 June 2012. Accordingly, the reversal of this amount, through income tax as a benefit, was recognised in error and constitutes a departure from Australian Accounting Standards. Accordingly, a liability of $1,310,000 should have been recorded for deferred tax as at 30 June 2011 and 30 June 2012, with a corresponding increase in tax expense of $1,310,000 for the year ended 30 June 2011 and reduction in retained profits for the year ended 30 June 2012.

Qualified Opinion

In our opinion, except for the effects of the matter described in the Basis for Qualified Opinion paragraph:

(a) the financial report of Vealls 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 30 June 2012 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(b).

Emphasis of Matter

Without further qualifying our opinion, we draw attention to Note 4 in the financial report which describes an uncertainty related to the potential additional income tax that could be incurred as a result of the transfer of the Cardrona Skifield between the company's subsidiaries.

Report on the Remuneration Report

We have audited the Remuneration Report included in directors' report for the year ended 30 June 2012. The directors of the company are responsible for the preparation and presentation of the Remuneration Report in accordance with section 300A 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 Vealls Limited for the year ended 30 June 2012 complies with section 300A of the *Corporations Act 2001*.

RSM Bird Cameron Partners

RSM BIRD CAMERON PARTNERS

J S CROALL
Partner

Dated: 28 September 2012
Melbourne, Victoria