26 August 2014

The Manager
Company Announcements Office
Australian Securities Exchange
Exchange Plaza
2 The Esplanade
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APPENDIX 4E – PRELIMINARY FINAL REPORT 30 JUNE 2014

Please find attached Sterling Plantations Limited's Appendix 4E Preliminary Final Report for the year ended 30 June 2014.

Yours sincerely

Shaun Menezes
Company Secretary

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Sterling Plantations

Sterling Plantations Limited

ACN 119 880 492

Appendix 4E
PRELIMINARY FINAL REPORT

Financial Year Ended 30 June 2014

RESULTS FOR ANNOUNCEMENT TO THE MARKET

KEY INFORMATION

	30 June 2014 $'000	30 June 2013 $'000	Movement
Revenue	779	924	down 16%
(Loss)/Profit after tax	(5,072)	4,648	down 209%
(Loss)/Profit attributable to members	(5,072)	4,648	down 209%
Dividends proposed or paid	Nil	Nil	n/a
Cash held at year end	11,388	3,576	Up $ 7.81 Million
Net tangible liabilities per share	(0.21)	(0.14)	up 47%

STATEMENT OF COMPREHENSIVE INCOME

The consolidated loss after income tax for the year ended 30 June 2014 was $5.072 million (2013: profit after tax of $4.648 million).

During the year, the Group completed the sale of its 100,000 tonne biodiesel plant in Malaysia allowing it to exit the biodiesel business with substantial cash resources to meet its future cash requirements.

The Group's Growers Scheme, which was launched in August 2010, has raised $67.740 million (as at 30 June 2014) for the development of the plantation. The cash raised from the Growers Scheme provides funding for the plantation development whilst allowing the Group to retain at least 30% of the economic value of the plantation. As at 30 June 2014, 3,334 hectares of the 4,565 hectare plantation is already under development. Of this area, 2,480 hectares have been planted out with oil palms with various stages of maturity.

STATEMENT OF FINANCIAL POSITION

During the year under review, the Company's share capital remained unchanged at $32.143 million.

Total assets of the Group increased to $63.288 million (2013: $62.659 million) mainly due to sale of biodiesel plant during the year as well as small increase in the value of the Group's biological assets from $25.355 million in 2013 to $27.474 million in 2014. This has also resulted in a non-cash fair-value gain of $2.882 million (2013: $18.769 million) in biological assets.

Liabilities have correspondingly increased mainly due to increase in Grower fees received from Growers. This is shown as Growers' Fees liability, which has increased to $67.740 million compared to $60.675 million in 2013.

CASH FLOW STATEMENT

Net cash flows used in operating expenditure was $6.372 million in 2014 comparable to that in the previous year (2013: $6.458 million).

As plantation activities continue to gain momentum, net cash flows from investing activities increased to $5.098 million as compared to net cash flows used of $2.951 million in the previous year.

A positive net cash flow from investing activities amounting to $5.098 million was due to proceeds from disposal of a wholly owned Malaysia subsidiary, SPC Biodiesel Sdn Bhd, which owns a 100,000 tonne biodiesel plant for RM33.000 million ($11.056 million).

However, as planting activities continued to gain momentum, $3.394 million (2013: $2.960 million) was spent for capital expenditure and planting expenditure during the year. The Group also invested a portion of its funds to purchase investment properties in London in line with its stated objective of optimizing returns on its cash resources pending utilization for operational needs.

Net cash flows from financing activities increase to $9.080 million as compared to $8.897 million in the previous year. This is mainly due to the Group achieving its target in sales of its Grower Plots. As a result of that, the Group embarked on a strategy to reduce its focus on selling Grower Plots for the Growers Scheme. In turn the Group intensified its plantation development activities in order to fully develop the estate based on plantation industry's best practices.

The Group continues to record a cash positive position due to funds raised from the Growers Scheme and sale of biodiesel plant during the year. Premised on that and the positive cash balance of $11.388 million as at 30 June 2014, the Directors believe that the consolidated entity will have sufficient funds to meet its obligations as and when they fall due.

DIVIDENDS

No dividend was paid or is proposed for the year under review.

SIGNIFICANT EVENTS AFTER BALANCE SHEET DATE

Except as disclosed in this report or the consolidated financial statements, as at the date of this report, no other matter or circumstance has arisen that has significantly affected, or may significantly affect, the operations of the Group, the results of those operations or the state of affairs of the Group in subsequent years.

AUDIT INFORMATION

The preliminary final report is based on financial statements which have been audited.

[SEE FINANCIAL STATEMENTS

AND NOTES TO THE FINANCIAL STATEMENTS

FROM PAGES 19 TO 67 OF THE

ANNUAL REPORT 2014]

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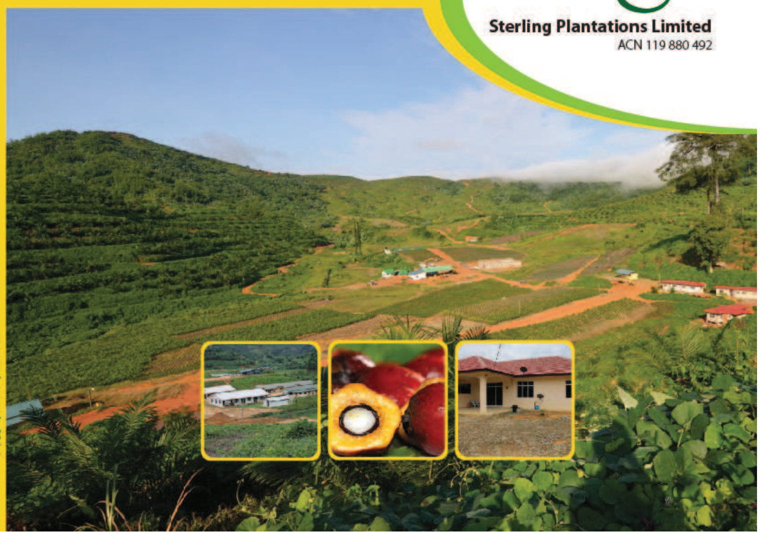
STERLING PLANTATIONS LIMITED

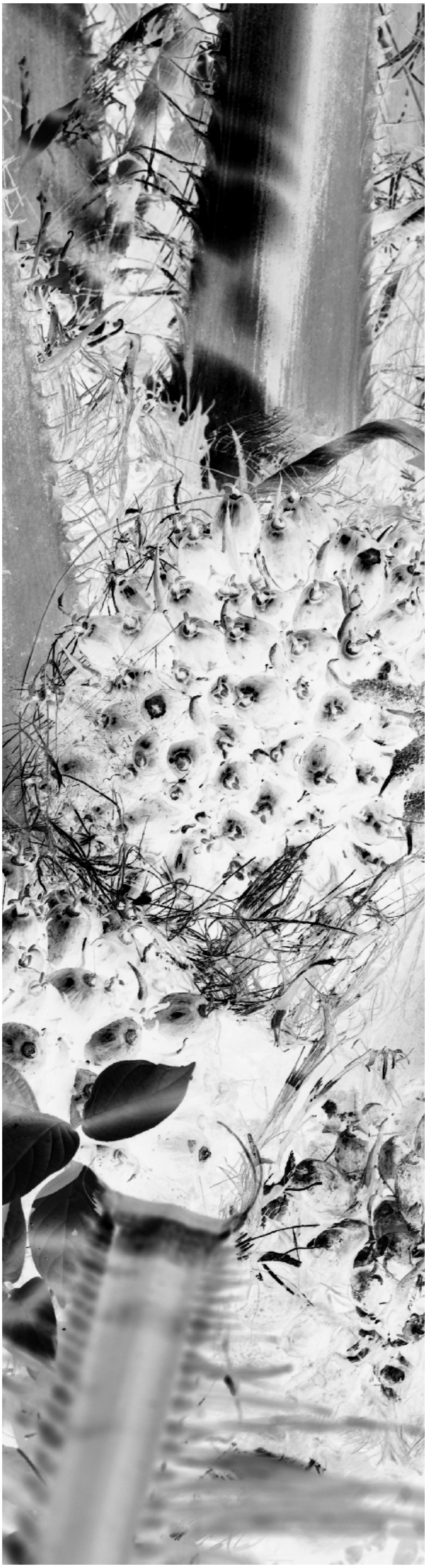
annual report 2014

Annual Report 2014

Sterling Plantations

Sterling Plantations Limited
ACN 119 880 492





CONTENTS

CORPORATE INFORMATION AND DIRECTORY

DIRECTORS

DATO' CRS PARAGASH
Executive Chairman

ANDREW PHANG
Group Executive Director

JACKIE LEONG
Executive Director

PAUL MASON
Director-Non-Executive

ERIC P JOHN
Director-Non-Executive

COMPANY SECRETARY
Shaun Menezes
Email: cosec@sterlingplantations.com

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ASX CODE
SBI

SHARE REGISTRY
Computershare Investor Services Pty Ltd
Level 2, 45 St George's Terrace
Perth WA 6000

AUDITORS
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38 Station Street
Subiaco, WA 6008

BANKERS
Westpac Banking Corporation
1257-1261 Hay Street
West Perth WA 6005

LETTER FROM EXECUTIVE CHAIRMAN

Dear fellow shareholders

I am pleased to present the annual report of Sterling Plantations Limited for the financial year 1 July 2013 to 30 June 2014.

In February of this year, we completed the sale of our 100,000 tonne biodiesel plant allowing us to exit the biodiesel business at a time of great uncertainty for the industry. Significantly, the sale leaves us with substantial cash resources to meet our future cash requirements including for the Group's oil palm plantation development.

The plantation development continues to progress at a steady pace. The organizational and management structures at the plantation have been strengthened and we continue to build on the tremendous work that has gone into the plantation development over the last few years.

Last year we recorded our first profit after tax. I cautioned that that was the result of a non-cash revaluation of our oil palm asset rather than profits from operations. This year we are back in the red. This fluctuation is principally a result (again) of having to comply with the requirements of the accounting standards on valuing our oil palm asset. As I also emphasised last year, we do not expect to generate positive operational cash flows until FY2017.

Our focus remains on consolidation and conserving cash for our operational requirements. We will seek to optimize returns on our cash pending utilisation for our operational needs while always keeping an eye out for expansion opportunities.

I wish to take this opportunity to thank the management and staff and look forward to seeing you at our annual general meeting later this year.

Dato' CRS Paragash
Executive Chairman
26 August 2014

FINANCIAL REPORT

DIRECTORS' REPORT

The directors of Sterling Plantations Limited ("SPL") submit the annual report of the Group, consisting of SPL and the entities it controlled for the year ended 30 June 2014.

DIRECTORS

The names of the directors in office since the date of the last report are:

Dato' CRS Paragash
Andrew Phang
Jackie Leong
Paul Mason
Eric P John (Appointed on 15 November 2013)
Graham Keys (Resigned on 15 November 2013)

Details of directors in office at the date of this report are as follows:

Name and Qualifications	Particulars
Dato' CRS Paragash *FCA* *Executive Chairman*	Dato' Paragash joined the board on 25 May 2006. He is a Fellow of the Institute of Chartered Accountants (England & Wales) and a member of the Malaysian Institute of Chartered Accountants. In the past, he has worked with Sime Darby Bhd, an international conglomerate. He has been a successful private equity investor involved in infrastructure and property for over 16 years. During the past three years, Dato' Paragash has not served as a director of any other publicly listed company. **Interest in SPL shares/options:** 32,799,815 shares in SPL held indirectly through Duplex Fame Sdn Bhd.
Andrew Phang *FFin LLM LLB* *Group Executive Director*	Mr Phang joined the board on 25 May 2006. Mr Phang is a Fellow of the Financial Services Institute of Australasia. A lawyer by training, he has held senior management posts in the public and private sectors in Malaysia. During the past three years, Mr Phang has not served as a director of any other publicly listed company. **Interest in SPL shares/options:** 32,799,815 shares in SPL held indirectly through Duplex Fame Sdn Bhd.
Jackie Leong *Executive Director*	Ms Leong joined the board on 17 November 2011. Ms Leong is an accountant by training and obtained audit experience with a leading international accounting firm before continuing her career in corporate finance and investment banking. She has extensive experience in advising corporate transactions such as IPOs, capital raising in debt and equity markets as well as mergers and acquisitions. She currently handles corporate finance related matters for the Group. During the past three years, Ms Leong has not served as a director of any other publicly listed company. **Interest in SPL shares/options:** 149,843 shares in SPL held by spouse.

Name and Qualifications	Particulars
Paul Mason *Non Executive Director*	Mr Mason joined the board on 1 April 2009. Mr Mason is a chartered accountant by profession and is a member of the Institute of Chartered Accountants in Australia as well as the Institute of Chartered Accountants in England and Wales. He has over 18 years experience advising public and private companies and has worked in various industries in Australia and overseas predominantly in the energy and mining sectors. During the past three years, Mr Mason has not served as a director of any other publicly listed company. **Interest in SPL shares/options:** Nil. Mr. Mason is chairman of the audit and risk committee.
Eric P John *Non Executive Director*	Mr John joined the board on 15 November 2013. Mr John holds a Bachelor of Arts from Murdoch University. During the last three years, Mr John has not served as a director of any other publicly listed company. **Interest in SPL shares/options:** Nil.

COMPANY SECRETARY

Name and Qualifications	Particulars
Shaun Menezes	Mr Menezes was appointed in place of Ms Mitton who resigned as Company Secretary effective 8 November 2013. Mr Menezes is a Chartered Accountant with over 14 years' experience working with Australian listed companies in various capacities. He was previously an executive director at a leading international accounting firm following which he held a senior management role within an ASX 200 listed company. He is a Member of the Institute of Chartered Accountants in Australia and holds a Bachelor of Commerce and a Bachelor of Laws from the University of Western Australia.

PRINCIPAL ACTIVITIES

The Group is principally involved in oil palm plantation development and the sale and marketing of grower plots (being interests under the Golden Palm Growers Scheme).

OPERATIONAL AND FINANCIAL REVIEW

Operating Results for the Year

The consolidated loss after income tax for the year ended 30 June 2014 was $5.072 million (2013: profit after tax of $4.648 million).

Major components of expenses incurred by the Group are Growers Scheme Costs of $0.687 million (2013: $1.659 million), employee benefits expense of $3.951 million (2013: $3.192 million), finance costs of $5.404 million (2013: $3.428 million) and lease expense of $0.922 million (2013: $0.923 million).

The Group recorded lower Growers Scheme Costs mainly due to reduced sales of Grower Plots in 2014, in line with the Group's strategy to slow down sales of Grower Plots and focus on developing the Group's estate. Finance costs mainly relates to net yield expenses paid to Growers.

Summarised operating results for the year under review are as follows.

	30 June 2014 $'000	30 June 2013 $'000	Movement
Revenue	779	924	down 16%
(Loss)/profit after tax	(5,072)	4,648	down 209%
(Loss)/profit attributable to members	(5,072)	4,648	down 209%
Dividends proposed or paid	Nil	Nil	n/a

Shareholder Returns

There were no returns to shareholders during the year as the Group's has yet to commence continuous biodiesel production (disposed off during the year) and its plantation development is still at the planting out stage. The loss per share is 7.80 cents (2013: profit per share of 7.15 cents)

Dividends

No dividend was paid or is proposed for the year under review.

Review of Operations

During the year, the Group completed the sale of its 100,000 tonne biodiesel plant in Malaysia allowing it to exit the biodiesel business with substantial cash resources to meet its future cash requirements.

The Group's Growers Scheme, which was launched in August 2010, has raised $67.740 million (as at 30 June 2014) for the development of the plantation. The cash raised from the Growers Scheme provides funding for the plantation development whilst allowing the Group to retain at least 30% of the economic value of the plantation. As at 30 June 2014, 3,334 hectares of the 4,565 hectare plantation is already under development. Of this area, 2,480 hectares have been planted out with oil palms with various stages of maturity.

Environmental Regulations and Performance

The Group has received relevant approvals from environmental protection authorities in Malaysia with respect to its biodiesel plant (disposed off during the year) and the plantation development. These approvals require the Group to comply with applicable environmental regulations. The directors are not aware of any breaches of such environmental regulations during the period of this report.

OPERATIONAL AND FINANCIAL REVIEW (cont'd)

Review of Financial Position

During the year under review, the Company's share capital remained unchanged at $32.143 million.

Total assets of the Group increased to $63.288 million (2013: $62.659 million) mainly due to sale of biodiesel plant during the year as well as small increase in the value of the Group's biological assets from $25.355 million in 2013 to $27.474 million in 2014. This has also resulted in a non-cash fair-value gain of $2.882 million (2013: $18.769 million) in biological assets.

Liabilities have correspondingly increased mainly due to increase in Grower fees received from Growers. This is shown as Growers' Fees liability, which has increased to $67.740 million compared to $60.675 million in 2013.

Net cash flows used in operating expenditure was $6.372 million in 2014 comparable to that in the previous year (2013: $6.458 million).

