

Buderim Ginger Limited  
**Annual Report 2008**





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## ANNUAL GENERAL MEETING

The Annual General Meeting of Buderim Ginger Limited will be held at The Ginger Factory, 50 Pioneer Road, Yandina on 30 April 2009 at 10.00 am. The business of the meeting is outlined in the formal Notice of Meeting and Proxy Form which are enclosed with this report.





## COMPANY PROFILE



*The World's Finest Ginger*

### Corporate Values

- The highest possible product quality
- A safe and rewarding work environment for our people
- Technological leadership in our products and processes
- Unbreakable customer alliances reinforced by our deeds
- Treating all stakeholders with integrity, honesty and respect
- People who treat the business as their own

### Corporate Mission

To be the unassailable leader in the global food markets in which we choose to operate:

- Confectionery Ginger Supply;
- Premium Macadamias;
- Branded Specialty Food Products; and

to be a leader in Industrial Tourism in support of these markets.

### Company Profile

*Buderim Ginger Limited* is the world's leading producer of confectionery ginger, with the capacity to process over 6,000 tonnes of raw ginger per annum. The Company's core activity is the processing and marketing of a range of specialty ginger products. *Buderim*'s competitive advantage is its reputation as "the world's finest ginger" which is continually reinforced by the quality of its products and service.

The Company is also the world's leading processor and marketer of macadamias through its subsidiaries: *Agrimac Macadamias*, based in Alstonville NSW and servicing blue chip customers in Australia, Asia, Europe and North America; and *Mac Farms of Hawaii*, based on the Big Island of Hawaii and servicing primarily North America. Combined, these two operating Companies provide the Group with unrivalled access to the rapidly growing macadamia market with global reach.

The Company also owns the specialist bakery business, *Buderim Baking Company* which produces a range of premium savoury pastry products that are distributed to prominent national customers in the Australian retail market. The business is based at Kunda Park, at the base of Buderim Mountain, close to the original home of *Buderim Ginger*.

In addition to its traditional ginger processing activities and specialty food business, *Buderim Ginger* operates one of the Sunshine Coast's most popular and highly awarded tourist attractions, *The Ginger Factory* at its Yandina Site. *The Ginger Factory's* position as one of the region's most popular tourist destinations is underpinned by innovative attractions including the *Taste of Ginger Tour*, the *Overboard* animated puppetry voyage, the *Buderim Ginger Cooking School* and most recently, the renowned Superbee bee and honey attraction. First class shopping and casual dining outlets, all within the tranquil rainforest setting cap off a memorable experience for visitors of all ages.

*Buderim Ginger* employs over 400 people through its head office and major processing plant at Yandina on the Sunshine Coast, its bakery operations at Kunda Park, its macadamia processing plant at Alstonville, its macadamia orchard and processing plant on the Big Island of Hawaii and at its secondary ginger processing facilities in Lami Town, Fiji. The Company also maintains, as part of its active ginger export focus, international representation in more than 20 countries with sales and distribution offices in: London, UK; Hamburg, Germany; and San Francisco, USA.

A large proportion of the ginger and macadamia products processed by the Company is marketed to industrial customers in the confectionery, baking, snacking, beverage and other food industries around the world. Of increasing importance is the Company's innovative range of *Buderim Ginger* and *Buderim Naturals* branded retail products which are marketed through supermarkets and specialty retail outlets in Australia and overseas.

The Company underpins its competitive position in both domestic and export markets through an ongoing capital investment program to update its manufacturing and distribution infrastructure. *Buderim Ginger* is committed to the highest standards of food safety, holding BRC, HACCP and Quality System Accreditation (ISO9001 -2000), Organic, Kosher and Halal Certifications.





### Five Year Financial Summary

	2008 \$000	2007 \$000	2006 \$000	2005 \$000	2004 \$000
Revenue	73,803	51,081	48,369	46,605	35,739
Profit (loss) before income tax expense	3,187	906	(381)	495	560
Net profit (loss) after income tax expense and minority interest	2,006	671	(165)	536	343
Total assets	85,948	64,477	50,975	43,755	37,233
Earnings per share (cents)	6.52	2.34	(0.58)	1.97	1.43
Net tangible asset backing (cents)	80	86	85	73	77
Dividend per share	2.5	2	-	1	-

### 2008 Operations Summary

- Group revenue rises 44% to a record \$73.8 million due to the addition of macadamia nut revenues to the Group's portfolio.
- Profit after tax and minority interest increases to just over \$2.0 million compared to \$671,000 in 2007. Before tax profit rises to \$3.2 million, up by \$2.3 million of which \$2.0 million was due to the discount on acquisition of the assets of Mac Farms of Hawaii.
- Group EBITDA more than doubles to \$7.5 million.
- Ginger revenue declines by almost 5% principally due to weakened demand in the key UK market which was offset to some degree by continued good growth in domestic retail sales.
- Baking revenues decline 2% due to the mid year sale of the Aldente business. Operational issues with the decommissioning along with the end-of-year acquisition of equipment from Maypole Bakery lead to a decline in Baking operating profit.
- Tourism profitability declines by 10% due to reduced spend per head in the second half.
- In line with its strategic agenda, the Company acquires the assets of Mac Farms of Hawaii on 12 August 2008 which includes a long term commercial lease on the 4,000 acre Kapua macadamia orchard and the associated on-site Mac Farms processing plant. The Group's combined macadamia operations add \$24.7 million to revenue. The first full year of trading for Agrimac within the Buderim Group is successful despite a significant shortfall in Nut-in-Shell supply due to a smaller than expected Australian macadamia nut harvest in 2008.

I am pleased to report that the Company's business strategies have been successful in protecting us from some of the woes experienced in the broader market during the second half of the 2008. The food industry in particular has been more resilient than most. Our 2008 results have been solid, posting an after tax profit of \$2.006M compared to \$671,000 in 2007. We have been able to build on operational investments in previous years as well as take advantage of our recent entry into the macadamia industry. The volatility in the \$A presented a considerable challenge to our export-dominated businesses, however, our foreign investments and conservative hedging policy enabled us to operate with minimal overall effect on results.

Operating profit increased from 2.34c to 3.47c per share although total earnings were 6.52c per share. The additional increase was brought about by a one-off gain on the acquisition of the Mac Farms of Hawaii assets which now must be brought to account under International Financial Reporting Standards. As a consequence of the improved results, the Board has declared an unfranked dividend of 2.5c per share made up of 1c in cash and a scrip dividend of 1.5c per share. It will be paid on 10 May 2009 with a record date of 30 April 2009. We believe that the payment of the dividend in this way is a prudent measure in these highly uncertain times, allowing the business to minimize debt and be able to fund near-term crop acquisition in both ginger and macadamias.

Pleasingly, the cash generating capacity of the company has improved with EBITDA increasing from \$3.7m in 2007 to \$7.5m in 2008. Our gearing ratio has increased marginally from 53.2% to 58.2% and is higher than we would like. Return on equity increased from 1.04% to 5.73%, a figure also boosted by the one-off gain on acquisition.

Total Group revenue increased by 44% to \$73.8M (from \$51.1M), largely due to our investments in the macadamia industry. Shareholders will be aware that the Company purchased the assets of Agrimac Macadamias in December 2007 and subsequently, the assets of Mac Farms of Hawaii on 12th August 2008. The Company is now arguably the world's largest processor and marketer of macadamia nuts. Clearly this is an industry which has excellent growth potential and our position fits with the Company's strategy of being the leading player in high value, niche markets.

The Company's four business units produced mixed operating results in 2008. The Ginger business experienced a revenue decline of 4.6% primarily due to weak demand in the UK, our biggest export market. However, this was partially offset by an 8% increase in Buderim branded retail sales in Australia, once again based on some strong performances in key products. Overall Ginger profits improved from the previous year through more efficient processing and improvements in our US operations. Gross profits would have been better but for a weather-induced low ginger harvest and some technical problems with new processing technology experienced during the year.

2008 was the first year of operation for our new Macadamia businesses and overall we have been pleased with the result. Agrimac performed well despite a reduced Australian macadamia nut harvest brought about by a severe winter particularly in Northern NSW which affected flowering and therefore nut yield. The total Australian harvest was down about 25% on expectations with our intake similarly down on plan. As a result, sales of some product styles were restricted and the Company needed to secure significant additional kernel to satisfy contracted demand. Operating profits were therefore also down on original expectations. In most other respects the Company performed well and has maintained a strong sales, customer and grower base moving forward. Our acquisition of Mac Farms of Hawaii, including the lease of the largest contiguous macadamia orchard in the world, late in the year went smoothly given the scale of the acquisition and the challenges presented. It is still early days, however, so far we are pleased with the investment and confident in its future.

The Buderim Baking business experienced a decline of 2.4% in revenue and a disappointing profit result. At mid-year, we sold the Aldente pasta business as we determined that it did not fit operationally with the rest of the business. Subsequently and late in the year we acquired and installed equipment from Maypole Bakery (Tasmania) to enable us to begin manufacture of high volume savoury products for the Australian retail market from early 2009. The dislocation resulting from these events lead to an extraordinary but temporary increase in production costs as well as a shortfall in revenue. The business also experienced significant increases in input costs, most notably beef, which could not be fully recovered in pricing. So, to large extent it has been short term pain for longer term gain.

Revenue from Tourism operations was almost static and profitability, while still robust, declined 10% from the previous year. Visitor numbers generally held up throughout the year, however, spend per person noticeably declined in the last half as a result of negative sentiments in the economy with people being cautious with their discretionary spending. We expect to officially open "The Superbee" during the Easter 2009 holiday period and anticipate that this new attraction will add to the numbers visiting the Ginger Factory and help to maintain momentum.

In order to cope with the rapid growth in our businesses and to enhance our focus on profit improvement we modified the structure of the business during 2008. We now have General Managers in each business unit reporting to the Managing Director/Chief Executive. The new structure makes the lines of responsibility very clear, allowing managers more freedom of action but at the same time places greater accountability for achieving profit targets.

During 2008, the Company issued an additional 10,597,483 shares through share placement, the dividend reinvestment plan, share purchase plan, the MD incentive scheme and as part payment for the business assets of Mac Farms of Hawaii. The additional capital raising has not only allowed us to welcome new investors but has allowed us to keep our financial ratios in reasonable balance given the considerable growth we have undertaken over the last 12+ months.

Under normal circumstances we would look to 2009 with a great deal of optimism as each of our businesses is positioned for growth and profit improvement. However, against an uncertain and rapidly changing economic backdrop due to the global financial crisis we believe that it is unwise at this time to offer any profit guidance. However, I can assure shareholders that our business targets call for improved operating results across all operations and despite the uncertainty gripping all of our markets at present, we are confident that our business model will deliver continued improvements. Whilst we expect business conditions to be extremely tough we are well positioned and we believe that the food industry is better placed than most to ride out these difficult times.

Finally, I offer my thanks to my fellow directors and all employees of Buderim Ginger Limited and its subsidiaries, new and old, for their efforts during the past year. I have no doubt that they are up to the challenges in 2009.



**John Ruscoe**  
Chairman

## Financial Overview

A solid improvement in operating profit combined with the one-off benefit of the discount on acquisition of assets of Mac Farms of Hawaii underpinned a substantial lift in profitability in 2008. In line with market guidance, the Company recorded a before tax profit of \$3.187 million compared to \$906,000 in 2007. After tax and minority interest, a profit of \$2.006 million was recorded in contrast to \$671,000 in the previous year. Group EBITDA in 2008 was \$7.5 million, more than double the \$3.7 million achieved in 2007. Directors have recommended payment of a 2.5c per share dividend in respect of the 2008 year following the improved results.

### GINGER

Despite the strong \$A for most of 2008, Ginger revenue held up well in all export markets except for the key UK market. UK sales were well down due to the loss of some contracted business on pricing grounds and also as rationalisation of that country's food manufacturing sector escalated. Margins were also impacted as some bad debts were incurred in this market during 2008. Although we are increasingly focussed on retail product sales opportunities in the UK, our business is still predominantly industrial ingredient supply and food manufacturers there are under intense competitive pressure. The business is, however, confident of recovering much of this volume in the year ahead on quality grounds and through a more aggressive pricing program, although the \$A/£ has not moved as favourably as other exchange rates.

European Ginger sales remained relatively flat although there was good growth for Fiji Ginger (Frespac) and a moderate decline in Australian-origin sales. Once again, highly competitive conditions in the "traditional" ginger markets of Germany and the Netherlands constrained growth but sales of Buderim branded retail products in Germany continued to grow strongly.

North American Ginger sales rebounded strongly in 2008 and were particularly helped by the rapid depreciation of the \$A late in the year. This will no doubt be of greater assistance in the year ahead if the current rates are maintained, although the alarming state of the US economy is a cautionary note for overall demand in that market.

Asia Pacific sales also continued to grow as a result of New Zealand retail sales and steady progress in South Korea.

The Australian domestic market saw another strong Ginger sales performance in 2008, once again underpinned by steady growth in Buderim-branded retail product sales. Retail sales were up by more than 8% over the previous year driven largely by products introduced in recent years. *Naked Ginger*, the lower sugar version of our traditional product, surged ahead while, in beverages, our cordial range continues to enjoy remarkable success with the launch of the *Lemon, Lime & Bitters* variant a stand-out. *Buderim Ginger Beer*, launched in April 2007, has also made steady progress and is winning wide-spread acclaim from consumers. The outlook for continued growth is good although the challenge of supporting a diverse product range across a number of categories in the Australian retail market remains challenging.

Good progress was made during the year in reducing total processing costs although these gains were largely offset by under-recoveries due to the lower than planned Ginger intakes in both Australia and Fiji. Process yields, manufacturing throughput rates and wastage were all improved. Per unit manufacturing overheads were, however, increased on a lower total volume which inhibited both sales and profit growth for the full year.





In line with our strategic priorities, the Company continues to invest considerable time and resources in product and process development. Further development of our highly successful cordial range is underway and, during 2008 a *Diet Lemon Lime & Bitters* variant was introduced to partner the successful *Ginger Refresher*, *Lime Refresher* and *Lemon Lime & Bitters* products. As advised last year, the Company is also now present in the “ready to drink” beverage market with *Buderim Ginger Beer* which is steadily building distribution and sales. We are also excited by initial market trials of the product in the potentially very large Indian market.

Also as advised last year, the Company has completed an extensive product development process on its first retail entry into the nutraceuticals market. This product launch, which has been delayed due to a lengthy process to gain formal TGA (Therapeutic Goods Administration) registration, is expected to generate strong incremental sales in 2009 and beyond. The product will directly capitalise on the intense interest in the “health” benefits of ginger. *Buderim GingerActiveDaily* is a daily dosage elixir that we anticipate will be the start of an exciting range of products sold through pharmacies and health stores nationally and internationally.

Process development work has primarily been directed at increasing productivity in the syruping process in line with the Company's Federal Government “Commercial Ready Grant” funding to develop an accelerated syruping technology that lifts syruping effectiveness while improving the retention of functional properties in ginger. The Company is also actively working on a project to explore alternatives to sulphite in the storage of raw ginger which may have significant consumer appeal and we have promising preliminary results. These are both very exciting projects for the business which hold promise of further competitive advantages for our Ginger business.

## MACADAMIAS

### Agrimac

Consistent with the Group's diversification strategy, the Company commenced its Macadamia business under the banner, *Agrimac Macadamias*, on 2 January 2008.

Based in Alstonville NSW, Agrimac is the third largest processor and marketer of Australian Macadamias, and one of the most efficient processors in the industry with flexibility to process both within Australia and overseas. The business retains a highly competent and experienced management team and services quality-oriented customers in Europe, Asia and North America. Agrimac also has a strong domestic presence, particularly through a long-standing relationship with the *Coles Supermarkets* group.

The 2008 Australian macadamia harvest was far lower than expected, with an estimated total yield of just 35,000 tonnes of Nut-in-Shell (NIS). At Agrimac, we had initially planned on an intake of at least 4,500 tonnes of NIS but ended up only a little over 3,500 tonnes. Clearly, this had a major impact on a whole range of operational issues, the biggest of which being simply overhead recovery. Historically, Agrimac has led the industry in terms of forward-selling and under Buderim control we were keen to continue this practice. Consistent with Group policy, the Company also adopted a fairly conservative foreign exchange hedging policy that, given the significant difference between the value of the \$A in the first half of the year compared to the second, did not work in our favour in 2008, but we still believe that this is the correct strategy over the longer term. With strong demand coming through early in the year, especially from Japan and the domestic market, we were highly forward-sold by the time it became evident that our intake was going to be well down. Clearly, this resulted in a major shortfall of kernel that Agrimac needed to satisfy and this was achieved by buying kernel from other processors. To illustrate, we estimate that while Agrimac secured about 10% of the Australian macadamia crop in 2008, it accounted for around 12-15% of sales of Australian kernel. While this is better than the reverse, it presents a number of challenges and it significantly restricted the profitability of the business in the short term.

Operationally, the business performed up to expectations and all customer commitments in terms of contracted volumes and quality parameters were met. The business successfully maintained very strong customer relationships in all end-markets as well as with its grower base. 2008 sales were particularly strong in both the domestic Australian market and in Japan while good new sales were developed in Taiwan and other fledgling international markets. Unfortunately, due to the shortfall of available kernel, the Company was forced to restrict the leveraging of Buderim Ginger's sales offices in the UK and Europe during the year, however, we are confident of some good results here in the years ahead.

### Mac Farms of Hawaii

Buderim Ginger acquired the assets of Mac Farms of Hawaii on 12 August 2008. This could be described as a fairly distressed business that had been challenged by operational issues for a number of years. All operating assets, including the #2 macadamia brand in the United States, were acquired under attractive financial terms which resulted in a discount on acquisition being recorded in the 2008 year. The discount, which represents the excess of fair value of identifiable net assets over consideration and other acquisition costs, represented \$2.05 million.

The transaction also included a long term lease on the 4,000 acre Kapua Ranch macadamia orchard, in the middle of which sits the Mac Farms processing plant. The orchard, which has 250,000 trees, sits on the southern side of the extinct Mauna Loa volcano on the Big Island of Hawaii near the tourist town of Kona. The Company has been fortunate to secure the services of John Wilkie, probably the most experienced manager in the global macadamia industry, to take on the task of running this operation. Importantly, when combined with Agrimac, this business makes the Buderim Ginger Group arguably the largest processor and marketer of macadamias in the world, matching our pre-eminent position in the global confectionary Ginger market. Buderim intends to build on this leadership position and hopefully set the platform for increased stability in what has been a somewhat volatile industry so far. The Mac Farms acquisition provides unparalleled access to the critical US market, still the largest market for macadamias in the world, and we will leverage the synergies that exist between our two macadamia businesses for the benefit of both.

The Macadamia industry holds excellent growth potential and, on any measure, Australia is set to maintain its global dominance for many years to come. It has been subject to seasonal volatility in the past. However, we believe it has now matured to the point where the opportunity for a corporate entity such as Buderim to participate positively in the industry's future development is ideal.





## BAKING

Revenue for the Baking business was down by a little over 2% in 2008 principally due to the sale of the *Aldente Foods* business during the year. This business was sold in July 2008 after it was determined that operationally it did not fit into the long term plan for the Baking business. The sale of the business coincided with the opportunity to acquire the 20% minority interest in the Baking business that was held by the former owner of the business as part of the same transaction. Revenue for the ongoing business held up reasonably well with our major supply contracts including: *Brumby's Bakeries*; and *Lorries Gourmet*, enjoying significant success with their premium quality offer. Profitability was impacted in the second half of the year, however, due to the disruption caused by the Aldente Foods decommissioning and as the Company was forced to absorb substantial beef cost increases. Cookie dough production, under the *Billy G's* license, made another positive contribution, particularly as sales grew strongly in the fast-changing fundraising channel.

In December 2008, the Company announced the acquisition of some of the assets of Maypole Bakery (Tasmania). These assets would enable Buderim Baking to broaden its production capability and facilitate contract supply of high volume "mainstream" savoury pastry products to the *Woolworths Supermarkets* group. The installation of this new equipment and the associated factory changes occurred during December 2008 and created further operational inefficiencies on site that also negatively impacted on second half profits. Buderim Baking management and staff, however, did an extraordinary job in getting this production line "up and running" in early January 2009 and we are pleased with the initial results.

While the trading results for Baking in 2008 were very disappointing, there are still significant profitable growth opportunities for Buderim in the Bakery business in both the immediate and longer-term. The business suffered from operational inefficiencies in 2008 as we positioned the business for longer term improvement. The underlying strategic rationale for developing the business remains valid and the business has lessened our traditional reliance on ginger processing.

## TOURISM

Revenue from the Company's award-winning tourism facility, *the Ginger Factory*, was stable in 2008, on a 2% increase in visitor numbers. Countering this, spend per head decreased for the year, but particularly so in the second half of the year as the economic downturn impacted on consumer behaviour. Profitability in this business was solid as usual, but marginally down on the previous year.

Operational improvements continue to be made on-site with the launch of *The Buderim Ginger Cooking School* late in the year of particular note. The Overboard attraction further improved operating results in 2008 and benefited from a full year of operating the *Ginger Train* attraction. During 2008, construction works in preparation for the relaunch of the renowned *Superbee* tourist attraction at *the Ginger Factory* were completed. Although operations commenced at the end of December, the attraction will not be formally launched until the peak visitor period around the Easter 2009 holiday period.

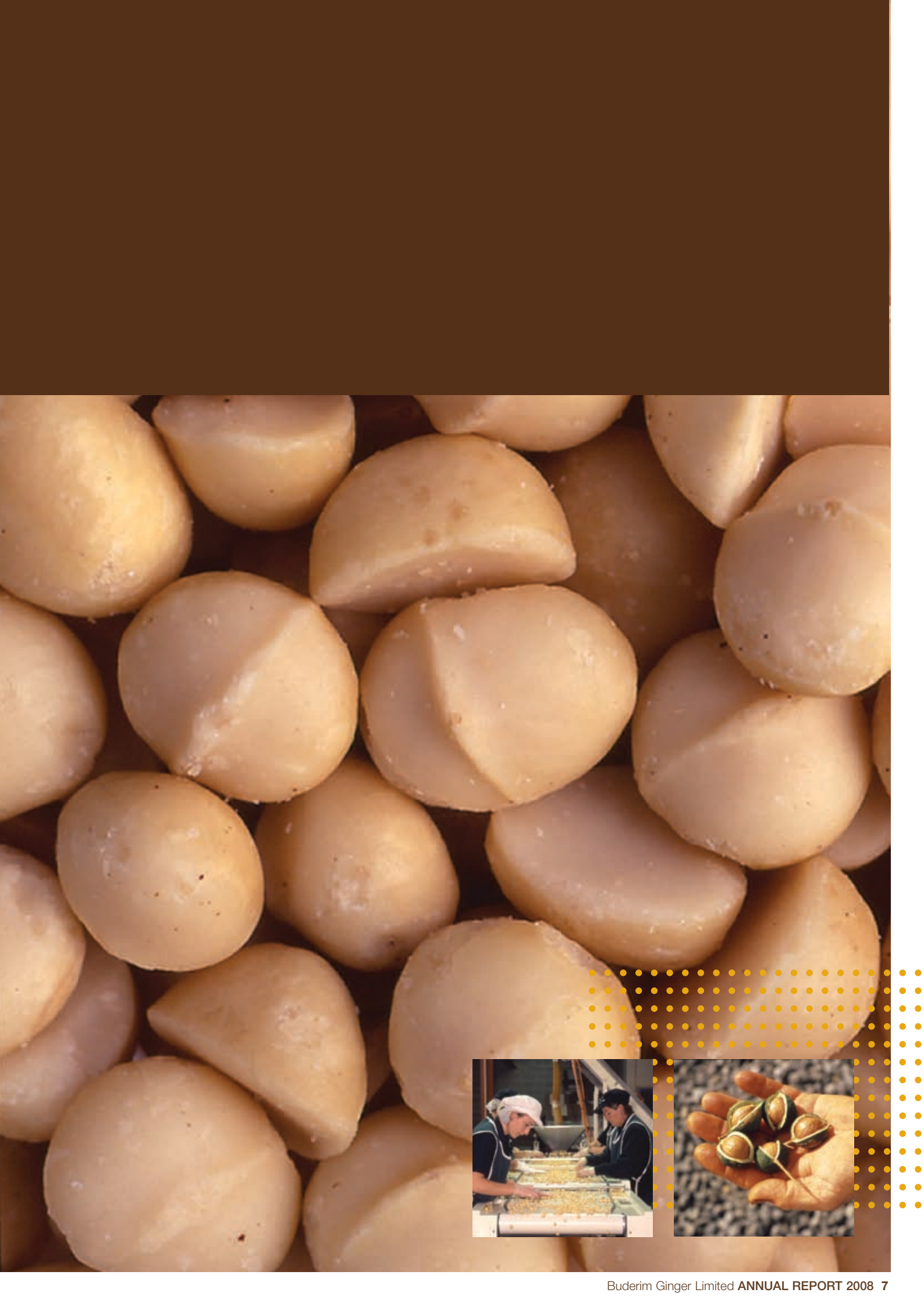
## OUTLOOK

Early in 2009, the Company negotiated several transactions to restructure and rationalise the Group's US-based entities. The transactions will see the Company increase its existing ownership in the joint venture, Buderim Ginger America LLC, and simultaneously acquire majority ownership of Pan Pacific Foods LLC, which is Buderim's principal sales agent for both Ginger and Macadamia products in North America. These transactions will have an effective date of 1 March 2009. In a separate transaction expected to be completed on 1 April 2009, the Company also expects to sell a minority stake in Mac Farms of Hawaii LLC. The series of transactions will result in Buderim becoming a 75% majority owner of all of the US entities it is directly involved in and will provide for greater control over the Group's sales, marketing and distribution channels in the critical North American market.

The biggest factor affecting the Company's near term outlook is undoubtedly the global financial crisis that is currently affecting all of the Company's key end-markets. Faced with an uncertain and dynamic economic climate, we see positive signs for all of our businesses along with potential negative risk factors. We therefore believe that it is unwise to offer any firm guidance for 2009. However, in difficult times, the food industry is probably more resilient than many others. The Group's collective and individual business targets call for improved operating results across all sectors and the Board is confident that our business model will deliver continued improvements.

**Gerard O'Brien**  
Managing Director and Chief Executive





# Directors' Report

Your directors submit their report for the year ended 31 December 2008

## DIRECTORS

The names and details of the company's directors in office during the financial year under review and at the date of this report are as follows:

### Names, qualifications, experience and special responsibilities

#### John Michael Ruscoe

(Non-executive Chairman and Chairman of the Remuneration Committee)

Mr Ruscoe has been a director since 21 February 2002. He was previously Chief Executive Officer of Buderim Ginger Limited and its predecessor co-operative for the period 1982 to 1994. During this period he was also General Manager of Australian Golden Ginger Pty Ltd and of The Ginger Marketing Board. Before joining the Buderim Ginger Growers' Co-operative he held executive positions in the chemical industry in Fiji, Australia and New Zealand. He is a graduate of The New Zealand Institute of Management in Business Administration. Mr Ruscoe is President of Headland Golf Club, Inc. Buderim. Mr Ruscoe is 68 years of age.

#### Gerard Daniel O'Brien

B Admin., MBA (Georgetown), CPA, MAICD (Managing Director)

Mr O'Brien was appointed Managing Director and Chief Executive of Buderim Ginger Limited on 5 March 2001. His previous role was Business Development Director for Goodman Fielder Milling based in Sydney. Mr O'Brien has many years management experience in the Australian food industry with Defiance Mills, Bunge-Defiance and Goodman Fielder and is a National Councillor of the Australian Industry Group (AIG). Mr O'Brien completed an MBA at Georgetown University USA in 1992 after a finance career in the construction industry. Mr O'Brien is 47 years of age.

#### Stephen James Maitland

OAM, RFD, B.Ec., M.Bus., FCPA, FAICD, FCIS, FAIM, FFIN  
(Non-executive Director and Chairman of the Audit & Compliance Committee)

Mr Maitland has been a director since 26 February 2002. He has had over 35 years experience in the banking and finance industries, and is the principal of the Brisbane based Corporate Advisory firm of Delphin Associates. He holds directorships with Australian Unity Ltd, The Royal Automobile Club of Queensland Limited and a number of private companies. He is the Honorary Treasurer of the Surf Life Saving Foundation Inc. Mr Maitland is 58 years of age. During the past 3 years Mr Maitland has held the following listed company directorships:

- Mackay Permanent Building Society Ltd. (11 October 2002 to 10 January 2008)

#### John Howard Philip Roy

(Non-executive Director and Member of the Remuneration Committee)

Mr Roy has been a director since 28 February 2005. He is the Managing Director of several family owned businesses, including Big Sister Foods Pty Ltd, Big Sister Properties Pty Ltd, Fowlers Vacola Australia Pty Ltd, George & Simpson Pty Ltd, and Noble Cakes Pty Ltd. Mr Roy has an engineering background and an extensive career in the plastics industry. He also has extensive experience in the Australian and global food industry, particularly in the branded speciality arena. Mr Roy is 71 years of age.

#### Shane Tyson Templeton

B.Bus., FAICD (Non-executive Director and Member of the Audit & Compliance Committee)

Mr Templeton has been a director since 21 February 2002. He is a third generation ginger grower and is professionally qualified with a business degree. He has been growing ginger since 1991 and has held the position of Honorary Secretary of the Australian Ginger Growers Association for 5 years. Mr Templeton is a director of Templeton Ginger Pty Ltd, Redarea Pty Ltd and director of the Victory COC (Gympie) board. Mr Templeton is 37 years of age.

## COMPANY SECRETARY

#### Karon Lesley Rogers

B.Bus., FCPA, FCIS, FAICD.

Ms Rogers commenced with Buderim Ginger Limited in 1988 as Company Accountant. She was promoted to Corporate Services Manager in 1992 and to her current role as Company Secretary/CFO in 1995. Prior to joining the company, she worked in accounting management roles within the food manufacturing and building industries, whilst also teaching part-time in the TAFE system for approximately 10 years. Ms Rogers completed the AICD Directors Diploma in 2002 and the AICD International Company Directors Diploma in 2008, has been a CPA for over 20 years and is a Fellow of both the Institute of Chartered Secretaries and the Institute of Company Directors.

As at the date of this report, the interests of the directors in the shares of Buderim Ginger Limited were:

	Directly Held Ordinary Shares
J.M. Ruscoe (1)	-
G.D. O'Brien (2)	-
J.P.H. Roy (3)	-
S.J. Maitland (4)	-
S.T. Templeton (5)	190,581

- (1) J.M. Ruscoe holds a relevant interest in 196,446 shares registered in the name of J.M. & S.E. Ruscoe (Ruscoe Family Super Fund).
- (2) G.D. O'Brien holds a relevant interest in 812,737 shares registered in the name of Consolar Investments Pty Ltd.
- (3) J.P.H. Roy holds a relevant interest in 6,031,156 shares registered in the name of Big Sister Foods Pty Ltd.
- (4) S.J. Maitland holds a relevant interest in 111,955 shares registered in the name of S.J. Maitland & F.P. Maitland (Maitland Family Superannuation Fund).
- (5) S.T. Templeton holds a relevant interest in 51,373 shares registered in the name of Templeton Holdings (Qld) Pty Ltd, 2,419,759 shares registered in the name of Redarea Pty Ltd (The Templeton Family Account).

