

FORM: Half yearly/preliminary final report

Name of issuer

WINPAR HOLDINGS LIMITED

ACN or ARBN

003 035 523

Half yearly
(tick)

X

Preliminary
final (tick)

Half year/financial year ended
('Current period')

31 DECEMBER 2008

For announcement to the market

Extracts from this statement for announcement to the market (see note 1).

					\$A,000
Sales (or equivalent) operating revenue (item 1.1)	down 74.68%	1,098	to	278	
Operating profit (loss) before abnormal items and tax (item 1.4)	down (279.67%)	551	to	(990)	
Abnormal items before tax (item 1.5)		N/A	to	N/A	
Operating profit (loss) after tax but before outside equity interests (item 1.8)	down (275.63%)	394	to	(692)	
Extraordinary items after tax attributable to members (item 1.13)		N/A	to	N/A	
Operating profit (loss) and extraordinary items after tax attributable to members (item 1.16)	down (275.63 %)	394	to	(692)	
Exploration and evaluation expenditure incurred (item 5.2)	up/down	N/A	to	N/A	
Exploration and evaluation expenditure written off (item 5.3)	up/down	N/A	to	N/A	
Dividends Franking rate applicable					
Current period	¢	N/A	¢	N/A	
Previous corresponding period	¢	¢	¢	¢	
Record date for determining entitlements to the dividend, (in the case of a trust distribution) (see item 15.2)					
Short details of any bonus or cash issue or other items(s) of importance not previously released to the market:					

Consolidated profit and loss account

(The figures are not equity accounted)

	Current period \$A'000	Previous corresponding period \$A'000
1.1 Sales (or equivalent operating) revenue	278	1,098
1.2 Other revenue		
1.3 Total revenue	278	1,098
1.4 Operating profit (loss) before abnormal items and tax	(990)	551
1.5 Abnormal items before tax (detail in item 2.1)		
1.6 Operating profit (loss) before tax (items 1.4 + 1.5)	(990)	551
1.7 Less tax	298	(157)
1.8 Operating profit (loss) after tax but before outside equity interests	(692)	394
1.9 Less outside equity interests		
1.10 Operating profit (loss) after tax attributable to members	(692)	394
1.11 Extraordinary items after tax (detail in item 2.3)		
1.12 Less outside equity interests		
1.13 Extraordinary items after tax attributable to members		
1.14 Total operating profit (loss) and extraordinary items after tax (items 1.8 1.11)	(692)	394
1.15 Operating profit (loss) and extraordinary items after tax attributable to outside equity interests (items 1.9 .112)		
1.16 Operating profit (loss and extraordinary items after tax attributable to members (items 1.10 +1.13)	(692)	394
1.17 Retained profits (accumulated losses) at beginning of financial period	(692)	394
1.18 Aggregate of amounts transferred from reserves		
1.19 Total available for appropriation (carried forward)	264	1,593
1.20 Total available for appropriation (brought forward)	264	1,593

Consolidated profit and loss account continued

1.21 Dividends provided for or paid	67	155
1.22 Aggregate or amounts transferred to reserves		

1.23	Retained profits (accumulated losses) at tend of financial period	197	1,438
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Abnormal and extraordinary items

		Consolidated - current period		
		Before tax \$A'000	Related tax \$A'000	After tax \$A'000
2.1	Abnormal items			
2.2	Total abnormal items			
2.3	Extraordinary items			
2.4	Total extraordinary items			

Comparison of half year profits

(Preliminary final statement only)

		Current year - \$A'000	Previous year - \$A'000
3.1	Consolidated operating profit (loss) after tax attributable to members reported for the 1st half year (item 1.10 in the half yearly statement)		
3.2	Consolidated operating profit (loss) after tax attributable to members for the 2nd half year		