As plantation activities continue to gain momentum, net cash flows from investing activities increased to $5.098 million as compared to net cash flows used of $2.951 million in the previous year.

A positive net cash flow from investing activities amounting to $5.098 million was due to proceeds from disposal of a wholly owned Malaysia subsidiary, SPC Biodiesel Sdn Bhd, which owns a 100,000 tonne biodiesel plant for RM33.000 million ($11.056 million).

However, as planting activities continued to gain momentum, $3.394 million (2013: $2.960 million) was spent for capital expenditure and planting expenditure during the year. The Group also invested a portion of its funds to purchase investment properties in London in line with its stated objective of optimizing returns on its cash resources pending utilization for operational needs.

Net cash flows from financing activities increase to $9.080 million as compared to $8.897 million in the previous year. This is mainly due to the Group achieving its target in sales of its Grower Plots. As a result of that, the Group embarked on a strategy to reduce its focus on selling Grower Plots for the Growers Scheme. In turn the Group intensified its plantation development activities in order to fully develop the estate based on plantation industry's best practices.

The Group continues to record a cash positive position due to funds raised from the Growers Scheme and sale of biodiesel plant during the year. Premised on that and the positive cash balance of $11.388 million as at 30 June 2014, the Directors believe that the consolidated entity will have sufficient funds to meet its obligations as and when they fall due.

SIGNIFICANT EVENTS DURING THE YEAR

During the year, the Company completed the sale of its wholly owned Malaysian subsidiary, SPC Biodiesel Sdn Bhd, which owns a 100,000 tonne biodiesel plant for RM33.000 million ($11.056 million).

MATTERS SUBSEQUENT TO THE REPORTING PERIOD

Except as disclosed in this report or the consolidated financial statements, as at the date of this report, no other matter or circumstance has arisen that has significantly affected, or may significantly affect, the operations of the Group, the results of those operations or the state of affairs of the Group in subsequent years.

LIKELY DEVELOPMENTS AND EXPECTED RESULTS OF OPERATIONS

The successful sale of the Group's biodiesel plant has resulted in the Group having substantial cash resources to meet its future cash requirements. This, together with the success of the Growers Scheme means that the Group is well placed to complete the development of its 4,565 hectare oil palm plantation in Malaysia as well as explore expansion opportunities. Pending utilization of the Group's cash resources, the Group intends to optimize returns by investing in short to medium term investment opportunities.

UNQUOTED OPTIONS

As at the reporting date and the date of this report, there were no unquoted options on issue exercisable into ordinary shares.

No shares have been issued during or since the end of the financial year as a result of exercise of an option.

DIRECTORS' INTERESTS IN SHARES AND OPTIONS

The following table sets out each director's relevant interest in shares of the Company as at the date of this report.

Directors	Number of fully paid ordinary shares
Dato' CRS Paragash *	32,799,815
A Phang **	32,799,815
J Leong ***	149,843
P Mason	-
EP John (Appointed on 15 November 2013)	-

* held by spouse indirectly via Duplex Fame Sdn Bhd
** held indirectly via Duplex Fame Sdn Bhd
*** held by spouse

The current Board of Directors of the Company does not have any options granted to them.

INDEMNIFICATION OF OFFICERS AND AUDITORS

During the financial year, the Company paid a premium in respect of a contract insuring the directors of the Company (as named above), the Company Secretary and all executive officers of the Company and of any subsidiary against a liability incurred as such as a director, secretary or executive officer to the extent permitted by the Corporations Act 2001. The nature of the liability and the amount of premium paid has not been disclosed due to confidentiality purposes.

The Company has not otherwise, during or since the financial year, except to the amount permitted by law, indemnified or agreed to indemnify an officer or auditor of the Company or any related body corporate against a liability incurred as such an officer or auditor.

REMUNERATION REPORT (Audited)

This Remuneration Report outlines the directors and executives remuneration arrangements of the Company and the Group in accordance with the requirements of the Corporations Act 2001 and its Regulations. For the purposes of this report, Key Management Personnel (KMP) are defined as those persons having authority and responsibility for planning, directing and controlling the major activities of the Group, directly or indirectly, including any director (whether executive or otherwise) of the parent company.

REMUNERATION REPORT (Audited) (cont'd)

Details of key management personnel

	Position Held
Dato' CRS Paragash	Executive Chairman
A Phang	Group Executive Director
J Leong	Executive Director
P Mason	Director (Non-Executive)
EP John	Director (Non-Executive) – Appointed on 15 November 2013
G Keys	Director (Non-Executive) – Resigned on 15 November 2013
Executives	
T Rajan	Chief Executive - Growers Scheme
MP Nathan	Plantation Adviser – Resigned on 4 March 2014

There were no changes to KMP after the reporting date and before the date the financial report was authorised for issue.

During the 2013 AGM the resolution to approve the remuneration report was passed by show of hands by voters. The Board has subsequently reviewed salaries within the remuneration report and found them to be suitable for the level of responsibility required for each position. The Board, through its remuneration committee, will continue to review key management personnel salaries as part of its commitment to corporate governance best practice.

Remuneration Philosophy

The Board is responsible for reviewing the compensation arrangements for the directors and the executive team. The Board assesses the appropriateness of the nature and amount of emoluments of such officers on a periodic basis. The overall objective is the retention of a high quality Board and executive team, to maximize value of shareholders' investment. No remuneration consultants have been used during the year.

Relationship between the remuneration policy and company performance

In FY 2011, the Board approved a special bonus of $736,000 each to the Executive Chairman and Group Executive Director calculated on 1% of the gross development value of the Growers Scheme. The special bonuses were awarded for the successful development and implementation of a corporate plan that culminated in the launch of the Growers Scheme. The performance conditions were set as it was deemed to be in line with the philosophy of the Company, which is to implement a funding strategy for its on-going projects. Payment of the special bonus to the Executive Chairman and Group Executive Director is subject to fulfillment of the following key parameters - sale of at least 6,000 Grower Plots; repayment of existing liabilities (including the standby facility from the founder shareholder); and sufficient cash flows for on-going operations. During the year, the key parameters have been met and therefore a partial payment of $234,868 was made to the Group Executive Director during the year.

T Rajan (Chief Executive - Growers Scheme) had a marketing fee paid based on a percentage of funds raised from the Growers Scheme during the financial year. The performance conditions were set as it was deemed to be in line with the philosophy of the Company which is to implement a funding strategy for its on-going projects.

REMUNERATION REPORT (Audited) (cont'd)

Relationship between the remuneration policy and company performance (cont'd)

Except as disclosed, no component of director and senior management salary is dependent on company performance and the Company did not have a formal cash incentive or bonus scheme for the years ended 30 June 2013 and 30 June 2014.

The table below sets out summary information about the Group's earnings and movements in shareholders wealth for the period from 30 June 2010 to 30 June 2014.

	30 June 2014 $'000	30 June 2013 $'000	30 June 2012 $'000	30 June 2011 $'000	30 June 2010 $'000
Revenue	779	924	522	122	111
(Loss)/profit before Tax	(5,564)	8,035	(9,058)	(9,235)	(2,472)
(Loss)/profit after Tax	(5,072)	4,648	(9,058)	(9,235)	(2,472)
Share price at beginning of year	0.06	0.11	0.04	0.02	0.10
Share price at end of year	0.04	0.06	0.11	0.04	0.03
Dividends	-	-	-	-	-
Basic and diluted (loss)/profit per share (cents per share)	(7.80)	7.15	(13.94)	(14.21)	(3.80)

Non-Executive Directors' Fees

The Constitution and the ASX Listing Rules specify that the aggregate compensation of non-executive directors shall be determined from time to time by a general meeting. An amount not exceeding the amount determined is then divided between the directors as agreed. The latest determination was at the General Meeting held on 31 July 2006 when shareholders approved the aggregate remuneration of $250,000 per year.

The amount of aggregate compensation sought to be approved by shareholders and the manner in which it is apportioned amongst directors is reviewed annually. The Board considers advice from external consultants, as well as the fees paid to non-executive directors of comparable companies, when undertaking the annual review process.

Executive Salary

The remuneration of executives is reviewed annually with the review taking into consideration the contribution of the individual commensurate with the performance of the Group and comparable employment market conditions. Except as disclosed above, no component of the executive salary is at risk and the Company does not have a formal cash incentive or bonus scheme.

Hedging of equity awards

Executives are prohibited from entering into transactions or arrangements, which limit the economic risk of participating in unvested entitlements.

REMUNERATION REPORT (Audited) (cont'd)

Contracts for service

The Executive Chairman, Dato' CRS Paragash, is employed under contract. The employment contract, which commenced on 1 July 2006, terminates on 30 June 2015. The total remuneration received by the Executive Chairman during the year is disclosed in the relevant tables in this report. Either the Executive Chairman or the Company can terminate the contract by giving 3 months notice.

The Group Executive Director, A Phang, is employed under contract. The employment contract, which commenced on 1 July 2006, terminates on 30 June 2015. The total remuneration received by the Group Executive Director during the year is disclosed in the relevant tables in this report. Either the Group Executive Director or the Company can terminate the contract by giving 3 months notice.

The Executive Director, J Leong, is employed under contract. The employment contract, which commenced on 1 July 2012, terminated on 31 December 2013 and was replaced with a consulting contract from 1 January 2014 to 30 June 2014. She remains as a Director of the Company. The total remuneration received by the Executive Director during the year is disclosed in the relevant tables in this report.

The Chief Executive – Growers Scheme, T Rajan, is employed under contract. The employment contract, which commenced on 12 July 2010 terminated on 1 May 2013. T Rajan continues in his position as Chief Executive – Growers Scheme and Director of Golden Palm Growers Berhad (the management company of the Growers Scheme). The total remuneration received by T Rajan during the year is disclosed in the relevant tables in this report. Either the Chief Executive – Growers Scheme or the Company can terminate the contract by giving 3 months notice.

The Plantation Adviser, MP Nathan, was employed under contract. The employment contract, which commenced on 1 May 2012, was to terminate on 30 April 2015. On 4 March 2014, MP Nathan resigned from his position as Plantation Advisor. The total remuneration received by MP Nathan during the year is disclosed in the relevant tables in this report.

There are no termination benefits for all the contracts for service.

REMUNERATION REPORT (Audited) (cont'd)

Remuneration of Key Management Personnel ("KMP")

The directors and the following executives received the following amounts as compensation for their services as directors and executives of the Company and/or the Group during the year:

Remuneration of Key Management Personnel for the year ended 30 June 2014

	Short-term			Post employment		
Name	Salary	Fees	Non-monetary benefits ^	Super-annuation	Total	Total performance related
	$	$	$		$	%
Non-executive directors						
P Mason	38,444	-	-	3,556	42,000	-
EP John (Appointed 15 November 2013)	6,499	-	-	601	7,100	-
G Keys (Resigned on 15 November 2013)	17,500	+ 20,875	-	-	38,375	-
Sub-total - non-executive directors	62,443	20,875	-	4,157	87,475	
Executive directors						
CRS Paragash	*665,558	-	50,435	67,729	783,722	11%
A Phang	**835,312	-	21,417	53,685	910,414	41%
J Leong	***234,549	++ 80,526	8,120	18,778	341,973	22%
Sub-total - executive directors	1,735,419	80,526	79,972	140,192	2,036,109	
Other KMP						
T Rajan	-	#756,312	5,731	-	762,043	92%
MP Nathan (Resigned on 4 March 2014)	101,534	-	10,411	12,197	124,142	-
Sub-total - other KMP	101,534	756,312	16,142	12,197	886,185	
Total	1,899,396	857,713	96,114	156,546	3,009,769	

^ Non-monetary benefits include motor vehicle expenses, leave passage, telephone, and recreation club membership.
+ Fees paid for secretarial and other services (2013: $61,500) which were paid to a company that he has interest.
++ Consultancy fee paid.
# Includes marketing fee paid of $701,018 to a company that he has interest.
* Includes a bonus payment of $82,673.
** Includes a bonus payment of $140,920 and a special bonus of $234,868.
*** Includes a bonus payment of $75,158.

REMUNERATION REPORT (Audited) (cont'd)

Remuneration of Key Management Personnel for the year ended 30 June 2013

Name	Short-term Salary	Short-term Fees	Short-term Non-monetary benefits ^	Post employment Super-annuation	Total	Total performance related
	$	$	$		$	%
Non-executive directors						
P Mason	38,532	-	-	3,468	42,000	-
G Keys	42,000	+61,500	-	-	103,500	-
Sub-total - non-executive directors	80,532	61,500	-	3,468	145,500	
Executive directors						
CRS Paragash	*516,193	-	42,284	55,940	614,417	6%
A Phang	**400,804	-	26,032	43,607	470,443	6%
J Leong	***247,873	-	15,410	27,217	290,500	6%
Sub-total - executive directors	1,164,870	-	83,726	126,764	1,375,360	
Other KMP						
T Rajan	#427,350	-	8,708	17,057	453,115	35%
MP Nathan	107,647	-	12,303	12,281	132,231	-
Sub-total - other KMP	534,997	-	21,011	29,338	585,346	
Total	1,780,399	61,500	104,737	159,570	2,106,206	

^ Non-monetary benefits include motor vehicle expenses, leave passage, telephone, and recreation club membership.

+ Fees paid for secretarial and other services (2012: $61,500) which were paid to a company that he has interest.

Includes contractual bonus amounting to $157,853 that is 100% vested and paid (2012: $277,140).

* Includes a bonus payment of $36,778.

** Includes a bonus payment of $28,410.

*** Includes a bonus payment of $18,688.

Option holdings of Key Management Personnel

As at 30 June 2014, no option has been granted or vested to Key Management Personnel.

REMUNERATION REPORT (Audited) (cont'd)

Share holdings of key management personnel

30 June 2014	Fully Paid Ordinary Shares Held at 1 July 2013	Granted as remuneration	On exercise of options	Net change other	Held at 30 June 2014
Directors					
CRS Paragash	32,799,815	-	-	-	*32,799,815
A Phang	32,799,815	-	-	-	**32,799,815
J Leong	149,843	-	-	-	***149,843
P Mason	-	-	-	-	-
EP John (Appointed 15 November 2013)	-	-	-	-	-
G Keys (Resigned 15 November 2013)	14,000	-	-	(14,000)	-

* held by spouse indirectly via Duplex Fame Sdn Bhd

** held indirectly via Duplex Fame Sdn Bhd

*** held by spouse

All equity transactions with key management personnel, other than those arising from the exercise of remuneration options, have been entered into under terms and conditions no more favourable than those the Group would have adopted if dealing at arm's length.

Other transaction with key management personnel

The details of the transaction with key management personnel are as follows:

	30 June 2014 $'000	30 June 2013 $'000
Unsecured loan from a shareholder	-	2,144
Loan interest payable to a shareholder	-	459
Payments for secretarial and other services to a company (Norvest Corporate Pty Ltd) in which a former director (Mr Graham Keys) has interest in.	21	62
Payments for marketing services to a company (Bimbingan Efektif Sdn Bhd) in which a director (Mr T Rajan) of a controlled entity (Golden Palm Growers Berhad) has interest in.	701	-

REMUNERATION REPORT (Audited) (cont'd)

Other transaction with key management personnel (cont'd)

These transactions have been entered into in the normal course of business and have been established on terms and conditions that are not materially different from those obtainable in transactions with unrelated parties. During the year, the unsecured loan from a shareholder which has a standby credit up to RM10 million equivalent to $3.307 million has been fully repaid during the year and the standby credit facilities has been cancelled effective from 30 April 2014.

Details relating to key management personnel are disclosed as below.

Compensation of Key Management Personnel

Remuneration by category

	30 June 2014 $'000	30 June 2013 $'000
Key Management Personnel		
Short-term benefits	2,853	1,947
Post-employment benefits	157	159
Share-based payments	-	-
	3,010	2,106

This is the end of the audited Remuneration Report

DIRECTORS' MEETINGS

The following table sets out the number of directors' meetings and committee meetings held during the financial year and the number of meetings attended by each director (while they were a director or committee member).

	Board of Directors		Audit and Risk Committee	
Directors	**Held**	**Attended**	**Held**	**Attended**
Dato' CRS Paragash	4	4	N/A	N/A
A Phang	4	4	N/A	N/A
J Leong	4	4	2	2
P Mason	4	3	2	2
EP John (Appointed 15 November 2013)	2	2	1	1
G Keys (Resigned 15 November 2013)	2	2	1	1

Unless otherwise indicated, all directors were eligible to attend all board meetings held.

Committee Membership

As at the date of this report, the Company had an Audit and Risk Committee of the board of directors. Members of this committee during the year were:

P Mason (Committee Chairman)
J Leong
EP John (Appointed 15 November 2013)
G Keys (Resigned 15 November 2013)

The full Board meets as the Nomination Committee and the Remuneration Committee on an as required basis. The Board had for the year one meeting as the Remuneration Committee during the financial year.