The interests of directors in shares of Buderim Ginger Limited as disclosed above, do not include shares held by parties related to directors where directors do not have the power to exercise or control the exercise of a right to vote attached to the shares.



## Directors' Report

### EARNINGS PER SHARE

	Cents
Basic earnings per share	6.52
Diluted earnings per share	6.52

There were no options issued or exercised during the period.

### DIVIDENDS

	Cents	\$'000
Final dividends recommended*	—	—
Dividends paid in the year:		
<i>Final dividend paid for the year ended 31 December 2007</i>	2	574

\*Subsequent to the end of this reporting period, the directors have declared a 2.5 cent unfranked dividend amounting to \$981,333, be paid out of the profits for the financial year ended 31 December 2008. The company's dividend reinvestment plan will be operational for this dividend distribution. The dividend will incorporate a cash component of 1 cent per share and a share issue amounting to 1.5 cents per share.

### CORPORATE INFORMATION

#### Corporate structure

Buderim Ginger Limited is a company limited by shares that is incorporated and domiciled in Australia. As the ultimate parent entity, it has prepared a consolidated financial report incorporating the entities that it controlled during the financial year, which are outlined in the illustration of the group's corporate structure at the bottom of this page.

#### Nature of operations and principal activities

The principal activities during the year of entities within the consolidated entity were:

- manufacture and marketing of a variety of confectionery ginger and other ginger-based products to industrial, food service and retail customers throughout the world;
- production, manufacture and marketing of wholesale and retail macadamia products throughout the world;
- manufacture and marketing of a variety of frozen savoury bakery products to both food service and retail customers throughout Australia; and
- tourism operations comprising the sale of ginger and other retail gift and food products, and the provision of leisure activities within the Australian tourism market.

The baking segment commenced in August 2004 with the 70% acquisition of I Spy pies through the subsidiary Buderim Baking Company Pty Ltd. Effective 20 June 2008, the remaining outside equity interest of the Buderim Baking Company Pty Ltd was acquired. The principal activity of the baking business is the manufacture and marketing of a variety of frozen savoury bakery products.

On 28 May 2005, Ginger HeadQuarters Pty Ltd commenced the Overboard tourism activities as a joint venture within the Ginger Factory tourism complex at Yandina. These activities fall under the principal activity of tourism.

The distribution of ginger products throughout North America commenced through the joint venture, Buderim Ginger America, LLC on 1 July 2005. This operation falls under the principal activity of marketing of a variety of confectionery ginger and other ginger-based products.

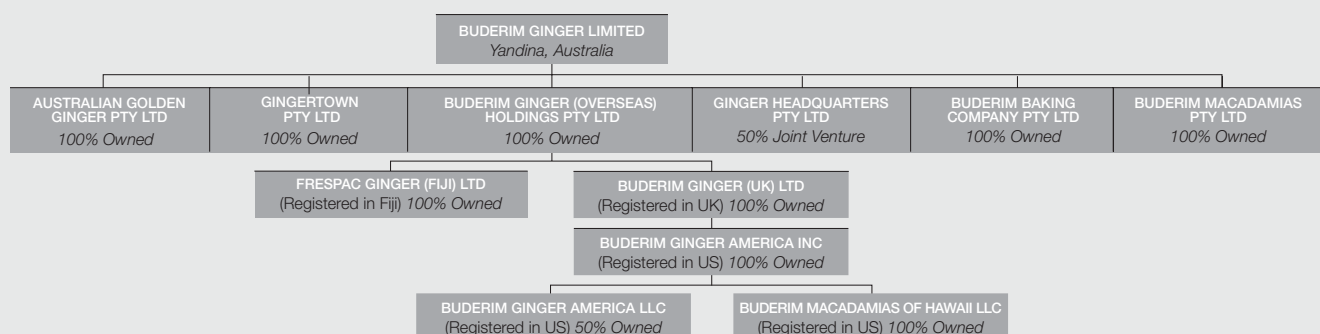
On 31 December 2007, Buderim Ginger Limited acquired the business assets of Agrimac International Enterprises through its wholly owned subsidiary Buderim Macadamias Pty Ltd. Operations effective include the manufacture and marketing of a variety of macadamia products to industrial and retail customers throughout the world. This operation falls under the principal activity of manufacturing and marketing of wholesale and retail macadamia products.

On 12 August 2008, the macadamia segment was expanded on the acquisition of business assets of MacFarms of Hawaii, LLC through the 100% owned subsidiary, Buderim Macadamias of Hawaii, LLC dba MacFarms of Hawaii. This operation falls under the principle activity of production, manufacturing and marketing of wholesale and retail macadamia products.

There have been no other significant changes in the nature of those activities during the year.

#### Employees

The consolidated entity employed 403 employees as at 31 December 2008 (2007: 271 employees). The Australian and Fijian ginger segments employed 119 and 72 employees respectively (2007: 105 and 82). The number of employees will vary from year to year due to seasonal factors. Employees engaged within the baking segment at year-end were 62 (2007: 68). Employees employed within the Australian macadamia segment were 13 (2007: 16 on acquisition). The Hawaiian macadamia segment (including the orchard operation) had 137 employees at year end.



## Directors' Report

### OPERATING AND FINANCIAL REVIEW

A detailed review of operating and financial performance is contained on pages 4 to 6 of the annual report.

Summarised operating results are as follows:

	2008		2007	
	Revenues \$'000	Results* \$'000	Revenues \$'000	Results* \$'000
<i>Business segments</i>				
Ginger processing and distribution	28,853	1,811	30,255	1,260
Baking operations	16,931	132	17,341	563
Macadamia operations	24,669	2,944	—	—
Tourism operations	3,929	521	4,099	649
Total	74,382	5,408	51,695	2,472
Consolidated entity adjustments	(579)	—	(614)	—
Unallocated expenses including interest	—	(2,389)**	—	(1,527)
Share of associate's profit/(loss)	—	168	—	(39)
Consolidated entity sales and profit/(loss) from ordinary activities before income tax expense	73,803	3,187	51,081	906
	2008 \$'000		2007 \$'000	
<i>Geographic segments - revenue</i>				
Australia	61,152		48,572	
United States	11,187		—	
Fiji	3,607		3,598	
	75,946		52,170	
Consolidated entity adjustments	(2,143)		(1,089)	
Consolidated entity sales from ordinary activities before income tax excluding non-segment revenues	73,803		51,081	

\* Business segment results represent profit before interest and tax.

\*\* The approach to calculation of unallocated expenses has been modified throughout 2008 to more closely reflect the evolving corporate structure.

### In Summary

2008 was a challenging but exciting year for the Buderim Ginger group with the impacts of the global financial crisis being felt by all business segments in the second half. In addition, the integration of the new businesses in the macadamia industry: Agrimac; and MacFarms of Hawaii, added to internal organisational complexity and challenges. However, it has added a very much needed new dimension to our business.

The consolidated entity recorded a before tax profit of \$3.2m for the year ended 31 December 2008, exceeding the previous year's performance by \$2.3m. The macadamia business operations contributed \$24.7m to Group turnover and \$2.9m to profit before corporate costs. \$2.0m of the macadamia segment profit represents the discount on acquisition of MacFarms business assets, being the excess of fair value of identifiable net assets over consideration paid and other costs of acquisition incurred. The Group recorded after tax profit of \$2.0m (after allowance for outside equity interest) compared to a profit of \$671k in the prior year. The main features include:

- Group revenue increased 44% to \$73.8m.
- An increase in earnings per share from 2.34 cents in 2007 to 6.52 cents in 2008, of which a one-off discount on acquisition of the MacFarm business assets contributed 3.1 cents per share.
- A 4.6% drop in ginger revenue, principally due to weakened demand in the company's important UK market as a result of a weak economy and a very competitive market. Buderim Ginger domestic branded retail sales, however, grew by 8% offsetting much of this decline.
- A 2.4% drop in Baking revenue due principally to the sale of the Aldente business in mid-year. Operational issues associated with the decommissioning of Aldente equipment and the installation of plant acquired from Maypole bakery late in the year contributed to a decline in bakery profitability for the year. Very high beef price increases during 2008 also reduced margins in this business.
- Tourism profitability declined by 10.5% due principally to reduced spend per head in the second half as economic conditions deteriorated.
- Expansion and diversification of the Group's macadamia operations with the acquisition of MacFarms of Hawaii business assets on 12 August 2008. This transaction included the long term commercial lease of the 4,000 acre Kapua macadamia orchard and the associated on-site Mac Farms processing plant. The combination of the Group's Hawaiian and Australian macadamia operations arguably represents the formation of the largest processor and marketer of macadamias in the world in an industry that holds considerable growth potential. It also complements Buderim Ginger's long-held position as the world's leading processor and marketer of confectionary ginger.



## Directors' Report

### Shareholder Returns and Performance measurements

Accounting Standard For the year ended	AIFRS 2008	AIFRS 2007	AIFRS 2006	AIFRS 2005	AIFRS 2004	AGAAP 2003
EBIT (\$'000)	4,960	1,792	550	1,251	1,097	1,129
EBITDA (\$'000)	7,503	3,682	2,491	3,160	2,578	2,505
Basic earning per share (cents)	6.52	2.34	(0.58)	1.97	1.43	2.30
EPS share excluding discount on acquisition	3.42	2.34	(0.58)	1.97	1.43	2.30
Dividend per share (cents) (a)	2.5	2.0	—	1.0	—	1.5
Dividend payout ratio (%) (a)	38.3	85.5	—	50.8	—	65.2
Available franking credits (\$'000) (b)	—	150	167	213	234	236
Return on assets (%)	2.40	2.22	(0.32)	1.1	1.3	1.7
Return on equity (%)	5.73	1.04	(0.60)	2.1	2.5	4.2
Debt / equity ratio (%) (c)	93.8	85.1	51.1	58.4	40.7	33.4
Gearing ratio (%) (d)	58.2	53.2	45.7	46.0	39.7	37.4
Current ratio (%)	153.3	150.7	139.0	154.8	203.8	298.9
Net tangible asset backing (cents)	80	86	85	73	77	80

(a) These figures reflect the dividend amounts declared subsequent to reporting dates (refer note 9). The company's dividend reinvestment plan will apply. Note the dividend ratio for 2008 is based on profit inclusive of the discount on acquisition of MacFarms assets of \$2.0m which is a non-cash item.

(b) Franking credits have been calculated on a tax paid basis.

(c) Interest-bearing debt divided by equity less intangible assets.

(d) Assets funded by external stakeholders (total liabilities)

### REVIEW OF FINANCIAL CONDITION

The Group's and the parent entity's objectives when managing capital are to safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

Consistent with others in the industry, the Group and the parent entity monitor capital on the basis of the net gearing ratio. This ratio is calculated as net debt divided by total capital, as demonstrated in the table below. Net debt is calculated as total borrowings less cash and cash equivalents. Total capital is calculated as 'equity' as shown in the balance sheet (including minority interest) plus net debt.

### Liquidity and Capital Resources

The consolidated cash flow statement highlights a net increase in cash and cash equivalents in the year ended 31 December 2008 of \$1,405k compared to a decrease of (\$408k) in 2007. Outflows from operating activities resulted in a net inflow of \$963k compared to \$2.6k in the previous year. The increase in interest over the previous year reflects the higher level of borrowings to support working capital requirements for the macadamia segment operations during 2008. Grant funds of \$596k were recorded pursuant to the Commercial Ready project undertaken in conjunction with the Department of Industry, Tourism and Resources of the Commonwealth of Australia. Investment activities included capital projects as follows:

#### Ginger Segment

- syrup chain enhancements
- sulphite stripping equipment
- drying upgrade
- crystallising plant improvements

#### Baking Segment

- spiral freezer addition
- xray machinery
- automated meat cooking and pumping
- automatic pastry laminator
- compressor upgrade

#### Tourism Segment

- general site improvements
- "Superbee" attraction construction works

Additionally, investment activities included the macadamia business combination transacted on 12 August 2008, the buy-out of the outside equity interest in Buderim Baking Company Pty Ltd and the simultaneous sale of the Aldente business assets.

Financing activities reflect drawdowns from Rabobank Australia to fund increased seasonal working capital requirements for the macadamia segment, combined with proceeds of \$712k from the Share Purchase Plan and \$3.2m from the company's Placement Program undertaken during 2008. The cash component of the final dividend paid out of profits for the year ended 31 December 2007 was \$400k with the dividend reinvestment plan contributing \$174k to this dividend.

## Directors' Report

### Asset and capital structure

	2008 Total Operations \$'000	2007 Total Operations \$'000
<b>Net Gearing</b>		
<i>Debts:</i>		
Interest bearing loans and borrowings	29,295	20,972
Cash and short term deposits	(2,163)	(1,031)
Net debt	27,132	19,941
Total equity	35,915	30,168
Total capital employed	63,047	50,109
	43.0%	39.8%
<b>Assets funded by external stakeholders</b>		
Total assets	85,948	64,477
Total liabilities	50,033	34,309
	58.2%	53.2%
<b>Debt/equity</b>		
Total equity	35,915	30,168
Intangibles	(4,700)	(5,527)
	31,215	24,641
Interest bearing loans and borrowings	29,295	20,972
	93.8%	85.1%

The Group's policies for determining the level of debt entered into is examined on a yearly basis in conjunction with financiers.

The addition of the two macadamia business operations in 2008 (Agrimac's acquisition on 31 December 2007, combined with the MacFarms acquisition on 12 August 2008), has resulted in a restructured balance sheet with increased inventories, plant and equipment, and interest-bearing liabilities. No goodwill was brought to account on the MacFarms acquisition and intangibles have decreased due to reduction of deferred consideration included in the Agrimac investment. The increase in borrowings from \$20.9m to \$29.3m reflects the additional working capital requirements for the macadamia segment in which harvests in both Australia and Hawaii were undertaken in 2008. In both the ginger and macadamia segments, the lead time between funding of harvests and recovery of costs through sales is quite lengthy.

### Shares issued during the year

In contrast to the previous year in which no changes in share capital occurred, the following increases were recorded in 2008, increasing issued capital from \$17.5m to \$22.3m: Managing Director incentive scheme \$11k, dividend re-investment scheme \$174k, share purchase plan \$712k, share placement program \$3,154k and the acquisition of MacFarms business assets \$736k.

### Profile of Debts

The profile of the Group's debt finance is as follows:

	2008 \$'000	2007 \$'000
<b>Current</b>		
Bank Overdraft	30	303
Lease liability	285	179
Bank bill facility	11,850	8,550
Bank loans	383	306
	12,548	9,338
<b>Non-current</b>		
Lease liability - finance lease	4	288
Bank bill facility	16,620	11,145
Bank loans	123	201
	16,747	11,634

### Treasury policy

The Group's treasury function is co-ordinated by the parent entity which is responsible for managing the Group's currency risks and finance facilities under the supervision of the Audit & Compliance Committee. The treasury function operates within policies set by the Board. The Audit & Compliance Committee is directly responsible for ensuring that management's actions are in line with Group policy. Hedging is undertaken through the use of interest rate swap contracts and foreign exchange contracts. No speculative trading in derivatives is undertaken. All derivatives have underlying commercial transactions. At year end, the Group held foreign exchange contracts valued at \$2,679,000 (2007: \$1,873,006) designated as hedges of expected future sales to customers in the United Kingdom, along with \$1,477,462 (2007: \$1,030,274) designated as hedges of expected future sales to customers in the United States of America and \$141,216 (2007: \$Nil) designated as hedges of expected future sales to European customers. The terms of all foreign exchange contracts to hedge sales have been negotiated to match the terms of the commitments. At year end, there were no foreign exchanges contracts held as hedges of future purchases in USD from overseas suppliers (2007: \$203,000).

Interest rate swaps at 31 December 2008, totalled \$1.5m (2007: \$2.5m). The interest rate swap arrangement grants the Group the right to receive interest at a variable rate equal to the ABBSY on the notional amount and pay interest at a fixed rate of 6.66% (2007: 5.86% and 6.66%). Swaps are established to hedge exposures to changes in the fair value of a portion of the Group's bill facilities. The remaining swap is due to expire in 2009. The bill facilities and the interest rate swaps have the same critical terms.

### SIGNIFICANT CHANGES IN THE STATE OF AFFAIRS

Settlement for the acquisition of business assets from Agrimac International Enterprises Pty Ltd occurred on 31 December 2007. Operations within this segment commenced on 2 January 2008. Hence, 2008 is the first full year of operations within the macadamia segment.

On 12 August 2008, the macadamia segment was expanded with the establishment of Buderim Macadamias of Hawaii, LLC through which the business assets of MacFarms of Hawaii, LLC were acquired. As a consequence, the Group undertook two macadamia harvests in 2008, one in Australia and a partial harvest in Hawaii.

On 20 June 2008, the remaining outside equity interest in Buderim Baking Company Pty Ltd was purchased. Simultaneously, the Aldente Foods business was sold.

It is the opinion of the directors that there were no other significant changes in the state of affairs of the economic entity that occurred during the financial year under review other than those disclosed in this report or the financial reports.

### SIGNIFICANT EVENTS AFTER THE BALANCE DATE

Since the end of the reporting period, directors have declared a 2.5 cent unfranked dividend amounting to \$981,333 be paid out of the profits for the year ended 31 December 2008. The dividend will include a 1 cent per share cash component and a 1.5 cent share issue. reinvestment plan will be operational for this dividend distribution.

Directors expect to finalise an equity-based transaction in March 2009 that will result in the company taking majority ownership positions in the existing US joint venture, Buderim Ginger America, LLC and in the company's current US sales agent, Pan Pacific Foods, LLC while also providing for a minority interest in MacFarms of Hawaii. The purpose of this transaction is to better integrate and control the marketing of macadamias and ginger in the large and important United States market.



## Directors' Report

### LIKELY DEVELOPMENTS AND EXPECTED RESULTS

The Group's profitability targets for 2009 have been established to reflect the highly uncertain market conditions in all key end-markets at present. All businesses are targeting improvements in operating profit despite this uncertainty, which reflects a general optimism in premium food retailing.

### ENVIRONMENTAL REGULATION AND PERFORMANCE

In Australia, the consolidated entity holds licenses issued by the relevant government agencies which specify limits for discharges to the environment which are due to the consolidated entity's operations. These licenses regulate the management of discharges to the air and storm water run-off associated with the ginger processing operations as well as the storage of hazardous materials. The consolidated entity is subject to local environmental laws and controls in respect of its overseas operations. There have been no known reportable breaches of the consolidated entity's license conditions.

### INDEMNIFICATION AND INSURANCE OF DIRECTORS AND OFFICERS

Buderim Ginger Limited and its subsidiaries have entered into Deeds of Indemnity, Insurance and Access. These deeds provide that the company indemnify all current and future directors and secretaries in accordance with the provisions of the Corporations Act 2001, and provide them 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.

During the financial year, the company has paid premiums in respect of a contract insuring all the directors and officers of Buderim Ginger Limited against a liability incurred in their role as directors of the company, except where:

- (a) the liability arises out of conduct involving a wilful breach of duty; or
- (b) there has been a contravention of sections 232(5) or (6) of the Corporations Act 2001; and
- (c) as permitted by section 199B of the Corporations Act 2001.

The directors have not included details of the amount of the premium paid in respect of the Directors and Officers and Supplementary Legal Expenses policies as such disclosure is prohibited under the terms of the contract.

### OPTIONS

No option over issued shares or interests in the company or a controlled entity were granted during or since the end of the financial year end and there were no options outstanding at the date of this report.

### REMUNERATION REPORT

This report outlines the remuneration arrangements in place for directors and executives of Buderim Ginger Limited (the company).

#### Remuneration philosophy

The performance of the company depends upon the quality of its directors and executives. To prosper, the company must attract, motivate and retain highly skilled directors and executives.

To this end, the company embodies the following principles in its remuneration framework:

- Provide competitive rewards to attract high calibre directors and executives;
- Link executive rewards to shareholder value; and
- Provide, where appropriate, variable 'at risk' executive remuneration, dependent upon meeting pre-determined performance hurdles.

#### Remuneration committee

The Remuneration Committee of the Board of Directors is responsible for determining and reviewing compensation arrangements for the directors, the managing director and the executive team. The Remuneration Committee assesses the appropriateness of the nature and amount of remuneration of such officers on a periodic basis by reference to relevant employment market conditions with the overall objective of ensuring maximum stakeholder benefit from the retention of a high quality board and executive team.

#### Remuneration structure

In accordance with best practice corporate governance, the structure of non-executive director and senior manager remuneration is separate and distinct.

#### Non-executive director remuneration

##### Objective

The Board seeks to set aggregate remuneration at a level which provides the company with the ability to attract and retain directors of the highest calibre, whilst incurring a cost which is acceptable to shareholders. Non-executive directors do not receive any share based remuneration.

##### Structure

The Constitution and the ASX Listing Rules specify that the aggregate remuneration 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 Annual General Meeting held on 20 April 2000 when shareholders approved an aggregate remuneration of \$250,000 per year, effective from 1 January 2000.

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

Each director receives a fee for being a director of the company. Additional fees are not currently paid for each board committee on which a director sits, although considerable time commitments have been afforded by directors serving on various board sub-committees. Non-executive directors have long been encouraged by the board to hold shares in the company (purchased by the director on market). It is considered good governance for directors to have some stake in the company.

The remuneration of non-executive directors for the period ending 31 December 2008 is detailed in Table 1 on page 15 of this report.

#### Senior manager and executive director remuneration

##### Objective

The company aims to reward executives with a level and mix of remuneration commensurate with their position and responsibilities within the company so as to:

- Reward executives for the company and individual performance against targets set by reference to appropriate benchmarks;
- Align the interests of executives with those of shareholders;
- Link reward with the strategic goals and performance of the company; and
- Ensure total remuneration is competitive by market standards.

##### Structure

In determining the level and make-up of executive remuneration, the Remuneration Committee makes reference to external remuneration surveys detailing market levels of remuneration for comparable executive roles, and internal relativities. From these deliberations, the Committee makes its recommendations to the Board.

## Directors' Report

It is the Remuneration Committee's policy that employment contracts are entered into with all executives to protect the interest of both the company and the employee. Unless otherwise stated, employment contracts are generally unlimited in term but capable of termination on one to six month's notice, depending upon the seniority of the role. Unless otherwise stated, on termination, directors and executives are entitled to receive their statutory entitlements of accrued annual and long service leave, together with any superannuation benefits. No other termination benefits are payable. Unless otherwise stated, service agreements do not provide for pre-determined compensation values or the manner of payment. Compensation is determined in accordance with the general remuneration policy outlined below. The manner of payment is determined on a case by case basis and is generally a mix of cash and non-cash benefits as considered appropriate by the Remuneration Committee.

Depending upon the particular role undertaken by executives, remuneration consists of one or all of the following key elements:

- Fixed Remuneration; and
- Variable Remuneration - Bonus Incentive.

The proportion of fixed remuneration and variable remuneration (potential incentives) is established for each senior manager by the Remuneration Committee. Table 2 on page 15 details the fixed and variable remuneration components of senior executives who have the major influence on business decisions.

### Fixed Remuneration

#### Objective

The level of fixed remuneration is set so as to provide a base level of remuneration which is both appropriate to the position and is competitive in the market.

Fixed remuneration is reviewed annually by the Remuneration Committee and the process consists of a review of companywide, business division and individual performance, relevant comparative remuneration in the market, internal relativities and, where appropriate, external advice on policies and practices. As noted above, the Committee makes reference to external advice/surveys independent of management.

#### Structure

Senior managers are given the opportunity to receive their fixed (primary) remuneration in a variety of forms including cash and fringe benefits such as motor vehicles and expense payment plans. It is intended that the manner of payment chosen will be optimal for the recipient without creating undue cost for the company. The fixed remuneration component of senior executives who have the major influence on business decisions is detailed in Table 2 on page 15.

### Variable Remuneration

#### Objective

The objective of the incentive program is to link the achievement of the Group's operational targets with the remuneration received by the executives charged with meeting those targets. The total potential incentive available is set at a level so as to provide sufficient incentive to the senior manager to achieve the operational targets and such that the cost to the company is reasonable in the circumstances. At this stage, the Remuneration Committee has determined that this variable remuneration component is only offered to the Managing Director and selected senior management staff where direct performance linkages can be established. This policy is reviewed annually.

#### Structure

Actual incentive payments granted to relevant managers depend on the extent to which specific operating targets set at the beginning of the financial year are met. The operational targets consist of a number of Key Performance Indicators covering both revenue and profitability of their areas of responsibility.

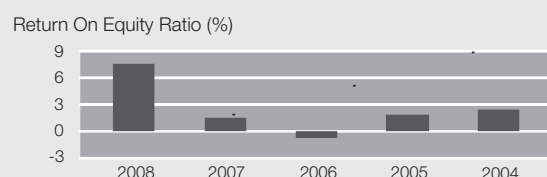
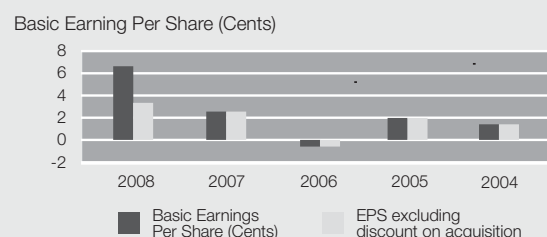
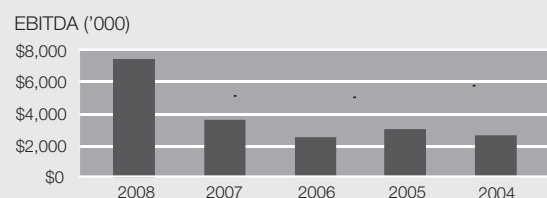
The Group has predetermined benchmarks (generally based on year on year improvement) which must be met in order to trigger payments under the incentive scheme. The achievement of revenue targets does not warrant a bonus payment unless a minimum level of profitability target has also been achieved. These performance conditions were chosen because they directly align the individual's reward to the KPI's of the Group and to its strategy and performance. Bonuses payable are capped at a maximum of 20% of base salary.

On an annual basis, consideration is given to the actual performance of the individual executive against KPIs, and the overall performance of the company. These factors are taken into account when determining the amount, if any, of incentive to be paid to each executive.

Annual incentive payments available for executives across the company are subject to the approval of the Remuneration Committee. Payments made are delivered as a cash bonus, except under the Managing Director's Employee Incentive Scheme where fully paid shares only are issued, as approved by shareholders. This method of assessment was chosen because it provides the committee with an objective assessment of the individual's performance.

### Company performance

The graphs below show the performance of the company as reflected in the movement in the Group's EBITDA, earnings per share and return on equity for the past five years (including the current period).



## Directors' Report

### Shareholder Wealth

	31 December 2008	31 December 2007	31 December 2006	31 December 2005	31 December 2004
Share price (cents)	40	55	54	58	65
Dividend paid per share (cents)	—*	2	—	1	—

\* Directors have declared a 2.5 cent dividend subsequent to 31 December 2008.

### Employment contracts

All executives are employed under employment contracts to provide a level of security to both the company and the individual.

The fixed term employment contract between the company and the Managing Director/CEO expired on 5 March 2007 and was extended to 31 December 2007. A new employment contract has subsequently been negotiated which is in effect a rolling annual contract which provides some certainty to Mr O'Brien, combined with annual (and more frequent if required) reviews by the Board against performance hurdles.

The company may terminate the contract at any time without prior notice if serious misconduct has occurred. Where termination with cause occurs the CEO is only entitled to that portion of remuneration which is fixed, and accrued remuneration to the date of such termination.

### Details of Remuneration of Directors and Executives

Details of the nature and amount of each element of the emolument of each director of the company and each of the five executive officers of the company and the consolidated entity receiving the highest emolument for the financial year are as follows:

Table 1 - Remuneration of directors of Buderim Ginger Limited

Name	Position Held	Short Term Benefits			Post Employment Benefits		Share Based Payments	Total Employment Benefits	% Performance Related
		Annual Emoluments	Bonuses	Other	Super	Other			
<b>J.M. Ruscoe 2008</b>	Chairman (Non-executive)	<b>60,000</b>	-		<b>5,400</b>	-		<b>65,400</b>	-
J.M. Ruscoe 2007		60,000	-		5,400	-		65,400	-
<b>S.J. Maitland 2008</b>	Director (Non-executive)	<b>35,000</b>	-		<b>3,150</b>	-		<b>38,150</b>	-
S.J. Maitland 2007		35,000	-		3,150	-		38,150	-
<b>J.H.P. Roy 2008</b>	Director (Non-executive)	<b>35,000</b>	-		<b>3,150</b>			<b>38,150</b>	
J.H.P. Roy 2007		35,000	-		3,150			38,150	
<b>S.T. Templeton 2008</b>	Director (Non-executive)	<b>35,000</b>	-		<b>3,150</b>			<b>38,150</b>	
S.T. Templeton 2007		35,000	-		3,150			38,150	
<b>G.D. O'Brien 2008</b>	Managing Director & CEO	<b>256,875</b>	-	<b>52,540</b>	<b>35,232</b>	-	<b>10,500</b>	<b>355,147</b>	<b>2.96%</b>
G.D. O'Brien 2007		244,634	-	36,614	35,466	-	-	316,723	-
<b>Total Directors 2008</b>		<b>421,875</b>	-	<b>52,540</b>	<b>50,082</b>	-	<b>10,500</b>	<b>524,497</b>	<b>2.00%</b>
Total Directors 2007		409,643	-	36,614	50,316	-	-	496,573	-

Table 2 - Remuneration of senior executive officers whose decisions have a major impact on the strategic direction of the company and the consolidated entity

Name	Position Held	Short Term Benefits			Post Employment Benefits		Share Based Payments	Total Employment Benefits	% Performance Related
		Annual Emoluments	Bonuses	Other	Super	Other			
<b>P.G. Ritchie 2008</b>	General Manager - Ginger	<b>158,580</b>	-	<b>27,550</b>	<b>14,500</b>	-	-	<b>200,630</b>	-
P.G. Ritchie 2007		153,986	2,816	28,094	18,879	-	-	203,775	1.38%
<b>K.L. Rogers 2008</b>	Company Secretary/Chief Financial Officer	<b>138,058</b>	-	<b>43,629</b>	<b>13,942</b>	-	-	<b>195,629</b>	-
K.L. Rogers 2007		128,716	-	23,152	14,145	-	-	166,013	-
<b>J.H. Wilkie 2008</b>	General Manager - MacFarms of Hawaii	<b>120,000</b>	-	<b>4,738</b>	<b>10,800</b>	-	-	<b>135,538</b>	-
J.H. Wilkie 2007		-	-	-	-	-	-	-	-
<b>A.B. Cunningham 2008</b>	General Manager - Agrimac Macadamias	<b>116,656</b>	-	<b>27,090</b>	<b>9,383</b>	-	-	<b>153,129</b>	-
A.B. Cunningham 2007		77,456	-	570	7,746	-	-	85,722	-
<b>D.J. Cashin 2008</b>	General Manager - Buderim Baking	<b>114,014</b>	<b>7,500</b>	<b>24,971</b>	<b>9,383</b>	-	-	<b>155,868</b>	<b>4.81%</b>
D.J. Cashin 2007		95,000	13,500	26,774	8,550	-	-	143,824	9.39%
<b>Total Executives 2008</b>		<b>647,308</b>	<b>7,500</b>	<b>127,978</b>	<b>58,008</b>	-	-	<b>840,794</b>	<b>0.89%</b>
Total Executives 2007		455,158	16,316	78,590	49,320	-	-	599,384	2.72%



## Directors' Report

### Notes

*The terms 'director' and 'officer' have been treated as mutually exclusive for the purposes of this disclosure.*

*All elements of emoluments have been determined on the basis of the cost to the company and the consolidated entity.*

*Executives are those directly accountable and responsible for the operational management and strategic direction of the company and the consolidated entity.*

*The category 'Other' includes the value of any non-cash benefits provided, such as fully maintained motor vehicle, and/or professional membership subscriptions.*

*There were 20,000 shares issued under the employee incentive scheme (under which shareholders approved the issue to the Managing Director of a maximum of 100,000 shares per annum over a period not more than three years from 27 April 2007). Under an agreement between the company and the managing director, the appropriateness of share issues under the managing director's employee incentive scheme or under any proposal by the managing director to obtain additional shares in the company, is discussed at board level to enable directors to assess and limit exposure to risk in relation to the number of shares held by the managing director.*

### DIRECTORS' MEETINGS

The number of meetings of directors (including meetings of committees of directors) held during the year and the number of meetings attended by each director were as follows:

#### Directors' Meetings of Committees

	Meetings	Audit	Remuneration
<b>Number of meetings held:</b>	13	3	2
<b>Number of meetings attended:</b>			
J.M. Ruscoe	13	—	2
G.D. O'Brien	13	—	—
J.H.P. Roy	11	—	2
S.J. Maitland	13	3	—
S.T. Templeton	13	3	—

### Notes

- J.M. Ruscoe, Chairman was in attendance at two audit & compliance committee meeting during the year under review.*
- G D O'Brien, Managing Director was in attendance at three audit & compliance committee meetings and one remuneration committee meeting during the year under review.*

### Committee membership

As at the date of this report, the company had an Audit & Compliance Committee and a Remuneration Committee of the board of directors.

