

Buderim Ginger Limited

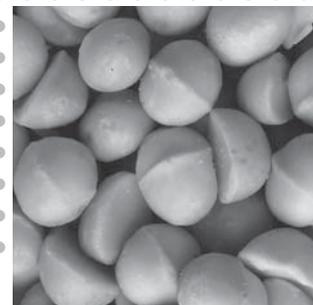
# 2008 Notice of Annual General Meeting

## 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 2009 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 2009, 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.





## 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, 2008:

- The Financial Report (which includes the balance sheet, income statement, cash flow statement and Directors' declaration); and
- The Directors' Report and the Auditor's Report.

### 2 Re-election of Director (Resolution 1)

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

- That Mr Shane Tyson Templeton, who retires by rotation in accordance with the Constitution and, being eligible, offers himself for re-election, be re-elected as a Director.

### 3 Appointment of Company Auditor (Resolution 2)

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

- That BDO Kendalls Audit & Assurance (Qld) Pty Ltd be appointed as Auditor of the Company with effect from the time of resignation of the current auditor.

### 4 Amendment to Constitution (Resolution 3)

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

- That the maximum number of Directors that may be appointed under clause 15.1 of the Constitution is increased from 5 to 7.

#### NOTE:

This resolution must be passed by at least 75% of members voting in person or by proxy at the Meeting.

### 5 Directors' Remuneration Report (Resolution 4)

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.

### 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 – 25 March 2009

## EXPLANATORY NOTE TO ITEM 1

The Corporations Act and the Constitution of Buderim Ginger Limited require the following reports in respect of the financial year of the Company ended December 31, 2008 to be laid before the Meeting;

- The Financial Report (which includes the balance sheet, income statement, cash flow statement and Directors' declaration); and
- The Directors' Report and the Auditor's Report.

Shareholders will be given a reasonable opportunity at the Meeting to ask questions and make comments on these Reports and on the business, operations and management of the Company and on the consolidated group. Shareholders will also be given a reasonable opportunity to ask the Company Auditor questions about the conduct of the audit and the content of the Auditor's Report.

There is no requirement in either the Corporations Act or the Company's Constitution for shareholders to approve the Financial Statements and Reports.



### 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 himself for re-election. Mr Templeton was last re-elected as a Director on 26 April 2006 and accordingly seeks re-election at the Meeting.

Mr Templeton holds a business degree and is a third generation ginger grower. Mr Templeton has held the position of Honorary Secretary of the Australian Ginger Growers Association for 5 years. He is a director of Templeton Ginger Pty Ltd, Redarea Pty Ltd and a member of the Victory COC (Gympie) board. Mr Templeton has been a Director of the Company since February 2002.

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

### EXPLANATORY NOTE TO ITEM 3 (RESOLUTION 2)

As a result of an internal restructure, BDO Kendalls (Qld) (the partnership currently appointed as Company Auditor) has applied for the consent of ASIC to resign from the position of Company Auditor with effect immediately after the Chairman declares the result of this resolution.

By law, the Company must appoint an auditor to fill any vacancy in the office of auditor at the annual general meeting following the creation of the vacancy.

The Company has received a nomination for BDO Kendalls Audit & Assurance (Qld) Pty Ltd ACN 134 022 870 to be appointed as the Company Auditor. The nomination was received within the timeframes prescribed by the law. A copy of the nomination is attached.

The Company has received the written consent of BDO Kendalls Audit & Assurance (Qld) Pty Ltd ACN 134 022 870 to act as the Company Auditor as required by law.

*The Directors unanimously recommend that shareholders vote in favour of the resolution.*

### EXPLANATORY NOTE TO ITEM 4 (RESOLUTION 3)

Under clause 15.1 of the Constitution, the Company must have a minimum of 3 Directors and a maximum of 5 Directors (not counting Alternate Directors).

The Company has recently undergone an expansion of its activities through recent acquisitions as follows:

- Agrimac Macadamias (December 2007);
- balance of Buderim Baking Company Pty Ltd (June 2008);
- MacFarms of Hawaii, LLC (August 2008); and
- pastry assets of Maypole Foods Pty Ltd (December 2008).

Additionally, the Company has recently signed an agreement to take majority ownership of its existing US Joint Venture, Buderim Ginger America, LLC and its US sales agent, Pan Pacific Foods, LLC, with effect from 1 March 2009.

In light of the expansion, the Board believes that it is in the best interests of the Company to increase the maximum number of Directors that may be appointed to 7. This increase will give the Directors the flexibility to appoint additional Directors with skills that are necessary for, or beneficial to, the Company.

No increase to the maximum amount of remuneration paid to non-executive Directors is requested at this time.

*The Directors unanimously recommend that shareholders vote in favour of the resolution.*

### EXPLANATORY NOTE TO ITEM 5 (RESOLUTION 4)

The Corporations Act requires that the section 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.

**Karon Rogers**  
Company Secretary

Buderim Ginger Limited

Telephone: (07) 5446 7100 Facsimile: (07) 5446 7520  
Email: krogers@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

## AUDITOR NOMINATION

18 March 2009

**Karon Rogers**  
Company Secretary  
Buderim Ginger Limited  
50 Pioneer Road  
YANDINA QLD 4561

Dear Karon

### Nomination of Auditor

The undersigned being a member of Buderim Ginger Limited hereby nominates BDO Kendalls Audit & Assurance (Qld) Pty Ltd for appointment as auditor of the Company at the forthcoming Annual General Meeting.

Yours sincerely

**Mr John Ruscoe**  
*Ruscoe Family Super Fund*