Rule 4.3A

Appendix 4E

Preliminary final report

CROMWELL CORPORATION LIMITED

ABN 44 001 056 980

1. REPORTING PERIOD

The financial information contained in this report is for the year ended 30 June 2005.

Comparative amounts, unless otherwise indicated, are for the year ended 30 June 2004

2. RESULTS FOR ANNOUNCEMENT TO THE MARKET

	Change	% Change		$A'000
Revenues from ordinary activities	Up	98%	to	19,037

Comments regarding above item:
The increase in revenue for the period was as a result of increased income from the groups Managed Investment Scheme activities. A further analysis of revenue is shown at part 4 and in the results commentary below.

	Change	% Change		$A'000
Net Profit/(Loss) from ordinary activities after tax attributable to members	Up			3,541
Net Profit/(Loss) after tax attributable to members	Up			3,541

Comments regarding above item:
No comparative change is given, as the result changed from a loss to a profit. A further analysis of these items is provided in the results commentary below.

Dividends (distributions) — The directors have declared a final dividend of 1.50 cents per ordinary share, partly franked. See part 7.

3. COMMENTARY ON THE RESULTS FOR THE PERIOD

Highlights for the year included:

- An increase in revenue from Managed Investment Scheme activities by 138% to $18.4 million, with recurring management fee income up by 41% to 4.5 million.
- An increase in the value of assets under management by 38% to $732 million, including the purchase of an additional $174 million of property assets during the year by the CDPT.
- Over $175 million additional capital raised for the CDPT during the financial year, with $51 million of this utilised to acquire further property after balance date, generating additional revenue in the 2006 financial year.
- The completion of the first property sales in the managed portfolio, contributing fee income of $0.8 million in 2005.
- Declaration of final dividend of 1.5 cents per share, partly franked.

Results from operations
The Net Profit after Tax for the year was $3.54 million. The result was achieved on the back of significantly higher revenues from Managed Investment Scheme activities. Revenues from property acquisitions and disposals was $13.9 million. This was achieved on the completion of the $146 million second offer capital raising of the CDPT, and a further $70 million offer, which closed fully subscribed in May 2005.

The result for the year was positively impacted by the timing of expenses incurred in the CDPT second capital raising. CDPT financing costs of $2.5 million for the transaction were paid by the group, and expensed in the 2004 year.

Revenue from fund and asset management activities was up 41% on the previous year to $4.5 million. A further significant increase in this revenue is expected in 2006, based on the increased level of assets under management at balance date, and the company's capacity to increase assets under management.

Costs have continued to rise during the year, particularly employment-related expenses. Although these costs increased by 82% during the period to $5.37 million, the increase was less in percentage terms than the corresponding increase in revenues. The increase partly reflected the additional costs associated with the success of the group's property acquisition and capital raising activities. Importantly, the increase also reflected the significant further increases in resources and capabilities in the product marketing and property asset management areas during the year. As a result, the group has now demonstrated the ability to accumulate significant additional assets under management, as evidenced by the increased activity and revenues in the 2005 year. The group is well placed to increase assets under management significantly again in 2006, subject to the availability of quality assets in the market.

As has become the norm in recent years, the group also continued to face increasing compliance obligations during the year due to the cost of the continuing corporate law reform, coupled with the increased obligations relating to the Financial Services Reform Act and changes to reporting requirements and accounting standards. These requirements are significant in the context of the groups operations. Despite these additional costs, increases in corporate overhead, including administration, occupancy and compliance costs, were contained at 26% above 2005 levels.

Financial Position
Cash assets were significantly higher at balance date, due to the realisation of receivables relating to the CDPT second offer during the year, coupled with surplus funds made available from the issue of debentures by Cromwell Finance Limited, a controlled entity. Non-current receivables at 30 June 2004 included a loan of $5.0 Million to the CDPT. This amount was repaid by the CDPT during the year.

Current receivables at 30 June 2005 included an amount of $2.3 million relating to a development loan to finance a residential development in inner Sydney. The loan was transferred from the Cromwell Select Income Fund at cost, and fully funded by way of Debentures issued to the underlying investors. This project is expected to be completed, an the loan repaid within 12 months. Non-current receivables included a loan to the Employee Share Ownership Plan of $1.3 million.

Other current assets at balance date included amounts of $1.7 million recoverable from the CDPT in relation to the capital raising completed in May 2005. These amounts have subsequently been paid by CDPT.

The company also made an additional investment in tangible assets during the year. This predominantly consisted of additional leasehold improvements and purchased equipment relating to additional office facilities, coupled with ongoing development of the groups IT and software assets.

Liabilities have increased as a result of the issue of Debentures by Cromwell Finance Limited. Debenture liabilities at 30 June 2005 were $8.0 million ($2.2 million current; $5.8 million non-current). Debenture liabilities in 2004 were $5.8 million (all current).

