OLDFIELDS

HOLDINGS LIMITED

A.B.N. 92 000 307 988

44th

ANNUAL REPORT

AND

NOTICE OF MEETING 2003

OLDFIELDS HOLDINGS LIMITED
AND CONTROLLED ENTITIES
A.B.N. 92 000 307 988

TEN YEAR PERFORMANCE

YEAR ENDED 30 JUNE 2003	2003 ($000)	2002 ($000)	2001 ($000)	2000 ($000)	1999 ($000)	1998 ($000)	1997 ($000)	1996 ($000)	1995 ($000)	1994 ($000)	1993 ($000)
Sales Revenue	36,692	43,669	43,892	44,845	36,318	34,651	35,751	33,280	29,827	28,744	27,006
Profit (Loss) Before Tax	2,226	(6,801)	(1,508)	1,958	1,939	(1,507)	1,267	372	2,001	2,209	1,358
Income Tax Expense	408	(2,053)	(748)	399	181	(800)	82	193	607	752	604
Profit After Tax and minorities	1,789	(4,303)	(1,180)	1,004	1,259	(1,329)	1,185	179	1,674	1,457	736
Total Assets	19,602	27,741	39,942	43,139	37,453	32,938	34,953	35,396	31,374	27,642	24,789
S'hld's Equity	10,750	11,945	14,460	12,607	11,943	9,874	10,921	11,258	11,064	9,825	8,551
Long Term Debt	2,069	1,261	6,331	15,395	10,327	8,080	9,236	9,482	8,383	8,094	8,314
Current Ratio	1.6	1.0	1.2	1.7	1.4	1.1	1.3	1.3	1.4	1.5	1.6
Liquid Ratio	0.9	0.4	0.4	0.7	0.6	0.5	0.5	0.5	0.6	0.7	0.7
Gearing (%)	16.1%	9.5%	30.5%	55.0%	46.4%	45.0%	45.8%	45.7%	43.1%	45.2%	49.3%
Interest Cover (times)	4.2	(4.8)	0.2	2.2	2.2	0.2	1.9	1.3	2.8	3.3	2.2
Return on S'hld's Equity (%)	16.6%	-36.0%	-8.2%	8.0%	10.5%	-13.5%	10.9%	1.6%	15.1%	14.8%	8.6%
Earnings per Share (cents)	21.9	(59.2)	(15.3)	15.2	22.5	(27.7)	24.7	3.7	35.0	30.4	15.6
Dividends per Share (cents)	3.0	-	1.0	10.0	8.5	-	7.5	3.0	14.0	13.0	9.5
Payout Ratio (%)	0%	0%	-6%	66%	41%	0%	30%	80%	40%	43%	61%
Share Price ($)	0.86	0.50	0.80	1.22	1.10	1.90	1.90	1.51	1.95	2.52	1.20
Price-Earnings Ratio	3.9	(0.8)	(5.2)	8.0	4.9	(6.9)	7.7	40.4	5.6	8.3	7.7
Dividend Yield (%)	3.5%	0.0%	1.2%	8.2%	7.7%	0.0%	3.9%	2.0%	7.2%	5.2%	7.9%
Net Tangible Assets per Share ($)	1.05	1.17	1.41	1.89	1.83	2.05	2.28	2.35	2.31	2.05	1.82
No. of Employees - 100% owned	119	100	151	183	182	210	237	245	246	237	226
EBIT	2,898	(5,174)	(143)	3,101	3,071	(262)	2,637	1,776	3,366	3,164	2,491
EBITDA	3,923	(2,948)	2,269	5,604	4,895	2,020	4,644	3,495	4,838	4,781	4,339

Definitions of Statistical Ratios

Current Ratio	= current assets/current liabilities
Liquid Ratio	= (current assets - inventory - prepayments)/(current liabilities - bank overdraft)
Interest Cover	= earnings before interest and tax/interest expense
Return on S'hld's Equity	= profit after tax/average shareholders' equity
Earnings per Share	= profit after tax/number of shares issued
Dividends per Share	= dividends paid/number of shares
Payout Ratio	= dividends paid/profit after tax
Price-Earning Ratio	= share price/earnings per share
Dividend Yield	= dividend per share/share price
Net Tangible Assets per Share	= net assets/number of shares issued
Gearing Ratio	= (long term debt + term creditors)/(s'hld's equity + long term debt + term creditors)

	2003	2002	2001	2000	1999	1998	1997	1996	1995	1994	1993
current assets	10,117	14,419	18,161	19,982	17,861	14,029	16,896	17,916	15,401	13,915	11,636
current liabilities	6,191	14,304	15,712	11,961	12,442	13,071	13,322	14,040	11,079	9,199	7,407
inventory	4,117	8,546	11,138	11,797	10,431	8,234	10,319	12,268	10,056	8,810	6,880
prepayments	459	405	1,378	1,488	1,841	1,039	940	650	360	514	348
bank overdraft	-	1,440	2,562	1,829	2,783	3,005	2,461	4,077	2,138	2,186	1,119
interest expense	701	1,182	1,785	1,698	1,631	1,867	1,370	1,404	1,085	955	1,151
depreciation and amortisation	1,025	2,226	2,412	2,503	1,824	2,282	2,007	1,719	1,472	1,617	1,848
no. of ordinary shares issued	6,737	6,737	6,737	6,688	6,525	4,805	4,789	4,789	4,789	4,785	4,704
no. of preference shares issued	3,500	3,500	3,500	3,500	3,500						
dividend paid - ordinary	-	-	67	666	512	-	359	144	670	622	446
dividend paid - preference	315	315	158								
no. of ordinary shares issued Basic	6,737	6,737	6,709	6,618	5,601						

OLDFIELDS HOLDINGS LIMITED
AND CONTROLLED ENTITIES
A.B.N. 92 000 307 988

DIRECTORS

J.R. WESTWOOD
Chairman

T.D.J. LOVE

A. MANKARIOS

C.C. HEXT

H.B. OLDFIELD

J.W. TOLAND

SECRETARY

C.C. HEXT

AUDITORS

HALL CHADWICK
Chartered Accountants

BANKERS

WESTPAC BANKING CORPORATION

REGISTERED OFFICE

8 FARROW ROAD, CAMPBELLTOWN NSW 2560
TELEPHONE: (02) 4627 0777

SHARE REGISTER

COMPUTERSHARE INVESTOR SERVICES PTY. LTD.
LEVEL 3, 60 CARRINGTON STREET
SYDNEY NSW 2000
TELEPHONE (02) 8234 5000
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www.computershare.com

OLDFIELDS HOLDINGS LIMITED
AND CONTROLLED ENTITIES
ACN 000 307 988

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS GIVEN that the 44th Annual General Meeting of the Shareholders of Oldfields Holdings Limited ("**Oldfields**" or "**Company**") will be held at 8 Farrow Road, Campbelltown, NSW at 3.30pm on Wednesday 19 November 2003.

The Explanatory Memorandum which accompanies and forms part of this Notice describes in more detail the matters to be considered. Shareholders should read the Explanatory Memorandum in full.

Agenda

Ordinary Business

Item 1 – Annual Reports

To receive and consider the reports of the Directors and auditors and the financial report of the Company and of the economic entity for the year ended 30 June 2003.

Item 2 – Re-election of Mr Hugh B Oldfield

To re-elect Mr Hugh B Oldfield, a Director who retires in accordance with Rule 6.1(f)(i) of the Company's constitution and Listing Rule 14.4, and is eligible for re-election.

Item 3 – Re-election of Mr James W Toland

To re-elect Mr James W Toland, a Director who retires in accordance with Rule 6.1(f)(i) of the Company's constitution and Listing Rule 14.4, and is eligible for re-election.

Special Business

Item – 4 Re-election of Mr Thomas D J Love

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a special resolution:

> *"That Mr Thomas D J Love, who vacates office in accordance with section 201C(3) of the Corporations Act, and being eligible for election as a candidate who has attained the age of 72 years and is aged 72 at the date of this Meeting, be re-appointed a director of the Company."*

Item 5 – Approval of issue of Options to Mr Anthony Mankarios

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

> *"That for the purposes of Listing Rule 10.11 approval is given for the grant of 250,000 options over fully paid ordinary shares in the capital of the Company to the Managing Director of the Company, Mr Anthony Mankarios, on the terms set out in the Explanatory Memorandum which accompanies the notice of this Meeting."*

Item 6 – Approval of issue of Options to Mr Hugh B Oldfield

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

> *"That for the purposes of Listing Rule 10.11 approval is given for the grant of 50,000 options over fully paid ordinary shares in the capital of the Company to Mr Hugh B Oldfield, an Executive Director of the Company, on the terms set out in the Explanatory Memorandum which accompanies the notice of this Meeting."*

Item 7 – Approval of issue of Options to Mr Christopher C Hext

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

> *"That for the purposes of Listing Rule 10.11 approval is given for the grant of 50,000 options over fully paid ordinary shares in the capital of the Company to Mr Christopher C Hext, an Executive Director and Secretary of the Company, on the terms set out in the Explanatory Memorandum which accompanies the notice of this Meeting."*

BY ORDER OF THE BOARD

C. C. Hext
Director/Company Secretary
Dated 30 September 2003
Sydney Australia

VOTING

Voting Exclusion Statement

In accordance with the Listing Rules the Company will disregard any votes cast on:

- Item 5, by Mr Anthony Mankarios and his associates;
- Item 6, by Mr Hugh B Oldfield and his associates; and
- Item 7, by Mr Christopher C Hext and his associates.

However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Determination of Shareholders' Right to Vote

For the purposes of Regulation 7.11.37 of the *Corporations Regulations* 2001, the Directors have determined that the voting entitlements for the purposes of the Meeting will be based on the registered holdings as at 7.00pm (Sydney time) on 17 November 2003. Accordingly those persons will be entitled to attend and vote at the Meeting.

How to Vote

You may vote by attending the Meeting in person, by proxy, attorney or authorised representative.

Proxy Form

A proxy form is enclosed with the Notice. If an additional proxy form is required, the Company's secretary will supply it on request.

PROXIES

1. Each Shareholder has a right to appoint a proxy.
2. A Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number is specified, then each proxy may exercise one-half of the votes. Fractions of votes will be disregarded.
3. A proxy need not be a Shareholder of the Company.
4. To be effective, the Company must receive the completed proxy form and, if the form is signed by the Shareholder's attorney, the authority under which the proxy form is signed (or a certified copy of the authority) by no later than 5.00pm on 16 November 2003:

   (1) at its registered office at 8 Farrow Road, Campbelltown; or

   (2) by facsimile to its registered office on fax number +61 2 4627 0888.

5. Proxies given by corporate Shareholders must be executed in accordance with their constitutions, or under the hand of a duly authorised officer or attorney.
6. A proxy may decide whether to vote on any motion, except where the proxy is required by law or the Constitution to vote, or abstain from voting, in their capacity as proxy. If a proxy is directed how to vote on an item of business, the proxy may vote on that item only in accordance with the direction. If a proxy is not directed how to vote on an item of business, the proxy may vote as he or she thinks fit.

OTHER

Words that are defined in the Explanatory Memorandum and Glossary have the same meaning when used in this Notice of Meeting unless the context requires or the definitions in the Glossary provide otherwise.

OLDFIELDS HOLDINGS LIMITED AND CONTROLLED ENTITIES
ABN 92 000 307 988

DIRECTORS' REPORT

Your directors present their report on the company and its controlled entities for the financial year ended 30 June 2003.

DIRECTORS

The names and details of the directors of the company in office at any time during or since the end of the year.

B.H.OLDFIELD	Deceased 11 August 2002	A.MANKARIOS
J.R.WESTWOOD		C.C.HEXT
T.D.J.LOVE		H.B.OLDFIELD
J. W. TOLAND		

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

PRINCIPAL ACTIVITIES

The principal activities of the companies in the group during the financial year were the manufacturing,importing, exporting and marketing of paint brushes, paint rollers, painters' tools, spray guns, outdoor storage systems, aviaries and pet homes, ladders and scaffolding and the operating of a hire division.

RESULTS AND DIVIDENDS

Consolidated Results

The consolidated profit of the economic entity after providing for income tax and outside equity interest amounted to	**$ 1,788,793**

Earnings per Share

Basic earnings per share	**21.88**
Diluted earnings per share	**16.98**

Dividends paid or declared for payment in the year:

No Interim dividend was paid on ordinary shares	
Preference share dividends declared for payment	**$315,000**
Final ordinary dividend of $0.03 per share recommended by the Directors	**$202,106**

REVIEW OF OPERATIONS

Refer Attached review of Operations

SIGNIFICANT CHANGES IN THE STATE OF AFFAIRS

Other than those matters disclosed in the review of operations, there have been no significant changes in the state of affairs of the company during the last 12 months and since the end of the financial year.

