



**ANNUAL
REPORT
2012 - 2013**

SUGAR TERMINALS LIMITED

ABN 17 084 059 601



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Year at a glance

	2013	2012
Revenue from continuing operations (\$'000)	43,899	43,973
Total comprehensive income (\$'000)	20,684	20,847
Earnings per share	5.75 cents	5.79 cents
Distribution to shareholders (\$'000)	20,880	20,520
Total assets (\$'000)	346,211	343,974
Net assets (\$'000)	327,097	326,573
Net tangible asset backing per share	\$0.91	\$0.91

Company profile

Sugar Terminals Limited (STL) is a public company owned by shareholders in the raw sugar industry. It owns the bulk sugar terminal buildings, specified plant and equipment at each terminal and leases the bulk sugar terminal land at Cairns, Mourilyan, Lucinda, Townsville, Mackay and Bundaberg.

Queensland Sugar Limited (QSL) subleases the 6 bulk sugar terminals from STL and is charged commercial rent for the use of these facilities.

The Board has a policy to pay to shareholders twice annually, as high a dividend as possible, having regard to the Company's cash position and the tests set out in section 254T of the *Corporations Act*.

Chairman's overview

It is with pleasure that I bring you my report on the Company's activities for the year ended 30 June 2013.

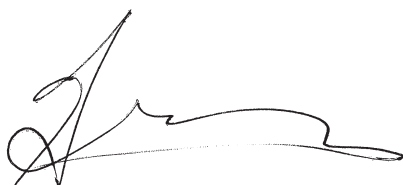
The financial result for the year was a net profit after tax of \$20.7 million compared with a net profit after tax for the previous year of \$20.8 million, a decrease of \$0.1 million. The reduction in net profit is principally due to a net increase in depreciation of \$0.6 million, offset by a reduction in net loss on disposal of plant and equipment of \$0.5 million (2012 included a net loss of \$0.4 million due to the write off of the Mackay shed 2 roof).

The Company's policy is to pay as high a dividend as possible, having regard to the Company's cash position and the tests set out in section 254T of the Corporations Act. Dividends are usually paid bi-annually in March and September.

In accordance with this policy, the directors paid an interim dividend of 2.8 cents per share fully franked on 28 March 2013 and have resolved to pay a final dividend of 3 cents per share fully franked, making a total distribution of 5.8 cents per share, or \$20.88 million. The final dividend will be paid on 30 September 2013 to shareholders recorded on the share register on 12 September 2013.

Last year, I reported that the board had approved the replacement of the roof on shed 2 at Mackay, as the first stage of a proposal presented by QSL to replace roofs on 12 of the 15 sheds at a cost of up to \$100 million. That project was completed in September at a cost which was well below budget. During the year the board approved the replacement of the roof on shed 3 at Mackay, and the project was completed in early September 2013, again at a cost which is below budget. As a result of our experience on the first two roofs, the cost estimate for the total project has been reduced to \$70 – 80 million. We expect to receive a proposal from QSL by December to replace the roof on either the Mourilyan shed or the Lucinda shed number 1. The overall program will be completed over 10 – 12 years so as to limit any significant annual cash flow implications.

The current Sublease agreement with QSL expires on 31 December 2013. That Sublease provided a mechanism to determine rental for the 5 year period commencing on 1 January 2014. Due to a change in economic circumstances, that mechanism did not provide a satisfactory outcome but the company has been able to negotiate a rental which directors believe is a good outcome in the current economic conditions. The commencing annual rental of \$44.86 million is an increase of 2.8% over the rental under the current Sublease and there will be annual increases of 2.5% in each year thereafter. Apart from some minor amendments, other terms and conditions of the Sublease are unchanged. The Sublease document was executed by the parties on 1 August 2013. Directors estimate the Sublease should support the payment of a dividend of 6 cents per share in 2014, increasing progressively to around 6.8 cents per share by the end of the term.



Stuart Gregory
Chairman

General manager's report

The commercial operations of the company which commenced in August 2000 were unchanged in the year under review.

Lease Arrangements with Port Authorities

With the adoption of the recommendations of the Bulk Sugar Terminal Taskforce in March 1998, STL began negotiating with the port authorities for new long-term leases to replace the partially expired 99-year leases. The negotiation parameters were established by the "Key Conditions of Lease" and "Principles of Transfer" approved by Government.

100 year leases, with options to renew for a further 100 years, were signed with the relevant port corporations at Brisbane, Bundaberg, Mackay, Townsville, Lucinda, Mourilyan and Cairns. In 2008, the Company exercised an option to convert the Brisbane terminal property to freehold and that property was sold in September 2009.

Sublease with Queensland Sugar Limited (QSL)

In August 2000, STL granted QSL a formal Sublease over the terminals at the seven ports. The rental arrangements then negotiated reflected the serious economic conditions facing the industry stakeholders at the time, as well as the interests of shareholders.

The Sublease terms in relation to rental and the treatment of maintenance were reviewed on 1 July 2005. With the introduction of voluntary marketing by the abolition of vesting of sugar to QSL, the Sublease terminated on 30 June 2007, and the parties agreed to extend that Sublease until 31 December 2008, after which a five year Sublease became effective. On 1 August 2013, the parties executed a new 5 year Sublease effective from 1 January 2014.

Regular meetings are held between senior staff of STL and QSL to discuss major issues including maintenance, insurances, capital improvements and other uses of the terminals. The General Manager inspects the receipt, storage and loading facilities at each terminal on a regular basis. The working relationship between STL and QSL continues to be constructive.

Operating Revenue

Operating revenue for the year was \$43.9 million, compared to \$44 million in 2012. Rental under the Sublease increased by \$0.2 million to \$42.8 million due to capital expenditure exceeding the threshold up to 30 June 2012. This was offset by a reduction in interest received.

Operating Results

The net profit for the year was \$20.7 million (\$20.8 million in 2012) representing 5.75 cents per share (5.79 cents in 2012). The reduction in net profit is principally due to a net increase in depreciation of \$0.6 million, offset by a reduction in net loss on disposal of plant and equipment of \$0.5 million (2012 included a net loss of \$0.4 million due to the write off of the Mackay shed 2 roof).

Capital Expenditure

Based on recommendations from QSL, STL undertook capital expenditure at the sugar terminals during the year of \$12.7 million including \$5.1 million on the replacement of the shed 2 roof at Mackay (bringing the total cost to \$5.9m) and a \$3.1 million in progress payments on the Mackay shed 3 roof replacement.

Capital enhancements at the terminals to be funded by STL are budgeted to cost \$10.4 million in 2014, including \$5.4 million for the roof replacement project.

Financial Position

The company is in a sound financial position and was free of debt at 30 June 2013. The company has a \$3 million overdraft facility which is used very infrequently to fund short term deficiencies.



Richard Farquhar
General Manager

Organisation - corporate governance

Governance

The Board of Directors is responsible for the overall direction of STL's business and affairs on behalf of the company. In running STL for the benefit of all shareholders, the Board and management act within the framework of requirements, expectations and interests of customers and communities.

Communication with Shareholders

Apart from the Annual Report and Half-year Report, STL keeps shareholders informed with an Interim Report, as well as other announcements issued from time to time when significant or reportable events arise.

The Half-year Report, Annual Report and other announcements are posted on the STL web site.

The Annual General Meeting provides a forum for questions as well as an opportunity for contact with Directors and management.

The Board

The Board of Directors at the date of this report:

- | | |
|-------------------------------|-----------------------|
| ■ Andrew S Cappello | ■ Shayne W Rutherford |
| ■ Constantine A Christofides | ■ Donald A Watson |
| ■ Stuart C Gregory (Chairman) | |

Board Committees

Major policy decisions are matters for the Board as a whole. The Audit and Risk Committee is the Board's only standing committee. It comprises a Grower Director (Mr Christofides) and a Miller Director (Mr Cappello). The functions of the committee are to keep the following matters under review and report to the STL Board as appropriate:

- | | |
|---------------------------------------|---|
| ■ quality of external audits | ■ independence of external auditor |
| ■ scope of external audit | ■ scope of non-audit services performed by external auditor |
| ■ accounting procedures and reporting | ■ adequacy of accounting controls |
| ■ compliance with legislation | ■ financial investment planning and reporting |
| ■ maintenance of records and minutes | ■ identification of risk |
| ■ insurance of STL assets | ■ maintenance of STL assets. |

Board Leadership and Support

The Chairman carries out a leadership role in the conduct of the Board and its relations with shareholders and other stakeholders. He maintains a close relationship with the General Manager and acts as a mentor as required. He chairs Board meetings, as well as general meetings of shareholders, and concerns himself with the good order and effectiveness of the Board.