Members acting on the committees of the board during the year were:

<i>Audit &amp; Compliance</i>	<i>Remuneration</i>
S.J. Maitland (chair)	J.M. Ruscoe (chair)
S.T. Templeton	J.H.P. Roy

### ROUNDING

The amounts contained in this report and in the financial report have been rounded to the nearest \$1,000 (where rounding is applicable) under the option available to the company under ASIC Class Order 98/0100. The company is an entity to which the Class Order applies.

### CORPORATE GOVERNANCE

In recognising the need for high standards of corporate behaviour and accountability, the directors of Buderim Ginger Limited support and strive to achieve the highest principles of corporate governance. The company's corporate governance statement is contained in the following section of this annual report.

## Directors' Report

### AUDITOR INDEPENDENCE AND NON-AUDIT SERVICES

The directors received the following declaration from the auditor of Buderim Ginger Limited.



**BDO Kendalls**

BDO Kendalls (QLD)  
Level 18, 300 Queen St  
Brisbane QLD 4000  
GPO Box 457 Brisbane QLD 4001  
Phone 61 7 3237 5999  
Fax 61 7 3221 9227  
info.brisbane@bdo.com.au  
www.bdo.com.au

ABN 70 202 702 402

### DECLARATION OF INDEPENDENCE BY T J KENDALL TO THE DIRECTORS OF THE BUDERIM GINGER LIMITED

As lead auditor of Buderim Ginger Limited for the year ended 31 December 2008, 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
- any applicable code of professional conduct in relation to the audit.

This declaration is in respect of Buderim Ginger Limited and the entities it controlled during the period.

### BDO KENDALLS (QLD)

**T J Kendall**  
Partner

Brisbane: 9 March, 2009

BDO Kendalls is a national association of separate partnerships and entities.

### NON-AUDIT SERVICES

The following non-audit services were provided by the entity's auditor, BDO Kendalls (Qld). 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. The nature and scope of each type of non-audit service provided means that auditor independence was not compromised.

BDO Kendalls receive or are due to receive the following amount for the provision of non-audit services:

Tax compliance and advisory services	\$20,000
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Signed in accordance with a resolution of the directors.

**J. Ruscoe**  
Director  
Yandina: 9 March, 2009

# Corporate Governance Statement

## INTRODUCTION

Buderim Ginger Limited's Board of Directors believes that sound and ethical corporate governance practices are essential to both conformance and performance, and send a positive signal to our workforce, our suppliers, customers and our shareholders about our culture. We also believe that responsiveness to the interests of other stakeholders and the undertaking of responsible and sustainable practices, including the safety and welfare of our employees and the protection of the environment in which we work, will help build a long-term future for the Group.

This statement is provided to inform shareholders and other stakeholders of the governance arrangements in the company for the period 1 January 2008 to 31 December 2008. Unless otherwise stated, the policies, practices and structures referred to in this Statement, have been in place for the whole of the reporting period. The company applies these arrangements to its operations both in Australia and internationally.

It is based on the requirements of the Corporations Law, the Listing Rules of the ASX, the recommendations of the ASX Corporate Governance Council, and other Australian and international guidelines. It is structured with reference to the Corporate Governance Council's principles and recommendations which are as follows:

Principle 1	Lay solid foundations for management and oversight
Principle 2	Structure the board to add value
Principle 3	Promote ethical and responsible decision making
Principle 4	Safeguard integrity in financial reporting
Principle 5	Make timely and balanced disclosure
Principle 6	Respect the rights of shareholders
Principle 7	Recognise and manage risk
Principle 8	Remunerate fairly and responsibly

The directors have unanimously adopted these corporate governance principles. However this does not infer that the directors endorse all the recommended guidelines as being appropriate to the particular circumstances of the company. The directors are firmly of the opinion that these represent a transparent and comprehensive regime that provides a high level of assurance to all stakeholders.

## NON COMPLIANCE WITH BEST PRACTICE RECOMMENDATIONS OF ASX CORPORATE GOVERNANCE COUNCIL

Where practical, the Group has complied with the Best Practice Recommendations suggested by the ASX Corporate Governance Council. However, there are some instances whereby due to the limited size of the Board, it is not considered economical or practical to implement some Recommendations. The Best Practice Recommendations that have not been complied with are disclosed below.

## DISCLOSURE

This governance statement should be read in conjunction with the disclosures included in the Directors' Report.

This statement is published on the company's web site ([www.buderimginger.com](http://www.buderimginger.com)), and is available in hard copy on request to the Company Secretary.

## MANAGEMENT AND BOARD OVERSIGHT (PRINCIPLE 1)

### Role of the Board

The board has the ultimate responsibility to shareholders for the profitable and proper conduct of the company's operations. In fulfilling its functions, the board has formally delegated specific authorities to management. These delegations are reviewed periodically. The specific responsibilities of the board include:

- approval of a strategic plan designed to meet stakeholders' needs and manage business risk. Each year the board considers, and if appropriate, approves annual budgets, proposed capital expenditure and operating plans and strategies against which technical and financial performance is regularly reported;
- involvement in developing and approving initiatives and strategies designed to maintain the currency of the strategic plan and ensure the continued growth and success of the entity;
- continual review of the operational and financial performance of the consolidated entity and each operational unit against key performance indicators (both financial and non-financial);
- establishment of management committees to report on occupational health and safety and environment. The board receives and considers reports on the group's performance in the areas of occupational health and safety, food safety and environmental control;
- review and approval of acquisitions and disposals of businesses and assets, and the approval of financing arrangements within defined limits;
- monitoring of the entity's liquidity, credit policies and exposures, and management's actions to ensure they are in line with company policy; and
- disclosure of any real or potential conflict of interest which is to be recorded in the minutes of meetings. Where a conflict of interest arises, directors are to withdraw from discussion and deliberation. Participation is only available in such situations with the consent of other directors.

### Role of the Chairman

The Chairman of the board has the responsibility for the conduct of the general meetings of the company, and of the meetings of the directors of the company.

The Chairman also has the role of interfacing with the Managing Director, and the conduct of the Managing Director's performance appraisal.

The Chairman acts as an interface of the organisation with relevant external stakeholders (such as shareholders, government/funding bodies, local organisations and media when necessary).

The Chairman does not have a casting vote at any meeting.

### Directors

Directors are elected by the shareholders for a term of three years, or appointed by the board to fill a casual vacancy until the next Annual General Meeting of the company.

On election, directors receive a comprehensive letter of appointment from the Chairman outlining their rights and responsibilities, remuneration and benefits, expectations of commitment, and access to professional advice, documents and insurance.

A Deed of Indemnity, Insurance and Access is entered into between the company and its subsidiaries, and each director. The deed provides that the company indemnify all directors in accordance with the provisions of the Corporations Act 2001, and with access to the company books and records for a period of 7 years after they cease to be a director of the company. During the financial year, no payment was made by the company under the indemnities.

Directors of the company hold the majority of directorships in all subsidiary companies, except in Buderim Ginger America, Inc, and Buderim Macadamia Pty Ltd and the joint venture companies Ginger HeadQuarters Pty Ltd and Buderim Ginger America, LLC. In accordance with the Fiji Corporations Act, which requires at least one resident director, Mr Satish Kumar, the General Manager of the company's Fiji operations, has been appointed as a director of Frespac Ginger (Fiji) Limited.



# Corporate Governance Statement

## Delegation to Management

The Board is responsible for the management of the Group. The Board delegates the responsibility for day-to-day management of the Group to the Managing Director, who operates under strict limits on operational and capital expenditure and the ability to commit the Group to financial obligations. The Managing Director in turn delegates these limits to the management team subject to the approval of the Board.

The Managing Director is appointed by the board. He is accountable for delivery of strategic outcomes and reports to the whole board on the delivery or non-delivery of those outcomes. He also assumes responsibility as the principal spokesperson for the company on operational matters.

The Company Secretary is appointed as the secretary to the board as a whole. She relates one-to-one with the chairman who represents the views of the board.

The Managing Director and the Company Secretary enter into a Deed of Indemnity, Insurance and Access with the company and its subsidiaries on identical terms to the Directors' Deed.

Senior managers are appointed to specific positions within the company with the approval of the board. The Managing Director and senior managers all receive letters of appointment and have formal position descriptions.

During the financial year, no payment was made by the company under the indemnities.

## BOARD STRUCTURE (PRINCIPLE 2)

### Directors

The Board is comprised of four non-executive and one executive director being the Managing Director. Details of those directors serving at year-end are outlined in the Directors' Report. The maximum number of directors currently permitted by the Constitution is five directors. However, a resolution to increase the maximum number of directors from 5 to 7 is being tabled at the AGM on 30 April 2009.

### Retirement and Re-Election of Directors

The Constitution requires that an election of directors must occur in each year and that, at any rate, directors cannot retain office for the longer of 3 years or until the third AGM following their re-election, without submitting themselves for re-election.

### Director Independence

Of the four non-executive directors, two are considered independent. Hence, ASX Best Practice Recommendation 2.1 "A majority of the Board should be independent directors" is not complied with.

Mr Ruscoe, the Chairman is considered independent in spite of past executive experience. It is noted that the Chairman ceased employment with the company over 17 years ago. The Chairman, Mr Ruscoe, was employed as a managing director of the company for a period of 12 years. The board believes that his past employment does not impair his independence as a director, but rather allows the company to positively benefit from his depth of industry and technical experience.

Mr Maitland is considered to be an independent non-executive director as he is not a substantial shareholder nor a major supplier of the company.

Mr Templeton may not be regarded as independent as a director and as a member of the Audit and Compliance Committee by virtue of his substantial shareholding and major ginger supplier status with the company. However, he provides significant industry experience to the board and the company from his own and his family's extensive experience in the cultivation and marketing of this specialised crop. This is of undoubted value in the company's core business and is pivotal to the success of the Australian ginger industry at large. Mr Templeton

would be regarded as financially qualified for Audit Committee membership purposes. The board and Mr Templeton are diligent in ensuring that a conflict of interest does not interfere with his obligations towards the company.

Mr Roy, who was appointed to the board on 28 February 2005 may not be regarded as independent as a director and as a member of the Remuneration Committee by virtue of his substantial share holding in the company. However, his extensive experience in the Australian and global food industry and the retailing sector, provide a significant input to the board and the company's operations as a whole. Mr Roy would also be regarded as qualified for Remuneration Committee purposes because of his long standing senior involvement with several other companies. The board and Mr Roy are diligent in ensuring that a conflict of interest does not interfere with his obligations towards the company.

### Chair

The chair is elected by the directors at the first meeting after each Annual General Meeting.

### Director Nomination Committee

The function of a Director Nomination Committee is performed by the whole of the board.

The board reviews the company's succession plan, and assesses the necessary and desirable competencies of directors. External advice is sought in sourcing new directors.

The composition of the board is regularly reviewed to ensure that it continues to have the mix of skills and experience necessary for the conduct of the company's activities. Whether filling a vacancy or expanding the board, the procedures applied include the selection of a panel of nominees. In compiling the panel of nominees, the board draws on advice from external consultants and internal industry experience. Potential directors are approached and their interest in joining the board, together with the responsibilities such an appointment details, are discussed. Terms and conditions of the appointment, including the level of remuneration, are also communicated to the nominee.

The board may appoint the new director(s) during the year, and that person(s) will then stand for election by shareholders at the next Annual General Meeting. When appointed to the board, all new directors are briefed by the chair and senior management and receive comprehensive documentation to assist them in familiarising themselves with matters relating to our business, our strategy and current issues.

## ETHICAL AND RESPONSIBLE DECISION MAKING (PRINCIPLE 3)

### Corporate Code of Conduct

The company has developed a Code of Conduct to ensure the entity acts in a lawful, highly-principled and socially responsible manner in all of its business practices. Under this Code of Conduct introduced in 2003 directors, executives and staff are expected to:

- have an overriding responsibility to all stakeholders of the business and not to any sectional or personal interests;
- display the highest standards of personal behaviour at all times;
- use every opportunity to promote the interests of the group in the community at large;
- act honestly and with the utmost integrity, and comply with the letter and spirit of any laws, rules and policies of the company and this Code of Conduct;
- receive no benefit from their position other than approved remuneration and conditions of employment, and to use the assets of the company economically and efficiently for business purposes only;
- respect all people with whom they come into contact in their work;

## Corporate Governance Statement

- bring to their work all the skills and experience they possess and diligently apply themselves to their duties;
- participate freely in all discussions and will always be allowed to express their opinions;
- conduct business in the strictest confidence, and avoid any discussion of the information received in their duties unless it is approved for distribution;
- consider binding all decisions of the board, without public dissent from such decisions; and maintain good relations within the group;
- consistently and effectively comply with all established policies and procedures; act within delegated authorities;
- uphold the concept of a competitive economic environment, abstaining from price fixing, misleading or false representations regarding our products or those of our competitors.

### Directors & Executive Securities Trading Policy

The company has established the following policy to control the trading in the company's securities by directors and senior executives:

#### Insider Trading

Directors and other officers of Buderim Ginger Limited are subject to restrictions under the Corporations Law relating to dealings in securities. As required by law and in line with its Insider Trading Policy, buying or selling Buderim Ginger securities is not permitted at any time by any person who possesses price-sensitive information not available to the market in relation to those securities.

In addition to these restrictions, the board's policy is that directors and officers may only buy or sell Buderim Ginger securities, after notifying the Chairman, in the six weeks immediately following our half year and full year financial results announcements and any General Meeting. At all other times directors and officers require the prior consent of the board to buy or sell Buderim Ginger securities, with the board examining each transaction prior to approval to ensure it is not related to insider trading. Exceptions to this process include shares issued under the company's Dividend Re-investment Plan and the Share Purchase Plan.

The Australian Stock Exchange has granted Buderim Ginger Limited a waiver from Listing Rule 10.11 to the extent necessary to permit the company to issue up to \$5,000 worth of securities to each of its directors under the Share Purchase Plan, without obtaining shareholder approval, on condition that directors are offered securities under the plan on the same terms as other security holders.

In order to prevent the unfair use of information, directors and officers are generally prohibited from short-term trading at all times. Short-term trading is a purchase and sale of the same securities within a six month period.

### Disclosure of Directors' Security Transactions

Directors must enter into agreements with the company regarding disclosure of directors' securities transactions. Under these agreements, directors are obliged to provide the necessary information to the company, to allow the company to comply with the ASX Listing Rule requiring disclosure of details of directors' interests in securities.

Details of an initial investment and on-going transactions are to include the transaction date, the number and class of securities held before and after the change, the nature of the change, and consideration payable in connection with the change, or if a market consideration is not payable, the value of the securities the subject of the change.

Details of changes in securities not registered in the director's name but in which the director has a relevant interest within the meaning of section 9 of the Corporations Act, must also be provided.

Directors are to provide the required information within three business days after the date of the change.

Directors also agree to provide appropriate information on securities held at the date of ceasing to be a director.

Directors have advised that no securities controlled by them are the subject of margin loans.

### Stakeholder Interests

The company recognises that there are many stakeholders in the business in addition to the shareholders. The company endeavours to relate openly, fairly and equitably with all shareholders in terms of their relationship with the company.

Among the stakeholders are:

- staff;
- customers;
- suppliers;
- communities in the countries where we operate;
- local, state and national governments;
- other participants in the food industry.

Stakeholder interests are protected and recognised through the company's policies and procedures and the adoption of a Code of Conduct. The policies cover matters such as accounting and reporting, employment conditions, employee safety and welfare, customer privacy, and legal compliance.

## INTEGRITY OF FINANCIAL REPORTING (PRINCIPLE 4)

### Audit Committee

The company has established an Audit Committee in order to:

- assist the board in discharging its responsibilities relative to financial reporting and regulatory conformance;
- give additional assurance regarding compliance with directors' statutory responsibilities, the quality and reliability of financial information used by the board and financial statements issued by the company;
- oversee the economic entity's risk management strategies, policies and processes that have the potential to impact significantly on earnings performance;
- monitor performance and advice on selection and retention of external auditors.

The primary responsibilities of the Audit Committee are to:

- assist the board to exercise due care in reviewing the financial statements and assistance in fulfilling their legal responsibilities;
- oversee and appraise the quality of audits conducted by external auditor;
- perform an independent review of financial information prepared by management for external parties;
- assess the adequacy and effectiveness of the internal controls to ensure the integrity of the company's accounting records and to safeguard its assets;
- monitor compliance with Australian Accounting Standards, Taxation and Corporations Law, Australian Stock Exchange Listings Rules, and Australian Investment and Securities Commission regulations;
- ensure adherence to accepted standards of ethical conduct, laws and regulations (e.g. Industrial Relations, Industry Codes, Trade Practices, Consumer Protection, Occupational Health & Safety, Environmental Regulations);
- monitor corporate risk assessment and the internal controls instituted;
- supervise special investigations when requested by the board.

## Corporate Governance Statement

The committee does not include the Chairman of the board, with the two members comprising non-executive directors. The chair of the committee is an independent director. The members of the committee are financially literate, and the chairman of the committee has financial expertise.

The committee has standing invitations to the following attendees:

- Auditor,
- Chairman of the Board,
- Managing Director,
- Chief Financial Officer (CFO).

Meetings are held regularly and at times to best manage the audit processes and ensure compliance with statutory timeframes. Minutes of all meetings are provided to the full board.

The committee regularly reviews the work and independence of the external auditor and recommends any change, selection and appointment to the main board.

### CEO and CFO Certification

In accordance with section 295A of the Corporations Act, the Chief Executive Officer and the Chief Financial Officer have provided a written statement to the Board that:

- Their view provided of the Group's financial report is founded on a sound system of risk management and internal compliance and control which implements financial policies adopted by the Board.
- That the Group's risk management and internal compliance and control system is operating effectively in all material respects.

The Board agrees with the views of the ASX on this matter and notes that due to its nature, internal control assurance from the CEO and CFO can only be reasonable rather than absolute. This is due to such factors as the need for judgement, the use of testing on a sample basis, the inherent limitations in internal control and because much of the evidence available is persuasive rather than conclusive and therefore is not and cannot be designed to detect all weaknesses in control procedures.

In addition to the above certification, the Managing Director and CFO, provide the board with a comprehensive letter of representation prior to the acceptance of the annual accounts by the board. This letter not only certifies the correctness and integrity of the financial and risk management systems, but also covers compliance with legal and regulatory requirements in relation to trade practices, employment, workplace health and safety, quality assurance and environmental factors.

As part of the process of certifying the annual accounts, the directors and management provide a letter of representation to the external auditors, in similar terms to the letter provided by management to the directors.

### TIMELY AND BALANCED DISCLOSURE (PRINCIPLE 5)

Policies and procedures to comply with continuous disclosure and other statutory requirements have been developed by the company.

Under its Continuous Disclosure Policy Buderim Ginger Limited is committed to providing shareholders with comprehensive information about the company and its activities, and to fulfilling its obligations to the broader market for continuous disclosure.

Consistent with best practice disclosure and continuous disclosure requirements, all market-sensitive data, periodic financial reports (Appendix 4 – end of year and half-year) and addresses by the Chairman and Managing Director to shareholder meetings are released to the stock exchange via ASX On-Line prior to release to the market via press release and posting on Buderim Ginger's internet site.

Similarly, annual reports and notices of meetings, dividend re-investment and share plan documentation are released through ASX On-Line prior to being distributed to shareholders via the website or through the mail.

Detailed commentary on financial results is included in the Annual Report, and in the Chairman's and Managing Director's Addresses at the Annual General Meeting. These details are available on the web site under Shareholder Announcements.

Further commentary on half-yearly results is included in the press release announcing those results. These details are available on the web site under Shareholder Announcements.

As part of its Continuous Disclosure Policy the Company has processes in place to provide balanced response to market rumours or speculation of which it is made aware.

### RESPECT FOR SHAREHOLDERS (PRINCIPLE 6)

#### Effective Communication

Buderim Ginger Limited is committed to providing shareholders with comprehensive information about the company and its activities, and to fulfilling its obligations to the broader market for continuous disclosure.

Shareholders are now able to receive their shareholder information electronically in preference to mail. Notification via email of company announcements, annual and half year reports and other company information is available by registering for this service through the company's website.

#### Access to Information

The company publishes a comprehensive Annual Report incorporating financial and other information. This is sent to shareholders on request and is available to the public, as well as being posted on the company's website. A Half-Yearly Report incorporating abbreviated financial data and market commentary is also made available on the same basis.

The company maintains a comprehensive web site ([www.buderimginger.com](http://www.buderimginger.com)) that contains extensive shareholder and stakeholder information in addition to information about the company's products. The past three years' Annual and Half-Yearly Reports and a corporate governance section are contained within the website.

The company's offices maintain supplies of shareholder information for public access; and the Company Secretary's office is responsible for the distribution of material and responding to requests for information from shareholders and the public.

Under the company's Investor Communication Policy the board, and in particular the Chairman, bear particular responsibility for communication with shareholders and members. This occurs formally through the Annual Report and the Annual General Meeting. At other times, senior management and Chairman liaise between the board and key shareholders and analysts.

Any company announcement is published on the company's web site.

#### Annual General Meeting

The company conducts its Annual General Meetings at either its corporate headquarters and factory site at Yandina or in Queensland's nearby financial capital of Brisbane.

Notice of the meeting is sent to every shareholder and advertised publicly.

The company's auditor attends the Annual General Meeting and is invited to answer relevant questions and make statements to the meeting.

The directors and senior management, and auditor attend all General Meetings and are available to shareholders and other stakeholders.

The Chairman accepts written questions and pre-submitted questions at a General Meeting and responds appropriately to all questions.

The public and the media are welcome to attend General Meetings as observers.



# Corporate Governance Statement

## RISK MANAGEMENT (PRINCIPLE 7)

### Systems

The company has well established systems for the conduct of its business. These extend to the major functions of the company (food processing and tourism operations) and to the administrative systems to support its operations.

### Policies

The company has documented policies and procedures for all principal areas of its operations.

Policies are approved by the board and procedures developed by management to give effect to the policies.

### Review

The company's policies are reviewed periodically by the board.

The Audit Committee also has responsibility for oversight of risk management in the company.

### Internal Audit

The company does not maintain a separate internal audit function. It does have a series of independent checking processes that are approved and supervised by the Audit Committee, and co-ordinated with the external audit function. These processes extend to non-financial risk areas such as food safety.

### Insurance

The company maintains a program of insurance where insurable risks are identified. The level of self-insurance and exposure to deductibles in insurance policies is not material.

During the financial year, the company paid premiums in respect of a directors' and officers' liability insurance policy. The policy insures each person who is or has been a director or executive officer against certain liabilities arising in the course of their duties to the company and its controlled entities. The insurance policy prohibits disclosure of the nature of the liabilities or the amount of the premium.

## IMPROVING PERFORMANCE THROUGH FAIR & RESPONSIBLE REMUNERATION (PRINCIPLE 8)

A structured process has been undertaken to review and evaluate the performance of the board and board sub committees and to identify areas where improvement can be made. The review process includes assessment of board composition, governance relations and internal processes to ensure continuing corporate governance improvement. The performance and contribution of non-executive directors is assessed against pre-determined criteria.

Senior executive performance review is conducted annually, and as a preliminary to annual remuneration review. The Managing Director conducts senior executive performance reviews and reports on these to the board. The Managing Director's performance review is conducted by the Chairman of the board and reported to the board. This evaluation is based on specific criteria, including the group's business performance, whether strategic objectives are being achieved and the development of management and personnel.

While there is no formal program of director education, directors and senior executives attend industry and other related seminars and conferences under relevant professional development programs for which the company has made a budget provision.

Directors are entitled to seek independent professional advice in the performance of their duties. The company will pay for this advice on the approval of the chairman.

The board has appointed a Company Secretary, who also fulfils the role of Chief Financial Officer. The Company Secretary reports directly to the board on all secretarial matters. The Company Secretary's employment may not be terminated without the concurrence of the board.

## REMUNERATION

### Remuneration Committee

The company has established a Remuneration Committee to ensure that the remuneration policies and practices of the company for Directors and executives are consistent with its strategic goals and human-resource objectives.

The committee comprises two non-executive directors. It is chaired by the Chairman of the board.

The role of the Remuneration Committee is to:

- recommend aggregate director's remuneration and entitlements to the shareholders for approval;
- establish and approve the remuneration and entitlements of the Managing Director;
- establish remuneration policies and guidelines for senior executives and staff.

Independent external advice is sought on the quantum of remuneration and entitlements for directors and senior staff to enable alignment with market conditions in similar businesses. A formal review of remuneration is conducted annually.

### Directors and Senior Management

Directors receive director's fees and associated minimum statutory superannuation payments. Fees payable to individual directors are established by the directors within the aggregate approved by the shareholders.

Directors are not entitled to any retirement allowances nor any bonuses or share options.

Details of the nature and amount of directors' remuneration are outlined in the Directors' Report.

Senior management are engaged on contracts with no fixed term, with remuneration comprising three possible elements:

- fixed component – comprising salary, superannuation, motor vehicle and other standard industry benefits;
- performance component – comprising cash bonus for performance above pre-agreed objective hurdles. The maximum bonus payable is 20% of the fixed component;
- Managing Director employee incentive scheme – as part of the Managing Director's remuneration package, an annual bonus of up to 20% of the total value of the Managing Director's package may be paid as incentive subject to performance targets being met. Under this shareholder approved arrangement, a maximum number of 100,000 shares in the company may be issued each year over a period of 3 years. Any proposed extensions to the scheme are considered by shareholders at Annual General Meetings on a 3 yearly basis. The bonus is calculated as a cash sum which is then divided by the average ASX closing price of the company's shares for the 2 trading days immediately after release of the company's annual result to ASX.

The company does not issue options over shares as part of any remuneration arrangements.

Details of the nature and amount of senior executives' remuneration are outlined in the Directors' Report.

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# Buderim Ginger Limited & Controlled Entities

## Balance Sheet

AS AT 31 DECEMBER 2008

	Notes	CONSOLIDATED		PARENT	
		2008 \$'000	2007 \$'000	2008 \$'000	2007 \$'000
<b>CURRENT ASSETS</b>					
Cash and cash equivalents	10	2,163	1,031	33	505
Trade and other receivables	11	14,831	9,545	7,429	6,230
Inventories	12	25,675	14,805	10,143	7,910
Current tax asset	7	115	—	—	—
Other current assets	13	1,248	676	602	587
Derivative financial instruments		7	149	7	149
<b>TOTAL CURRENT ASSETS</b>		<b>44,039</b>	<b>26,206</b>	<b>18,214</b>	<b>15,381</b>
<b>NON-CURRENT ASSETS</b>					
Receivables	14	—	252	18,156	8,040
Investments in controlled entities	15	—	—	10,708	11,045
Investment accounted for using the equity method	16	1,620	1,366	1,186	1,126
Property, plant and equipment	17	34,828	30,451	21,377	20,756
Deferred tax assets	7	761	675	597	594
Intangible assets and goodwill	18	4,700	5,527	355	355
<b>TOTAL NON-CURRENT ASSETS</b>		<b>41,909</b>	<b>38,271</b>	<b>52,379</b>	<b>41,916</b>
<b>TOTAL ASSETS</b>		<b>85,948</b>	<b>64,477</b>	<b>70,593</b>	<b>57,297</b>
<b>CURRENT LIABILITIES</b>					
Trade and other payables	19	14,981	7,406	6,295	5,173
Interest-bearing loans and borrowings	20	12,548	9,338	12,403	8,960
Provisions	21	732	649	623	559
Current tax liability	7	412	—	24	—
Derivative financial instruments		46	—	46	—
<b>TOTAL CURRENT LIABILITIES</b>		<b>28,719</b>	<b>17,393</b>	<b>19,391</b>	<b>14,692</b>
<b>NON-CURRENT LIABILITIES</b>					
Payables	19	—	1,597	699	1,828
Interest-bearing loans and borrowings	20	16,747	11,634	16,620	11,433
Deferred tax liabilities	7	4,438	3,549	3,567	3,474
Provisions	21	129	136	74	106
<b>TOTAL NON-CURRENT LIABILITIES</b>		<b>21,314</b>	<b>16,916</b>	<b>20,960</b>	<b>16,841</b>
<b>TOTAL LIABILITIES</b>		<b>50,033</b>	<b>34,309</b>	<b>40,351</b>	<b>31,533</b>
<b>NET ASSETS</b>		<b>35,915</b>	<b>30,168</b>	<b>30,242</b>	<b>25,764</b>
<b>EQUITY</b>					
Issued capital	22	22,259	17,472	22,259	17,472
Reserves	22	7,208	6,870	6,845	6,961
Retained earnings		6,448	5,016	1,138	1,331
Parent interests		35,915	29,358	30,242	25,764
Minority interests		—	810	—	—
<b>TOTAL EQUITY</b>		<b>35,915</b>	<b>30,168</b>	<b>30,242</b>	<b>25,764</b>

The above balance sheet should be read in conjunction with the accompanying notes.