AFTER BALANCE DATE EVENTS

Refer after balance date events attached to review of operations

except for the above matters, no other matters or circumstances have arisen since the end of the financial year which significantly affected or may significantly affect the operations of the economic entity, the results of those operations, or the state of affairs of the economic entity in future financial years.

FUTURE DEVELOPMENTS

Likely developments in the operation of the economic entity and the expected results of those operations have not been included in this report as the directors believe, on reasonable grounds, that the inclusion of such information would be likely to result in unreasonable prejudice to the economic entity.

ENVIRONMENTAL REGULATIONS

The economic entity's manufacturing operations are not subject to significant environmental regulations under Commonwealth and State legislation. The economic entity has established a process whereby compliance with existing environmental regulations and new regulations is monitored continually. This process includes procedures to be followed should an incident occur which adversely impacts the environment.

The directors are not aware of any significant breaches during the period covered by this report.

INFORMATION ON DIRECTORS

John R.WESTWOOD (Non-executive) Chairman, Age 52	J.R.Westwood was appointed Chairman on 12 August 2002 and has been a board member since 200' Mr Westwood is an accountant with 25 years experience in the building materials industry holding many senior accounting positions and is an experienced administrator of both small and medium sized companies. Mr Westwood is a member of the remuneration committee
Anthony MANKARIOS Managing Director, Age 36	A. Mankarios was appointed Managing Director on 10 October 2002. Mr Mankarios is a Fellow of the Australian Institute of Directors and holds post graduate diplomas in company directorship and busines Mr Mankarios was involved for 13 years in all aspects of the running and administration of a group of m companies in the paint industry. Mr Mankarios has been a board member since 2001. Mr Mankarios is a member of the remuneration committee.
Thomas D.J.LOVE F.C.A. (Non-executive) Age 72	T.D.J.Love was a partner in firms of Chartered Accountants for 40 years and has been a director since 1964. Mr Love has also been a director of a number of Australian and overseas publicly listed and private companies. Mr Love is a member of the audit committee.
Christopher C.HEXT B.Bus J.P. Age 51	C.C.Hext is the Finance Director and has been a board member since 2001. He holds a degree in busi majoring in accounting. Mr Hext was a Certified Practising Accountant and is a Registered Tax Agent h held senior accounting and management positions in companies of all sizes.
Hugh B.OLDFIELD B.Bus Age 26	H.B.Oldfield is an executive director and has been a board member since 2001. He holds a degree in b majoring in business management and accounting. Mr Oldfield is employed as a business manager ar been actively involved with the company since 1996.
James W. TOLAND (Non-executive) Age 52	J. W. Toland is a non-executive director and has been a board member since 2001. Mr Toland has extensive experience in the paint and chemical industry. He is also a real estate developer with extensive commercial experience. Mr Toland is a member of the audit committee and the remuneration committee.

Interests in the shares of the company and related bodies corporate
As at the date of this report the interests of the directors in the shares of the company and related bodies corporate were:

	OLDFIELDS HOLDINGS LIMITED				
	Ordinary Shares Fully Paid		Convertible Preference Shares		Options to subscribe to Ordinary Shares
	Direct	Indirect	Direct	Indirect	
J.R.WESTWOOD	-	563,000	-	843,548	250,000 options having an option period up until 31st December 2003 at an exercise price of $1.40 each
T.D.J.LOVE	21,557	254,283	-	-	
A.MANKARIOS	-	64,583	-	349,146	
C.C.HEXT	-	122,712	-	287,222	
H.B.OLDFIELD	45,500	-	-	-	
J. W. TOLAND	-	68,782	-	843,548	

There are no interests in contracts or proposed contracts with the company other than a Lease from Farrow Road Pty Limited (a company owned by Mr J. R. Westwood) to Oldfields Pty Limited for the use of the property at 8 Farrow Road Campbelltown.

DIRECTORS AND EXECUTIVE OFFICERS EMOLUMENTS
The company's policy for determining the nature and amount of emoluments of board members and senior executives is defined under the guidelines detailed in the Corporate Governance Statement.
The emoluments of each Director and each of the executive offices receiving the highest emoluments are as follows :
DIRECTORS

Parent Entity and Economic Entity	Salary	Director's Fees	Superannuation Contributions	Non-Cash Benefits	Retirement Benefit	Total

B.H.Oldfield	-	5,179	-	-	-	5,179
J.R.Westwood	8,949	31,692	978	12,126	1,918	55,663
T.D.J.Love	-	25,000	-	-	-	25,000
A.Mankarios	160,800	-	14,472	20,262	-	195,534
C.C.Hext	140,300	-	8,775	16,596	-	165,671
H.B.Oldfield	64,400	-	5,796	16,974	-	87,170
J. W. Toland	-	25,000	-	-	-	25,000

Economic Entity
The emoluments of Directors of the economic entity not mentioned above are as follows:

K.E.Holloway	63,547	-	-	16,189	-	79,736

EXECUTIVES
The emoluments of Executive Officers of the economic entity not mentioned above are as follows:

R. Titman	81,000	-	7,290	18,558	-	106,848

DIRECTORS MEETINGS
The numbers of meetings of directors (including meetings of committees of directors) held during the year and the number of meetings attended by each director were as follows:

	Directors Meetings		Meetings of Committees			
			Audit		Remuneration	
	Number eligible to attend	Number attended	Number eligible to attend	Number attended	Number eligible to attend	Number attended
B.H.OLDFIELD (1)	1	1				
J.R.WESTWOOD	11	11			2	2
A.MANKARIOS	11	11			2	1
T.D.J.LOVE	11	10	2	2		
C.C.HEXT	11	11				
H.B.OLDFIELD	11	8				
J.W. TOLAND	11	8	2	2	2	2

(1) Deceased 11 August 2002

The members of the audit committee for the year ended June 2003 were T.D.J.Love and J.W. Toland
The members of the remuneration committee for the year ended June 2003 were J. R. Westwood, J.W. Toland and A. Mankarios

INDEMNIFICATION AND INSURANCE OF DIRECTORS AND OFFICERS
The company has insured the Directors and officers of the Oldfields Holdings economic entity against certain liabilities they may incur in carrying out their duties for the company.
In accordance with common commercial practice , the insurance policy prohibits disclosure of the nature of the liability insured against and the amount of the premium.

OPTIONS
Mr J. R. Westwood was granted options at the Extraordinary General Meeting of shareholders on the 3rd May 2001, to subscribe to 250,000 ordinary shares at an exercise price of $1.40 per share expiring on 31 December 2003.
Based on the last sale share price at 30 June 2003 being 86 cents and using the Black Scholes option valuation model, the options have a nil value as at 30 June 2003.

PROCEEDINGS ON BEHALF OF 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.

Signed in accordance with a resolution of the directors.

J. R. Westwood
Chairman
30 September 2003

C.C. Hext
Director

REVIEW OF OPERATIONS

The directors are pleased to announce for the year ending 30th of June 2003, the company made a net profit attributable to members of $1,788,793. This compares to a net loss in the same period last year of $4,302,969.

The company has turned the corner with a very good EBIT result of $2,927,073. This is primarily because of the net gain on the disposal of non-current assets of $1,833,493 (principally the Sale of 2 Farrow Rd, Campbelltown). However the company traded profitably in the year.

The deconsolidation of Pt Ace Oldfields for the second half of the financial year and our exiting from ladders, reduced consolidated revenue by $7.9M for the financial year. Excluding these events sales revenue from our remaining trading increased. A book loss of $90,480 resulted from the deconsolidation of PT Ace Oldfields. This is a once off loss. In future the entity will be accounted for under the equity method.

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DEBT STRUCTURE AND GEARING

The company's long term and short term debt structure (including all lease liabilities) is $2.58m as at end of June 2003. This compares to $6.92m as at end of June 2002 and $14.93m as at end of June 2001. The directors feel the current level of debt represents a low gearing for a company of this size and especially in the industries that it operates in. Operating expenses in the core business unit were reduced by $3.8m.

DIVIDENDS

The board has declared a final dividend of 3 cents per share unfranked .This will be paid on the 3rd of November 2003 with the record date being the 15th of October 2003. Our company policy is to pay a dividend, where possible assuming the cash flow permits on an on going basis. Due to the previous years losses we still have some time to go before a fully franked dividends are declared.

The operations are reviewed by the divisions as follows:

BUSINESS STRUCTURE

With the recent disposal of our ladder division the company has been organised into the following divisions:-

- Paint Applications
- Treco Garden Sheds
- Oldfields Access Hire
- Pt Ace Oldfields

PAINT APPLICATION PRODUCTS

General business was affected by the consumer confidence leading up to and during the war in Iraq. The division was modestly profitable, although the profit would have been significantly larger if it had not been for two factors.

1. The loss of a major contract from the previous year affecting sales this year and
2. The general slow down around March due to the war on terrorism.

The division is budgeting for a modest profit in 2004.

We have won a number of major contracts during the year all due to start early in the first and second quarters of the 2004 financial year.

LADDERS

The remaining ladder manufacturing business produced a net loss for the year ending 2003. This business was affected by high overheads and administration costs related to manufacturing from the under utilised site at No 2 Farrow Rd Campbelltown. The board made the decision to exit from ladders in February 2002. The remaining ladder contract was sold in May 2003. A good deal of capital was tied up in manufacturing resulting in low stock turns and losses. The removal of this cost structure is expected to have a positive effect on company profits in 2004.

PT ACE INDONESIA

This division is part of a joint venture that manufactures paint brushes and rollers in Indonesia. The division is profitable. It experienced a slight slow down during the middle of the year as a result of a lost contract in Australia. Revenue has increased since, and current revenue is in line with budget. This division produces a high quality product made in South East Asia. The potential to penetrate new markets around the world has not yet been realised. Our main focus to date is to produce for the Australian and New Zealand market. This mix is now beginning to change and revenue from other markets like the USA is improving in line with our strategy.

Whilst the subsidiary, PT Ace, was deconsolidated as at the 1st of January 2003 from Oldfields International Pty Ltd, the shareholding at 49% remains unchanged. This decision is in line with management's conservative approach to date and has affected our consolidated revenue and profit this year. The deconsolidation resulted in a once off book loss of $90,480.

The Directors feel our share of earnings under equity accounting for this entity will improve profitability into 2004.

ACCESS HIRE

This time last year this strategic business unit, was offered for sale to a management buy out team MBO. This did not proceed. Since then our executive team has restructured this business by eliminating unnecessary costs. We exited from the costly low returns elevated work platforms market. This has produced a much better focus on our core product aluminium scaffold. This division manufactures, sells and hires this product. The division is profitable and services a niche market in Sth East Queensland, NSW and Victoria.

The directors are pleased with the turn around in this division and feel confident with its future out look. As previously disclosed we do not intend selling this division based on its current performance.

The team was successful in winning major temporary seating contracts and major prestigious scaffolding works during the year. The team is very much performance driven with a focus on OH&S related issues within its market.

We have produced innovative products in the last 6 months and have applied for design patents covering our registered trade mark, Flexisafe. We expect these new products will break into a new market in the home building industry resulting in increased hire revenue and an improved net profit for the company leading into 2004.

TRECO GARDEN SHEDS

This division performed well in comparison to this time last year with its revenue up on the 2002 year. However this division is still close to break even and the board will look at this closely over the next 6 months.

The focus this coming year will be on cost reduction maximization, improved stock turns and better procurement and distribution means. We will also explore possibilities of new markets and a focus on our national distribution channels.

This division occupies most of our current location at No 8 Farrow Rd.

FUTURE OUTLOOK

Our Company has gone through massive reforms of late. The cashflow has been stabilised and all overdue liabilities have been paid off. The company has been advised that the preference shareholders intend to convert their shares to ordinary shares on or before the due date in February 2004. This will result in an additional $350,000 cash injection on conversion. Our banking facilities have been rearranged on a less onerous basis.

The Directors feel that given the improved trading performance, we expect that shareholder value will continue to improve. The deconsolidation of Pt Ace Oldfields is expected to have an impact on consolidated revenue, but the net overall profit result is expected to continue to improve over the next full 12 month period.