4. STATEMENT OF FINANCIAL PERFORMANCE FOR THE YEAR ENDED 30 JUNE 2005

	Note	Consolidated 2005 $'000	Consolidated 2004 $'000
Revenues from ordinary activities			
Services		18,570	7,733
Other		467	1,859
Total revenues from ordinary activities	1	19,037	9,592
Other expenses from ordinary activities			
Amortisation/depreciation		386	247
Borrowing costs		620	492
Commissions		6,369	1,675
Costs in respect of option to acquire investment property		-	378
Finance costs – CDPT			
- Loan commitment fee		-	2,145
- Interest compensation		-	369
Consulting fees		274	234
Employee & director costs		5,367	2,945
Insurance		208	150
Legal fees		269	140
Premises rental		258	190
Property scheme costs		130	270
Telecommunications		156	109
Travel & entertainment		133	127
Other		1,159	1,004
		15,329	10,475
Profit/(loss) from ordinary activities before income tax expense		3,708	(883)
Income tax (expense)/credit		(167)	85
Net profit/(loss)	2	3,541	(798)

Notes to Statement of Financial Performance

	2005 $'000	2004 $'000
1. REVENUE		
Revenue from operating activities		
- managed investment scheme and other service fees	18,570	7,733
Revenue from outside operating activities		
- proceeds on sale of investment	-	1,114
- distributions - managed investment schemes	45	90
- interest	308	291
- sub-lease rentals and recoveries	112	81
- other	2	283
	467	1,859
	19,037	9,592

2. PROFIT FROM ORDINARY ACTIVITIES

Profit from ordinary activities before income tax includes the following specific items:

	2005 $'000	2004 $'000
(a) Net gains:		
Gain on sale of option to acquire investment property		
- Proceeds on sale	-	1,114
- Cost of investment	-	(378)
- Gain on sale	-	736
(b) Expenses:		
Amortisation		
- marketing database	51	30
- licence and systems establishment costs	28	30
- leasehold improvements	36	15
- plant and equipment under finance lease	60	38
	175	113
Depreciation - plant & equipment	211	134
Rental expense		
Premises - minimum lease payments	258	190
Other operating leases	-	1
	258	191
Provisions		
- employee benefits	107	96
Bad and doubtful debts	-	15
Net loss on disposal of property, plant and equipment	61	8
Write down of investment for distributions received out of capital in the prior year	-	56

5. STATEMENT OF FINANCIAL POSITION AS AT 30 JUNE 2005

	Consolidated 2005 $'000	Consolidated 2004 $'000
Current Assets		
Cash assets	8,015	2,628
Receivables	5,136	4,015
Current Tax Assets	-	47
Other financial assets	-	16
Other	1,997	913
Total Current Assets	15,148	7,619
Non-Current Assets		
Receivables	1,294	5,603
Other financial assets	1,389	1,517
Property, plant and equipment	1,523	1,024
Intangible assets	563	642
Total Non-Current Assets	4,769	8,786
Total Assets	19,917	16,405
Current Liabilities		
Payables	1,748	3,987
Interest-bearing liabilities	2,312	6,053
Current tax liabilities	150	-
Provisions	272	165
Other	119	112
Total Current Liabilities	4,601	10,317
Non-Current Liabilities		
Interest-bearing liabilities	6,135	336
Other	44	156
Total Non-Current Liabilities	6,179	492
Total Liabilities	10,780	10,809
Net Assets	9,137	5,596
Equity		
Contributed capital	43,619	43,619
Accumulated losses	(34,482)	(38,023)
Total Equity	9,137	5,596

6. STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 30 JUNE 2005

	Note	Consolidated 2005 $'000	Consolidated 2004 $'000
CASH FLOWS FROM OPERATING ACTIVITIES			
Cash receipts in the course of operations		21,971	6,614
Cash payments in the course of operations		(18,012)	(7,540)
Interest received		499	99
Distributions received		45	90
Borrowing costs paid		(543)	(492)
Income tax paid		30	(233)
Net cash provided by/(used in) operating activities	1	3,990	(1,462)
CASH FLOWS FROM INVESTING ACTIVITIES			
Payments for property, plant and equipment		(676)	(361)
Proceeds from disposal of property, plant and equipment		65	-
Proceeds from redemption of investment		-	365
Distribution received – capital		108	64
Payments for other financial assets		(80)	(100)
Payments on behalf of schemes – recoverable costs		(1,739)	(745)
Receipts from schemes – recoverable costs		745	-
Loans to schemes		(300)	(6,000)
Repayments by schemes		5,339	1,000
Loans to other persons		(753)	(28)
Repayment of loans by other persons		-	328
Loan to ESOP		(1,130)	-
Proceeds from sale of investment		36	1,114
Payments for investment		-	(258)
Payments for intangible and other assets		(363)	(205)
Net cash provided by/(used in) investing activities		1,252	(4,826)
CASH FLOWS FROM FINANCING ACTIVITIES			
Proceeds from issue of debentures		6,234	-
Redemption of debentures		(65)	-
Redemption of debentures – Collins St		(5,802)	-
Proceeds from borrowings		-	6,053
Repayment of borrowings		(387)	(195)
Proceeds from lease incentive		165	-
Repayment of lease incentive		-	(46)
Net cash provided by/(used in) financing activities		145	5,812
Net increase/(decrease) in cash held		5,387	(476)
Cash at the beginning of the year		2,628	3,104
Cash at the end of the year		8,015	2,628