Consolidated
(See note 5)

balance

sheet

Current assets		At end of current period \$A'000	As shown in last annual report \$A'000	As in last half yearly statement \$A'000
4.1	Cash	146	16	47
4.2	Receivable	15	636	369
4.3	Investments			
4.4	Inventories	1,700	2,283	2,994
4.5	Other (provide details if material)			
4.6	Total current assets	1,861	2,935	3,410
Non-current assets				
4.7	Receivables			
4.8	Investments	1,531	1,702	2,223
4.9	Inventories			
4.10	Exploration and evaluation expenditure capitalised (see para .71 of AASB 1022)			
4.11	Development properties (mining entities)			
4.12	Other property, plant and equipment (net)			1
4.13	Intangibles (net)			
4.14	Other (provide details if material)	237		
4.15	Total non-current assets	1,768	1,702	2,224
4.16	Total assets	3,629	4,637	5,634
Current liabilities				
4.17	Accounts payable	87	133	88
4.18	Borrowings	223	196	266
4.19	Provisions			
4.20	Other (provide details if material)	(8)	30	345
4.21	Total current liabilities	302	359	699
Non-current liabilities				
4.22	Accounts payable			
4.23	Borrowings			
4.24	Provisions		116	282
4.25	Other (provide details if material)			
4.26	Total non-current liabilities	0	116	282
4.27	Total liabilities	302	475	981
4.28	Net assets	3,327	4,162	4,653

Consolidated balance sheet continued

Equity				
4.29	Capital	3,410	3,355	3,229
4.30	Reserves	(280)	(149)	(14)
4.31	Retained profits (accumulated losses)	197	958	1,438
4.32	Equity attributable to members of the parent entity			
4.33	Outside equity interests in controlled entities			
4.34	Total equity	3,327	4,162	4,653
4.35	Preference capital and related premium included as part of 4.31			

Exploration and evaluation expenditure capitalised

To be completed only by issuers with mining interests if amounts are material. Include all expenditure incurred regardless of whether written off directly against profit

	Current period \$A'000	Previous corresponding period \$A'000
5.1 Opening balance		
5.2 Expenditure incurred during current period		
5.3 Expenditure written off during current period		
5.4 Acquisitions, disposals, revaluation increments, etc.		
5.5 Expenditure transferred to Development Properties		
5.6 Closing balance as shown in the consolidated balance sheet (item 4.9)		

Development

properties

(To be completed only by issuers with mining interests if amounts are material)

	Current period \$A'000	Previous corresponding period \$A'000
6.1 Opening balance		
6.2 Expenditure incurred during current period		
6.3 Expenditure transferred from exploration and evaluation		
6.4 Expenditure written off during current period		
6.5 Acquisitions, disposals, revaluation increments, etc.		
6.6 Expenditure transferred to mine properties		
6.7 Closing balance as shown in the consolidated balance sheet (item 4.10)		

Consolidated statement of cash flows

(See note 6)

	Current period \$A'000	Previous corresponding period \$A'000
Cash flows related to operating activities		
7.1 Receipts from customers	746	739
7.2 Payments to suppliers and employees	(696)	(1,165)
7.3 Dividends received	50	32
7.4 Interest and other items of similar nature received	16	3
7.5 Interest and other costs of finance paid	(10)	(3)
7.6 Income taxes paid	(36)	(39)
7.7 Other (provide details if material)	2	15
7.8 Net operating cash flows	72	(418)
Cash flows related to investing activities		
7.9 Payments for purchases of property, plant and equipment		
7.10 Proceeds from sale of property, plant and equipment	110	
7.11 Payment for purchases of equity investments	(67)	(265)
7.12 Proceeds from sale of equity investments		431
7.13 Loans to other entities		
7.14 Loans repaid by other entities		
7.15 Other (provide details if material)		
7.16 Net investing cash flows	43	166
Cash flows related to financing activities		
7.17 Proceeds from issues of securities (shares, options, etc.)		
7.18 Proceeds from borrowings		261
7.19 Repayment of borrowings	27	
7.20 Dividends paid	(12)	(23)
7.21 Other (provide details if material)		
7.22 Net financing cash flows	15	238
Net increase (decrease) in cash held	130	(14)
7.23 Cash at beginning of period (see Reconciliations of cash)	16	61
7.24 Exchange rate adjustments to item 7.23		
7.25 Cash at end of period (see Reconciliation of cash)	146	47

NTA backing (see note 7)		Current period	Previous corresponding period
11.1	Net tangible asset backing per ordinary security	\$0.9062	\$1.441