The first quarter revenue to date is under our expectations due to a timing issue relating to the commencement of new contracts, which are a few months behind schedule.

The Directors are keen to maintain good Corporate Governance. The board undertakes to keep the market regularly informed. It is our goal to continue to improve shareholder value over the next 12 months.

The board as per previous disclosures continues to seek appropriate mergers and or acquisitions with the possibility of achieving synergies with other companies involved in complimentary business activities.

AFTER BALANCE DATE EVENTS

The company has purchased commercial real estate which it intends to lease out at 2/88 Batt St Penrith NSW. The purchase price was $340,000.00. Valuations received to date value the property at $360,000.00 The Directors feel that the valuation is conservative in line with bank valuations on commercial property in the area. The net returns are in the vicinity of 8% pa.

The company, as per the resolution at the recent EGM, has resolved to issue 142,000 share options to non-director executives at an exercise price of $1.20 per share. They will be issued from the 3rd of November 2003 under the executive option scheme.

The directors have also resolved to suspend the dividend reinvestment plan.

OLDFIELDS HOLDINGS LIMITED 02 000 307 988
AND CONTROLLED ENTITIES

STATEMENT OF FINANCIAL PERFORMANCE
FOR THE YEAR ENDED 30 JUNE 2003

	Note	Economic Entity		Parent Entity	
		2003	2002	2003	2002
		$	$	$	$
Sales revenue	2	25,938,368	32,825,200	-	-
Cost of sales		(20,747,437)	(31,711,017)	-	-
Gross profit		5,190,931	1,114,183	-	-
Other revenues from ordinary activities	2	10,753,596	10,843,312	-	876,117
Distribution expenses		(4,590,184)	(7,512,706)	-	-
Marketing expenses		(655,970)	(575,519)	-	-
Occupancy expenses		(550,696)	(398,740)	-	-
Administration expenses		(3,329,266)	(2,688,229)	-	(866,483)
Borrowing costs expense	3	(701,167)	(1,181,860)	-	(9,634)
Written down value of disposed property, plant and equipment		(3,667,124)	(5,896,978)	-	-
Other expenses from ordinary activities		(422,838)	(869,770)	-	-
Share of net profits of associates and joint ventures accounted for using the equity method		198,624	365,242	-	-
Profit (loss) from ordinary activities before income tax expense	3	2,225,906	(6,801,065)	-	-
Income tax expense relating to ordinary activities	4	(407,975)	2,052,972	-	(4,462)
Profit (loss) from ordinary activities after related income tax expense		1,817,931	(4,748,094)	-	(4,462)
Net profit (loss) attributable to outside equity interests		(29,138)	(445,125)	-	-
Net profit (loss) attributable to members of the parent entity		1,788,793	(4,302,969)	-	(4,462)
Increase in asset revaluation reserve	26b	(610,462)	256,365	-	-
Net exchange difference on translation of financial report of self-sustaining foreign operations	26d	(829,591)	(58,141)	-	-
Total revenues, expenses and valuation adjustments attributable to members of the parent entity and recognised directly in equity		(1,440,053)	198,224	-	-
Total changes in equity other than those resulting from transactions with owners as owners		348,740	(4,104,745)	-	(4,462)
Basic earnings per share (cents per share)	8	21.88	(59.20)		
Diluted earnings per share (cents per share)	8	16.98	(34.61)		

The accompanying notes form part of these financial statements.

OLDFIELDS HOLDINGS LIMITED 02 000 307 988
AND CONTROLLED ENTITIES

STATEMENT OF FINANCIAL POSITION AS AT 30 JUNE 2003

		Economic Entity		Parent Entity	
	Note	2003	2002	2003	2002
		$	$	$	$
CURRENT ASSETS					
Cash assets	9	276,720	997,907	275	347
Receivables	10	5,263,376	4,469,606	3,721,515	4,412,724
Inventories	11	4,117,220	8,546,012	-	-
Other	20	459,340	405,487	-	-
TOTAL CURRENT ASSETS		10,116,656	14,419,012	3,721,790	4,413,071
NON-CURRENT ASSETS					
Investments accounted for using the equity method	12	1,728,934	-	-	-
Other financial assets	15	1,380	1,380	7,209,076	7,208,852
Property, plant and equipment	17	4,728,085	10,261,511	-	-
Deferred tax assets	18	2,968,663	2,997,220	-	-
Intangible assets	19	3,702	2	-	-
Other	20	54,570	61,426	-	-
TOTAL NON-CURRENT ASSETS		9,485,334	13,321,539	7,209,076	7,208,852
TOTAL ASSETS		19,601,990	27,740,551	10,930,866	11,621,923
CURRENT LIABILITIES					
Payables	21	4,817,694	7,665,470	978,091	1,196,648
Interest-bearing liabilities	22	518,416	5,667,185	-	-
Provisions	24	854,452	971,078	157,500	315,000
TOTAL CURRENT LIABILITIES		6,190,562	14,303,733	1,135,591	1,511,648
NON-CURRENT LIABILITIES					
Interest-bearing liabilities	22	2,069,374	1,260,504	-	-
Deferred tax liabilities	23	458,299	-	-	-
Provisions	24	133,508	231,129	-	-
TOTAL NON-CURRENT LIABILITIES		2,661,181	1,491,633	-	-
TOTAL LIABILITIES		8,851,743	15,795,366	1,135,591	1,511,648
NET ASSETS		10,750,247	11,945,185	9,795,275	10,110,275
EQUITY					
Contributed equity	25	8,175,550	8,175,550	8,175,550	8,175,550
Reserves	26	972,705	1,862,758	901,620	901,620
Retained profits	27	1,601,992	1,582	718,105	1,033,105
Parent entity interest		10,750,247	10,039,890	9,795,275	10,110,275
Outside equity interest	28	-	1,905,295	-	-
TOTAL EQUITY		10,750,247	11,945,185	9,795,275	10,110,275

The accompanying notes form part of these financial statements.

OLDFIELDS HOLDINGS LIMITED 02 000 307 988
AND CONTROLLED ENTITIES

STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 30 JUNE 2003

	Note	Economic Entity 2003 $	Economic Entity 2002 $	Parent Entity 2003 $	Parent Entity 2002 $
CASH FLOWS FROM OPERATING ACTIVITIES					
Receipts from customers		32,189,184	49,061,779	-	-
Payments to suppliers and employees		(34,887,946)	(44,199,806)	(38,635)	(472,018)
Interest received		52,749	83,503	-	-
Borrowing costs		(925,735)	(1,137,516)	(213)	(10,461)
Net cash provided by (used in) operating activities	31a	(3,571,748)	3,807,960	(38,848)	(482,479)
CASH FLOWS FROM INVESTING ACTIVITIES					
Proceeds from sale of property, plant and equipment		5,774,158	5,702,034	-	-
Purchase of property, plant and equipment		(619,101)	(128,063)	-	-
Purchase of investments		-	-	(224)	-
Net cash provided by (used in) investing activities		5,155,057	5,573,971	(224)	-
CASH FLOWS FROM FINANCING ACTIVITIES					
Proceeds from issue of shares		-	-	-	-
Proceeds from borrowings		5,735,000	-	39,000	492,252
Repayment of borrowings		(6,585,000)	(7,997,155)		
Net cash provided by (used in) financing activities		(850,000)	(7,997,155)	39,000	492,252
Net increase in cash held		733,309	1,384,776	(72)	9,773
Cash at 1 July 2002		(442,544)	(2,079,714)	347	(9,426)
Effect of exchange rates on cash holdings in foreign currencies		(14,045)	252,394		-
Cash at 30 June 2003	9	276,720	(442,544)	275	347

The accompanying notes form part of these financial statements.

Note 1 Statement of Significant Accounting Policies

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

The financial report covers the economic entity of Oldfields Holdings Limited and controlled entities, and Oldfields Holdings Limited as an individual parent entity. Oldfields Holdings Limited is a listed public company, incorporated and domiciled in Australia.

The financial report has been prepared on an accruals basis and is based on historical costs and does not take into account changing money values or, except where stated, current valuations of non-current assets. Cost is based on the fair values of the consideration given in exchange for assets.

The following is a summary of the material accounting policies adopted by the economic entity in the preparation of the financial report. The accounting policies have been consistently applied, unless otherwise stated.

a. **Principles of Consolidation**

A controlled entity is any entity controlled by Oldfields Holdings Limited. Control exists where Oldfields Holdings Limited has the capacity to dominate the decision-making in relation to the financial and operating policies of another entity so that the other entity operates with Oldfields Holdings Limited to achieve the objectives of Oldfields Holdings Limited. A list of controlled entities is contained in Note 16 to the financial statements.

All inter-company balances and transactions between entities in the economic entity, including any unrealised profits or losses, have been eliminated on consolidation.

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

Outside interests in the equity and results of the entities that are controlled are shown as a separate item in the consolidated financial report.

b. **Income Tax**

The economic entity adopts the liability method of tax-effect accounting whereby the income tax expense is based on the profit from ordinary activities adjusted for any permanent differences.

Timing differences which arise due to the different accounting periods in which items of revenue and expense are included in the determination of accounting profit and taxable income are brought to account as either a provision for deferred income tax or as a future income tax benefit at the rate of income tax applicable to the period in which the benefit will be received or the liability will become payable.

Future income tax benefits are not brought to account unless realisation of the asset is assured beyond reasonable doubt. Future income tax benefits in relation to tax losses are not brought to account unless there is virtual certainty of realisation of the benefit.

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 economic entity will derive sufficient future assessable income to enable the benefit to be realised and comply with the conditions of deductibility imposed by the law.

Oldfields Holdings Limited and its wholly-owned Australian subsidiaries will be forming an income tax consolidated group under the Tax Consolidation Regime. The Tax consolidated group will enter a tax sharing agreement whereby each company in the group contributes to the income tax payable in porportion to their contribtuion to the net profit before tax of the tax consolidated group.

c. **Inventories**

Inventories are measured at the lower of cost and net realisable value. The cost of manufactured products includes direct materials, direct labour and an appropriate portion of variable and fixed overheads. Overheads are applied on the basis of normal operating capacity.

d. **Property, Plant and Equipment**

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

Property

Freehold land and buildings are measured on the fair value basis, being the amount for which an asset could be exchanged between knowledgeable willing parties in an arm's length transaction. It is the policy of the economic entity to have an independent valuation every three years, with annual appraisals being made by the directors.

The revaluation of freehold land and buildings has not taken account of the potential capital gains tax on assets acquired after the introduction of capital gains tax.

Plant and equipment

Plant and equipment are measured on the cost basis.

The carrying amount of plant and equipment is reviewed annually by directors to ensure it is not in excess of the recoverable amount from these assets. The recoverable amount is assessed on the basis of the expected net cash flows which will be received from the assets employment and subsequent disposal. The expected net cash flows have not been discounted to their present values in determining recoverable amounts.

The cost of fixed assets constructed within the economic entity includes the cost of materials, direct labour, borrowing costs and an appropriate proportion of fixed and variable overheads.

Depreciation

The depreciable amount of all fixed assets including building and capitalised lease assets, but excluding freehold land, is depreciated on a straight line basis over their useful lives to the economic entity commencing from the time the asset is held ready for use. Properties held for investment purposes are not subject to depreciation. Leasehold improvements are depreciated over the shorter of either the unexpired period of the lease or the estimated useful lives of the improvements.

The depreciation rates used for each class of depreciable assets are:

Class of Fixed Asset	Depreciation Rate
Buildings	1%
Leasehold improvements	4 - 5%
Plant and equipment	5 - 50%
Leased plant and equipment	15 - 20%

e. **Leases**

Leases of fixed assets where substantially all the risks and benefits incidental to the ownership of the asset, but not the legal ownership, are transferred to entities in the economic entity are classified as finance leases. Finance leases are capitalised, recording an asset and a liability equal to the present value of the minimum lease payments, including any guaranteed residual values. Leased assets are depreciated on a straight line basis over their estimated useful lives where it is likely that the economic entity will obtain ownership of the asset or over the term of the lease. Lease payments are allocated between the reduction of the lease liability and the lease interest expense for the period.

Lease payments for operating leases, where substantially all the risks and benefits remain with the lessor, are charged as expenses in the periods in which they are incurred.

Lease incentives under operating leases are recognised as a liability. Lease payments received reduce the liability.

f. **Investments**

Shares in listed companies held as current assets are valued by directors at those shares' market value at each balance date. The gains or losses, whether realised or unrealised, are included in profit from ordinary activities before income tax.

