Wentworth Holdings Limited

ACN 080 167 264

Year ended 30 June 2013

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leading the way home

2013 Annual Report

Corporate Directory

Registered Office and Principal Place of Business
Wentworth Holdings Limited
Level 23, 459 Collins Street
Melbourne Victoria 3000

Correspondence Address
Wentworth Holdings Limited
Level 23, 459 Collins Street
Melbourne Victoria 3000
T 0420 961 617
F 03 8692 1122
W www.wentworthholdings.com.au

Stock Exchange Listings
Shares in Wentworth Holdings Limited are listed on the Australian Stock Exchange ("ASX")

Directors
Vaughan Webber, Non-Executive Chairman
Colin N Cowden, Non-Executive Director
Hugh W Robertson, Non-Executive Director
Nigel W Sharp, Non-Executive Director

Company Secretary
Ron Hollands

Auditor
Deloitte Touche Tohmatsu
550 Bourke Street
Melbourne Victoria 3000

Share Registry
Boardroom Pty Limited
Level 8 446 Collins Street
Melbourne VIC 3000
T 03 9627 9963
F 02 9627 9930
W www.registries.com.au

The Annual General Meeting of Wentworth Holdings Limited will be held on:

Friday 15 November 2013 commencing at 10am in the offices of:
Norton Gledhill
Level 23, 459 Collins Street
Melbourne Victoria 3000

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Chairman's Report

Dear shareholder

Wentworth has had an interesting past 12 months.

Australian Renewable Fuels Limited ('ARW')

As announced 15 November 2012, Wentworth and ARW agreed to merge. The merger required a number of conditions be met including a 90% acceptance of the offer made by ARW to Wentworth shareholders. This condition was not met and the offer made by ARW to Wentworth shareholders lapsed on 15 February 2013.

ARW also then announced that it had successfully agreed a capital raising mechanism to raise $12.3 million at 0.7 cents per share, comprising an immediate placement of $4.27 million and an underwritten 3 for 8 entitlement offer of $8 million to shareholders (with the ability of shareholders to apply for oversubscriptions). Wentworth was offered and accepted the opportunity to participate in ARW's capital raising on the following basis:

- an initial investment of $1.4 million being for 200 million ARW shares at 0.7 cents per share, in the placement
- an underwriting position of $4 million in the non-renounceable entitlement offer of $8 million to ARW shareholders (including the Placement shareholders) on a 3 for 8 basis at 0.7 cents per share

The culmination of the above events was an investment by Wentworth of $2.711 million in ARW. At 30 June 2013, this investment had a fair value of $3.098 million.

At 31 July 2013, the ARW investment had a fair value of $5.421 million, over $11 million cash, no debt and net tangible assets over $15 million or approximately 7.5 cents per share.

Thorney Investment Group ('Thorney')

On 22 July 2013, we announced the receipt of an indicative, non-binding proposal from Thorney concerning a proposed recapitalisation of Wentworth ('Proposal'). The key points of this Proposal if implemented, are:

- A capital raising of around $50 million. As part of the Proposal, it is Thorney's current intention to participate in the capital raising to increase its shareholding in WWM to at least 30% (currently 26%).

- The appointment of Thorney as Wentworth's investment manager pursuant to a management agreement. Wentworth would also adopt a broader investment strategy and pursue absolute returns over the medium to long term for its shareholders.

- The appointment of Mr Alex Waislitz (Thorney Founder) as Executive Chairman and Chief Investment Officer.

Since this announcement, Wentworth and Thorney have been working together including negotiation of a transaction implementation agreement, consultation with regulators and preparation of capital raising documentation such that the necessary resolutions can be put to shareholders, for approval, at a general meeting.

I would like to personally thank my fellow board members and all shareholders for their support during the year.

Vaughan Webber
Non- Executive Chairman
Melbourne
20 August 2013

Directors' Report

The directors of Wentworth Holdings Limited ('the Company') submit the annual financial report of the Company for the financial year ended 30 June 2013. To comply with the provisions of the *Corporations Act 2001*, the directors report as follows:

Directors

The following persons were directors of Wentworth Holdings Limited during the whole of the financial year and up to the date of this report:

Vaughan Webber (Non-Executive Chairman)
Colin N Cowden (Non-Executive Director)
Hugh W Robertson (Non-Executive Director)
Nigel W Sharp (Non-Executive Director)

Information on Directors

Details of the directors in office during the financial year or until the date of this report are set out below:

Vaughan Webber, Non-Executive Chairman

Vaughan Webber is an experienced finance professional with a background in chartered accounting at a major international accountancy firm and more recently in corporate finance servicing Australian capital markets. Vaughan is a director of Anchor Resources Limited (appointed 19 August 2011) and Investorfirst Limited (appointed 19 October 2012). Vaughan is chair of the Nominations and Remuneration Committee and a member of the Audit and Risk and Investment Committees.

Interests in shares and options at the date of this report:

- 216,424 Ordinary shares in Wentworth Holdings Limited
- Nil Options

Colin N Cowden, Non-Executive Director

Colin Cowden is an Associate of the Institute of Chartered Secretaries, a Certified Practicing Accountant and is a Fellow of the Australian and New Zealand Institute of Insurance and Finance. Colin has over 40 years' experience in the insurance industry and in the management of private and public companies. Colin was a director of Centamin Egypt Limited until 26 May 2011. Colin is a member of the Audit and Risk and Investment Committees.

Interests in shares and options at the date of this report:

- 5,982,009 Ordinary shares in Wentworth Holdings Limited
- Nil Options

Hugh W Robertson, Non-Executive Director

Hugh Robertson has over 25 years' experience in the stock broking industry and is a director of Investor First Limited (appointed 2 May 2011). Hugh was also a director of Rattoon Holdings Ltd (delisted 8 March 2011). Hugh is chair of the Audit and Risk Committee and a member of the Nominations and Remuneration and Investment Committees.

Interests in shares and options at the date of this report:

- 4,804,145 Ordinary shares in Wentworth Holdings Limited
- Nil Options

Nigel W Sharp, Non-Executive Director

Nigel Sharp has over 30 years' experience in the property industry including property management, property development, listed property trust management, property valuations and sustainability solutions for property. Nigel is chair of the Investment Committee and a member of the Nomination and Remuneration Committee.

Interests in shares and options at the date of this report:

- 5,380,724 Ordinary shares in Wentworth Holdings Limited
- Nil Options

Directors' Report (continued)

Information on Directors (continued)

Remuneration of Directors and Senior Management

Information about the remuneration of directors and senior management is set out in the remuneration report of this directors' report, on pages 8 to 10.

Ron Hollands – Company Secretary

Ron Hollands is a Chartered Accountant with over 25 years' experience with a major international accountancy practice and with public and private companies. Mr. Hollands was appointed as Company Secretary on 29 July 2009.

Interest in shares at the date of this report:

- 434,744 Ordinary shares in Wentworth Holdings Limited
- Nil Options

Attendance at Meetings by Directors

During the financial year, the following meetings of directors (including committees of directors) were held. Attendances by each director during the year were as follows:

	Directors' Meetings		Audit & Risk Committee		Investment Committee		Nominations & Remuneration Committee	
	E	A	E	A	E	A	E	A
Vaughan Webber	12	12	4	4	5	5	1	1
Colin N Cowden	12	10	4	3	5	4	-	-
Hugh W Robertson	12	11	4	4	5	4	1	1
Nigel W Sharp	12	10	-	-	5	4	1	1

E = number eligible to attend A = number attended

Note: Membership of each Committee is listed in 'Information on Directors' above.

Indemnification and Insurance of Directors, Officers and Auditors

The constitution of the Company provides that the Company may indemnify each officer of the Company or a subsidiary of the Company against any liability for costs and expenses incurred in defending any proceedings against them and for any liability incurred, unless the liability arises out of a lack of good faith.

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.

During the financial year, the Company paid insurance premiums for directors' and officers' liability insurance concerning the company's directors and Key Management Personnel. The Company elects, for commercial reasons, not to disclose the terms and conditions of the policy or disclosure of amounts of premium paid.

Principal Activity

The principal activity during the financial year was that of an investment company.

Review of Operations/changes in state of affairs

Wentworth's full year loss after tax is $0.558 million (2012: $2.592 million - profit) for the year ended 30 June 2013. Net assets at 30 June 2013 were $14.441 million (2012: $14.723 million) sourced from the above result, after allowing for a share buyback programme. Total liabilities at 30 June 2013 were $0.072 million (2012: $0.168 million), reduced throughout the year from operating cash flow.

Wentworth operated an on market share buyback programme, acquiring circa 0.452 million shares during the year ended 30 June 2013 (cost: $0.026 million).

Resources and operations

Wentworth has no (2012: nil) employees at 30 June 2013.

Dividends

No dividend was declared for the year ended 30 June 2013. (2012: $Nil).

Future performance

On 22 July 2013, Wentworth announced the receipt of an indicative, non-binding proposal from Thorney concerning a proposed recapitalisation of Wentworth. The key points of this Proposal are disclosed 'Events Subsequent to Balance Date' below. The disclosure of expected results of those operations is likely to result in unreasonable prejudice to the consolidated Group. Accordingly, this information has not been disclosed.

Funding and capital structure

The consolidated Group had no bank debt. Cash at bank was $11.116 million at 30 June 2013.

Directors' Report (continued)

Events Subsequent to Balance Date

On 22 July 2013, Wentworth announced the receipt of an indicative, non-binding proposal from Thorney concerning a proposed recapitalisation of Wentworth ('Proposal'). The key points of this Proposal if implemented are:

- A capital raising of around $50 million. As part of the Proposal, it is Thorney's current intention to participate in the capital raising to increase its shareholding in WWM to at least 30% (currently 26%).

- The appointment of Thorney as Wentworth's investment manager pursuant to a management agreement. Wentworth would also adopt a broader investment strategy and pursue absolute returns over the medium to long term for its shareholders.

- The appointment of Mr Alex Waislitz (Thorney Founder) as Executive Chairman and Chief Investment Officer.

Since this announcement, Wentworth and Thorney have been working together including negotiation of a transaction implementation agreement, consultation with regulators and preparation of capital raising documentation such that the necessary resolutions can be put to shareholders, for approval, at a general meeting.

The financial statements were authorised for issue by the directors on 20 August 2013.

Aside from the above, there has not been any other matter or circumstance occurring subsequent to the end of the financial year that has significantly affected, or may significantly affect the operations of the consolidated Group, the results of those operations, or the state of affairs of the consolidated Group in future financial years.

Share Options

Refer below for details regarding other share options on issue as at the date of this report as well as any movements during the year.

1. Employee share plan

No options were on issue at the date of this report.

2. Executive share option plan

No options were on issue at the date of this report.

At the Company's 2009 annual general meeting held on 16 December 2009 it was resolved to issue up to 15 million options to subscribe for fully paid ordinary shares (Options) to Charles Michael Tarbey (then Executive Director of the Company) or his nominee. The Options were issued to Mr. Tarbey or his nominee as part of his remuneration. These options were not exercised and lapsed 20 January 2013.

Directors' Report (continued)

Remuneration Report

The directors present the Remuneration Report for Wentworth Holdings Limited and the consolidated Group prepared in accordance with section 300A of the *Corporations Act 2001* for the year ended 30 June 2013.

Background

This report sets out the remuneration policies that apply to all directors and other key management personnel of Wentworth Holdings Limited.

Key management personnel

Names and position held by key management personnel (KMP) in office at any time during or since the end of the 2013 financial year are:

Key Management Person	Position
Mr. Vaughan Webber	Non – Executive Chairman
Mr. Colin Cowden	Non - Executive Director
Mr. Hugh Robertson	Non - Executive Director
Mr. Nigel Sharp	Non - Executive Director
Mr. Ron Hollands	Chief Financial Officer/Company Secretary

The consolidated Group Executive for the 2013 financial year was:

Person	Position
Mr. Ron Hollands	Chief Financial Officer

Remuneration - General

Wentworth's compensation policy for Executives

The Board, through the establishment of a Nominations and Remuneration Committee, develop and approve the Remuneration Policy for the Company. The Company aims to pay market-competitive compensation packages made up of a base salary (fixed) – this includes cash, superannuation, leave loading, other salary sacrifice items and Fringe Benefits Tax (FBT) and performance based compensation. This is generally positioned at market median against comparable industry peers on the basis of annual benchmarking. The objective of the compensation policy is to ensure that reward for performance is market-competitive, appropriate to the results delivered and aligned with stakeholder interests. Base salaries are reviewed annually, although they may also be reviewed on promotion.

