

# 2009

## NOTICE OF ANNUAL GENERAL MEETING

### NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that an Annual General Meeting of shareholders of BUDERIM GINGER LIMITED (the "Company") will be held in the Yandina Room, 50 Pioneer Road, Yandina, Queensland on 30 April 2010 at 10.00 am (Brisbane time).

Note: For the purposes of the Corporations Act, the Company has determined that all securities of the Company that are quoted securities as at 7.00pm (Brisbane time) on 28 April 2010, will be taken for the purposes of the Meeting, to be held by the persons who held them at the time, and such persons are eligible to vote at the Meeting.



**BUDERIM GINGER LIMITED**

## ORDINARY BUSINESS

### 1. Financial Statements and Reports

To receive and consider the following reports in respect of the financial year of the Company ended December 31, 2009:

- > The Financial Report (which includes the statement of financial position, statement of comprehensive income, statement of cash flows and Directors' declaration); and
- > The Directors' Report and the Auditor's Report.

### 2. Election of Director

(Resolution 1)

To consider and, if thought fit, to pass the following Ordinary Resolution:

- > That Mr Stephen John Morrow, having been appointed to fill a casual vacancy which will cease at this meeting, be elected as a Director.

### 3. Directors' Remuneration Report

(Resolution 2)

To consider and, if thought fit, to pass the following Ordinary Resolution under section 250R of the Corporations Act:

- > That the section of the Directors' Report dealing with the remuneration of the Company's Directors and senior executives ('Remuneration Report') be adopted.

### 4. Managing Director Employee Incentive Scheme

(Resolution 3)

To consider and, if thought fit, to pass the following Ordinary Resolution:

That the Company hereby approves the extension of the managing director's employee incentive scheme ("the scheme"), which was first adopted by shareholders in April 2001, for 3 years commencing on 1 January 2010, and, for the purposes of Listing Rule 10.14, the annual issue of up to 100,000 fully paid ordinary shares in the capital of the Company to the managing director, Mr Gerard O'Brien as part of that scheme, over a period not exceeding 3 years from the date of the meeting on the basis detailed in the Explanatory Note to the Notice of Meeting.

### 5. Deed of Indemnity, Insurance and Access

(Resolution 4)

To consider and, if thought fit, to pass the following Ordinary Resolution:

That the updated Deeds of Indemnity, Insurance and Access for the Company and its subsidiaries be and are hereby approved by the Company to indemnify, insure and provide access to all current and future directors and secretaries of the Company and its subsidiaries on the basis detailed in the Explanatory Note to the Notice of Meeting.

### 6. Other Business

To transact any other business which may be brought forward in conformity with the Company's Constitution.

**KARON ROGERS Company Secretary**

Yandina – 26 March 2010

## Explanatory Note to Item 2

(Resolution 1)

Clause 18.1 of the Company's Constitution states that a Director (other than a Managing Director) must not retain office for more than 3 calendar years or beyond the third annual general meeting following his appointment, without submitting him/herself for re-election.

Mr Ruscoe was last re-elected as a Director at the AGM in April 2007 and accordingly retires at this Meeting. Mr Ruscoe is not seeking re-election at this Meeting.

Mr Morrow was appointed by the Board as a non-executive director on 26 February 2010 to fill a casual vacancy. In accordance with clause 15.4 of the Company's Constitution, Mr Morrow's appointment will cease at the Meeting on 30 April 2010. Mr Morrow stands for election at the Meeting on 30 April 2010.

Mr Morrow brings to the Board a wealth of commercial experience in the Australian agri-business and food manufacturing sectors including former roles as Managing Director of Primac Holdings and CEO of Golden Circle Limited. Mr Morrow is a current director on a number of agribusiness boards including Brooklyn Park Olives (Chairman) and the Gardner Smith Group (non-executive director).

*The Directors (with Mr Morrow abstaining) recommend that shareholders vote in favour of this resolution.*

## Explanatory Note to Item 3

(Resolution 2)

The Corporations Act requires that the section on pages 13 to 17 of the Directors' Report dealing with the remuneration of Directors and senior executives ('Remuneration Report') be put to the vote of shareholders for adoption.

Following consideration of the Remuneration Report, the Chairman will give shareholders a reasonable opportunity to ask questions about or to make comments on the Remuneration Report.

The vote on this resolution is advisory only and does not bind the Company or its Directors.

## Explanatory Note to Item 4

(Resolution 3)

Mr Gerard O'Brien was appointed as Managing Director of the Company, effective 5th March 2001. As part of Mr O'Brien's remuneration package, the directors provided that an annual bonus of up to 20% of the total value of Mr O'Brien's package may be paid as an incentive by the issue of shares, subject to performance targets being met.

The Managing Director's Incentive Scheme is subject to a 3 year approval process. It was adopted by shareholders in April 2001 and again approved by shareholders in April 2004 and April 2007. The Board recommends the Managing Director's Incentive Scheme be again approved for the financial years ending 31 December 2010, 31 December 2011 and 31 December 2012.