The Company Secretary supports the Board in carrying out its role, attending meetings and recording minutes of the proceedings. The Secretary is appointed by the Board.

Board Meetings

The Board held 13 meetings during the year to 30 June 2013. It plans to hold 7 meetings in the current year, because a number of meetings held in 2013 were specifically to discuss aspects of the QSL Sublease negotiations. The agenda for the meetings is prepared in conjunction with the Chairman by the General Manager. Submissions and papers on Board items are circulated in advance. The Board conducts periodic reviews of strategic issues, considers regular business and quarterly financial reports, and approves major transactions. Directors have access to independent professional advice.

Directors' report 30 June 2013

Directors

The following persons were directors of Sugar Terminals Limited (STL) during the whole of the financial year and up to the date of this report:

Mr Andrew S Cappello
 Mr Constantine A Christofides
 Mr Stuart C Gregory
 Mr Shayne W Rutherford
 Mr Donald A Watson

Principal activities

During the year the principal continuing activities of the Company consisted of:

- (a) Ownership of bulk sugar terminal assets;
- (b) Protection of the bulk sugar terminals;
- (c) Managing, development and financing of bulk sugar terminals;
- (d) Managing the Sublease of the terminals to Queensland Sugar Ltd.

There have been no significant changes in the principal continuing activities during the year.

Comparative financial information

	2013	2012	2011	2010	2009
	\$'000	\$'000	\$'000	\$'000	\$'000
Revenue from continuing operations	43,899	43,973	43,335	43,040	47,390
Profit attributable to members of STL	20,684	20,874	18,794	41,489	24,767

Balance sheet

Current assets	20,375	19,434	28,297	11,697	18,137
Non-current assets	325,836	324,540	328,184	329,286	336,150
Current liabilities	(12,627)	(11,302)	(23,944)	(6,631)	(6,103)
Non-current liabilities	(6,487)	(6,099)	(6,291)	(6,380)	(6,261)
Net assets	327,097	326,573	326,246	327,972	341,923

Dividends – Sugar Terminals Limited

Dividends provided for or paid to members during the financial year were as follows:

	2013	2012
	\$'000	\$'000
Final ordinary dividend for the year ended 30 June 2012 of 2.8 cents per share, (2011 – 2.9 cents per share), fully franked based on tax paid of 30%, paid on 28 September 2012.	10,080	10,440
Interim dividend for the year ended 30 June 2013 of 2.8 cents per share (2012 – 2.8 cents per share), fully franked based on tax paid of 30%, paid on 28 March 2013.	10,080	10,080
	20,160	20,520

Since the end of the financial year, the directors have determined that a final ordinary dividend of \$10.8 million (3.0 cents per fully paid share), fully franked based on tax paid at 30%, will be paid on 30 September 2013 to shareholders whose names are recorded on the Register on 12 September 2013.

Directors' report 30 June 2013 (Continued)

Review of operations

There were no material changes to the Company's operations during the year. The Company depends on Queensland Sugar Limited (QSL) for most of its revenue. During the year ended 30 June 2013 98% (2012 – 97%) of the Company's revenue was sourced from QSL under the Company's Sublease agreement with that company.

Significant changes in the state of affairs

There were no material changes in the state of affairs during the year.

Matters subsequent to the end of the financial year

On 1 August 2013, the company executed a Sublease to Queensland Sugar Ltd for a period of 5 years commencing on 1 January 2014. Apart from this, no matter or circumstance has arisen since 30 June 2013 that has significantly affected, or may significantly affect:

- (a) the Company's operations in future financial years, or
- (b) the results of those operations in future financial years, or
- (c) the Company's state of affairs in future financial years.

Likely developments and expected results of operations

There were no likely developments in the operations of the Company that were not finalised at the date of this report.

Environmental regulation

Queensland Sugar Limited, manager of the Bulk Sugar Terminal Assets under a Sublease arrangement with the Company, takes responsibility for the environmental impact of the Terminals and holds the environmental licences under the Environmental Protection Act 1994.

Information on directors

Andrew S Cappello

Experience and Expertise

Chairman: Mackay Sugar Ltd, Pioneer Valley Water Board and Pioneer Valley Water Co-operative.
Director: Australian Sugar Milling Council, Queensland Co-operative Federation, Sugar Australia Pty Ltd, New Zealand Sugar Company, Mackay Area Productivity Services Pty Ltd. Member of the Australian Institute of Company Directors. Former director of the Australian National Committee for Irrigation and Drainage.

Other current directorships of listed entities

None

Former directorships of listed entities in last 3 years

None

Special Responsibilities

Director (Non-Executive)
Member of Audit & Risk Committee

Interest in shares and options

37,956 "G" class shares in Sugar Terminals Ltd

Constantine A Christofides

Experience and Expertise

Director and trustee of various private companies. Director of South Burdekin Community Financial Services Ltd, Management of family cane farm in Burdekin region.

Other current directorships of listed entities

None

Former directorships of listed entities in last 3 years

None

Special Responsibilities

Director (Non-Executive)
Member of Audit & Risk Committee

Interest in shares and options

1,000,000 "G" class shares in Sugar Terminals Limited

Directors' report 30 June 2013 *(Continued)*

Information on directors - continued

Stuart C Gregory

Experience and Expertise

Experienced company director with extensive experience in professional services, investment banking, manufacturing and agribusiness. Bachelor of Commerce (Hons). Certified Practicing Accountant. Member Australian Institute of Company Directors. Director of Australian Food & Fibre Ltd and Brisbane Housing Company Ltd.

Other current directorships of listed entities

LandMark White Ltd

Former directorships of listed entities in last 3 years

None

Special Responsibilities

Chairman of the board

Interest in shares and options

None

Shayne W Rutherford

Experience and Expertise

Executive General Manager, Strategy and Business Development, Wilmar Sugar Australia Ltd. Director of Harwood Nominees Pty Ltd, the trustee of the Harwood Super Fund. Expertise in M&A and project development with experience in a broad range of industries including agribusiness, oil and gas, manufacturing, consulting and petrochemical. B.E. Mechanical (Hons 1) and MBA. Former director of BSES Ltd (2004-2007). Graduate member of the Australian Institute of Company Directors.

Other current directorships of listed entities

None

Former directorships of listed entities in last 3 years

None

Special Responsibilities

Director (Non-Executive)

Interest in shares and options

None

Donald A Watson

Experience and Expertise

Manager and Director of 500 hectare cane farm. Member of Mossman Canegrowers Committee since 1990, Chairman since 2001, Queensland Canegrowers Organisation Director since 2001. Served on Mossman Sugar Pricing Group. Director Town and Country Ltd which owns and operates a shopping centre (Woolworths anchor tenant) and other properties. Graduate Australian Rural Leadership Course (5) 1999.

Other current directorships of listed entities

None

Former directorships of listed entities in last 3 years

None

Special Responsibilities

Director (Non-Executive)

Interest in shares and options

248,196 "G" class shares in Sugar Terminals Limited

Directors' report 30 June 2013 (Continued)

Information on directors - continued

Company secretary

The Company Secretary and General Manager is Mr Richard Farquhar B.Com CA. Mr Farquhar was appointed to this position in October 2003. Prior to joining Sugar Terminals Ltd he was the CFO and Company Secretary of the Australian subsidiary of a US listed public company for twenty years up to 1998 and in the interim period worked for insolvency practitioners managing businesses during insolvency administration.