Remuneration – Non-Executive Directors

The Board has adopted a policy to ensure that remuneration packages for Non-Executive Directors are transparent and easily explained while at the same time enabling the Board to attract and retain the highest quality candidates, whilst incurring a cost which is acceptable to shareholders.

The maximum remuneration of Non-Executive Directors is to be determined by Shareholders at a General Meeting in accordance with the Constitution, the Corporations Act and the ASX Listing Rules, as applicable. At present, the maximum aggregate remuneration of Non-Executive Directors is $200,000 per annum, which is reviewed annually. The total remuneration paid to Non-Executive Directors was $190,750 (2012: $81,750) based on the financial performance of the consolidated Group.

The Board may award additional remuneration to Non-Executive Directors called upon to perform extra services or make special exertions on behalf of the Company.

Service Agreements

Remuneration and other terms of employment for some Executives have been formalised in service agreements. All contracts with Executives may be terminated early by either party with various periods of notice, subject to termination payments as detailed below:

Mr. Ron Hollands - Chief Financial Officer

- Term of agreement commenced 24 March 2012, then on a month to month basis.
- His current annualised consulting fee, inclusive of superannuation, is $153,725 per annum.
- No payment of termination benefit on early termination of the consulting agreement.

Directors' Report (continued)

Remuneration Report (continued)

Details of Compensation

Details of the nature and amount of each element of compensation of directors and other key management personnel (KMP) for the current and comparative years are:

Compensation details for 1 July 2012 to 30 June 2013

	Short term employee benefits		Post-employment benefits	Termination benefits	Share – based payments	Total	% of compensation consisting of shares
	Base $	Other (i) $	Superannuation $	$	$	$	%
Directors							
Mr. Vaughan Webber	30,000	25,000	4,950	-	-	59,950	-
Mr. Colin Cowden	15,000	25,000	3,600	-	-	43,600	-
Mr. Hugh Robertson	15,000	25,000	3,600	-	-	43,600	-
Mr. Nigel Sharp	15,000	25,000	3,600	-	-	43,600	-
	75,000	100,000	15,750	-	-	190,750	
Other KMP							
Mr. Ron Hollands	153,725	-	-	-	-	153,725	-
	228,725	100,000	15,750	-	-	344,475	

Compensation details for 1 July 2011 to 30 June 2012

	Short term employee benefits		Post-employment benefits	Termination benefits	Share – based payments	Total	% of compensation consisting of shares
	Base $	Other (ii) $	Superannuation $	$	$	%	
Directors							
Mr. Vaughan Webber	30,000	-	2,700	-	-	32,700	-
Mr. Colin Cowden	15,000	-	1,350	-	-	16,350	-
Mr. Hugh Robertson	15,000	-	1,350	-	-	16,350	-
Mr. Nigel Sharp	15,000	-	1,350	-	-	16,350	-
Mr. Charles Tarbey (iii)	200,000	-	-	-	-	200,000	-
	275,000	-	6,750	-	-	281,750	
Other KMP							
Ms. Lisa Campbell (iii)	57,727	-	5,195	-	-	62,922	-
Mr. Ron Hollands	158,400	53,344	-	-	-	211,744	-
Mr. Richard Kemp (iii)	50,107	13,991	5,769	-	-	69,867	-
Mrs. Melanie Carey (iii)	28,864	917	2,680	-	-	32,461	-
Mrs. Valerie Stamp (iii)	46,934	10,404	5,160	-	-	62,498	-
	342,032	78,656	18,804	-	-	439,492	
	617,032	78,656	25,554	-	-	721,242	

(i) One off director fee.
(ii) Comprises car allowances, license allowances, sales commissions and other payments.
(iii) KMP until 23 December 2011. Their respective remuneration represents payments made during their tenure as KMP.

Directors' Report (continued)

Remuneration Report (continued)

Options
1 July 2012 to 30 June 2013

	Balance 1 July 2012	Granted as Compensation	Exercised	Lapsed	Balance vested at 30 June 2013	% of grant vested	No. of Options exercised
	No	No	No	No	no	No	No
Executive							
Mr. Charles Tarbey	15,000,000	-	-	(15,000,000)	-	-	Nil

1 July 2011 to 30 June 2012

	Balance 1 July 2011	Granted as Compensation	Exercised	Lapsed	Balance vested at 30 June 2012	% of grant vested	No. of Options exercised
	No	No	No	No	No	No	No
Executive							
Mr. Charles Tarbey	15,000,000	-	-	-	15,000,000	100%	Nil

The company issued nil (2012: nil) share options over shares during the year ended 30 June 2013. Options previously granted to Mr. Tarbey at the 2009 Annual General Meeting were not exercised and lapsed 20 January 2013. These options were issued to Mr Tarbey following the achievement of certain financial parameters.

Remuneration Policy and Company Performance

No KMP were given performance based compensation as their roles do not have a direct influence on the financial performance of the Company in the year ended 30 June 2013.

	30 June 2013 $'000	30 June 2012 $'000	30 June 2011 $'000	30 June 2010 $'000	30 June 2009 $'000
Revenue (Continuing Operations)	566	442	16	14,044	19,894
Revenue (Discontinued Operations)	-	10,460	13,970	-	762
Net Profit/(Loss) before Tax (Continuing Operations)	(253)	(1,020)	(670)	(1,626)	(11,691)
Net Profit/(Loss) before Tax (Discontinued Operations)	(305)	4,621	137	-	(300)
Net Profit/(Loss) after Tax (Continuing Operations)	(253)	(2,029)	339	(1,626)	(11,691)
Net Profit/(Loss) after Tax (Discontinued Operations)	(305)	4,621	137	-	(300)
Share Price start of year	$0.054	$0.045	$0.080	$0.060	$0.088
Share Price at the end of the year	$0.052	$0.054	$0.045	$0.080	$0.060
Interim Dividend	-	-	-	-	-
Final Dividend	-	-	0.5 cents	0.5 cents	-
Basic Earnings per share - Continuing Operations (cents)	(0.11)	(0.90)	0.15	(0.79)	(10.48)
Diluted Earnings per share - Continuing Operations (cents)	(0.11)	(0.90)	0.15	(0.79)	(10.48)
Basic Earnings per share - Discontinued Operations (cents)	(0.14)	2.05	0.06	-	(0.27)
Diluted Earnings per share - (Discontinued Operations (cents)	(0.14)	2.05	0.06	-	(0.27)

The consolidated Group aims to pay market-competitive compensation packages made up of a fixed base salary (includes cash, superannuation, leave loading), other salary sacrifice items, Fringe Benefits Tax (FBT) and bonuses, generally positioned at market median against comparable industry peers on the basis of annual benchmarking. Bonuses are paid to encourage behaviours and performance that will contribute to the consolidated Group's results and are congruent with the aim to maximise shareholder wealth.

The compensation policy objective is to ensure that reward for performance is market-competitive, appropriate to the results delivered and aligned with stakeholder interests. Base salaries are reviewed annually, although they may also be reviewed on promotion.

Directors' Report (continued)

Corporate Governance

The directors of Wentworth Holdings Limited support and adhere to the principles of good corporate governance. All directors, managers and employees are expected to act with integrity and objectivity, to enhance the reputation and performance of the consolidated Group. The Group's Corporate Governance Statement is contained in the following section of this Annual Report.

Non-audit Services

The directors are satisfied that the provision of non-audit services, during the year, by the auditor is compatible with the general standard of independence for auditors imposed by the *Corporations Act 2001*. Details of amounts paid or payable to the auditor for non-audit services provided during the year by the auditor are outlined in Note 8 to the financial statements.

Auditors' independence declaration

The auditor's independence declaration is included on page 44 of the annual report.

Proceedings on Behalf of the Company

No person has applied for leave of Court to bring proceedings on behalf of the company or intervene in any proceedings to which the company is a party for the purpose of taking responsibility on behalf of the company for all or any part of those proceedings. The company was not a party to any such proceedings during the year.

Rounding off of amounts

The Company is a Company of the kind referred to in ASIC Class Order 98/0100, dated 10 July 1998, and in accordance with that Class Order amounts in the financial report are rounded off to the nearest thousand dollars, unless otherwise indicated.

Signed in accordance with a resolution of directors made pursuant to section 298 (2) of the *Corporations Act 2001*.

On behalf of the Directors

Vaughan Webber
Non-Executive Chairman
Melbourne
20 August 2013

Corporate Governance Statement

This statement provides an outline of the main corporate governance practices Wentworth Holdings Limited (the 'Company') has in place and provides disclosure to the extent recommended by the Australian Stock Exchange (the 'ASX') in accordance with its Principles of Good Corporate Governance and Best Practice Recommendations (the 'ASX Guidelines'). Where the Company has adopted a practice that differs from the ASX Guidelines, disclosure is made of the Company's practice and how that practice embraces the ASX Guidelines.

The Board are committed to conducting the company's business ethically and in accordance with high standards of corporate governance. The Board (and company management) regularly review company policies, practices and procedures, particularly concerning corporate governance.

Principle 1: Lay solid foundations for management and oversight

The Board of Directors (the 'Board') of the Company is responsible for the corporate governance of the Company and the Company's overall business performance. The Board sets the strategic direction of the Company and, through senior management, have oversight of and monitor the implementation and progression by the Company of that strategic direction.

The Board has delegated to senior management responsibility for the daily operations of the business of the Company. The Board meet at least quarterly when, inter alia, senior management reports on the Company operations. The Board has a Charter that details the responsibilities of the Board, senior management and the Chairman.

Any authority that has not been expressly delegated by the Board to senior management or another delegate is reserved for the Board. The Board reviews the distribution of authority between itself and management regularly to ensure that there is an appropriate balance of authority relevant to the requirements of the Company.

Principle 2: Structure the board to add value

The Board comprises the following individuals:

Name	Position	Name	Position
Vaughan Webber	Non-Executive Chairman	Hugh Robertson	Non-Executive Director
Nigel Sharp	Non- Executive Director	Colin Cowden	Non –Executive Director

The Board considers the Non-Executive Chairman and the three (3) Non-Executive Directors are independent of management and are able to manage any conflict arising from any external relationship that could, or could reasonably be perceived to, materially interfere with their exercise of independent and unfettered judgment.

Election of Board members is achieved by the Company's shareholders at a General Meeting in accordance with the Company's constitution. Specifically, each director retires after two (2) years in office and must seek re-election from shareholders if they wish to continue in office.

The Company is committed to the following principles:

- A Board comprised of directors with a blend of skills, experience and attributes appropriate for the Company and its business; and
- The principal criterion for the appointment of new directors being their ability to add value to the Company and its business.

The skills, experience and expertise relevant to the position of each director who is in office at the date of the annual report and their term of office are detailed in the directors' report and are considered appropriate by the Board for the Company.

The Board has a Nominations & Remuneration Committee and an approved Charter for this Committee. The Nominations & Remuneration Committee has a Board approved policy concerning processes and procedure for selecting and recommending to the Board the appointment of Non-Executive Directors, any Executive Directors and senior management. The Committee comprises Vaughan Webber (Chairman), Hugh Robertson and Nigel Sharp. Attendance by members at meetings of the committee is included in the directors' report.

Each director may obtain independent professional advice at the expense of the Company on matters arising in the course of their Board duties. The payment for the cost of the advice by the Company is subject to the approval of the Chairman, which will not be unreasonably withheld.

Principle 3: Promote ethical and responsible decision making

The Board is committed to the establishment and maintenance of an appropriate Code of Conduct to provide guidance to directors, senior management and all staff. The key purpose of the Code of Conduct is to maintain the Company's integrity, to set the responsibility and accountability of individuals for reporting and investigating unethical practices and to achieve compliance with legal and other obligations and to then report to legitimate stakeholders.

The Board adopts a formal Code of Conduct, Share Trading Rules and a Conflict of Interest Policy. These codes, rules and policies apply to each all key management personnel and prohibit key management personnel from acquiring or disposing of shares in the Company whilst in the possession of information which is market sensitive and not publicly available.

Corporate Governance Statement (continued)

Principle 3: Promote ethical and responsible decision making (continued)

Diversity

The Company recognises the value contributed by employing people with varying skills, cultural backgrounds, ethnicity and experience and believes its diverse workforce is the key to its continued growth, improved productivity and performance.

The company actively values and embraces the diversity of our employees and is committed to creating an inclusive workplace where everyone is treated equally and fairly and where, discrimination, harassment and inequity are not tolerated. Whilst Wentworth is committed to fostering diversity at all levels, gender diversity has been and continues to be a priority.