# Buderim Ginger Limited & Controlled Entities

## Income Statement

FOR THE YEAR ENDED 31 DECEMBER 2008

	Notes	CONSOLIDATED		PARENT	
		2008 \$'000	2007 \$'000	2008 \$'000	2007 \$'000
<b>REVENUE</b>					
Sale of goods		<b>72,645</b>	50,465	<b>29,450</b>	29,474
Rental revenue		<b>193</b>	203	<b>193</b>	203
Other revenue	6 (a)	<b>911</b>	338	<b>772</b>	381
Finance revenue		<b>54</b>	75	<b>37</b>	42
<b>Revenue</b>		<b>73,803</b>	51,081	<b>30,452</b>	30,100
Cost of sales		<b>(54,617)</b>	(36,998)	<b>(20,339)</b>	(20,613)
<b>Gross profit</b>		<b>19,186</b>	14,083	<b>10,113</b>	9,487
Share of profit/(loss) of jointly controlled entities		<b>168</b>	(39)	<b>60</b>	—
Discount on acquisition – business combination	31	<b>2,050</b>	—	<b>—</b>	—
Selling and distribution expenses		<b>(9,085)</b>	(7,166)	<b>(3,896)</b>	(3,938)
Marketing expenses		<b>(354)</b>	(491)	<b>(354)</b>	(491)
Tourism expenses		<b>(1,770)</b>	(1,722)	<b>(1,770)</b>	(1,722)
Administration expenses		<b>(5,128)</b>	(2,798)	<b>(2,551)</b>	(2,301)
<b>OPERATING PROFIT/(LOSS) FROM CONTINUING OPERATIONS BEFORE TAX and FINANCING COSTS</b>		<b>5,067</b>	1,867	<b>1,602</b>	1,035
Finance costs	6 (b)	<b>(1,880)</b>	(961)	<b>(1,114)</b>	(605)
<b>PROFIT/(LOSS) BEFORE INCOME TAX</b>		<b>3,187</b>	906	<b>488</b>	430
Income tax (expense) / benefit	7	<b>(1,128)</b>	(182)	<b>(107)</b>	(60)
<b>NET PROFIT/(LOSS) FOR THE PERIOD</b>		<b>2,059</b>	724	<b>381</b>	370
Net (profit) / loss attributable to minority interest		<b>(53)</b>	(53)	<b>—</b>	—
<b>NET PROFIT/(LOSS) ATTRIBUTABLE TO MEMBERS OF PARENT</b>		<b>2,006</b>	671	<b>381</b>	370
Basic earnings per share (cents per share)	8	<b>6.52</b>	2.34		
Diluted earnings per share (cents per share)	8	<b>6.52</b>	2.34		
Franked dividends per share (cents per share)	9	<b>—</b>	—		

The above income statement should be read in conjunction with accompanying notes.

# Buderim Ginger Limited & Controlled Entities

## Cash Flow Statement

FOR THE YEAR ENDED 31 DECEMBER 2008

	Notes	CONSOLIDATED		PARENT	
		2008 \$'000	2007 \$'000	2008 \$'000	2007 \$'000
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>					
Receipts from customers (inclusive of GST)		<b>69,709</b>	54,232	<b>28,592</b>	31,168
Payments to suppliers and employees (inclusive of GST)		<b>(67,201)</b>	(50,296)	<b>(29,234)</b>	(29,377)
Other receipts		<b>639</b>	459	<b>313</b>	540
Interest received		<b>54</b>	75	<b>37</b>	42
Interest paid		<b>(1,880)</b>	(961)	<b>(1,114)</b>	(605)
Income tax received		<b>112</b>	130	<b>7</b>	130
Income tax paid		<b>(260)</b>	(154)	<b>—</b>	(13)
Goods and services tax received/(paid)		<b>(806)</b>	(958)	<b>(159)</b>	(107)
Receipt of government grant		<b>596</b>	25	<b>596</b>	25
NET CASH FLOWS FROM / USED IN) OPERATING ACTIVITIES	10	<b>963</b>	2,552	<b>(962)</b>	1,803
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>					
Proceeds from sale of property, plant and equipment		<b>446</b>	72	<b>2</b>	9
Purchase of property, plant and equipment		<b>(3,670)</b>	(1,589)	<b>(1,926)</b>	(1,043)
Acquisition of other business investments		<b>(7,634)</b>	(9,330)	<b>—</b>	(5,463)
Loans to other entities		<b>—</b>	(421)	<b>(8,883)</b>	(4,292)
Loan repayments from other entities		<b>242</b>	—	<b>—</b>	—
Proceeds from sale of Aldente business		<b>563</b>	—	<b>—</b>	—
Acquisition of outside equity interests		<b>(1,500)</b>	—	<b>(800)</b>	—
NET CASH FLOWS USED IN INVESTING ACTIVITIES		<b>(11,553)</b>	(11,268)	<b>(11,607)</b>	(10,789)
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>					
Proceeds from issue of shares (SPP and Placements)		<b>3,867</b>	—	<b>3,867</b>	—
Proceeds from borrowings		<b>13,702</b>	11,504	<b>13,636</b>	11,442
Repayments of borrowings		<b>(4,942)</b>	(3,036)	<b>(4,866)</b>	(2,813)
Payment of dividends on ordinary shares (net of dividend re-investment)		<b>(400)</b>	—	<b>(400)</b>	—
Payment of outside equity interest		<b>(53)</b>	(53)	<b>—</b>	—
Repayment of finance lease principal		<b>(179)</b>	(107)	<b>(170)</b>	(98)
NET CASH FLOWS FROM/(USED IN) FINANCING ACTIVITIES		<b>11,995</b>	8,308	<b>12,607</b>	8,531
NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS		<b>1,405</b>	(408)	<b>(502)</b>	(455)
Cash and cash equivalents at beginning of period		<b>728</b>	1,136	<b>505</b>	960
<b>CASH AND CASH EQUIVALENTS AT END OF PERIOD</b>	10	<b>2,133</b>	728	<b>3</b>	505

The above cash flow statement should be read in conjunction with the accompanying notes.

Buderim Ginger Limited & Controlled Entities  
Statement of Changes in Equity

FOR THE YEAR ENDED 31 DECEMBER 2009

CONSOLIDATED	Issued Capital	Reserves*	Retained Earnings	Total	Outside Equity Interest	Total Equity
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
<b>As at 1 January 2008</b>	17,472	6,870	5,016	<b>29,358</b>	810	<b>30,168</b>
<i>Items of income/expense recognized directly in equity</i>						
Currency translation	—	454	—	<b>454</b>	—	<b>454</b>
Cash flow hedges						
Loss taken to equity	—	(116)	—	<b>(116)</b>	—	<b>(116)</b>
Profit/(loss) for the period	—	—	2,006	<b>2,006</b>	53	<b>2,059</b>
Total income and expense for the period	—	338	2,006	<b>2,344</b>	53	<b>2,397</b>
Dividends paid or provided for	—	—	(574)	<b>(574)</b>	—	<b>(574)</b>
Outside equity distribution	—	—	—	—	(63)	<b>(63)</b>
Transfer outside equity interest to parent	—	—	—	—	(800)	<b>(800)</b>
Shares issued under DRP	174	—	—	<b>174</b>	—	<b>174</b>
Shares issued under MD bonus Scheme	11	—	—	<b>11</b>	—	<b>11</b>
Shares issued under SPP	712	—	—	<b>712</b>	—	<b>712</b>
Shares issued under Placement	3,154	—	—	<b>3,154</b>	—	<b>3,154</b>
Shares issued as part payment of MacFarm business assets	736	—	—	<b>736</b>	—	<b>736</b>
<b>As at 31 December 2008</b>	<b>22,259</b>	<b>7,208</b>	<b>6,448</b>	<b>35,915</b>	—	<b>35,915</b>
<b>PARENT</b>	<b>Issued Capital</b>	<b>Reserves*</b>	<b>Retained Earnings</b>	<b>Total</b>	<b>Outside Equity Interest</b>	<b>Total Equity</b>
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
<b>As at 1 January 2008</b>	17,472	6,961	1,331	<b>25,764</b>	—	<b>25,764</b>
<i>Items of income/expense recognized directly in equity</i>						
Cash flow hedges						
Loss taken to equity	—	(116)	—	<b>(116)</b>	—	<b>(116)</b>
Profit for the period	—	—	381	<b>381</b>	—	<b>381</b>
Total income and expense for the period	—	(116)	381	<b>265</b>	—	<b>265</b>
Dividends paid or provided for	—	—	(574)	<b>(574)</b>	—	<b>(574)</b>
Shares issued under DRP	174	—	—	<b>174</b>	—	<b>174</b>
Shares issued under MD bonus Scheme	11	—	—	<b>11</b>	—	<b>11</b>
Shares issued under SPP	712	—	—	<b>712</b>	—	<b>712</b>
Shares issued under Placement	3,154	—	—	<b>3,154</b>	—	<b>3,154</b>
Shares issued as part payment of MacFarm business assets	736	—	—	<b>736</b>	—	<b>736</b>
<b>As at 31 December 2008</b>	<b>22,259</b>	<b>6,845</b>	<b>1,138</b>	<b>30,242</b>	—	<b>30,242</b>

\* refer Note 22 – Contributed Equity and Reserves for movement in reserves

The above equity statements should be read in conjunction with the accompanying notes.



Buderim Ginger Limited & Controlled Entities  
Statement of Changes in Equity  
FOR THE YEAR ENDED 31 DECEMBER 2008

CONSOLIDATED	Issued Capital	Reserves*	Retained Earnings	Total	Outside Equity Interest	Total Equity
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
<b>As at 1 January 2007</b>	17,472	5,048	4,345	<b>26,865</b>	807	<b>27,672</b>
<i>Items of income/expense recognized directly in equity</i>						
Net increase in asset revaluation	—	2,700	—	<b>2,700</b>	—	<b>2,700</b>
Net tax effect of asset revaluation	—	(810)	—	<b>(810)</b>	—	<b>(810)</b>
Currency translation	—	(196)	—	<b>(196)</b>	—	<b>(196)</b>
Cash flow hedges						
Loss taken to equity	—	128	—	<b>128</b>	—	<b>128</b>
Profit/(loss) for the period	—	—	671	<b>671</b>	53	<b>724</b>
Total income and expense for the period	—	1,822	671	<b>2,493</b>	53	<b>2,546</b>
Outside equity distribution	—	—	—	<b>—</b>	(50)	<b>(50)</b>
<b>As at 31 December 2007</b>	17,472	6,870	5,016	<b>29,358</b>	810	<b>30,168</b>
<b>PARENT</b>	<b>Issued Capital</b>	<b>Reserves*</b>	<b>Retained Earnings</b>	<b>Total</b>	<b>Outside Equity Interest</b>	<b>Total Equity</b>
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
<b>As at 1 January 2007</b>	17,472	4,943	961	<b>23,376</b>	—	<b>23,376</b>
<i>Items of income/expense recognized directly in equity</i>						
Net increase in asset revaluation	—	2,700	—	<b>2,700</b>	—	<b>2,700</b>
Net tax effect of asset revaluation	—	(810)	—	<b>(810)</b>	—	<b>(810)</b>
Cash flow hedges						
Loss taken to equity	—	128	—	<b>128</b>	—	<b>128</b>
Loss for the period	—	—	370	<b>370</b>	—	<b>370</b>
Total income and expense for the period	—	2,018	370	<b>2,388</b>	—	<b>2,388</b>
<b>As at 31 December 2007</b>	17,472	6,961	1,331	<b>25,764</b>	—	<b>25,764</b>

\* refer Note 22 – Contributed Equity and Reserves for movement in reserves

The above equity statements should be read in conjunction with the accompanying notes.

# Notes to the Financial Statements

FOR THE YEAR ENDED 31 DECEMBER 2008

## 1. CORPORATE INFORMATION

The financial report of Buderim Ginger Limited for the year ended 31 December 2008 was authorised for issue in accordance with a resolution of the directors on 27 February 2009. Buderim Ginger 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 note 5.

The financial report covers the consolidated group of Buderim Ginger Limited and controlled entities, and Buderim Ginger Limited as an individual parent entity.

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

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### (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, including Australian Accounting Interpretations, and other authoritative pronouncements of the Australian Accounting Standards Board. The financial report has also been prepared on a historical cost basis, except land and derivative financial instruments that have been measured at fair value. This financial report has been prepared adopting the same accounting policies as those adopted in the annual financial statements for the year ended 31 December 2007.

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) Statement of compliance

The consolidated financial report of Buderim Ginger Limited and controlled entities, and the financial report of Buderim Ginger Limited as an individual parent entity complies with Australian Accounting Standards, which include Australian equivalents to International Financial Reporting Standards ('AIFRS'). Compliance with AIFRS ensures that the financial report, comprising the financial statements and notes thereto, complies with International Financial Reporting Standards ('IFRS').

### (c) Basis of consolidation

The consolidated financial statements comprise the financial statements of Buderim Ginger Limited and its subsidiaries as at 31 December each year (the 'Group').

The financial statements of subsidiaries are prepared for the same reporting period as the parent company, using consistent accounting policies.

Adjustments are made to bring into line any dissimilar accounting policies that may exist. In the parent entity's financial statements, investments in subsidiaries are carried at cost.

In preparing the consolidated financial statements, all intercompany balances and transactions, income and expenses and profit and losses resulting from intra-group transactions, have been eliminated in full.

Subsidiaries are fully consolidated from the date on which control is obtained by the Group and cease to be consolidated from the date on which control is transferred out of the Group.

The acquisition of subsidiaries is accounted for using the purchase method of accounting. The purchase method of accounting involves allocating the cost of the business combination to the fair value of the assets acquired and the liabilities and contingent liabilities assumed at the date of acquisition.

Minority interests not held by the Group are allocated their share of net profit in the income statement and are presented within equity in the consolidated balance sheet, separately from parent shareholders' equity.

### (d) Business combinations

The purchase method of accounting is used to account for all business combinations regardless of whether equity instruments or other assets are acquired. Cost is measured as the fair value of the assets given, shares issued or liabilities incurred or assumed at the date of exchange plus costs directly attributable to the combination. Where equity instruments are issued in a business combination, the fair value of the instruments is their published market price at the date of the exchange unless, in rare circumstances, it can be demonstrated that the published price at the date of exchange is an unreliable indicator of fair value and that other evidence and valuation methods provide a more reliable measure of fair value.

Transaction costs arising on the issue of equity instruments are recognised directly in equity. All identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date, irrespective of the extent of any minority interest. The excess of cost of the business combination over the net fair value of the Group's share of the identifiable net assets acquired is recognised as goodwill. If the cost of acquisition is less than the Group's share of the net fair value of the identifiable net assets of the subsidiary, the difference is recognised as a gain in the income statement, but only after reassessment of the identification and measurement of the net assets acquired.

Where settlement of any part of the consideration is deferred, the amounts payable in the future are discounted to their present value as at the date of exchange. The discount rate used is the entity's incremental borrowing rate, being the rate at which a similar borrowing could be obtained from an independent financier under comparable terms and conditions.

# Notes to the Financial Statements

FOR THE YEAR ENDED 31 DECEMBER 2008

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT)

### (e) Segment reporting

A business segment is a distinguishable component of the entity that is engaged in providing products or services that are subject to risks and returns that are different to those of other business segments. A geographical segment is a distinguishable component of the entity that is engaged in providing products or services within a particular economic environment and is subject to risks and returns that are different than those of segments operating in other economic environments.

### (f) Investment in jointly controlled entities

The Group has interests in joint ventures that are jointly controlled entities. A jointly controlled entity is a joint venture that involves the establishment of a corporation, partnership or other entity in which each venturer has an interest. The Group recognises its interest in jointly controlled entities using the equity method. Under the equity method, the investment in the joint venture is carried in the balance sheet at cost plus post-acquisition changes in the Group's share of net assets of the associate. After application of the equity method, the Group determines whether it is necessary to recognise any additional impairment loss with respect to the Group's net investment in the joint venture entity.

### (g) Foreign currency translation

Both the functional and presentation currency of Buderim Ginger Limited and its Australian subsidiaries is Australian dollars (AUD) or (\$). Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency.

The functional currency of the overseas subsidiary, Buderim Ginger (UK) Limited, is (GBP). The functional currency of the overseas subsidiaries, Buderim Ginger America, Inc. and Buderim Macadamias of Hawaii, LLC is (USD). The functional currency of the overseas subsidiary, Frespac Ginger (Fiji) Limited, is (FJD). The functional currency of the overseas joint venture entity, Buderim Ginger America, LLC is (USD).

Transactions in foreign currencies are initially recorded in the functional currency of the group member at the exchange rates ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated at the rate of exchange ruling at the balance sheet date.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rate as at the date of the initial transaction. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined.

As at the reporting date the assets and liabilities of these overseas subsidiaries are translated into the presentation currency of Buderim Ginger Limited at the rate of exchange ruling at the balance sheet date and the income statements are translated at the weighted average exchange rates for the year.

The exchange differences arising on the translation are taken directly to a separate component of equity.

On disposal of a foreign entity, the deferred cumulative amount recognised in equity relating to that particular foreign operation is recognised in the income statement.

### (h) Cash and cash equivalents

Cash and short-term deposits in the balance sheet comprise cash at bank and in hand and short-term deposits with an original maturity of three months or less.

For the purposes of the Cash Flow Statement, cash and cash equivalents consist of cash and cash equivalents as defined above, net of outstanding bank overdrafts.

### (i) Trade and other receivables

Tradereceivables, which generally have 30-60 day terms, are recognised and carried at original invoice amount less an allowance for any uncollectible amounts.

An allowance for doubtful debts is made where there is objective evidence that the Group will not be able to collect the debts. Bad debts are written off when identified.

### (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 condition are accounted for as follows:

Raw materials – purchase cost on a first-in, first-out basis; and

Finished goods and work-in-progress - cost of direct materials and labour and a proportion of 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.

### (k) Property, plant and equipment

Buildings, plant and equipment are stated at cost less accumulated depreciation and any impairment in value. Land is measured at fair value. Depreciation is provided on a straight-line basis on all property, plant and equipment, other than freehold land, over the estimated useful life of the assets as follows:

Major depreciation periods are:

Tourism buildings	<b>15 years</b>
Freehold buildings	<b>50 years</b>
Plant and equipment	<b>3 – 10 years</b>
Plant and equipment under lease	<b>The lease term (3 – 5 years)</b>

The asset's residual values, useful lives and amortisation methods are reviewed, and adjusted if appropriate at each financial year end. The useful lives of assets and major depreciation periods used in 2008 are consistent with those used in the prior year.

#### *Impairment*

The carrying values of plant and equipment are reviewed for impairment at each reporting date, with recoverable amount being estimated when events or changes in circumstances indicate that the carrying value may be impaired.

The recoverable amount of plant and equipment is the higher of fair value less costs to sell and value in use. 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 the asset.

For an asset that does not generate largely independent cash inflows, recoverable amount is determined for the cash-generating unit to which the asset belongs, unless the asset's value in use can be estimated to be close to its fair value.

An impairment exists when the carrying value of an asset or cash-generating units exceeds its estimated recoverable amount. The asset or cash-generating unit is then written down to its recoverable amount.

For plant and equipment, impairment losses are recognised separately in the income statement. However, because land is measured at revalued amounts, impairment losses on land are treated as a revaluation decrement.

#### *Revaluations*

Following initial recognition at cost, land is carried at a revalued amount which is the fair value at the date of the revaluation less any subsequent accumulated impairment losses.

Fair value is determined by reference to market-based evidence, which is the amount for which the assets could be exchanged between a knowledgeable willing buyer and a knowledgeable willing seller in any arm's length transaction as at the valuation date.

# Notes to the Financial Statements

FOR THE YEAR ENDED 31 DECEMBER 2008

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT)

### (k) Property, plant and equipment (cont)

Any revaluation surplus is credited to the asset revaluation reserve included in the equity section of the balance sheet unless it reverses a revaluation decrease of the same asset previously recognised in the income statement.

Any revaluation deficit is recognised in the income statement unless it directly offsets a previous surplus of the same asset in the asset revaluation reserve, to the extent of the credit balance existing in the revaluation reserve for that asset.

Upon disposal, any revaluation reserve relating to the particular asset being sold is transferred to retained earnings.

Independent valuations are performed with sufficient regularity to ensure that the carrying amount does not differ materially from the asset's fair value at the balance sheet date.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset.

Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the item) is included in the income statement in the period the item is derecognised.

### (l) Goodwill

Goodwill acquired in a business combination is initially measured at cost being the excess of the cost of the business combination over the acquirer's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities of the acquiree.

Following initial recognition, goodwill is measured at cost less any accumulated impairment losses. Goodwill is not amortised. However, goodwill was amortised under previous AGAAP.

Goodwill is reviewed for impairment, annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired.

For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units, or groups of cash-generating units, that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the Group are assigned to those units or groups of units. Each unit or group of units to which the goodwill is so allocated:

- Represents the lowest level within the Group at which the goodwill is monitored for internal management purposes; and
- Is not larger than a segment based on either the Group's primary or the Group's secondary reporting format determined in accordance with AASB 114 Segment Reporting.

Impairment is determined by assessing the recoverable amount of the cash-generating unit to which the goodwill relates.

When the recoverable amount of the cash-generating unit is less than the carrying amount, an impairment loss is recognised.

Where goodwill forms part of a cash-generating unit and part of the operation within that unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on disposal of the operation.

Goodwill disposed of in this circumstance is measured on the basis of the relative values of the operation disposed of and the portion of the cash-generating unit retained. Impairment losses recognised for goodwill are not subsequently reversed.

### (m) Intangible assets

*Acquired both separately and from a business combination*

Intangible assets acquired separately or in a business combination are initially measured at cost. The cost of an intangible asset acquired in a business combination is its fair value as at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and any accumulated impairment losses. Internally generated intangible assets, excluding capitalised developments costs, are not capitalised and expenditure is charged against profits in the year in which the expenditure is incurred.

The useful lives of these intangible assets are assessed to be either finite or indefinite. Intangible assets with finite lives are amortised over the useful life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life is reviewed at least at each financial year-end. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are accounted for by changing the amortisation period or method, as appropriate, which is a change in accounting estimate. The amortisation expense on intangible assets with finite lives is recognised in profit or loss in the expense category consistent with the function of the intangible asset.

Intangible assets with indefinite useful lives are tested for impairment annually either individually or at the cash-generating unit level. Such intangibles are not amortised. The useful life of an intangible asset with an indefinite life is reviewed each reporting period to determine whether indefinite life assessment continues to be supportable. If not, the change in the useful life assessment from indefinite to finite is accounted for as a change in an accounting estimate and is thus accounted for on a prospective basis.

#### *Research and developments costs*

Research costs are expensed as incurred. An intangible asset arising from development expenditure on an internal project is recognised only when the Group can demonstrate the technical feasibility of completing the intangible asset so that it will be available for use or sale, its intention to complete and its ability to use or sell the asset, how the asset will generate future economic benefits, the availability of resources to complete the development and the ability to measure reliably the expenditure attributable to the intangible asset during its development.

Following the initial recognition of the development expenditure, the cost model is applied requiring the asset to be carried at cost less any accumulated amortisation and accumulated impairment losses. Any expenditure so capitalised is amortised over the period of expected benefits from the related project.

The carrying value of development costs is reviewed for impairment annually when the asset is not yet available for use, or more frequently when an indicator of impairment arises during the reporting period indicating that the carrying value may not be recoverable.

A summary of the policies applied to the Group's intangible assets is as follows:

	<b>Goodwill</b>	<b>Brand Value</b>	<b>Trademarks</b>
Useful lives	<i>Indefinite</i>	<i>Indefinite</i>	<i>Indefinite</i>
Method used	<i>Not amortised</i>	<i>Not amortised</i>	<i>Not amortised</i>
Internally generated / Acquired	<i>Acquired</i>	<i>Acquired</i>	<i>Acquired (Registration costs)</i>
Impairment test / Recoverable amount testing	<i>Annually and where an indicator of impairment exists</i>	<i>Annually and where an indicator of impairment exists</i>	<i>Annually and where an indicator of impairment exists</i>



# Notes to the Financial Statements

FOR THE YEAR ENDED 31 DECEMBER 2008

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT)

### (m) Intangible assets (cont)

The assessment of whether the useful life of an intangible asset (goodwill, brand value and trademarks) is finite or indefinite takes into account an analysis of all the relevant factors, such as any foreseeable limit to the period over which the asset is expected to generate net cash inflows for the entity, the term of any contractual or other legal rights attached to the asset and renewal periods where and if applicable. The reclassification of the useful life of an intangible asset as finite rather than indefinite would only apply if the physical asset or operation to which the intangible asset belongs, becomes idle, or is disposed of before the previously expected date. The indefinite status of goodwill, brand value and trademarks is subject to the going concern principle of assets and or the continual listing of products to which these intangible assets belong.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the income statement when the asset is derecognised.

### (n) Impairment of assets

The Group assesses at each reporting date whether there is an indication that an asset may be impaired. If any such indication exists, or when annual impairment testing for an asset is required, the Group makes an estimate of the asset's recoverable amount. An asset's recoverable amount is the higher of its 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 groups of assets and the asset's value in use cannot be estimated to be close to its fair value. In such cases the asset is tested for impairment as part of the cash-generating unit to which it belongs. When the carrying amount of an asset or cash-generating unit exceeds its recoverable amount, the asset or cash-generating unit 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 post-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. Impairment losses relating to continuing operations are recognised in those expense categories consistent with the function of the impaired assets unless the asset is carried at revalued amount (in which case the impairment loss is treated as a revaluation decrease).

An assessment is also made at each reporting date as to whether there is any indication that previously recognised impairment losses may no longer exist or may have decreased. If such indication exists, the recoverable amount is estimated. A previously recognised impairment loss is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognised. If that is the case the carrying amount of the asset is increased to its recoverable amount. That increased amount cannot 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 profit or loss unless the asset is carried at revalued amount, in which case the reversal is treated as a revaluation increase. After such a reversal the depreciation charge is adjusted in future periods to allocate the asset's revised carrying amount, less any residual value, on a systematic basis over its remaining useful life.

### (o) Interest-bearing loans and borrowings

All loans and borrowings are initially recognised at cost, being the fair value of the consideration received net of issue costs associated with the borrowing. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the effective interest method.

Gains and losses are recognised in the income statement when the liabilities are derecognised.

### (p) Trade and other payables

Trade payables and other payables are carried at amortised costs and represent liabilities for goods and services provided to the Group prior to the end of the financial year that are unpaid and arise when the Group becomes obliged to make future payments in respect of the purchase of these goods and services.

### (q) Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

Where the Group expects some or all of a provision to be reimbursed, for example under an insurance contract, the reimbursement is recognised as a separate asset but only when the reimbursement is virtually certain. The expense relating to any provision is presented in the income statement net of any reimbursement.

If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability.

Where discounting is used, the increase in the provision due to the passage of time is recognised as a borrowing cost.

### (r) Employee leave benefits

#### (i) *Wages, salaries, annual leave and sick leave*

Liabilities for wages and salaries, including non-monetary benefits, annual leave and accumulating sick leave expected to be settled within 12 months of the reporting date are recognised in other payables in respect of employees' services up to the reporting date. They are measured at the amounts expected to be paid when the liabilities are settled. Liabilities for non-accumulating sick leave are recognised when the leave is taken and are measured at the rates paid or payable.

#### (ii) *Long service leave*

The liability for long service leave is recognised in the provision for employee benefits and measured as the present value of expected future payments to be made in respect of services provided by employees up to the reporting date. Consideration is given to expected future wage and salary levels, experience of employee departures, and periods of service. Expected future payments are discounted using market yields at the reporting date on national government bonds with terms to maturity and currencies that match, as closely as possible, the estimated future cash outflows.

### (s) Share-based payment transactions

The Group provides benefits to the Managing Director of the Group in the form of share-based payment transactions, whereby the Managing Director renders services in exchange for shares or rights over shares ('equity-settled transactions'). The cost of these equity-settled transactions with employees is measured by reference to the fair value of the equity instruments at the date at which they are granted. In valuing equity-settled transactions, no account is taken of any performance conditions, other than conditions linked to the price of the shares of Buderim Ginger Limited ('market conditions').

The cost of equity-settled transactions is recognised, together with a corresponding increase in equity, at the time the share-based payment is made ('vesting date').

### (t) Leases

The determination of whether an arrangement is or contains a lease is based on the substance of the arrangement and requires an assessment of whether the fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset.

Finance leases, which transfer to the Group substantially all the risks and benefits incidental to ownership of the leased item, are capitalised at the inception of the lease at the fair value of the leased property or, if lower, at the present value of the minimum lease payments.

# Notes to the Financial Statements

FOR THE YEAR ENDED 31 DECEMBER 2008

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT)

### (t) Leases (cont)

Lease payments are apportioned between the finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are charged directly against income.

Capitalised leased assets are depreciated over the shorter of the estimated useful life of the asset or the lease term if there is no reasonable certainty that the Group will obtain ownership by the end of the lease term.

Operating lease payments are recognised as an expense in the income statement on a straight-line basis over the lease term.

### (u) 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. The following specific recognition criteria must also be met before revenue is recognised:

#### *Sale of goods*

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

#### *Interest*

Revenue is recognised as the interest accrues using the effective interest method, or at the time interest is credited to bank statements.

#### *Rental Income*

Rental income is recognised in line with lease commitments defined in lease agreements which is a straight-line basis over the lease term. Contingent rental income is recognised as income in the periods in which it is earned.

### (v) Government grants

Government grants are recognised when there is reasonable assurance that the grant will be received and all attaching conditions will be complied with. When the grant relates to an expense item, it is recognised as income over the periods necessary to match the grant on a systematic basis to the costs that it is intended to compensate. Where the grant relates to an asset, the fair value is credited to a deferred income account and is released to the income statement over the expected useful life of the relevant asset by equal annual instalments. During the financial year ended 31 December 2008, grant funds were received under the Commercial Ready Program, an Australian government initiative. Expenses incurred and revenue received under this grant have been reported in accordance with the Commercial Ready Grant COM04389 between Buderim Ginger Limited and the Commonwealth of Australia.

### (w) Income tax

Current tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted by the balance sheet date.