Non-current investments are measured on the cost basis. The carrying amount of non-current investments is reviewed annually by directors to ensure it is not in excess of the recoverable amount of these investments. The recoverable amount is assessed from the quoted market value for listed investments or the underlying net assets for other non-listed investments. The expected net cash flows from investments have not been discounted to their present value in determining the recoverable amounts.

g. **Investments in Associates**

Investments in associate companies are recognised in the financial statements by applying the equity method of accounting.

h. **Interests in Joint Ventures**

The economic entity's share of the assets, liabilities, revenue and expenses of joint venture operations are included in the appropriate items of the consolidated statements of financial performance and financial position. Details of the economic entity's interests are shown in Note 14.

The economic entity's interests in joint venture entities are brought to account using the equity method of accounting in the consolidated financial statements. The parent entity's interests in joint venture entities are brought to account using the cost method.

i. **Research and Development Expenditure**

Research and Development costs are charged to profit from ordinary activities before income tax as incurred or deferred where it is expected beyond any reasonable doubt that sufficient future benefits will be derived so as to recover those deferred costs.

Deferred research and development expenditure is amortised on a straight line basis over the period during which the related benefits are expected to be realised, once commercial production has commenced.

j. **Foreign Currency Transactions and Balances**

Foreign currency transactions during the year are converted to Australian currency at the rates of exchange applicable at the dates of the transactions. Amounts receivable and payable in foreign currencies at balance date are converted at the rates of exchange ruling at that date.

The gains and losses from conversion of assets and liabilities, whether realised or unrealised, are included in profit from ordinary activities as they arise.

The assets and liabilities of the overseas controlled entities, which are self-sustaining, are translated at year-end rates and operating results are translated at the rates ruling at the end of each month. Gains and losses arising on translation are taken directly to the foreign currency translation reserve.

j. **Employee Entitlements**

Provision is made for the company's liability for employee benefits arising from services rendered by employees to balance date. Employee benefits expected to be settled within one year together with entitlements arising from wages and salaries and annual leave which will be settled after one year, have been measured at the amounts expected to be paid when the liability is settled plus related on-costs. Other employee benefits payable later than one year have been measured at the present value of the estimated future cash outflows to be made for those benefits.

Contributions are made by the economic entity to employee superannuation funds and are charged as expenses when incurred.

k.. **Cash**

For the purpose of the statement of cash flows, cash includes:

— cash on hand and at call deposits with banks or financial institutions, net of bank overdrafts.

l. **Revenue**

Revenue from the sale of goods is recognised upon the delivery of goods to customers.

Interest revenue is recognised on a proportional basis taking into account the interest rates applicable to the financial assets.

Dividend revenue is recognised when the right to receive a dividend has been established. Dividends received from associates and joint venture entities are accounted for in accordance with the equity method of accounting.

Revenue from the rendering of a service is recognised upon the delivery of the service to the customers.

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

m. **GST**

Revenues, expenses and assets are recognised net of the amount of GST, except where the amount of GST incurred is not recoverable from the Australian Tax Office. In these circumstances the GST is recognised as part of the cost of acquisition of the asset or as part of an item of the expense. Receivables and payables in the statement of financial position are shown inclusive of GST.

n. **Comparative Figures**

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

Note 2 Revenue

		Economic Entity		Parent Entity	
		2003	2002	2003	2002
	Note	$	$	$	$
Operating activities					
— sale of goods		25,938,368	32,825,200	-	-
— interest received	2b	54,650	88,231	-	-
— other revenue		450,319	156,429	-	876,117
— commission received		84,173	120,155	-	-
— rental revenue		4,663,837	4,840,519	-	-

	31,191,347	38,030,534	-	876,117
Non-operating activities				
— proceeds on disposal of property, plant and equipment	5,500,617	5,637,978	-	-
	5,500,617	5,637,978	-	-
Total Revenue	36,691,964	43,668,512	-	876,117
b. **Interest revenue from:**				
— other persons	54,650	88,231	-	-
Total interest revenue	54,650	88,231	-	-

Note 3 Profit/(loss) from Ordinary Activities

	Economic Entity		Parent Entity	
	2003	2002	2003	2002
	$	$	$	$
Profit/(loss) from ordinary activities before income tax has been determined after:				
a. **Expenses:**				
Cost of sales	20,747,437	31,711,017	-	-
Borrowing costs:				
— interest paid related corporations	90,432	-	-	-
— lease and hirepurchase interest	58,184	105,486	-	-
— other persons	552,551	1,076,374	-	9,634
Total borrowing costs	701,167	1,181,860	-	9,634
Depreciation of non-current assets:				
— buildings	-	12,789	-	-
— plant and equipment	828,691	2,183,224	-	18,111
— leased plant and equipment	189,608	22,634	-	-
Total depreciation	1,018,299	2,218,647	-	18,111
Amortisation of non-current assets:				
— research and development expenditure	6,854	6,853	-	-
Total amortisation	6,854	6,853	-	-
Bad and doubtful debts:				
— trade debtors	40,000	34,234	-	-
Total bad and doubtful debts	40,000	34,234	-	-
Contingent rentals on finance leases	95,592	316,613	-	-
Write down of inventories to net realisable value	-	245,134	-	-
b. **Revenue and Net Gains**				
Net gain/(loss) on disposal of non-current assets:				
— property, plant and equipment	1,833,493	(259,000)	-	36,650
Foreign currency translation gains	68,155	58,141	-	-
c. **Significant Revenues and Expenses**				
The following significant revenue and expense items are relevant in explaining the financial performance:				
Proceeds on disposal of property, plant and equipment	5,500,617	5,637,978	-	-
Carrying amount of net assets sold	(3,667,124)	(5,896,978)	-	-
Net gain/(loss) on disposal of non-current assets	1,833,493	(259,000)	-	36,650

Note 4 Income Tax Expense

	Economic Entity		Parent Entity	
	2003	2002	2003	2002
	$	$	$	$
a. The prima facie tax on profit/(loss) from ordinary activities before tax is reconciled to the income tax as follows:				
Prima facie tax payable on profit/(loss) from ordinary activities before tax income tax at 30% (2002:30%)				
— Economic entity	667,772	(2,040,320)		
— Parent entity			-	-
Add:				
Tax effect of:				
— other non-allowable items	(206,484)	263,895	-	4,462
— non tax-affected overseas income/losses	(53,313)	192,248	-	-
Under provision for income tax in prior year	-	(468,795)	-	-
Income tax expense attributable to profit/(loss) from ordinary activities before income tax	407,975	(2,052,972)	-	4,462

Note 5 Remuneration and Retirement Benefits

	Economic Entity		Parent Entity	
	2003	2002	2003	2002
	$	$	$	$
a. **Directors' Remuneration**				
Income paid or payable to all directors of each entity in the economic entity by the entities of which they are directors and any related parties	638,953	802,559		
Income paid or payable to all directors of the parent entity by the parent entity and any related parties			-	606,034
Number of parent entity directors whose income from the parent entity and any related parties was within the following bands:	No.	No.		

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2003

$0-$9999	1	-
$10,000 - $19,999	-	1
$20,000 - $29,999	2	-
$30,000 - $39,999	-	1
$50,000 - $59,999	1	1
$60,000 - $69,999	-	1
$70,000 - $79,999	-	-
$80,000 - $89,999	1	1
$140,000 - $149,999	-	1
$160,000 - $169,999	1	-
$190,999 - $199,999	1	1

The names of parent entity directors who have held office during the financial year are:

J. R. WESTWOOD
T.D.J. LOVE
A. MANKARIOS
C.C. HEXT
J.W. TOLAND
H.B. OLDFIELD
B.H. OLDFIELD (retired 11/08/02)

b. **Executive Remuneration**

Remuneration received or due and receivable by executive officers of the economic entity, from entities in the economic entity and related entities for management of the affairs of the economic entity, whose remuneration is $100,000 or more	106,848	100,450
Remuneration received or due and receivable by executive officers of the parent entity, from the parent entity and any related parties for management of the affairs of the parent entity and its subsidiaries, whose income is $100,000 or more		
Number of executives whose income was within the following bands:		
$100,000 - $109,999	1	1

c. **Retirement and Superannuation Payments**

Amounts of a prescribed benefit given during the year by the parent entity or a related party to a director or a prescribed superannuation fund in a connection with the retirement from a prescribed office:	30,021	30,443

Full particulars are not provided as the directors believe this would be unreasonable

Note 6 Auditors' Remuneration

	Economic Entity		Parent Entity	
	2003	2002	2003	2002
	$	$	$	$
Remuneration of the auditor of the parent entity for:				
— auditing or reviewing the financial report	76,000	65,000		
— other services	12,000	10,000		
Remuneration of other auditors of subsidiaries for:				
— auditing or reviewing the financial report of subsidiaries	14,500	22,200		

Note 7 Dividends

	Note	Economic Entity		Parent Entity	
		2003	2002	2003	2002
		$	$	$	$
Unfranked redeemable preference dividend of 9.0% (2002 9.0%) per share		315,000	315,000	315,000	315,000
	27	315,000	315,000	315,000	315,000
b. Balance of franking account at year end adjusted for franking credits arising from payment of provision for income tax and dividends recognised as receivables, franking debits arising from payment of proposed dividends and franking credits that may be prevented from distribution in subsequent financial years		-	-	-	-

Note 8 Earnings per Share

	Economic Entity	
	2003	2002
	$	$
a. **Reconciliation of Earnings to Net Profit or Loss**		
Net profit/(loss)	1,817,931	(4,748,094)
Net profit/(loss) attributable to outside equity interest	(29,138)	(445,125)
Converting preference share dividends	(315,000)	(315,000)
Earnings used in the calculation of basic EPS	1,473,793	(3,987,969)
Dividends on converting preference shares	315,000	315,000
Earnings used in the calculation of dilutive EPS	1,788,793	(3,672,969)
b. **Weighted average number of ordinary shares outstanding during the year used in calculation of basic EPS**	6,736,882	6,736,882
Weighted average number of options outstanding	298,630	375,000

Weighted average number of converting preference shares on issue	3,500,000	3,500,000
Weighted average number of ordinary shares outstanding during the year used in calculation of dilutive EPS	10,535,512	10,611,882

c. **Classification of securities**

The following securities have been classed as potential ordinary shares and are included in the determination of dilutive EPS:

— options outstanding

— 9.0% converting preference shares

Note 9 Cash Assets

		Economic Entity		Parent Entity	
		2003	2002	2003	2002
	Note	$	$	$	$
Cash at bank		276,720	997,907	275	347
		276,720	997,907	275	347

Reconciliation of Cash

Cash at the end of the financial year as shown in the statement of cash flows is reconciled to items in the statement of financial position as follows:

Cash		276,720	997,907	275	347
Bank overdrafts	22	-	(1,440,451)	-	-
		276,720	(442,544)	275	347

Note 10 Receivables

	Economic Entity		Parent Entity	
	2003	2002	2003	2002
	$	$	$	%
CURRENT				
Trade debtors	3,958,098	3,522,441	-	-
Provision for doubtful debts	(201,781)	(303,228)	-	-
	3,756,317	3,219,213	-	-
Other debtors	1,169,479	942,310	-	-
Amounts receivable from:				
— wholly-owned subsidiaries	-	-	3,721,515	4,412,724
— associated companies	337,580	308,083	-	-
	5,263,376	4,469,606	3,721,515	4,412,724

Note 11 Inventories

	Economic Entity		Parent Entity	
	2003	2002	2003	2002
	$	$	$	$
CURRENT				
Raw materials and stores at cost	614,134	3,975,546	-	-
Work in progress at cost	738,723	531,237	-	-
Finished goods at cost	2,764,363	4,039,229	-	-
	4,117,220	8,546,012	-	-

Note 12 Investments Accounted for Using the Equity Method

		Economic Entity		Parent Entity	
		2003	2002	2003	2002
	Note	$	$	$	$
Associated companies	13	1,719,738	29,817	-	-
Interests in joint venture entities	14	9,196	(29,817)	-	-
		1,728,934	-	-	-

Note 13 Associated Companies

Interests are held in the following associated companies

Name		Ownership Interest		Carrying Amount of Investment	
		2003	2002	2003	2002
		%	%	$	$
Unlisted:					
PT Ace Oldfields	Ord	49	49	1,689,966	-
Concrete Pumping Systems Australia P/L	Ord	25	25	-	-
Backyard Installations Pty Ltd	Ord	45	45	29,772	29,817
				1,719,738	29,817

a. **Movements during the Year in Equity Accounted Investment in Associated Companies**

Balance at beginning of the financial year	29,817	-	-	-
Add: New investments during the year	1,662,049	45	-	-
Share of associated company's profit from ordinary activities and extraordinary items after income tax	27,872	29,772	-	-
Balance at end of the financial year	1,719,738	29,817	-	-

b. **Retained Earnings Attributable to Associate**

Share of associate's profit from ordinary activities before income tax expense	27,872	29,772	-	-

Share of associate's income tax expense	-	-	-	-
Share of associate's profit from ordinary activities after income tax	27,872	29,772	-	-
Share of retained profits at beginning of the financial year	46,141	-	-	-
Adjustment to retained profits arising on adoption of equity accounting	1,187,429	-	-	-
Share of retained profits at end of the financial year	1,261,442	29,772	-	-
d. **Summarised Presentation of Aggregate Assets, Liabilities and Performance of Associates**				
Current Assets	5,342,444	97,129	-	-
Non-Current Assets	2,573,913	8,999	-	-
Total Assets	7,916,357	106,128	-	-
Current Liabilities	2,629,198	59,887	-	-
Non-Current Liabilities	1,772,090	-	-	-
Total Liabilities	4,401,288	59,887	-	-
Net Assets	3,515,069	46,241	-	-
Net profit from ordinary activities after income tax of associates	27,872	29,772	-	-

Note 14 Joint Ventures

	Economic Entity		Parent Entity	
	2003	2002	2003	2002
	$	$	$	$

b. **Interests in Joint Venture Entities**

A controlled entity Oldfields NZ Ltd has a 49% interest in the joint venture entity of Enduring Enterprises selling hardware products to the global market.