Meetings of directors

The numbers of meetings of the Company's board of directors and of each board committee held during the year ended 30 June 2013, and the numbers of meetings attended by each director were:

	Directors' Meetings		Committee Meetings Audit & Risk Committee	
	Number eligible to attend	Number attended	Number eligible to attend	Number attended
Andrew S Cappello	13	13	2	2
Constantine A Christofides	13	13	2	2
Stuart C Gregory	13	13	*	*
Shayne W Rutherford	13	12	*	*
Donald A Watson	13	13	*	*

* SC Gregory, SW Rutherford and DA Watson are not members of the Audit and Risk Committee.

Remuneration report

The information provided in this remuneration report has been audited as required by section 308 (3C) of the *Corporations Act 2001*.

Principles used to determine the nature and amount of remuneration

The objective of the Company's executive reward framework is to ensure reward for performance is competitive and appropriate for the results delivered. The framework aligns executive reward with achievement of strategic objectives and the creation of value for shareholders, and conforms with market best practice for delivery of reward. The Board ensures that executive reward satisfies the following key criteria for good reward governance practices:

- competitiveness and reasonableness
- acceptability to shareholders
- transparency
- capital management.

The Company has structured an executive remuneration framework that is market competitive and complementary to the reward strategy of the organisation.

Non-executive directors

Fees and payments to non-executive directors reflect the demands which are made on, and the responsibilities of, the directors. Non-executive directors' fees and payments are reviewed periodically by the Board. Directors are elected for a period of 3 years subject to re-election. No notice is required for termination.

Directors' report 30 June 2013 (Continued)

Directors' fees

The directors' remuneration is reviewed with effect from 1 July each year.

Non-executive directors' fees are determined within an aggregate directors' fee pool limit, which is periodically recommended for approval by shareholders. The maximum aggregate annual amount currently stands at \$250,000.

The following fees (excluding statutory superannuation) have applied:

	From 1 July 2012 30 June 2013	From 1 July 2011 to 30 June 2012
Chairman	77,400	73,800
Other non-executive directors	28,100	27,700

Retirement Allowances for Directors

Non-executive directors are not entitled to retirement allowances or termination payments

Executive pay

The executive's employment contract does not have a minimum term and he is required to give 3 months notice of termination.

The executive pay and reward framework has three components:

- base pay and benefits
- short-term performance incentives
- other remuneration such as superannuation.

The combination of these comprises the executive's total remuneration.

Base pay

The executive is offered a competitive base pay that comprises the fixed component of pay and rewards. Base pay is reviewed annually to ensure the executive's pay is competitive with the market.

There are no guaranteed base pay increases fixed in the executive's contract.

Benefits

The executive receives a car parking benefit.

Short-term incentives

The executive has a target short-term incentive (STI) opportunity. Each year the board considers appropriate targets and key performance indicators (KPI's) to link the STI plan and the level of payouts if targets are met. Short-term bonus payments may be adjusted up or down in line with under or over achievements against the target performance levels, at the discretion of the board.

The following table illustrates movement in shareholder wealth over the past five years;

	2013	2012	2011	2010	2009
	\$'000	\$'000	\$'000	\$'000	\$'000
Profit attributable to members of STL	\$20,684	\$20,847	\$18,794	\$41,489	\$24,767
Dividends (relating to the year)					
Interim	\$10,080	\$10,080	\$10,440	\$10,440	\$13,320
Special				\$20,880	
Final	\$10,800	\$10,080	\$10,440	\$10,080	\$11,520
Earnings per share basic	5.75c	5.79c	5.22c	11.52c	6.88c
Share price at 30 June (\$)	\$0.63	\$0.63	\$0.70	\$0.67	\$0.60

Directors' report 30 June 2013 (Continued)

Details of remuneration

Amounts of remuneration

Details of the remuneration of each director of Sugar Terminals Limited and the only executive, are set out in the following tables.

Key management personnel of Sugar Terminals Limited

2013	Short-term employee benefits			Post-employment benefits	Total
Name	Cash salary and fees \$	Cash bonus \$	Non-monetary benefits \$	Superannuation \$	\$
<i>Non-executive directors</i>					
AS Cappello	15,314	-	-	15,315	30,629
C Christofides	5,629	-	-	25,000	30,629
SC Gregory (Chairman)	77,400	-	-	6,966	84,366
SW Rutherford	28,100	-	-	-	28,100
DA Watson	28,100	-	-	2,529	30,629
Sub total non-executive directors	154,543	-	-	49,810	204,353
<i>Key management personnel</i>					
RB Farquhar	191,132	30,000	5,775	24,868	251,775
Total	345,675	30,000	5,775	74,678	456,128

2012	Short-term employee benefits			Post-employment benefits	Total
Name	Cash salary and fees \$	Cash bonus \$	Non-monetary benefits \$	Superannuation \$	\$
<i>Non-executive directors</i>					
AS Cappello	15,096	-	-	15,097	30,193
C Christofides	5,193	-	-	25,000	30,193
MR Day	9,107	-	-	-	9,107
SC Gregory (Chairman)	73,800	-	-	6,642	80,442
S Guazzo	-	-	-	9,845	9,845
SM Rutherford	18,593	-	-	-	18,593
DA Watson	18,667	-	-	1,680	20,347
Sub total non-executive directors	140,456	-	-	58,264	198,720
<i>Key management personnel</i>					
RB Farquhar	160,008	56,000	6,400	49,992	272,400
Total	300,464	56,000	6,400	108,256	471,120

Service agreements

The Company does not have any service agreements with key management personnel.

Share-based compensation

The Company does not have any share-based compensation plan. Directors and executives do not have any rights to subscribe for equity or debt securities of the Company.

Additional Information

Loans to directors and executives

There are no loans to directors or executives.

Directors' report 30 June 2013 (Continued)

Non-audit services

The Company may decide to employ the auditor on assignments additional to their statutory audit duties where the auditor's expertise and experience with the Company is important.

Details of the amounts paid or payable to the auditor (PricewaterhouseCoopers) for non-audit services provided during the year are set out below.

The board of directors has considered the position and, in accordance with the advice received from the audit committee, is satisfied that the provision of the non-audit services is compatible with the general standard of independence for auditors imposed by the *Corporations Act 2001*. The directors are satisfied that the provision of non-audit services by the auditor, as set out below, did not compromise the auditor independence requirements of the *Corporations Act 2001* for the following reasons:

- all non-audit services have been reviewed by the audit committee to ensure they do not impact the impartiality and objectivity of the auditor
- none of the services undermine the general principles relating to auditor independence as set out in APES110 *Code of Ethics for Professional Accountants*.

2013	2012
\$	\$

During the year the following fees were paid or payable for non-audit services provided by the auditor of the Company and its related practices:

Non-audit services

PricewaterhouseCoopers Australian firm:

nil	nil
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Auditor's independence declaration

A copy of the auditor's independence declaration as required under Section 307C of the *Corporation Act 2001* is set out on page 13.

Corporate Governance

The Board of Directors is responsible for the overall direction of Sugar Terminals Limited business and affairs on behalf of the Company. In running STL for the benefit of all shareholders, the Board and management act within the framework of requirements, expectations and interests of customers and communities.

Major policy decisions are a matter for the Board as a whole. The Audit and Risk Committee is the Board's only standing committee. It was comprised of Directors Mr AS Cappello (Chairman) and Mr CA Christofides for the whole of the year. The functions of the committee are to keep the following matters under review and report to the STL Board as appropriate:

- | | |
|---|---|
| ■ quality of external audits | ■ independence of external auditor |
| ■ scope of external audit | ■ scope of non-audit services performed by external auditor |
| ■ accounting procedures and reporting | ■ adequacy of accounting controls |
| ■ financial investment planning and reporting | ■ compliance with legislation |
| ■ maintenance of records and minutes | ■ identification of risk |
| ■ insurance of STL assets | ■ maintenance of STL assets |

Directors' report 30 June 2013 (Continued)

Top 10 shareholders

The company has 'G' class shares, the acquisition of which is restricted to Active Growers and 'M' class shares which are restricted to Active Millers.