Deferred income tax is provided on all temporary differences at the balance sheet date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred income tax liabilities are recognised for all taxable temporary differences except:

- when the deferred income tax liability arises from the initial recognition of goodwill or of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; or
- when the taxable temporary differences associated with investments in subsidiaries, associates and interest in joint ventures, except where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred income tax assets are recognised for all deductible temporary differences, carry forward of unused tax assets and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry-forward of unused tax assets and unused tax losses can be utilised, except:

- when the deferred income tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; or
- when the deductible temporary differences associated with investments in subsidiaries, associates and interest in joint ventures, in which case a deferred tax assets is only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred income tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilised.

Unrecognised deferred income tax assets are reassessed at each balance sheet date and are recognised to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the balance sheet date.

Income taxes relating to items recognised directly in equity are recognised in equity and not in profit or loss.

Deferred tax assets and deferred tax liabilities are offset only if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred tax assets and liabilities relate to the same taxable entity and the same taxation authority.

### (x) Other taxes

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

- a. 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 asset or as part of the expense item as applicable; and
- b. receivables and payables are stated with the amount of GST included.

The net amount of GST recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the balance sheet.

Cash flows are included in the Cash Flow Statement on a gross basis and the GST component of cash flows arising from investing and financing activities, which is recoverable from, or payable to, the taxation authority are classified as operating cash flows.

Commitments and contingencies are disclosed net of the amount of GST recoverable from or payable to, the taxation authority.

### (y) Derecognition of financial instruments

The derecognition of a financial assets takes place when the Group no longer controls the contractual rights that comprise the financial instrument, which is normally the case when the instrument is sold, or all the cash flows attributable to the instrument are passed through to an independent third party. Financial liabilities are derecognised if the Group's obligations specified in the contract expire or are discharged or cancelled.

# Notes to the Financial Statements

FOR THE YEAR ENDED 31 DECEMBER 2008

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT)

### (z) Derivative financial instruments and hedging

The Group uses derivative financial instruments such as foreign currency contracts and interest rate swaps to hedge its risks associated with foreign currency fluctuations and interest rates. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently remeasured to fair value at each reporting date. Derivatives are carried as assets when their fair value is positive and liabilities when their fair value is negative.

Any gains or losses arising from changes in the fair value of derivatives, except for those that qualify as cash flow hedges, are taken directly to net profit or loss for the year.

The fair value of forward exchange contracts is calculated by reference to current forward exchange rates for contracts with similar maturity profiles. The fair value of interest rate swap contracts is determined by reference to market values for similar instruments.

For the purposes of hedge accounting, hedges are classified as either fair value hedges when they hedge the exposure to changes in the fair value of a recognised asset or liability; or cash flow hedges where they hedge exposure to variability in cash flows that is either attributable to a particular risk associated with a recognised asset or liability or a forecasted transaction.

A hedge of the foreign currency risk of a firm commitment is accounted for as a cash flow hedge. At the inception of a hedge relationship, the Group formally designates and documents the hedge relationship to which the Group wishes to apply hedge accounting and the risk management objective and strategy for undertaking the hedge. The documentation includes identification of the hedging instrument, the hedged item or transaction, the nature of the risk being hedged and how the entity will assess the hedging instrument's effectiveness in offsetting the exposure to changes in the hedged item's fair value or cash flows attributable to the hedged risk. Such hedges are expected to be highly effective in achieving offsetting changes in fair value or cash flows and are assessed on an ongoing basis to determine that they actually have been highly effective throughout the financial reporting periods for which they were designated.

Hedges that meet the strict criteria for hedge accounting are accounted for as follows:

#### (i) Fair value hedges

Fair value hedges are hedges of the Group's exposure to changes in the fair value of a recognised asset or liability or an unrecognised firm commitment, or an identified portion of such an asset, liability or firm commitment, that is attributable to a particular risk and could affect profit or loss. For fair value hedges, the carrying amount of the hedged item is adjusted for gains and losses attributable to the risk being hedged, the derivative is remeasured to fair value and gains and losses from both are taken to profit or loss.

When an unrecognised firm commitment is designated as a hedged item, the subsequent cumulative change in the fair value of the firm commitment attributable to the hedged risk is recognised as an asset or liability with a corresponding gain or loss recognised in profit or loss. The changes in the fair value of the hedging instrument are also recognised in profit or loss.

The Group discontinues fair value hedge accounting if the hedging instrument expires or is sold, terminated or exercised, the hedge no longer meets the criteria for hedge accounting or the Group revokes the designation. Any adjustment to the carrying amount of a hedged financial instrument for which the effective interest method is used is amortised to profit or loss. Amortisation may begin as soon as an adjustment exists and shall begin no later than when the hedged item ceases to be adjusted for changes in its fair value attributable to the risk being hedged.

#### (ii) Cash flow hedges

Cash flow hedges are hedges of the Group's exposure to variability in cash flows that is attributable to a particular risk associated with a recognised asset or liability or a highly probable forecast transaction and that could affect profit or loss. The effective portion of the gain or loss on the hedging instrument is recognised directly in equity, while the ineffective portion is recognised in profit or loss.

Amounts taken to equity are transferred to the income statement when the hedged transaction affects profit or loss, such as when hedged income or expenses are recognised or when a forecast sale or purchase occurs. When the hedged item is the cost of a non-financial asset or liability, the amounts taken to equity are transferred to the initial carrying amount of the non-financial asset or liability. If the forecast transaction is no longer expected to occur, amounts previously recognised in equity are transferred to the income statement. If the hedging instrument expires or is sold, terminated or exercised without replacement or rollover, or if its designation as a hedge is revoked, amounts previously recognised in equity remain in equity until the forecast transaction occurs. If the related transaction is not expected to occur, the amount is taken to the income statement.

### (aa) Impairment of financial assets

The Group assesses at each balance sheet date whether a financial asset or group of financial assets is impaired.

#### *Financial assets carried at amortised cost*

If there is objective evidence that an impairment loss on loans and receivables carried at amortised cost 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 credit losses that have not been incurred) discounted at the financial asset's original effective interest rate (i.e. the effective interest rate computed at initial recognition). The carrying amount of the asset is reduced either directly or through use of an allowance account. The amount of the loss is recognised in profit and loss.

The Group first assesses whether objective evidence of impairment exists individually for financial assets that are individually significant, and individually or collectively for financial assets that are not individually significant. If it is determined that no objective evidence of impairment exists for an individually assessed financial asset, whether significant or not, the asset is included in a group of financial assets with similar credit risk characteristics and that group of financial assets is collectively assessed for impairment.

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, the previously recognised impairment loss is reversed. Any subsequent reversal of an impairment loss is recognised in profit or loss, to the extent that the carrying value of the asset does not exceed its amortised cost at the reversal date.

### (ab) Contributed equity

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

### (ac) Earnings per share

Basic earnings per share is calculated as net profit attributable to members of the parent, adjusted to exclude any costs of servicing equity (other than dividends), divided by the weighted average number of ordinary shares, adjusted for any bonus element. As there are no dilutive potential ordinary shares, diluted earnings per share is the same as basic earnings per share.

# Notes to the Financial Statements

FOR THE YEAR ENDED 31 DECEMBER 2008

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT)

### (ad) Accounting standards issued not effective

At the date of authorisation of the financial report (refer Note 1), certain Standards and Interpretations were on issue but not yet effective. These Standards and Interpretations have not been adopted in the preparation of the financial report for the year ended 31 December 2008.

The economic entity expects to first apply these Standard and Interpretations in the financial report of the economic entity relating to the annual reporting period beginning after the effective date of each pronouncement.

The directors anticipate that the adoption of these Standards and Interpretations in future periods will have no material financial impact on the financial statements of the parent or the economic entity.

## 3. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's principal financial instruments, other than derivatives, comprise bank loans, overdraft, bills of exchange, finance leases, cash and short-term deposits.

The main purpose of these financial instruments is to raise finance for the Group's operations.

The Group has various other financial instruments such as trade debtors and trade creditors, which arise directly from its operations.

The Group also enters into derivative transactions, principally forward currency contracts and interest rate swaps. The purpose is to manage the interest rate and currency risks arising from the Group's operations and its sources of finance.

It is, and has been throughout the period under review, the Group's policy that no trading in financial instruments shall be undertaken.

The main risks arising from the Group's financial instruments are market risks including interest rate risk and other risks including foreign currency risk, liquidity risk and credit risk. The board reviews and agrees policies for managing each of these risks and they are summarised below.

The Group also monitors the market price risk arising from all financial instruments. The magnitude of this risk that has arisen over the year is discussed in note 23.

The Group's accounting policies in relation to derivatives are set out in note 2.

### Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices will affect the entity's income or the value of its holdings of financial instruments.

#### (a) Interest rate risk

The Group's exposure to market risk for changes in interest rates relates primarily to the Group's long term debt obligations.

The Group's policy is to manage its interest cost using a mix of fixed and variable rate debt.

To manage this risk in a cost-effective manner, the Group enters into interest rate swaps, in which the Group agrees to exchange, at specified intervals, the difference between fixed and variable interest amounts calculated by reference to an agreed-upon notional principal amount.

These swaps are designated to hedge underlying debt obligations.

At 31 December 2008, after taking into account the effect of interest rate swaps, approximately 5% (2007: 13%) of the Group's borrowings are at a fixed rate of interest.

Interest rate risk is measured as the value of assets and liabilities at fixed rates compared to those at floating. Refer Note 23 for further details.

#### (b) Foreign currency risk

As a result of significant investment operations in the United Kingdom, Fiji and the United States, the Group's balance sheet can be affected significantly by movements in the USD/AUD, FJD/AUD and GBP/AUD exchange rates.

The Group seeks to mitigate the effect of its structural currency exposure by borrowing a portion of its facility in overseas currency loans. The Group has designated entry and exit points for converting between AUD and other currencies, in order to maximize the benefit of the hedging philosophy. In addition, maximum levels of foreign currency borrowings have been restricted to the lowest historical monthly net asset level, denominated in a particular overseas currency.

The Group also has transactional currency exposures. Such exposure arises from sales or purchases by an operating unit in currencies other than the unit's measurement currency. Approximately 35% (2007: 18%) of the Group's sales are denominated in currencies other than the reporting currency of the operating unit making the sale, whilst almost 74% (2007: 82%) of costs are denominated in the unit's reporting currency.

The Group requires all its operating units to use forward currency contracts to eliminate the currency exposures on any individual transactions in excess of \$15,000. Contracts are not to exceed a maximum of 12 month duration unless approved on an individual case basis.

The forward currency contracts must be in the same currency as the hedged item.

It is the Group's policy not to enter into forward contracts until a firm commitment is in place.

It is the Group's policy to negotiate the terms of the hedge derivatives to match the terms of the hedged item to maximise hedge effectiveness.

At 31 December 2008, the Group had hedged 100% of its foreign currency sales for which firm commitments existed at the balance sheet date, extending to 31 December 2009.

#### (c) Commodity price risk

The Group is exposed to commodity price risk in the ginger, baking and macadamia segments. Processes are in place to monitor the price movements associated with commodities such as ginger, macadamias and other ingredients such as meat, sugar and flour. Where appropriate forward contracts are established to minimise exposure to price risks for these commodities.

### Credit risk

Credit risk is the risk of financial loss to the entity if a customer or counterparty to a financial instrument fails to meet its contractual obligations to the entity. Credit risk arises principally from trade and other receivables and derivatives.

The objective of the entity is to minimise risk of loss from credit risk exposure.

#### Receivables

The entity has established a number of policies and processes to manage credit risk from receivables and derivatives.

The Group trades only with recognised, credit worthy third parties.

It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures.

In addition, receivable balances are monitored on an ongoing basis with the result that the Group's exposure to bad debts is not significant.

Credit risk from receivables is measured through the use of credit agency reports on worthiness, trading history and days sales outstanding ratios. Credit risk from derivatives is measured through monitoring of foreign exchange and interest rate movements.



# Notes to the Financial Statements

FOR THE YEAR ENDED 31 DECEMBER 2008

## 3. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONT)

### (b) Foreign currency risk (cont)

The entity has no concentration of credit risk from receivables or investments.

The consolidated entity's maximum exposure 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 balance sheet.

#### Liquidity risk

Liquidity risk is the risk that the entity will not be able to meet its financial obligations as they fall due.

The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of bank overdrafts, bank loans, finance leases and bill facilities. The Group's policies for determining the level of debt entered into is examined on a yearly basis in conjunction with financiers.

The entity has established a number of policies and processes for managing liquidity risk. These include:

- Continuously monitoring actual and daily cashflows of all group entities;
- Continuously monitoring longer-term forecast cashflow requirements of the group;
- Monitoring the maturity profiles of financial assets and liabilities in order to match inflows and outflows;
- Maintaining adequate borrowing facilities such as unused credit or overdraft facilities (refer Note 20);

- Monitoring measures of borrowing such as EBIT/Interest, EBIT/Sales, Gearing and Debt to Equity ratios;
- Monitoring liquidity ratios such as working capital; and
- Managing the timing of outflows designated for reduction for liabilities in accordance with usual industry practice.

Liquidity risk is measured using liquidity ratios such as working capital.

Summary of quantitative data

	2008	2007
Current assets	\$44,039	\$26,206
Current liabilities	\$28,719	\$17,393
Surplus / (deficit)	<b>\$15,320</b>	<b>\$8,813</b>

#### Maturity analysis

Financial liabilities have differing maturity profiles depending on contractual term and in the case of borrowings, different repayment amounts and frequency. The periods in which the principal and interest (where applicable) of recognised and unrecognised financial liability balances will be paid based on the remaining period to repayment date assuming contractual repayments are maintained, may vary from carrying amounts due to future interest to be incurred on amortising liability amounts.

The following table sets out the carrying amount, by maturity, of the financial instruments that are exposed to interest rate risk:

Year ended 31 December 2008	<1 year \$'000	>1-<2 years \$'000	>2-<3 years \$'000	>3-<4 years \$'000	>4-<5 years \$'000	>5 years \$'000	Total \$'000
<b>CONSOLIDATED</b>							
<b>Fixed rate</b>							
Bill facility	1,500	—	—	—	—	—	1,500
Obligations under finance leases	285	4	—	—	—	—	285
Frespac Ginger (Fiji) Pty Ltd bank loans	8	8	9	—	—	—	25
Buderim Baking Company bank loans	130	69	37	—	—	—	236
Buderim Ginger Limited bank loans	245	—	—	—	—	—	245
<b>Floating rate</b>							
Cash assets	2,133	—	—	—	—	—	2,133
Bill facility	26,970	—	—	—	—	—	26,970
<b>PARENT</b>							
<b>Fixed rate</b>							
Bill facility	1,500	—	—	—	—	—	1,500
Obligations under finance leases	278	—	—	—	—	—	278
Buderim Ginger Limited bank loans	245	—	—	—	—	—	245
<b>Floating rate</b>							
Cash assets	3	—	—	—	—	—	3
Bill facility	26,970	—	—	—	—	—	26,970

# Notes to the Financial Statements

FOR THE YEAR ENDED 31 DECEMBER 2008

## 4. SIGNIFICANT ACCOUNTING JUDGEMENT, ESTIMATES AND ASSUMPTIONS

In applying the Group's accounting policies management continually evaluates judgments, estimates and assumptions based on experience and other factors, including expectations of future events that may have an impact of the Group. All judgments, estimates and assumptions made are believed to be reasonable based on the most current set of circumstances available to management. Actual results differ from the judgments, estimates and assumptions. Significant judgments, estimates and assumptions made by management in the preparation of these financial statements are outlined below:

### (i) Significant accounting judgments

#### *Recovery of deferred tax assets*

Deferred tax assets are recognised for deductible temporary differences as management considers that it is probable that future taxable profits will be available to utilise those temporary differences.

#### *Impairment of non-financial assets other than goodwill*

The Group assesses impairment of all assets at each reporting date by evaluating conditions specific to the Group and to the particular asset that may lead to impairment. These include product and manufacturing performance, technology, economic and political environments and future product expectations. If an impairment trigger exists the recoverable amount of the asset is determined. This involves value in use calculations, which incorporate a number of key estimates and assumptions.

### (ii) Significant accounting estimates and assumptions

The carrying amounts of certain assets and liabilities are often determined based on estimates and assumption of future events. The key estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of certain assets and liabilities within the next annual reporting period are:

#### *Impairment of goodwill and intangibles with indefinite useful lives*

The Group determines whether goodwill and intangibles with indefinite useful lives are impaired at least on an annual basis. This requires an estimate of the recoverable amount of the cash-generating units to which the goodwill and intangibles with indefinite useful lives are allocated. The assumptions used in this estimation of recoverable amount and the carrying amount of goodwill and intangibles with indefinite useful lives are discussed in note 18.

#### *Long service leave provision*

The liability for long service leave is recognised and measured at the present value of the estimated future cash flows to be made in respect of all employees at balance date. In determining the present value of the liability, attribution rates and pay increases through promotion and inflation have been taken into account.

#### *Allowance for impairment loss on trade receivables*

Where receivables are outstanding beyond the normal trading terms, the likelihood of the recovery of these receivables is assessed by management. Due to the large number of debtors, this assessment is either based on supportable past collection history and historical write-offs of bad debts and/or known occurrences debtors' inability to honour commitments.

#### *Estimation of useful lives of assets*

The estimation of the useful lives of assets has been based on historical experience as well as manufacturers' warranties (for plant and equipment), lease terms (for leased equipment) and turnover policies where applicable. In addition, the condition of the assets is assessed at least once per year and considered against the remaining useful life. Adjustments to useful life are made when considered necessary. Depreciation charges are included in note 6.

## 5. SEGMENT INFORMATION

The Group's primary reporting format is business segments and its secondary format is geographical segments.

The operating businesses are organised and managed separately according to the nature of the products and services provided, with each segment representing a strategic business unit that offers different products and serves different markets.

The Group operates predominantly in the food processing industry, including ginger, baking and macadamias, and in three geographic areas, Australia, Fiji and United States.

The ginger processing activities are carried out in two geographic areas, Australia and Fiji, and ginger products are marketed primarily in Australia, UK, Europe and North America. Ginger processing operations comprise the production and sale of a variety of sugar processed, brined, pureed and dried products to both wholesale and retail operations throughout the world.

The bakery segment comprises the manufacture and distribution of wholesale retail pastry and pasta products throughout Australia.

The macadamia segment commenced operations on 2 January 2008 in Australia after the acquisition of business assets from Agrimac Macadamias was effected on 31 December 2007. This segment was expanded on 12 August 2008 with the acquisition of MacFarms of Hawaii business assets, and now operates in two geographic areas, Australia and United States. The macadamia segment comprises the growing (Hawaii only), and the manufacture and distribution (from Australia and Hawaii) of wholesale and retail macadamia products throughout Australia, United States, Europe and Asia.

The tourism operations comprise the sale of ginger and other retail gift and food products and leisure activities within the Australian tourism market.

The group generally accounts for intersegmental sales and transfers as if the sales or transfers were to third parties at current market prices. This results in transfer pricing between business segments, being set at on an arms length basis. Revenues are attributed to geographic areas based on the location of the assets producing the revenues.

Segment accounting policies are the same as the consolidated entity's policies described in Note 2. During the financial year, there were no changes in segment accounting policies that had a material effect on the segment information, except for the approach to calculation of unallocated expenses which has been modified throughout 2008 to more closely reflect the evolving corporate structure.

### Business segments

The following tables present revenue and profit information and certain asset and liability information regarding business segments for the years ended 31 December 2008 and 2007.

# Notes to the Financial Statements

FOR THE YEAR ENDED 31 DECEMBER 2008

Business segments	Ginger		Baking		Tourism		Macadamias		Eliminations		Consolidated	
	2008 \$'000	2007 \$'000	2008 \$'000	2007 \$'000	2008 \$'000	2007 \$'000	2008 \$'000	2007 \$'000	2008 \$'000	2007 \$'000	2008 \$'000	2007 \$'000
<b>5. SEGMENT INFORMATION (CONT)</b>												
<b>Revenue</b>												
Sales to external customers	<b>27,526</b>	29,279	<b>16,891</b>	17,290	<b>3,736</b>	3,896	<b>24,492</b>	—	—	—	<b>72,645</b>	50,465
Other revenue from external customers	<b>748</b>	362	<b>40</b>	51	<b>193</b>	203	<b>177</b>	—	—	—	<b>1,158</b>	616
Inter-segment sales	<b>579</b>	614	—	—	—	—	—	—	<b>(579)</b>	(614)	—	—
Total segment revenue	<b>28,853</b>	30,255	<b>16,931</b>	17,341	<b>3,929</b>	4,099	<b>24,669</b>	—	<b>(579)</b>	(614)	<b>73,803</b>	51,081
<b>Results</b>												
Segment result	<b>1,811</b>	1,260	<b>132</b>	563	<b>521</b>	649	<b>2,944</b>	—	—	—	<b>5,408</b>	2,472
Share of profit/(loss) of jointly controlled entities'	<b>108</b>	(39)	—	—	<b>60</b>	—	—	—	—	—	<b>168</b>	(39)
Unallocated expenses											<b>(2,389)</b>	(1,527)
Profit/(loss) before income tax expense and minority interest											<b>3,187</b>	906
Income tax (expense)/benefit											<b>(1,128)</b>	(182)
Net profit/(loss)											<b>2,059</b>	724
<b>Assets and liabilities</b>												
Segment assets	<b>72,366</b>	57,904	<b>10,550</b>	10,931	<b>1,469</b>	1,574	<b>32,777</b>	10,954	<b>(32,834)</b>	(18,252)	<b>84,328</b>	63,111
Investment in jointly controlled entities	<b>434</b>	240	—	—	<b>1,186</b>	1,126	—	—		—	<b>1,620</b>	1,366
Total assets	<b>72,800</b>	58,144	<b>10,550</b>	10,931	<b>2,655</b>	2,700	<b>32,777</b>	10,954	<b>(32,834)</b>	(18,252)	<b>85,948</b>	64,477
Segment liabilities	<b>40,083</b>	31,705	<b>5,761</b>	5,384	<b>268</b>	338	<b>19,741</b>	4,089	<b>(15,820)</b>	(7,207)	<b>50,033</b>	34,309
<b>Other Segment Information</b>												
Capital expenditure including intangibles	<b>2,558</b>	1,096	<b>785</b>	389	<b>110</b>	32	<b>3,904</b>	6,865	—	—	<b>7,357</b>	8,382
Depreciation	<b>1,057</b>	1,048	<b>509</b>	543	<b>335</b>	212	<b>567</b>	—	—	—	<b>2,468</b>	1,803
Amortisation	<b>65</b>	77	<b>10</b>	10	—	—	—	—	—	—	<b>75</b>	87

## Geographic segments

The Group's geographical segments are determined based on the location of the Group's principal assets.

The following tables present revenue, expenditure and certain asset information regarding geographical segments for the years ended 31 December 2008 and 31 December 2007.

	Australia		Fiji		United States		Eliminations		Consolidated	
	2008 \$'000	2007 \$'000	2008 \$'000	2007 \$'000	2008 \$'000	2007 \$'000	2008 \$'000	2007 \$'000	2008 \$'000	2007 \$'000
<b>Revenue</b>										
Sales to external customers	<b>58,745</b>	47,981	<b>2,714</b>	2,484	<b>11,186</b>	—	—	—	<b>72,645</b>	50,465
Other revenue from external customers	<b>1,139</b>	591	<b>18</b>	25	<b>1</b>	—	—	—	<b>1,158</b>	616
Inter-segment sales	<b>1,268</b>	—	<b>875</b>	1,089	—	—	<b>(2,143)</b>	(1,089)	—	—
Total segment revenue	<b>61,152</b>	48,572	<b>3,607</b>	3,598	<b>11,187</b>	—	<b>(2,143)</b>	(1,089)	<b>73,803</b>	51,081
<b>Other segment information</b>										
Segment assets	<b>73,390</b>	60,171	<b>2,838</b>	3,171	<b>20,279</b>	—	<b>(12,179)</b>	(231)	<b>84,328</b>	63,111
Investment in jointly controlled entities	<b>1,186</b>	1,366	—	—	<b>434</b>	—	—	—	<b>1,620</b>	1,366
Total assets	<b>74,576</b>	61,537	<b>2,838</b>	3,171	<b>20,713</b>	—	<b>(12,179)</b>	(231)	<b>85,948</b>	64,477
Capital expenditure	<b>3,490</b>	8,258	<b>102</b>	124	<b>3,765</b>	—	—	—	<b>7,357</b>	8,382

# Notes to the Financial Statements

FOR THE YEAR ENDED 31 DECEMBER 2008

	CONSOLIDATED		BUDERIM GINGER LIMITED	
	2008 \$'000	2007 \$'000	2008 \$'000	2007 \$'000
<b>6. REVENUES AND EXPENSES</b>				
<b>(a) Revenue</b>				
Sale of goods	72,645	50,465	29,450	29,474
Rental revenue	193	203	193	203
Finance revenue – short term cash deposit income	54	75	37	42
<b>Other revenue</b>				
Gain on disposal of property, plant and equipment	5	13	2	3
Management fees	—	—	79	87
Sundry income	310	300	95	266
Government grants	596	25	596	25
<b>Total other revenue</b>	<b>911</b>	<b>338</b>	<b>772</b>	<b>381</b>
Grant funds were received on a dollar for dollar basis, under the Commercial Ready Program, an Australian government initiative to assist companies undertaking research and development activities. Expenses incurred and revenue received under this grant have been reported in accordance with the Commercial Ready Grant COM04389 between Buderim Ginger Limited and the Commonwealth of Australia.				
<b>(b) Finance costs – Financial liability at amortised cost</b>				
Bill facility	1,826	822	1,065	550
Bank loans and overdraft	24	101	22	18
Finance charges - lease liability	30	38	27	37
<b>Total finance costs</b>	<b>1,880</b>	<b>961</b>	<b>1,114</b>	<b>605</b>
<b>(c) Depreciation and amortisation</b>				
Amortisation of non-current assets				
Plant and equipment under lease	75	87	65	77
Depreciation of non-current assets				
Plant and equipment	2,069	1,449	839	758
Buildings	399	354	281	276
	<b>2,468</b>	<b>1,803</b>	<b>1,120</b>	<b>1,034</b>
<b>Total depreciation and amortisation</b>	<b>2,543</b>	<b>1,890</b>	<b>1,185</b>	<b>1,111</b>
<b>(d) Lease payments and other expenses included in income statement</b>				
Minimum lease payments on operating leases	224	200	185	157
<b>(e) Employee benefits expense</b>				
Wages and salaries	9,955	10,072	5,819	5,523
Workers Compensation costs	376	355	222	266
Superannuation costs	828	730	463	455
Cost of redundancies and terminations	4	25	—	21
	<b>11,163</b>	<b>11,182</b>	<b>6,504</b>	<b>6,265</b>
<b>(f) Foreign currency expenses</b>				
Net foreign currency losses/(gains) realised	(4)	(9)	(36)	8
Net foreign exchange translation losses/(gains) unrealised	253	47	205	41
	<b>249</b>	<b>38</b>	<b>169</b>	<b>49</b>
<b>(g) Research and development costs</b>				
Research and development costs	69	18	69	18
<b>(h) Share based payments</b>				
Managing director employee incentive scheme	11	—	11	—



# Notes to the Financial Statements

FOR THE YEAR ENDED 31 DECEMBER 2008

	CONSOLIDATED		PARENT	
	2008 \$'000	2007 \$'000	2008 \$'000	2007 \$'000
<b>7. INCOME TAX</b>				
Major components of income tax expense for the years ended 31 December 2008 and 2007 are:				
<b>Income Statement</b>				
<i>Current income tax</i>				
Current income tax charge/(benefit)	<b>487</b>	168	<b>97</b>	79
Adjustments in respect of current income tax of previous years	<b>18</b>	25	<b>10</b>	—
<i>Deferred income tax</i>				
Relating to origination and reversal of temporary differences	<b>623</b>	(11)	<b>—</b>	(19)
	<b>1,128</b>	182	<b>107</b>	60
<b>Statement of Changes in Equity</b>				
<i>Deferred income tax related to items charged or credited directly to equity</i>				
Revaluation of land	—	(810)	—	(810)
Income tax reported in equity	—	(810)	—	(810)
A reconciliation of income tax expense/(benefit) applicable to accounting profit/(loss) before income tax at the statutory income tax rate, to income tax expense at the Group's effective income tax rate for the years ended 31 December 2008 and 2007 is as follows:				
Accounting profit/(loss) before minority interest	<b>3,187</b>	906	<b>488</b>	430
Minority interest	<b>(53)</b>	(53)	<b>—</b>	—
Accounting profit/(loss) before income tax	<b>3,134</b>	853	<b>488</b>	430
At the statutory income tax rate of 36.7%* (Parent: 30%) (2007: 30%)	<b>1,151</b>	256	<b>146</b>	129
Adjustments in respect on current income tax of previous years	<b>18</b>	(67)	<b>10</b>	—
Research and development deductions	<b>(52)</b>	(89)	<b>(52)</b>	(89)
Depreciation of buildings	<b>19</b>	19	<b>19</b>	19
Non-assessable income from foreign operations	<b>—</b>	(22)	<b>—</b>	—
Other	<b>(8)</b>	4	<b>(16)</b>	1
At effective income tax rate of 36% (Parent 22%) (2007: (21%) (Parent 14%))	<b>1,128</b>	182	<b>107</b>	60

\* This is a weighted average rate. A large portion of before tax profit was earned in the United States where the combined Federal and State tax rate is 38.53%.

At 31 December 2008, there is no recognised or unrecognised deferred income tax liability (2007: \$nil) for taxes that would be payable on the unremitted earnings of certain of the Group's subsidiaries or joint ventures, as the Group has no liability for additional taxation should such amounts be remitted.

# Notes to the Financial Statements

FOR THE YEAR ENDED 31 DECEMBER 2008

## 7. INCOME TAX (CONT)

### Tax consolidation

Buderim Ginger Limited and its wholly owned Australian resident subsidiaries are a tax consolidated group. All member of the tax consolidated group are taxed as a single entity from the date they enter the group. Members of the group apply the group allocation approach in determining the amount of current tax and deferred taxes recognised by members of the tax consolidation group. The head entity and other members of the tax consolidated group have entered into a tax sharing agreement. The agreement provides for the allocation of income tax liabilities between the entities should the head entity default on its tax payment obligations. No amounts have been recognised in the financial statements in respect of this agreement. At the balance date, the possibility of default is remote. The head entity of the tax consolidated group in Buderim Ginger Limited.