Principle 4: Safeguard integrity in financial reporting

The Non-Executive Chairman and the Chief Financial Officer make the following certifications to the Board:

- that the Company's financial reports are complete and present a true and fair view, in all material respects, of the financial condition and operational results of the Company and the consolidated Group and are in accordance with relevant legislation and accounting standards;
- that the Company has adopted an appropriate system of risk management and internal compliance and control which implements the policies adopted by the Board; and
- that the Company's risk management and internal compliance and controls are operating efficiently and effectively in all material respects.

The Board has an Audit and Risk Committee and an approved Audit and Risk Committee Charter. The Audit and Risk Committee comprises Hugh Robertson (Chairman) and Colin Cowden and Vaughan Webber. The Audit and Risk Committee recommends candidates for appointment as the external auditor of the Company and from time to time will review the scope, performance and fees of the external auditor. The attendance at meetings of the committee is included in the directors' report.

Principle 5: Make timely and balanced disclosures

The Company acknowledges the importance of providing the market with timely, balanced and accurate information to ensure that the market remains efficient, competitive and fully informed. The Board is committed to the enhancement of investor confidence and promotes its commitment by complying with the continuous disclosure rules contained in the Listing Rules of the ASX and with the requirements of the Corporations Act.

The Company adopts a Listing Rules Compliance Policy. This policy contains procedures designed to ensure compliance with ASX Listing Rule disclosure requirements and accountability for compliance.

Principle 6: Respect the rights of shareholders

The Company keeps its shareholders and the market informed through ASX announcements regarding material developments and the annual and half yearly reports. The Company's shareholders elect directors at the Annual General Meeting (AGM) in accordance with the Company's Constitution. The AGM is held in Melbourne, Victoria. Shareholders have the opportunity to express their views, ask questions about Company business and vote on items of business for resolution by shareholders at the Annual General Meeting.

The Company adopts a Shareholders Communications Policy which aims to promote effective communication with shareholders and encourage their participation at General Meetings.

Principle 7: Recognise and manage risk

The Company has an Audit and Risk Committee and an approved Audit and Risk Committee Charter (see above - Principle 4). The collective experience of the Board and senior management enables accurate identification of the principal risks which may affect the Company's business. These risks are also considered by the Audit and Risk Committee, discussed and methods for management of these risks agreed. In addition, key operational risks and their management, will be advised to the Board and will be recurring items for deliberation at Board meetings.

It is the Board's responsibility to ensure that an effective internal control framework exists, including controls to deal with both the effectiveness and efficiency of significant business processes, the safeguarding of assets, the maintenance of proper accounting records and the reliability of financial information as well as non-financial considerations such as the benchmarking of operational performance indicators.

Principle 8: Remunerate fairly and responsibly

The Board again carried out reviews during the year of its own performance in meeting its key responsibilities. The purpose of these reviews is to identify areas of weakness and mechanisms for improving the functioning and performance of the Board and its relationship with management, and to consider progress made towards attaining specific performance objectives. The Board developed and adopted a Performance Evaluation Policy to assist with this review process.

Non-Executive Directors are remunerated by a fixed director's fee including superannuation, as permitted by the Company's Constitution. Other key management personnel of the Company receive salary, benefits and incentives as part of their remuneration package as detailed in the Directors' Report. The remuneration of an Executive Director will be decided by the Board, without the affected Executive Director participating in that decision making process.

The Board has an established Remuneration Committee and have approved a Remuneration Policy (refer above Principle 2).

Corporate Governance Statement (continued)

Principle 8: Remunerate fairly and responsibly (continued)

The maximum remuneration of Non-Executive Directors is determined by Shareholders at a General Meeting in accordance with the Constitution, the Corporations Act and the ASX Listing Rules, as applicable. At present the maximum aggregate remuneration of Non-Executive Directors is $200,000 per annum. The apportionment of non-executive Director Remuneration within that maximum will be made by the Board having regard to the inputs and value to the Company of the respective contributions by each Non-Executive Director. The Board may award additional remuneration to Non-Executive Directors called upon to perform extra services or make special exertions on behalf of the Company. The amount of remuneration for all directors and the five highest paid executives, including all monetary and non-monetary components, are detailed in the directors' report under the heading Remuneration.

Consolidated statement of profit and loss and other comprehensive income

For the year ended 30 June 2013

	Notes	Year ended 30 June 2013 $'000	Year ended 30 June 2012 $'000
Continuing operations			
Revenue		566	442
Employee benefits expense		(344)	(82)
Finance costs	5	-	(166)
Administration expenses		(475)	(1,175)
Other expenses		-	(39)
Profit/(loss) before income tax		(253)	(1,020)
Income tax (expense)	6	-	(1,009)
Profit/(loss) for the year from continuing operations		(253)	(2,029)
Discontinued operations			
Profit/(loss) for the year from discontinued operations	33	(305)	4,621
Profit/(loss) for the year		(558)	2,592
Other comprehensive income			
Items that may be reclassified subsequently to profit or loss:			
Available-for-sale financial assets			
Net fair value on available-for-sale financial assets during the year		300	-
Other comprehensive income for the year, net of tax		300	-
Total comprehensive income for the year		(258)	2,592
Profit/(loss) attributable to:			
Owners of the Company		(558)	2,592
		(558)	2,592
Total comprehensive income attributable to:			
Owners of the Company		(258)	2,592
		(258)	2,592
Earnings per share			
From continuing and discontinued operations:			
Basic earnings per share (cents per share)	9a	(0.25)	1.15
Diluted earnings per share (cents per share)	9b	(0.25)	1.15
From continuing operations			
Basic earnings per share (cents per share)	9a	(0.11)	(0.90)
Diluted earnings per share (cents per share)	9b	(0.11)	(0.90)

The above consolidated statement of profit and loss and other comprehensive income should be read in conjunction with the attached notes.

Consolidated statement of financial position

As at 30 June 2013

	Notes	30 June 2013 $'000	30 June 2012 $'000
Assets			
Current Assets			
Cash and cash equivalents	10	11,116	13,937
Trade and other receivables	11	20	780
Other current assets	12	17	174
Total Current Assets		11,153	14,891
Non-Current Assets			
Plant and equipment	13	-	-
Goodwill	14	-	-
Other intangible assets	15	-	-
Other financial assets	16	3,360	-
Total Non-Current Assets		3,360	-
Total Assets		14,513	14,891
Liabilities			
Current Liabilities			
Trade and other payables	18	62	157
Provisions	19	10	11
Total Current Liabilities		72	168
Total Liabilities		72	168
Net Assets		14,441	14,723
Equity			
Capital and reserves			
Issued capital	20	79,109	78,602
Reserves	22	300	531
Accumulated losses	23	(64,968)	(64,410)
Equity attributable to owners of the Company		14,441	14,723
Total Equity		14,441	14,723

The above consolidated statement of financial position should be read in conjunction with the attached notes.

Consolidated statement of changes in equity

For the year ended 30 June 2013

	Issued capital	Share option reserves	Financial asset revaluation reserves	Accumulated losses	Total
	$'000	$'000	$'000	$'000	$'000
Balance - 30 June 2011	78,763	531	(59)	(67,002)	12,233
Profit after tax	-	-	-	2,592	2,592
Disposal of available for sale assets (i)	-	-	59	-	59
Decrease in issued capital – Share buyback (ii)	(159)	-	-	-	(159)
Share buyback costs (ii)	(2)	-	-	-	(2)
Dividend	-	-	-	-	-
Balance - 30 June 2012	78,602	531	-	(64,410)	14,723
(Loss) after tax	-	-	-	(558)	(558)
Decrease in issued capital – Share buyback (ii)	(23)	-	-	-	(23)
Share buyback costs (ii)	(1)	-	-	-	(1)
Transfer of reserves to share capital (iii)	531	(531)	-	-	-
Fair value adjustment – available for sale assets	-	-	300	-	300
Balance - 30 June 2013	79,109	-	300	(64,968)	14,441

(i) Refer Note 22.
(ii) Refer Note 20 (b).
(iii) Options issued to Mr. Charles Tarbey were not exercised and lapsed 20 January 2013. Refer Notes 20(b) and 22.

The above consolidated statement of changes in equity is to be read in conjunction with the attached notes.

Consolidated statement of cash flows

For the year ended 30 June 2013

	Notes	Year end 30 June 2013 $'000	Year end 30 June 2012 $'000
Cash flows from operating activities			
Receipts from customers		71	6,514
Payments to suppliers and employees		(742)	(6,414)
Interest and other costs of finance paid		-	(166)
Interest received		607	248
Net cash provided by operating activities	26	(64)	182
Cash flows from investing activities			
Proceeds from disposal of non-current assets		-	16,854
Loans repaid by other entities		328	1,192
Receipts/(payments) for investments		(3,060)	179
Payment for plant and equipment		-	(31)
Net cash provided by investing activities		(2,732)	18,194
Cash flows from financing activities			
Dividends		(1)	(1,127)
Share buy back and associated costs		(24)	(161)
Loans to related parties		-	(201)
Repayment of borrowings		-	(3,690)
Net cash (used in) financing activities		(25)	(5,179)
Net increase in cash and cash equivalents		(2,821)	13,197
Cash and cash equivalents at the beginning of the financial year		13,937	740
Cash and cash equivalents at the end of the financial Year	10	11,116	13,937

The above consolidated statement of cash flows should be read in conjunction with the attached notes.

Notes to the Financial Statements

1. Significant accounting policies

a. Statement of compliance

The financial report is a general purpose financial report for the year ended 30 June 2013, prepared in accordance with the *Corporations Act 2001*, Accounting Standards and Interpretations and complies with other requirements of the law. The financial report includes the consolidated financial statements of the consolidated Group. For the purposes of preparing the consolidated financial statements, the company is a for-profit entity.

Accounting Standards include Australian Equivalents to International Financial Reporting Standards ("AIFRS"). Compliance with AIFRS ensures that the financial statements and notes of the consolidated Group comply with International Financial Reporting Standards ("IFRS").

The financial statements were authorised for issue by the directors on 20 August 2013.

b. Basis of preparation

The financial report has been prepared on the basis of historical cost, except for the revaluation of certain non-current assets and financial instruments that are measured at fair value, as explained in the accounting policies below. Cost is based on the fair values of the consideration given in exchange for assets. All amounts are presented in Australian dollars, unless otherwise stated.

The Company is a Company of the kind referred to in ASIC Class Order 98/0100, dated 10 July 1998, and in accordance with that Class Order amounts in the financial report are rounded off to the nearest thousand dollars, unless otherwise indicated.

The accounting policies set out below have been applied in preparing the financial statements for the year ended 30 June 2013 and comparative information presented.

c. Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company ('the consolidated Group'). A controlled entity is an entity the Company has the power to govern the financial and operating policies to obtain benefits from its activities.

The results of subsidiaries acquired or disposed of during the year are included in the consolidated statement of profit and loss and other comprehensive income from the effective date of acquisition or up to the effective date of disposal, as appropriate. Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with those used by other members of the consolidated Group. All inter-company balances and transactions between entities in the consolidated Group, including any unrealised profits or losses, have been eliminated on consolidation.

d. Critical accounting judgments and key sources of estimation uncertainty

In the application of the consolidated Group's accounting policies (described above), management is required to make judgements, estimates and assumptions about carrying values of assets and liabilities that are not readily apparent from other sources. Estimates and associated assumptions are based on historical experience and other factors, the results of which form the basis for making the judgements. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

Following are key assumptions concerning future and other key sources or estimation uncertainty at the balance date that have a significant risk of causing a material adjustment to the carrying amount of assets and liabilities within the next financial year:

i. Impairment of receivables

Determining whether receivables are impaired requires an estimation of the recoverable amount of each receivable.

The recoverable amount of Receivables at balance date is $0.020 million (2012: $0.780 million), net of impairment expense of $Nil million (2012: $0.230 million). Details of the impairment testing and the results thereof are provided at Note 11.

Notes to the Financial Statements

1. Significant accounting policies (continued)

e. Income tax

The current tax expense is based on the result for the year, adjusted for any non-assessable or disallowed items for income tax purposes for the period, adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses. It is calculated using tax rates and tax laws that have been enacted or substantively enacted by reporting date. Current tax for the current and prior periods is recognised as a liability (or asset) to the extent that it is unpaid (or refundable).