Details of specific receipts/outlays, revenues/expenses

		Current period A\$'000	Previous corresponding period A\$'000
12.1	Interest revenue included in determining items 1.4	17	3
12.2	Interest revenue included in item 12.1 but not yet received (if material)		
12.3	Interest expense included in item 1.4 (include all forms of interest, lease finance charges, etc.)	10	3
12.4	Interest costs excluded from item 12.3 and capitalised in asset values (if material)		
12.5	Outlays (excepts those arising from the acquisition of an existing business) capitalised in intangibles (if material)		
12.6	Depreciation (excluding amortisation of intangibles)		
12.7	Amortisation of intangibles		

Control gained over entities having material effect
(See note 8)

13.1	Name of <i>issuer</i> (or <i>group</i>)	
13.2	Consolidated operating profit (loss) and extraordinary items after tax of the <i>issuer</i> (or <i>group</i>) since the date in the current period on which control was acquired	\$
13.3	Date from which such profit has been calculated	
13.4	Operating profit (loss) and extraordinary items after tax of the <i>issuer</i> (or <i>group</i>) for the whole of the previous corresponding period	\$

Loss of control of entities having material effect*(See note 8)*

14.1	Name of entity (or group)	
14.2	Consolidated operating profit (loss) and extraordinary items after tax of the entity (or group) for the current period to the date of loss of control	\$
14.3	Date from which the profit (loss) in item 14.2 has been calculated	
14.4	Consolidated operating profit (loss) and extraordinary items after tax of the entity (or group) while controlled during the whole of the previous corresponding period	\$
14.5	Contribution to consolidated operating profit (loss) and extraordinary items from sale of interest leading to loss of control	\$

Reports for industry and geographical segments

Information on the industry and geographical segments of the entity must be reported for the current period in accordance with AASB 1005: Financial Reporting by Segments. Because of the different structures employed by entities, a pro forma is not provided. Segment information should be completed separately and attached to this statement. However, the following is the personation adopted in the Appendices to AASB 1005 and indicates which amount should agree with items included elsewhere in this statement.

Segments

Operating Revenue

Sales to customers outside the economic entity

Inter-segment sales

Unallocated revenue

Total revenue (consolidated total equal to item 1.3)

Segment result (including abnormal items where relevant)

Unallocated expenses

Consolidated operating profit after tax (before equity accounting) (equal to item 1.8)

Segment	assets)	<i>Comparative data for segment assets should be as at the end of the previous corresponding period</i>
Unallocated	assets)	
Total assets (equal to item 4.15))	

Dividends

15.1	Date the dividend is payable	
15.2	Record date to determine entitlements to the dividend (ie. on the basis of registrable transfers received up to 5.00 pm)	
18.3	Amount per security	

		Franking rate applicable	39%	36%	30%
	<i>(Preliminary final statement only)</i>			¢	
15.4	Final dividend:	Current year	¢	N/A	N/A
15.5		Previous year	¢	¢	¢
	<i>(Half yearly and preliminary final statements)</i>				
15.6	Interim dividend:	Current year 30/10/08			2¢
15.7		Previous year 19/12/07			5¢

Total annual dividend (distribution) per security
(Preliminary final statement only)

	Current year	Previous year
15.8 Ordinary securities	2¢	5¢
15.9 Preference securities	¢	¢

Total dividend (distribution)

	Current period \$A'000	Previous corresponding period - \$A'000
15.10 Ordinary securities	\$67	\$155
15.11 Preference securities	\$	\$
15.12 Total	\$67	\$155

The *dividend or distribution plans* shown below are in operation.

The last date(s) for receipt of election notices to
the *dividend or distribution plans*

Any other disclosures in relation to dividends (distributions)

Equity accounted associated entities and other material interests

Equity accounting information attributable to the economic entity's share of investments in associated entities must be disclosed in a separate notice. See AASB 1016: Disclosure of Information about Investments in Associated Companies.

Investments in associated entities		Current period A\$'000	Previous corresponding period A\$'000
16.1	Statutory carrying value of investments in associated entities (SCV)		
16.2	Share of associated entities' retained profits and reserves not included in SCV:		
	Retained profits		
	Reserves		
16.3	Equity carrying value of investments		

Material interests in entities which are not controlled entities

The economic entity has an interest (that is material to it) in the following entities.