The voting power held by Oldfields Holdings Limited is 49%

	Economic Entity 2003 $	Economic Entity 2002 $	Parent Entity 2003 $	Parent Entity 2002 $
i. Retained earnings attributable to interest in joint venture:				
Balance at the beginning of the financial year	(29,817)	129,829	-	-
— share of joint venture's profit from ordinary activities after income tax	170,752	308,534	-	-
— distribution received	(110,542)	(468,180)	-	-
Balance at the end of the financial year	30,393	(29,817)	-	-
ii. Carrying amount of investment in joint venture entity:				
Balance at beginning of the financial year	(29,817)	129,829	-	-
— share of profit from ordinary activities after income tax	170,752	308,534	-	-
— additional investments made during year	-	-	-	-
— distribution received	(131,739)	(468,180)	-	-
Balance at the end of the financial year	9,196	(29,817)	-	-
iii. Share of joint venture entity's results and financial position:				
Current Assets	1,620,078	1,657,713	-	-
Non-Current Assets	-	-	-	-
Total Assets	1,620,078	1,657,713	-	-
Current Liabilities	1,610,882	1,697,113	-	-
Non-Current Liabilities	-	-	-	-
Total Liabilities	1,610,882	1,697,113	-	-
Revenues	4,543,737	4,286,237	-	-
Expenses	4,372,985	3,977,703	-	-
Profit from ordinary activities before income tax	170,752	308,534	-	-
Income tax expense	-	-	-	-
Profit from ordinary activities after income tax	170,752	308,534	-	-

Note 15 Other Financial Assets

	Note	Economic Entity 2003 $	Economic Entity 2002 $	Parent Entity 2003 $	Parent Entity 2002 $
NON-CURRENT					
Listed investments, at cost					
— shares in other corporations		1,380	1,380		
		1,380	1,380	-	-
Unlisted investments, at cost					
— shares in controlled entities	16			7,209,076	7,208,852
		-	-	7,209,076	7,208,852
		1,380	1,380	7,209,076	7,208,852

Note 16 Controlled Entities

a. **Controlled Entities**

	Country of Incorporation	Percentage Owned (%) 2003	Percentage Owned (%) 2002
Parent Entity			
Oldfields Holdings Limited			
Subsidiaries of Oldfields Holdings Limited			
Oldfields Pty Limited	Australia	100	100
Oldfields Access Pty Limited	Australia	100	100
Oldfields International Pty Limited	Australia	100	100

Oldfields Administration Pty Limited	Australia	100	100
Shed Holdings Pty Limited	Australia	100	100
Midco Pty Limited	Australia	100	100
Advantage Scaffolding Pty Limited	Australia	100	100
Advantage Contracting Pty Limited	Australia	100	100
Oldfields Paint Applications NZ Limited	NZ	100	100
Oldfields NZ Limited	NZ	100	100
Oldfields USA Inc.	USA	100	100
P.T. Ace Oldfields	Indonesia	-	49

b. **Controlled Entity Disposed of**

At the first Board meeting in 2003, the decision was taken that effective from 1st January 2003 the group will no longer consolidate PT Ace Oldfields. The decision was based on the intention of the board to pursue the most conservative accounting policies. The group shareholding remains unchanged. An operating loss of $54,288 after income tax was attributable to members of the parent entity from the deconsolidation.

c. A deed of cross-guarantee between Oldfields Holdings Limited, and its wholly owned subsidiaries was enacted during the financial year ended June 2001 and relief was obtained from preparing a financial report for Oldfields Pty Limited and Oldfields Access Pty Limited under ASIC Class Order 98/1418. Under the deed, Oldfields Holdings Limited guarantees to support the liabilities and obligations of Oldfields Pty Limited and other wholly owned entities listed above being members of the Closed Group. .

Note 17 Property Plant and Equipment

	Economic Entity		Parent Entity	
	2003	2002	2003	2002
	$	$	$	$
LAND AND BUILDINGS				
Freehold land at:				
— independent valuation - 2001	-	1,550,000	-	-
Total Land	-	1,550,000	-	-
Buildings at:				
— independent valuation - 2001	-	1,350,000	-	-
Less accumulated depreciation	-	15,058	-	-
— at cost	29,324	-	-	-
Total Buildings	29,324	1,334,942	-	-
Total Land and Buildings	29,324	2,884,942	-	-
PLANT AND EQUIPMENT				
Plant and equipment				
At cost	6,741,826	12,567,959	-	-
Accumulated depreciation	2,488,376	5,270,002	-	-
	4,253,450	7,297,957	-	-
Capitalised leased assets	514,162	745,083	-	-
Accumulated depreciation	68,851	666,471	-	-
	445,311	78,612	-	-
Total Plant and Equipment	4,698,761	7,376,569	-	-
Total Property, Plant and Equipment	4,728,085	10,261,511	-	-

a. **Movements in Carrying Amounts**

Movement in the carrying amounts for each class of property, plant and equipment between the beginning and the end of the current financial year

	Freehold Land	Buildings	Plant and Equipment	Leased Plant and Equipment	Total
	$	$	$	$	$
Economic Entity:					
Balance at the beginning of year	1,550,000	1,334,942	7,297,957	78,612	10,261,511
Additions	-	29,324	930,456	506,164	1,465,944
Disposals	(1,550,000)	(1,321,042)	(485,301)	(65,861)	(3,422,204)
Revaluation increments/(decrements)	-	-	-	-	-
Depreciation expense	-	(13,900)	(930,795)	(73,604)	(1,018,299)
Disposals of assets on adoption of equity accounting	-	-	(2,558,867)		(2,558,867)
Carrying amount at the end of year	-	29,324	**4,253,450**	445,311	4,728,085

Note 18 Deferred Tax Assets

	Economic Entity		Parent Entity	
	2003	2002	2003	2002
	$	$	$	$
Future income tax benefit	2,968,663	2,997,220	-	-
a. The future income tax benefit is made up of the following estimated tax benefits:				
— tax losses	2,168,009	2,201,622	-	-
— timing differences	800,654	795,598	-	-
	2,968,663	2,997,220	-	-

Note 19 Intangible Assets

	Economic Entity		Parent Entity	
	2003	2002	2003	2002
	$	$	$	$
Goodwill at cost	2	2	-	-
Accumulated amortisation				

	2	2	-	-
Patents, trademarks and licences at cost	3,700	-	-	-
Accumulated amortisation	-	-	-	-
	3,700	-	-	-
	3,702	2	-	-

Note 20 Other Assets

	Economic Entity 2003 $	Economic Entity 2002 $	Parent Entity 2003 $	Parent Entity 2002 $
CURRENT				
Prepayments	459,340	405,487	-	-
NON-CURRENT				
Research and development — at cost	68,279	68,279	-	-
Accumulated amortisation	13,709	6,853		
	54,570	61,426	-	-
	54,570	61,426	-	-

Note 21 Payables

	Economic Entity 2003 $	Economic Entity 2002 $	Parent Entity 2003 $	Parent Entity 2002 $
CURRENT				
Unsecured liabilities				
Trade creditors	1,720,429	3,864,650	-	-
Sundry creditors and accrued expenses	2,777,274	2,310,686	29,096	53,683
Amounts payable to:				
– wholly-owned subsidiaries	-	-	948,995	948,995
– other related parties	319,991	1,490,134	-	193,970
	4,817,694	7,665,470	978,091	1,196,648

Note 22 Interest Bearing Liabilities

	Notes	Economic Entity 2003 $	Economic Entity 2002 $	Parent Entity 2003 $	Parent Entity 2002 $
CURRENT					
Secured liabilities					
Bank overdrafts	22a, c	-	1,440,451	-	-
Bank loans	22a, d	100,000	3,559,909	-	-
Lease liability	22a, e	151,947	12,207	-	-
Hire purchase liability	22a, e	266,469	654,618	-	-
		518,416	5,667,185	-	-
NON-CURRENT					
Secured liabilities					
Bank loans	22a, d	1,400,000	1,000,000	-	-
Lease liability	22a, e	337,950	3,793	-	-
Hire purchase liability	22a, e	331,424	256,711	-	-
		2,069,374	1,260,504	-	-
a. Total current and non-current secured liabilities:					
Bank overdraft		-	1,440,451	-	-
Bank loan		1,500,000	4,559,909	-	-
Lease liability		489,897	16,000	-	-
Hire purchase liability		597,893	911,329	-	-
		2,587,790	6,927,689	-	-
b. The carrying amounts of non-current assets pledged as security are:					
First mortgage					
Freehold land and buildings		-	2,884,942	-	-
Floating charge over assets, including listed investments at market value		19,601,986	17,110,446	-	-
Total assets pledged as security		19,601,986	19,995,388	-	-

c. The bank overdrafts of the parent entity and subsidiaries are secured by floating charges over the assets of the parent entity and subsidiaries

d. The bank loan of the parent entity and subsidiaries are secured by floating charges over the assets of the parent entity and subsidiaries

e. Lease liability is secured by a charge over the leased assets. Hire purchase liability is secured by a charge over the hire purchase asset.

Note 23 Tax Liabilities

	Economic Entity 2003	Economic Entity 2002	Parent Entity 2003	Parent Entity 2002

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2003

		$	$	$	$
NON-CURRENT					
Provision for deferred income tax		458,299	-	-	-
		458,299	-	-	-

Note 24 Provisions

		Economic Entity		Parent Entity	
		2003	2002	2003	2002
	Notes	$	$	$	$
CURRENT					
Employee entitlements	24a	696,952	656,078	-	-
Dividends on Preference Shares		157,500	315,000	157,500	315,000
		854,452	971,078	157,500	315,000
NON-CURRENT					
Employee entitlements	24a	133,508	231,129	-	-
		133,508	231,129	-	-
a. Aggregate employee entitlements liability		830,460	887,207	-	-
		No.	No.	No.	No.
b. Number of employees at year-end Australia only		119	100	-	-

Note 25 Contributed Equity

		Economic Entity		Parent Entity	
		2003	2002	2003	2002
	Note	$	$	$	$
6,736,882 (2002:[6,736,882] fully paid ordinary shares	25a	4,675,550	4,675,550	4,675,550	4,675,550
3,500,000 (2002: 3,500,000) fully paid converting preference shares	25c	3,500,000	3,500,000	3,500,000	3,500,000
		8,175,550	8,175,550	8,175,550	8,175,550
a. **Ordinary shares**					
At the beginning of the reporting period		4,675,550	4,675,550	4,675,550	4,675,550
At reporting date		4,675,550	4,675,550	4,675,550	4,675,550
		No.	No.	No.	No.
At the beginning of reporting period		6,736,882	6,736,882	6,736,882	6,736,882
At reporting date		6,736,882	6,736,882	6,736,882	6,736,882

Ordinary shares participate in dividends and the proceeds on winding up of the parent entity in proportion to the number of shares held

At shareholders meetings each ordinary share is entitled to one vote when a poll is called, otherwise each shareholder has one vote on a show of hands.