Deferred tax is accounted for using the comprehensive balance sheet liability method. Temporary differences are differences arising between the tax bases of assets and liabilities and their carrying amounts in the balance sheet. No deferred income tax will be recognised from the initial recognition of an asset or liability, excluding a business combination, where there is no effect on accounting or taxable profit or loss. Deferred tax is calculated at the tax rates that are expected to apply to the period when the asset is realised or liability is settled. Deferred tax is credited in the consolidated statement of comprehensive income except where it relates to items that may be credited directly to equity, in which case the deferred tax is adjusted directly against equity.

Deferred tax assets are recognised to the extent that it is probable that sufficient future taxable amounts will be available against which deductible temporary differences or unused tax losses and tax offsets can be utilised. The amount of benefits brought to account or which may be realised in the future is based on the assumption that no adverse change will occur in income taxation legislation and the anticipation that the consolidated Group will derive sufficient future assessable income to enable the benefit to be realised and comply with the conditions of deductibility imposed by the law.

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

As of 1 July 2003, Wentworth Holdings Limited (the head entity) and its 100% owned subsidiaries formed a consolidated Group for Australian taxation purposes. Wentworth Holdings Limited and the 100% owned subsidiaries in the tax consolidated Group continue to account for their own current and deferred tax amounts. These tax amounts are measured as if the entity in the tax consolidated Group continues to be a stand-alone taxpayer in its own right. The members of the tax consolidated group are identified in Note 17.

As the head entity in the tax consolidated Group, Wentworth Holdings Limited, also recognised the current tax liabilities (or assets) and the deferred tax assets arising from unused tax losses and unused tax credits assumed from controlled entities in the tax consolidated Group.

Amounts receivable or payable under tax funding agreements with the tax consolidated entities are recognised as amounts receivable or payable to other entities in the tax consolidated Group. Any difference between the amounts assumed and amounts receivable or payable under the tax funding agreement are recognised as a contribution to (or distribution from) wholly-owned consolidated entities.

f. Cash and cash equivalents

Cash comprises cash on hand and demand deposits. Cash equivalents are short-term, highly liquid investments that are readily convertible to known amounts of cash, which are subject to an insignificant risk of changes in value and have a maturity of three months or less at the date of acquisition. Bank overdrafts are shown within borrowings in current liabilities in the consolidated statement of financial position.

g. Trade receivables

Trade receivables are recognised initially at fair value and subsequently measured at amortised cost, less provision for doubtful debts. Trade receivables are due to be settled in advance of the period to which they relate. Collectability of trade receivables is reviewed on an ongoing basis. Debts that are known to be uncollectible are written off. A provision for impairment of receivables is established when there is objective evidence that the consolidated Group will not be able to collect all amounts due according to the original terms of the receivables. The amount of the provision is recognised in the consolidated statement of profit and loss and other comprehensive income.

h. Plant and equipment

Each class of plant and equipment is carried at cost less, where applicable, any accumulated depreciation and impairment losses. Cost includes expenditure that is directly attributable to the acquisition of the item. All plant and equipment is depreciated on a straight-line basis so as to write off the net cost of each asset over their estimated useful lives, commencing from the time the assets are held ready for use to its estimated residual value. Leasehold improvements are depreciated over the shorter of either the unexpired period of the lease or the estimated useful lives of the improvements. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes recognised on a prospective basis. The following estimated useful lives are used in the calculation of depreciation and are unchanged from the previous financial year:

Plant and equipment..................................3 to 10 years
Leasehold improvements.................................10 years
Equipment under finance...................................3 years

The gain or loss arising on disposal or retirement of an item of plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

Notes to the Financial Statements

1. Significant accounting policies (continued)

i. Intangibles

1. Goodwill

Goodwill arising in a business combination is recognised as an asset at the date that control is acquired (the acquisition date). Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed.

If, after reassessment, the consolidated Group's interest in the fair value of the acquiree's identifiable net assets exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer's previously held equity interest in the acquiree (if any), the excess is recognised immediately in profit and loss as a bargain purchase gain.

Goodwill is not amortised but is reviewed for impairment at least annually. For the purpose of impairment testing, goodwill is allocated to each of the consolidated Group's cash-generating units expected to benefit from the synergies of the combination. Cash-generating units to which goodwill has been allocated are tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash-generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro-rata on the basis of the carrying amount of each asset in the unit. An impairment loss recognised for goodwill is not reversed in a subsequent period.

On disposal of a subsidiary, the attributable amount of goodwill is included in the determination of the profit or loss on disposal.

2. Property management rights (rent rolls)

Rent rolls, acquired as part of business combinations, are capitalised at their fair value at the date of acquisition. Following initial recognition, the cost model is applied to the class of intangible assets. AASB 138 'Intangible Assets' requires intangible assets with finite lives to be amortised over their useful lives.

Rent rolls are expected to have a finite life and are therefore amortised over their useful life. In 2012, up to their disposal on 23 December 2011, the useful lives of all rent rolls held were assessed as being 7 years.

The useful lives of each rent roll were estimated based upon their expected attrition rates. These attrition rates are based on historical experience, future expectations and by reference to business models prepared by an independent valuer. Rent rolls were tested for impairment where an indicator of impairment existed, either individually or at the cash generating unit level.

3. Derecognition of intangible assets

Gains or losses, arising from derecognition of an intangible asset, are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the consolidated statement of profit and loss and other comprehensive income when the asset is derecognised.

j. Financial instruments

Financial assets

i. Recognition

Investments are recognised and derecognised on trade date where the purchase or sale of an investment is under a contract whose terms require delivery of the investment within the timeframe established by the market concerned and are initially measured at fair value, net of transaction costs, except for those financial assets classified as at fair value through profit and loss which are initially measured at fair value. Subsequent to initial recognition, investments in subsidiaries are measured at cost in the Company's financial statements. Other financial assets are classified into the following categories depending on the nature and purpose of the financial assets at the time of recognition and are measured as set out below.

ii. Loans and receivables

Trade receivables, loans and other receivables, which are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market, are classified as 'loans and receivables'. Loans and receivables are measured at amortised cost using the effective interest rate method less impairment.

iii. Available-for-sale financial assets (AFS)

Listed shares which are traded in an active market are classified as AFS and are stated at fair value. Unrealised gains and losses arising from changes in fair value are recognised directly in the financial asset revaluation reserve with the exception of impairment losses which are recognised directly in profit or loss. Where the investment is disposed of or is determined to be impaired, the cumulative gain or loss previously recognised in the financial asset revaluation reserve is included in profit or loss for the period. Dividends received from AFS equity instruments are recognised in profit or loss when the consolidated Group's right to receive payment is established.

Notes to the Financial Statements

1. Significant accounting policies (continued)

iv. Impairment

Financial assets, other than those classified as fair value through profit or loss, are assessed for indicators of impairment at each reporting date. Financial assets are impaired where there is objective evidence that as a result of one or more events that occurred after initial recognition of the financial asset, the estimated future cash flows of the investment are expected to reduce. For financial assets carried at amortised cost, the amount of the impairment is the difference between the asset's carrying amount and the present value of the estimated future cash flows, discounted at the original effective interest rate.

The financial asset carrying amount is reduced by the impairment loss directly for all financial assets with the exception of trade receivables where the carrying amount is reduced through the use of a separate provision for impairment account. When a trade receivable is uncollectible, it is written off against the provision account. Subsequent recoveries of amounts previously written off are credited against the provision account. Changes in the provision account carrying amount are recognised in profit or loss.

With the exception of available-for-sale equity instruments, if, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, the previously recognised impairment loss is reversed through profit or loss to the extent that the carrying amount of the investment at the date the impairment is reversed, does not exceed what the amortised cost would have been had the impairment not been recognised.

Subsequent increases in fair value after an impairment loss are recognised directly in equity for available-for-sale equity instruments.

v. Valuation methods

Fair value

Fair value is determined based on current bid prices for all quoted investments. The following evidence is used to support the fair value of unlisted investments:

- the price of recent arm's length transactions;
- the price of transactions of similar instruments sold by a third party;
- discounted cash flow models; or
- option pricing models.

Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial asset and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts future cash receipts through the expected life of the financial asset, or, where appropriate, a shorter period.

Equity instruments

Ordinary shares are classified as equity and recognised at the fair value of the consideration received by the consolidated Group. Transaction costs directly attributable to the issue of new securities or options are shown in equity as a deduction, net of tax, from the proceeds.

Financial liabilities

Non-derivative financial liabilities are recognised at amortised cost, comprising original debt less principal payments and amortisation. Interest is recognised as an expense as incurred.

k. Leases

Operating lease payments are recognised as an expense on a straight line basis over the lease term, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

l. Provisions

Provisions are recognised when the consolidated Group has a present legal or constructive obligation as a result of past events, for which it is probable that an outflow of economic benefits will be required to settle the obligation and that outflow can be reliably measured. Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the reporting date. The discount factor used to determine the present value reflects current market assessments of the time value of money and the risks specific to the liability.

m. Revenue

Revenue from property management and real estate sales is recognised on an accrual basis when the service has been delivered and the right to receive the revenue is established, can be reliably measured and it is probable that the revenue will be received. Interest revenue is accrued as it is earned. Dividend revenue is recognised when the right to receive a dividend has been established.

Gains or losses arising from derecognition of an asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the consolidated statement of profit and loss and other comprehensive income when the asset is derecognised.

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

Notes to the Financial Statements

1. Significant accounting policies (continued)

n. Employee benefits - defined contribution plans

Contributions to defined contributions superannuation plans are expensed when employees have rendered service entitling them to the contributions.

o. Goods and services tax

Revenues, expenses and assets are recognised net of the amount of goods and services tax (GST), except:

i. where the amount of GST incurred is not recoverable from the taxation authority, it is recognised as part of the cost of acquisition of an asset or as part of an item of expense; or
ii. for receivables and payables which are recognised inclusive of GST.

The net amount of GST recoverable from, or payable to, the taxation authority is included as part of receivables or payables. Cash flows are included in the cash flow statement on a gross basis. The GST component of cash flows arising from investing and financing activities which is recoverable from, or payable to, the taxation authority is classified within operating cash flows.

2. Adoption of new and revised accounting standards

In the current year, the consolidated Group has adopted all of the new and revised Accounting Standard and Interpretations issued by the Australian Accounting Standards Board ('AASB') that are relevant to its operations and effective for the current annual reporting period. The Directors are in the process of assessing the impact of the adoption of these new and revised Standards and Interpretations.

Standards affecting presentation and disclosure

Amendments to AASB 101 'Presentation of Financial Statements'	The amendment (part of AASB 2011-9 'Amendments to Australian Accounting Standards – Presentation of items of Other Comprehensive Income' introduces new terminology for the statement of comprehensive income and income statement. Under the amendments to AASB101, the statement of comprehensive income is renamed as a statement of profit and loss and other comprehensive income and the income statement is renamed as a statement of profit and loss. The amendments to AASB 101 retain the option to present profit or loss and other comprehensive income in either a single statement or in two separate but consecutive statements. However, the amendments to AASB101 require items of other comprehensive income to be grouped into two categories in the other comprehensive income section (a) items that will not be classified subsequently to profit or loss and (b) items that may be reclassified subsequently to profit or loss when certain conditions are met. Income tax on items of other comprehensive income is required to be allocated on the same basis – the amendments have been do not change the option to present items of other comprehensive either before tax or net of tax. The amendments have been applied retrospectively, and hence the presentation of items of other comprehensive income has been modified to reflect the changes. Other than the abovementioned presentation changes, the application of the amendments to AASB 101 does not result in any impact on profit or loss, other comprehensive income and total comprehensive income. The amendments (part of AASB 2012-5 'Further Amendments to Australian Accounting Standards arising from Annual Improvements 2009-2011 Cycle') requires an entity that changes accounting policies retrospectively, or makes a retrospective restatement or reclassification to present a statement of financial position as at the beginning of the preceding period (third statement of financial position), when the retrospective application, restatement or reclassification has a material effect on the information in the third statement of financial position. The related notes to the third statement are not required to be disclosed.

Standards and interpretations affecting the reported results or financial position

There are no new and revised Standards and interpretations adopted in these financial statements affecting the reported results or financial position.

Notes to the Financial Statements

2. Adoption of new and revised accounting standards (continued)

Standards and Interpretations on issue not yet adopted

At the date of authorisation of the financial statements the Standards and Interpretations listed below were in issue but not yet effective. Management has reviewed these Standards and Interpretations and do not currently believe that their adoption will have a material impact on the financial position and performance of the consolidated Group.