ROUNDING OF AMOUNTS

The Company is an entity to which Australian Securities and Investments Commission Class Order 98/100 applies. Pursuant to this Class Order, amounts reported in this report and the financial statements have been rounded to the nearest thousand dollars, except where not permitted to be rounded under the Corporations Act 2001.

NON-AUDIT SERVICES

An amount of $10,000 (2013 : $14,000) is payable to an internationally affiliated practice of the auditor for non-audit services provided during the year. The directors are satisfied that the provision of non-audit services is compatible with the general standard of independence for auditors imposed by the Corporations Act 2001. The nature and scope of each type of non-audit service provided means that auditor independence was not compromised.

AUDITORS INDEPENDENCE DECLARATION

The Auditor's Independence Declaration is included on page 69 of the financial report. Signed in accordance with a resolution of the directors.

Dato' CRS Paragash
Executive Chairman

Andrew Phang
Group Executive Director

Perth, 26 August 2014

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the Year Ended 30 June 2014

	NOTE	30 June 2014 $'000	30 June 2013 $'000
REVENUE	7(a)	779	924
Other income		26	32
Changes in fair value of biological assets		2,882	18,769
Fair value gain on financial assets at fair value through profit or loss		118	-
Net gain from sale of biodiesel plant		5,945	-
Changes in fair value of growers fees		(1,650)	-
Raw materials & consumable used	7(b)	(181)	(197)
Growers Scheme costs		(687)	(1,659)
Employee benefits expense	7(c)	(3,951)	(3,192)
Depreciation expense	7(d)	(683)	(661)
Finance costs	7(e)	(5,404)	(3,428)
Lease expense	7(f)	(922)	(923)
Travel expense		(130)	(118)
Other expenses	7(g)	(1,706)	(1,512)
(LOSS)/PROFIT BEFORE INCOME TAX		(5,564)	8,035
Income tax (benefit)/ expense	8	492	(3,387)
(LOSS)/PROFIT AFTER TAX ATTRIBUTABLE TO MEMBERS OF THE ENTITY		(5,072)	4,648
OTHER COMPREHENSIVE PROFIT/ (LOSS)			
Items that may be re-classified to profit or loss			
Foreign currency translation		407	(903)
OTHER COMPREHENSIVE PROFIT/ (LOSS) FOR THE YEAR, NET OF TAX		407	(903)
TOTAL COMPREHENSIVE (LOSS)/PROFIT FOR THE YEAR		(4,665)	3,745
(LOSS)/PROFIT FOR THE YEAR IS ATTRIBUTABLE TO			
Owners of the parent		(5,072)	4,648
		(5,072)	4,648
TOTAL COMPREHENSIVE (LOSS)/PROFIT FOR THE YEAR IS ATTRIBUTABLE TO:			
Owners of the parent		(4,665)	3,745
		(4,665)	3,745
(LOSS)/PROFIT PER SHARE FOR (LOSS)/PROFIT ATTRIBUTABLE TO THE ORDINARY EQUITY HOLDERS OF THE PARENT			
Basic and diluted (loss)/ profit per share (cents per share)	18	(7.80)	7.15

The Consolidated Statement of Profit or Loss and Other Comprehensive Income should be read in conjunction with the accompanying notes.

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As At 30 June 2014

	NOTE	30 June 2014 $'000	30 June 2013 $'000
ASSETS			
CURRENT ASSETS			
Cash and cash equivalents	19(a)	11,388	3,576
Restricted deposits	20	3,967	3,640
Inventories		65	5
Other current assets	9	3,062	1,204
Financial assets at fair value through profit or loss	10	925	-
TOTAL CURRENT ASSETS		19,407	8,425
NON-CURRENT ASSETS			
Restricted deposits	20	8,691	16,941
Property, plant and equipment	11	7,716	11,938
Biological assets	12	27,474	25,355
TOTAL NON-CURRENT ASSETS		43,881	54,234
TOTAL ASSETS		63,288	62,659
LIABILITIES			
CURRENT LIABILITIES			
Trade and other payables	13	5,916	4,331
Tax liability	8(a)	-	24
Borrowings	14	20	2,680
TOTAL CURRENT LIABILITIES		5,936	7,035
NON-CURRENT LIABILITIES			
Borrowings	14	25	108
Deferred tax liability	8(b)	3,036	3,625
Growers Scheme liability	15	67,740	60,675
TOTAL NON-CURRENT LIABILITIES		70,801	64,408
TOTAL LIABILITIES		76,737	71,443
NET LIABILITIES		(13,449)	(8,784)
SHAREHOLDERS' DEFICIT			
Equity attributable to equity holders of the parent			
Issued capital	16(a)	32,143	32,143
Accumulated losses		(43,880)	(38,808)
Reserves	17	(1,712)	(2,119)
Parent interests		(13,449)	(8,784)
Non-controlling interests		-	-
TOTAL SHAREHOLDERS' DEFICIT		(13,449)	(8,784)

The Consolidated Statement of Financial Position should be read in conjunction with the accompanying notes.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the Year Ended 30 June 2014

	Ordinary Shares $'000	Accumulated Losses $'000	Employee Equity Benefits Reserve $'000	Foreign Currency Translation Reserve $'000	Equity Reserve $'000	Total $'000
At 30 June 2012	32,143	(43,456)	234	(633)	(817)	(12,529)
Profit for the year	-	4,648	-	-	-	4,648
Other comprehensive loss	-	-	-	(903)	-	(903)
Total comprehensive income/(loss) for the year	-	4,648	-	(903)	-	3,745
At 30 June 2013	32,143	(38,808)	234	(1,536)	(817)	(8,784)
Loss for the year	-	(5,072)	-	-	-	(5,072)
Other comprehensive income	-	-	-	407	-	407
Total comprehensive (loss)/ income for the year	-	(5,072)	-	407	-	(4,665)
At 30 June 2014	32,143	(43,880)	234	(1,129)	(817)	(13,449)

The Consolidated Statement of Changes in Equity should be read in conjunction with the accompanying notes.

CONSOLIDATED STATEMENT OF CASH FLOWS

For the Year Ended 30 June 2014

	NOTE	30 June 2014 $'000	30 June 2013 $'000
CASH FLOWS FROM OPERATING ACTIVITIES			
Receipts from trade customers		244	44
Receipts from others		26	29
Payments to suppliers and employees		(6,506)	(7,084)
Interest paid		(542)	(11)
Interest received		406	564
NET CASH FLOWS USED IN OPERATING ACTIVITIES	19(b)	(6,372)	(6,458)
CASH FLOWS FROM INVESTING ACTIVITIES			
Proceeds from sale of property, plant and equipment		125	9
Proceeds from sale of a subsidiary		11,056	-
Purchase of property, plant and equipment		(2,190)	(2,138)
Plantation expenditure		(1,204)	(822)
Prepayment for investment in properties		(1,868)	-
Investment in shares		(821)	-
NET CASH FLOWS FROM/(USED IN) INVESTING ACTIVITIES		5,098	(2,951)
CASH FLOWS FROM FINANCING ACTIVITIES			
Funds received under Growers Scheme		7,270	14,549
Refund of reserve margin		5,941	-
Funds received for payment of net yield		3,944	3,123
Placement of deposits		(2,439)	(5,601)
Net yield paid		(3,523)	(2,819)
Repayment from employees		1	10
Repayment of borrowings		(2,114)	(365)
NET CASH FLOWS FROM FINANCING ACTIVITIES		9,080	8,897
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS		7,806	(512)
NET FOREIGN EXCHANGE DIFFERENCES		6	329
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR		3,576	3,759
CASH AND CASH EQUIVALENTS AT END OF YEAR	19(a)	11,388	3,576

The Consolidated Statement of Cash Flows should be read in conjunction with the accompanying notes.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

1. CORPORATE INFORMATION

The financial report of Sterling Plantations Limited International Limited for the year ended 30 June 2014 was authorised for issue in accordance with a resolution of the directors on the date of approval of the Directors' Report.

Sterling Plantations Limited is a company limited by shares, incorporated and domiciled in Australia, whose shares are publicly traded on the Australian Stock Exchange.

The nature of the operations and principal activities of the Group are described in the Directors' Report.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(a) Basis of preparation

The financial report is a general-purpose financial report, which has been prepared in accordance with the requirements of the Corporations Act 2001 and Australian Accounting Standards applicable to for-profits entities. The financial report has also been prepared on a historical cost basis, except for biological assets and Growers Scheme liability which have been measured at fair value.

The financial report is presented in Australian dollars and all values are rounded to the nearest thousand dollars ("$'000"), unless otherwise stated, under the option available to the Company under ASIC Class Order 98/100. The Company is an entity to which the class order applies.

(b) Compliance with IFRS

The financial report complies with Australian Accounting Standards and International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standard Board.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

(c) New accounting standards and interpretations

Adoption of accounting standards

All new and amended standards and interpretations, which became applicable on 1 July 2013, have been adopted by the Group. Adoption of these new and amended standards and interpretations had no impact on the financial position or performance of the Group.

The Group has not elected to early adopt any new standards or amendments.

Australian Accounting Standards that have recently been issued or amended but are not yet effective have not been adopted for the annual reporting year ended 30 June 2014. These are outlined below:

Reference	Title	Nature of Change	Application date of standard	Impact on Company financial statements	Application date for Company
AASB 9 (issued December 2009 and amended December 2010)	Financial Instruments	Amends the requirements for classification and measurement of financial assets. The available-for-sale and held-to-maturity categories of financial assets in AASB 139 have been eliminated. Under AASB 9, there are three categories of financial assets: • Amortised cost • Fair value through profit or loss • Fair value through other comprehensive income. AASB 9 requires that gains or losses on financial liabilities measured at fair value are recognised in profit or loss, except that the effects of changes in the liability's credit risk are recognised in other comprehensive income.	1 January 2017	Adoption of AASB 9 is only mandatory for the year ending 30 June 2018. The company has not yet made an assessment of the impact of these amendments.	1 July 2017
AASB 2012-6 (issued September 2012)	Amendments to Australian Accounting Standards - Mandatory Effective Date of AASB 9 and Transition Disclosures	Defers the effective date of AASB 9 to 1 January 2015. Entities are no longer required to restate comparatives on first time adoption. Instead, additional disclosures on the effects of transition are required.	1 January 2015	As comparatives are no longer required to be restated, there will be no impact on amounts recognised in the financial statements. However, additional disclosures will be required on transition, including the quantitative effects of reclassifying financial assets on transition.	1 July 2015

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

(c) New accounting standards and interpretations (cont'd)

Australian Accounting Standards that have recently been issued or amended but are not yet effective have not been adopted for the annual reporting year ended 30 June 2014. These are outlined below:

Reference	Title	Nature of Change	Application date of standard	Impact on Company financial statements	Application date for Company
AASB 2013-9 (issued December 2013)	Amendments to Australian Accounting Standards – Conceptual Framework, Materiality and Financial Instruments	Makes three amendments to AASB 9: • Adding the new hedge accounting requirements into AASB 9 • Deferring the effective date of AASB 9 from 1 January 2015 to 1 January 2017, and • Making available for early adoption the presentation of changes in 'own credit' in other comprehensive income (OCI) for financial liabilities under the fair value option without early applying the other AASB 9 requirements. Under the new hedge accounting requirements: • The 80-125% highly effective threshold has been removed • Risk components of non-financial items can qualify for hedge accounting provided that the risk component is separately identifiable and reliably measurable • An aggregated position (i.e. combination of a derivative and a non-derivative) can qualify for hedge accounting provided that it is managed as one risk exposure • When entities designate the intrinsic value of options, the initial time value is deferred in OCI and subsequent changes in time value are recognised in OC • When entities designate only the spot element of a forward contract, the forward points can be deferred in OCI and subsequent changes in forward points are recognised in OCI. Initial foreign currency basis spread can also be deferred in OCI with subsequent changes be recognised in OCI • Net foreign exchange cash flow positions can qualify for hedge accounting.	1 January 2017	The company currently applies hedge accounting. It is expected that the application of the new amendments will not have an impact on the company's financial statements.	1 July 2017

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

(c) New accounting standards and interpretations (cont'd)

Australian Accounting Standards that have recently been issued or amended but are not yet effective have not been adopted for the annual reporting year ended 30 June 2014. These are outlined below:

Reference	Title	Nature of Change	Application date of standard	Impact on Company financial statements	Application date for Company
AASB 2013-4 (issued July 2013)	Amendments to Australian Accounting Standards – Novation of Derivatives and Continuation of Hedge Accounting (AASB 139)	Clarifies treatment of novated hedging instruments and continuation of hedge accounting where entities are required to replace the original party with a central counterparty as a consequence of laws or regulations or the introduction of laws and regulation.	1 January 2014	Adoption of AASB 9 is only mandatory for the year ending 30 June 2018. The company has not yet made an assessment of the impact of these amendments.	1 July 2014
AASB 2013-3 (issued June 2013)	Amendments to AASB 136 – Recoverable Amount Disclosures for Non-Financial Assets	Clarifies the disclosure requirements for cash-generating units (CGUs) with significant amounts of goodwill and intangibles with indefinite useful lives and also adds additional disclosures when recoverable amount is determined based on fair value less costs to sell.	1 January 2014	As this standard amends disclosure requirements only, there will be no impact on amounts recognised in the financial statements. The recoverable amount for CGUs with significant amounts of goodwill and intangibles with indefinite lives will only be required to be disclosed where an impairment loss has been recognised. However, there will be additional disclosures about the level of the fair value hierarchy where recoverable amount for a CGU is determined based on fair value less costs to sell.	1 July 2014
AASB 2014-2	Amendments to Australian Accounting Standards [Operative dates: Parts A-C – 1 Jul 2014; Part D – 1 Jan 2016; Part E – 1 Jan 2015]	Non-urgent but necessary changes to standards arising from Annual Improvements to IFRSs 2010–2012 Cycle and Annual Improvements to IFRSs 2011–2013 Cycle	1 July 2014, 1 January 2016, 1 January	There will be no impact on the financial statements when these amendments are first adopted because they apply prospectively or are disclosure impacts only	1 July 2014, 1 July 2015, 1 July 2016

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

(c) New accounting standards and interpretations (cont'd)

Australian Accounting Standards that have recently been issued or amended but are not yet effective have not been adopted for the annual reporting year ended 30 June 2014. These are outlined below:

Reference	Title	Nature of Change	Application date of standard	Impact on Company financial statements	Application date for Company
Improvements to IFRSs (issued December 2013)	Annual Improvements 2011-2013 Cycle (IFRS13 & IAS 40)	Non-urgent but necessary changes to standards	1 July 2014	There will be no impact on the financial statements when these amendments are first adopted.	1 July 2014
Interpretation 21 (issued June 2013)	Levies	Clarifies the circumstances under which a liability to pay a levy imposed by a government should be recognised, and whether that liability should be recognised in full at a specific date or progressively over a period of time.	1 January 2014	The company is not liable to pay any government levies. There will therefore be no impact on the financial statements when this interpretation is first adopted.	1 July 2014
IFRS 15 (issued June 2014)	Revenue from contracts with customers	An entity will recognise revenue to depict the transfer of promised good or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. This means that revenue will be recognised when control of goods or services is transferred, rather than on transfer of risks and rewards as is currently the case under IAS 18 Revenue.	Annual reporting periods beginning on or after 1 January 2017	Due to the recent release of this standard, the entity has not yet made a detailed assessment of the impact of this standard.	I July 2017
Amendments to IAS 16 and IAS 41 (issued June 2014)	Agriculuture: Bearer Plants	Bearer plants are now included within the scope of IAS 16 Property, Plant and Equipment and are accounted for in the same way as self-constructed items of property, plant and equitment before they are in the location and condition necessary to be capable of operationg in the manner intended by managemnet.	Annual periods beginning on or after 1 January 2016	Due to the recent release of this standard, the entity has not yet made a detailed assessment of the impact of this standard.	1 January 2016

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

(d) Principles of consolidation

The consolidated financial statements incorporate the assets and liabilities of all subsidiaries of Sterling Plantations Limited ("SPL") as at 30 June 2014 and the results of all subsidiaries for the year then ended. Sterling Plantations Limited and its subsidiaries together are referred to in these financial statements as the 'consolidated entity'.

Subsidiaries are all those entities over which the consolidated entity has control. The consolidated entity controls an entity when the consolidated entity is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the consolidated entity. They are de-consolidated from the date that control ceases.

Intercompany transactions, balances and unrealised gains on transactions between entities in the consolidated entity are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of the impairment of the asset transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the consolidated entity.

The acquisition of subsidiaries is accounted for using the acquisition method of accounting. A change in ownership interest, without the loss of control, is accounted for as an equity transaction, where the difference between the consideration transferred and the book value of the share of the non-controlling interest acquired is recognised directly in equity attributable to the parent.

Non-controlling interest in the results and equity of subsidiaries are shown separately in the statement of profit or loss and other comprehensive income, statement of financial position and statement of changes in equity of the consolidated entity. Losses incurred by the consolidated entity are attributed to the non-controlling interest in full, even if that results in a deficit balance.