	$	$	$	$
c. **Converting Preference Shares**				
At beginning of the reporting period	3,500,000	3,500,000	3,500,000	3,500,000
At reporting date	3,500,000	3,500,000	3,500,000	3,500,000
	No.	No.	No.	No.
At beginning of reporting period	3,500,000	3,500,000	3,500,000	3,500,000
At reporting date	3,500,000	3,500,000	3,500,000	3,500,000

At the Extraordinary General Meeting of Shareholders on 3rd May 2001 the rights of redemption attaching to the preference shares were cancelled. The converting preference shares are therefore no longer considered as a financial instrument but as equity.

The converting preference shares pay a dividend of 9% p.a. The holders of the converting preference shares may convert them into ordinary shares on the basis of one ordinary share per preference share, on payment of $0.10 per share. The preference shares are convertible in whole or part at any time by giving 30 day's notice in writing or they will convert wholly or the balance thereof on 1st February 2004.

d. **Options**
   i. For information relating to the Oldfields Holdings Limited executive option plan, including details of options issued, exercised and lapsed during the financial year and the options outstanding at year-end, refer to Note 32.
   ii. For information relating to share options issued to executive directors during the financial year, refer to Note 32.

e. At 30 June 2003 there were 250,000 unissued ordinary shares for which options were outstanding.

Employee share scheme

For more information relating to the Oldfields Holdings Limited Employee Share Scheme, including details of shares issued during the financial year, refer to note 32.

Note 26 Reserves

		Economic Entity		Parent Entity	
	Note	2003	2002	2003	2002
		$	$	$	$
Capital profits	26a	1,228,445	1,228,445	-	-
Asset revaluation	26b	-	610,462	-	901,620
Asset realisation	26c	740,885	190,885	901,620	-
Foreign currency translation	26d	(996,625)	(167,034)	-	-
		972,705	1,862,758	901,620	901,620
a. **Capital Profits Reserve**					
Movements during the year					
Opening balance		1,228,445	1,228,445	-	-

	Capital profit on sale of investments transferred from retained profits				
	Closing balance	1,228,445	1,228,445	-	-
	The capital profits reserve records non-taxable profits on sale of investments				
b.	**Asset Revaluation Reserve**				
	Movements during the year				
	Opening balance	610,462	544,982	901,620	901,620
	Revaluation increment on freehold land and buildings	-	550,000	-	-
	Plant and equipment previously revalued, written back	(610,462)	(293,635)	-	-
	Transfer prior year revaluation increment to asset realisation reserve being increment realised on sale of freehold property	-	(190,885)	(901,620)	-
	Closing balance	-	610,462	-	901,620
	The asset revaluation reserve records revaluations of non-current assets				
c.	**Asset Realisation Reserve**				
	Movements during the year				
	Opening balance	190,885	-	-	-
	Realised increment on freehold property sold during the year transferred from asset revaluation reserve	550,000	190,885	-	-
	Realised increment on freehold property sold in previous years transferred to asset revaluation reserve	-	-	901,620	-
	Closing balance	740,885	190,885	901,620	-
	The asset realisation reserve records realised gains on sale of non-current assets				
d.	**Foreign Currency Translation Reserve**				
	Movements during the year				
	Opening balance	(167,034)	(108,893)	-	-
	Adjustment arising from the translation of foreign controlled entities' financial statements	(829,591)	(58,141)	-	-
	Closing balance	(996,625)	(167,034)	-	-
	The foreign currency translation reserve records exchange differences arising on translation of a foreign controlled subsidiary				

Note 27 Retained Profits

		Economic Entity		Parent Entity	
		2003	2002	2003	2002
	Note	$	$	$	$
Retained profits at the beginning of the financial year		1,582	4,619,557	1,033,105	1,352,569
Net profit/(loss) attributable to the members of the parent entity		1,788,793	(4,302,975)	-	(4,464)
Adjustment to retained earnings on adoption of equity accounting		126,617	-	-	-
Dividends provided for or paid	7	(315,000)	(315,000)	(315,000)	(315,000)
Retained profits at the end of the financial year		1,601,992	1,582	718,105	1,033,105

Note 28 Outside Equity Interests in Controlled Entities

	Economic Entity		Parent Entity	
	2003	2002	2003	2002
	$	$	$	$
Outside equity interest comprises:				
Share capital	-	768,884	-	-
Retained profits	-	1,136,411	-	-
	-	1,905,295	-	-

Note 29 Capital and Leasing Commitments

		Economic Entity		Parent Entity	
		2003	2002	2003	2002
	Note	$	$	$	$
a. **Finance Lease and Hire Purchase Commitments**					
Payable					
— not later than 1 year		448,860	567,586	-	-
— later than 1 year but not later than 5 years		782,130	359,743	-	-
Minimum lease payments		1,230,990	927,329	-	-
Less future finance charges		143,200		-	-
Total Lease Liability	22	1,087,790	927,329	-	-

Note 30 Segment Reporting

Primary Reporting - Business Segments

	Manufacturing	Wholesale	Hire	Other	Eliminations	Economic Entity
	2003	2003	2003	2003	2003	2003
	$	$	$	$	$	$
REVENUE						

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2003

External Sales	6,494,618	16,909,362	7,513,826	-	-	30,917,806
Other segments	95,848	5,584,925	93,385	-	-	5,774,158
Total sales revenue	6,590,466	22,494,287	7,607,211	-	-	36,691,964
Share of net profits of equity accounted associates and joint venture entities	-	-	-	-	-	-
Total segment revenue	6,590,466	22,494,287	7,607,211	-	-	36,691,964
Unallocated revenue						
Total Revenue from ordinary activities						36,691,964
RESULT						
Segment result	57,133	1,516,320	453,829	-	-	2,027,282
Share of net profits of equity accounted associates and joint venture entities						198,624
Unallocated expenses net of unallocated revenue						-
Profit from ordinary activities before income tax expense						2,225,906
Income Tax Expense						(407,975)
Profit from ordinary activities after income tax expense						1,817,931
Net profit						1,817,931
ASSETS						
Segment assets	1,689,970	12,305,707	5,606,313	-	-	19,601,990
Total assets						19,601,990
LIABILITIES						
Segment liabilities	-	3,617,983	5,233,760			8,851,743
Total liabilities						8,851,743
OTHER						
Investments accounted for using the equity method	1,689,966	38,968				1,728,934
Acquisitions of non-current segment assets	223,479	316,098	79,524			619,101
Depreciation and amortisation of segment assets	213,620	487,529	324,004			1,025,153
Other non-cash segment expenses	-	(32,471)	40,000			7,529

	Manufacturing 2002 $	Wholesale 2002 $	Hire 2002 $	Other 2002 $	Eliminations 2002 $	Economic Entity 2002 $
Primary Reporting - Business Segments						
REVENUE						
External Sales	10,340,341	20,187,288	6,584,304	-		37,111,933
Other segments	-	317,606	-	-	(317,606)	-
Total sales revenue	10,340,341	20,504,894	6,584,304	-	(317,606)	37,111,933
Share of net profits of equity accounted associates and joint venture entities						365,242
Total segment revenue	10,340,341	20,504,894	6,584,304	-	(317,606)	37,477,175
Unallocated revenue						6,556,449
Total Revenue from ordinary activities						44,033,624
RESULT						
Segment result	(908,419)	(3,151,618)	(2,547,283)	-	-	(6,607,320)
Unallocated expenses net of unallocated revenue						(193,745)
Profit from ordinary activities before income tax expense						(6,801,065)
Income Tax Expense						-
Profit from ordinary activities after income tax expense						(6,801,065)
Net profit						(6,801,065)
ASSETS						
Segment assets	8,526,498	16,032,594	3,181,459	-	-	27,740,551
Unallocated assets						-
Total assets						27,740,551
LIABILITIES						
Segment liabilities	3,916,647	7,214,161	4,664,558	-	-	15,795,366
Unallocated liabilities						-
Total liabilities						15,795,366
OTHER						
Investments accounted for using the equity method	(29,772)	29,772	-	-	-	-
Acquisitions of non-current segment assets	71,745	56,318	-	-	-	128,063

Depreciation and amortisation of segment assets	574,880	1,030,781	619,839	-	-	2,225,500
Other non-cash segment expenses	-	572,392	1,993,100	-	-	2,565,492

Secondary reporting — Geographical segments

	Segment Revenues from External		Carrying Amount of Segment		Acquisitions of Non-current	
	2003	2002	2003	2002	2003	2002
	$	$	$	$	$	$
Geographical location:						
Australia	30,070,747	31,614,437	16,029,951	16,032,596	395,622	56,318
New Zealand	30,751	1,633,937	1,872,873	3,181,459	-	-
South East Asia	6,590,466	10,420,452	1,699,162	8,526,494	223,479	71,745
	36,691,964	43,668,826	19,601,986	27,740,549	619,101	128,063

Accounting Policies

Segment revenues and expenses are those directly attributable to the segments and include any joint revenue and expenses where a reasonable basis of allocation exists.

Segment assets include all assets used by a segment and consist principally of cash, receivables, inventories, intangibles and property, plant and equipment, net of allowances and accumulated depreciation and amortisation. While most such assets can be directly attributed to individual segments, the carrying amount of certain assets used jointly by two or more segments is allocated to the segments on a reasonable basis. Segment liabilities consist principally of accounts payable, employee entitlements, accrued expenses, provisions and borrowings. Segment assets and liabilities do not include deferred income taxes.

Intersegment Transfers

Segment revenues, expenses and result include transfers between segments. The prices charged on intersegment transactions are the same as those charged for similar goods to parties outside of the economic entity at an arm's length. These transfers are eliminated on consolidation.

Business and Geographical Segments

Business Segments

The economic entity has the following three business segments:

— Manufacturing division manufactures paint application products used in the building and general hardware business.
— Wholesale division which sells paint application products, painters' tools and associated products to the hardware and paint industry.
— Hire division manufactures scaffolding equipment for both sale and hire to the building industry in NSW, Victoria & Queensland.

Geographical Segments

— The economic entity's business segments are located in Australia, with the manufacturing of paint application products located principally in Indonesia.

Note 31 Cash Flow Information

	Economic Entity		Parent Entity	
	2003	2002	2003	2002
	$	$	$	$
a. Reconciliation of Cash Flow from Operations with Profit/(Loss) from ordinary activities after Income Tax				
Profit/(loss) from ordinary activities after income tax	1,817,931	(4,748,095)	-	(4,462)
Cash flows excluded from profit/(loss) from ordinary activities attributable to operating activities				
Non-cash flows in profit/(loss) from ordinary activities				
Amortisation	6,854	6,853	-	-
Depreciation	1,018,299	2,218,647	-	18,111
Net gain on disposal of property, plant and equipment	(1,833,493)	259,000	-	36,650
Net loss on disposal of controlled entity	90,480	-	-	-
Write-downs to recoverable amount	-	2,061,283	-	-
Share of associated companies net profit/(loss) after income tax and dividends	(27,872)	(29,772)	-	-
Share of joint venture entity net profit/(loss) after income tax and dividends	(170,752)	395,014	-	-
Changes in assets and liabilities, net of the effects of purchase and disposal of subsidiaries				
(Increase)/decrease in trade and term debtors	(793,770)	1,757,430	691,209	(79,972)
(Increase)/decrease in non-current assets	3,836,207	9,822,539	(224)	203,528
(Increase)/decrease in prepayments	(53,852)	(90,630)	-	14,153
(Increase)/decrease in inventories	4,428,792	2,591,512	-	-
(Increase)/decrease in trade creditors and accruals	(12,134,622)	(8,114,757)	(572,333)	(818,484)
Movement in deferred taxes payable	458,297	(2,058,758)	-	4,461
Increase in provisions	(214,247)	(262,306)	(157,500)	143,536
Cash flows from operations	(3,571,748)	3,807,960	(38,848)	(482,479)
e. Credit Standby Arrangements with Banks				
Credit facility	3,000,000	4,667,000	-	-
Amount utilised	(1,500,000)	(3,790,451)	-	-
Unused credit facility	1,500,000	876,549	-	-

The major facilities are summarised as follows:

Banking Overdrafts

Bank overdraft facilities are arranged with Westpac Banking Corporation with the general terms and conditions being set and agreed to annually

Interest rates are variable and subject to adjustment

Commercial Bill Facility

$1,500,000 ten-year variable interest rate facility provided by Westpac Banking Corporation. Reducing by $50,000 per quarter commencing 31/03/2004

Note 32 Employee Benefits

Employee Share Scheme

i. An employee share scheme was established in 1994 where employees were given the opportunity to acquire up to 500 fully paid ordinary shares in Oldfields Holdings Limited. Employee loans were made available to fund the purchase of the shares. Shares were issued in 1998 at a 10% discount from the market price at the time of the offer. Total amounts of loans receivable in respect of employee share purchases is $nil (2002 $nil).

ii. At the Shareholders General Meeting held on 8th February 1999 approval was given for the directors to maintain an executive option scheme which provides for senior executives to acquire ordinary shares in Oldfields Holdings Limited. The option scheme was amended at the Shareholders General Meeting held on 29th July 2003. The options are valid for a period of three years from the date of issue. Loans are available to executives to fund 90% of the purchase price of fully paid shares. Payment in full is due if employment terminates for any reason. The company must not make offers under the scheme when the number of shares to be received on exercise of the options when added to the number of shares or options to acquire shares under all other employee share or option schemes of the company would exceed 5%.