Standard / Interpretation	Effective for annual reporting periods beginning on or after	Expected to be initially applied in the financial year ending
• AASB 9 'Financial Instruments', and the relevant amending Australian standards	1 January 2015	30 June 2016
• AASB 10 'Consolidated Financial Statements' and AASB 2011-7 'Amendments to Australian Accounting Standards arising from the consolidation and Joint Arrangement standards'	1 January 2013	30 June 2014
• AASB 11 'Joint Arrangements' and AASB 2011-7 'Amendments to Australian Accounting Standards arising from the consolidation and Joint Arrangement standards'	1 January 2013	30 June 2014
• AASB 12 'Disclosures of Interests in Other Entities' and AASB 2011-7 'Amendments to Australian Accounting Standards arising from the consolidation and Joint Arrangement standards'	1 January 2013	30 June 2014
• AASB 127 'Separate Financial Statements (2011)' and AASB 2011-7 'Amendments to Australian Accounting Standards arising from the consolidation and Joint Arrangement standards'	1 January 2013	30 June 2014
• AASB 128 'Investment in Associates and Joint Ventures (2011) and AASB 2011-7 'Amendments to Australian Accounting Standards arising from the consolidation and Joint Arrangement standards'	1 January 2013	30 June 2014
• AASB 13 'Fair Value Measurement' and AASB 2011-8 Amendments to Australian Accounting Standards arising from AASB 13'	1 January 2013	30 June 2014
• AASB 119 'Employee Benefits' (2011) and AASB 2011-10 'Amendments to Australian Accounting Standards arising from AASB 119 (2011)'	1 January 2013	30 June 2014
• AASB 2011 -4 'Amendments to Australian Accounting Standards to Remove Individual Key Management Personnel Disclosure Requirements'	1 July 2013	30 June 2014
• AASB 2012 -5 ' Amendments to Australian Accounting Standards arising from Annual Improvements 2009-2011 Cycle'	1 January 2013	30 June 2014
• AASB 2012-10 'Amendments to Australian Accounting Standards – Transition Guidance and Other Amendments'	1 January 2013	30 June 2014
• AASB 2012 – 2 'Amendments to Australian Accounting Standards – Disclosure - Offsetting Financial Assets and Financial Liabilities'	1 January 2013	30 June 2014
• AASB 2012- 3 'Amendments to Australian Accounting Standards – Offsetting Financial Assets and Financial Liabilities'	1 January 2014	30 June 2015

3. Contingent assets and liabilities

The directors are not aware of any material contingent assets or liabilities which may exist at 30 June 2013.

4. Revenue

	Year ended 30/06/13 $'000	Year ended 30/06/12 $'000
Discontinued Operations[1]		
Rendering of service	-	5,799
Profit on disposal of non –current assets	-	4,661
	-	10,460
Continuing Operations		
Interest revenue – bank deposits	495	330

[1] Refer also to Note 33

Notes to the Financial Statements

5. Profit/Loss for the year before tax – individually significant items including in expenses

	Year ended 30/06/13 $'000	Year ended 30/06/12 $'000
Depreciation		
Plant and equipment	-	42
Leasehold improvements	-	26
Total depreciation	-	68
Amortisation		
Property rights	-	1,388
Total depreciation and amortisation	-	1,456
Employee benefits expense		
Defined contribution plans	16	243
Other salary and wages	175	3,014
	191	3,257
Finance costs – at amortised cost		
Interest - bank overdrafts and loans	-	166
Impairment of receivables (Note 11)	-	230

6. Income tax

Income tax recognised in profit and loss		
Current tax	-	(576)
Deferred tax	-	1,585
Total income tax expense	-	1,009
The income tax expense for the year can be reconciled to the accounting result as follows:		
Profit/(loss) before income tax	(558)	3,601
Income tax (benefit) calculated at 30%	(167)	1,080
Tax effect of non - deductible (taxable) amounts in calculating taxable income:		
Impairment losses	-	69
Non deductible amortisation	-	417
Non assessable(gains)/losses on sale of assets	-	(1,387)
Other net deductible items	(24)	(305)
Deferred tax asset not recognised for current year tax losses	191	126
Income tax payable	-	-
Derecognition of income tax payable	-	(576)
Derecognition of deferred tax asset	-	1,585
Income tax expense recognised in profit and loss	-	1,009

A tax rate of 30% has been used in the above reconciliation being the rate payable by corporate entities on taxable profits under Australian tax law. There has been no change in the corporate tax rate. Refer to Note 1(e) for Tax Consolidation accounting policy. Revenue tax losses of $20.682 million (2012: $20.077 million) with a tax effect @ 30% of $6.205 million (2012: $6.023 million) have not been brought to account. Capital losses of $30.714 million (2012: $30.714 million) with a tax effect @ 30% of $9.214 million (2012: $9.214 million) have not been brought to account.

Notes to the Financial Statements

7. Key management personnel (KMP)

Names and position held by KMP in office at any time during the financial year are:

Key Management Person	Position
Mr. Vaughan Webber	Non - Executive Chairman
Mr. Colin Cowden	Non – Executive Director
Mr. Hugh Robertson	Non - Executive Director
Mr. Nigel Sharp	Non – Executive Director
Mr. Ron Hollands	Chief Financial Officer

KMP Compensation[1]

	Year ended 30/06/13 $	Year ended 30/06/12 $
Short Term Employee Benefits	328,725	695,688
Post-Employment Benefits	15,750	25,554
Termination Benefits	-	-
Share based payment	-	-
	344,475	721,242

Directors and other key management personnel (KMP) equity holdings

Fully paid ordinary shares of Wentworth Holdings Limited - 2013

	Balance at 1 July 2012 No.	Granted as compensation No.	Received on exercise of options No.	Net other change No.	Balance at 30 June 2013 No.	Balance held nominally No.
Directors						
Mr. Vaughan Webber	216,424	-	-	-	216,424	216,424
Mr. Colin Cowden	5,982,009	-	-	-	5,982,009	-
Mr. Hugh Robertson	6,529,145	-	-	(1,725,000)	4,804,145	-
Mr. Nigel Sharp	5,380,724	-	-	-	5,380,724	-
Executives						
Mr. Ron Hollands	434,744	-	-	-	434,744	-

Fully paid ordinary shares of Wentworth Holdings Limited - 2012

	Balance at 1 July 2011 No.	Granted as compensation No.	Received on exercise of options No.	Net other change No.	Balance at 30 June 2012 No.	Balance held nominally No.
Directors						
Mr. Vaughan Webber	216,424	-	-	-	216,424	216,424
Mr. Colin Cowden	5,982,009	-	-	-	5,982,009	-
Mr. Hugh Robertson	8,910,329	-	-	(2,381,184)	6,529,145	-
Mr. Nigel Sharp	5,380,724	-	-	-	5,380,724	-
Mr. Charles Tarbey[2]	16,716,165	-	-	-	16,716,165	-
Executives[3]						
Ms. Lisa Campbell	40,000	-	-	-	40,000	40,000
Mrs. Melanie Carey	-	-	-	-	-	-
Mr. Richard Kemp	-	-	-	-	-	-
Mr. Ron Hollands	434,744	-	-	-	434,744	-
Mrs. Valerie Stamp	30,667	-	-	-	30,667	30,667

[1] KMP Compensation has been included in the Remuneration Report section of the Directors Report.

[2] Resigned as a director 23 December 2011.
[3] KMP until 23 December 2011

Notes to the Financial Statements

7. Key management personnel (continued)

Employee share plan options

KMP Option details

There were no shares granted as compensation during the 2013 financial year (2012: nil). Charles Tarbey held nil options at 30 June 2013 (2012: 15,000,000). As at 30 June 2013, the balance of Options vested was nil (2012: 15,000,000). Options issued to Charles Tarbey were not exercised and lapsed 20 January 2013.

All share options issued to directors and executives are made in accordance with the provisions of either the Executive Share Option Plan or the Employee Share Plan. During the 2013 (2012: Nil) financial year, no options were exercised by directors or executives. Further details of the option plans are contained in Note 21 to the financial statements.

Loans to and from directors and other KMP

There were no loans to and from director related entities and KMP as at reporting date. At 30 June 2013 there were no amounts due (2012: $0.886 million) by an entity associated with a former director (Charles Tarbey). Refer Notes 11 and 32 for further details.

8. Auditor's remuneration

	Year ended 30/06/13 $	Year ended 30/06/12 $
Auditor of the parent entity – Audit services		
Audit or review of the financial reports	50,000	80,000
Non-audit services		
Taxation services	-	12,000
Total remuneration for assurance and non-assurance services to the auditor of the entity	50,000	92,000

The auditor of the parent entity is Deloitte Touche Tohmatsu.

9. Earnings per share

a. Basic earnings per share

	Year ended 30/06/13 Cents per share	Year ended 30/06/12 Cents per share
From continuing operations	(0.11)	(0.90)
From Discontinued operations	(0.14)	2.05
Total basic earnings per share	(0.25)	1.15

The earnings and weighted average number of ordinary shares used in the calculation of basic earnings per share are as follows:

Earnings		
From continuing operations	(253)	(2,029)
From Discontinued operations	(305)	4,621
Total earnings	(558)	2,592
	No.	No.
Weighted average number of ordinary shares	223,389,577	225,963,382

b. Diluted earnings per share

	Year ended 30/06/13 Cents per share	Year ended 30/06/12 Cents per share
From continuing operations	(0.11)	(0.90)
From Discontinued operations	(0.14)	2.05
Total diluted earnings per share	(0.25)	1.15

9. Earnings per share (continued)

Earnings and weighted average no. of ordinary and potential ordinary shares used in the calculation of diluted earnings/share are:

	Year ended 30/06/13 $'000	Year ended 30/06/12 $'000
Earnings		
From continuing operations	(253)	(2,029)
From Discontinued operations	(305)	4,621
Total earnings	(558)	2,592
	No.	No.
Weighted average number of ordinary shares and potential ordinary shares	223,389,577	225,963,382

i. Options are considered to be potential ordinary shares and are excluded from the weighted average no. of ordinary shares used in the calculation of basic earnings/share. Where dilutive, potential ordinary shares are included in the calculation of diluted earnings/share.
ii. In 2012 there were 15,000,000 Share options whilst potential ordinary shares were not dilutive and therefore excluded from the weighted average number of ordinary shares and potential ordinary shares used in the calculation of diluted earnings/share. These share options were not exercised and lapsed 20 January 2013.

10. Cash and cash equivalents

	30/06/13 $'000	30/06/12 $'000
Cash at bank	5	165
Short term deposits	11,111	13,772
	11,116	13,937

Cash and cash equivalents have a weighted average effective interest rate of 3.87% (2012: 5.18%). Cash on hand is non-interest bearing.

11. Trade and other receivables

	30/06/13 $'000	30/06/12 $'000
Other receivables	20	1,010
Allowance for doubtful debts	-	(230)
	20	780

The average age of other receivables was nil days (2012: 39 days). At 30 June 2012, Other receivables comprised the following:
1. Due per Share Sale Agreements between Wentworth Holdings Limited and Combined Rentals Pty Limited and Charles Tarbey ('Purchaser') was deferred consideration ($0.420 million-net of impairment of $0.230 million) and other amounts ($0.236 million). Refer also to Notes 7 and 32. All amounts due under the Share Sale Agreements were settled in the year ended 30 June 2013.
2. Term deposit interest and other sundry amounts receivable ($0.124 million).

At 30 June 2012 included in the above mentioned 'other amounts ($0.236 million)' was an amount of $0.223 million that was past due at reporting date but wasn't provided for as the amount was considered recoverable. The consolidated Group didn't hold any collateral over these balances. Under the abovementioned Share Sale Agreements, the Purchaser was to make regular repayments (at least quarterly or as agreed between the parties) of all amounts due. Unpaid amounts due were interest bearing at a rate of interest of 4.50% per annum and 7.50% per annum when in default, payable quarterly. Interest of $0.037 million was included in the above balance.