Where the consolidated entity losses control over a subsidiary, it derecognises the assets including goodwill, liabilities and non-controlling interest in the subsidiary together with any cumulative translation differences recognised in equity. The consolidated entity recognises the fair value of the consideration received and the fair value of any investment retained together with any gain or loss in profit or loss.

(e) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the executive management team (chief operating decision maker).

(f) Foreign currency translation

Both the functional and presentation currency of SPL is Australian dollar (A$). The functional currency of SPC Biodiesel (the parent for consolidation purposes) is Malaysian Ringgit (RM).

Transactions

Foreign currency transactions are translated to the relevant functional currency at the rate of exchange ruling at the date of transaction. At reporting date, all foreign currency monetary items are translated using the exchange rate ruling on that date. Non-monetary items which are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of transaction. Non-monetary items which are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. Resulting exchange differences are brought to account as exchange gains or losses in the statement of profit or loss and other comprehensive income in the financial year in which the exchange rates change.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

(f) Foreign currency translation (cont'd)

Presentation of consolidated accounts

On consolidation, the assets and liabilities recognised on a functional currency other than Australian dollar are translated into Australian dollar at the exchange rates prevailing at the reporting date. Income and expense items are translated into Australian dollar at the average exchange rates for the period unless exchange rates fluctuate significantly. Exchange differences arising, if any, are recognised in the foreign currency translation reserve, within other comprehensive income in the statement of profit or loss and other comprehensive income.

(g) Cash and cash equivalents

Cash and cash equivalents in the statement of financial position comprise cash at bank, on hand and short-term deposits with an original maturity of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

For the purposes of the Consolidated Statement of Cash Flows, cash and cash equivalents consist of cash and cash equivalents as defined above.

(h) Restricted deposits

Restricted deposits comprise deposits with licensed banks representing a percentage of the growers fees received from growers. These restricted deposits are to be used for the creation of a Reserve Fund Trust Account for purposes of paying guaranteed net yields as well as the setting up of a Reserve Margin Account.

(i) Trade and other receivables

Trade receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less an allowance for any uncollectible amounts.

Collectability of trade receivables is reviewed on an ongoing basis. Debts that are known to be uncollectible are written off when identified. An allowance for doubtful debts is raised when there is objective evidence that the Group will not be able to collect the debt.

Financial difficulties of the debtor, default payments or debts more than 90 days overdue are considered objective evidence of impairment.

(j) Inventories

Inventories are valued at the lower of cost and net realisable value.

Costs incurred in bringing each product to its present location and conditions are accounted for as follows:

- *Raw materials*

  purchase cost is assigned on the weighted average cost basis.

- *Finished goods and work-in-progress*

  cost of direct materials and labour and a proportion of variable and fixed manufacturing overheads based on normal operating capacity but excluding borrowing costs.

- *Net realisable value*

  is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

(k) Property, plant and equipment

Property, plant and equipment is stated at cost less accumulated depreciation and impairment. Cost includes expenditure that is directly attributable to the acquisition of the item.

Depreciation is calculated on a straight-line basis over the estimated useful life of the assets. The estimated useful lives, residual values and depreciation method are reviewed at the end of each annual reporting period.

The following estimated useful lives are used in the calculation of depreciation:

Buildings – over 20 years
Plant and equipment – between 5 to 20 years
Other non-plant equipment – 5 years
Land – 50 years

An item of property, plant and equipment is derecognised upon disposal or when no further future economic benefits are expected from its use or disposal. Any gain or loss on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in statement of profit or loss and other comprehensive income in the year the asset is derecognised.

Leasehold Improvements

Costs incurred on land clearing are capitalised as leasehold improvements and is amortised over the economic useful life of the asset.

Costs on the concession land lease with a term of 60 years are charged to the statement of profit or loss and other comprehensive income in the year in which the costs are incurred.

Costs incurred for planting out of plans and on-going maintenance costs are expensed off in the year in which they are incurred.

(l) Biological assets

Biological assets, which include mature and immature oil palm plantations, are stated at fair value less costs to sell, except when the fair value cannot be measured reliably. In this instance, the biological assets are measured at cost less any accumulated depreciation and any accumulated impairment losses until such time as its fair value can be reliably measured.

Fresh fruit bunches (which are subsequently milled to become palm oil) is the harvested product of a biological asset and is measured at its fair value less estimated point of sale costs at the point of harvest.

Net movement in fair value less estimated point of sale costs of biological assets are included in the statement of profit or loss and other comprehensive income in the year they arise.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

(m) Impairment of non-financial assets

At each reporting date, the Group reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the assets is estimated in order to determine the extent of the impairment loss (if any). An assets recoverable amount is the higher of an asset's or cash generating unit's (CGU) fair value less costs to sell and its value in use and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or group of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to that asset. In determining fair value less cost to sell, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publically traded subsidiaries or other available fair value indicators.

Impairment losses of continuing operations, including impairment on inventories, are recognised in the income statement in expense categories consistent with the function of the impaired asset.

An assessment is made at each reporting date whether there is any indication that previously recognised impairment losses may no longer exist or may have decreased. If such indication exists, the Group estimates the asset's or CGUs recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the income statement unless the asset is carried at a revalued amount, in which case, the reversal is treated as a revaluation increase.

(n) Financial instruments - Initial recognition and subsequent measurement

(i) Financial assets

Financial assets within the scope of AASB 139 are classified as financial assets at fair value through profit or loss, loans and receivables, held-to-maturity investments, available-for-sale financial assets, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. The Group determines the classification of its financial assets at initial recognition.

All financial assets are recognised initially at fair value plus transaction costs.

Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Group commits to purchase or sell the asset.

The Group's financial assets include cash and short-term deposits, restricted deposits, trade and other receivables and loans and other receivables.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

(n) Financial instruments - Initial recognition and subsequent measurement (cont'd)

(i) Financial assets (cont'd)

The subsequent measurement of financial assets depends on their classification as described below:

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed of determinable payments that are not quoted in an active market. After initial measurement, such financial assets are subsequently measured at amortised cost using the EIR method, less impairment. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the income statement. The losses arising from impairment are recognised in the income statement in finance costs for loans and in cost of sales or other operating expenses for receivables.

Held-to-maturity investments

Non-derivative financial assets with fixed or determinable payments and fixed maturities are classified as held-to-maturity when the Group has the positive intention and ability to hold them to maturity. After initial measurement, held-to-maturity investments are measured at amortised cost using the EIR, less impairment. Amortised cost is calculated by taking into account any discount or premium on acquistion and fees or costs that are an integral part of EIR. The EIR amortisation is included in finance income in the income statement. The losses arising from impairment are recognised in the income statement in finance costs.

Derecognition

A financial assets (or, where applicable, a part of a financial asset or part of group of similar financial assets) is derecognised when:

- The rights to receive cash flows from the assets have expired.
- The Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a "pass-through" arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership.

When it has neither transferred nor retained substantially all of the risks and rewards of the assets, nor transferred control of the asset, the asset is recognised to the extent of the Group's continuing involvement in the asset. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

(n) Financial instruments - Initial recognition and subsequent measurement (cont'd)

(i) Financial assets (cont'd)

Impairment of financial assets

The Group assesses, at each reporting date, whether there is any objective evidence that a financial asset or a group of financial assets is impaired. A financial asset or a group of financial assets is deemed to be impaired if, and only if, there is objective evidence of impairment as a result of one or more events that has occurred after the initial recognition of the asset (an incurred "loss event") and that loss event has an impact on the estimated future cash flows of the financial asset or the group of financial assets that can be reliably estimated. Evidence of impairment may include indications that the debtors or a group of debtors is experiencing significant financial difficulty, default or delinquency in interest or principal payments, the probability that they will enter bankruptcy or other financial reorganisation and when observable data indicate that there is a measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults.

Financial assets carried at amortised cost

For financial assets carried at amortised cost, the Group first assesses whether objective evidence of impairment exists individually for financial assets that are individually significant, or collectively for financial assets that are not individually significant. If the Group determines that no objective evidence of impairment exists for an individually assessed financial asset, whether significant or not, it includes the asset in a group of financial assets with similar credit risk characteristics and collectively assesses them for impairment. Assets that are individually assessed for impairment and for which an impairment loss is, or continue to be, recognised are not included in a collective assessment of impairment.

If there is objective evidence that an impairment loss has been incurred, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future expected credit losses that have not yet been incurred). The present value of the estimated future cash flows if discounted at the financial asset's original effective interest rate. If a loan has a variable interest rate, the discount rate for measuring any impairment loss is the current EIR.

The carrying amount of the asset is reduced through the use of an allowance account and the amount of the loss is recognised in the income statement. Interest income continues to be accrued on the reduced carrying amount and is accrued using the rate of interest used to discount the future cash flows for the purpose of measuring the impairment loss. The interest income is recorded as part of finance income in the income statement. Loans together with the associated allowance are written off when there is no realistic prospects of future recovery and all collateral has been realised or has been transferred to the Group. If, in a subsequent year, the amount of the estimated impairment loss increases or decreases because of an event occurring after the impairment was recognised, the previously recognised impairment loss is increased or reduced by adjusting the allowance account. If a future write-off is later recovered, the recovery is credited to finance costs in the income statement.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

(n) Financial instruments - Initial recognition and subsequent measurement (cont'd)

(ii) Financial liabilities

Financial liabilities are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability.

Financial liabilities, within the scope of AASB 139, are recognised in the statement of financial position when, and only when, the Group become a party to the contractual provisions of the financial instrument. Financial liabilities are classified as either financial liabilities at fair value through profit or loss or other financial liabilities.

Growers Scheme liability

Growers fees received from the growers under the Golden Palm Growers Scheme are financial instruments with multiple embedded derivative and are designated as financial liabilities at fair value through profit or loss upon initial recognition and are measured initially at fair value and subsequently at fair value, with any resultant gains or losses recognised in profit or loss. Transaction costs are immediately recognised in profit or loss on initial recognition.

(o) Leased assets

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

Operating lease payments are recognised as an expense on a straight-line basis over the lease term, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

(p) Trade and other payables

Trade and other payables are initially recognised at their fair value subsequently at amortised costs. They represent amounts to be paid in the future for goods and services received, whether or not billed to the Company.

(q) Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive), as a result of a past event, and the future sacrifice of economic benefits is probable to settle the obligation, and the amount of the provision can be reliably measured.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at reporting date, taking into account the risks and uncertainties surrounding the obligation. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those flows. When some or all the economic benefits required to settle a provision are expected to be recovered from a third party, the receivable is recognised as an asset if it is virtually certain that recovery will be received and the amount of the receivable can be measured reliably.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

(r) Employee benefits

Provision is made for benefit accruing to employees in respect of wages and salaries, annual leave and long service leave when it is probable that settlement will be required and they are capable of being measured reliably. Provisions made in respect of employee benefits expected to be settled within 12 months, are measured at their nominal values using the remuneration rate expected to apply at the time of settlement.

Provisions made in respect of employee benefits which are not expected to be settled within 12 months are measured as the present value of the estimated future cash outflows to be made by the Group in respect of services provided by employees up to reporting date.

Defined Contribution Plan

Contributions to defined contributions plans are expensed when incurred.

(s) Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payments and excludes taxes or duty. The following specific recognition criteria must be met before revenue is recognised:

Sale of Goods

Revenue is recognised when all significant risks and rewards of ownership of the goods have been transferred to the buyer and can be measured reliably. Risks and rewards of ownership are considered transferred to the buyer at the time of delivery of the goods to the customer.

Interest revenue

Revenue is recognised as the interest accrues (using the effective interest method, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial instrument) to the net carrying amount of the financial asset.

(t) Taxation

Current Tax

Current tax is calculated by reference to the amount of income taxes payable or recoverable in respect of the taxable profit or tax loss for the year. It is calculated using tax rates and tax laws that have been enacted or substantively enacted by reporting date. Current tax for current or prior years is recognised as liability (or asset) to the extent that it is unpaid (or refundable).

Deferred Tax

Deferred tax is accounted for using the comprehensive balance sheet liability method in respect of temporary differences arising from differences between the carrying amount of assets and liabilities in the financial statements and the corresponding tax base of those items. In principle, deferred tax liabilities are recognised for all taxable temporary differences.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

(t) Taxation (cont'd)

Deferred Tax (cont'd)

Deferred tax assets are recognised to the extent that it is probable that sufficient taxable amounts will be available against which deductible temporary differences or unused tax losses and tax offsets can be utilised. However, deferred tax assets and liabilities are not recognised if the temporary differences giving rise to them arise from the initial recognition of assets and liabilities (other than as a result of a business combination) which affects neither taxable income or accounting profit. Furthermore, a deferred tax liability is not recognised in relation to taxable temporary differences arising from goodwill.

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries, branches, associates and joint ventures except where the consolidated entity is able to control the reversal of the temporary difference and it is probable that the temporary differences will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with these investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

Deferred tax assets and liabilities are measured at the tax rates and are expected to apply to the period(s) when the assets and liabilities giving rise to them are realised or settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by reporting date. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the consolidated entity expects to recover or settle the carrying amount of its assets and liabilities. Deferred tax assets and liabilities are offset when they relate to income taxes levied by the same taxation authority and the consolidated entity intends to settle its current tax assets and liabilities on a net basis.

Current and deferred tax for the year

Current and deferred tax is recognised as an expense or income in the statement of profit or loss and other comprehensive income, except when it relates to items credited or debited directly to equity, in which case the deferred tax is also recognised directly in equity, or where it arises from the initial accounting for a business combination, in which case it is taken into account in the determination of goodwill or excess.

(u) Goods and service tax

Revenues, expenses and assets are recognised net of the amount of GST except:

- where the GST incurred on a purchase of goods and services is not recoverable from the taxation authority, in which case the GST is recognised as part of the cost of acquisition of the assets or as part of the expense item as applicable;
- receivables and payables are stated with the amount of GST included; and
- the net amount of GST recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the statement of financial position.

Cash flows are included in the Cash Flow Statement on a gross basis. The GST components of cash flows arising from investing or financing activities which are recoverable from, or payable to, the taxation authority are classed as operating cash flows. Commitments and contingencies are disclosed net of the amount of GST recoverable from, or payable to, the taxation authority.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

(v) Research and development costs

Expenditure on research activities is recognised as an expense in the year in which it is incurred. Where no internally–generated intangible asset can be recognised, development expenditure is recognised as an expense in the year as incurred. An intangible asset arising from development (or from the development phase of an internal project) is recognised if, and only if, all of the following are demonstrated:

- the technical feasibility of completing the intangible asset so that it will be available for use or sale;
- the intention to complete the intangible asset and use or sell it;
- the ability to use or sell the intangible asset;
- how the intangible asset will generate probable future economic benefits;
- the availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset; and
- the ability to measure reliably the expenditure attributable to the intangible asset during its development.

(w) Borrowings

Payables to related parties are carried at the principal amount. Interest, when charged by the lender, is recognised as an expense on an accrual basis.

All loans and borrowings are initially recognised at the fair value of the consideration received less directly attributable transaction costs. After initial recognition, interest bearing loans and borrowings are subsequently measured at amortised cost using the effective interest method. Amortised cost is calculated by taking into account any issue costs, and any discount or premium on settlement.

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

The amount of borrowing costs eligible for capitalisation is determined by applying a capitalisation rate which is the weighted average of the borrowing costs applicable to the Group's borrowings that are outstanding during the year, other than borrowings made specifically for the purpose of obtaining another qualifying asset, the amount of borrowing costs eligible for capitalisation is the actual borrowing costs incurred on that borrowing during the year less any investment income on the temporary investment of that borrowing.

All other borrowing costs are recognised as an expense in the statement of profit or loss and other comprehensive income in the year in which they incurred.

(x) Net yield expense

Net yield expense is recognised as an expense in the statement of profit or loss and other comprehensive income in the year in which it is incurred.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

(y) Share-based payments

The Group provides benefits to its key employees (including directors) in the form of share-based payments, whereby key employees render services in exchange for shares or rights over shares (equity-settled transactions).

Equity settled transactions are measured at fair value at the date of grant. The cost of equity-settled transaction is recognised, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled (the vesting period), ending on the date on which the relevant employees becomes fully entitled to the award (vesting date).

At each subsequent reporting date until vesting, the cumulative charge to the statement of profit or loss and other comprehensive income is the product of:

(i) the grant date fair value of the award;
(ii) the current best estimate of the number of awards that will vest, taking into account such factors as the likelihood of employee turnover during the vesting period and the likelihood of non-market performance conditions being met; and
(iii) the expired portion of the vesting period.

The charge to the statement of profit or loss and other comprehensive income for the year is the cumulative amount as calculated above less the amounts already charged in previous years. There is a corresponding credit to equity. Until an award has vested, any amounts recorded are contingent and will be adjusted if more or fewer awards vest than were originally anticipated to do so. If an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately.