Lists of the top 10 'G' class shareholders and all of the 'M' class shareholders as at the date of this report are set out below:

'G' class shareholders

Shareholder	Number of Shares
Anthoan Pty Ltd	11,515,155
MSF Investments Pty Ltd	11,494,226
QSL Investments (No 1) Pty Ltd	11,467,410
QSL Investments (No 2) Pty Ltd	11,467,410
MSF Sugar Limited	11,446,455
Queensland Sugar Limited	10,437,145
Jaswel Pty Ltd (The Jaswel Family A/C)	1,744,966
Sucrogen Investments Pty Ltd	1,111,343
Mr Constantine Christofides & Mr Constantine Christofides (The Christofides Bros A/C)	1,000,000
Tully Sugar Limited	652,538

'M' class shareholders

Shareholder	Number of Shares
Sucrogen Investments Pty Ltd	65,810,955
Mackay Sugar Limited	30,130,150
Bundaberg Sugar Ltd	15,328,437
The Mulgrave Central Mill Company Limited	9,505,841
Tully Sugar Limited	6,016,179
MSF Sugar Limited	3,840,235
Isis Central Sugar Mill Co Ltd	20,000

Insurance of officers

Premiums have been paid in respect of policies of insurance for current and former Directors and officers. Disclosure of the nature of the liabilities insured by these contracts and the premiums paid under these contracts of insurance is prohibited by the terms of the contracts.

Proceedings on behalf of company

No person has applied to the Court under section 237 of the *Corporations Act 2001* for leave to bring proceedings on behalf of the Company, or to intervene in any proceedings to which the Company is a party, for the purpose of taking responsibility on behalf of the Company for all or part of those proceedings.

No proceedings have been brought or intervened in on behalf of the Company with leave of the Court under section 237 of the *Corporations Act 2001*.

Rounding of amounts

The Company is of a kind referred to in Class Order 98/0100, issued by the Australian Securities and Investments Commission, relating to the "rounding off" of amounts in the directors' report. Amounts in the directors' report have been rounded off in accordance with that Class Order to the nearest thousand dollars, or in certain cases, to the nearest dollar.

Auditor

PricewaterhouseCoopers continues in office in accordance with Section 327 of the *Corporations Act 2001*.

This report is made in accordance with a resolution of the directors.



SC Gregory
Brisbane
3 September 2013



AS Cappello
Brisbane
3 September 2013



Auditor's Independence Declaration

As lead auditor for the audit of Sugar Terminals Limited for the year ended 30 June 2013, I declare that to the best of my knowledge and belief, there have been:

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

This declaration is in respect of Sugar Terminals Limited during the period.

A handwritten signature in blue ink, appearing to read 'C Henry'.

Cameron Henry
Partner
PricewaterhouseCoopers

3 September 2013

Liability limited by a scheme approved under Professional Standards Legislation.

Annual financial report 30 June 2013

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The financial report is presented in the Australian currency.

Sugar Terminals Limited is a company limited by shares, incorporated and domiciled in Australia. Its registered office and principal place of business is:

Sugar Terminals Limited
Level 3, IBM Building
348 Edward St
BRISBANE QLD 4000

A description of the Company's operations and its principal activities is included in the review of operations and activities on pages 5 & 6 in the directors' report which is not part of this financial report.

The financial report was authorised for issue by the directors on 3 September 2013.

Statement of comprehensive income

For the year ended 30 June 2013

	Notes	2013 \$'000	2012 \$'000
Revenue from continuing operations	5	43,899	43,973
Depreciation expense	6	(11,410)	(10,832)
Professional fees expense		(327)	(358)
Insurance expense		(1,637)	(1,527)
Net loss on disposal of investment properties	6	(20)	(508)
Other expenses		(625)	(635)
Profit before income tax		29,880	30,113
Income tax expense	7	(9,196)	(9,266)
Profit for the period attributable to members of Sugar Terminals Limited	15	20,684	20,847
Other comprehensive income		-	-
Total comprehensive income attributable to members of Sugar Terminals Limited		20,684	20,847
		2013 Cents	2012 Cents
Earnings per share for profit from continuing operations attributable to the ordinary equity holders of the Company			
Basic and diluted earnings per share	25	5.75	5.79

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

Balance sheet As at 30 June 2013

	Notes	2013 \$'000	2012 \$'000
ASSETS			
Current assets			
Cash and cash equivalents	8	19,948	19,370
Trade and other receivables	9	427	64
Total current assets		<u>20,375</u>	<u>19,434</u>
Non-current assets			
Investment properties	10	325,836	324,540
Total non-current assets		<u>325,836</u>	<u>324,540</u>
Total assets		<u>346,211</u>	<u>343,974</u>
LIABILITIES			
Current liabilities			
Trade and other payables	11	10,476	8,492
Current tax liabilities	12	2,151	2,810
Total current liabilities		<u>12,627</u>	<u>11,302</u>
Non-current liabilities			
Deferred tax liabilities	13	6,487	6,099
Total non-current liabilities		<u>6,487</u>	<u>6,099</u>
Total liabilities		<u>19,114</u>	<u>17,401</u>
Net assets		<u>327,097</u>	<u>326,573</u>
EQUITY			
Contributed equity	14	317,628	317,628
Retained earnings	15	9,469	8,945
Total equity		<u>327,097</u>	<u>326,573</u>

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

Statement of changes in equity For the year ended 30 June 2013

	Notes	Contributed Equity \$'000	Retained Earnings \$'000	Total \$'000
Balance at 1 July 2011		317,628	8,618	326,246
Profit for the period			20,847	20,847
Other comprehensive income			-	-
Total comprehensive income for the year			20,847	20,847
Transactions with owners in their capacity as owners				
Dividends provided for or paid	16	-	(20,520)	(20,520)
Balance at 30 June 2012		317,628	8,945	326,573
Profit for the period			20,684	20,684
Other comprehensive income			-	-
Total comprehensive income for the year		-	20,684	20,684
Transactions with owners in their capacity as owners				
Dividends provided for or paid	16	-	(20,160)	(20,160)
Balance at 30 June 2013		317,628	9,469	327,097

The above statement of changes in equity should be read in conjunction with the accompanying notes.

Statement of cash flows For the year ended 30 June 2013

	Notes	2013 \$'000	2012 \$'000
Cash flows from operating activities			
Receipts from customers (inclusive of goods and services tax)		47,661	47,419
Rent received in advance		21	58
Payments to suppliers and employees (inclusive of goods and services tax)		(5,956)	(6,132)
		<u>41,726</u>	<u>41,345</u>
Insurance claim proceeds received (disbursed)		-	10,000
Interest received		532	867
Income taxes paid		(9,467)	(8,187)
Net cash inflow from operating activities	24	<u>32,791</u>	<u>24,025</u>
Cash flows from investing activities			
Payments for investment properties		(12,053)	(11,939)
Proceeds from sale of investment property		-	-
Net cash inflow (outflow) from investing activities		<u>(12,053)</u>	<u>(11,939)</u>
Cash flows from financing activities			
Dividends paid to Company's shareholders		(20,160)	(20,520)
Net cash (outflow) from financing activities		<u>(20,160)</u>	<u>(20,520)</u>
Net increase (decrease) in cash and cash equivalents		578	(8,434)
Cash and cash equivalents at the beginning of the financial year		<u>19,370</u>	<u>27,804</u>
Cash and cash equivalents at the end of the year	8	<u>19,948</u>	<u>19,370</u>

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

Notes to the financial statements 30 June 2013

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Notes to the financial statements *Continued*

Note 1 - Summary of Significant Accounting Policies

The principal accounting policies adopted in the preparation of the financial report are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

(a) Basis of preparation

This general purpose financial report has been prepared in accordance with Australian Accounting Standards, other authoritative pronouncements of the Australian Accounting Standards Board, Urgent Issues Group interpretations and the *Corporations Act 2001*. Sugar Terminals Ltd is a for-profit entity for the purpose of preparing the financial statements.

Compliance with IFRS

The financial report of Sugar Terminals Ltd also complies with International Financial Reporting Standards (IFRS) as used by the International Accounting Standards Board (IASB).

None of the new standards and amendments to standards that are mandatory for the first time for the financial year beginning 1 July 2012 affected any of the amounts recognised in the current period or any prior period and are not likely to affect future periods.