Aging of past due but not impaired

91 to 120 days	-	25
Over 120 days	-	198
Total	-	223
Movement in the allowance for doubtful debts		
Balance at the beginning of the year	-	(58)
Amounts written off during the year as uncollectible	-	-
Impairment losses recognised on receivables	-	-
Transferred as part of rent roll divestment	-	(58)
Balance at the end of the year	-	-

Notes to the Financial Statements

12. Other current assets

	30/06/13 $'000	30/06/12 $'000
	17	174

13. Plant and equipment

	30/06/13 $'000	30/06/12 $'000
Plant and equipment		
At cost	-	-
Accumulated depreciation	-	-
Written down value	-	-
Leasehold improvements		
At cost	-	-
Accumulated depreciation	-	-
Written down value	-	-
Total		
At cost	-	-
Accumulated depreciation	-	-
Written down value	-	-
Plant and equipment reconciliation		
Carrying amount at beginning of financial year	-	165
Additions	-	31
Disposals (2013: rent roll divestment)	-	(154)
Depreciation expense	-	(42)
Carrying amount at end of financial year	-	-
Leasehold improvements reconciliation		
Carrying amount at beginning of financial year	-	65
Additions	-	-
Disposals (2013: rent roll divestment)	-	(39)
Depreciation expense	-	(26)
Carrying amount at end of financial year	-	-
Total reconciliation		
Carrying amount at beginning of financial year	-	230
Additions	-	31
Disposals (2013: rent roll divestment)	-	(193)
Depreciation expense	-	(68)
Carrying amount at end of financial year	-	-
Aggregate depreciation expensed during the year		
Plant and equipment	-	42
Leasehold improvements	-	26
Total depreciation	-	68

Notes to the Financial Statements

14. Goodwill

	30/06/13 $'000	30/06/12 $'000
Goodwill	-	-
Less accumulated impairment losses	-	-
	-	-
Reconciliation		
Carrying amount at beginning of financial year	-	9,801
Impairment expense charged to profit/(loss)	-	-
Disposals (2012: rent roll divestment)	-	(9,801)
Carrying amount at end of financial year	-	-

15. Other intangible assets

	30/06/13 $'000	30/06/12 $'000
Property management rights (rent rolls)		
At cost	-	-
Accumulated amortisation	-	-
	-	-
Rent rolls reconciliation		
Carrying amounts at beginning of financial year	-	6,003
Adjustment to purchase price of acquisition due to retention	-	-
Disposals (2012: rent roll divestment)	-	(4,615)
Amortisation expense[1]	-	(1,388)
Carrying amount at end of financial year	-	-

Intangible assets pledged as security for liabilities

The consolidated Group disposed of all Other Intangible Assets on 23 December 2011. Until that point, all rent rolls were pledged as security against borrowings of the consolidated Group.

Significant intangible assets

The consolidated Group held no rent rolls at 30 June 2013 and 30 June 2012.

Contractual commitments to acquire intangible assets

There were no contractual commitments to acquire any intangible assets as at 30 June 2013.

16. Other financial assets

	30/06/13 $'000	30/06/12 $'000
Available for sale investments[2]	3,360	-
Unlisted investment at cost (shares in other corporations)		
Opening balance	-	4
Disposals (2012: rent roll divestment)	-	(4)
	3,360	-

[1] The consolidated Group disposed of all Other Intangible Assets on 23 December 2011. Up to this time in the 2012 financial year, a useful life of 7 years was used in the calculation of amortisation for all rent rolls. Rent rolls were amortised on a straight line basis over their useful lives, estimated based upon the expected attrition rates. Attrition rates were based on historical experience, future expectations and by reference to business models prepared by an independent valuer.

[2]Available for sale investments are the following shares, recorded at fair value – refer Note 22:

- Australian Renewable Fuels Limited ('ARW') - original cost: $2.711 million. The holding represents circa 9% of ARW's ordinary share capital, a company involved in biodiesel fuel production. Refer also to Note 28 (i).
- Anaeco Limited ('ANQ') - original cost: $0.350 million.

Notes to the Financial Statements

17. Controlled entities

	Country	Class of share	2013 Holding %	2012 Holding %
Parent entity				
Wentworth Holdings Limited	Australia			
Subsidiary				
Wentworth Services Pty Ltd*	Australia	Ord	0	0
Wentworth Mutual Investment Management Pty Ltd*	Australia	Ord	0	0
Aliquot Property Management Pty Ltd*	Australia	Ord	0	0
Key 2 Rental Management Limited*	Australia	Ord	0	0
PPRE Pty Ltd*	Australia	Ord	0	0
Compliance Admin Services Pty Ltd*	Australia	Ord	0	0
Wentworth Beach Houses & Country Homes Pty Ltd**	Australia	Ord	n/a	100
Grandview Asset Pty Limited*	Australia	Ord	0	0
Wentworth Property Management Pty Ltd*	Australia	Ord	0	0
Wentworth Property Management QLD Pty Ltd***	Australia	Ord	n/a	0
Wentworth Property Management Vic Pty Ltd*	Australia	Ord	0	0
Wentworth Management Services (Vic) Pty Ltd **	Australia	Ord	n/a	100
Wentworth Management Services (NSW) Pty Ltd*	Australia	Ord	0	0
Wentworth Management Rights Pty Ltd***	Australia	Ord	n/a	0
Wentworth Group Properties Pty Ltd**	Australia	Ord	n/a	0
Amrites Pty Ltd**	Australia	Ord	n/a	100
NSW Rights Operators Pty Ltd**	Australia	Ord	n/a	100
QLD Rights Operators Pty Ltd**	Australia	Ord	n/a	100
Wentworth Trinity Links Pty Ltd**	Australia	Ord	n/a	100
Wentworth Bridgewater Pty Ltd**	Australia	Ord	n/a	100
Wentworth Regal Pty Ltd**	Australia	Ord	n/a	100
Wentworth Horton Pty Ltd**	Australia	Ord	n/a	100
Wentworth Real Estate Pty Ltd*	Australia	Ord	0	0
Wentworth Real Estate QLD (SE) Pty Ltd*	Australia	Ord	0	0
Ansham Holdings Pty Ltd ***	Australia	Ord	n/a	0
Wentworth Real Estate VIC Pty Ltd**	Australia	Ord	n/a	100
Ward Trew & Laver Pty Ltd ATF Ward Trew & Laver Unit Trust*	Australia	Ord	0	0
Budster Pty Ltd ATF Budster Unit Trust*	Australia	Ord	0	0
Flannagan's Real Estate Pty Ltd**	Australia	Ord	n/a	100
Wilson Pride Ellison Hearnden Pty Ltd ATF Wilson Pride Ellison Hearnden Unit Trust*	Australia	Ord	0	0
John Crowders & Sons Pty Ltd ATF Crowder & Crowder Unit Trust*	Australia	Ord	0	0
Pabfram Pty Ltd*	Australia	Ord	0	0
Wentworth Franchisors Pty Ltd****	Australia	Ord	100	100
Wentworth Holidays Pty Ltd**	Australia	Ord	n/a	100

Note:
1. Wentworth Holdings Limited is the head entity within the tax consolidated Group. As of 1 July 2003, Wentworth Holdings Limited (the head entity) and its 100% owned subsidiaries formed a consolidated Group for Australian taxation purposes. Wentworth Holdings Limited and the 100% owned subsidiaries in the tax consolidated Group continue to account for their own current and deferred tax amounts. These tax amounts are measured as if the entity in the tax consolidated Group continues to be a stand-alone taxpayer in its own right. All entities were/are part of the tax consolidated Group.
2.* Disposed of as part of rent roll divestment.
3. ** Liquidated in the year ended 30 June 2013.
4. *** Deregistered in the year ended 30 June 2013.
5. **** In liquidation at 30 June 2013.

Notes to the Financial Statements

18. Trade and other payables at amortised cost

	30/06/13 $'000	30/06/12 $'000
Accrued expenses	62	157

19. Provisions

	30/06/13 $'000	30/06/12 $'000
Dividend – refer Note 30	10	11
Employee benefits[1]	-	-
	10	11

Employee benefit provision analysis

Opening balance	-	1,648
Additional provisions	-	-
Amounts used (2012: rent roll divestment)	-	(1,648)
Closing balance	-	-

20. Issued capital

a. Issued capital

	30/06/13 $'000	30/06/12 $'000
223,351,239 fully paid ordinary shares (2012: 223,802,639)	79,109	78,602

Ordinary shares have the right to receive dividends as declared and, in the event of winding up the Company, to participate in the proceeds from the sale of all surplus assets in proportion to the number of and amounts paid up on shares held. These shares have no par value. Ordinary shares entitle their holder to one vote, either in person or by proxy, at meetings of the Company.

[1] The company has no employees following the rent roll divestment. Prior to the rent roll divestment when there were employees, provisions were recognised for employee entitlements concerning annual leave and long service leave. In calculating the present value of future cash flows concerning long service leave, the probability of long service leave being taken is based on historical data.

Notes to the Financial Statements

20. Issued capital (continued)

b. Movements in issued capital

Details	2013 No.	2013 $'000	2012 No.	2012 $'000
Balance at beginning of the financial year	223,802,639	78,602	226,300,817	78,763
Shares Issued:				
Treasury shares – employee share plan (i)	-	-	287,250	-
Transfer from reserves (ii)	-	531	-	-
Shares cancelled:				
Share buyback (iii)	(451,400)	(23)	(2,785,428)	(159)
Share buyback costs (iii)	-	(1)	-	(2)
Balance at the end of the financial year	223,351,239	79,109	223,802,639	78,602

(i) Shares issued to plan members were subject to a trading lock of three years from the date the shares were issued during which time the shares couldn't be sold or encumbered or otherwise dealt with. The shares vested after the expiry of the trading lock period. Employee Share Plan shares are considered to be in substance options due to the existence of the trading lock (refer note 21(b)).

(ii) Options granted to Mr. Charles Tarbey were not exercised and lapsed 20 January 2013. Refer note 22.

(iii) On 19 October 2010, the company announced it would undertake an on market share buy back as part of its capital management program with an intention to buy back up to 10% of its shares over a 12 month period. This buy back programme was completed 19 October 2011 and a total of 4,390,827 shares were bought back (Cost: $0.342 million) in this 12 month period.

On 21 October 2011, the company announced it would undertake a further on market share buy back as part its capital management program with an intention to buy back up to 10% of its shares over a 12 month period. This buy back programme was completed 21 October 2012 and a total of 3,237,167 shares were bought back (Cost: $0.185 million) in this 12 month period.

c. Share options

Employee share plan

There were no share options on issue during the year ended 30 June 2013.

21. Executive, consultant, employee and other share option plans

The consolidated Group has a Share Option Plan for executives and consultants, a Share Plan for employees approved by shareholders at Annual General Meetings. Issues of shares or options under the plans is at the discretion of the Board to reward staff and consultants for services to the consolidated Group based on the weighted average share price over the five trading days prior to the issue date subject to regulatory requirements. The main features of the plans are set out below.

a. Executive share option plan

The Executive Share Option Plan is an ownership based remuneration scheme that covers persons who are employed by the consolidated Group or a Director of the consolidated Group and who the board determines is eligible to participate in the Options Scheme.

b. Employee share plan

The Employee Share Plan covers staff who are either permanent full-time or permanent part-time employees who have served the Company for a minimum aggregate period (whether continuous or otherwise) of six months, or otherwise determined by the Executive Director to be eligible to participate in the Plan. Shares are issued to plan members are subject to a trading lock of three years from the date the shares are issued during which time the shares may not be sold or encumbered or otherwise dealt with. The shares vest after the expiry of the trading lock period. Employee Share Plan shares are considered to be in substance options due to the existence of the trading lock. The fair value of these shares is determined at grant date with reference to the Black Scholes Option Pricing Formula and was expensed over the vesting period.

Details	2013 No.	2013 $'000	2012 No.	2012 $'000
Balance at beginning of the financial year	-	-	287,250	-
Trading lock removed in year	-	-	(287,250)	-
Balance at end of the financial year	-	-	-	-

Notes to the Financial Statements

22. Reserves

	30/06/13 $'000	30/06/12 $'000
Share option reserve	-	531
Movements		
Balance at the beginning of the financial year	531	531
Transfer to equity - refer Note 20(b)	(531)	-
Balance at the end of the financial year	-	531
Financial asset revaluation reserve	300	-
Movements		
Balance at the beginning of the financial year	-	(59)
Disposal of available for sale investments	-	59
Revaluation of available for sale investment to fair value	300	-
Balance at the end of the financial year	300	-
Total reserves	300	531

23. Accumulated losses

Movements in accumulated losses were as follows:

	30/06/13 $'000	30/06/12 $'000
Accumulated losses	(64,968)	(64,410)
Balance at the beginning of the financial year	(64,410)	(67,002)
Net profit/(loss) for the year	(558)	2,592
Balance at the end of the financial year	(64,968)	(64,410)

24. Capital commitments

The consolidated Group has not entered into any significant capital commitments contracts as at 30 June 2013.

