

ADELAIDETM **PRODUCE MARKET**

Celebrating 25 years!

2013 Annual Report





**TO PROVIDE THE MOST EFFICIENT FACILITY
FOR TRADING FRUIT AND VEGETABLES IN
SOUTH AUSTRALIA, WITH AN ORDERLY
TRADING ENVIRONMENT, ACCESS TO ALL
INDUSTRY PARTICIPANTS IN ONE LOCATION
WHILST DIVERSIFYING INCOME STREAMS
TO LEVERAGE ASSET PORTFOLIOS AND
MAXIMISING RETURN FOR SHAREHOLDERS.**

– OUR VISION

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2013 HIGHLIGHTS

TOTAL REVENUE

\$14.2M (up from \$13.4M in FY2012)

CONSOLIDATED PROFIT

(EXCLUDING REVALUATION GAIN/LOSS, SIGNIFICANT EXPENSES AND INCOME TAX)

\$4.7M (up from \$3.9M in FY2012)

OPERATING EARNINGS PER SHARE

(EXCLUDING SIGNIFICANT EXPENSES)

96 cents (up from 89 cents in 2012)

DISTRIBUTION PER SHARE

60 cents

(fully franked -
up from 50 cents in FY2012)

TOTAL ASSETS

\$88M

NET ASSET BACKING

(PER SHARE)

\$9.69

GEARING RATIO

28%



CHAIRMAN'S REPORT



MR DAVID SCHIRRIPA
CHAIRMAN

Dear Shareholders,

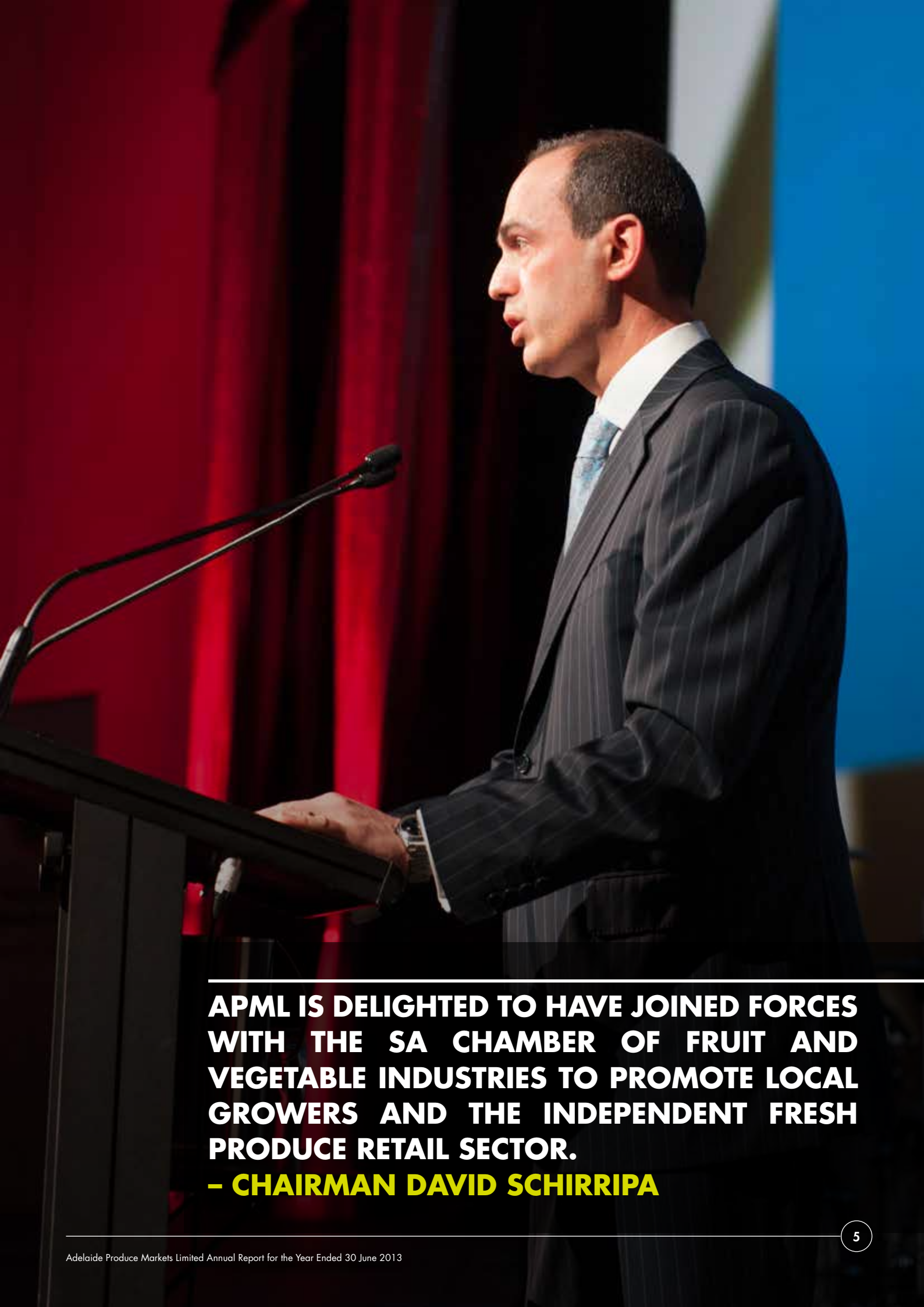
On behalf of the APML Board of Directors, I present the 2013 Annual Report for your consideration. The Group has had, once again, a solid year of trading and performance during a period of economic and political uncertainty.