Historical cost convention

These financial statements have been prepared under the historical cost convention.

Critical accounting estimates

The preparation of financial statements in conformity with AIFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Company's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in Note 3.

(b) Segment reporting

A business segment is a group of assets and operations 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 engaged in providing products or services within a particular economic environment and is subject to risks and returns that are different from those of segments operating in other economic environments.

(c) Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable. Amounts disclosed as revenue are net of duties and taxes paid. Revenue is recognised for the major business activities as follows:

(i) *Rental revenue:*

Rental revenue from operating leases is recognised in income on a straight-line basis over the lease term.

(ii) *Interest revenue:*

Interest revenue is recognised on a time proportion basis.

(d) Income tax

The income tax expense for the period is the tax payable on the current period's taxable income based on the national income tax rate adjusted by changes in deferred tax assets and liabilities attributable to temporary differences between the tax bases of assets and liabilities and their carrying amounts in the financial statements.

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. However, the deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the balance sheet date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Notes to the financial statements *Continued*

Note 1 - Summary of Significant Accounting Policies *(continued)*

Deferred tax assets are recognised for deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the Company has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Current and deferred tax balances attributable to amounts recognised directly in equity are also recognised directly in equity.

(e) Leases

Leases in which a significant portion of the risks and rewards are retained by the lessor are classified as operating leases. Lease income from operating leases is recognised in income on a straight-line basis over the lease term (Note 10).

(f) Foreign currency translation

Functional and presentation currency

Items included in the financial statements of the Company are measured using the currency of the primary economic environment in which the Company operates ('the functional currency'). The financial statements are presented in Australian dollars, which is the Company's functional and presentation currency.

(g) Cash and cash equivalents

For cash flow statement presentation purposes, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities on the balance sheet.

(h) Trade receivables

Trade receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest rate, less provision for doubtful debts. Trade receivables are due for settlement no more than 30 days from the date of recognition.

Collectibility of trade receivables is reviewed on an ongoing basis. Debts which are known to be uncollectible are written off. A provision for impairment of trade receivables is established when there is objective evidence that the Company will not be able to collect all amounts due according to the original terms of the receivables. Significant financial difficulties of the debtor, probability that the debtor will enter bankruptcy or financial reorganisation, and default or delinquency in payments (more than 30 days overdue) are considered indicators that the trade receivable is impaired. The amount of the provision is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the original effective interest rate. Cash flows relating to short-term receivables are not discounted if the effect of discounting is immaterial. The amount of the provision is recognised in the income statement in other expenses.

(i) Non-current assets (or disposal groups) held for sale and discontinued operations

Non-current assets (or disposal groups) are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use. They are measured at the lower of their carrying amount and fair value less costs to sell, except for assets such as deferred tax assets, assets arising from employee benefits, financial assets, and investment property that are carried at fair value and contractual rights under insurance contracts, which are specifically exempt from this requirement.

(j) Investment property

Investment property is shown at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Notes to the financial statements *Continued*

Note 1 - Summary of Significant Accounting Policies (continued)

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably.

Leasehold land is not depreciated. Depreciation on other assets is calculated using the straight line method to allocate their cost, net of their residual values, over their estimated useful lives, as follows:

Buildings	40 – 80 years
Plant and equipment	7 – 50 years

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each balance sheet date.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in the statement of comprehensive income.

(k) Impairment of assets

Assets that are subject to depreciation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash generating units).

(l) Trade and other payables

These amounts represent liabilities for goods and services provided to the Company prior to the end of financial year which are unpaid. The amounts are unsecured and are usually paid within 30 days of recognition.

(m) Borrowings

Borrowings are initially recognised at fair value. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in the income statement over the period of the borrowings using the effective interest rate method.

Borrowings are removed from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in other income or other expenses.

Borrowings are classified as current liabilities unless the Company has an unconditional right to defer settlement of the liability for at least 12 months after the balance sheet date.

(n) Borrowing costs

Borrowing costs incurred for the construction of any qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Other borrowing costs are expensed.

(o) Employee benefits

Wages and 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 and 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 measured at the rates paid or payable.

Retirement benefit obligations

Contributions are made by the Company to an employee's superannuation fund and are charged as expenses when incurred.

Notes to the financial statements *Continued*

Note 1 - Summary of Significant Accounting Policies *(continued)*

(p) 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.

(q) Dividends

Provision is made for the amount of any dividend declared being appropriately authorised and no longer at the discretion of the Company, on or before the end of the year but not distributed at balance date.

(r) Earnings per share

(i) Basic earnings per share

Basic earnings per share is calculated by dividing the profit attributable to equity holders of the Company, excluding any costs of servicing equity other than ordinary shares, by the weighted average number of ordinary shares outstanding during the year, adjusted for bonus elements in ordinary shares issued during the year.

(ii) Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account the after income tax effect of interest and other financing costs associated with dilutive potential ordinary shares and the weighted average number of shares assumed to have been issued for no consideration in relation to dilutive potential ordinary shares.

(s) Rounding of amounts

The Company is of a kind referred to in Class Order 98/0100, issued by the Australian Securities and Investments Commission, relating to the "rounding off" of amounts in the financial report. Amounts in the financial report have been rounded off in accordance with that Class Order to the nearest thousand dollars, or in certain cases, the nearest dollar.

(t) Goods and Services Tax (GST)

Revenues, expenses and assets are recognised net of the amount of associated GST, unless the GST incurred is not recoverable from the taxation authority. In this case it is recognised as part of the cost of acquisition of the asset or as part of the expense.

Receivables and payables are stated inclusive of the amount of GST receivable or payable. The net amount of GST recoverable from, or payable to, the taxation authority is included with other receivables or payables in the balance sheet. Cash flows are presented on a gross basis. The GST components of cash flows arising from investing or financing activities which are recoverable from, or payable to the taxation authority, are presented as operating cash flows.

(u) New accounting standards and interpretations

Certain new accounting standards and interpretations have been published that are not mandatory for 30 June 2013 reporting periods.

Upon review, the Company has concluded that all new accounting standards that have been issued or amended are not applicable or will have no impact on the Company's financial statements.

Notes to the financial statements *Continued*

Note 2 - Financial risk management

The Company's activities expose it to a variety of financial risks: credit risk, liquidity risk and market risk. The Company's overall risk management program focuses on the unpredictability of financial markets and seeks to minimize potential adverse effects on the financial performance of the Company.

(a) Credit risk

The Company had no significant concentrations of credit risk.

(b) Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and the availability of funding through an adequate amount of committed credit facilities, both of which the Company considers at all times.

(i) Financing arrangements

The company had access to the following undrawn borrowing facility at the reporting date

	2013	2012
Floating rate	\$'000	\$'000
Expiring within one year (bank overdraft)	3,000	3,000

The bank overdraft facility may be drawn at any time and may be terminated by the bank without notice.

(c) Market risk

(i) Foreign exchange risk

The Company is not exposed to foreign exchange risk arising from currency exposure.

(ii) Price risk

The Company is not exposed to equity securities price risk.

(iii) Cash flow and fair value interest rate risk

The Company's income and operating cash flows are substantially independent of changes in market interest rates.

Note 3 - Critical accounting estimates and judgements

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

(a) Critical accounting estimates and assumptions

The Company makes estimates and assumptions concerning the future. The resulting accounting estimates, other than these shown below, will by definition, seldom equal the related actual results. At the date of signing this report, there are no estimates or assumptions that have significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

(i) Impairment

The Company considers annually whether there has been any indicators of impairment and then tests whether non current assets have suffered any impairment, in accordance with the accounting policy stated in note 1(k). The recoverable amounts of cash generating units have been determined based on value in use calculations or fair value less costs to sell. These calculations require the use of assumptions. Refer to note 10 for more details on the carrying amounts of non current assets subject to impairment testing. A reasonably possible change in any of the key assumptions would not cause the carrying amount of the Investment Property CGU to exceed its recoverable amount.

(b) Critical judgements in applying the Company's accounting policies

There have been no significant judgements made in the application of the Company's accounting policies that have a material impact on the amounts recognised in the financial report.