The closing share market price of an ordinary share of Oldfields Holdings Limited on the Australian Stock Exchange at 30 June 2003 was $0.86 (30 June 2002:$0.50).

	Consolidated 2003 No.	Consolidated 2002 No.	Parent Entity 2003 No.	Parent Entity 2002 No.
a. **Movement in the number of share options held by employees are as follows:**				
Opening balance	375,000	375,000	375,000	375,000
Granted during the year	-	-	-	-
Exercised during the year	-	-	-	-
Lapsed during the year	(125,000)	-	(125,000)	-
Closing Balance	250,000	375,000	250,000	375,000
	$	$	$	$

c. **Details of share options outstanding as at end of year:**

Grant Date	Expiry and Exercise Date	Exercise Price	Consolidated 2003 No.	Consolidated 2002 No.	Parent Entity 2003 No.	Parent Entity 2002 No.
8/02/99	8/02/03	$1.40	-	125,000	-	125,000
3/05/01	31/12/03	$1.40	250,000	250,000	250,000	250,000
			250,000	375,000	250,000	375,000

Superannuation Commitments

The economic entity operates superannuation funds for various categories of employees.

All funds are administered externally and provide benefits for death, disability and retirement.

All benefits are provided on an accumulation of contributions basis and accordingly no actuarial assessment is required. The economic entity has an obligation to make contributions as specfied by the fund and these contributions are legally enforceable.

The assets of the funds are sufficient to satisfy the benefits which would have been required in the event of termination of the funds and voluntary or compulsory termination of the employees' services.

Note 33 Events subsequent to Reporting Date

A wholly owned subsidiary, Shed Holdings Pty Limited, entered into a contract to purchase two factory units at 88 Batt Street Penrith. The purchase price was $340,000 and settlement took place on 11 August 2003.

At the Board meeting held on 9 September 2003 the Board approved the granting of 142,000 options to a number of non-director executives at a exercise price of $1.20 as recommended by the Managing Director under the terms of the Executive Option Scheme that was amended and approved at the shareholders general meeting held on 29 July 2003. The Board also decided to suspend the current Dividend Re-investment Plan.

Except for the above, no other matters or circumstances have arisen since the end of the financial year which significantly affected or may have a significant affect on the operations of the economic entity, the results of those operations, or the stateof affairs of the economic entity in future financial years.

Note 34 Related Party Transactions

	Economic Entity 2003 $	Economic Entity 2002 $	Parent Entity 2003 $	Parent Entity 2002 $
Transactions between related parties are on normal commercial terms and conditions no more favourable than those available to other parties unless otherwise stated.				
Transactions with related parties:				
(i) Associated Companies				
Purchases made from PT Ace Oldfields comprising paint rollers and brushes at normal commercial terms and conditions.	3,443,191	3,359,522	-	-
Sales made to Backyard Installations comprising sheds and shed components at normal commercial terms and conditions.	430,771	134,985	-	-
Loans outstanding under normal commercial terms and conditions to Concrete Pumping Systems Australia Pty Limited.	285,399	308,085	-	-
(ii) Director-related Entities				
Sales made to Amazing Paint Discounts retail stores at normal commercial terms and conditions. Amazing Paint Discounts shareholders include John Westwood, Chris Hext, Anthony Mankarios and James Toland	499,198	670,055		

Balance payable to Amazing Paint Discounts at the end of the financial year	-	161,955	-	-
Trade receivable due from Amazing Paint Discounts at the end of the financial year	21,893	-	-	-
Rent paid to 8 Farrow Road Pty Limited an entity owned by John Westwood	150,600	-	-	-
Interest paid to Aymtold Administration Pty Limited at normal commercial terms and conditions an entity controlled by John Westwood, Chris Hext, James Toland and Anthony Mankarios. The loan was fully repaid at 30 June 2003.	239,942	-	-	-
The sale and lease back of No 8 Farrow Road to Farrow Road Pty Limited was settled in accordance with the resolution passed at the extraordinary general meeting held on 12 June 2002.	-	2,850,000	-	-

(iii) Directors

Directors of entities within the economic entity are able, with all staff members, to purchase goods produced by the economic entity at discounted prices

(iv) Share Transactions of Directors

Directors and director-related entities hold directly, indirectly or beneficially as at the reporting date the following equity interests in members of the economic entity:

Oldfields Holdings Limited		
— ordinary shares	1,140,687	3,208,390
— preference shares	2,848,300	2,848,300
— options over ordinary shares	250,000	250,000

Note 35 Financial Instruments

DIRECTORS' DECLARATION

The directors of the company declare that:

1. The financial statements and notes, as set out on pages 7 to 26, are in accordance with the Corporations Act 2001:
   a. comply with Accounting Standards and the Corporations Regulations 2001; and
   b. give a true and fair view of the financial position as at 30 June 2003 and of the performance for the year ended on that date of the company and economic entity.
2. In the directors' opinion there are reasonable grounds to believe that the company will be able to pay its debts as and when they become due and payable.

The company and wholly-owned subsidiaries, have entered into a deed of cross guarantee under which the company and its subsidiaries guarantee the debts of each other.

At the date of this declaration, there are reasonable grounds to believe that the companies which are party to this deed of cross guarantee will be able to meet any obligations or liabilities to which they are, or may become subject to, by virtue of the deed.

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

Chairman ______________________________
J. R. WESTWOOD

Director ______________________________
C.C. Hext

Dated this 30 th day of September 2003

OLDFIELDS HOLDINGS LIMITED
ABN 92 000 307 988
AND CONTROLLED ENTITIES
INDEPENDENT AUDIT REPORT
TO THE MEMBERS OF
OLDFIELDS HOLDINGS LIMITED

Scope

We have audited the financial report of Oldfields Holdings Limited and controlled entities for the financial year ended 30 June 2003 comprising the Directors' Declaration, Statement of Financial Performance, Statement of Financial Position, Statement of Cashflows and Notes to the Financial Statements.

The financial report includes the consolidated financial statements of the consolidated entity comprising the company and the entities it controlled at the year end or from time to time during the financial year. The company's directors are responsible for the financial report. We have conducted an independent audit of this financial report in order to express an opinion on it to the members of the company.

Our audit has been conducted in accordance with Australian Auditing Standards to provide reasonable assurance whether the financial report is free of material misstatement. Our procedures included examination, on a test basis, of evidence supporting the amounts and other disclosures in the financial report, and the evaluation of accounting policies and significant accounting estimates. These procedures have been undertaken to form an opinion whether, in all material respects, the financial report is presented fairly in accordance with Accounting Standards and other mandatory professional reporting requirements in Australia and statutory requirements so as to present a view which is consistent with our understanding of the company's financial position, and performance as represented by the results of their operations and their cash flows.

The audit opinion expressed in this report has been formed on the above basis.

Audit Opinion

In our opinion, the financial report of Oldfields Holdings Limited is in accordance with:

(a) The Corporations Act 2001, including:

i. Giving a true and fair view of the company's and consolidated entity's financial position as at 30 June 2003 and of their performance for the year ended on that date; and
ii. Complying with Accounting Standards in Australia and the Corporations Regulations 2001; and

(b) Other mandatory professional reporting requirements in Australia.

Hall Chadwick
Level 29, St Martins Tower
31 Market Street, SYDNEY NSW 2001

Drew Townsend
Partner

Dated: 30 September 2003

Sydney

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Partners
Robert Elliott
Robert Brassil
Geoffrey McDonald
Drew Townsend
David Kenney
Richard Albarran
Gino Malacco
Paul Leroy

Associate
Steven Gladman

Other firms in:
Melbourne
Brisbane
Perth
Adelaide
Cairns

National Association
Hall Chadwick

International Association
AGN International

Association of
Independent Firms

OLDFIELDS HOLDINGS LIMITED AND CONTROLLED ENTITIES
A.B.N. 92 000 307 988

CORPORATE GOVERNANCE STATEMENT

Board Responsibilities

The Board of Directors is accountable to shareholders for the performance of the company. The Board sets the company's strategic direction and delegates responsibility for the management of the company to the Managing Director.

The Board strives to create shareholder value and to achieve this objective the functions include:
* Approving major strategies, budgets, plans and policies
* Assessing performance against strategies to monitor both the suitability of those stategies and the performance of management.
* Monitoring of operations and financial performance and legal responsibilities.
* Overseeing the management of business risks, environmental issues and occupational health & safety.
* Appointment of the Managing Director.
* Review of senior management performance and succession planning.

Board Composition

In accordance with the constitution of the company, the number of directors is restricted to not less than three and no more than twelve unless the company in general meeting determines otherwise. The Board consists of three non-exective directors and three executive directors including the Managing Director and the Finance Director. The composition of the Board is monitored to ensure that the Board has an appropriate mix of experience, qualifications and expertise. Profiles of the directors are set out on page 6 of this report.

The position of Chairman is held by a non-executive director. All directors are subject to re-election by rotation at least every three years. Any director attaining the age of 72 years or over must retire every year and be subject to the re-election process at the annual general meeting.

The Board has adopted the following principles:

* The Chairman of the Board should be a non-executive director.
* The Board should not comprise a majority of executive directors.
* The Board should comprise persons with a broad range of skills and experience appropriate to the needs of the Oldfields Group. The composition of the Board is monitored to ensure that the Board has the appropriate mix of skills and experience.

Committees

To increase its effectiveness, the Board has established two committees. Each committee has a charter approved by the Board.

The Audit Committee is made up of two non-executive directors who are scheduled to meet at least twice a year. The committee members comprise : Mr T.D.J. Love and Mr J. W. Toland. The external auditors, the managing director and such members of management as deemed appropriate are invited to be present at the meetings.

The role of the committee is to undertake the following tasks and where appropriate make recommendations to the Board :

* Monitor all aspects of the external audit, the adequacy of accounting procedures, systems, controls and financial reporting.
* The review of the annual audit strategy with the external auditors.
* The review of the half yearly and annual financial statements and Australian Stock Exchange releases.
* Monitor changes in and compliance with relevant Corporations Act, Accountancy Standards, Listing rules and other Statutory requirements.
* Evaluate the performance of External Auditors.

The Remuneration Committee comprises of the chairman, one non-executive director and the managing director. The committee meets at least twice a year.
The committee members comprise: Mr J. R. Westwood, Mr J.W. Toland and Mr A. Mankarios.
The committee reports to the board on remuneration practices after seeking professional advice.

Directors' fees are only payable to non-executive directors and are within the limits set by the company in the General Meeting.

Share Trading

The Board has adopted a share trading policy. All trading in company securities by directors and senior company personnel is advised to the Chairman or the Company Secretary. Trading by directors and employees who have access to confidential information can only occur in a eight week period after the announcement of interim and annual results or any other material announcement.

The Board recognises it is the individual responsibility of each Director and officer to ensure compliance with the spirit of the letter of insider trading law and that notification to the Board in no way implies Board approval to the transaction.

Access to Independent Advice

Subject to the Chairman's approval, Board Committees and individual directors may seek independent professional advice at Oldfields expense in order to properly perform their duties.