With respect to the Group's operating performance, it is important to note that our operating results in recent years have been adversely affected by the valuation of the Company's real estate assets. Accounting standards require that any short term reduction in value is reflected in the Group's operating profit even if no real estate has been sold and therefore no actual loss on the sale of property has occurred. Property valuations reflect the current state of the commercial property market. As the Group is a long term investor in commercial real estate with low bank borrowings and a strong cash flow, the long term fundamentals of the Group remain sound.

In recent months the APML has commenced electricity infrastructure works, principally comprising of the replacement of tenants' electricity meters with modern digital 'smart' meters. Power supply costs have escalated significantly and the replacement of the electricity meters will enable the Company to more closely monitor and manage usage throughout the site with the aim of reducing overall power costs. In addition to electricity infrastructure the APML has also put out to tender the electricity supply for the entire Market site and has been able to achieve very competitive rates. The replacement of the meters and the supply contract entered into will provide tenants with a high degree of choice and flexibility.

In addition to electricity infrastructure and supply pricing, the upgrade of bitumen occurred during the year. These works were done at very competitive pricing brought about by the current slow-down in the construction industry. The Market roads and common areas have a much improved surface as a result and provided it is properly maintained, the bitumen ought to last the Market many years. APML Director Danny De leso contributed many hours and his expertise with respect to the bitumen renewal project, and together with Chief Executive Officer Angelo Demasi and Facilities Manager Karen Butler, the project proceeded seamlessly with minimal impact on Market operations. The Board is very grateful for their efforts.

As landlord of the Market and a service provider to the industry, the APML is always looking at ways of increasing the volume of produce that comes through our Market. On 1 July 2013, the Company entered into a joint venture with the South Australia Chamber of Fruit and Vegetable Industries to establish a joint marketing organisation called Market Fresh SA Pty Ltd. The purpose of Market Fresh SA is to promote the retail sale of produce from independent fruit and vegetable retailers and independent supermarkets that purchase their produce at our Market. Print advertising and other forms of promotion have already commenced and many produce retailers are part of the retail development program. APML is delighted to have joined forces with the SA Chamber of Fruit and Vegetable Industries to promote local growers and the independent fresh produce retail sector.



APML IS DELIGHTED TO HAVE JOINED FORCES WITH THE SA CHAMBER OF FRUIT AND VEGETABLE INDUSTRIES TO PROMOTE LOCAL GROWERS AND THE INDEPENDENT FRESH PRODUCE RETAIL SECTOR.

– CHAIRMAN DAVID SCHIRRIPA

CHAIRMAN'S REPORT CONTINUED



During the previous financial year there was a significant focus on Market operations and the revision and redrafting of the operating and occupational health and safety rules for the entire Market site. Those rules have now been in place for some time. As those rules have been revised the Board decided that it was timely to shift its focus onto the review of the APML's Constitution. The review process has been extensive.

Other than certain amendments made in recent years, such as broadening the eligibility criteria of shareholders to allow the APML's shares to be held through self-managed superannuation funds, the creation of the Foundation Member class of shares, the relaxation of voting rights for Unclassified Shares and the tightening of the definition of Retailer, the Constitution has not had a major review since 2004. Many company and taxation laws have changed during the intervening period. Accordingly the Board has proposed the adoption of a new Constitution at this year's AGM which seeks to introduce certain changes to increase flexibility in terms of how shares can be held and sold whilst endeavouring to maintain industry control of the Company. The Explanatory Memorandum included with the Annual Report sets out in some detail the nature and rationale for the changes.

This year marked our 25th birthday, a significant milestone for our Company and the Adelaide Produce Market. In addition to an Open Day held at the Market on the morning of the anniversary, Friday 4th October 2013, a Gala Ball was held on Saturday the 21st of September 2013 at the Adelaide Convention Centre to celebrate the occasion. The event was attended by 450 people, including Premier Jay Weatherill, the Leader of the Opposition Steven Marshall and numerous other political leaders. Most importantly, the event was attended by many from within our industry. One of the highlights of the Ball was the presentation of commemorative plaques to the founders (or their family members) of the Adelaide Produce Market to acknowledge their contribution. Without their foresight, vision and efforts, our Market, the first privately owned and operated wholesale produce market in Australia, would not have been built.