Notes to the financial statements *Continued*

Note 4 - Segment information

Business segments

The Company operates in one industry, being the sugar industry and in one geographical segment, being Queensland, Australia.

Note 5 - Revenue

	2013 \$'000	2012 \$'000
Revenue from continuing operations		
Rental revenue	42,864	42,629
Share of Defence licence fee	373	371
Storage of other products	127	95
	<u>43,364</u>	<u>43,095</u>
Other revenue		
Interest revenue	532	867
Other	3	11
	<u>535</u>	<u>878</u>
	<u>43,899</u>	<u>43,973</u>

Note 6 - Expenses

	2013 \$'000	2012 \$'000
Profit before income tax includes the following specific expenses:		
Expenses		
Depreciation		
Investment properties	11,410	10,832
Total depreciation	<u>11,410</u>	<u>10,832</u>
Net loss on disposal of investment properties	20	508
Defined contributions superannuation expense	<u>75</u>	<u>108</u>

Note 7 - Income Tax Expense

	2013 \$'000	2012 \$'000
(a) Income tax expense		
Current taxation	8,808	9,458
Deferred tax	388	(192)
	<u>9,196</u>	<u>9,266</u>

Deferred income tax expenses included in income tax expense comprises:

	2013 \$'000	2012 \$'000
Increase (decrease) in deferred tax liabilities (note 13)	<u>388</u>	<u>(192)</u>
	<u>388</u>	<u>(192)</u>

Notes to the financial statements *Continued*

Note 7 - Income Tax Expense (continued)

(b) Numerical reconciliation of income tax expense to prima facie tax payable	2013 \$'000	2012 \$'000
Profit from continuing operations before income tax expense	29,880	30,113
Income tax calculated at the Australian tax rate of 30% (2012 – 30%)	8,964	9,034
Tax effect of permanent differences:		
Non-deductible depreciation	237	237
Sundry items	(5)	(5)
Income tax expense	9,196	9,266

Note 8 - Current assets - Cash and cash equivalents

	2013 \$'000	2012 \$'000
Cash at bank and on hand	8,948	9,370
Term Deposits	11,000	10,000
	19,948	19,370

(a) Reconciliation to cash at the end of the year

The above figures are reconciled to cash at the end of the financial year as shown in the statement of cash flows as follows:

Balances as above	19,948	19,370
Balances per cash flow statement	19,948	19,370

(b) Cash at bank and on hand

Cash at bank bears a floating interest rate of 2.5%, which is the rate at 30 June 2013. (2012 – 3.25%).

(c) Term Deposits

Term deposits bear an average interest rate of 4.28%, which is the rate at 30 June 2013. (2012 – 5.14%)

(d) Interest rate risk exposure

The Company's exposure to interest rate risk is discussed in note 2.

Note 9 - Current assets - Trade and other receivables

	2013 \$'000	2012 \$'000
Trade receivables	39	-
Other receivables	388	64
	427	64

(a) Past due but not impaired

Trade receivables do not include any amounts which are past due.

(b) Fair value and credit risk

Due to the short term nature of these receivables, their carrying amount is assumed to approximate their fair value. The maximum exposure to credit risk at the reporting date is the carrying amount of each class of receivables mentioned above.

Notes to the financial statements *Continued*

Note 10 - Non-current assets - Investment properties

The investment properties are the company owned assets at the bulk sugar terminals constructed on leased properties at Cairns, Mourilyan, Lucinda, Townsville, Mackay and Bundaberg.

	Leasehold Land	Buildings, Plant and Equipment	Under Construction	Total
	\$'000	\$'000	\$'000	\$'000
Year ended 30 June 2013				
Opening net book amount	12,938	310,747	855	324,540
Additions	-	4,624	8,102	12,726
Disposals	-	(20)	-	(20)
Transfers	-	5,888	(5,888)	-
Depreciation charge	-	(11,410)	-	(11,410)
Closing net book amount	12,938	309,829	3,069	325,836

At 30 June 2013

Cost	12,938	444,090	3,069	460,097
Accumulated depreciation	-	(134,261)	-	(134,261)
Net book amount	12,938	309,829	3,069	325,836

	Leasehold Land	Buildings, Plant and Equipment	Under Construction	Total
	\$'000	\$'000	\$'000	\$'000
At 1 July 2011				
Cost	12,938	420,791	7,374	441,103
Accumulated depreciation	-	(112,919)	-	(112,919)
Net book amount	12,938	307,872	7,374	328,184

Year ended 30 June 2012

Opening net book amount	12,938	307,872	7,374	328,184
Additions	-	4,382	3,313	7,696
Disposals	-	(508)	-	(508)
Transfers	-	9,832	(9,832)	-
Depreciation charge	-	(10,832)	-	(10,832)
Closing net book amount	12,938	310,747	855	324,540

At 30 June 2012

Cost	12,938	433,658	855	447,451
Accumulated depreciation	-	(122,911)	-	(122,911)
Net book amount	12,938	310,747	855	324,540

Notes to the financial statements *Continued*

Note 10 - Non-current assets - Investment properties (continued)

Investment properties are pledged as security for a bank overdraft facility of \$3 million, as follows:

- Mortgages over leases of land at Townsville
- Fixed and floating charge over the whole of the Company's assets, excluding its interests in the leases and sub-leases of land at the ports of Cairns, Mourilyan, Lucinda, Bundaberg and Mackay.

Rental revenue derived from investment properties is included in Note 5.

(a) Amounts recognised in the profit and loss for investment property

	2013 \$'000	2012 \$'000
Direct operating expenses, including depreciation, from property that generated rental income	13,047	12,359

(b) Leasing arrangements

The investment properties are leased to Queensland Sugar Limited under an operating lease (Sublease) with rentals payable monthly.

The current Sublease became effective on 1 January 2009. Key terms of this Sublease are as follows –

- fixed annual rental of \$42.0 million for 5 years commencing 1 January 2009, subject to adjustment based on subsequent capital expenditure;
- initial period of 5 years with an additional period of 5 years provided both STL and QSL notify renewal of the Sublease by 30 June 2013;
- mechanism for determination of rental for second 5 years agreed in principle;
- STL has right to terminate the Sublease if QSL's percentage of Queensland bulk sugar exports falls below 75% and STL has termination rights in respect of individual terminals if QSL's contracted volumes represent less than 30% of a terminal's throughput in a crush season

On 1 August 2013, the parties executed a new Sublease which will become effective on 1 January 2014. Key terms of this Sublease are as follows –

- the term of the Sublease is 5 years
- a commencing annual rental of \$44.86 million to be increased annually during the term by 2.5%
- STL has the right to terminate the Sublease if QSL's volume falls below a certain percentage of the total volume, and STL has the right to exclude a particular terminal if QSL's volume is less than the agreed percentage of the volume at that terminal in a season.

The minimum lease payments receivable on leases of investment properties are as follows:

	2013 \$'000	2012 \$'000
Minimum lease payments under non-cancellable operating leases of investment properties not recognised in the financial statements are receivable as follows:		
Within one year	43,430	42,000
Later than 1 year but not later than 5 years	188,610	21,000
Later than 5 years	24,760	-

(c) Fair value

The fair value of investment properties at 30 June 2013 was \$408 million. As there is no market based evidence of the fair value of the terminals, this amount has been calculated by applying an appropriate discount factor to estimated future cash flows in accordance with AASB140.