25. Business and geographical segments

The Group has adopted AASB 8 "Operating Segments" and AASB 2007-3 "Amendments to Australian Accounting Standards" arising from AASB 8 with effect from 1 July 2009. AASB 8 requires operating segments to be identified on the basis of internal reports about components of the Group that are regularly reviewed by the Group's Chief operating decision maker to allocate resources to the segment and to assess its performance. Up to 23 December 2011, all locations provided property management services (except Frankston Commercial and New South Wales - provided real estate sales services also). On 23 December 2011, the company divested its main undertaking to Combined Rentals Pty Limited, an entity associated with Mr Charles Tarbey for $18.704 million.

From 24 December 2011 the company has had one operating segment, being that of investment.

The reportable segments under AASB 8 and applied to 23 December 2011 were as follows:

Reportable Segment
New South Wales
Western Australia
Victoria – Albert Park
Victoria – Bayside
Victoria – Frankston Commercial
Victoria – Frankston Residential

The accounting policies of the reportable segments are the same as the Group's accounting policies.

Notes to the Financial Statements

25. Business and geographical segments (continued)

The following is an analysis of the Group's revenue and results by reportable operating segment for the periods under review:

	Segment revenue[1] Year ended		Segment profit/(loss) Year ended	
	30/06/13 $'000	30/06/12 $'000	30/06/13 $'000	30/06/12 $'000
Discontinued operations[2]				
Operating segments				
New South Wales	-	603	-	(14)
Western Australia	-	2,579	-	186
Victoria - Albert Park	-	648	-	90
Victoria – Bayside	-	863	-	126
Victoria – Frankston Commercial	-	501	-	47
Victoria – Frankston Residential	-	602	-	52
Total operating segments	-	5,796	-	487
Unallocated – Corporate[3]	-	4,664	(305)	4,134
Total	-	10,460	(305)	4,621
Continuing Operations				
Operating segment				
Investment operation- Corporate	566	-	(253)	-
Total operating segment	566	-	(253)	-
Unallocated - Corporate	-	442	-	(2,029)
Total continuing and Discontinued operations	566	10,902	(558)	2,592

The following is an analysis of the Group's assets and liabilities by reportable operating segment:

Segment Assets	**30/06/13**	**30/06/12**
	$'000	**$'000**
Unallocated – Corporate	14,513	14,891
Total assets	14,513	14,891
Segment liabilities		
Unallocated – Corporate	72	168
Total liabilities	72	168

[1] The revenue reported above represents revenue generated from external customers. There were no intersegment sales during the period. Segment result represents the profit/loss earned by each segment without allocation of corporate costs, interest income and income tax. This is the measure reported to the Chief operating decision maker for the purposes of resource allocation and assessment of segment performance.

[2] Refer Note 33

[3] Unallocated corporate is the aggregation of the Group's central administration costs that cannot be directly attributed to an individual operating segment. Discontinued operations include a gain on sale of $4.661M in FY12.

Notes to the Financial Statements

25. Business and geographical segments (continued)

For the purposes of monitoring segment performance and allocating resources between segments:

- All assets are allocated to reportable segments other than available for sale investments, cash, some receivables and other current assets. Goodwill, plant and equipment and rent roll assets are allocated by reportable segments to which they relate.

- All liabilities are allocated to reportable segments other than the provision for dividend, borrowings, some employee entitlements and trade and other payables.

	Depreciation and amortisation Year ended		Addition to non-current assets Year ended	
	30/06/13 $'000	30/06/12 $'000	30/06/13 $'000	30/06/12 $'000
Operating segments				
New South Wales	-	190	-	-
Western Australia	-	866	-	13
Victoria - Albert Park	-	101	-	-
Victoria – Bayside	-	122	-	6
Victoria – Frankston Commercial	-	40	-	2
Victoria – Frankston Residential	-	105	-	10
Total operating segments	-	1,424	-	31
Unallocated – Corporate	-	32	-	-
Total	-	1,456	-	31

26. Notes to the Cash Flow Statement

Reconciliation of operating result to cash flows from operating activities

	Year ended 30/06/13 $'000	Year ended 30/06/12 $'000
Profit/(loss) for the year	(558)	2,592
Non-cash profit and loss items:		
Depreciation and amortisation expense	-	1,456
(Gain) on disposal of assets	-	(4,622)
Impairment of receivables	305	230
Changes in net assets and liabilities net of effects from acquisitions and disposals:		
(Increase) / decrease in assets:		
Trade and other receivables	127	(80)
Other assets	157	(142)
Deferred tax assets	-	1,585
Increase / (decrease) in liabilities:		
Trade and other payables	(95)	(176)
Income tax payable	-	(576)
Provisions	-	(85)
Net cash provided by/(used in) operating activities	(64)	182

27. Related party disclosures

a. Ultimate entity

The ultimate parent Company in the consolidated Group is Wentworth Holdings Limited.

b. Loan disclosures

There are no Director and shareholder related entity loans in existence as at reporting date.

c. Transactions with key management personnel

Other related parties include:

Bell Potter Securities Limited (Hugh Robertson)
During the financial year, the consolidated Group paid broking fees to Bell Potter Securities Limited totaling $nil (2012: $504).

Investorfirst Limited (Hugh Robertson)
During the financial year, the consolidated Group paid broking fees to Investorfirst Limited totaling $286 (2012: $1,618).

Wilson HTM Investment Group (Hugh Robertson)
During the financial year, the consolidated Group received a sub underwriting fee from Wilson HTM Investment Group of $4,371 (2012: $nil).

Eastern Podiatry Clinic Pty Limited (Vaughan Webber)
During the financial year, the consolidated Group paid consulting fees to Eastern Podiatry Clinic Pty. Limited totaling $10,000 (2012: $67,500).

New Hollands Services Pty Limited (Ron Hollands)
During the financial year, the consolidated Group paid consulting fees to New Hollands Services Pty. Ltd. totaling $153,725 (2012: $211,744).

Ticudi Pty Limited (Charles Tarbey)
During the financial year, the consolidated Group paid Ticudi Pty Limited consulting fees totaling $150,000 (2012: $200,000).

Notes to the Financial Statements

27. Related party disclosures (continued)

d. Other

Century 21 Australia Pty Limited – 'C21'[1] (Charles Tarbey)
The consolidated Group divested its rent roll assets and associated assets, liabilities and entities on 23 December 2011. During the 1 July 2011 to 23 December 2011 period, the consolidated Group had the following transactions with Century 21 Australia Pty Limited and/or Century 21 franchisees ('C21 franchisees'):

- C21 provided use of the 'Century 21'name and intellectual property for $nil consideration.
- Received referral commissions of $163,422 when C21 franchisees sold properties from the consolidated Groups' rent rolls. Franchise fees of approximately $35,573 were earnt by C21 concerning such sales. Referral commissions of $ 17,989 were paid to C21 franchisees for property management authorities referred to the consolidated Group.
- Rented premises and office equipment to C21 franchisees for $12,248.
- Rented premises and provided IT services to C21 for $25,202.
- Paid C21 $18,145 for training and related services.

Australian Renewable Fuels Limited – ('ARW')
The company received $60,072 (2012: $nil) in Sub Underwriting fees in the year ended 30 June 2013.

28. Financial instruments

a. Significant accounting policies

Details of the significant accounting policies and methods adopted, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognised, in respect to each category of financial asset and financial liability are disclosed in Note 1 to the financial statements. The consolidated Group's principal financial instruments comprise cash, receivables, payables, bank loans and leases.

b. Capital risk management

The consolidated Group manages its capital to ensure that entities in the consolidated Group will be able to continue as a going concern while maximising the return to stakeholders through the optimisation of the debt and equity balance.

The capital structure of the consolidated Group consists of cash and cash equivalents and equity attributable to equity holders of the parent, comprising issued capital, reserves and accumulated losses as disclosed in Notes 20, 22 and 23 respectively. The consolidated Group operates in Victoria, Australia and none of the consolidated Group's entities are subject to externally imposed capital requirements.

In addition the consolidated Group used debt to fund capital expenditure and working capital requirements.

c. Categories of financial instruments

The carrying amount of each category of financial asset and financial liability is as follows:

	30/06/13 $'000	30/06/12 $'000
Financial assets		
Receivables	20	780
Cash and cash equivalents	11,116	13,937
Available for sale financial assets	3,360	-
	14,496	14,717

d. Financial risk management objectives

The consolidated Group's corporate division monitors and manages the financial risks relating to the operations of the consolidated Group. These risks include: market risk (including interest rate risk and price risk), credit risk and liquidity risk. The consolidated Group does not enter into or trade financial instruments, including derivative financial instruments, for speculative purposes. The use of financial derivatives is governed by the consolidated Group's policies approved by the Board of Directors and at this point, no approval has been given for the consolidated Group to use financial derivatives.

[1] Century 21 Australia Pty Limited ('C21') holds the Australia master franchise of Century 21 (a USA company). There are approximately 250 franchisees in Australia, paying franchise fees between 4% and 8% of the value of real estate sales made. Entities related to Mr Tarbey are the beneficial owners of C21. Mr Tarbey owns and operates 3 C21 franchises.

Notes to the Financial Statements

28. Financial instruments (continued)

e. Interest rate sensitivity analysis

The sensitivity analysis below have been determined based on the exposure for interest rates of non-derivative instruments at the reporting date and the stipulated change taking place at the beginning of the financial year and held constant throughout the reporting period. A 50 basis point increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the possible change in interest rates. At reporting date, if interest rates had been 50 basis points higher or lower and all other variables were held constant, the consolidated Group's, net profit would decrease by $0.056 million and increase by $0.056 million (2012: decrease by $0.070 million and increase by $0.070 million).The consolidated Group's sensitivity to interest rates has decreased during the current year mainly due to the decrease in variable rate debt instruments.

The Company is exposed to interest rate movements (2012: exposed).

f. Credit risk management

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in a financial loss to the consolidated Group. The consolidated Group has a policy of only dealing with credit worthy counterparties as a means of mitigating the risk of financial loss from defaults. Receivables consist on interest receivable and GST receivable.

The consolidated Group does not have any significant credit risk exposure to any single counterparty or any group of counterparties having similar characteristics. The carrying amount of financial assets recorded in the financial statements, net of any allowances for losses, represents the consolidated Group's maximum exposure to credit risk.

g. Liquidity risk management

Ultimate responsibility for liquidity risk management rests with the board of Directors, who have built an appropriate liquidity risk management framework for the management of the consolidated Group's short, medium and long-term funding and liquidity management requirements.

The consolidated Group manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities by continuously monitoring forecast and actual cash flows and matching the maturing profiles of financial assets and liabilities.

Liquidity and interest risk tables

Liquidity risk management refers to the risk that the consolidated Group will encounter difficulties in meeting obligations associated with its financial liabilities. The following table details the consolidated Group's remaining contractual maturity for its non-derivative financial liabilities. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the consolidated Group can be required to pay. The table includes both interest and principal cash flows.

Financial liabilities

30 June 2013	Weighted average effective interest rate %	At call $'000's	Less than 1 month $'000	1-3 months $'000	3 months to 1 year $'000	1-5 years $'000	Total $'000
Non-interest bearing		-	36	26	-	-	62
30 June 2012							
Non-interest bearing		-	157	-	-	-	157

h. Fair value of financial instruments

The directors consider that the carrying amounts of financial assets and financial liabilities recorded at amortised cost in the financial statements approximate their fair values. The fair value of financial assets and financial liabilities are determined with standard terms and conditions and traded on active liquid markets are determined with reference to quoted market prices.

Fair value measurements recognised in the statement of financial position

The following table provides an analysis of financial instruments that are measured subsequent to initial recognition at fair value, grouped into Level 1 to 3 based on the degree to which the fair value is observable.

- Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (ie: as prices) or indirectly (ie: derived from prices).
- Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are based on observable market data (unobservable inputs).

Notes to the Financial Statements

28. Financial instruments (continued)

2013	Level 1 $'000	Level 2 $000	Level 3 $'000	Total $'000
Available-for-sale financial assets – refer Note 16				
Listed company shares	3,360	-	-	3,360

There were no Available-for-sale financial assets at 30 June 2012.

i. Price risk

The consolidated Group has an investment in marketable securities (included within available–for-sale financial assets) which provides exposure to price risk. The equity investment is publicly traded on equity exchanges.

Sensitivity analysis has been determined based on the consolidated Group's exposure to equity prices. At the reporting date, if the value of marketable securities were 5% lower/higher with all other variables constant, the consolidated Group's equity would have been $0.168 million (2012: $nil million) lower/higher due to changes in the fair value of available-for-sale financial assets.