Ethical Compliance

The Board seeks to maintain high standards of integrity and is committed to ensuring its affairs are conducted in accordance with the highest standards of ethical behaviour.

The Board's policy requires employees to comply with the spirit as well as the letter of all laws and other statutory requirements. Specific actions are taken to ensure employees understand and comply with their obligations in such areas as trade practices, occupational health and safety and environmental protection.

Risk Management

The Board has adopted appropriate policies and procedures in areas such as occupational health and safety, discrimination, fair trading, product liability and environmental management, and approval of significant capital and revenue expenditure.

OLDFIELDS HOLDINGS LIMITED
AND CONTROLLED ENTITIES
A.B.N. 92 000 307 988

ASX ADDITIONAL INFORMATION

Additional information required by the Australian Stock Exchange Ltd. and not shown elsewhere in this report is as follows.
1. Ordinary Shares
The information is made up to 30 August 2003
(a) Statement of shareholding

	Holding range	Names of 20 largest shareholders in each class of share	No. of holders	Ordinary Shares Fully paid No. of shares held	% held
	100,001 or more	Coogarah Investments Pty Ltd		1,069,500	15.88
		Thomas Daniel John Love		887,557	13.17
#		Divpass Pty Ltd		563,000	8.36
		Milton Corporation Ltd		363,900	5.20
		D H & H B Oldfield		262,000	3.89
		Estate of the Late Brian H Oldfield		252,000	3.74
		Fairco Pacific Investments Pty Ltd		249,000	3.70
		Sanquhar Investments Pty Ltd		204,840	3.04
		Kenneth P Walkerden		147,500	2.19
		Peter James Hayman		125,541	1.86
#		Marilyn Anne Hext		122,712	1.82
		Robert L Denison		120,000	1.78
		Eileen Booth		113,400	1.68
			13	4,480,950	66.31
	10,001 - 100,000	Hylec Controls Pty Ltd		82,000	1.22
		Primdonn Nominees Pty Ltd		80,000	1.19
		Lesley M Peardon		72,522	1.08
		Mary E J Denison		70,000	1.04
		Christine Bernier		71,280	1.06
#		Wingroad Pty Limited		68,782	1.02
#		Starball Pty Limited		64,853	0.96
			7	509,437	7.56
			20	4,990,387	73.87

A group of investors associated with the Amazing Paint Discounts Pty Limited have a combined shareholding of 819,347 shares which represents a holding of 12.16%.

ASX ADDITIONAL INFORMATION (con't)

(b) Voting rights
On a show of hands every person present in one or more of the following capacities namely that of a member or the proxy attorney or representative of a member, shall have one vote.
On a poll every member present in person or by proxy attorney or representative shall have one vote for every ordinary share held.

(c) Distribution of shareholdings:	No. Holders	Units Held	%
1 to 1,000	89	50,857	0.75
1,001 to 5,000	118	336,847	5.00
5,001 to 10,000	41	311,490	4.62
10,001 to 100,000	56	1,645,854	24.43
100,001 to 9,999,999	14	4,391,834	65.19
	318	6,736,882	100.00

2. Convertible Preference Shares
(a) Statement of shareholding

UFBA Pty Ltd	763,300
Wingroad Pty Ltd	763,300
Lymgrange Pty Ltd	508,100
Starball Pty Ltd	453,500
Carryoak Pty Ltd	418,000
Barrojest Pty Ltd	360,100
Gregory James Hext	136,900
Christopher Zournazidis	96,800
	3,500,000

(b) Voting rights
The shares have one vote for each preference share held, but only:
(i) during a period in which a dividend in respect of those shares is in arrears;
(ii) during the winding up of the company;
(iii) on a proposal to wind up the company, reduce the company's share capital, effect the rights attaching to the preference shares or for the disposal of the whole of the company's undertaking: or
(iv) to approve the terms of a buyback agreement.

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared to assist Shareholders in considering the resolutions set out in the Notice. It is part of, and should be read in conjunction with, the Notice.

1. Items 2 and 3 – Re-election of Messrs Hugh B Oldfield and James W Toland

1.1 Rule 6.1(f)(i) of the Company's Constitution and Listing Rule 14.4 require ⅓ (or the nearest number) of the Directors (excluding Directors appointed by board of Directors and the Managing Director) to retire at the annual general meeting of the Company. Any Director who retires in accordance with Rule 6.1(f)(i) and Listing Rule 14.4 is eligible for re-election at the annual general meeting.

1.2 Mr Hugh B Oldfield and Mr James W Toland retire in accordance with Rule 6.1(f)(i) of the Constitution and Listing Rule 14.4 and offer themselves for re-election. Biographical details, including competencies and qualifications of Mr Oldfield and Mr Toland and the term of their office are included in the Annual Report.

2. Item 4 – Re-election of Mr Thomas D J Love

2.1 Section 201C(3) of the Corporations Act provides that the office of a director of a public Company becomes vacant at the conclusion of the annual general meeting occurring next after the director attains 72 years of age. The director may be re-appointed by a special resolution of shareholders until the conclusion of the company's next annual general meeting under section 201C(8).

2.2 Mr Love, who recently turned 72 and at the date of the Meeting will be 72 years of age, will vacate his office at the annual general meeting and offer himself for re-election. Biographical details, including competencies and qualifications of Mr Love and the term of his office are included in the Annual Report.

3. Items 5, 6 and 7 – Approval of Issue of Options to Messrs Anthony Mankarios, Hugh Oldfield and Christopher Hext

3.1 Shareholder approval is sought for the grant of 250,000 Options to the Managing Director of the Company, Mr Anthony Mankarios, the grant of 50,000 Options to Mr Hugh B Oldfield, an Executive Director of the Company and the grant of 50,000 Options to Mr Christopher C Hext, an Executive Director and Secretary of the Company. Shareholder approval is required under ASX Listing Rule 10.11 because Messrs Mankarios, Oldfield and Hext are directors of the Company.

3.2 Messrs Mankarios, Oldfield and Hext are entitled to be issued the Options in accordance with their terms and conditions of employment with the Company. The non-executive Directors also consider the Options are an incentive for the Executive Directors to continue to improve the Company's performance.

3.3 The non-executive Directors are of the view that the overall remuneration of Mr Mankarios, Mr Oldfield and Mr Hext, including the proposed grant of Options, is reasonable having regard to the circumstances of the Company, the duties and responsibilities of Mr Mankarios, Mr Oldfield and Mr Hext and market levels of remuneration for managing directors, executive directors and company secretaries of similar sized companies.

3.4 The details of all remuneration paid to Messrs Mankarios, Oldfield and Hext and the securities in the Company held by them at the date of this Notice are set out in the Company's Annual Report, which accompanies this Notice.

3.5 The Executive Directors must pay $1.20 per Option on the exercise of their Options. The Options will, however, be issued for nil consideration and no funds will be raised from the issue of the Options. If the Options are exercised, the funds raised will be used for working capital purposes.

3.6 Since the end of the Company's last financial year, 30 June 2002, the Company's Share price reached a low of 50 cents and a high of 90 cents. The closing Share price on ASX on the date immediately before the date of this Notice was [insert closing price on 29 September].

3.7 Applying the Black Scholes valuation model, the value of the Options at the date of this Notice is nil.

3.8 If the resolutions in items 5, 6 and 7 are passed, the Options will be issued to Messrs Mankarios, Oldfield and Hext within 30 days after the date of the Meeting and approval will not be required under Listing Rule 7.1 to exempt the Options from counting towards the 15% of the issued capital of the Company that can be issued in any 12 month period without shareholder approval.

3.9 At the date of this Notice the Company has on issue 6,736,882 ordinary shares, 3,500,000 preference shares which will convert into ordinary shares in February 2004 and 250,000 options with an exercise price of $1.40 and an expiry date of 31 December 2003. Assuming the preference shares convert, the options already on issue are not exercised and the Company does not issue any further securities, the exercise of the Options proposed to be issued to Messrs Mankarios, Oldfield and Hext will dilute each Shareholders' holding of Shares by approximately 3.31%.

3.10 The terms of the Options are set out below in clause 4.

4. Terms of Options

(1) Method of exercise

An Option may be exercised within 3 years from the date of issue of the Option by the Option Holder lodging an exercise notice with the Company.

(2) **Exercise Price**

The Options will have an exercise price of $1.20 each.

(3) **Lapse of Options**

Unless the Directors in their absolute discretion resolve otherwise, the Options held by an Option Holder lapse on and may not be exercised after the date that the employment of the Option Holder by the Company or a Related Body Corporate of the Company ceases for any reason.

(4) **Issue of Shares**

The Company will, within 14 days of receipt of an exercise notice in accordance with these terms, allot 1 Share for each Option exercised under the exercise notice.

(5) **Adjustment**

The number of Shares which may be acquired on the exercise of an Option, may at the discretion of the Directors and applicable Listing Rules be determined to be such number and/or price as is appropriate following upon any variation in the Share capital of the Company arising from:

(a) a reduction, subdivision or consolidation of share capital;

(b) a reorganisation of share capital;

(c) a distribution of assets in specie;

(d) the payment of a dividend, otherwise than in the ordinary course, of an amount substantially in excess of the Company's normal distribution policy;

(e) any issue of shares or other equity securities or instruments which convert into Shares by way of capitalisation of profits or reserves; or

(f) any issue of rights to subscribe for additional Shares,

while the Option remains unexercised.

Following any adjustment being made pursuant to this paragraph 5, the Directors must notify each Option Holder in writing informing them of the number of Shares to be issued on the exercise of the Option.

(6) **Reconstruction**

Subject to paragraph 5, if the Company, while an Option remains unexercised, reconstructs its issued capital, the number or nominal value of Options to which the Holder is entitled will be reconstructed in the same proportion as the issued capital of the Company is reconstructed (subject to the same provisions with respect to rounding of entitlements as sanctioned by the meeting of Shareholders approving the reconstruction of capital) but in all other respects the terms for the exercise of Options shall remain unchanged.

(7) **Change to comply with Listing Rules**

The terms of the Options are subject to the Listing Rules applying to a reorganisation of capital and the rights of the Option Holders will be changed to the extent necessary to comply with the Listing Rules applying to a reorganisation of capital at the time of reorganisation.

(8) **Rights attaching to Shares issued on an exercise of Options**

Shares issued pursuant to the exercise of an Option rank pari passu in all respects with all ordinary shares of the Company.

(9) **Listing of Shares**

The Company must use its best endeavours to have Shares issued pursuant to the exercise of an Option listed on ASX.

(10) **Interest in Shares**

An Option Holder has no interest in the Shares the subject of the Options, until those Options are exercised in accordance with these rules and Shares allotted to the Option Holder pursuant to that exercise.

(11) **Transfer of Options**

Subject to paragraph 5(12) below, an Option Holder may not transfer any right or title to or interest in Options held by them.

(12) **Death or mental health**

A legal personal representative of an Option Holder who has died or whose estate is liable to be dealt with under laws relating to mental health is entitled to be registered as the holder of the Options held by the first mentioned Option Holder after production to the Directors of such documents or other evidence as the Directors may reasonably require to establish entitlement.

(13) **Quotation**

The Options will not be quoted on any financial market.

GLOSSARY

In this Notice and Explanatory Memorandum:

"**Annual Report**" means the financial report of the Company and of the economic entity for the year ended 30 June 2003 and the reports by Directors and auditors thereon which accompany this Notice;

"**ASX**" means Australian Stock Exchange Limited ACN 008 624 691;

"**Company**" and "**Oldfields**" means Oldfields Holdings Limited ACN 000 307 988;

"**Corporations Act**" means *Corporations Act* 2001 (Cth);

"**Directors**" means the directors of Oldfields;

"**Executive Director**" means an executive director of Oldfields;

"**Explanatory Memorandum**" means the explanatory memorandum which accompanies, and is incorporated as part of, this Notice;

"**Annual General Meeting**" and "**Meeting**" means the annual general meeting of the members of the Company convened by this Notice;

"**Glossary**" means this glossary;

"**Listing Rules**" means the listing rules of ASX;

"**Notice**" means this Notice of Annual General Meeting;

"**Options**" means options to subscribe for Shares, the terms of which are summarised in clause 4 of Section 2 of this Notice;

"**Option Holder**" and "**Holder**" means the holder of an Option from time to time;

"**Related Body Corporate**" has the meaning given in section 9 of the Corporations Act;

"**Shareholders**" means the holders of Shares from time to time; and

"**Shares**" means fully paid ordinary shares in the capital of the Company.