The dilutive effect, if any, of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

(z) Earnings per share

Basic earnings per share

Basic earnings per share is determined by dividing the profit from ordinary activities after related income tax expense by the weighted average number of ordinary shares outstanding during the financial year.

Diluted earnings per share

Diluted earnings per share is calculated as net profit attributable to members of the parent, adjusted for:

- cost of servicing equity (other than dividends) and preference share dividends;
- the after tax effect of dividends and interest associated with dilutive potential ordinary shares that have been recognised as expenses;
- other non-discretionary changes in revenues or expenses during the period that would result from the dilution of potential ordinary shares, divided by the weighted average number of ordinary shares and dilutive potential ordinary shares, adjusted for any bonus element.

(aa) Contributed equity

Ordinary share capital is recognised at the fair value of the consideration received by the Company.

Any transaction costs arising on the issue of ordinary shares are recognised directly in equity as a reduction of the share proceeds received.

3. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

Financial risk management objectives and policies

The Group's principal financial instruments are cash and short term deposits, finance leases and the Growers Scheme liability. The Group has various other financial liabilities, such as trade payables and interest bearing liabilities, which arise directly from its operations. It is, and has been throughout the year under review, the Group's policy that no trading in financial instruments shall be undertaken. The main risks arise from the Group's financial instruments are interest rate risks, liquidity risk and credit risks. The Board reviews and agrees policies for managing each of these risks and they are summarised below.

The Group is exposed to financial risks in respect of agricultural activity. The agricultural activity of the Group consists of the plantation development and cultivation of palm products. The primary financial risk associated with this activity occurs due to the length of time between expending cash on the purchase or planting and maintenance of oil palm plantation and in harvesting fresh fruit bunches, and ultimately receiving cash from the sale of palm products to third parties. The Group's strategy to manage this financial risk is to actively review and manage its working capital requirements.

Risk exposures and responses

a) Interest rate risk

At reporting date the Group had the following mix of financial assets and liabilities exposed to Malaysia variable interest rate risk:

	Weighted average interest rate 2014	Weighted average interest rate 2013	30 June 2014 $'000	30 June 2013 $'000
Financial assets				
Cash			340	453
Short term deposits	2.95%	3.55%	11,048	3,123
Restricted deposits	3.73%	3.72%	12,658	20,581
			24,046	24,157
Financial liabilities				
Interest bearing liabilities	2.55%	5.55%	20	2,680
Growers Scheme liability	7.68%	8.40%	67,740	60,675
			67,760	63,355
Net exposure			(43,714)	(39,198)

The following sensitivity analysis is based on the interest rate risk exposures in existence at the reporting sheet date.

3. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (cont'd)

Risk exposures and responses (cont'd)

a) Interest rate risk (cont'd)

At 30 June 2014, if interest rates had moved, as illustrated in the table below, with all other variables held constant, post-tax profit and equity would have been affected as follows:

Judgments of reasonably possible movements:

	Post-tax profit higher/(lower)		Equity higher/(lower)	
Consolidated	**30 June 2014 $'000**	**30 June 2013 $'000**	**30 June 2014 $'000**	**30 June 2013 $'000**
+ 1% (100 basis points)	(437)	(392)	-	-
- 1% (100 basis points)	437	392	-	-

The movements in profit and equity are due to higher interest costs in relation to the Growers Scheme. The sensitivity is higher in 2014 than in 2013 due to the increase in Growers Scheme liability.

Significant assumptions used in the interest rate sensitivity analysis include:

- Reasonably possible movements in interest rates were determined based on a review of the last 2 year's historical movements and economic forecaster's expectations; and
- The net exposure at reporting date is representative of what the Group was and is expecting to be exposed in the next 12 months from reporting date.

The Group does not actively manage interest rate risk.

b) Foreign exchange risk

The Group has significant operations in Malaysia. The functional currency of the Malaysian subsidiaries is Malaysian Ringgit ("RM") while the functional currency of the Company is Australian Dollar. The financial instruments of the Group and the Company are therefore not exposed to movements in the RM/AUD exchange rate.

c) Credit risk exposures

The Group's maximum exposures to credit risk at reporting date in relation to each class of recognised financial asset is the carrying amount of those assets as indicated in the statement of financial position. Credit risk on unrecognised financial instruments refers to the potential financial loss to the consolidated entity that may result from counter parties failing to meet their contractual obligations. The Group manages its counterparty credit risk by limiting its transactions to counter parties of sound credit worthiness and avoiding undue exposure to any single counter party.

The Group did not face any significant credit exposures at reporting date.

3. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (cont'd)

Risk exposures and responses (cont'd)

d) Liquidity risk

The Group monitors and maintains a level of cash and cash equivalents deemed adequate by management to finance the Group's operations and to mitigate the effects of fluctuations in cash flows. The pledged deposits held by trustee of Growers Scheme are restricted for the purposes of paying guaranteed net yields and maintaining reserve margin account.

In the previous year, a wholly-owned Malaysian subsidiary had in place a standby credit line of up to RM10 million which was cancelled on 30 April 2014 (2013: RM10 million equivalent to $3.403 million). This credit line, which is unsecured, was extended by the Company's founder shareholder for working capital purposes. As at 30 June 2014, the outstanding amount of this credit line was fully repaid during the year (2013: RM7.754 million equivalent to $2.638 million).

Management monitors rolling forecasts of the Group's liquidity reserve on the basis of expected cash flow. The table below reflects a balanced view of cash inflows and outflows and shows the implied risk based on those values.

Management continually reviews the Group liquidity position including cash flow forecasts to determine the forecast liquidity position and maintain appropriate liquidity levels.

Year ended 30 June 2014	≤6 months $'000	6-12 months $'000	1-5 years $'000	>5 years-22 years* $'000	Total Contractual Cash Flows $'000	Carrying Amount $'000
Financial assets						
Cash	11,388	-	-	-	11,388	11,388
Restricted deposits	3,967	-	8,691	-	12,658	12,658
Other current assets	716	-	-	-	716	716
Financial liabilities						
Growers Scheme liability	-	-	26,419	153,094	*179,513	67,740
Trade and other payables	5,916	-	-	-	5,916	5,916
Borrowings	-	20	25	-	45	45

* This represents the following: -

i) For 1-5 years, this represents net yield payable at 6% for 2 years plus 3 years of net yield at 9%;

ii) Net yield of 9% to Growers for years 7-23 (FY2017 - FY2033) under the Growers Scheme. This liability will be off-set against future profits of the plantation; and

iii) An amount equivalent to the expected net sale proceeds of the concession (assumed to be equivalent to the initial contribution made by the Growers).

3. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (cont'd)

Risk exposures and responses (cont'd)

d) Liquidity risk (cont'd)

Year ended 30 June 2013	≤6 months $'000	6-12 months $'000	1-5 years $'000	>5 years-22 years* $'000	Total Contractual Cash Flows $'000	Carrying Amount $'000
Financial assets						
Cash	3,576	-	-	-	3,576	3,576
Restricted deposits	3,640	-	16,941	-	20,581	20,581
Other current assets	688	-	-	-	688	688
Financial liabilities						
Growers Scheme liability	-	-	21,844	142,586	*164,430	60,675
Trade and other payables	4,331	-	-	-	4,331	4,331
Borrowings	-	2,680	108	-	2,788	2,788

* This represents the following: -

i) For 1-5 years, this represents net yield payable at 6% for 3 years plus 2 years of net yield at 9%;

ii) Net yield of 9% to Growers for years 7-23 (FY2017 - FY2033) under the Growers Scheme. This liability will be off-set against future profits of the plantation; and

iii) An amount equivalent to the expected net sale proceeds of the concession (assumed to be equivalent to the initial contribution made by the Growers).

4. FAIR VALUES

The methods for estimating fair value are outlined below. The fair value of other financial assets and liabilities approximate their carrying values as disclosed in the financial statements.

Fair value hierarchy

The Group uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

Level 1: quoted (unadjusted) prices in active markets for identical assets or liabilities.
Level 2: other techniques for which all inputs that have a significant effect on the recorded fair value are observable, either directly or indirectly.
Level 3: techniques that use inputs that have significant effect on the recorded fair value that are not based on observable market data.

4. FAIR VALUES (cont'd)

a) *Fair Value Measurement*

The following table sets out the group's assets and liabilities that are measured and recognised at fair value at 30 June 2014 as required by AASB 13.93 (a) and (b).

30 June 2014	**Level 1**	**Level 2**	**Level 3**	**Total**
Recurring fair value measurements				
Financial assets:				
Investment in shares	925	-	-	925
Non-financial assets				
Biological assets	-	-	27,474	27,474
Total financial assets and non-financial assets	925	-	27,474	28,399
Financial liabilities:				
Growers Fees	-	-	67,640	67,640
Total financial liabilities	-	-	67,640	67,640

30 June 2013	**Level 1**	**Level 2**	**Level 3**	**Total**
Recurring fair value measurements				
Financial assets:				
Investment in shares	-	-	-	-
Non-financial assets				
Biological assets	-	-	25,355	25,355
Total financial assets and non-financial assets	-	-	25,355	25,355
Financial liabilities:				
Growers Fees	-	-	60,675	60,675
Total financial liabilities	-	-	60,675	60,675

There have been no transfers between levels 1 and level 2 recurring fair value measurements during the year.

The group's policy is to recognise transfers into and out of the different fair value hierarchy levels at the date the event or change in circumstances that caused the transfer occurred.

Valuation processes applied by the Group for level 3 fair values

i) Biological Assets

An independent professional valuer, Messrs Raine & Horne International Zaki + Partners Sdn Bhd, conducted a valuation on a subsidiary's 11,280 acre oil palm plantation development as at 30 June 2014. Raine & Horne has valued the plantation at RM168.93 million equivalent to $55.86 million (2013: RM151.98 million equivalent to $51.70 million) on the market value basis.

4. FAIR VALUES (cont'd)

a) *Fair Value Measurement (cont'd)*

i) Biological Assets (cont'd)

The fair value of biological assets has been determined based on the valuation by Messrs Raine & Horne International Zaki + Partners Sdn Bhd using discounted cash flows analysis (for the mature planted areas) and cost comparison method (for the immature planted areas) of the underlying biological assets, which was valued at $27,474,000 (equivalent to RM83,090,000). In addition, the valuation of the biological assets has been determined after taking into consideration the respective age profiles of the planted palms.

For the mature planted areas, the expected cash flows from the whole life cycle of the oil palm plantations are determined using the market price and the estimated yield of fresh fruit bunches ('FFB'), net of maintenance and harvesting costs and any costs required to bring the oil palm plantation to maturity. The estimated yield of the oil palm plantation is dependent on the age of the oil palm trees, the location of the plantation, soil type and infrastructure. The market price of the FFB is largely dependent on the prevailing market prices of crude palm oil and palm kernel. Point-of-sale costs include all costs that would be necessary to sell the assets.

For the immature planted areas, the value of the biological assets is derived using the comparison method of valuation, by referring to other similar plantation development in the vicinity, adjusted for differences in terms of location, terrain, size, type of seedlings, fertilising etc.

ii) Growers Scheme Liability

The liability represents the amount received from growers under the Golden Palm Growers Scheme ('the Scheme") for which a subsidiary is obligated to pay an annual net yield over the duration of the Scheme. During the First Phase (being the first 6 years), the guaranteed yield is 6% per annum. During the Second Phase (years 7-23), the yield will be the higher of plantation profit attributable to a quarter acre of the plantation and a specified amount (maximum 9% of the grower's fee) calculated with reference to the crude palm oil price.

The subsidiary has certain obligations to repurchase grower plots at the request of a grower. This repurchase obligation is subject to certain provisions as provided in the agreement with a grower (refer www.sterlingplantations.com) which includes inter-alia requirement for submission of proper repurchase documents, annual repurchase limits, timing of payment, repurchase price etc.

At the closure or expiry of the Scheme, the subsidiary is required to refund a grower its proportionate share of the net sale proceeds of the concession in accordance with terms as stated in the relevant agreement with growers.

4. FAIR VALUES (cont'd)

a) *Fair Value Measurement (cont'd)*

ii) Growers Scheme Liability (cont'd)

These terms include amongst others, minimum notice period to growers, conditions for voluntary closure of the scheme, timing and procedures for the sale as well as timing of payment of net proceeds received from sale.

In this event of the refund to a grower of its proportionate share of net sale proceeds of the concession, the subsidiary will not be required to repay the growers fees.

b) *Reconciliation: Level 3 recurring fair value measurements*

Biological Assets

	30 June 2014 $'000	30 June 2013 $'000
Carrying amount at beginning of year	25,355	4,664
Fair value adjustment	2,882	18,769
Effect of foreign exchange	(763)	1,922
Carrying amount at end of year	27,474	25,355

Grower Fee

	30 June 2014 $'000	30 June 2013 $'000
Carrying amount at beginning of year	60,675	40,895
Growers fees received	7,270	14,549
Change in fair value	1,650	-
Effects of foreign exchange	(1,855)	5,231
Carrying amount at end of year	67,740	60,675

The Group recorded gains and losses in the statement of profit and loss and other comprehensive income with respect to level 3 financial instruments.

The valuation techniques and significant unobservable inputs used in determining the fair value measurement of Level 3 financial instruments as well as the relationship between key unobservable inputs and fair value, is detailed in the table below.

4. FAIR VALUES (cont'd)

c) *Valuation techniques*

Financial instrument	Valuation technique used	Significant unobservable inputs	Inter-relationship between key unobservable inputs and fair value
Non-Financial assets Biological assets	Discounted cash flows method and cost comparison method.	(a) Discount rate (9%);	The higher the discount rate, the lower the fair value of the biological assets would be.
		(b) Average FFB production ranges from a minimum yield of 6 metric tonnes per hectare to a maximum of 28 metric tonnes per hectare;	The higher the palm oil yield, the higher the fair value.
		(c) Average price of FFB at AUD190 per metric tonne;	The higher the market price, the higher the fair value.

In addition, the following underlying assumptions were used to measure the Company's biological assets:

(i) No new replanting or replanting activities are assumed; and

(ii) Oil palm trees have an average life of 25 years.

Financial instrument	Valuation technique used	Significant unobservable inputs	Inter-relationship between key unobservable inputs and fair value
Financial liabilities Growers fees	Discounted cash flows method	(i) Net yield of 6% (first phase)	The higher the net yield interest rate, the higher the fair value of growers fees would be.
		(ii) Net yield of 9% (second phase)	

In addition, the following underlying assumption was used to determine the fair value of the growers fees:

(i) Net sales proceeds at the end of the Scheme amounts to the initial contribution made by the growers.

5. SIGNIFICANT ACCOUNTING JUDGMENTS, ESTIMATES AND ASSUMPTIONS

The preparation of the financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts in the financial statements. Management continually evaluates its judgments and estimates in relation to assets, liabilities, contingent liabilities, revenue and expenses. Management bases its judgments and estimates on historical experience and on other various factors it believes to be reasonable under the circumstances, the result of which form the basis of the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions and conditions.

Management has identified the following critical accounting policies for which significant judgments, estimates and assumptions are made. Actual results may differ from these estimates under different assumptions and conditions and may materially affect financial results or the financial position reported in future periods.

Further details of the nature of these assumptions and conditions may be found in the relevant notes to the financial statements.

Impairment of plant and equipment

Plant and equipment are reviewed for impairment if there is any indication that the carrying amount may not be recoverable. Where a review for impairment is conducted, the recoverable amount is assessed by reference to the higher of 'value in use' (being the net present value of expected future cash flows of the relevant cash generating unit) and 'fair value less costs to sell'.

In determining value in use, future cash flows are based on:

- future production levels;
- future commodity prices; and
- future cash costs of production.

Variations to the expected future cash flows, and the timing thereof, could result in significant changes to any impairment losses recognised, if any, which could in turn impact future financial results.

Recoverability of potential deferred income tax assets

The Group recognises deferred income tax assets in respect of tax losses to the extent that it is probable that the future utilisation of these losses is considered probable. Assessing the future utilisation of these losses requires the Group to make significant estimates related to expectations of future taxable income. Estimates of future taxable income are based on forecast cash flows from operations and the application of existing tax laws. To the extent that future cash flows and taxable income differ significantly from estimates, this could result in significant changes to the deferred income tax assets recognised, which would in turn impact future financial results.

5. SIGNIFICANT ACCOUNTING JUDGMENTS, ESTIMATES AND ASSUMPTIONS (cont'd)

Fair value of biological assets

The fair value of the oil palm plantations is estimated by reference to independent professional valuations using the discounted cash flows of the underlying biological assets. The expected cash flows from the whole life cycle of the oil palm plantations is determined using the market price and the estimated yield of the agricultural produce, being fresh fruit bunches ("FFB"), net of maintenance and harvesting costs and any costs required to bring the oil palm plantations to maturity. The estimated yield of the oil palm plantations is dependent on the age of the oil palm trees, the location of the plantations, soil type and infrastructure. The market price of the FFB is largely dependent on the prevailing market prices of crude palm oil and palm kernel.