Notes to Statement of Cash Flows

	Consolidated 2005 $'000	Consolidated 2004 $'000
1. CASH FLOW INFORMATION		
(a) Reconciliation of Net Profit/(Loss) to Net Cash From Operating Activities		
Net profit/(loss)	3,541	(798)
Amortisation and depreciation	386	247
Lease incentive utilised	(112)	-
Gain on sale of investment	-	(736)
Loss on sale of property, plant and equipment	56	-
Writedown of investment – Mary Street	-	56
Debenture interest - reinvested	78	-
Other		(22)
Changes in operating assets and liabilities:		
(Increase)/decrease:		
Trade and other debtors	1,616	(2,375)
Prepayments	(10)	(63)
Income tax refundable	47	-
Increase/(decrease):		
Trade creditors and accruals	(1,876)	2,405
Current tax liabilities	150	(272)
Provisions	107	96
Unearned revenue	7	-
Net cash provided by/(used in) operating activities	3,990	(1,462)
(b) Non-Cash Activities		
• Acquisition of plant and equipment by means of finance lease	251	-
• Issue of property preference shares from the employee share plan	-	64
• Non-cash issue of debentures in consideration for assignment of loan to Trumen Pty Ltd	1,750	-

7. DIVIDENDS

The directors have declared a final dividend of 1.5 cents per ordinary share, partly franked.

	Amount per security	Franked amount per security
Final dividend	1.5 cents	0.5 cents
Record date	1 November 2005	
Interim dividend	-	-
Record date	N/A	

The Company does not operate a dividend re-investment plan.

8. CONSOLIDATED ACCUMULATED LOSSES

	2004 $	2003 $
Accumulated losses at the beginning of the financial year	(38,023)	(37,225)
Net profit	3,541	(798)
Accumulated losses at the end of the financial year	(34,482)	(38,023)

9. NET TANGIBLE ASSET BACKING PER SHARE

	2005	2004
Net tangible asset backing per ordinary share	5.5 cents	3.2 cents

10. EARNINGS PER SHARE

	2005	2004
Basic earnings per share - cents	2.31¢	(0.51)¢
Weighted average number of ordinary shares used as the denominator in calculating basic earnings per share	156,642,896	156,642,896

Earnings for the purpose of the calculation of basic earnings per share is the net profit.

No potential ordinary shares existed during the year. Accordingly, diluted and basic earnings per share are the same.

11. CHANGES IN CONTROL OVER GROUP ENTITIES

During the year ended 30 June 2005 there were no changes (gained or lost) in the control exercised by the Company over group entities.

12. ASSOCIATES AND JOINT VENTURE ENTITIES

During the year ended 30 June 2005 there were no associates or joint venture entities.

13. RETURNS TO SHAREHOLDERS INCLUDING DISTRIBUTIONS AND BUY BACKS

Nil

14. SEGMENT REPORTING

During the 2005 financial year the consolidated entity only had the one business segment. It predominantly derived revenue from management and administrative services provided for property and mortgage related investments. The consolidated entity operates in Australia only.

15. CONTINGENT LIABILITIES/COMMITMENTS

Cromwell Diversified Property Trust - Guarantee to underwrite distributions in 2005 and 2006

The consolidated entity has agreed to underwrite distributions to unit holders of Cromwell Diversified Property Trust (CDPT) during the 2004 and 2005 financial years by agreeing to waive its management fees to the extent necessary to ensure that distributions are maintained at 9% per annum. Management fees are forecast to be $3.07 million in 2006. The partial or full waiver of these fees will be based on the net income per unit being maintained. The directors believe the distribution to unit holders of CDPT will be maintained at 9% per annum and that the consolidated entity will not incur any loss, including a reduction in management fees, under the guarantee provided to the CDPT unit holders.

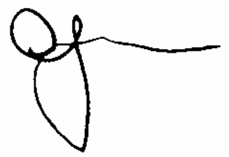
There are no other material contingent liabilities or commitments as at the date of this report.

16. COMPLIANCE STATEMENT

This report has been prepared in accordance with AASB Standards, other AASB authoritative pronouncements and Urgent Issues Group Consensus Views or other standards acceptable to ASX. This report, and the financial reports upon which the report is based, use the same accounting policies.

The information contained in this report is unaudited. The financial report for the year ended 30 June 2005 is in the process of being audited.

The company is not aware of any matters associated with the financial report for the year ended 30 June 2005, that are likely to be subject to dispute or qualification by the Company's auditors.



Daryl Wilson
Company Secretary
8 September 2005