29. General information

Wentworth Holdings Limited ('the company') is a limited company, incorporated in Australia. Its registered office and principal place of business is Level 23, 459 Collins Street Melbourne Victoria, 3000.

The principal activity of Wentworth during the financial year was that of an investment company, approved at an Extraordinary General Meeting of shareholders on 6 August 2012.

30. Dividends

No dividend was declared concerning the year ended 30 June 2013 (2012: $nil). The adjusted franking account balance as at 30 June 2013 is $109,159 (2012: $109,159).

31. Events after balance date

On 22 July 2013, Wentworth announced the receipt of an indicative, non-binding proposal from Thorney concerning a proposed recapitalisation of Wentworth ('Proposal'). The key points of this Proposal if implemented are:

- A capital raising of around $50 million. As part of the Proposal, it is Thorney's current intention to participate in the capital raising to increase its shareholding in WWM to at least 30% (currently 26%).
- The appointment of Thorney as Wentworth's investment manager pursuant to a management agreement. Wentworth would also adopt a broader investment strategy and pursue absolute returns over the medium to long term for its shareholders.
- The appointment of Mr Alex Waislitz (Thorney Founder) as Executive Chairman and Chief Investment Officer.

Since this announcement, Wentworth and Thorney have been working together including negotiation of a transaction implementation agreement, consultation with regulators and preparation of capital raising documentation such that the necessary resolutions can be put to shareholders, for approval, at a general meeting.

The financial statements were authorised for issue by the directors on 20 August 2013.

Notes to the Financial Statements

32. Disposals of Entities and Businesses

No disposals occurred in the year ended 30 June 2013. On 23 December 2011, the company divested its main undertaking to Combined Rentals Pty Limited (associated entity of Mr Charles Tarbey) for $18.704 million. Refer also to Notes 7, 11, 25 and 33. Entities disposed of were:

- Wentworth Mutual Investment Management Pty Limited and its controlled entities:
- Aliquot Property Management Pty Limited
- Key 2 Rental Management Limited
- PPRE Pty Limited
- CAS Pty Limited
- Grandview Asset Pty Limited
- Rockingham Realty Unit Trust

- Wentworth Property Management Pty Limited and its controlled entity:
- Wentworth Management Service (NSW) Pty Limited

- Wentworth Real Estate Pty Limited and its controlled entities:
- Wentworth Real Estate QLD (SE) Pty Limited
- Wilson Pride Ellison Hearnden Pty Limited
- Wilson Pride Ellison Hearnden Unit Trust
- John Crowder & Sons Pty Limited
- Crowder & Crowder Unit Trust
- Ward Trew and Laver Pty Limited
- Ward Trew and Laver Unit Trust
- Budster Pty Limited
- Budster Unit Trust
- Pabfram Pty Limited

- Wentworth Services Pty Limited

	30/06/13 $'000	30/06/12 $'000
Consideration received in and cash and cash equivalents	-	16,842
Deferred sales consideration	-	1,842
Total consideration received	-	18,704
The following were the results of the main undertaking for the period		
Revenues	-	10,460
Operating expenses	-	(5,839)
Profit before tax	-	4,621
Income tax expense/(benefit)	-	-
Profit after income tax	-	4,621
Analysis of assets and liabilities over which control was lost		
Current assets		
Cash and cash equivalents	-	8
Receivables (net of impairment)	-	166
Other	-	134
	-	308
Non-current assets		
Plant and equipment	-	193
Rent rolls (net of impairment and amortisation)	-	4,615
Goodwill (net impairment)	-	9,801
	-	14,609

Notes to the Financial Statements

32. Disposals of Entities and Businesses (continued)

	30/06/13 $'000	30/06/12 $'000
Current liabilities		
Trade creditors	-	205
Accruals and other liabilities	-	255
Provisions	-	313
	-	773
Non-current liabilities		
Provisions	-	101
Net assets disposed of	-	14,043
Gain on disposal on subsidiaries		
Consideration received	-	18,704
Net assets disposed of	-	(14,043)
Gain on disposal of main undertaking	-	4,661
Net cash inflow on disposal of subsidiaries		
Consideration received in cash and cash equivalents	-	16,862
Less: cash and cash equivalent balance disposed of	-	(8)
Total cash consideration received	-	16,854

33. Discontinued operations

As previously announced, on 23 December 2011, the company divested its main undertaking, being that of Real Sales and Property Management businesses and entities in Western Australia, New South Wales and Victoria, to interests associated with Charles Tarbey (former Executive Director, resigned 23 December 2011) for $18.704 million. Refer also to Note 32.

The results of the discontinued operations included in the result for the year are set out below. The comparative result and cash flows from discontinued operations have been represented to include those operations as discontinued in the current year.

	Year ended 30 June 2013 $'000's	Year ended 30 June 2012 $'000's
Result for the year from discontinued operations[1]		
Revenue	-	10,460
Expenses	(305)	(5,821)
Profit/(loss) before tax	(305)	4,621
Attributable income tax expense	-	-
Profit/(loss) from discontinued operations (attributable to owners of the company)	(305)	4,621
Cash flows from discontinued operations		
Net cash inflows from operating activities	-	937
Net cash inflows from investing activities	-	18,015
Net cash (out)flows from financing activities	-	(201)
Net cash inflows	-	18,751

[1] Refer Notes 4 and 25.

Notes to the Financial Statements

34. Parent entity disclosure

	30/06/2013 $'000	30/06/2012 $'000
Financial performance		
Profit/(loss) for year	(558)	2,592
Other comprehensive income	300	-
Total comprehensive income for year	(258)	2,592
Assets		
Current Assets	11,153	14,891
Non Current Assets	3,360	-
Total assets	14,513	14,891
Liabilities		
Current liabilities	72	168
Total liabilities	72	168
Net assets	14,441	14,723
Equity		
Issued capital	79,109	78,602
Reserves	300	531
Accumulated losses	(64,968)	(64,410)
Total equity	14,441	14,723

As at 30 June 2013, there were no (2012: $nil) contingent liabilities of the parent entity,

As at 30 June 2013, there were no (2012: $nil) guarantees entered into by the parent entity concerning debts of its subsidiaries.
As at 30 June 2013, there were no (2012: $nil) commitments for the acquisition of property, plant and equipment by the parent entity.

Directors' Declaration

The directors declare that:

a) 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;

b) in the directors opinion, the attached financial statements and notes thereto are in accordance with the Corporations Act 2001, including compliance with Accounting Standards and give a true and fair view of the financial position and performance of the company and consolidated entity;

c) in the directors opinion, the financial statements and notes thereto are in accordance with International Financial Reporting Standards issued by the International Accounting Standards Board as disclosed in Note 1; and

d) the directors have been given the declarations required by section 295A of the *Corporations Act 2001*.

Signed in accordance with a resolution of the Directors made pursuant to section 295 (5) of the *Corporations Act 2001*.

On behalf of the directors

Vaughan Webber
Non-Executive Chairman
Melbourne
20 August 2013

Deloitte Touche Tohmatsu
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The Board of Directors
Wentworth Holdings Limited
Level 16, 357 Collins Street
MELBOURNE VIC 3000

20 August 2013

Dear Board Members

Wentworth Holdings Limited

In accordance with section 307C of the Corporations Act 2001, I am pleased to provide the following declaration of independence to the directors of Wentworth Holdings Limited.

As lead audit partner for the audit of the financial statements of Wentworth Holdings Limited for the financial year ended 30 June 2013, 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.

Yours sincerely

Deloitte Touche Tohmatsu

DELOITTE TOUCHE TOHMATSU

Neil Brown
Partner
Chartered Accountants

Deloitte Touche Tohmatsu
ABN 74 490 121 060

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Independent Auditor's Report to the Members of Wentworth Holdings Limited

We have audited the accompanying financial report Wentworth Holdings Limited, which comprises the statement of financial position as at 30 June 2013, the statement of comprehensive income, the statement of cash flows and the statement of changes in equity for the year ended on that date, 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 as set out on pages 15 to 44.

Directors' Responsibility for the Financial Report

The directors of the company are responsible for the preparation and fair presentation of the financial report in accordance with Australian Accounting Standards (including the Australian Accounting Interpretations) and the Corporations Act 2001. This responsibility includes establishing and maintaining internal control relevant to the preparation and fair presentation of the financial report that is free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances. The directors also state, in accordance with Accounting Standard AASB 101 Presentation of Financial Statements, that compliance with the Australian equivalents to International Financial Reporting Standards ensures that the financial report, comprising the financial statements and notes complies 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. Those standards require that we comply with relevant ethical requirements relating to audit engagements and plan and perform the audit to obtain reasonable assurance whether the financial report is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial report. The procedures selected depend on the auditor's 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 company's preparation of the financial report that gives a true and fair view, 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 company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the financial report.

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

Deloitte.

Auditor's Independence Declaration

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 Wentworth Holdings Limited, would be in the same terms if given to the directors as at the time of this auditor's report.

Opinion

In our opinion:

(a) the financial report of Wentworth Holdings 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 2013 and of their performance for the year ended on that date; and

(ii) complying with Australian Accounting Standards and the Corporations Regulations 2001; and

(b) the consolidated financial statements also comply with International Financial Reporting Standards as disclosed in Note 1.

Report on the Remuneration Report

We have audited the Remuneration Report included in pages 8 to 10 of the directors' report for the year ended 30 June 2013. 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.

Opinion
In our opinion the Remuneration Report of Wentworth Holdings Limited for the year ended 30 June 2013, complies with section 300A of the *Corporations Act 2001*.

Yours faithfully

DELOITTE TOUCHE TOHMATSU

Deloitte Touche Tohmatsu

Neil Brown
Partner
Chartered Accountants
Melbourne, 20 August 2013

Shareholder Information

As at 15 August 2013

Twenty Largest Shareholders

The names of the twenty largest holders of quoted shares are:

		Listed Ordinary Shares	
		Number of shares	Percentage of Ordinary Shares
1	UBS NOMINEES LIMITED	45,301,042	20.28
2	RUBI HOLDINGS PTY LTD	30,745,743	13.77
3	THORNEY HOLDINGS PTY LIMITED	13,266,937	5.94
4	RBC INVESTOR SERVICES AUSTRALIA NOMINEES PTY LIMITED	11,975,168	5.36
5	THIRTY-FIFTH CELEBRATIONS PTY LTD	10,386,446	4.65
6	BERNE NO. 132 NOMINEES PTY LIMITED (W 1253672 A/C)	7,692,308	3.44
7	AUSTIN SUPERANNUATION PTY LTD	7,259,573	3.25
8	TICUDI PTY LIMITED	6,058,083	2.71
9	N. SHARP SUPERANNUATION FUND PTY LIMITED	5,380,724	2.41
10	BUNGEELTAP PTY LIMITED	4,147,962	1.86
11	BELL POTTER NOMINEES PTY LIMITED	3,503,992	1.57
12	SUVALE NOMINEES PTY LIMITED	3,500,000	1.57
13	CHAMELEON SUPER PTY LIMITED	3,358,082	1.50
14	CROFTON PARK DEVELOPMENTS PTY LTD	3,023,335	1.35
15	MR A.R SYPKES & MRS E.A. SYPKES	2,940,000	1.32
16	BERNE NO. 132 NOMINEES PTY LIMITED (W 1253671 A/C)	2,552,227	1.14
17	DEASIL TRADING PTY LTD	2,500,000	1.12
18	U NO C PTY LTD	2,500,000	1.12
19	INCUBATOR CAPITAL LTD	2,017,555	0.90
20	BALLINA GROUP PTY LTD	1,600,000	0.72

Substantial Shareholders

The names of substantial shareholders who have notified the Company in accordance with section 671B of the *Corporations Act 2001* are:

Name	Number of Shares	Percentage of Ordinary Shares
Thorney Holdings Pty Ltd	54,349,706	24.33%
John Rubino Superannuation Fund	30,745,743	13.59%
Ticudi Pty Limited	16,716,165	7.39%

Voting Rights

All ordinary shares (whether fully paid or not) carry one vote per share without restriction.

Registered Office and Principal Place of Business

Wentworth Holdings Limited
Level 23, 459 Collins Street
Melbourne Victoria 3000
T 0420 961617
F 03 8692 1122
W www.wentworthholdings.com.au

Company Secretary

Ron Hollands

Share Registry

Boardroom Pty Limited
Level 8 446 Collins Street
Melbourne VIC 3000
T 03 9627 9963
F 02 9627 9930
W www.registries.com.au

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As at 15 August 2013

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