		Percentage of ownership interest (ordinary securities, units etc) held at end of period		Contributing to operating profits (loss) and extraordinary items after tax	
17.1	Equity accounted associated entities	Current period	Previous corresponding period	Current period	Previous corresponding period
				Equity accounted	
17.2	Other material interests			Not equity accounted (ie part of item 1.14)	

Issued and listed securities

Description includes rate of interest and any redemption or conversion rights together with prices and rates.

Category of securities		Number issued	Number listed	Par value (cents)	Paid-up value (cents)
18.1	Preference securities (description)				
18.2	Issued during current period				
18.3	Ordinary securities		3,410,496	\$1.00	\$1.00
18.4	Issued during current period	55,642		\$1.00	\$1.00
18.5	Convertible debt securities (description and conversion factor)				
18.6	issued during current period				
18.7	Options (description and conversion factor)			Exercise price	Expiry date
18.8	Issued during current period				
18.9	Exercised during current period				
18.10	Expired during current period				
18.11	Debentures (totals only)				
18.12	Unsecured Notes (totals only)				

Comments by directors

Comments on the following matters are required by the Exchange or, in relation to the half yearly statement, by AASB 1029: Half-Year Accounts and Consolidated Accounts. The comments do not take the place of the directors' report and statement (as required by the Corporations Act) and may be incorporated into the directors' report and statement. For both half yearly and preliminary final statements, if there are no comments in a section, state NIL. If there is insufficient space in comment, attach notes to this statement.

Basis of accounts preparation

If this statement is a half yearly statement, it is a general purpose financial report prepared in accordance with the listing rules and AASB 1029: Half-Year Accounts and Consolidated Accounts. It should be read in conjunction with the last annual report and any announcements to the market made by the issuer during the period. [Delete if in applicable.]

Material factors affecting the revenues and expenses of the issuer for the current period

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A description of each event since the end of the current period which has had a material effect and is not related to matters already reported, with financial effect quantified (if possible)

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Franking credits available and prospects for paying fully or partly franked dividends for at least the next year

Franking credits available \$321,676. Any dividend paid will be fully franked.

Changes in accounting policies since the last annual report are disclosed as follows.

(Disclose changes in the half yearly statement in accordance with paragraph 15(c) of AASB 1029: Half-Year Accounts and Consolidated Accounts. Disclose changes in the preliminary final statement in accordance with AASB 101: Accounting Policies-Disclosure.)

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Annual meeting*(Preliminary final statement only)*

The annual meeting will be held as follows:

Place

Date

Time

Approximate date the annual report will be available

Compliance statement

1. This statement has been prepared under accounting policies which comply with accounting standards as defined in the *Corporations Act* or other standards acceptable to the Exchange (see note 13).

Identify other standards used

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2. This statement, and the financial statements under the *Corporations Act* (if separate), use the same accounting policies.
3. This statement does/does not* (*delete one*) give a true and fair view of the matters disclosed (see note 2).
4. This statement is based on financial statements to which one of the following applies:
- ☐ The financial statements have been audited. ☒ The financial statements have been subject to review by a registered auditor (or overseas equivalent).
- ☐ The financial statements are in the process of being audited or subject to review. ☐ The financial statements have *not* yet been audited or reviewed.
5. If the accounts have been or are being audited or subject to review and the audit report is not attached, details of any qualifications are attached/will follow immediately they are available* (*delete one*). (*Half yearly statement only - the audit report must be attached to this statement if the statement is to satisfy the requirements of the Corporations Act.*)
6. The issuer has/~~does not have~~* (*delete one*) a formally constituted audit committee.

Sign here: Gordon Elkington Date: 13 March 2009
(Director/Company secretary)

Print name: Gordon Elkington

Notes

1. **For announcement to the market** The percentage changes referred to in this section are the percentage changes calculated by comparing the current period's figures with those for the previous corresponding period. Do not show percentage changes if the change is from profit to loss or loss to profit, but still show the amount of the change up or down.
2. **True and fair view** If this statement does not give a true and fair view of a matter (for example, because compliance with an Accounting Standard is required) the *issuer* must attach a note providing additional information and explanations to give a true and fair view.