### Movement in deferred tax for the year in \$ thousands ended 31 December 2008

	CONSOLIDATED					PARENT				
	Revaluation of Land	Accelerated Depreciation	Employment Benefits	Future Losses to offset/Other	Consolidated Total	Revaluation of Land	Accelerated Depreciation	Employment Benefits	Future Losses to offset/Other	Parent Total
<i>Deferred tax liabilities</i>										
Opening Balance	(3,212)	(189)	–	(148)	(3,549)	(3,212)	(136)	–	(126)	(3,474)
Recognition in equity	–	–	–	–	–	–	–	–	–	–
Recognition in profit	–	(836)	–	(53)	(889)	–	(10)	–	(83)	(93)
<b>Closing balance</b>	<b>(3,212)</b>	<b>(1,025)</b>	<b>–</b>	<b>(201)</b>	<b>(4,438)</b>	<b>(3,212)</b>	<b>(146)</b>	<b>–</b>	<b>(209)</b>	<b>(3,567)</b>
<i>Deferred tax assets</i>										
Opening balance	–	–	431	244	675	–	–	380	214	594
Recognition in equity	–	–	111	(25)	86	–	–	–	–	–
Recognition in profit	–	–	–	–	–	–	–	28	(25)	3
<b>Closing balance</b>	<b>–</b>	<b>–</b>	<b>542</b>	<b>219</b>	<b>761</b>	<b>–</b>	<b>–</b>	<b>408</b>	<b>189</b>	<b>597</b>

### Movement in deferred tax for the year ended 31 December 2007

	CONSOLIDATED					PARENT				
	Revaluation of Land	Accelerated Depreciation	Employment Benefits	Future Losses to offset/Other	Consolidated Total	Revaluation of Land	Accelerated Depreciation	Employment Benefits	Future Losses to offset/Other	Parent Total
<i>Deferred tax liabilities</i>										
Opening Balance	(2,402)	(118)	–	(113)	(2,633)	(2,402)	(168)	–	(109)	(2,679)
Recognition in equity	(810)	–	–	–	–	(810)	–	–	–	–
Recognition in profit	–	(71)	–	(35)	(106)	–	32	–	(17)	15
<b>Closing balance</b>	<b>(3,212)</b>	<b>(189)</b>	<b>–</b>	<b>(148)</b>	<b>(3,549)</b>	<b>(3,212)</b>	<b>(136)</b>	<b>–</b>	<b>(126)</b>	<b>(3,474)</b>
<i>Deferred tax assets</i>										
Opening balance	–	–	425	308	733	–	–	373	412	785
Recognition in equity	–	–	–	–	–	–	–	–	–	–
Recognition in profit	–	–	6	(64)	–	–	–	7	(198)	(191)
<b>Closing balance</b>	<b>–</b>	<b>–</b>	<b>431</b>	<b>244</b>	<b>675</b>	<b>–</b>	<b>–</b>	<b>380</b>	<b>214</b>	<b>594</b>

# Notes to the Financial Statements

FOR THE YEAR ENDED 31 DECEMBER 2008

## 8. EARNINGS PER SHARE

Basic earnings per share amounts are calculated by dividing net profit for the year attributable to ordinary equity holders of the parent by the weighted average number of ordinary shares outstanding during the year.

As Buderim Ginger Limited does not have preference shares or other dilutive potential ordinary shares, the diluted earnings per share is the same as the basic earnings per share.

	CONSOLIDATED	
	2008	2007
The following reflects the income and share data used in the total operations basic earnings per share computations:		
Net profit/(loss) attributable to ordinary shareholders of parent (\$'000)	2,006	671
Basic earnings per share (cents per share)	6.52	2.34
Weighted average number of ordinary shares on issue used in the calculation of basic earnings per share.	30,744,881	28,655,832

There are no issued preference shares and therefore no adjustment to profit for the cost of equity. There have been no other transactions involving ordinary shares or potential ordinary shares since the reporting date and before the completion of these financial statements.

	CONSOLIDATED		PARENT	
	2008	2007	2008	2007
	\$'000	\$'000	\$'000	\$'000

## 9. DIVIDENDS PAID OR PROPOSED

Declared and paid during the year:

Previous year final

Final dividend for 2007 franked to 21%: 2 cents per share (paid 2008) (2006: nil cents per share)	573	—	573	—
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Dividend proposed for approval at AGM (not recognised as a liability as at 31 December):

Dividends on ordinary shares:

Final franked dividend for 2008: 2.5 cents per share (2007: 2 cents per share) *	981	573	981	573
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### (c) Franking credit balance

The amount of franking credits available for future reporting periods are:

– franking account balance as at the end of the financial year at 30% (2007: 30%)	—	157	—	157
– franking credits that will arise from the refund of income tax paid as at the end of the financial year	—	(7)	—	(7)
– franking debits that will arise from the payment of dividends proposed. *	—	(150)	—	(150)
	—	—	—	—

\*Subsequent to the end of the financial year, directors have declared a 2.5 cent dividend out of the profits of the year ended 31 December 2008. Dividends proposed will be unfranked. The dividend will include a 1 cent cash component and a 1.5 cent share issue.

	CONSOLIDATED		PARENT	
	2008	2007	2008	2007
	\$'000	\$'000	\$'000	\$'000

## 10. CASH AND CASH EQUIVALENTS

### Reconciliation of cash and cash equivalents

Cash balance comprises:

– cash on hand	2,163	1,031	33	505
– overdraft	(30)	(303)	(30)	—
Closing cash balance	2,133	728	3	505

Cash at bank earns interest at floating rates based on daily bank deposit rates.

Short-term deposits are made for varying periods of between one day and one month depending on the immediate cash requirements of the Group, and earn interest at the respective short-term deposit rates. There were no short-term deposits in use as at 31 December 2008.

The fair value of cash and cash equivalents is \$2,133,127 (2007: \$728,065)

# Notes to the Financial Statements

FOR THE YEAR ENDED 31 DECEMBER 2008

	CONSOLIDATED		PARENT	
	2008 \$'000	2007 \$'000	2008 \$'000	2007 \$'000
<b>10. CASH AND CASH EQUIVALENTS (CONT)</b>				
<b>Reconciliation of the operating profit/(loss) after tax to the net cash flows from operations</b>				
Net profit/(loss)	<b>2,059</b>	724	<b>381</b>	370
<b>Adjustments for:</b>				
Depreciation of non-current assets	<b>2,468</b>	1,803	<b>1,120</b>	1,034
Amortisation of non-current assets	<b>75</b>	87	<b>65</b>	77
Net (profit)/loss on disposal of property	<b>5</b>	(4)	<b>2</b>	3
Share of profit of jointly controlled entities	<b>(168)</b>	39	<b>(60)</b>	—
Discount on acquisition of business assets	<b>(2,050)</b>	—	<b>—</b>	—
Other	<b>(81)</b>	(7)	<b>9</b>	2
<b>Changes in assets and liabilities</b>				
(Increase)/decrease in trade receivables	<b>(5,324)</b>	381	<b>(1,096)</b>	49
(Increase)/decrease in inventory	<b>(4,107)</b>	(466)	<b>(2,233)</b>	40
(Increase)/decrease in deferred tax assets	<b>(86)</b>	58	<b>(3)</b>	191
(Increase)/decrease in prepayments and other receivables	<b>(314)</b>	(184)	<b>(7)</b>	(198)
(Decrease)/increase in trade and other creditors	<b>7,336</b>	133	<b>662</b>	236
(Decrease)/increase in tax provision	<b>297</b>	—	<b>(48)</b>	—
(Decrease)/increase in deferred income tax liability	<b>889</b>	106	<b>165</b>	(15)
(Decrease)/increase in employee benefits	<b>(36)</b>	(118)	<b>81</b>	14
Net cash flow from operating activities	<b>963</b>	2,552	<b>(962)</b>	1,803

## Disclosure of financing facilities

Refer to note 20.

## Disclosure of non-cash financing and investing activities

During the year, the Group funded insurance premiums of \$743,416 (2007: \$628,996) by way of a loan.

There has been no plant and equipment acquired by way of lease during 2008 or 2007.

	CONSOLIDATED		PARENT	
	2008 \$'000	2007 \$'000	2008 \$'000	2007 \$'000
<b>11. TRADE AND OTHER RECEIVABLES (CURRENT)</b>				
Trade receivables (i)	<b>13,800</b>	8,476	<b>5,204</b>	4,943
Deposits and other loans	<b>11</b>	12	<b>11</b>	12
Other receivables	<b>631</b>	665	<b>414</b>	311
	<b>14,442</b>	9,153	<b>5,629</b>	5,266
Related party receivables (ii)				
Jointly controlled entities	<b>389</b>	328	<b>389</b>	328
Controlled entities	<b>—</b>	—	<b>1,411</b>	636
Directors and director-related entities	<b>—</b>	64	<b>—</b>	—
	<b>389</b>	392	<b>1,800</b>	964
Carrying amount of trade and other receivables	<b>14,831</b>	9,545	<b>7,429</b>	6,230

- (i) Trade receivables are non-interest bearing and are generally on 30 -60 day terms. An allowance for doubtful debts is made when there is objective evidence that a trade receivable is impaired. The amount of an allowance is measured as the difference between the carrying amount of the trade receivables and the estimated future cash flows expected to be received from the relevant debtors. No allowance has been recognised as an expense for the current year as no evidence of a doubtful debt exists.

All receivables that are neither past due or impaired are with long standing clients who have a good credit history with the Group.

<b>Aging Analysis of "past due, not impaired" trade receivables:</b>	<b>CONSOLIDATED</b>	<b>PARENT</b>
Current - 60 days	12,346	4,120
61 - 90 days	1,131	1,056
> 90 days	323	28
Total	13,800	5,204

- (ii) For items and conditions relating to related party receivables refer to Notes 28 and 30.



# Notes to the Financial Statements

FOR THE YEAR ENDED 31 DECEMBER 2008

	Notes	CONSOLIDATED		PARENT	
		2008 \$'000	2007 \$'000	2008 \$'000	2007 \$'000
<b>12. INVENTORIES (CURRENT)</b>					
Raw materials (at cost)		<b>3,526</b>	2,086	<b>1,592</b>	1,213
Work-in-progress (at cost)		<b>4,173</b>	1,956	<b>1,449</b>	1,390
Finished goods (at cost)		<b>17,976</b>	10,763	<b>7,102</b>	5,307
		<b>25,675</b>	14,805	<b>10,143</b>	7,910
<b>13. OTHER CURRENT ASSETS</b>					
Loan to joint venture		<b>179</b>	207	<b>179</b>	207
Prepayments		<b>1,069</b>	469	<b>423</b>	380
		<b>1,248</b>	676	<b>602</b>	587
<b>14. RECEIVABLES (NON-CURRENT)</b>					
Other receivables		—	38	—	—
Loan to joint venture		—	214	—	214
Loan to controlled entities		—	—	<b>18,156</b>	7,826
		—	252	<b>18,156</b>	8,040

## 15. INVESTMENT IN CONTROLLED ENTITIES

Name		Country of incorporation	Percentage of equity interest held by the consolidated entity		Investment	
			2008 %	2007 %	2008 \$'000	2007 \$'000
Australian Golden Ginger Pty Ltd	(i)	Australia	<b>100</b>	100	—	—
Gingertown Pty Ltd	(i)	Australia	<b>100</b>	100	—	—
Buderim Ginger (Overseas) Holdings Pty Ltd	(i)	Australia	<b>100</b>	100	—	—
Buderim Baking Company Pty Ltd	(i)	Australian	<b>100</b>	80	<b>4,180</b>	4,180
Buderim Ginger America, Inc	(ii)	United States	<b>100</b>	100	—	—
Buderim Ginger (UK) Ltd	(iii)	United Kingdom	<b>100</b>	100	—	—
Frespac Ginger (Fiji) Ltd	(iii)	Fiji	<b>100</b>	100	—	—
Buderim Macadamias Pty Ltd	(i)	Australian	<b>100</b>	100	<b>6,528</b>	6,865
Buderim Macadamias of Hawaii, LLC	(iv)	United States	<b>100</b>	—	—	—
					<b>10,708</b>	11,045

- (i) Investments by Buderim Ginger Limited  
The deferred consideration included in the investment in Buderim Macadamias Pty Ltd t/a Agrimac Macadamias  
Has been reduced due to performance below forecast EBIT.
- (ii) Investment by Buderim Ginger (UK) Ltd.
- (iii) Investment by Buderim Ginger (Overseas) Holdings Pty Ltd.
- (iv) Investment by Buderim Ginger America, Inc

### Acquisition of controlled entity

Buderim Macadamias of Hawaii, LLC dba MacFarms of Hawaii was incorporated on 4 August 2008 as a 100% owned subsidiary of Buderim Ginger America, Inc. Business assets were acquired from MacFarms of Hawaii, LLC on 11 August 2008. Buderim Macadamias Pty Ltd, trading as Agrimac Macadamias, commenced operations on 2 January 2008, as a macadamia manufacturer and distributor of wholesale and retail macadamia products throughout the world. Deferred consideration included in the investment cost has been decreased based on EBIT achieved and forecast for 2009. Additionally, inventory values acquired have been amended to more closely reflect valuation methodologies required by accounting standards.

# Notes to the Financial Statements

FOR THE YEAR ENDED 31 DECEMBER 2008

## 16. INVESTMENTS ACCOUNTED FOR USING THE EQUITY METHOD

Name	Country of incorporation	Percentage of equity interest held by the entity		Investment Consolidated	
		2008 %	2007 %	2008 \$'000	2007 \$'000
Ginger Head Quarters Pty Ltd	(i)	Australia	50	1,186	1,126
Buderim Ginger America, LLC	(ii)	United States	50	434	240
				<b>1,620</b>	1,366

Name	Country of incorporation	Percentage of equity interest held by the entity		Investment Parent	
		2008 %	2007 %	2008 \$'000	2007 \$'000
Ginger Head Quarters Pty Ltd	(i)	Australia	50	1,186	1,126
				<b>1,186</b>	1,126

- (i) Buderim Ginger Limited has a 50% interest in jointly controlled entity Ginger Head Quarters Pty Ltd with DPG Enterprises Pty Ltd. The joint venture entity is involved in tourism activities with the Ginger Factory tourism complex at Yandina.
- (ii) The subsidiary, Buderim Ginger America, Inc has a 50% interest in jointly controlled entity Buderim Ginger America, LLC with Greater Pacific Foods, LLC trading as Pan Pacific Foods. The joint venture entity is involved in the distribution of confectionery ginger and other ginger-based products.

The reporting date of both entities is the same as Buderim Ginger Limited. There were no impairment losses, capital commitments or contingent liabilities relating to either investment in these jointly controlled entities.

The following table illustrates summarised information of the investment in Ginger Head Quarters Pty Ltd.

	CONSOLIDATED	
	2008 \$'000	2007 \$'000
<i>Share of jointly controlled entities' balance sheet:</i>		
Current assets	68	73
Non-current assets	1,228	1,283
Current liabilities	(136)	(151)
Non-current liabilities	—	(107)
Net assets	1,160	1,098
<i>Share of jointly controlled entities' revenues and profit:</i>		
Revenue	343	188
Expenses	(283)	(188)
Profit before income tax	60	—
Income tax expense	—	—
Profit after income tax	60	—
<i>Reconciliation of movement in investment</i>		
Opening balance	1,126	1,126
Profit/(loss) after tax	60	—
Closing balance	1,186	1,126

The following table illustrates summarised information of the investment in Buderim Ginger America, LLC.

<i>Share of jointly controlled entities' balance sheet:</i>		
Current assets	1,382	630
Non-current assets	—	—
Current liabilities	(609)	(427)
Non-current liabilities	—	(1)
Net assets	773	202
<i>Share of jointly controlled entities' revenue and profit:</i>		
Revenue	1,729	1,427
Expenses	(1,613)	(1,462)
Profit/(loss) before income tax	116	(35)
Income tax expense	(8)	(5)
Profit (loss) after income tax	108	(40)
<i>Reconciliation of movement in investment</i>		
Opening balance	240	310
Profit/(loss) after tax	108	(40)
Exchange on translation	86	(30)
Closing balance	434	240

# Notes to the Financial Statements

FOR THE YEAR ENDED 31 DECEMBER 2008

	CONSOLIDATED		PARENT	
	2008 \$'000	2007 \$'000	2008 \$'000	2007 \$'000
<b>17. PROPERTY, PLANT AND EQUIPMENT</b>				
<i>Land</i>				
Leasehold land at fair value	112	99	—	—
Freehold land at fair value	11,400	11,400	11,000	11,000
<b>Total land</b>	<b>11,512</b>	<b>11,499</b>	<b>11,000</b>	<b>11,000</b>
<i>Buildings on leasehold land</i>				
At cost	1,544	1,298	—	—
Accumulated depreciation	(718)	(558)	—	—
	<b>826</b>	<b>740</b>	<b>—</b>	<b>—</b>
<i>Buildings on freehold land</i>				
At cost	10,108	9,862	8,508	8,262
Accumulated depreciation	(4,512)	(4,199)	(4,480)	(4,199)
	<b>5,596</b>	<b>5,663</b>	<b>4,028</b>	<b>4,063</b>
<b>Total land and buildings</b>	<b>17,934</b>	<b>17,902</b>	<b>15,028</b>	<b>15,063</b>
<i>Plant and equipment</i>				
At cost	27,788	22,066	14,066	12,367
Accumulated depreciation	(13,298)	(11,520)	(9,184)	(8,355)
	<b>14,490</b>	<b>10,546</b>	<b>4,882</b>	<b>4,012</b>
<i>Plant and equipment under lease</i>				
At cost	573	807	537	771
Accumulated amortisation	(251)	(294)	(224)	(275)
	<b>322</b>	<b>513</b>	<b>313</b>	<b>496</b>
<b>Total plant and equipment</b>	<b>14,811</b>	<b>11,059</b>	<b>5,195</b>	<b>4,508</b>
Capital works in progress at cost	2,083	1,490	1,155	1,185
<b>Total property, plant and equipment</b>				
Fair value	11,512	11,499	11,000	11,000
Cost	40,013	34,033	23,111	21,400
	<b>53,608</b>	<b>47,022</b>	<b>35,266</b>	<b>33,585</b>
Accumulated depreciation and amortisation	(18,780)	(16,571)	(13,889)	(12,829)
<b>Total written down amount</b>	<b>34,828</b>	<b>30,451</b>	<b>21,377</b>	<b>20,756</b>

## (a) Assets pledged as security

Rabobank Australia Limited holds a registered equitable mortgage over the Group's assets. The terms of this first mortgage preclude the assets being sold or being used as security for further mortgages without the permission of the first mortgage holder. The mortgage also requires buildings that form part of the security to be fully insured at all times. Included in the balance of plant and equipment are assets under lease, which are pledged as security for the associated lease liability to Westpac Banking Corporation. The book value of plant and equipment under lease amounts to \$321,486 (2007: \$513,164).

## (b) Valuations

The Group's tri-annual valuation of property, plant and equipment was undertaken as at 30 June 2007. Based on the valuation conducted by Colliers International, Directors increased the carrying value of the Yandina land to \$1.1m resulting in a revaluation increment of \$2.7m in 2007. (The original cost of the land was \$295,000. Subsequent Directors' valuations resulted in incremental values of \$655k in June 1997, \$820k in June 2004, \$6.53m in June 2006 and \$2.7m in June 2007.)

Buildings and plant and equipment of the parent entity were valued by Colliers International, registered valuers at \$15,899,200 on the basis of Market Value for Existing Use. The valuation of Yandina property, plant and equipment for insurance purposes/reinstatement with new value was at \$48,753,500. Plant and equipment of Frespac Ginger (Fiji) Ltd were valued by CB Richard Ellis, registered valuers at \$1,375,630 on the basis of Market Value for Existing Use. Valuation for insurance purposes/reinstatement with new value was at \$3,630,740. Land and buildings owned by Frespac Ginger (Fiji) Ltd were valued by Rolle Associates at \$2,101,830. Plant and equipment of Buderim Baking Company Pty Ltd were valued by Valuations & Appraisal Services Australiasia, registered valuers at \$5,900,570 on the basis of Market Value for Existing Use. Valuation for insurance purposes/reinstatement with new value was at \$2,349,540. Market valuations for Existing Use are estimates of the amounts for which the assets could be exchanged between a knowledgeable willing buyer and a knowledgeable willing seller in an arm's length transaction at the valuation date.

American Appraisals were engaged to value the plant and equipment of MacFarms of Hawaii to assist Directors with the allocation of the purchase price for financial reporting purposes according to international financial reporting standards. Accordingly, plant and equipment were brought to account at a value of \$2,641,900 USD (\$3,765,000 AUD).

In determining the fair value of plant and equipment assets, three approaches were considered, being the income approach, the cost approach and the sales comparison approach. The income approach was deemed inappropriate for the valuation of assets. The cost approach, more commonly known as the depreciated replacement cost method was used for assets in which there was only a limited amount of second hand sales data available. For assets for which the second hand market was fluid with ready access to sales of similar assets the sales comparison method was adopted. Each of the methods used gave consideration to physical deterioration, functional and economic obsolescence.

# Notes to the Financial Statements

FOR THE YEAR ENDED 31 DECEMBER 2008

## 17. PROPERTY, PLANT AND EQUIPMENT (CONT)

In determining the insurance replacement value of the individual assets replacement cost estimates were obtained from suppliers where possible. Project cost breakdowns were also considered and adopted. For those assets where supplier comment was not available reference was made to recognised cost journals and other known similar projects where applicable. Valuations were prepared on the basis that all assets were valued on the assumption of continuing business enterprises at various locations, and were taken to be in a sound working order capable of profitable undertaking unless otherwise stated.

In determining the property valuation, the specialised nature of the various enterprises and industries in which they operate, were taken into account. Consideration was given to the market value (for mortgage security purposes) that a willing buyer would ascribe to site improvements and/or the development value of the property. In assessing the market value the direct comparison approach, analysed on a rate per square metre of the site is utilised. In assessing fair value for existing use, the depreciated replacement cost approach is utilised, being the current cost of replacement of an asset (providing a similar level of utility) less deductions for physical deterioration and all relevant forms of obsolescence and optimisation.

	CONSOLIDATED		PARENT	
	2008	2007	2008	2007
	\$'000	\$'000	\$'000	\$'000
<b>(c) Reconciliations</b>				
Reconciliations of the carrying amounts of property, plant and equipment at the beginning and end of the current and previous financial year.				
<i>Leasehold land</i>				
Carrying amount at beginning	99	102	—	—
Net foreign currency movements	13	(3)	—	—
	112	99	—	—
<i>Freehold land</i>				
Carrying amount at beginning	11,400	8,300	—	8,300
Land acquired in business combination	—	400	—	—
Revaluation	—	2,700	—	2,700
	11,400	11,400	—	11,000
<i>Buildings on Leasehold land</i>				
Carrying amount at beginning	740	817	—	—
Transfers	74	31	—	—
Net foreign currency movements	98	(30)	—	—
Depreciation expense	(86)	(78)	—	—
	826	740	—	—
<i>Buildings on freehold land</i>				
Carrying amount at beginning	5,663	4,292	4,063	4,292
Transfers	246	47	246	47
Buildings acquired in business combination	—	1,600	—	—
Depreciation expense	(313)	(276)	(281)	(276)
	5,596	5,663	4,028	4,063
<i>Plant and equipment</i>				
Carrying amount at beginning	10,546	8,172	4,012	4,339
Additions	16	1,402	1,711	438
Plant acquired in business combination	3,765	2,508	—	—
Transfers	2,664	—	—	—
Disposals	(486)	(71)	(3)	(7)
Net foreign currency movements	54	(16)	—	—
Depreciation expense	(2,069)	(1,449)	(839)	(758)
	14,490	10,546	4,882	4,012
<i>Plant and equipment under lease</i>				
Carrying amount at beginning	513	600	496	573
Additions	(117)	—	(117)	—
Transfers	—	—	—	—
Amortisation expense	(75)	(87)	(65)	(77)
	321	513	313	496
<i>Capital Works in progress at cost</i>				
Carrying amount at beginning	1,490	1,413	1,185	628
Additions	(2,867)	1,557	(1,840)	1,042
Transfers	3,460	(1,480)	1,810	(485)
	2,083	1,490	1,155	1,185



# Notes to the Financial Statements

FOR THE YEAR ENDED 31 DECEMBER 2008

	CONSOLIDATED				PARENT		
	Goodwill \$'000	Brand Value \$'000	Trade marks \$'000	Total \$'000	Goodwill \$'000	Trade marks \$'000	Total \$'000
<b>18. INTANGIBLE ASSETS AND GOODWILL</b>							
<b>At 1 January 2008</b>							
Cost (gross carrying amount)	4,968	480	214	<b>5,662</b>	218	213	<b>431</b>
Accumulated amortisation and impairment (e)	(59)	—	(76)	<b>(135)</b>	—	(76)	<b>(76)</b>
Net carrying amount	4,909	480	138	<b>5,527</b>	218	137	<b>355</b>
<b>Year ended 31 December 2008</b>							
At 1 January 2008, net of accumulated amortisation	4,909	480	138	<b>5,527</b>	218	137	<b>355</b>
Additions	—	—	1	<b>1</b>	—	—	—
Sale of Aldente business assets (b)	(83)	(480)	—	<b>(563)</b>	—	—	—
Movement associated with purchase of OEI	(100)	—	—	<b>(100)</b>	—	—	—
Increase in Agrimac goodwill associated with accounting and tax treatments (c)	153	—	—	<b>153</b>	—	—	—
Decrease in Agrimac goodwill associated with decline in EBIT performance (c)	(336)	—	—	<b>(336)</b>	—	—	—
Foreign exchange movement / other	18	—	—	<b>18</b>	—	—	—
At 31 December 2008, net of accumulated amortization	4,561	—	139	<b>4,700</b>	218	137	<b>355</b>
<b>At 31 December 2008</b>							
Cost (gross carrying amount)	4,620	—	215	<b>4,835</b>	218	213	<b>431</b>
Accumulated amortisation and impairment (e)	(59)	—	(76)	<b>(135)</b>	—	(76)	<b>(76)</b>
Net carrying amount	4,561	—	139	<b>4,700</b>	218	137	<b>355</b>

- (a) The acquisition of business assets within the macadamia segment on 11 August 2008, resulted in a discount on acquisition of \$2.05m after consideration of acquisition costs directly attributable to the business combination such as accounting, legal and valuation fees, stamp duty and other transactional costs. Hence there was no addition to intangible assets on acquisition of the MacFarm business assets.
- (b) The sale of the Aldente business within the baking segment simultaneously with the purchase of the outside equity interest in the baking segment resulted in a reduction of goodwill and brand values.
- (c) Decreases in goodwill on the Agrimac business resulted from an amendment to the deferred consideration for this business based on actual EBIT performance for 2008 and projected performance for 2009. Additionally, the valuation methodology used on acquired inventory was revised to more closely reflect accounting standard requirements.
- (d) Trademark additions are capitalised at cost. Their useful lives have been assessed as indefinite. Impairment testing is undertaken where an indicator of impairment arises, or annually.
- (e) No impairment loss was recognised for continuing operations in the 2007 and 2008 financial year.

# Notes to the Financial Statements

FOR THE YEAR ENDED 31 DECEMBER 2008

	CONSOLIDATED				PARENT		
	Goodwill \$'000	Brand Value \$'000	Trade marks \$'000	Total \$'000	Goodwill \$'000	Trade marks \$'000	Total \$'000
<b>18. INTANGIBLE ASSETS AND GOODWILL (CONT)</b>							
<b>At 1 January 2007</b>							
Cost (gross carrying amount)	2,618	480	214	<b>3,312</b>	218	213	<b>431</b>
Accumulated amortization and impairment	(59)	—	(76)	<b>(135)</b>	—	(76)	<b>(76)</b>
Net carrying amount	2,559	480	138	<b>3,177</b>	218	137	<b>355</b>
<b>Year ended 31 December 2007</b>							
At 1 January 2007, net of accumulated amortization	2,559	480	138	<b>3,177</b>	218	137	<b>355</b>
Additions	2,357	—	—	<b>2,357</b>	—	—	<b>—</b>
Foreign exchange movement / other	(7)	—	—	<b>(7)</b>	—	—	<b>—</b>
At 31 December 2007, net of accumulated amortisation	4,909	480	138	<b>5,527</b>	218	137	<b>355</b>
<b>At 31 December 2007</b>							
Cost (gross carrying amount)	4,968	480	214	<b>5,662</b>	218	213	<b>431</b>
Accumulated amortisation and impairment	(59)	—	(76)	<b>(135)</b>	—	(76)	<b>(76)</b>
Net carrying amount	4,909	480	138	<b>5,527</b>	218	137	<b>355</b>

	CONSOLIDATED		PARENT	
	2008 \$'000	2007 \$'000	2008 \$'000	2007 \$'000
<b>19. TRADE AND OTHER PAYABLES</b>				
<b>CURRENT</b>				
Trade payables (i)	<b>8,614</b>	3,574	<b>2,997</b>	2,324
Other payables (i)	<b>5,146</b>	3,135	<b>2,077</b>	2,152
Interest payable (ii)	<b>60</b>	4	<b>60</b>	4
Deferred purchase consideration	<b>1,061</b>	605	<b>1,061</b>	605
	<b>14,881</b>	7,318	<b>6,195</b>	5,085
Related party payables (iii)				
Joint venture entities	<b>100</b>	88	<b>100</b>	88
	<b>100</b>	88	<b>100</b>	88
Carrying amount of trade and other payables	<b>14,981</b>	7,406	<b>6,295</b>	5,173
<b>NON-CURRENT</b>				
Deferred purchase consideration	—	1,597	—	—
Controlled entity	—	—	<b>699</b>	231
	—	1,597	<b>699</b>	1,828

(i) Trade and other payables are non-interest bearing and are normally settled on 30 - 45day terms. The net of GST payable and GST receivable is remitted to the appropriate tax body on a monthly basis, except for Buderim Baking Company Pty Ltd who remits the net GST payable on a quarterly basis.

(ii) Interest payable is normally settled monthly throughout the financial year.

(iii) For terms and conditions relating to related parties refer to note 28 and note 30.

Information regarding the effective interest rate and credit risk of current payables is set out in note 20.

As at 31 December 2008, the parent entity had received grant funds to the value of \$503,197 for which corresponding research and development activities have been committed to.

# Notes to the Financial Statements

FOR THE YEAR ENDED 31 DECEMBER 2008

	Effective Interest rate %	Maturity	CONSOLIDATED		PARENT	
			2008 \$'000	2007 \$'000	2008 \$'000	2007 \$'000
<b>20. INTEREST-BEARING LOANS AND BORROWINGS</b>						
<b>CURRENT</b>						
<i>Secured</i>						
Lease liability (i)	7.77	2010	<b>285</b>	179	<b>278</b>	170
Bank overdraft			<b>30</b>	303	<b>30</b>	—
Bank bill facility (ii)	5.69	rolling	<b>11,850</b>	8,550	<b>11,850</b>	8,550
Bank loans (iii)						
- Frespac Ginger (Fiji) Pty Ltd	11.49	2011	<b>8</b>	7	—	—
- Buderim Baking Company Pty Ltd	8.00	2011	<b>130</b>	59	—	—
- Buderim Ginger Limited	7.83	2009	<b>245</b>	240	<b>245</b>	240
			<b>12,548</b>	9,338	<b>12,403</b>	8,960
<b>NON-CURRENT</b>						
<i>Secured</i>						
Lease liability (i)	7.77	2010	<b>4</b>	288	—	—
Bank bill facility (ii)	5.69	rolling	<b>16,620</b>	11,145	<b>16,620</b>	11,145
Bank loans (iii)						
- Frespac Ginger (Fiji) Pty Ltd	11.49	2011	<b>17</b>	22	—	—
- Buderim Baking Company Pty Ltd	8.00	2011	<b>106</b>	169	—	—
- Buderim Ginger Limited	7.83	2009	—	—	—	10
			<b>16,747</b>	11,634	<b>16,620</b>	11,433

## Fair Value Disclosures

Details of the fair value of the Group's interest bearing liabilities are set out in note 23.

