

31 August 2012

The Company Announcements Office  
Australian Stock Exchange Limited  
Level 4, 20 Bridge Street  
SYDNEY NSW 2000

**Wentworth Holdings Limited – Financial Year Highlights and Appendix 4E**

**HIGHLIGHTS**

- Wentworth achieves (unaudited) EBITDA of \$5.453 million for the year ended 30 June 2012 including \$4.661 million profit from divesting main undertaking.
- Wentworth strong balance sheet at 30 June 2012:
  - Current assets include \$13.937 million cash.
  - No debt.
  - Net tangible asset of \$14.953 million or 6.68 cents per share.
- On 6 August 2012, Wentworth shareholders approved that Wentworth change its main undertaking to that of an Investment Company.

**FY12 results and financial position**

	<b>2012</b>	<b>2011</b>
	<b>\$'000</b>	<b>\$'000</b>
Operating EBITDA (excluding impairment)	5,453	3,313
Normalised EBITDA (excluding impairment)	923	2,755
Net profit after income tax	2,822	476

Wentworth today announced its consolidated results for the year ended 30 June 2012. Full details of the results are available in the Appendix 4E Preliminary Final Report, lodged with the Australian Stock Exchange today.

As previously announced, following a strategic review of the business and the subsequent discreet marketing of the business and individual for sale, Wentworth concluded (subject to shareholder approval), that an offer made by interests associated with Mr Charles Tarbey (former Executive Director), was the most attractive in terms of value and risk and was in the best interests of shareholders.

The key aspects to the offer were:

- Sale price of \$18.704 million for the acquisition of certain Wentworth controlled entities that held all rent roll assets and selected other assets and liabilities. \$16.862 million was to be paid on completion with a further, up to \$1.842 million deferred consideration, within 12 months.
- Assumption of all employees and associated liabilities and premises by the purchaser.
- No retention period on rent rolls assets sold.
- Wentworth repaid Macquarie Bank debt (circa \$3.690 million).

This transaction was approved by shareholders on 15 December 2011 and completed 23 December 2011. The divestment resulted in a \$4.661 million profit.

At 30 June 2012, Mr Tarbey had settled \$1.192 million deferred consideration.

Net tangible assets at 30 June 2012 were \$14.953 million (6.68 cents per share) including \$13.937 million cash. Total liabilities at 30 June 2012 were \$0.168 million. There was no other debt at 30 June 2012.

Wentworth continued an on market share buy back programme, acquiring 2.785 million shares during the year ended 30 June 2012 (cost: \$0.161 million) representing over 1% of the company's issued capital.

### **Business strategy outlook**

Following completion of the rent roll divestment transaction, the company has sought out a new undertaking. This process has involved meeting with approximately 50 potential investees/contacts to source investments.

In the course of this activity, against a background of continuing economic uncertainty, it became apparent:

- There were limited quality businesses suitable for Wentworth.
- Quality businesses considered by Wentworth were typically at above market valuations and therefore deemed too expensive, particularly given the economic outlook.
- There were and are opportunities to invest in entities (both listed and unlisted) at attractive valuations that would likely provide more reliable longer term returns (capital and income) and less volatility through diversification.

On the basis on the above, subject to shareholder and regulatory approval, it was proposed that Wentworth change its main undertaking to that of an Investment Company. This was approved by shareholders on 6 August 2012.

For all queries please contact Mr Ron Hollands on 0420 961 617.