3. **Consolidated profit and loss account**

- Item 1.1 The definition of "operating revenue" and an explanation of "sales revenue" (or its equivalent) and "other revenue" are set out in *AASB 1004: Disclosure of Operating Revenue*.
- Item 1.2 "other revenue" includes abnormal items, but excludes extraordinary revenue items.
- Item 1.4 "operating profit (loss) before abnormal items and tax" is calculated before dealing with outside equity interests and extraordinary items, but after deducting interest on borrowings, depreciation and amortisation.
- Item 1.7 This item refers to the total tax attributable to the amount shown in item 1.6. Tax includes income tax and capital gains tax (if any) but excludes taxes treated as operating expenses (eg. fringe benefits tax).

4. **Income tax** If the amount provided for income tax in this statement differs (or would differ but for compensatory items) by more than 15% from the amount of income tax *prima facie* payable on the profit before tax, the entity must explain in a note the major items responsible for the difference and their amounts.

5. **Consolidated balance sheet**

Format The format of the consolidated balance sheet should be followed as closely as possible. However, additional items may be added if greater clarity of exposition will be achieved, provided the disclosure still meets the requirements of *AASB 1029*. Banking institutions may substitute a clear liquidity ranking for the Current/Non-Current classification.

Basis of revaluation If there has been a material revaluation of non-current assets (including investments) since the last annual report, the *issuer* must describe the basis of revaluation adopted. The description must meet the requirements of paragraphs 19-21 of *AASB 1010: Accounting for the Revaluation of Non-Current Assets*. If the *issuer* has adopted a procedure of regular revaluation, the basis for which has been disclosed and has not changed, no additional disclosure is required. Trusts should also note paragraph 10 of *AASB 1029* and paragraph 11 of *AASB 1030*.

6. **Statement of cash flows** For definitions of "cash" and other terms used in this statement see *AASB 1026: Statement of Cash Flows*. *Issuers* should follow the form as closely as possible, but variations are permitted if the *directors* (in the case of a trust, the management company) believe that this presentation is inappropriate. However, the presentation adopted must meet the requirements of *AASB 1026*. Mining exploration *issuers* may use the form of cashflow statement in Appendix 5B.
7. **Net tangible asset backing** Net tangible assets are determined by deducting from total tangible assets all claims on those assets ranking ahead of the ordinary securities (i.e. all liabilities, preference shares, outside equity interests, etc). Mining *issuers* are *not* required to state a net tangible asset backing per ordinary *security*.
8. **Gain and loss of control over entities** The gain or loss must be disclosed if it has a material effect on the consolidated financial statements. Details must include the contribution for each gain or loss that increased or decreased the *issuer's* consolidated operating profit (loss) and extraordinary items after tax by more than 5% compared to the previous corresponding period.
9. **Equity accounting** If an *issuer* adopts equity accounting, no comparative equity accounting figures are required in the first period following its adoption.
10. **Rounding of figures** This statement anticipates that the information required is given to the nearest \$1,000. However, an *issuer* may report exact figures, if the \$A'000 headings are

amended. If an *issuer* qualifies under an *ASIC* Class Order dated 17 August 1994, it may report to the nearest million dollars, or to the nearest \$100,000, if the \$A'000 headings are amended.

11. **Comparative figures** Comparative figures are normally the unadjusted figures from the previous corresponding period. However, if the previously reported figures are adjusted to achieve greater comparability, a note explaining the adjustment must be included with this statement. If no adjustment is made despite a lack of comparability, a note explaining the position should be attached.
12. **Additional information** An *issuer* may disclose additional information about any matter, and must do so if the information is material to an understanding of the financial statements. The information may be an expansion of the material contained in this statement, or contained in a note attached to the statement. The requirement under the list rules for an *issuer* to complete this statement does not prevent the *issuer* issuing reports more frequently. Additional material lodged with the *ASIC* under the *Corporations Act* must also be given to the Exchange. For example, a *directors'* report and statement, if lodged with the *ASIC*, must be given to the Exchange.
13. **Accounting Standards** the Exchange will accept, for example, the use of International Accounting Standards for *foreign issuers*. If the standards used do not address a topic, the Australian standard on that topic (if one) must be complied with.
14. **Borrowing corporations** As at 1/7/96, this statement may be able to be used by an *issuer* required to comply with the *Corporations Act* as part of its half yearly financial statements if prepared in accordance with Australian Accounting Standards. However, borrowing corporations must comply with Schedule 5 of the *Corporations Regulations*. See regulation 3.6.02(4).