Notes to the financial statements *Continued*

Note 11 - Current liabilities - Trade and other payables

	2013 \$'000	2012 \$'000
Trade payables	6,135	3,340
Insurance claim received in advance	-	-
Other payables	4,341	5,152
	<u>10,476</u>	<u>8,492</u>

Note 12 - Current liabilities - Current tax liabilities

	2013 \$'000	2012 \$'000
Income tax	2,151	2,810
	<u>2,151</u>	<u>2,810</u>

Note 13 - Non-current liabilities - Deferred tax liabilities

	2013 \$'000	2012 \$'000
The balance comprises temporary differences attributable to:		
Investment properties	6,487	6,099
	<u>6,487</u>	<u>6,099</u>

Movements:

Opening balance at 1 July	6,099	6,291
Charged to the income statement (note 7)	388	(192)
Closing balance at 30 June	<u>6,487</u>	<u>6,099</u>

Deferred tax liabilities to be settled after more than 12 months	6,487	6,099
Deferred tax liabilities to be settled within 12 months	-	-
	<u>6,487</u>	<u>6,099</u>

Note 14 - Contributed equity

	2013 Shares	2012 Shares	2013 \$'000	2012 \$'000
(a) Share capital				
Ordinary shares				
Fully paid	360,000,000	360,000,000	317,628	317,628

(b) Movements in ordinary share capital

	2013 \$'000	2012 \$'000
Opening balance	317,628	317,628
Closing balance	<u>317,628</u>	<u>317,628</u>

Notes to the financial statements *Continued*

Note 14 - Contributed equity (continued)

(c) Ordinary shares

Ordinary shares entitle the holder to participate in dividends and the proceeds on winding up of the Company in proportion to the number of and amounts paid on the shares held.

On a show of hands every holder of ordinary shares present at a meeting in person or by proxy, is entitled to one vote, and upon a poll each share is entitled to one vote, except that no holder of "G" class shares may vote more than 5% of the total number of "G" class shares.

At 30 June 2013 there were 360 million ordinary shares fully paid, consisting of:

"G" class ordinary shares	229,348,203
"M" class ordinary shares	<u>130,651,797</u>
	360,000,000

During the year ended 30 June 2013, there were no movements in the total number of ordinary shares on issue.

Note 15 - Retained earnings

Movements in retained earnings were as follows:

	2013 \$'000	2012 \$'000
Retained earnings		
Balance at 1 July	8,945	8,618
Total comprehensive income	20,684	20,847
Dividends provided for or paid	(20,160)	(20,520)
Balance at 30 June	<u>9,469</u>	<u>8,945</u>

Note 16 - Dividends

	2013 \$'000	2012 \$'000
Ordinary Shares		
Final dividend for the year ended 30 June 2012 of 2.8 cents (2011 – 2.9 cents) per share paid on 28 September 2012.		
Fully franked based on tax paid @ 30%	10,080	10,440
Interim dividend for the year ended 30 June 2013 of 2.8 cents (2012 – 2.8 cents) per share paid on 28 March 2012.		
Fully franked based on tax paid @ 30%	<u>10,080</u>	<u>10,080</u>
	<u>20,160</u>	<u>20,520</u>

Dividends not recognised at year end

In addition to the above dividends, since year end the directors have determined that a final dividend of 3.0 cents per fully paid ordinary share will be paid, fully franked based on tax paid at 30%. The aggregate amount of the proposed dividend to be paid is \$10.8 million but is not recognised as a liability at year end.

Franked dividends

The franked portions of the final dividend recommended after 30 June 2013 will be franked out of existing franking credits or out of franking credits arising from the payment of income tax in the year ending 30 June 2014.

	2013 \$'000	2012 \$'000
Franking credits available for subsequent financial years based on a tax rate of 30% (2012 – 30%)	<u>3,814</u>	<u>3,646</u>

Notes to the financial statements *Continued*

Note 16 - Dividends (continued)

The above amounts represent the balance of the franking account as at the end of the financial year, adjusted for:

- (a) franking credits that will arise from the payment of the current tax liability
- (b) franking debits that will arise from the payment of dividends recognised as a liability at the reporting date
- (c) franking credits that may be prevented from being distributed in subsequent financial years.

The amounts include franking credits that would be available to the Company if distributable profits of the Company were paid as dividends.

The impact on the franking account of the dividend declared by the directors since year end, but not recognised as a liability at year end, will be a reduction in the franking account of \$4,629,000 (2012: \$4,320,000).

Note 17 - Key management personnel disclosures

(a) Key management personnel compensation

	2013 \$'000	2012 \$'000
Short-term employee benefits	375,676	356,464
Post-employment benefits	74,677	108,256
	<u>450,353</u>	<u>464,720</u>

Detailed remuneration disclosures are provided in the remuneration report on pages 8 to 10.

(b) Equity instrument disclosures relating to key management personnel

Share holdings

The number of ordinary shares in the Company held during the financial year by each director and other key management personnel of the Company, including their personally related entities, are set out below. There were no shares granted during the reporting period as compensation.

	Held at 30 June 2012	Purchases	Other changes during the year	Held at 30 June 2013
AS Cappello	37,956	-	-	37,956
C A Christofides	1,000,000	-	-	1,000,000
DA Watson	248,196	-	-	248,196

(c) Other transactions with key management personnel

Mr AS Cappello is a director of Australian Sugar Milling Council Pty Limited. Australian Sugar Milling Council Pty Limited provides administrative and secretarial services to Sugar Terminals Limited. Under the terms of the arrangement provision of these services has been extended to 30 June 2016. The services are provided on normal commercial terms and conditions.

Aggregate amounts of each of the above types of other transactions with key management personnel of Sugar Terminals Limited:

	2013 \$'000	2012 \$'000
Amounts recognised as expense		
Services provided by Australian Sugar Milling Council Pty Limited.	<u>95</u>	<u>93</u>

Notes to the financial statements *Continued*

Note 18 - Remuneration of auditors

	2013 \$'000	2012 \$'000
During the year the following fees were paid or payable for services provided by the auditor of the Company, its related practices and non-related audit firms:		

(a) Assurance services

PricewaterhouseCoopers – Australian firm

Audit and review of financial reports and other audit work under the *Corporations Act 2001*.

Total remuneration for assurance services	<u>88,429</u>	<u>85,324</u>
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Note 19 - Contingent liabilities

The company does not have any contingent liabilities.

Note 20 - Commitments

Under the terms of the Sublease, Queensland Sugar Ltd (QSL) incurs expenditure on Capital Works in accordance with the approved Capital Expenditure Budget and that expenditure is reimbursed by STL.

Capital expenditure incurred or contracted for by QSL but not paid or recognised as a liability by STL amounted to \$2,873,000 (2012 \$5,419,000)

Note 21 - Related party transactions

Key management personnel

Disclosures relating to key management personnel are set out in Note 17.

Note 22 - Economic dependency

The Company depends on Queensland Sugar Limited (QSL) for most of its revenue. During the year ended 30 June 2013 98% (2012 – 97%) of the Company's revenue was sourced from QSL under the Company's Sublease agreement with that company.

Note 23 - Events occurring after the balance sheet date

On 1 August 2013, the company executed a Sublease to Queensland Sugar Ltd for a period of 5 years commencing on 1 January 2014. Further details are set out in note 10(b).

Apart from this, there were no significant events occurring after the balance date.

Notes to the financial statements *Continued*

Note 24 - Reconciliation of profit after income tax to net cash inflow from operating activities

	2013 \$'000	2012 \$'000
Profit for the year	20,684	20,847
Depreciation	11,410	10,832
Net loss (gain) on disposal of non-current assets	20	508
Decrease (increase) in trade and other receivables	(39)	428
Increase (decrease) in trade and other payables	987	(9,670)
Increase (decrease) in current tax liabilities	(659)	1,271
Increase (decrease) in deferred tax liabilities	388	(191)
Net cash inflow from operating activities	32,791	24,025

Note 25 - Earnings per share

	2013 Cents	2012 Cents
(a) Basic and diluted earnings per share		
Profit from continuing operations attributable to the ordinary equity holders of the Company	5.75	5.79

	2013 \$'000	2012 \$'000
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(b) Reconciliation of earnings used in calculating earnings per share

Basic and diluted earnings per share

Profit attributable to the ordinary equity holders of the company used in calculating basic earnings per share		
From continuing operations	20,684	20,847

	2013 Number	2012 Number
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(c) Weighted average number of shares used as the denominator

Weighted average number of ordinary shares used as the denominator in calculating basic earnings per share (Note 14).	360,000,000	360,000,000
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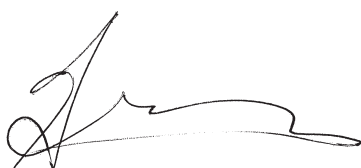
Directors' declaration 30 June 2013

In the directors' opinion:

- (a) the financial statements and notes set out on pages 14 to 33 are in accordance with the *Corporations Act 2001*, including:
 - (i) complying with Accounting Standards, the *Corporations Regulations 2001* and other mandatory professional reporting requirements; and
 - (ii) giving a true and fair view of the Company's financial position as at 30 June 2013 and of its performance for the year ended on that date; 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.

