WHITEFIELD

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the EIGHTIETH ANNUAL GENERAL MEETING of the Shareholders of WHITEFIELD LIMITED will be held on Thursday 5th June, 2003 at 11.00 a.m. in the Board Room, Level 5, 14 Martin Place, Sydney NSW 2000.

BUSINESS

FINANCIAL REPORT:

To receive and consider the Financial Statements and Reports of the Directors and Auditors for the year ended 31st March, 2003.

DIVIDENDS:

To declare a final fully franked dividend of 6.3 cents per share on ordinary shares, and to declare a final fully franked dividend of 4.0 cents per share on preference shares.

DIRECTORS' FEES:

To fix the fees payable to the non-executive Directors for the next financial year. An increase of $100 to $4,300 per Director is proposed. Total fees paid to all four non-executive directors will increase by $400 to $17,200. Compared to the prior year aggregate Directors fees fall by $3,800 as one less non-executive director will serve on the Board for the year.

ELECTION OF DIRECTORS:

The following Directors retire by rotation in accordance with the Company's Articles of Association and being eligible, offer themselves for re-election:

1. Mr A.J.Gluskie
2. Mr G.J.Gillmore

DIVIDEND REINVESTMENT PLAN

To approve the terms and conditions of a dividend reinvestment plan. An explanatory memorandum and copy of the terms and conditions accompanies this Notice of Meeting.

NOTES:

1. A shareholder entitled to attend and vote may appoint not more than two proxies to attend and vote in his or her stead. Where there are two proxies appointed, each must be appointed to represent a specific proportion of the shareholder's voting rights. A proxy need not be a shareholder of the Company. A proxy form accompanies this notice of meeting.
2. The company will disregard any votes cast on the resolution to set the level of Directors' Fees by:
   - The Directors; and
   - Associates of the Directors.

   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.

7TH MAY, 2003

P.A. ROBERTS, COMPANY SECRETARY

Whitefield

WHITEFIELD LIMITED ABN 50 000 012 895 Level 5, 14 Martin Place Sydney NSW 2000 ph 02 9229 7999 Fax 02 9221 1194

WHITEFIELD

PROXY FORM

I/We ____

of ____

being a shareholder of WHITEFIELD LIMITED, hereby appoint ____________________

____ (First or sole proxy)

or failing him, the Chairman of the meeting, to attend and exercise ____________________ %

and (see note 1) ____ (Second proxy)

or failing him, the Chairman of the meeting, to attend and exercise ____________________ %

of my/our voting rights for and on my/our behalf at the ANNUAL GENERAL MEETING of the Company to be held on 5th June, 2003 and at any adjournment thereof.

DIRECTION TO PROXY ON VOTING IF DESIRED:

	First or sole proxy			Second proxy (if any)		
	For	Abstain	Against	For	Abstain	Against
1. To declare a fully franked final dividend of 6.3 cents per share on ordinary shares	☐	☐	☐	☐	☐	☐
2. To declare a fully franked final dividend of 4.0 cents per share on preference shares	☐	☐	☐	☐	☐	☐
3. To fix Directors' fees for the year	☐	☐	☐	☐	☐	☐
4. To re-elect Mr A.J. Gluskie as a Director	☐	☐	☐	☐	☐	☐
5. To re-elect Mr G.J. Gillmore as a Director	☐	☐	☐	☐	☐	☐
6. To approve the terms and conditions of the dividend reinvestment plan	☐	☐	☐	☐	☐	☐

Dated this ____________ day of ____________________ , 2003

____________________________ ____________________________

Signature/s of Shareholder/s Signature/s of Shareholder/s

NOTES

1. A member entitled to attend and vote may appoint a proxy, or if desired, two proxies, who need not be members of the company. In the absence of a special choice as proxy, the Chairman of the Meeting may be nominated.
2. Joint shareholders must each sign; companies must sign under seal or under the hand of an authorised officer or attorney; attorneys must supply a notice of non-revocation and, if not previously noted by the company, exhibit power of attorney.
3. To be effective, completed proxy forms must be received at the registered office of the Company not less than 48 hours before the time set for the holding of the meeting.
4. A shareholder may direct the proxy how to vote by placing a mark in the appropriate box against each item hereunder or otherwise the proxy may vote as he/she thinks fit or may abstain from voting.

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