Fair value of Growers Scheme liability

The Group carries its Growers Scheme liability at fair value, with changes in fair values being recognised in profit or loss. The fair value is updated each reporting period to reflect changes in management estimates and assumptions, prevailing market conditions and economic forecast including crude palm oil price, the discount rate and forecast oil palm yield. The fair value of the Growers Scheme liability has been determined by the directors using discounted cash flows of the underlying Scheme obligations. In accordance with the terms and conditions of the Growers Scheme as described in note 4a(ii), the Group has a net yield payment obligation and an obligation to make termination payment.

6. OPERATING SEGMENTS

Identification of reportable segments

The Group has identified its operating segments based on the internal reports that are reviewed and used by the executive management team (the chief operating decision makers) in assessing performance and in determining the allocation of resources.

The operating segments are identified by management based on the nature of the business, product to be produced and type of land development. Discrete financial information about each of these operating businesses is reported to management.

The reportable segments are based on aggregated operating segments determined by the similarity of the products produced and sold and/or the services provided, as these are the sources of the Group's major risks and have the most effect on the rates of return.

Types of products and services

Biodiesel

The biodiesel business is a producer and supplier of blended biodiesel for export markets. The biodiesel business has been determined as both an operating segment and reportable segment. During the year, the Company completed the sale of its wholly owned Malaysian subsidiary, SPC Biodiesel Sdn Bhd, which owns a 100,000 tonne biodiesel plant for RM33.000 million ($11.056 million).

Oil palm

Oil palm and Growers Scheme business involve the operation of an oil palm plantation, plantation development and cultivation of fresh fruit bunches (FFB). The oil palm and growers scheme business has been determined as both an operating segment and reportable segment.

6. OPERATING SEGMENTS (cont'd)

Accounting policies and inter-segment transactions

The accounting policies used by the Group in reporting segments internally are the same as those contained in note 2 to the accounts and in the prior period.

Segment loans payable and loans receivable

Segment loans are initially recognised at the consideration received excluding transaction costs. Inter-segment loans receivable and loans payable that earn or incur non-market interest are not adjusted to fair value based on market interest rates.

It is the Group's policy that if items of revenue and expense are not allocated to operating segments then any associated assets and liabilities are also not allocated to the segments. This is to avoid asymmetrical allocations within segments which management believe would be inconsistent.

The following items and associated assets and liabilities are not allocated to operating segments as they are not considered part of the core operations of any segment:

- Corporate charges such as head office expenses and interest

The following table presents revenue and loss information for reportable segments for the years ended 30 June 2014 and 30 June 2013:

2014	Biodiesel $'000	Oil palm $'000	Unallocated $'000	Total $'000
Revenue				
Sales	-	267	-	267
Finance income interest	1	425	86	512
Total revenue per the statement of profit or loss and other comprehensive income	1	692	86	779
Result				
Segment result	(546)	(10,137)	-	(10,683)
Unallocated expenses	-	-	5,611	5,611
Net (loss)/profit before income tax per the statement of profit or loss and other comprehensive income	(546)	(10,137)	5,611	(5,072)
Segment assets				
Segment assets	-	57,217	-	57,217
Unallocated assets	-	-	6,071	6,071
Total assets per the statement of financial position	-	57,217	6,071	63,288
Total assets includes:				
Purchase of PPE	-	2,190	-	2,190
Segment liabilities				
Segment liabilities	-	76,722	-	76,722
Unallocated liabilities	-	-	15	15
Total liabilities per the statement of financial position	-	76,722	15	76,737

6. OPERATING SEGMENTS (cont'd)

2013	Biodiesel $'000	Oil palm $'000	Unallocated $'000	Total $'000
Revenue				
Sales	-	53	-	53
Finance income interest	3	868	-	871
Total revenue per the statement of profit or loss and other comprehensive income	3	921	-	924
Result				
Segment result	(1,943)	7,026	-	5,083
Unallocated expenses	-	-	(435)	(435)
Net (loss)/profit before income tax per the statement of profit or loss and other comprehensive income	(1,943)	7,026	(435)	4,648
Segment assets				
Segment assets	5,900	56,718	-	62,618
Unallocated assets	-	-	41	41
Total assets per the statement of financial position	5,900	56,718	41	62,659
Total assets includes:				
Purchase of PPE	-	2,138	-	2,138
Segment liabilities				
Segment liabilities	2,736	68,673	-	71,409
Unallocated liabilities	-	-	34	34
Total liabilities per the statement of financial position	2,736	68,673	34	71,443

All non-current assets are held by entities domiciled in Malaysia.

7. REVENUES AND EXPENSES

	30 June 2014 $'000	30 June 2013 $'000
(a) Revenue		
Sales	267	53
Finance income – interest	512	871
	779	924
(b) Raw materials and consumable used	181	197
(c) Employee benefits expense		
Wages, salaries and bonus	3,572	2,590
Superannuation	218	244
Other benefits	161	358
	3,951	3,192
(d) Depreciation expense		
Property, plant and equipment	683	661
(e) Finance costs		
Other loans	49	154
Net yield expenses	5,355	3,274
	5,404	3,428

For 2013, included in net yield expenses are guaranteed yield of 6%.
For 2014 net yield expenses are contractually fixed at 6%, however in compliance with the standards, an accrual of interest at the rate of 7.68% (Effective Interest Rate) are projected to be the same at the contractual rate of 6%.

	30 June 2014 $'000	30 June 2013 $'000
(f) Lease payments included in statement of profit or loss and other comprehensive income		
Minimum lease payments - operating lease	113	150
Amortisation of initial lease payment	809	773
	922	923
(g) Other expenses		
Other expenses mainly comprise:		
Other Growers Scheme costs	26	43
Legal and professional fees	202	77
Motor vehicle running expenses	248	210
Planting expenses	107	470
Cost of sales - FFB	407	31
Utilities and upkeep maintenance	233	153
Insurance	160	129
Others	323	399
	1,706	1,512

8. INCOME TAX

	30 June 2014 $'000	30 June 2013 $'000
(a) Income tax (benefit)/expense		
Current tax	-	23
Deferred tax	(492)	3,364
	(492)	3,387
Income tax expense is attributable to:	-	23
Profit from continuing operations		
Deferred tax (benefit)/ expense included in income tax expense comprises:		
Decrease/Increase in deferred tax liabilities	(492)	3,364
A reconciliation of income tax expense to (loss)/profit before income tax at applicable income tax rate of the Group is as follows:		
(Loss)/Profit from continuing operations before income tax	(5,564)	8,035
Tax at the Australian tax rate of 30% (2013: 30%)	(1,669)	2,410
Effect of expenses not deductible for tax purposes	2,167	2,228
Income not subject to tax	(726)	(230)
Deferred tax assets not recognised in respect of current year's tax losses and unabsorbed capital allowances	2	447
Under provision of deferred tax liabilily in prior year	26	-
Recognition of deferred tax assets previously not recognised	-	(714)
Utilisation of deferred tax assets previously not recognised	-	(461)
Difference in overseas tax rates	(292)	(293)
	(492)	3,387

SPL has not formed a tax consolidated group.

8. INCOME TAX (cont'd)

(b) Deferred tax liability

Deferred tax expense is in respect of property, plant and equipment as well as fair value gains arising from valuation of the biological assets.

The deferred tax liabilities are presented after appropriate offsetting:

	30 June 2014 $'000	30 June 2013 $'000
Deferred tax assets	5,632	4,226
Deferred tax liabilities	(9,107)	(7,590)
	(3,475)	(3,364)
Effect of foreign exchange	439	(261)
	(3,036)	(3,625)

The components of deferred tax liabilities and assets prior to offsetting are as follows:

	30 June 2014 $'000	30 June 2013 $'000
Property, plant and equipment	(2,239)	(1,707)
Biological assets	(6,868)	(5,883)
Unused tax losses and unabsorbed capital allowances	5,632	4,226
	(3,475)	(3,364)
Effect of foreign exchange	439	(261)
	(3,036)	(3,625)

9. CURRENT ASSETS

	30 June 2014 $'000	30 June 2013 $'000
Other current assets		
Prepayments and deposits	505	516
Deposits for investment in properties*	1,841	-
Other receivables**	716	688
	3,062	1,204

* Deposits for investment in properties are prepayment of 10% of the purchase price of investment properties in London.

** Other receivables are non-interest bearing and are generally receivable upon request on a half yearly basis.

10. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

	30 June 2014 $'000	30 June 2013 $'000
Investment in shares	925	-

11. PROPERTY, PLANT AND EQUIPMENT

	30 June 2014 $'000	30 June 2013 $'000
Capital work-in-progress		
At cost	591	294
	591	294
Biodiesel property, plant & equipment		
*Biodiesel plant and equipment**		
At cost	-	14,674
Less accumulated depreciation	-	(3,646)
Less impairment	-	(7,408)
	-	3,620
Buildings		
At cost	859	1,660
Less accumulated depreciation	(236)	(323)
Less impairment	-	(427)
	623	910

11. PROPERTY, PLANT AND EQUIPMENT (cont'd)

	30 June 2014 $'000	30 June 2013 $'000
Motor vehicles		
At cost	451	609
Less accumulated depreciation	(198)	(364)
	253	245
Motor vehicles - under finance lease		
At cost	95	248
Less accumulated depreciation	(54)	(79)
	41	169
Office equipment		
At cost	322	577
Less accumulated depreciation	(172)	(338)
	150	239
*Prepaid land lease***		
At cost	-	1,779
Less accumulated depreciation	-	(229)
	-	1,550
Plantation property, plant & equipment		
Plantation equipment and machinery		
At cost	1,373	809
Less accumulated depreciation	(353)	(298)
	1,020	511
Leasehold Improvements		
At cost	5,314	4,586
Less accumulated depreciation	(276)	(186)
	5,038	4,400
Total property, plant and equipment	7,716	11,938

* During the year, the Company completed the sale of its wholly owned Malaysian subsidiary, SPC Biodiesel Sdn Bhd, which owns a 100,000 tonne biodiesel plant to for RM33.000 million ($11.056 million).

** Prepaid land lease relates to the initial payment for an operating lease of land which is amortised over a period of 50 years. This is no longer applicable since it is now sold together with the biodiesel sale.

The movements in property, plant and equipment during the year include the effect of foreign exchange.

11. PROPERTY, PLANT AND EQUIPMENT (cont'd)

	30 June 2014 $'000	30 June 2013 $'000
Movements in property , plant & equipment:		
Capital work-in-progress		
Carrying amount at beginning of year	294	126
Additions	399	466
Transfers	(89)	(322)
Effect of foreign exchange	(13)	24
Carrying amount at end of year	591	294
Biodiesel property, plant & equipment		
*Biodiesel plant and equipment**		
Carrying amount at beginning of year	3,620	3,521
Depreciation expense	(167)	(236)
Disposal of subsidiary company	(3,401)	-
Effect of foreign exchange	(52)	335
Carrying amount at end of year	-	3,620
Buildings		
Carrying amount at beginning of year	910	522
Additions	16	66
Transfers	74	322
Depreciation expense	(97)	(76)
Disposal of subsidiary company	(259)	-
Effect of foreign exchange	(21)	76
Carrying amount at end of year	623	910
Motor vehicles		
Carrying amount at beginning of year	245	289
Additions	147	6
Disposal	(63)	-
Transfer	20	-
Depreciation expense	(88)	(74)
Disposal of subsidiary company	-	-
Effect of foreign exchange	(8)	24
Carrying amount at end of year	253	245

11. PROPERTY, PLANT AND EQUIPMENT (cont'd)

	30 June 2014 $'000	30 June 2013 $'000
Biodiesel property, plant & equipment (cont'd)		
Motor vehicles - under finance lease		
Carrying amount at beginning of year	169	198
Additions	-	-
Disposal	(68)	-
Transfer	(20)	-
Depreciation expense	(36)	(46)
Effect of foreign exchange	(4)	17
Carrying amount at end of year	41	169
Office equipment		
Carrying amount at beginning of year	239	251
Additions	65	52
Disposal	(75)	-
Transfers	16	-
Depreciation expense	(89)	(86)
Disposal of subsidiary company	-	-
Effect of foreign exchange	(6)	22
Carrying amount at end of year	150	239
*Prepaid land lease**		
Carrying amount at beginning of year	1,550	1,441
Depreciation expense	(23)	(33)
Disposal of company	(1,505)	-
Effect of foreign exchange	(22)	142
Carrying amount at end of year	-	1,550

11. PROPERTY, PLANT AND EQUIPMENT (cont'd)

	30 June 2014 $'000	30 June 2013 $'000
Plantation property, plant & equipment		
Plantation equipment and machinery		
Carrying amount at beginning of year	511	408
Additions	669	143
Disposal	(30)	(14)
Depreciation expense	(109)	(71)
Effect of foreign exchange	(21)	45
Carrying amount at end of year	1,020	511
Leasehold Improvements		
Carrying amount at beginning of year	4,400	2,713
Additions	871	1,385
Depreciation expense	(96)	(72)
Effect of foreign exchange	(137)	374
Carrying amount at end of year	5,038	4,400

* During the year, the Company completed the sale of its wholly owned Malaysian subsidiary, SPC Biodiesel Sdn Bhd, which owns a 100,000 tonne biodiesel plant to for RM33.000 million ($11.056 million).

12. BIOLOGICAL ASSETS

	30 June 2014 $'000	30 June 2013 $'000
Carrying amount at beginning of year	25,355	4,664
Fair value adjustment	2,882	18,769
Effect of foreign exchange	(763)	1,922
Carrying amount at end of year	27,474	25,355

Other expenditure includes upkeep of oil palms in the nursery.

Biological assets consist mainly of immature oil palm trees.

The Group grows oil palm trees for trading purposes, as part of its normal operations. The plantation is located in Malaysia. First harvest will be upon maturity of trees.

12. BIOLOGICAL ASSETS (cont'd)

At the end of the financial year, the Company's total planted area of mature and immature plantations are as follows:

Planted area:	Level 1 AUD'000	Level 2 AUD'000	Level 3 AUD'000	Total AUD'000	Acres
- mature	-	-	5,092	5,092	1,160
- immature	-	-	22,382	22,382	4,970
Total	-	-	27,474	27,474	6,130

13. TRADE AND OTHER PAYABLES

	30 June 2014 $'000	30 June 2013 $'000
Current		
Net yield payable *(note 4a(ii))	5,191	3,484
Other payables	725	847
	5,916	4,331

* the entire net yield payable will be paid from the restricted deposits held by the trustee of the Growers Scheme

Current trade and other payables are non-interest bearing and are normally settled on 30 day terms. Non-current payables are unsecured and have no fixed terms of repayment.

14. BORROWINGS

	30 June 2014 $'000	30 June 2013 $'000
Current		
Obligations under hire purchase contracts	20	41
Shareholders advances	-	2,639
	20	2,680
Non-current		
Obligations under hire purchase contracts	25	108

During the year, the shareholders advances have been fully repaid and the standby credit facility of up to RM10 million equivalent to $3.306 million has been cancelled with effect from 30th April 2014.

15. GROWERS SCHEME LIABILITY

	30 June 2014 $'000	30 June 2013 $'000
Financial liability at fair value through profit or loss, at reporting date	67,740	60,675

The following sensitivity analysis is provided to illustrate the effect of discount rate on the Growers Scheme liability that exist at the reporting date.

At 30 June 2014, if an alternative discount rate had been used, as illustrated in the tables below, with all other variables held constant, pre-tax profit and liability would have been affected as follows:

	Pre-tax profit higher/(lower)		Liability higher/(lower)	
	30 June 2014	30 June 2013	30 June 2014	30 June 2013
Discount rate	$'000	$'000	$'000	$'000
+ 1% (100 basis points)	6,727	5,639	(6,727)	(5,639)
- 1% (100 basis points)	(7,788)	(6,581)	7,788	6,581

16. ISSUED CAPITAL

	30 June 2014 $'000	30 June 2013 $'000
(a) Issued and paid up capital		
Ordinary shares fully paid	32,143	32,143

	2014		2013	
	Number of Shares	$'000	Number of Shares	$'000
(b) Movements in shares on issue				
Beginning of the financial year	65,000,000	32,143	65,000,000	32,143
Shares issued during the year	-	-	-	-
End of the financial year	65,000,000	32,143	65,000,000	32,143

16. ISSUED CAPITAL (cont'd)

c) Terms and conditions

Ordinary shares

Ordinary shares have the right to receive dividends as declared and, in the event of winding up the Company, to participate in the proceeds from the sale of all surplus assets in proportion to the number of and amounts paid up on shares held. On a show of hands every holder of ordinary shares present at a meeting in person or by proxy is entitled to one vote and upon a poll each share is entitled to one vote.

As per the Corporations Act 2001, the Company does not have authorised capital and its ordinary shares do not have a par value.

