WHITEFIELD

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the EIGHTIETH FIRST ANNUAL GENERAL MEETING of the Shareholders of WHITEFIELD LIMITED will be held on 24th June, 2004 at 10.00 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, 2004.

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 $200 to $4,500 per Director is proposed. Fees paid to all four non-executive directors will increase by $800 to $18,000.

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.L.Holden
2. Mr D.J.Iliffe

NOTES:

1. A shareholder entitled to attend and vote at the Annual General Meeting may appoint a proxy to attend and vote in his or her stead. If a shareholder is entitled to cast two or more votes at the Annual General Meeting, the shareholder may appoint two proxies and must specify the proportion or number of votes each proxy is appointed to exercise. A proxy need not be a shareholder of the Company.
2. To appoint a proxy, a shareholder should follow the instructions and notes on the Proxy Form enclosed with this Notice of Annual General Meeting. The Proxy Form must be signed by the shareholder or the shareholder's attorney, duly authorised in writing.
3. To be valid, the power of attorney or the instrument appointing the proxy and the power of attorney (if any) under which it is signed (or a certified copy of it) must be lodged with the Company not less than 48 hours before the time for holding the Annual General Meeting.
4. The Board has determined that a shareholder's entitlement to vote at the Annual General Meeting will be the entitlement of that shareholder set out in the register of shareholders as at 5.00 p.m. (Sydney time) on 22nd June 2004.
5. 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.

21ST MAY, 2004

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 24th June, 2004 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.L.Holden as a Director	☐	☐	☐	☐	☐	☐
5. To re-elect Mr D.J.Iliffe as a Director	☐	☐	☐	☐	☐	☐

Dated this ______________ day of ______________________, 2004

______________________________ ______________________________

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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