### (i) Lease liability

The lease liabilities are secured by a charge over the leased assets. The average interest rate on leases in 2008 is 7.77% (2007: 7.61%).

### (ii) Bank overdraft and bill facilities

The bank overdrafts and bill finance facilities are secured by a registered equitable mortgage over the company's assets. The effective interest rate on the AUD bill facilities is currently 5.69 % (2007: 8.07%). The interest rate on Frespac Ginger (Fiji) Pty Ltd overdraft facility is 9.49% (2007: 11.99%). The overdraft interest rate paid by the parent is 10.26% (2007: 10.60%).

### (iii) Bank loans

Bank loans are secured over the plant and equipment of the subsidiaries subject to the loan. Frespac Ginger (Fiji) Limited loan facilities are at an average interest rate of 11.49% (2007: 11.49%) and are supported by a guarantee from the parent entity. Buderim Baking Company Pty Ltd loans are at an average interest rate of 8.00%. (2007: 8.00%) Buderim Ginger Limited's loans are at an average interest rate of 7.83% (2007: 7.83%) and are secured over the plant and equipment subject to the loans.

## Working Capital Facility

The working capital facility provided by Rabobank Australia Limited includes a long term amortising/multi-option component, \$11,068,895 (2007: \$543,929) of which is held in overseas currency loans at balance date as part of the company's hedge management strategy, combined with working capital requirements for its Hawaiian macadamia processing facility. The amortising facility reduced by the repayment amount of \$750,000 during the reporting period. The working capital facility is on 30 – 90 rollover terms with variable interest rates linked to BBSY rates.

# Notes to the Financial Statements

FOR THE YEAR ENDED 31 DECEMBER 2008

	Notes	CONSOLIDATED		PARENT	
		2008 \$'000	2007 \$'000	2008 \$'000	2007 \$'000
20. INTEREST-BEARING LOANS AND BORROWINGS (CONT)					
Financing facilities available					
Financiers					
Rabobank Australia Limited are the company's principal financiers, whilst Westpac Banking Corporation supply retail banking facilities such as overdraft dividend, share purchase plan accounts, internet and deskbank, to group entities.					
At reporting date, the following financial facilities had been negotiated and were available:					
Total facilities					
- bank overdraft		900	850	450	450
- working capital facility		32,600	22,600	32,600	22,600
- bank loans		300	518	108	250
Facilities used at reporting date					
- bank overdraft		30	303	30	—
- working capital facility		28,470	19,695	28,470	19,695
- bank loans		300	518	108	250
Facilities unused at reporting date					
- bank overdraft		870	547	420	450
- working capital facility		4,130	2,905	4,130	2,905
Bank Guarantee Facility					
Rabobank Australia Limited provides for the issue of a \$1million guarantee(s) in favour of the consolidated entity's nominated banks in Australia and Fiji in connection with overdraft and transactional facilities.					
21. PROVISIONS					
CURRENT					
Employee benefits	25	732	649	623	559
		732	649	623	559
NON-CURRENT					
Employee benefits	25	129	136	74	106
		129	136	74	106
		861	785	697	665
(a) Movement in employee benefit provisions					
At 1 January		785	739	665	628
Arising during the year		311	181	85	77
Utilised		(235)	(135)	(53)	(40)
At 31 December		861	785	697	665
(b) Movement in restructuring provisions					
At 1 January		—	111	—	111
Redundancy payments		—	(41)	—	(41)
Contract amendments		—	(70)	—	(70)
At 31 December		—	—	—	—

## (c) Nature of Provisions

### Provision for Employee Benefits

Provisions have been recognised for employee entitlements relating to short and long term long service leave. In calculating the present value of future cashflows in respect of long service leave, the probability of long service leave being taken is based on historical data. The measurement and recognition criteria relating to employee benefits has been included in Note 1 to this report.



# Notes to the Financial Statements

FOR THE YEAR ENDED 31 DECEMBER 2008

	CONSOLIDATED		PARENT	
	2008 \$'000	2007 \$'000	2008 \$'000	2007 \$'000
<b>22. CONTRIBUTED EQUITY AND RESERVES</b>				
Issued and paid up capital				
39,253,315 ordinary shares fully paid (2007: 28,655,832)	<b>22,259</b>	17,472	<b>22,259</b>	17,472

Ordinary shares participate in dividends and the proceeds on winding up of the parent entity in proportion to the number of shares held. At the shareholders' meeting each ordinary share is entitled to one vote when a poll is called, otherwise each shareholder has one vote on a show of hands.

	2008		2007	
	Number of shares	\$'000	Number of shares	\$'000
<b>Movements in ordinary shares on issue</b>				
Beginning of the financial year	<b>28,655,832</b>	<b>17,472</b>	28,655,832	17,472
Issued during the year				
- managing director incentive scheme (i)	<b>20,000</b>	<b>11</b>	—	—
- dividend reinvestment scheme (ii)	<b>355,249</b>	<b>174</b>	—	—
- share purchase plan (iii)	<b>1,587,951</b>	<b>712</b>	—	—
- share placement program (iv)	<b>7,033,556</b>	<b>3,154</b>	—	—
- acquisition of MacFarm business assets (v)	<b>1,600,727</b>	<b>736</b>	—	—
End of the financial year	<b>39,253,315</b>	<b>22,259</b>	28,655,832	17,472

(i) On 23 April 2008, 20,000 ordinary shares were issued at a value of \$0.5250 per share fully paid under the terms of the Managing Director's employee incentive scheme.

(ii) On 16 May 2008, 355,249 ordinary shares were issued at a value of \$0.4899 per share fully paid under the company's dividend reinvestment plan.

(iii) On 20 August 2008, 1,587,951 ordinary shares were issued at a value of \$0.4485 per share under the company's share purchase plan.

(iv) Between 7th and 10th November, 2008 a total of 7,033,556 ordinary shares were issued at a value of \$0.4485 per share under a share placement program.

(v) On 7 November 2008, 1,600,727 ordinary shares were issued at a value of \$0.4597 per share as part payment for the MacFarm business combination.

All shares issued during the period rank equally with all other ordinary shares

	CONSOLIDATED				PARENT		
	Asset Revaluation	Foreign Currency Translation	Cash Flow Hedges	Total	Asset Revaluation	Cash Flow Hedges	Total
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
<b>Reserves</b>							
<b>As at 1 January 2007</b>	4,948	106	(6)	<b>5,048</b>	4,948	(5)	<b>4,943</b>
Net gain on cash flow hedges	-	-	128	<b>128</b>	-	128	<b>128</b>
Net increase in asset revaluation	2,700	-	-	<b>2,700</b>	2,700	-	<b>2,700</b>
Net tax effect of asset revaluation reserve	(810)	-	-	<b>(810)</b>	(810)	-	<b>(810)</b>
Currency translation differences	-	(196)	-	<b>(196)</b>	-	-	<b>-</b>
<b>As at 31 December 2007</b>	6,838	(90)	122	<b>6,870</b>	6,838	123	<b>6,961</b>
Net gain on cash flow hedges	-	-	(116)	<b>(116)</b>	-	(116)	<b>(116)</b>
Currency translation differences	-	454	-	<b>454</b>	-	-	<b>-</b>
<b>As at 31 December 2008</b>	6,838	364	6	<b>7,208</b>	6,838	7	<b>6,845</b>

## Nature and purpose of reserve

### Asset Revaluation

The asset revaluation reserve is used to record increments and decrements in the fair value of non-current assets. The reserve can only be used to pay dividends in limited circumstances.

### Foreign currency translation

The foreign currency translation reserve is used to record exchange differences arising from the translation of the financial statements of foreign subsidiaries.

### Cash flow hedge

This reserve records the portion of the gain or loss on a hedging instrument in a cash flow hedge that is determined to be an effective hedge.

# Notes to the Financial Statements

FOR THE YEAR ENDED 31 DECEMBER 2008

## 23. FAIR VALUE AND MARKET RISKS

### Fair values

The aggregate net fair values of financial assets and financial liabilities, both recognised and unrecognised, at the balance date, have been reviewed. Buderim Ginger Limited does not have any financial instruments that differ materially from carrying values. The carrying amount is the same as the fair value because of their short-term to maturity for all financial assets and liabilities.

The fair value of derivative items has been assessed and determined to be the same as carrying values, except for one fair value hedge discussed below.

### (a) Interest rate risk

The following table sets out the carrying amount, by maturity, of the financial instruments that are exposed to interest rate risk:

Year ended 31 December 2008	<1 year \$'000	>1-<2 years \$'000	>2-<3 years \$'000	>3-<4 years \$'000	>4-<5 years \$'000	>5 years \$'000	Total \$'000
<b>CONSOLIDATED</b>							
<i>Fixed rate</i>							
Bill facility	1,500	—	—	—	—	—	<b>1,500</b>
Obligations under finance leases	285	4	—	—	—	—	<b>285</b>
Frespac Ginger (Fiji) Pty Ltd bank loans	8	8	9	—	—	—	<b>25</b>
Buderim Baking Company bank loans	130	69	37	—	—	—	<b>236</b>
Buderim Ginger Limited bank loans	245	—	—	—	—	—	<b>245</b>
<i>Floating rate</i>							
Cash assets	2,133	—	—	—	—	—	<b>2,133</b>
Bill facility	26,970	—	—	—	—	—	<b>26,970</b>
<b>PARENT</b>							
<i>Fixed rate</i>							
Bill facility	1,500	—	—	—	—	—	<b>1,500</b>
Obligations under finance leases	278	—	—	—	—	—	<b>278</b>
Buderim Ginger Limited bank loans	245	—	—	—	—	—	<b>245</b>
<i>Floating rate</i>							
Cash assets	3	—	—	—	—	—	<b>3</b>
Bill facility	26,970	—	—	—	—	—	<b>26,970</b>

Refer to note 20 for disclosure on effective interest rates.

### Summarised Sensitivity Analysis as at 31 December 2008

	Interest Rate Risk				Foreign Exchange Risk			
	-1%		+1%		-10%		+10%	
	Profit \$'000	Equity \$'000	Profit \$'000	Equity \$'000	Profit \$'000	Equity \$'000	Profit \$'000	Equity \$'000
<i>Financial assets</i>								
Cash and cash equivalents					(6)	(6)	5	5
Accounts Receivables					(13)	(13)	11	11
<i>Financial Liabilities</i>								
Derivatives – cash flow hedges						(467)		382
Borrowings	285	285	(285)	(285)	(1,230)	(1,230)	1,230	1,230
Total increase/(decrease)	285	285	(285)	(285)	(1,249)	(1,715)	1,246	1,628

This analysis assumes that all other variables remain constant.

# Notes to the Financial Statements

FOR THE YEAR ENDED 31 DECEMBER 2008

## 23. FAIR VALUE AND INTEREST RATE RISK (CONT)

Summarised Sensitivity Analysis as at 31 December 2007

	Interest Rate Risk				Foreign Exchange Risk			
	-1%	+1%	-10%	+10%				
	Profit \$'000	Equity \$'000	Profit \$'000	Equity \$'000	Profit \$'000	Equity \$'000	Profit \$'000	Equity \$'000
<i>Financial assets</i>								
Cash and cash equivalents					1	1	(1)	(1)
<i>Financial Liabilities</i>								
Derivatives – cash flow hedges						(297)		243
Borrowings	192	192	(192)	(192)	(55)	(55)	45	45
Total increase/(decrease)	192	192	(192)	(192)	(54)	(352)	45	288

This analysis assumes that all other variables remain constant.

Year ended 31 December 2007	<1 year \$'000	>1-<2 years \$'000	>2-<3 years \$'000	>3-<4 years \$'000	>4-<5 years \$'000	>5 years \$'000	Total \$'000
<b>CONSOLIDATED</b>							
<i>Fixed rate</i>							
Bill facility	2,500	—	—	—	—	—	<b>2,500</b>
Obligations under finance leases	179	284	4	—	—	—	<b>467</b>
Frespac Ginger (Fiji) Pty Ltd bank loans	7	7	8	7	—	—	<b>29</b>
Buderim Baking Company bank loans	59	64	69	36	—	—	<b>228</b>
Buderim Ginger Limited bank loans	240	10	—	—	—	—	<b>250</b>
<i>Floating rate</i>							
Cash assets	728	—	—	—	—	—	<b>728</b>
Bill facility	17,195	—	—	—	—	—	<b>17,195</b>

<b>PARENT</b>							
<i>Fixed rate</i>							
Bill facility	2,500	—	—	—	—	—	<b>2,500</b>
Obligations under finance leases	170	278	—	—	—	—	<b>448</b>
Buderim Ginger Limited bank loans	240	10	—	—	—	—	<b>250</b>
<i>Floating rate</i>							
Cash assets	505	—	—	—	—	—	<b>505</b>
Bill facility	17,195	—	—	—	—	—	<b>17,195</b>

Interest on financial instruments classified as floating rate is repriced at intervals of less than one year. Interest on financial instruments classified as fixed rate is fixed until the maturity of the instrument.

The other financial instruments of the Group and Parent that are not included in the above tables are non-interest bearing and are therefore not subject to interest rate risk.

### (b) Hedging risk

#### Cash flow hedges – foreign currency

At 31 December 2008, the Group held foreign exchange contracts designated as hedges of expected future sales to customers in the United Kingdom with varying maturity dates up to 30 July 2009. The average AUD/GBP exchange rate of these contracts is \$0.4332 (2007: \$0.4117) with an AUD equivalent of \$2,679,000 (2007: \$1,873,006). At 31 December 2008, the Group held foreign exchange contracts designated as hedges of expected future sales to customers in the United States of America with varying maturity dates up to 15 June 2009. The average AUD/USD exchange rate of these contracts is \$0.7765 (2007: \$0.8650) with an AUD equivalent of \$1,477,462 (2007: \$1,030,274). At 31 December 2008, the Group held foreign exchange contracts designated as hedges of expected future sales to customers in Europe with varying maturity dates up to 13 March 2009. The average AUD/EUR exchange rate of these contracts is \$0.5948 with an AUD equivalent of \$141,216 (2007: \$Nil).

At 31 December 2008, the Group held no foreign exchange contracts designated as hedges of future purchases from overseas suppliers. The average AUD/USD exchange rate on such contracts in 2007 was \$0.9022 with an AUD equivalent of \$230,000.

The terms of all foreign exchange contracts have been negotiated to match the terms of the commitments.

# Notes to the Financial Statements

FOR THE YEAR ENDED 31 DECEMBER 2008

## 23. FAIR VALUE AND INTEREST RATE RISK (CONT)

### Cash flow hedge – interest rate swaps

At 31 December 2008, the Group had one interest rate swap agreements in place aggregating to a notional value of \$1,500,000 (2007: \$2,500,000). The interest rate swap arrangement grants the Group the right to receive interest at a variable rate equal to the ABBSY on the notional amount and pay interest at a fixed rate of 6.66% (2007: 6.66%).

The swaps are being used to hedge exposures to changes in the fair value of a portion of the Group's bill facilities. The bill facilities and the interest rate swaps have the same critical terms.

### Hedge on investments in foreign entities

Included in the bill facility at 31 December 2008, are borrowings of USD \$7,738,209 (AUD \$11,027,802) and GBP 20,000 (AUD \$41,093). These loans are being used to reduce the exposure to foreign exchange risk and to support the MacFarms business combination and on-going working capital requirements in the local currency. Exchange differences at balance date have been brought to account in the income statement.

	CONSOLIDATED		PARENT	
	2008 \$'000	2007 \$'000	2008 \$'000	2007 \$'000

## 24. COMMITMENTS AND CONTINGENCIES

### Operating lease commitments – Group as lessee

The Group has entered into commercial leases on certain motor vehicles and office space where it is not in the best interest of the Group to purchase these assets.

These leases have an average life of 3 years. Future minimum rentals payable under non-cancellable operating leases as at 31 December 2008 are as follows:

Within one year	212	176	201	155
After one year and not more than five years	210	186	183	170
	422	362	384	325

### Finance lease commitments – Group as lessee

The Group has finance leases and hire purchase contracts for various items of plant and machinery. These leases have both renewal or purchase options at the end of the lease terms. Renewals are at the option of the specific entity that holds the lease. Future minimum lease payments under finance leases are as follows;

	2008		2007	
	Minimum lease payments	Present value of lease payments	Minimum lease payments	Present value of lease payments
	\$'000	\$'000	\$'000	\$'000
<b>CONSOLIDATED</b>				
Within one year	302	289	207	179
After one year and not more than five years	4	—	305	288
	306	289	512	467
Less amounts representing future finance charges	(17)	—	(45)	—
Minimum lease payments	289	289	467	467

	2008		2007	
	Minimum lease payments	Present value of lease payments	Minimum lease payments	Present value of lease payments
	\$'000	\$'000	\$'000	\$'000
<b>PARENT</b>				
Within one year	294	278	196	170
After one year and not more than five years	—	—	294	277
	294	278	490	447
Less amounts representing future finance charges	(16)	—	(43)	—
Minimum lease payments	278	278	447	447

# Notes to the Financial Statements

FOR THE YEAR ENDED 31 DECEMBER 2008

	CONSOLIDATED		PARENT	
	2008 \$'000	2007 \$'000	2008 \$'000	2007 \$'000
<b>24. COMMITMENTS AND CONTINGENCIES (CONT)</b>				
<b>Capital commitments</b>				
At 31 December 2008 the Group has commitments of \$423,105 (2007: \$531,551) principally relating to plant and machinery upgrades planned for 2008. Commitments contracted at reporting date, but not recognised as liabilities are as follows:				
Within one year				
– plant and equipment upgrades	<b>423</b>	531	<b>109</b>	406
	<b>423</b>	531	<b>109</b>	406

## Other Commitments

A second and third consideration contingent upon the achievement of defined EBITs for the first two years of operation under Buderim Macadamia's control, have been provided in the accounts for the acquisition of Agrimac business assets. An amount of \$1,060,575 has been recognised as a short term liability, in relation to this commitment.

## Guarantees

The parent company has guaranteed under the terms of an ASIC Class Order any deficiency of funds if Australian Golden Ginger Pty Ltd, Gingertown Pty Ltd and Buderim Ginger (Overseas) Holdings Pty Ltd are wound up. No such deficiencies exist.

The parent company has provided a guarantee to Westpac, Suva, Fiji in the sum of AUD \$600,000 to indemnify the Westpac Banking Corporation for an overdraft facility made available to Frespac Ginger (Fiji) Ltd.

## Termination of service agreements

There are no contingent liabilities in respect of termination of service agreements with executives or directors.

	Notes	CONSOLIDATED		PARENT	
		2008 \$'000	2007 \$'000	2008 \$'000	2007 \$'000
<b>25. EMPLOYEE BENEFITS</b>					
Employee Benefits					
The aggregate employee benefit liability is comprised of:					
Trade and other payables	19	<b>980</b>	959	<b>672</b>	623
Provisions (current)	21	<b>732</b>	649	<b>623</b>	559
Provisions (non-current)	21	<b>129</b>	136	<b>74</b>	106
		<b>1,841</b>	1,744	<b>1,369</b>	1,288

## Superannuation Commitments

All employees are entitled to varying levels of benefits on retirement, resignation, disability or death. The Buderim Ginger Employee superannuation plan operates as an accumulation fund with defined contributions. Employees contribute to the plan at various percentages of their wages and salaries. The consolidated entity also contributes to the plan, in accordance with award based superannuation requirements. The plan complies with the Superannuation Industry Supervision Act and Regulations. The company contributions are legally enforceable. Superannuation funds to which the company contributes on behalf of overseas employees, include American Funds, Buderim Ginger (UK) Limited Retirement and Death Benefit Scheme, Norwich Union Life and Pensions Limited Personal Pension Plan and Fiji National Provident Fund. All overseas plans operate as accumulation funds. Buderim Macadamias of Hawaii, LLC employees contribute to a 401(K) Pension Plan at various percentages of their salary and wages. The plan complies with US Federal regulations. Buderim Macadamia of Hawaii provides medical, dental, temporary disability and group life insurance through third party insurers at no cost to the employee. These plans include Option One Plus provided by Hawaii Medical Assurance Association, KP Group Plan provided by Kaiser Foundation Health Plan, Inc, Merit Rated Dental Program provided by Hawaii Dental Service, Group Life Insurance GL0599 provided by EMC National Life Co., and Temporary Disability Insurance provided by Pacific Guardian Life Insurance.



# Notes to the Financial Statements

FOR THE YEAR ENDED 31 DECEMBER 2008

## 26. IMPAIRMENT TESTING OF INDEFINITE GOODWILL, TRADEMARKS AND BRAND VALUE

An independent assessment was obtained of a range of discount rates applicable for impairment testing to the Group's cash generating units on implementation of international accounting standards. In 2008 a further external assessment was made of appropriate discount rates. The identified cost generating units comprise the Australian and Fijian Ginger divisions, the Tourism division, the Baking division and the Australian and Hawaiian Macadamia divisions. The assessed discount rates are based on the cash generating unit's weighted average cost of capital which reflects the rate of return that is required to provide both debt and equity holders with a return that is commensurate with the level of risk inherent in the cash generating unit. The assessment of appropriate weighted average cost of capital rates involved the determination of appropriate costs of equity and debt and appropriate assumptions in relation to the debt-equity mix.

Goodwill acquired through business combinations is allocated to individual cash generating units for impairment testing as follows:

- Tourism cash generating unit
- Baking cash generating unit
- Macadamia Australian cash general unit
- Macadamia Hawaii cash generating unit

### *Discount rates applicable to cash generating units*

The recoverable amount of each cash generating unit has been determined based on a value in use calculation. To calculate this, cash flow projections are based on financial budgets approved by the board of directors. The budget for the forthcoming year is then used as a basis for projecting performance over a five year period. Growth averaging 3.5% and an inflationary factor of 2.5% have been applied to cash forecasts. The discount rate applied to the cash flow projections for each unit are as follows:

- Ginger Australia 11.5%
- Ginger Fijian 15.7%
- Tourism 12.6%
- Baking 12.7%
- Macadamias – Hawaii 11.5%
- Macadamias – Australia 11.8%

### Carrying amount of goodwill, brand name and trademarks allocated to each of the cash generating units

	Ginger Segment		Baking Segment		Tourism Segment		Macadamia Segment		Total	
	2008 \$'000	2007 \$'000	2008 \$'000	2007 \$'000	2008 \$'000	2007 \$'000	2008 \$'000	2007 \$'000	2008 \$'000	2007 \$'000
<b>CONSOLIDATED</b>										
Carrying amount of goodwill	<b>153</b>	135	<b>2,016</b>	2,199	<b>218</b>	218	<b>2,174</b>	2,357	<b>4,561</b>	4,909
Carrying amount of brand name	—	—	—	480	—	—	—	—	—	480
Trademarks	<b>139</b>	138	—	—	—	—	—	—	<b>139</b>	138
	<b>292</b>	273	<b>2,016</b>	2,814	<b>218</b>	218	<b>2,174</b>	2,357	<b>4,700</b>	5,527
<b>PARENT</b>										
Carrying amount of goodwill	—	—	—	—	<b>218</b>	218	—	—	<b>218</b>	218
Carrying amount of brand name	—	—	—	—	—	—	—	—	—	—
Trademarks	<b>137</b>	137	—	—	—	—	—	—	<b>137</b>	137
	<b>137</b>	137	—	—	<b>218</b>	218	—	—	<b>355</b>	355

### Key assumptions used in value in use calculation for 31 December 2008 and 31 December 2007.

The following describes each key assumption on which management has based its cash flow projections to undertake impairment testing of goodwill, trademarks and brand value.

Budgeted gross margins - the basis used to determine the value assigned to the budgeted gross margins is development of product standards based on known or estimated supply prices, volume throughput factors, labour negotiations, labour and material usage efficiencies and predicted changes in economic factors. The resulting product costs are combined with forecast sales volume for the forthcoming year.

Inflationary factors - the basis used to determine the value assigned to purchases is the forecast price indices during the budget year. Exchange rates - the mean in the most recent Reuters FX Poll is assessed along with predictions from various banking organisations.

Values assigned to economic factors are consistent with external information sources.

## 27. EVENTS AFTER THE BALANCE SHEET DATE

Since the end of the reporting period, directors have declared that a 2 cent dividend be paid for the year ended 31 December 2008.

# Notes to the Financial Statements

FOR THE YEAR ENDED 31 DECEMBER 2008

## 28. DIRECTORS AND EXECUTIVE DISCLOSURES

### (a) Details of Key Management Personnel

#### (i) Directors

J.M. Ruscoe	Chairman (non-executive)
G.D. O'Brien	Managing Director/CEO
S.J. Maitland	Director (non-executive)
J.H.P. Roy	Director (non-executive)
S.T. Templeton	Director (non-executive)

#### (ii) Executives

K. L. Rogers	Chief Financial Officer
P. G. Ritchie	General Manager - Ginger
D. J. Cashin	General Manager – Baking
A. B. Cunningham	General Manager – Agrimac Macadamias
J. H. Wilkie	General Manager – MacFarms of Hawaii
N. L. Seymore	General Manager – Tourism

### (b) Details of Compensation of Directors and Executives

The company has taken advantage of the relief provided by Corporations Regulation 2M.6.04 and has transferred the detailed remuneration disclosures to the directors' report. Details of the nature and amount of each element of the emolument of Key Management Personnel of the company and the consolidated entity for the financial year can be found on page 12 of the remuneration report.

### (c) Shareholdings of Directors and their director-related entities and by Executives are as follows:

Ordinary Shares held in Buderim Ginger Limited	Balance 1 January 2008 Ordinary No.	MD's Incentive Scheme Ordinary No.	Dividend Reinvestment Issue Ordinary No.	Share Purchase Plan Ordinary No.	Market Acquisition Ordinary No.	Share Placement Program Ordinary No.	Balance 31 December 2008 Ordinary No.
<b>Directors</b>							
J.M. Ruscoe	149,480	—	6,103	11,148	—	29,715	196,446
J. H.P. Roy	6,020,008	—	—	11,148	—	—	6,031,156
S.J. Maitland	96,853	—	3,954	11,148	—	—	111,955
S.T. Templeton	1,468,739*	—	55,851	22,296	—	1,114,827	2,661,713
G.D. O'Brien	781,589	20,000	—	11,148	—	—	812,737
<b>Executives</b>							
P.G. Ritchie	14,333	—	—	—	11,519	—	25,852
P. Bialkowski	—	—	—	—	—	44,593	44,593
J.H. Wilkie	—	—	—	—	—	100,000	100,000
K.L. Rogers	1,395	—	165	—	—	—	1,560
<b>Total</b>	<b>8,532,397</b>					<b>—</b>	<b>9,986,012</b>

\* Shares held nominally by directors include 190,581 held by S Templeton. Executive shareholdings are all nominally held.

All equity transactions with directors and executives have been entered into under terms and conditions no more favourable than those the entity would have adopted if dealing at arm's length.

The interests of directors in shares of Buderim Ginger Limited as disclosed above, do not include shares held by parties related to directors where directors do not have the power to exercise or control the exercise of a right to vote attached to the shares.

- (1) J.M. Ruscoe holds a relevant interest in 196,446 shares registered in the name of J.M. & S.E. Ruscoe (Ruscoe Family Super Fund).
- (2) G.D. O'Brien holds a relevant interest in 812,737 shares registered in the name of Consolar Investments Pty Ltd.
- (3) J.P.H. Roy holds a relevant interest in 6,031,156 shares registered in the name of Big Sister Foods Pty Ltd.
- (4) S.J. Maitland holds a relevant interest in 111,955 shares registered in the name of S.J. Maitland & F.P. Maitland (Maitland Family Superannuation Fund).
- (5) S.T. Templeton holds a relevant interest in 51,373 shares registered in the name of Templeton Holdings (Qld) Pty Ltd, 2,419,759 shares registered in the name of Redarea Pty Ltd (The Templeton Family Account).

# Notes to the Financial Statements

FOR THE YEAR ENDED 31 DECEMBER 2008

## 28. DIRECTORS AND EXECUTIVE DISCLOSURES (CONT)

(c) Shareholdings of Directors and their director-related entities and by Executives were as follows for the prior year:

Ordinary Shares held in Buderim Ginger Limited	Balance 1 January 2007 Ordinary No.	Dividend Reinvestment Issue Ordinary No.	Share Purchase Plan Ordinary No.	Market Acquisition Ordinary No.	Market Sale Ordinary No.	Balance 31 December 2007 Ordinary No.
<b>Directors</b>						
J.M. Ruscoe	149,480	—	—	—	—	149,480
J. H.P. Roy	5,893,165	—	—	126,843	—	6,020,008
S.J. Maitland	66,853	—	—	30,000	—	96,853
S.T. Templeton	1,410,657	—	—	58,082	—	1,468,739
G.D. O'Brien	781,589	—	—	—	—	781,589
<b>Executives</b>						
P.G. Ritchie	14,333	—	—	—	—	14,333
P. Bialkowski	—	—	—	—	—	—
S. Dennis	—	—	—	—	—	—
K.L. Rogers	1,395	—	—	—	—	1,395
P. Knight	—	—	—	—	—	—
<b>Total</b>	<b>8,317,472</b>			<b>214,925</b>	<b>—</b>	<b>8,532,397</b>

All equity transactions with directors and executives have been entered into under terms and conditions no more favourable than those the entity would have adopted if dealing at arm's length.

The interests of directors in shares of Buderim Ginger Limited as disclosed above, do not include shares held by parties related to directors where directors do not have the power to exercise or control the exercise of a right to vote attached to the shares.

## (d) Other transactions and balances with specified directors and specified executives

### Ginger Supplies

S.T. Templeton is a director of Templeton Holdings (Qld) Pty Ltd. Ginger supplies were purchased during the year from Templeton Holdings (Qld) Pty Ltd to the value of \$1,173,462 (2007: \$1,006,466) in a normal customer relationship on terms and conditions no more favourable than those available on similar transactions to other suppliers.

## (e) Loans

There were no loans made to key management personnel during the year or prior year and there are no loans outstanding as at 31 December 2008.

### Maypole Assets

On 15 December 2008 Buderim Baking Company Pty Ltd purchased pastry assets from Maypole Foods Pty Ltd, a Hobart-based manufacturer of party pies, sausage rolls and crumpets, indirectly owned by Mr J.H. Roy, a director and substantial shareholder of Buderim Ginger Limited. The terms of the asset purchase were negotiated on an "arm's length" basis. There is no ongoing commercial relationship between Buderim Baking and Mr Roy's businesses as a result of this transaction.