Options

Option holders do not have any right, by virtue of the option, to participate in any share issue of the Company or any related body corporate or in the interest issue of any registered scheme.

e) Capital management

When managing capital issued and paid up capital, management's objective is to ensure the entity remains as a going concern as well as to maintain optimal returns to shareholders and benefits for other stakeholders. Management also aims to maintain a capital structure that ensures the lowest cost of capital to the entity. The Group's capital structure is monitored on an ongoing basis by the executive directors and is periodically reviewed by the Board. The Group has no externally imposed capital requirements.

17. RESERVES

	30 June 2014 $'000	30 June 2013 $'000
Equity benefits reserve	234	234
Foreign currency translation reserve	(1,129)	(1,536)
Equity reserve	(817)	(817)
	(1,712)	(2,119)

Movements in reserves are set out in the Statement of Changes in Equity.

Equity benefits reserve

This reserve is used to record the value of equity benefits provided to employees and directors as part of their remuneration.

Foreign currency translation reserve

This reserve represents the foreign exchange gain/loss on the translation of the subsidiary from its functional currency (Malaysian Ringgit) to the presentation currency (AUD).

Equity reserve

This reserve relates to transaction with non-controlling interests.

18. PROFIT/(LOSS) PER SHARE

	30 June 2014 $'000	30 June 2013 $'000
(Loss)/Profit used in calculating basic (loss)/profit per share	(5,072)	4,648

	Number	Number
Weighted average number of ordinary shares on issue used in the calculation of basic loss per share	65,000,000	65,000,000

As at 30 June 2014, there has been no option granted or vested to employees or Key Management Personnel.

There have been no transactions involving ordinary shares or potential ordinary shares between the reporting date and the date of completion of these financial statements.

19. CASH FLOW STATEMENT

	30 June 2014 $'000	30 June 2013 $'000
(a) Reconciliation of cash and cash equivalents		
Cash balances comprise:		
Cash at bank	340	453
Deposits with licensed banks*	11,048	3,123
	11,388	3,576

* Included in deposits for financial year 2013 is an amount of $9,231 pledged as security for banking facilities.

19. CASH FLOW STATEMENT (cont'd)

(b) Reconciliation of loss after income tax to the net cash used in operating activities

	30 June 2014 $'000	30 June 2013 $'000
(Loss)/Profit after tax	(5,072)	4,648
Non-cash items:		
Depreciation	683	661
Fair value adjustment on biological assets	(2,882)	(18,769)
Changes in assets and liabilities:		
Other current assets	(1,858)	(397)
Inventory	(60)	(5)
Trade and other payables	2,817	7,404
Net cash used in operating activities	(6,372)	(6,458)

During the year, the Company completed the sale of its wholly owned Malaysian subsidiary, SPC Biodiesel Sdn Bhd, which owns a 100,000 tonne biodiesel plant to for RM33.000 million ($11.056 million).

20. RESTRICTED DEPOSITS

	30 June 2014 $'000	30 June 2013 $'000
Current		
Deposits with licensed trustee	3,967	3,640
Non-current		
Deposits with licensed trustee	8,691	16,941

Restricted deposits represent deposits held by the trustee of Growers Scheme, AmTrustee Berhad, a licensed trustee in Malaysia. They represent a percentage of the growers fees received from growers and to be used for creation of a Reserve Fund Trust Account. During the year a portion of the Reserve Margin Account was returned to the Company for purposes of funding the plantation development activities.

The deposits are made for varying periods between one month to sixty months depending on the immediate cash requirements of the Company, and earn interest at the respective short-term deposit rates. The weighted average interest rate as at 30 June 2014 was 3.73% per annum.

21. PARENT ENTITY INFORMATION

Information relating to SPL:	30 June 2014 $'000	30 June 2013 $'000
Current assets	6,071	37
Total assets	8,331	4,276
Current liabilities	15	30
Total liabilities	15	942
Issued capital	32,143	32,143
Accumulated losses	(24,061)	(29,043)
Equity benefit reserve	234	234
Total shareholders' equity	8,316	3,334
Profit/(Loss) of the parent entity	2,419	(2,455)
Total comprehensive income of the parent entity		-
Details of any guarantees entered into by the parent entity in relation to the debts of its subsidiaries	-	-
Details of any contingent liabilities of the parent entity	-	-
Details of any contractual commitments by the parent entity for the acquisition of property, plant or equipment	-	-

Included in total assets is loan to controlled entity of $2.260 million (2013: $4.239 million). Loan to controlled entity is non-trade related, unsecured, non-interest bearing and has no fixed terms of repayment. The Company has undertaken not to recall this loan in the next 12 months.

22. INVESTMENT IN CONTROLLED ENTITIES

CONTROLLED ENTITY	PRINCIPAL ACTIVITY	BENEFICIAL % HELD BY THE CONSOLIDATED ENTITY 2014 %	2013 %
SPC Biodiesel Sdn Bhd*	Manufacture and export of biodiesel	-	100
Sterling Plantations Sdn Bhd	Investment holding	100	100
Golden Palm Growers Berhad	Plantation development and cultivation of palm products	100	100
SPC Palm Mills Sdn Bhd	Milling of palm products	100	100
Golden Palm Marketing Sdn Bhd	Marketing of oil palm plantation plots	100	100

Investment in the controlled entity is in ordinary shares.

* During the year, the Company completed the sale of its wholly owned Malaysian subsidiary, SPC Biodiesel Sdn Bhd, which owns a 100,000 tonne biodiesel plant for RM33.000 million ($11.056 million).

23. EXPENDITURE COMMITMENTS

	30 June 2014 $'000	30 June 2013 $'000
(a) Capital expenditure commitments		
Estimated capital expenditure contracted for at reporting date, but not provided for or payable not later than one year:		
Property, plant and equipment	348	291
Investment in properties	1,851	-
	2,199	291
Estimated capital expenditure contracted for at reporting date, but not provided for or payable within 2 to 5 years		
Investment in properties	14,806	-
(b) Operating leases (non-cancellable)		
Minimum lease payments		
- not later than one year	212	242
- later than one year but not later than five years	253	254
- later than five years	-	-
	465	496

23. EXPENDITURE COMMITMENTS (cont'd)

(c) Finance Leases

The previous year future minimum lease payments under finance lease contracts together with the present value of the net minimum lease payments were as follows:

	Minimum Lease Payments		Present Value of Lease Payments	
	30 June 2014 $'000	30 June 2013 $'000	30 June 2014 $'000	30 June 2013 $'000
Consolidated				
Within one year	21	47	20	41
After one year but not more than five years	25	115	24	108
Total minimum lease payments	46	162	44	149
Less: amounts representing future finance charges	(2)	(13)	-	-
Present value of minimum lease payments	44	149	44	149

(d) Special bonus

In FY 2011, the Board approved a special bonus of $736,000 each to the Executive Chairman and Group Executive Director. The special bonus was calculated on 1% of the gross development value of the Golden Palm Growers Scheme and was awarded for the successful development and implementation of a corporate plan that culminated in the launch of the Growers Scheme. Payment of the special bonus is subject to fulfillment of the following key parameters – sale of at least 6,000 Grower Plots; repayment of existing liabilities (including the standby facility from the founder shareholder); and sufficient cash flows for ongoing operations.

As at the date of this report, the key parameters have been met and therefore a partial payment of AUD$234,868 was made to the Group Executive Director during the year.

24. AUDITORS' REMUNERATION

		30 June 2014 $'000	30 June 2013 $'000
(a)	*Amounts received or due and receivable to BDO for:*		
	- an audit or review of the financial report of the entity	32	39
(b)	*Amounts received or due and receivable by internationally affiliated practices of BDO for:*		
	- an audit or review of the financial report of the entity	31	50
	- independent accountants' report in relation to Growers Scheme	7	6
	- review of Growers' records	3	8

The auditors received no other benefit.

25. MATTERS SUBSEQUENT TO THE REPORTING PERIOD

Except as disclosed in this report or the consolidated financial statements, as at the date of this report, no other matter or circumstance has arisen that has significantly affected, or may significantly affect, the operations of the Group, the results of those operations or the state of affairs of the Group in subsequent years.

DIRECTORS' DECLARATION

In accordance with a resolution of the directors of Sterling Plantations Limited, I state that:

1) In the opinion of the directors:

   a) the financial statements, notes and the additional disclosures included in the directors' report designated as audited, of the consolidated entity are in accordance with the Corporations Act 2001, including:

      i) giving a true and fair view of the consolidated entity's financial position as at 30 June 2014 and of its performance for the year ended on that date; and
      ii) complying with Accounting Standards and the Corporations Regulations 2001; and

   b) the financial statements and notes also comply with Australian Accounting Standards and IFRS as disclosed in note 2; and

2) This declaration has been made after receiving the declarations required to be made to the directors in accordance with section 295A of the Corporations Act 2001 for the financial year ended 30 June 2014.

On behalf of the Board:

Andrew Phang
Group Executive Director

Perth
26 August 2014

AUDITOR'S INDEPENDENCE DECLARATION

BDO

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Australia

DECLARATION OF INDEPENDENCE BY BRAD MCVEIGH TO THE DIRECTORS OF STERLING PLANTATIONS LIMITED

As lead auditor of Sterling Plantations Limited for the year ended 30 June 2014, I declare that, to the best of my knowledge and belief, there have been:

- No contraventions of the auditor independence requirements of the *Corporations Act 2001* in relation to the audit; and
- No contraventions of any applicable code of professional conduct in relation to the audit.

This declaration is in respect of Sterling Plantations Limited and the entities it controlled during the period.

Brad McVeigh
Director

Perth, 26th August 2014

BDO

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Fax: +8 6382 4601
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PO Box 700 West Perth WA 6872
Australia

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF STERLING PLANTATIONS LIMITED

Report on the Financial Report

We have audited the accompanying financial report of Sterling Plantations Limited, which comprises the consolidated statement of financial position as at 30 June 2014, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, notes comprising a summary of significant accounting policies and other explanatory information, and the directors' declaration of the consolidated entity comprising the company and the entities it controlled at the year's end or from time to time during the financial year.

Directors' Responsibility for the Financial Report

The directors of the company are responsible for the preparation of the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001* and for such internal control as the directors determine is necessary to enable the preparation of the financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error. In Note 2(b), the directors also state, in accordance with Accounting Standard AASB 101 Presentation of Financial Statements, that the financial statements comply with *International Financial Reporting Standards*.

Auditor's Responsibility

Our responsibility is to express an opinion on the financial report based on our audit. We conducted our audit in accordance with Australian Auditing Standards. Those standards require that we comply with relevant ethical requirements relating to audit engagements and plan and perform the audit to obtain reasonable assurance about whether the financial report is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial report. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial report, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the company's preparation of the financial report that gives a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the financial report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Independence

In conducting our audit, we have complied with the independence requirements of the *Corporations Act 2001*. We confirm that the independence declaration required by the *Corporations Act 2001*, which has been given to the directors of Sterling Plantations Limited, would be in the same terms if given to the directors as at the time of this auditor's report.

Opinion

In our opinion:

(a) the financial report of Sterling Plantations Limited is in accordance with the *Corporations Act 2001*, including:

  (i) giving a true and fair view of the consolidated entity's financial position as at 30 June 2014 and of its performance for the year ended on that date; and

  (ii) complying with Australian Accounting Standards and the *Corporations Regulations 2001*; and

(b) the financial report also complies with International Financial Reporting Standards as disclosed in Note 2(b).

Report on the Remuneration Report

We have audited the Remuneration Report included in the directors' report for the year ended 30 June 2014. The directors of the company are responsible for the preparation and presentation of the Remuneration Report in accordance with section 300A of the *Corporations Act 2001*. Our responsibility is to express an opinion on the Remuneration Report, based on our audit conducted in accordance with Australian Auditing Standards.

Opinion

In our opinion, the Remuneration Report of Sterling Plantations Limited for the year ended 30 June 2014 complies with section 300A of the *Corporations Act 2001*.

BDO Audit (WA) Pty Ltd

Brad McVeigh
Director

Perth, 26 August 2014

CORPORATE GOVERNANCE STATEMENT

SUMMARY OF CORPORATE GOVERNANCE POLICIES AND PROCEDURES

The Board of Directors of Sterling Plantations Limited ("SPL" or "the Company") is responsible for its corporate governance and the Board has adopted a manual of corporate governance policies and procedures based on control systems and accountability. A summary of the Group's corporate governance policies and procedures is included in this Statement.

The Group's corporate governance policies and procedures are in line with the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (2nd Edition with 2010 Amendments) ("the Principles & Recommendations"). The Group has followed the Principles & Recommendations where the Board has considered the recommendation to be an appropriate benchmark for its corporate governance practices. Where, after due consideration by the Board, the Company's corporate governance practices depart from the Principles & Recommendations, the Board has fully disclosed the departure and the reason for the adoption of its own practice, in compliance with the "if not, why not" exception reporting regime.

Further information about the Group's corporate governance practices including information on the Company's charters, code of conduct and other policies and procedures is set out on the Company's website at **www.sterlingplantations.com.**

Board of Directors

Role of the Board and Management

The Board is responsible for promoting the success of the Group in a way which ensures that the interests of shareholders and stakeholders are promoted and protected. The Board may delegate some powers and functions to the Managing Director (or equivalent) for the day-to-day management of the Group. Powers and functions not delegated remain with the Board. The key responsibilities and functions of the Board include the following:

- to develop, review and monitor the Group's long term business strategies and provide strategic direction to management;
- to ensure policies and procedures are in place to safeguard the Group's assets and business and to enable the Group to act ethically and prudently;
- to develop and promote a system of corporate governance which ensures the Group is properly managed and controlled;
- to identify the Group's principal risks and ensure that it has in place appropriate systems of risk management, internal control, reporting and compliance; and
- to monitor management's performance and the Group's financial results on a regular basis.

The Board's role and the Group's corporate governance practices are periodically reviewed and improved as required.

The role of the senior management of the Company is to progress the strategic direction provided by the Board. The Group's senior management is responsible for supporting the Executive Directors in implementing the running of the general operations and financial business of the Group in accordance with the delegated authorities for expenditure levels and materiality thresholds in place.

SUMMARY OF CORPORATE GOVERNANCE POLICIES AND PROCEDURES (cont'd)

Board of Directors (cont'd)

Role of the Board and Management (cont'd)

The Company has conducted a performance evaluation of the Board during the financial year which involved an informal discussion between the Chairman and each Board member and a summary of these discussion was provided by the Chairman to the Board. The Non- executive Directors undertook a performance and remuneration review of the Executive Chairman, Group Executive Director and Executive Director during the financial year. The Executive Chairman, Group Executive Director and Executive Director are reviewed against a number of qualitative factors. At this stage of the development of the Company, SPL has only informal procedures in place for performance evaluation of its senior executives against qualitative indicators. It is noted the Company has a formal Induction Program in place for new Directors.

A summary of the Board Charter, a statement of matters reserved for the Board and senior management is available on the Company's website at **www.sterlingplantations.com.**

Composition of the Board

The Company has adopted a Policy on Assessing the Independence of Directors which is consistent with the guidelines detailed in the ASX Principles & Recommendations.

The Company's Board Charter includes guidelines for assessing the materiality of matters which are summarised below:

A matter which triggers the Company's set materiality threshold must be a Material Contract or Material Item (as defined below) and has a value of more than $1 million or will have an impact on the current year operating result of $1 million or more.

- A Material Contract is one which is outside the ordinary course of business, includes exceptionally onerous provisions, impacts revenue, is essential to the operations of the Group, contains or triggers change of control provisions or is between related parties.

- A Material Item is one that impacts the Group's reputation, involves a breach or potential breach of legislation, is outside the ordinary course of business or could affect the Group's rights to assets.

The current Board includes two independent non-executive directors, Eric P John and Paul Mason, and three executive directors CRS Paragash, Andrew Phang and Jackie Leong who are not considered to be independent. As such, the Board does not currently have a majority of independent Directors. Eric P John and Paul Mason fall within the requirements of an independent Director as stipulated in the Principles & Recommendations, that is, no past or current relationships exist between these Directors and the Company that may affect their status as an independent Director.

SUMMARY OF CORPORATE GOVERNANCE POLICIES AND PROCEDURES (cont'd)

Composition of the Board (cont'd)

A minimum of 4 Directors is required under the Company's Constitution. Any changes to the composition of the Board will be determined by the Board, subject to any applicable laws and the resolutions of Shareholders. The Board seeks to nominate persons for appointment to the Board who has the qualifications, experience and skills to augment the capabilities of the Board. All directors (except the Managing Director) are required by the Constitution of SPL to submit themselves for re-election at regular intervals and at least every three years. Non-executive directors shall serve a maximum of three terms, unless their tenure is extended by the Board. Tenure limits can help to ensure that there are fresh ideas and viewpoints available to the Board. However, it is recognised that they hold the disadvantage of losing the contribution of directors who have developed over time an increasing insight into SPL and its operations. Before a director is nominated for re-election at a shareholders' meeting, the Chairman shall consult with the rest of the Board and review the director's performance before the Board endorses his or her re-nomination.