The following is an outline of the manner in which Mr O'Brien's Managing Director's Incentive Scheme operates each year:-

- > Net profit performance targets to be achieved by the Company are set annually in respect of each financial year of the Company.
- > A maximum number of 100,000 shares in the Company may be issued each year under the scheme, over a period of 3 years.
- > Mr O'Brien's bonus is calculated as a cash sum. To calculate the number of shares that may be issued, the cash sum is divided by the average ASX closing price of the Company's shares on ASX for the 2 trading days on which trades in the Company's shares are recorded immediately after release of the Company's annual result to ASX each year. Fractions of shares are rounded up to the next whole number.
- > If Mr O'Brien's bonus is payable by the issue of more than 100,000 in any one year, Mr O'Brien will waive the part of his bonus that exceeds 100,000 shares.

If Mr O'Brien becomes entitled to shares under the Managing Director's Incentive Scheme these shares will be issued within 3 years of the date of this meeting.

Mr O'Brien is the only person entitled to participate in the Managing Director's Incentive Scheme.

However, any additional persons who become entitled to participate in the Managing Director's Incentive Scheme after this resolution is approved and who are not named in the notice of meeting will not participate in the Managing Director's Incentive Scheme until approval is obtained under Listing Rule 10.14.

Since the Managing Director's Incentive Scheme was last approved by shareholders in April 2007, 75,000 shares have been granted to Mr O'Brien under the Managing Director's Incentive Scheme.

Details of any shares issued under the Managing Director's Incentive Scheme (including a statement that they were issued with approval under Listing Rule 10.14) will be published in each annual report of the Company relating to a period in which the shares were issued.

No loan can be provided under the Managing Director's Incentive Scheme in relation to the acquisition of Shares under the Managing Director's Incentive Scheme.

The Company will disregard any votes cast on the resolution by Mr O'Brien and any associate of Mr O'Brien.

However, the Company need not disregard a vote if:-

- > it is cast by Mr O'Brien as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- > it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

## Explanatory Note to Item 5

(Resolution 4)

The Officers' Deed of Indemnity, Insurance and Access (Deed) was originally approved by shareholders at the Annual General Meeting held on 30 April 2002. The Deed has been updated to include additional subsidiaries in the expanded Buderim Ginger Group and Directors appointed since this date.

The Deed provides that the Company will indemnify all current and future directors and secretaries in accordance with the provisions of the Corporations Act 2001 (Act). The Deed also provides all current and future directors and secretaries with access to the Company books and records for a period of 7 years after they cease to be a director or secretary of the Company.

Subject to specific exceptions, section 195 of the Act provides that a director of a public company cannot consider or vote at a board meeting on a matter in which the director has a material personal interest, or which may constitute a benefit to a related party.

Hence, shareholder approval is now sought for the Company to enter into the revised Deed and invite the current and any future directors and secretaries to have the benefit of the Deed.

It is proposed by the directors that each of the subsidiaries of the Company also provide a similar deed to all current and future directors and secretaries of those subsidiaries. Shareholder approval is also sought in relation to each subsidiary entering into such a deed.

A copy of the proposed form of Deed may be obtained before the meeting by contacting the secretary and will also be available for inspection at the meeting.

## KARON ROGERS Company Secretary

Buderim Ginger Limited

Telephone (07) 5446 7100

Facsimile (07) 5446 7520

Email [kr Rogers@buderimginger.com](mailto:kr Rogers@buderimginger.com)

(Proxy Information - Over)

## APPOINTMENT OF PROXIES

A proxy form is enclosed for your use if required. Please note the following:

- 1 If a member is entitled to attend and vote at this meeting:
  - > the member may appoint any person as his or her proxy to attend and vote for the member at the meeting.
  - > a proxy need not be a member of the Company.
  - > a member who is entitled to cast 2 or more votes at the meeting may appoint 2 proxies to attend on the same occasion. If 2 proxies are appointed and the appointment does not specify the proportion or number of the member's votes each proxy may exercise half of the member's votes, however, the appointment may specify the proportion of number of the votes that the proxy may exercise.
- 2 It is not necessary to fill in the name of the person appointed proxy unless it is desired to appoint some person other than the Chairman.
- 3 Where only one proxy is to be appointed complete the proxy form attached.
- 4 Where two proxies are to be appointed, please photocopy the proxy form attached and use one form for each proxy, indicating the percentage of voting rights each proxy represents. Alternately, you can ring the Company's Share Registrar on + 61 7 3237 2100 and ask for a second proxy form to be mailed to you.
- 5 The form must be signed personally by the member or his/her attorney. A corporation must sign in accordance with its Constitution.
- 6 Where the proxy form is signed by an attorney, the power of attorney must be produced at the share registry or registered office not less than 24 hours before the time appointed for holding the Meeting.
- 7 If you desire your proxy/proxies to vote in a certain way place an 'x' in the appropriate box beside each resolution. If you do not direct your proxy/proxies on any resolution your proxy/proxies may vote as he/she/they think fit.
- 8 Proxies must be received by our Share Registry, Computershare Investor Services Pty Limited, at least 24 hours before the time of the holding of the meeting. Proxies can be:

### Delivered

307 Queen Street,  
Brisbane Q 4000

### Mailed

GPO Box 523  
Brisbane Q 4001

### Faxed

+61 7 3237 2152