The directors have been given the declarations by the chief executive officer and chief financial officer required by Section 295A of the *Corporations Act 2001*.

This declaration is made in accordance with a resolution of the directors.



SC Gregory
Director
Brisbane
3 September 2013



AS Cappello
Director
Brisbane
3 September 2013



Independent auditor's report to the members of Sugar Terminals Limited

Report on the financial report

We have audited the accompanying financial report of Sugar Terminals Limited (the company), which comprises the balance sheet as at 30 June 2013, the statement of comprehensive income, statement of changes in equity and statement of cash flows for the year ended on that date, a summary of significant accounting policies, other explanatory notes and the directors' declaration.

Directors' responsibility for the financial report

The directors of the company are responsible for the preparation of the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001* and for such internal control as the directors determine is necessary to enable the preparation of the financial report that is free from material misstatement, whether due to fraud or error. In Note 1(a), the directors also state, in accordance with Accounting Standard AASB 101 *Presentation of Financial Statements*, that the financial statements comply with *International Financial Reporting Standards*.

Auditor's responsibility

Our responsibility is to express an opinion on the financial report based on our audit. We conducted our audit in accordance with Australian Auditing Standards. Those standards require that we comply with relevant ethical requirements relating to audit engagements and plan and perform the audit to obtain reasonable assurance 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 the *Corporations Act 2001*.

PricewaterhouseCoopers, ABN 52 780 433 757

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Liability limited by a scheme approved under Professional Standards Legislation.



Independent auditor's report to the members of Sugar Terminals Limited

Continued

Auditor's opinion

In our opinion:

- (a) the financial report of Sugar Terminals Limited is in accordance with the *Corporations Act 2001*, including:
 - (i) giving a true and fair view of the company's financial position as at 30 June 2013 and of its performance for the year ended on that date; and
 - (ii) complying with Australian Accounting Standards (including the Australian Accounting Interpretations) and the Corporations Regulations 2001.
- (b) the company's financial report also complies with International Financial Reporting Standards as disclosed in Note 1(a).

Report on the Remuneration Report

We have audited the remuneration report included in pages 8-10 of the directors' report for the year ended 30 June 2013. 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 Sugar Terminals Limited for the year ended 30 June 2013, complies with section 300A of the *Corporations Act 2001*.

Matters relating to the electronic presentation of the audited financial report

This auditor's report relates to the financial report and remuneration report of Sugar Terminals Limited (the company) for the year ended 30 June 2013 included on Sugar Terminals Limited's web site. The company's directors are responsible for the integrity of Sugar Terminals Limited's web site. We have not been engaged to report on the integrity of this web site. The auditor's report refers only to the financial report and remuneration report named above. It does not provide an opinion on any other information which may have been hyperlinked to/from the financial report or the remuneration report. If users of this report are concerned with the inherent risks arising from electronic data communications they are advised to refer to the hard copy of the audited financial report and remuneration report to confirm the information included in the audited financial report and remuneration report presented on this web site.


PricewaterhouseCoopers


Cameron Henry
Partner

Brisbane
3 September 2013

Information for shareholders

Annual General Meeting

The Annual General meeting of Sugar Terminals Limited will be held on Tuesday 22 October 2013 at the offices of McCullough Robertson:

Level 11, Central Plaza Two, 66 Eagle Street, Brisbane Qld
Commencing at 10:00 am.

National Stock Exchange of Australia

On 26 February 2004, STL's 'G' class shares were listed on the National Stock Exchange of Australia (NSXA). The NSXA is a fully regulated main board stock exchange being Australia's second official stock exchange approved under the Corporations Act. The NSXA market provides a facility for trading securities with special requirements, as only active cane growers can hold 'G' class shares.

To buy or sell 'G' class shares an order is placed with a stockbroker of the NSXA. Buyers are required to lodge a declaration of their active grower status when placing an order. A full list of the stockbrokers of the National Stock Exchange of Australia can be obtained from the NSXA's website www.nsxa.com.au.

Share Registry

There is no cost to the shareholders to have their name and number of shares listed on the register. Shareholders may contact the share registry Link Market Services Limited for all details about their shareholdings by telephoning (02) 8280 7454 or writing to:

Sugar Terminals Limited Share Registry
C/- Link Market Services Limited, Locked Bag A14, Sydney South NSW 1235
Fax: (02) 9287 0303 Email: registrars@linkmarketservices.com.au

Change of Address

To notify the company of change of address details, shareholders should immediately forward a signed letter quoting their shareholder number and detailing their new address to Link Market Services Limited.

Change of Name

Shareholders who change their name should notify the company share registry in writing, attaching a certified copy of a relevant marriage certificate or deed poll, or for a company, the Certificate of Incorporation on change of name.

Share Transfers

"G" class shares can be transferred only to "active growers" and "M" class shares can be transferred only to "active millers". The definitions of "active growers", "active millers", "inactive growers" and "inactive millers" are set out in the company's Constitution which has been posted on the company's web site.

For off market transactions, a share transfer form and member status declaration may be obtained from the share registry. The executed share transfer documentation, together with the member status declaration from the transferee that the transferee is an active grower or active miller, should be forwarded to the share registry for processing. Further information covering off market and on market transfers is available in the "frequently asked questions" section of the website.

Voting at Shareholder Meetings

Shareholders are required to provide a member status declaration before being eligible to vote in person or by proxy at any meeting of shareholders.

Information for shareholders *Continued*

Registered Office

Sugar Terminals Limited
Level 3, IBM Building
348 Edward St
Brisbane Qld 4000

Postal Address

Sugar Terminals Limited
GPO Box 945
Brisbane Qld 4001
Telephone: (07) 3221 7017
Facsimile: (07) 3221 5593
Email: info@sugarterminals.com.au

Share Registry

Sugar Terminals Limited Share Registry
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Telephone: (02) 8280 7454
Facsimile: (02) 9287 0303
Email: registrars@linkmarketservices.com.au

Web Site

www.sugarterminals.com.au

Solicitors

Clayton Utz
GPO Box 55
Brisbane Qld 4001

Auditors

PricewaterhouseCoopers
GPO Box 150
Brisbane Qld 4001

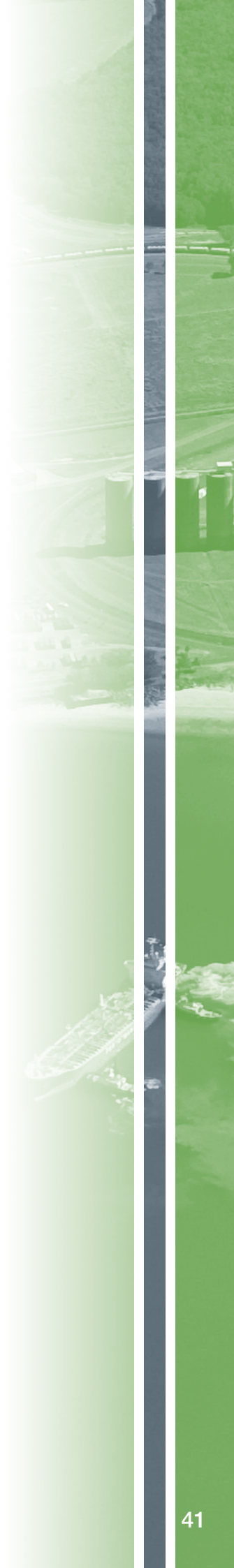
Bankers

National Australia Bank
Capital Office
308-322 Queen Street
Brisbane Qld 4000

Accountants

RSM Bird Cameron
GPO Box 1108
Brisbane Qld 4001







SUGAR TERMINALS LIMITED

ABN 17 084 059 601

Registered Office

Sugar Terminals Limited
Level 3
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