The Board should comprise directors with a mix of skills and diversity which will assist the Board in fulfilling its responsibilities as well as assisting the Company in achieving growth and delivering value to shareholders. The current Board encompasses accounting, legal and general commercial skills with experience across various industries in Australia and overseas.

A summary of the Company's policy for re-election of Directors and selection and appointment of new Directors is available on the Company's website at **www.sterlingplantations.com**.

A profile of each director containing their skills, experience and expertise is set out in the Directors' Report.

Statement Concerning Availability of Independent Professional Advice

The Board considers that to assist directors with independent judgment a director may consider it necessary to obtain independent professional advice to properly discharge the responsibility of their office as a director. Provided the director first obtains approval for incurring such expense from the Chair, the Company will pay the reasonable expenses associated with obtaining such advice.

Nomination Committee

Given the present size of the Company, the whole Board acts as the Nomination Committee, if required. The Board believes no efficiencies or other benefits could be gained by establishing a separate Nomination Committee. To assist the Board to fulfill its function as the Nomination Committee, the Board has adopted a Nomination Committee Charter. A summary of the Nomination Committee Charter is available on the Company's website **www.sterlingplantations.com.**

Remuneration Committee

Given the present size of the Company, the whole Board acts as the Remuneration Committee, if required. The Board believes no efficiencies or other benefits could be gained by establishing a separate Remuneration Committee. To assist the Board to fulfill its function as the Remuneration Committee, the Board has adopted a Remuneration Committee Charter. A summary of the Remuneration Committee Charter and the Remuneration Policy are available on the Company's website at **www.sterlingplantations.com.**

The Company has a Remuneration Policy adopted by the Board. Remuneration of directors and senior management is determined with regard to payments made by other companies of similar size and industry and in accordance with the skills and experience of the particular person. Details of remuneration of directors and Key Management Personnel are disclosed in the Remuneration Report.

SUMMARY OF CORPORATE GOVERNANCE POLICIES AND PROCEDURES (cont'd)

Remuneration Committee (cont'd)

There are no termination or retirement benefits for non-executive directors (other than for superannuation).

Pursuant to the *Remuneration Policy*, executives are prohibited from entering into transactions or arrangements which limit the economic risk of participating in unvested entitlements.

Code of Conduct

The Company has adopted a *Code of Conduct* that outlines how the Company expects its directors and employees of the Group to behave and conduct business in the workplace on a range of issues. The Company is committed to the highest level of integrity and ethical standards in all business practices. The objective of the Code is to:

- provide a benchmark for professional behaviour;
- support the Company's business reputation and corporate image; and
- make directors and employees aware of the consequences if they breach the Code.

The Code records the Company's commitment and responsibilities with respect to various stakeholders, in particular, employees, clients, shareholders, governments and surrounding communities.

It sets out the Company's expectations of its directors and employees with respect to a range of issues including compliance with the law, fair dealing, discrimination, financial inducements, occupational health and safety, confidentiality of information, conflicts of interest, use of Company assets and outside employment.

A breach of the Code is subject to disciplinary action which may include termination of employment.

A summary of the Code of Conduct is available on the Company's website at **www.sterlingplantations.com**.

Ethical Standards

The Board considers that the success of the Company will be enhanced by a strong ethical culture within the organisation. Accordingly, the Board is committed to the highest level of integrity and ethical standards in all business practices. Employees must conduct themselves in a manner consistent with current community and corporate standards and in compliance with all legislation.

Conflicts of Interest

In accordance with the Corporations Act, directors must keep the Board advised, on an ongoing basis, of any interest that could potentially conflict with those of the Company. Where the Board believes that a significant conflict exists, the director concerned does not receive the relevant Board papers and is not present at the meeting whilst the item is considered.

Diversity

The Company has not adopted a formal *Diversity Policy*. The Board encourages diversity but has only informal procedures in place for staff selection. The Board considers that persons have been selected based on appropriate skills and experience relevant to their positions. However, in compliance with Recommendation 3.4, the Company provides the following information with respect to the representation of women in the organisation. Women represent approximately 23% of the whole organisation and 27% of senior executives (including Directors). The Board consist of 20% women.

SUMMARY OF CORPORATE GOVERNANCE POLICIES AND PROCEDURES (cont'd)

Security Trading Policy

The Securities Trading Policy adopted by the Board prohibits trading in shares of the Company by a director, officer or employee during certain blackout periods (in particular, prior to release of interim or annual results) except in exceptional circumstances and subject to procedures set out in the Policy.

Outside of these blackout periods, a director, officer or employee must first obtain clearance in accordance with the Policy before trading in shares. For example:

- a director must receive clearance from the Chairman before he may buy or sell shares
- if the Chairman wishes to buy or sell shares he must first obtain clearance from the Managing Director (or equivalent)
- other officers and employees must receive clearance from the Managing Director (or equivalent) before they may buy or sell shares

Directors, officers and employees must observe their obligations under the Corporations Act not to buy or sell shares if in possession of price sensitive non-public information and that they do not communicate price sensitive non-public information to any person who is likely to buy or sell shares or communicate such information to another party.

A summary of the Securities Trading Policy is available on the Company's website at **www.sterlingplantations.com.**

Continuous Disclosure

The Company is a "disclosing entity for the purposes of Part 1.2A of the Corporations Act. As such, the Company has an Information Policy. The purpose of this Information Policy is to set out the procedure for:

- protecting confidential information from unauthorised disclosure;
- identifying material price sensitive information and reporting it to the Company Secretary for review;
- ensuring the Group achieves best practice in complying with its continuous disclosure obligations under the Corporations Act and ASX Listing Rules; and
- ensuring the Group and individual officers do not contravene the Corporations Act or ASX Listing Rules.

The Group has obligations under the Corporations Act and ASX Listing Rules to keep the market fully informed of information which may have a material effect on the price or value of SPL's securities and to correct any material mistake or misinformation in the market. SPL discharges these obligations by releasing information to the ASX in the form of an ASX release or disclosure in other relevant documents (e.g. the Annual Report).

The Group recognises that the maintenance of confidentiality is also of paramount importance to the Company both to protect its trade secrets and to prevent any false market for the Company's shares from developing.

All relevant information provided to ASX in compliance with the continuous disclosure requirements of the Corporations Act and ASX listing rules is promptly posted on the Company's website **www.sterlingplantations.com.**

A summary of the Information Policy is available on the Company's website at **www.sterlingplantations.com.**

SUMMARY OF CORPORATE GOVERNANCE POLICIES AND PROCEDURES (cont'd)

Audit and Risk Committee

The primary role of the Audit and Risk Committee is to monitor and review, on behalf of the Board, the effectiveness of the control environment of the Group in the areas of operational and balance sheet risk, legal/regulatory compliance and financial reporting. The overriding objective of the Committee is to provide an independent and objective review of financial and other information prepared by management, in particular that to be provided to members and/or filed with regulators. The Committee meets and receives regular reports from its external auditors concerning matters that arise in connection with their audit. The Committee is also responsible for review of performance of the external auditors.

The Committee is comprised of three members, Paul Mason (Chairman), Eric P John and Jackie Leong. The Committee is comprised of two non-executive independent members and one executive member.

The Audit and Risk Committee provides recommendations to the Board in relation to the initial appointment of the external auditor and the appointment of a new external auditor should a vacancy arise. Any appointment of a new external auditor made by the Board must be ratified by shareholders at the next annual general meeting of SPL.

Proposed external auditors must be able to demonstrate complete independence from the Group and an ability to maintain independence through the engagement period. In addition, the successful candidate for external auditor must have arrangements in place for the rotation of the audit engagement partner on a regular basis. Other than these mandatory criteria, the Board may select an external auditor based on other criteria relevant to the Company such as references, cost and any other matters deemed relevant by the Board.

A formal Audit and Risk Committee Charter has been adopted, a copy of which is available on the company's website **at www.sterlingplantations.com**.

Communication to Shareholders

The Company has a Shareholder Communications Policy that promotes effective communication with shareholders and encourages presentation of information to shareholders in a clear, concise and effective manner. The Board aims to ensure that Shareholders are informed of all major developments affecting SPL's state of affairs. Information will be communicated to Shareholders through its annual report, annual general meeting, half-yearly results and quarterly activities and cash flow announcements and the SPL website.

The Company considers general meetings to be an effective means to communicate with shareholders and encourages shareholders to attend the meeting. Information included in the notice of meeting sent to shareholders is presented in a clear, concise and effective manner.

A summary of the *Shareholder Communications Policy* is available on the Company's website at **www.sterlingplantations.com.**

Privacy Policy

The Group is committed to respecting the privacy of any personal information in its possession. To this end, the Group has a Privacy Policy which sets out the Group's personal information management practices. The Privacy Policy covers application of privacy laws, personal information collected, use and disclosure of personal information, accessing and updating of personal information and security of personal information. The Group is bound by the Privacy Act.

SUMMARY OF CORPORATE GOVERNANCE POLICIES AND PROCEDURES (cont'd)

Risk Management

The *Audit and Risk Committee* is responsible for the oversight of the Group's risk management and control framework. Responsibility for control and risk management is delegated to the appropriate level of management within the Group with the Group Managing Director (or equivalent) having ultimate responsibility to the Board for the risk management and control framework.

A summary of the Company's *Risk Management Policy* is available on the Company's website at **www.sterlingplantations.com**. Since adoption of the policy, the Group Managing Director (or equivalent) is required to report on the management of risk as a standing agenda item at each Board meeting. This involves the tabling of a risk register which is monitored and updated by management periodically. The categories of risks reported on in the risk register include operational, environmental, sustainability, human capital, political, ethical conduct, reputation, legal and compliance, financial reporting and market related risks. The Board also requires management to report to it confirming that those risks are being managed effectively. The Board has received an assurance from management that the Company's management of its material business risks are effective.

Integrity of Financial Reporting

The Company's Executive Chairman and Group Executive Director have provided a declaration in accordance with section 295A of the Corporations Act in writing to the Board that:

- the financial records of the Company and its controlled entities for the year ended 30 June 2014 have been properly maintained;
- the consolidated financial statements of the Company and its controlled entities for the year ended 30 June 2014 present a true and fair view, in all material aspects, of the Company's financial condition and operational results and are in accordance with accounting standards;
- the above statements are founded on a sound system of risk management and internal compliance and control which implements the policies adopted by the Board; and
- the Company's risk management and internal compliance and control framework is operating efficiently and effectively in all material respects.

ASX LISTING RULE DISCLOSURE - EXCEPTION REPORTING

As required by ASX Listing Rules, the following table discloses the extent to which Sterling Plantations Limited has not followed the best practice recommendations set by the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (2nd Edition with 2010 Amendments).

Principle No.	Best Practice Recommendation	Compliance	Reasons for Non-compliance
1.2	Disclose the process for evaluation of senior executives	The Company has in place informal procedures for evaluating the performance of senior executives.	At this stage of the development of the Company, SPL has only informal procedures in place for performance evaluation of the senior executives against qualitative indicators .
2.1	A majority of the Board should be independent directors	Currently, SPL has two independent directors and three non-independent directors.	The Board considers that its structure has been, and continues to be, appropriate in the context of the Company's recent history and the scope and scale of the Company's operations. Persons have been selected as directors to bring specific skills and industry experience relevant to the Company.
2.2	The Chair should be an independent director	Currently, SPL has a non- independent Chair.	The Board considers that the non-independent Chair possess skills and experience suitable for leading the Board and considers a non-independent Chair to be appropriate in the context of the Company's recent history and the scope and scale of the Company's operations. The Board will consider the appointment of an independent director as the Chair if deemed appropriate depending on the scope and scale of the Company's operations.
2.4	The Board should establish a nomination committee	The Board has not established a separate nomination committee. The role of the nomination committee is carried out by the full Board.	Given the present size of the Company, the whole Board acts as a nomination committee, if required. The Board believes no efficiencies or other benefits could be gained by establishing a separate Nomination Committee. However, it is noted the Board has adopted a Nomination Committee Charter.

ASX LISTING RULE DISCLOSURE - EXCEPTION REPORTING

As required by ASX Listing Rules, the following table discloses the extent to which Sterling Plantations Limited has not followed the best practice recommendations set by the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (2nd Edition with 2010 Amendments).

Principle No.	Best Practice Recommendation	Compliance	Reasons for Non-compliance
3.2	The Company should establish a diversity policy.	The Board has not adopted a formal diversity policy.	The Board encourages diversity but has only informal procedures in place for staff selection. Given the present size of the Company, the Board believes no efficiencies or other benefits could be gained by establishing a diversity policy. The Board considers that persons have been selected based on appropriate skills and experience relevant to their positions.
4.2	The audit committee should be structured so that it consists only of non-executive directors.	The Company's Audit and Risk Committee has three members, one of which is an executive director and the remaining two are non-executive directors.	The Company has reviewed the Audit and Risk Committee membership and in line with Recommendation 4.2 has increased the number of committee members to three, the minimum number of members. As all existing non-executive members are already members of the Audit and Risk Committee, the additional member is an executive Director. It is noted that the Committee retains a majority of independent directors, is chaired by an independent chair, who is not the e chair of the Board. The committee has a formal Audit and Risk Committee Charter.
8.1	The Board should establich a remuneration committee.	The Board has not established a separate remuneration committee. The role of a remuneration committee is carried out by the full Board.	Given the present size of the Company, the whole Board acts as a remuneration committee, if required. The Board believes no efficiencies or other benefits could be gained by establishing a separate remuneration committee. All matters of remuneration are determined by the Board in accordance with Corporations Act requirements, particularly in respect of related party transactions. No director participates in any discussion or decision.

ADDITIONAL STOCK EXCHANGE INFORMATION

As at 20 August 2014

ORDINARY SHARE CAPITAL

The issued capital of the Company as at 30 June 2014 is 65,000,000 ordinary shares fully paid. There was no change in the issued capital of the Company as at 20 August 2014.

All ordinary fully paid shares carry one vote per share without restrictions.

Top 20 holders of FULLY PAID SHARES as at 20 August 2014

Rank	Holder	Number of Ordinary Shares	% of Issued Capital
1.	DUPLEX FAME SDN BHD	32,799,815	50.46
2.	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	14,991,614	23.06
3.	CITICORP NOMINEES PTY LIMITED	2,159,033	3.32
4.	MR WAI FOONG LIM	1,882,114	2.90
5.	DMG & PARTNERS SECURITIES PTE LTD <CLIENTS A/C>	1,551,427	2.39
6.	SEPT PTY LTD <HALL SUPER FUND A/C>	956,000	1.48
7.	MADAM LIM GEK KUAN	620,798	0.96
8.	MR GEOFFREY THOMAS	610,000	0.94
9.	BOND STREET CUSTODIANS LIMITED <RAGS - V20865 A/C>	604,200	0.93
10.	COLONIAL STATE PROPERTIES PTY LIMITED <THE T J SMITH A/C>	500,000	0.77
11.	J P MORGAN NOMINEES AUSTRALIA LIMITED	389,574	0.60
12.	MR TY TRUONG + MRS ANH HONG TRUONG	300,000	0.46
13.	MS FRANCISKA LASIC	260,000	0.40
14.	NATIONAL AUSTRALIA MANAGEMENT PTY LTD <TJ SMITH SUPER FUND A/C>	250,620	0.39
15.	MR PUAY JEN KHOO	250,000	0.38
16.	MR SIMON TESSELAAR	222,000	0.34
17.	MR JOHN DESMOND MURPHY + MRS BARBARA MARY MURPHY <J D MURPHY PENSION FUND A/C>	200,000	0.31
18.	MR TY TRUONG + MRS ANH HONG TRUONG	200,000	0.31
19.	MR GIOVANNI BURGIO + MRS AMELIA PERMATASARI BURGIO <YASMINDO S/F A/C>	151,000	0.23
20.	CARINYA INVESTMENT MANAGEMENT PTY LTD	150,000	0.23
Top 20 holders of FULLY PAID SHARES AS AT 20 AUGUST 2014		**59,057,195**	**90.86**

ADDITIONAL
STOCK EXCHANGE INFORMATION
As at 20 August 2014
(cont'd)

DISTRIBUTION OF HOLDERS OF EQUITY SECURITIES AS AT 20 AUGUST 2014

Range	Number of Holders	Number of Ordinary Shares
1 - 1,000	18	8,503
1,001 - 5,000	136	450,656
5,001 - 10,000	64	564,925
10,001 - 100,000	119	4,015,378
more than 100,001	27	59,960,538
Total	**364**	**65,000,000**

SUBSTANTIAL SHAREHOLDERS

Holder	Number of Ordinary Shares	Shares % of Issued Capital
DUPLEX FAME SDN BHD	32,799,815	50.46
HSBC CUSTODY NOMINESS (AUSTRALIA) LIMITED	14,991,614	23.06
CITICORP NOMINEES PTY LIMITED	2,159,033	3.32

NUMBER OF SECURITIES SUBJECT TO ESCROW
There are no securities subject to escrow.

UNQUOTED OPTIONS
There are no outstanding options on issue as at 20 August 2014.