	CONSOLIDATED		PARENT	
	2008 \$	2007 \$	2008 \$	2007 \$
<b>29. AUDITORS' REMUNERATION</b>				
Amounts received or due and receivable by BDO Kendalls (Qld) for:				
– an audit or review of the financial report of the parent entity and any other entity in the consolidated group	115,712	88,000	86,214	73,000
– tax advice in relation to the entity and any other entity in the consolidated entity	36,864	20,000	22,535	15,000
– other assurance services in relation to the entity and any other entity in the consolidated entity	3,708	—	—	—
	156,284	108,000	108,749	88,000
Amounts received or due and receivable by related practices of BDO Kendalls (Qld) for:				
– an audit or review of the financial report of subsidiaries	32,000	29,066	—	—
– tax advice in relation to subsidiaries	30,783	21,140	—	—
	62,783	50,206	—	—
	219,067	158,206	108,749	88,000

# Notes to the Financial Statements

FOR THE YEAR ENDED 31 DECEMBER 2008

## 30. RELATED PARTY DISCLOSURES

The consolidated financial statements include the financial statements of Buderim Ginger Limited and the subsidiaries listed in the following table.

Name		Country of incorporation	Percentage of equity interest held by the consolidated entity		Investment	
			2008 %	2007 %	2008 \$'000	2007 \$'000
Australian Golden Ginger Pty Ltd	(i)	Australia (a)	100	100	—	—
Gingertown Pty Ltd	(i)	Australia (a)	100	100	—	—
Buderim Ginger (Overseas) Holdings Pty Ltd	(i)	Australia (a)	100	100	—	—
Buderim Baking Company Pty Ltd	(i)	Australia (d)	100	80	4,180	4,180
Buderim Ginger America, Inc	(ii)	United States (c)	100	100	—	—
Buderim Ginger (UK) Ltd	(iii)	United Kingdom (b)	100	100	—	—
Frespac Ginger (Fiji) Ltd	(iii)	Fiji (b)	100	100	—	—
Buderim Macadamias Pty Ltd	(i)	Australia (d)	100	—	6,528	6,865
Buderim Macadamias of Hawaii, LLC	(iv)	United States (c)	100	—	—	—
					<b>10,708</b>	<b>11,045</b>

(i) Investments by Buderim Ginger Limited.

(ii) Investment by Buderim Ginger (UK) Ltd.

(iii) Investment by Buderim Ginger (Overseas) Holdings Pty Ltd.

(iv) Investment by Buderim Ginger America, Inc.

Buderim Ginger Limited is the ultimate parent of the Group. The Group also has a 50% interest in two joint venture entities, Ginger Head Quarters Pty Ltd, and Buderim Ginger America, LLC (2007: 50%). On 20 June 2008, the remaining outside equity interest in Buderim Baking was purchased resulting in 100% ownership of this entity. The decrease in the investment in Buderim Macadamias Pty Ltd reflects an adjustment to the 2008 EBIT and the forecast EBIT for 2009, on which deferred consideration is calculated. The deferred consideration now included in the investment, and recorded as a short term liability is \$1,060,575.

### (a) Entities subject to class order relief

Pursuant to Class Order 98/1418, relief has been granted to these controlled entities of Buderim Ginger Limited from the Corporations Act 2001 requirements for preparation, audit, publication and lodgement of their financial reports.

As a condition of the Class Order, Buderim Ginger Limited and the controlled entities, subject to the Class Order 98/1418, entered into a Deed of Indemnity on 4 February 1990. The effect of the deed is that Buderim Ginger Limited has guaranteed to pay any deficiency in the event of winding up of the controlled entities. The controlled entities have also given a similar guarantee in the event that Buderim Ginger Limited is wound up.

The consolidated statement of financial performance and statement of financial position of the entities which are members of the "Closed Group", as identified by the symbol (a) above, are as follows:

	CLOSED GROUP	
	2008 \$'000	2007 \$'000
<i>(i) Consolidated Income Statement</i>		
Profit/(loss) before income tax	488	881
Income tax (expense)/benefit	(107)	(60)
Profit/(loss) after income tax expense	381	821
Retained earnings at the beginning of the financial year	2,729	1,908
Dividends provided for or paid	(574)	—
Retained earnings at the end of the financial year	2,536	2,729

# Notes to the Financial Statements

FOR THE YEAR ENDED 31 DECEMBER 2008

	CLOSED GROUP	
	2008	2007
	\$'000	\$'000
<b>30. RELATED PARTY DISCLOSURES (CONT)</b>		
(ii) Consolidated Balance Sheet		
<b>CURRENT ASSETS</b>		
Cash and cash equivalents	33	505
Trade and other receivables	7,464	6,680
Inventories	10,143	7,910
Current tax assets	25	—
Other current assets	602	587
Derivative financial instruments	7	149
<b>TOTAL CURRENT ASSETS</b>	<b>18,274</b>	<b>15,831</b>
<b>NON-CURRENT ASSETS</b>		
Receivables	18,156	7,671
Investments	11,859	13,322
Investments accounted for using equity method	1,186	—
Property, plant and equipment	21,377	20,756
Deferred income tax asset	597	619
Intangible assets and goodwill	355	355
<b>TOTAL NON-CURRENT ASSETS</b>	<b>53,530</b>	<b>42,723</b>
<b>TOTAL ASSETS</b>	<b>71,804</b>	<b>58,554</b>
<b>CURRENT LIABILITIES</b>		
Trade and other payables	5,619	4,550
Interest-bearing loans and borrowings	12,403	8,960
Provisions	1,295	1,182
Current tax liability	24	—
Derivative financial instruments	46	—
<b>TOTAL CURRENT LIABILITIES</b>	<b>19,387</b>	<b>14,692</b>
<b>NON-CURRENT LIABILITIES</b>		
Payables	656	1,828
Interest-bearing loans and borrowings	16,620	11,433
Deferred tax liabilities	3,567	3,474
Provisions	74	106
<b>TOTAL NON-CURRENT LIABILITIES</b>	<b>20,917</b>	<b>16,841</b>
<b>TOTAL LIABILITIES</b>	<b>40,304</b>	<b>31,533</b>
<b>NET ASSETS</b>	<b>31,500</b>	<b>27,021</b>
<b>SHAREHOLDERS' EQUITY</b>		
Contributed equity	22,259	17,472
Reserves	6,705	6,820
Retained earnings	2,536	2,729
<b>TOTAL EQUITY</b>	<b>31,500</b>	<b>27,021</b>

(b) Controlled entities which are audited by another member firm of BDO Kendalls (Qld).

(c) Controlled entity which is incorporated in Delaware. Under United States law the financial statements of this entity are not required to be audited and, accordingly, no auditor has been appointed.

(d) Buderim Baking is a 100% controlled entity as from 1 July 2008 (2007: 80%) incorporated in Australia but not as yet covered by the Class Order 98/1418. Buderim Macadamias Pty Ltd is a 100% controlled entity not as yet covered by the Class Order 98/1418.



# Notes to the Financial Statements

FOR THE YEAR ENDED 31 DECEMBER 2008

## 30. RELATED PARTY DISCLOSURES (CONT)

### Group transactions and balances

Sales and purchases between group entities are made under normal commercial terms and conditions. Outstanding balances at year-end are unsecured and settlement occurs in cash. There have been no guarantees provided or received for any related party receivable except for the \$600,000 guarantee provided by the parent to Westpac Banking Corporation, Fiji in relation to the overdraft and loan facilities in place for Frespac Ginger (Fiji) Ltd, and except for the conditions provided under Class Order 98/1418, whereby the parent entity has guaranteed to pay any deficiency in the vent of winding up of the 100% controlled entities.

The following table provides the total amount of transactions which have been entered into with related party entities within the Group for the relevant financial year and amount owing at year end (for further information regarding outstanding balances at year-end, refer to notes 11, 14 and 19). Refer to note 28 for details relating to directors and key management personnel.

Related party	% Equity interest	Year	Sales to related parties \$'000	Purchases from related parties \$'000	Amounts owed by related parties \$'000	Amounts owed to related parties \$'000
<b>(a) PARENT</b>						
<i>Subsidiaries</i>						
Frespac Ginger (Fiji) Ltd	<b>100</b>	<b>2008</b>	<b>413</b>	<b>790</b>	<b>—</b>	<b>656</b>
	100	2007	439	878	—	231
Buderim Ginger (UK) Ltd	<b>100</b>	<b>2008</b>	<b>4,051</b>	<b>—</b>	<b>1,411</b>	<b>—</b>
	100	2007	4,310	—	636	—
Buderim Ginger America, Inc	<b>100</b>	<b>2008</b>	<b>—</b>	<b>—</b>	<b>1,596</b>	<b>—</b>
	100	2007	—	100	246	—
Buderim Baking Company Pty Ltd	<b>100</b>	<b>2008</b>	<b>431</b>	<b>—</b>	<b>3,348</b>	<b>—</b>
	80	2007	499	—	3,341	—
Buderim Macadamias Pty Ltd	<b>100</b>	<b>2008</b>	<b>261</b>	<b>9</b>	<b>3,285</b>	<b>—</b>
Buderim Macadamias of Hawaii, LLC	<b>100</b>	<b>2008</b>	<b>66</b>	<b>—</b>	<b>9,926</b>	<b>—</b>
<i>Joint venture entities</i>						
Ginger Head Quarters Pty Ltd	<b>50</b>	<b>2008</b>	<b>385</b>	<b>729</b>	<b>232</b>	<b>99</b>
	50	2007	212	417	464	85
Buderim Ginger America, LLC	<b>50</b>	<b>2008</b>	<b>2,809</b>	<b>—</b>	<b>338</b>	<b>—</b>
	50	2007	2,037	4	287	22
<b>(b) SUBSIDIARIES</b>						
BUDERIM GINGER AMERICA, INC						
<i>Other group entities</i>						
Buderim Ginger (UK) Ltd	<b>—</b>	<b>2007</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>
		2007	128	—	—	—
FRESPAC GINGER (FIJI) LTD						
<i>Other group entities</i>						
Buderim Ginger (UK) Ltd	<b>—</b>	<b>2008</b>	<b>85</b>	<b>—</b>	<b>—</b>	<b>—</b>
		2007	211	—	85	—
BUDERIM MACADAMIAS PTY LTD						
<i>Other group entities</i>						
Buderim Ginger America, Inc	<b>—</b>	<b>2008</b>	<b>1,470</b>	<b>—</b>	<b>883</b>	<b>—</b>
	—	2007	—	100	246	—
Buderim Baking Company Pty Ltd	<b>—</b>	<b>2008</b>	<b>15</b>	<b>—</b>	<b>7</b>	<b>—</b>
Buderim Ginger (UK) Limited	<b>—</b>	<b>2008</b>	<b>7</b>	<b>—</b>	<b>—</b>	<b>—</b>
<b>(c)</b> The following table provides the total value of transactions which have been entered into with other related parties for the relevant financial year and amount owing at year end (for information regarding outstanding balances at year-end, refer to Note 11 and 19).						
Templeton Holdings (Qld) Pty Ltd *	<b>—</b>	<b>2008</b>	<b>4</b>	<b>1,173</b>	<b>2</b>	<b>—</b>
	—	2007	12	1,006	1	17
Redteam Pty Ltd **	<b>—</b>	<b>2008</b>	<b>2</b>	<b>46</b>	<b>—</b>	<b>—</b>
	—	2007	21	45	64	—

\* refer note 28 (d).

\*\* refer note 30 Director below.

# Notes to the Financial Statements

FOR THE YEAR ENDED 31 DECEMBER 2008

## 30. RELATED PARTY DISCLOSURES (CONT)

The above amounts owing are represented by either loans or trade debtor amounts in the financial statements.

Sales and purchases from related parties are made in arm's length transactions both at normal market prices and on normal commercial terms.

For the year ended 31 December 2008, the Group has not raised any provision for doubtful debts relating to amounts owed by related parties. (2007: Nil). This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates. Then assessed as required the Group raises such a provision.

### Director

S.T. Templeton is a director of Templeton Holdings (Qld) Pty Ltd. Ginger supplies were purchased during the year from Templeton Holdings (Qld) Pty Ltd to the value of \$1,173,462 (2007: \$1,006,466) in a normal customer relationship on terms and conditions no more favourable than those available on similar transactions to other suppliers.

On 15 December 2008 Buderim Baking Company Pty Ltd purchased pastry assets from Maypole Foods Pty Ltd, a Hobart-based manufacturer of party pies, sausage rolls and crumpets, indirectly owned by Mr J.H. Roy, a director and substantial shareholder of Buderim Ginger Limited. The terms of the asset purchase were negotiated on an "arm's length" basis. There is no ongoing commercial relationship between Buderim Baking and Mr Roy's businesses as a result of this transaction.

Jeff Sanders is a director of Buderim Baking Company Pty Ltd and the proprietor of Redteam Pty Ltd. During the year, the balance of the loan to Jeff Sanders was deducted by the sale proceeds owed to Buderim Baking for the Aldente business assets.

### Minority Interest

The 20% minority interest in Buderim Baking Company Pty Ltd was purchased from the outside equity owner in the first half of 2008.

## 31. BUSINESS COMBINATION

### Acquisition of MacFarms of Hawaii

On 12 August 2008, Buderim Macadamias of Hawaii, LLC dba MacFarms of Hawaii, purchased the business assets of MacFarms of Hawaii, LLC. On acquisition, long term commercial leases on the 4,000 acre Kapua macadamia orchard and the associated on-site Mac Farms processing plant were also secured. Mac Farms operates the largest contiguous macadamia orchard in the world and the second largest macadamia nut processing facility in Hawaii, and markets macadamia nuts throughout the US in both industrial and retail markets under the Mac Farms® brand.

Significant operational and marketing synergies exist between the new business combination and other entities within the Buderim Ginger group, especially the Australia macadamia processing operation which commenced on 2 January 2008. The combination of both the Hawaiian and Australian macadamia operations arguably represents the formation of the largest processor and marketer of macadamias in the world in an industry that holds enormous growth potential. It also complements Buderim Ginger's long-held position as the world's leading processor and marketer of confectionary ginger, positioning the group to capitalize on the many synergies between these businesses and its Ginger and Baking businesses, maximising product offering opportunities and leveraging in areas such as customer base, geographic penetration, distribution, sales and marketing, manufacturing, logistics and agriculture.

Assets acquired in the MacFarms business combination include plant and equipment, and inventory. Liabilities assumed included employee entitlements and a few specific account payable commitments. As the fair value of identifiable net assets exceeded the consideration, a discount on acquisition of \$2.05m was brought to account.

The purchase price was made up of both cash and an issue of Buderim Ginger Limited shares, calculated at a volume weighted average market price and an exchange rate struck in accordance with contract terms, resulting in the issue of 1,600,727. Fair value is equal to the carrying value.

The new business made positive contributions to the Group's overall revenue and operating profit in 2008. Operating results are expected to improve in 2009.

The business will be well positioned to capitalize on the expected improvement in pricing in the global macadamia market over the coming years and on the long term increase in world demand. The combination of the Group's macadamia operations will become a significant contributor to Group operating profit in 2009 and beyond, particularly as integration benefits are realized.

# Notes to the Financial Statements

FOR THE YEAR ENDED 31 DECEMBER 2008

## 31. BUSINESS COMBINATION (CONT)

The fair value of the identifiable assets of MacFarms as at the date of acquisition were:

	CONSOLIDATED	
	Recognised on acquisition	Carrying value
	\$'000	\$'000
Property, plant and equipment	3,765	3,765
Prepayments	104	104
Inventory	6,763	6,763
	10,632	10,632
Provision for employee entitlements	(133)	(133)
Accounts payable	(707)	(707)
	(840)	(840)
Fair value of identifiable net assets	9,792	9,792
Discount arising on acquisition	(2,050)	
	7,742	
Consideration		
Cash paid	6,907	
Buderim Ginger share issue	835*	
	7,742	

The discount on acquisition represents the fair value of identifiable net assets in excess of the consideration, and net of acquisition costs such as tax, accounting, legal and other due diligence costs. Discount on acquisition is included on the face of the Income Statement as a separate line item in accordance with accounting standard AASB3: Business Combinations. This business combination contributed favourably to the Group's 2008 result in terms of both revenue of \$9.5m and operating profit (before tax and discount on acquisition) of \$278k. Had the results relating to Buderim Macadamia of Hawaii been consolidated from 1 January 2008, consolidated before tax profit could have approximated \$3.6m for the year ended 31 December 2008.

\* The issue of shares to the vendor was reduced by \$99k owed for transactions unrelated to the business combination.

## 32. CAPITAL RISK MANAGEMENT

The Group's and the parent entity's objectives when managing capital are to safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

The capital structure of the Group consists of debt, which includes borrowings disclosed in Note 20, cash and cash equivalents and equity attributable to the equity holders of the parent, comprising issued capital, reserves and retained earnings as disclosed in Note 22 and on the face of the Statement of Changes in Equity. There are no externally imposed capital requirements.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

Consistently with others in the industry, the Group and the parent entity monitor capital on the basis of the net gearing ratio. This ratio is calculated as net debt divided by total capital, as demonstrated in the table below. Net debt is calculated as total borrowings less cash and cash equivalents. Total capital is calculated as 'equity' as shown in the balance sheet (including minority interest) plus net debt.

### Liquidity and Capital Resources

The consolidated cash flow statement highlights a net increase in cash and cash equivalents in the year ended 31 December 2008 of \$1.4m compared to a decrease of (\$408k) in 2007. Outflows from operating activities resulted in a net inflow of \$963k compared to \$2.6k in the previous year. The increase in interest over the previous year reflects the higher level of borrowings to support working capital requirements for the addition of the macadamia segment operations during 2008. Grant funds of \$596k were recorded pursuant to the Commercial Ready project undertaken in conjunction with the Department of Industry, Tourism and Resources of the Commonwealth of Australia.

Investment activities included capital projects as follows:

#### Ginger Segment

- syruping chain enhancements
- ozone and sulphite stripping equipment
- drying upgrade
- crystallising plant improvements

# Notes to the Financial Statements

FOR THE YEAR ENDED 31 DECEMBER 2008

## 32. CAPITAL RISK MANAGEMENT (CONT)

### Baking Segment

- spiral freezer addition
- xray machinery
- automated meat cooking and pumping
- fritsch laminator
- compressor upgrade

### Tourism Segment

- general site improvements
- "Superbee" attraction construction works

Additionally, investment activities included the macadamia business combination transacted on 12 August 2008, the buy-out of the outside equity interest in Buderim Baking Company Pty Ltd and the simultaneous sale of the Aldente business assets.

Financing activities reflect drawdowns from Rabobank Australia to fund increased working capital requirements for the macadamia segment, combined with proceeds of \$712k from the Share Purchase Plan and \$3.2m from the company's Placement Program undertaken during 2008. The cash component of the final dividend paid out of profits for the year ended 31 December 2007 was \$400k with the dividend reinvestment plan contributing \$174k to this dividend.

### Asset and capital structure

	2008 Total Operations \$'000	2007 Total Operations \$'000
<b>Net Gearing</b>		
Debts:		
Interest bearing loans and borrowings	29,295	20,972
Cash and short term deposits	(2,163)	(1,031)
Net debt	27,132	19,941
Total equity	35,915	30,168
Total capital employed	63,047	50,109
	43.0%	39.8%
<b>Assets funded by external stakeholders</b>		
Total assets	85,948	64,477
Total liabilities	50,033	34,309
	58.2%	53.2%
<b>Debt/equity</b>		
Total equity	35,915	30,168
Intangibles	(4,700)	(5,527)
	31,215	24,641
Interest bearing loans and borrowings	29,295	20,972
	93.8%	85.1%

The Group's policies for determining the level of debt entered into is examined on a yearly basis in conjunction with financiers.

The addition of the two macadamia business operations in 2008 (Agrimac's acquisition on 31 December 2007 and commencement and commencement of its operations on 2 January 2008, combined with the MacFarms business combination on 12 August 2008, has resulted in a restructured balance sheet with increased inventories, plant and equipment, and interest-bearing liabilities.

Whilst there was no goodwill brought to account on the MacFarms acquisition, intangibles have decreased due to reduction of deferred consideration included in the Agrimac investment. The increase in borrowings from \$20.9m to \$29.3m reflects the additional working capital requirements for the macadamia segment in which a harvest in both Australia and Hawaii were under- taken in 2008, reflected also in the increase in inventories.

### Shares issued during the year

In contrast to the previous year in which no changes in share capital occurred, the following increases were recorded in

2008, increasing issued capital from \$17.5m to \$22.3m: Managing Director incentive scheme \$11k, dividend investment scheme \$174k, share purchase plan \$712k, share placement program \$3,154k and the acquisition of MacFarms business assets \$736k.

# Notes to the Financial Statements

FOR THE YEAR ENDED 31 DECEMBER 2008

## 32. CAPITAL RISK MANAGEMENT (CONT)

### Profile of Debts

The profile of the Group's debt finance is as follows:

	2008 \$'000	2007 \$'000
<b>Current</b>		
Bank Overdraft	30	303
Lease Liability	285	179
Bank bill facility	11,850	8,550
Bank loans	383	306
	<b>12,548</b>	9,338
<b>Non-current</b>		
Lease liability - finance lease	4	288
Bank bill facility	16,620	11,145
Bank loans	123	201
	<b>16,747</b>	11,634

### Treasury policy

The Group's treasury function is co-ordinated by the parent entity which is responsible for managing the Group's currency risks and finance facilities under the supervision of the Audit & Compliance Committee. The treasury function operates within policies set by the Board. The Audit & Compliance Committee is directly responsible for ensuring that management's actions are in line with Group policy.

Hedging is undertaken through the use of interest rate swap contracts and foreign exchange contracts.

At year end, the Group held foreign exchange contracts valued at \$2,679,000 (2007: \$1,873,006) designated as hedges of expected future sales to customers in the United Kingdom, along with \$1,477,462 (2007: \$1,030,274) designated as hedges of expected future sales to customers in the United States of America and \$141,216 (2007: \$Nil) designated as hedges of expected future sales to European customers. The terms of all foreign exchange contracts to hedge sales have been negotiated to match the terms of the commitments.

At year end, there were no foreign exchanges contracts held as hedges of future purchases in USD from overseas suppliers (2007: \$203,000).

Interest rate swaps at 31 December 2008, totalled \$1.5m (2007: \$2.5m). The interest rate swap arrangement grants the Group the right to receive interest at a variable rate equal to the ABBSY on the notional amount and pay interest at a fixed rate of 6.66% (2007: 5.86% and 6.66%). Swaps are established to hedge exposures to changes in the fair value of a portion of the Group's bill facilities. The remaining swap is due to expire in 2009. The bill facilities and the interest rate swaps have the same critical terms.



## Directors' Declaration

In accordance with a resolution of the directors of Buderim Ginger Limited, I state that:

- (1) In the opinion of the directors:
  - (a) the financial statements and notes of the company and of the consolidated entity are in accordance with the Corporations Act 2001, including:
    - (i) giving a true and fair view of the company's and consolidated entity's financial position as at 31 December 2008 and of their performance for the year ended on that date; and
    - (ii) complying with Accounting Standards and Corporations Regulations 2001; and
  - (b) there are reasonable grounds to believe that the company will be able to pay its debts as and when they become due and payable; and
  - (c) the remuneration disclosures as set out on pages 13 to 16 of the Directors' Report comply with section 300A of the Corporations Act 2001 and the Corporations Regulations 2001.
- (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 period ended 31 December 2008.
- (3) In the opinion of the directors, as at the date of this declaration, there are reasonable grounds to believe that the members of the Closed Group identified in note 30 will be able to meet any obligations or liabilities to which they are or may become subject, by virtue of the Deed of Cross Guarantee.

On behalf of the Board



**J.M Ruscoe**

9 March, 2009

# Independent Auditor's Report



BDO Kendalls

BDO Kendalls (QLD)  
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info.brisbane@bdo.com.au  
www.bdo.com.au

## INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF BUDERIM GINGER LIMITED

ABN 70 202 702 402

### Report on the Financial Report

We have audited the accompanying financial report of Buderim Ginger Limited, which comprises the balance sheet as at 31 December 2008, and the income statement, statement of changes in equity and cash flow statement for the year ended on that date, a summary of significant accounting policies, other explanatory notes 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 and fair presentation of the financial report in accordance with Australian Accounting Standards (including the Australian Accounting Interpretations) and the Corporations Act 2001. This responsibility includes establishing and maintaining internal controls relevant to the preparation and fair presentation of the financial report that is free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances. In Note 1, the directors also state, in accordance with Accounting Standard AASB 101 Presentation of Financial Statements, that compliance with the Australian equivalents to International Financial Reporting Standards ensures that the financial report, comprising the consolidated and parent financial statements and notes, complies 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. These Auditing Standards require that we comply with relevant ethical requirements relating to audit engagements and plan and perform the audit to obtain reasonable assurance 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 entity's preparation and fair presentation of the financial report 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 entity'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, would be in the same terms if it had been given to the directors at the time that this auditor's report was made.

### Auditor's Opinion

In our opinion, the financial report of Buderim Ginger Limited is in accordance with the Corporations Act 2001, including:

- (a) giving a true and fair view of the company's and consolidated entity's financial position as at 31 December 2008 and of their performance for the year ended on that date; and
- (b) complying with Australian Accounting Standards (including the Australian Accounting Interpretations) and the Corporations Regulations 2001; and
- (c) the financial statements and notes also comply with International Financial Reporting Standards as disclosed in Note 1.

### Report on the Remuneration Report

We have audited the Remuneration Report included on pages 13 to 16 of the directors' report for the year ended 31 December 2008. 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.

### Auditor's Opinion

In our opinion, the Remuneration Report of Buderim Ginger Limited for the year ended 31 December 2008, complies with section 300A of the Corporations Act 2001.

### BDO Kendalls (QLD)

### T J Kendall

Partner

Brisbane: 9 March, 2009

BDO Kendalls is a national association of separate partnerships and entities.

## ASX Additional Information

Additional information required by the Australian Stock Exchange Ltd and not shown elsewhere in this report is as follows. The information is current as at 10 March, 2009

### (a) Distribution of equity securities

The number of shareholders, by size of holding, in each class of share are:

	Ordinary shares	
	Number of holders	Number of shares
1 – 1,000	304	143,602
1,001 – 5,000	699	1,886,706
5,001 – 10,000	216	1,605,304
10,001 – 100,000	362	9,227,102
100,001 and over	38	26,390,601
	1,619	39,253,315
The number of shareholders holding less than a marketable parcel of shares are:	432	302,089

### (b) Twenty largest shareholders

The names of the twenty largest holders of quoted shares are:

		Listed ordinary shares	
		Number of shares	Percentage of ordinary shares
1	Bundaberg Sugar Group Ltd	3,455,965	8.80
2	Big Sister Foods Pty Ltd	3,000,000	7.64
3	Big Sister Foods Pty Ltd	2,706,083	6.89
4	Redarea Pty Ltd	2,329,260	5.93
5	Rathvale Pty Limited	1,800,093	4.59
6	National Nominees Limited	1,600,728	4.08
7	Yarran Park Pty Ltd	1,145,000	2.92
8	Consolar Investments Pty Ltd	812,737	2.07
9	Clowes Investments Pty Ltd	780,379	1.99
10	Jack Hart & Associates Pty Limited	713,704	1.82
11	Mrs Felicity Ruth Benoit & Mr Ashley Laurence Benoit	685,550	1.75
12	Mr Patrick John O'Brien & Mrs Janis Margaret O'Brien	551,517	1.41
13	Mr James Gordon Moffatt	515,924	1.31
14	Siben Nominees Pty Ltd	451,148	1.15
15	Amak Pty Ltd	449,937	1.15
16	Ramjan Investments Pty Ltd	400,000	1.02
17	Mr James Gordon Maxwell	387,809	0.99
18	Vittorio Alberti	382,317	0.97
19	Tregunna Pty Ltd	334,448	0.85
20	Woodside Crescent Pty Ltd	334,448	0.85
	Report Total	22,837,047	58.18
	Remainder	16,416,268	41.82
	Grand Total	39,253,315	100.00

### (c) Substantial shareholders

The name of the substantial shareholder who has notified the Company in accordance with section 671B of the Corporations Act 2001 is:

	Number of shares
Big Sister Foods Pty Ltd	6,031,156
Bundaberg Sugar Group Ltd	3,455,965
Redarea Pty Ltd <the Templeton Family Account>	2,741,956
Rathvale Pty Limited and Associates	2,022,185

### (d) Voting rights

All ordinary shares (all fully paid) carry one vote per share without restriction.

## Corporate Directory

ABN 68 010 978 800

ASX Code: BUG

### DIRECTORS

John M. Ruscoe (Chairman)  
Gerard D. O'Brien (Managing Director)  
John H.P. Roy  
Stephen J. Maitland  
Shane T. Templeton

### COMPANY SECRETARY

Karon L. Rogers

### SENIOR MANAGEMENT

Gerard D. O'Brien (Chief Executive Officer)  
Karon L. Rogers (Chief Financial Officer)  
Paul G. Ritchie (General Manager - Ginger)  
Dan J. Cashin (General Manager – Baking)  
Adam B. Cunningham (General Manager – Agrimac)  
John H. Wilkie (General Manager – MacFarms of Hawaii)  
Nichole L. Seymore (General Manager – Tourism)

### AUDITORS

#### BDO Kendalls

300 Queen Street  
Brisbane, Queensland, 4000  
Telephone: (07) 3237 5999  
Facsimile: (07) 3221 9227

### SOLICITORS

#### DLA Phillips Fox

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Telephone: (07) 3246 4000  
Facsimile: (07) 3229 4077

### BANKERS

#### Rabobank Australia Limited

GPO Box 2817  
Brisbane, Queensland, 4001  
Telephone: 1300 303 033  
Facsimile: (07) 3115 1881

#### Westpac Banking Corporation

P O Box 108  
Nambour, Queensland, 4560  
Telephone: (07) 5441 1533  
Facsimile: (07) 5441 4685

### SHARE REGISTER

#### Computershare Investor Services Pty Limited

307 Queen Street  
Brisbane, Queensland, 4000  
Telephone: 1300 552 270 (within AUS)  
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### AUSTRALIAN HEAD OFFICE & REGISTERED OFFICE

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### UNITED KINGDOM OFFICE

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### UNITED STATES OFFICE

#### Buderim Ginger America, LLC

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### FIJI OFFICE

#### Frespac Ginger (Fiji) Limited

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### AUSTRALIAN MACADAMIA OFFICE

#### Buderim Macadamias Pty Ltd t/a Agrimac Macadamias

1 Northcott Crescent  
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### HAWAIIAN MACADAMIA OFFICE

#### Buderim Macadamias of Hawaii, LLC dba MacFarms of Hawaii

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