Another highlight of the evening was the premiere of a special commemorative DVD which was produced to mark the anniversary. The DVD was a touching and heart-warming tribute to our industry, our Market and to the people who make our Market such a special place. Copies of the DVD are available from the APML office if any shareholder would like one. The event was a resounding success, much to the excellent planning and efforts of our Marketing and Business Development Manager Julian Carbone.

The 25th anniversary highlighted the vision and foresight of the founders of our company and the Market. They decided that unless the industry was prepared to invest in its own new market, the future of the industry would be compromised. The other issue highlighted by the anniversary is the fact that many members of the Market Community have either retired or passed away. In some cases businesses have been sold. In other cases businesses have been passed on to younger members of the family who continue to operate successfully. Sadly however, in a small number of cases, inadequate business succession planning is likely to have substantially contributed to the insolvency and/or disappearance of certain family businesses that previously were institutions within the Market Community.

CHAIRMAN'S REPORT CONTINUED

Foresight, vision, adequate business succession planning and a capacity to accept that things do not stay the same are what ultimately ensure ongoing business success. The Board is always cognisant of this reality and it is the Board's duty to keep this at the forefront of our strategy. The construction or improvement of infrastructure such as the northern and southern canopies, bitumen renewal and electricity infrastructure are evidence of this focus as is the adoption of new market operating and workplace safety rules. This year the focus has shifted to the Constitution. The proposed changes to the Constitution seek to balance the need for the industry to control the Group and the Market whilst improving flexibility for shareholders. In 2013/2014 financial year, the Board will shift its focus on the potential development of its vacant land at Pooraka and/or the potential acquisition of other real estate assets.

It is imperative that the Board continue to provide its strategic leadership in the manner outlined above so as to approach the next 25 years with confidence. I thank the Board for the valuable contribution of all directors and, in particular, the contribution of Pat Scalzi who has continually served as an APML Director for each of the past 25 years. Finally, I take this opportunity to thank our Chief Executive Officer Angelo Demasi and his management team, including Finance Manager Bob Mitchard on delivering another year of excellent results.

Yours sincerely



David Schirripa
Chairman

ADELAIDE PRODUCE MARKETS LIMITED
Friday the 18th of October 2013



BOARD OF DIRECTORS



MR DAVID SCHIRRIPA
CHAIRMAN

David has been a Board member since 2010 and Chairman since 2011 and previously served on the Board from 2004 to 2007, including a period as Deputy Chairman. In addition to being an avocado grower on the Fleurieu Peninsula, David is a solicitor and is the principal of Schirripa Commercial Lawyers which specialises in the fields of commercial transactions and disputes for family businesses and private investors. David's family used to own La Manna Bananas Adelaide (formerly Carbis Banana) and prior to that were fruit and vegetable retailers. He currently sits on all committees, including the Audit, Corporate Governance and Finance committee and the Remuneration committee.



MR NICOLA (NIC) MINICOZZI
DEPUTY CHAIRMAN

Nic has been a Director since 2000 and Deputy Chairman since 2003. He is the Managing Director of Minicozzi Lawyers with almost 40 years experience in non-litigious and litigious commercial law. He also specialises in a broad range of legal services, including land transactions, litigation and business law. Nic currently sits on the Audit, Corporate Governance & Finance committee.



MR PASQUALE (PAT) SCALZI, OAM
DIRECTOR

Pat has served on the Board since APML's inception in 1987. Bringing over 45 years' experience in the fruit and vegetable wholesale industry, Pat is the Managing Director of Scalzi Produce, a fresh produce wholesaling business based at the Adelaide Produce Market. In 2000 he received an Order of Australia Medal for his service and extensive contribution to the local horticulture industry. He remains APML's largest shareholder.

BOARD OF DIRECTORS CONTINUED



MR DAVID TROSTI
DIRECTOR

David has been a Director since 2004 and brings almost twenty years' experience in the fruit and vegetable industry. David is the Managing Director of Stramare Produce, a fresh produce wholesaling business based at the Adelaide Produce Market.



MR DANIELE (DANNY) DE LESO
DIRECTOR

Danny has been a Director since 2002 and brings over 32 years' experience in the fruit and vegetable industry. A market gardener in the Waterloo Corner/Gawler River area, Danny is currently the Managing Director of Thorndon Park Produce. He holds qualifications in horticulture and business management and is currently a Member of the Industry Advisory Committee (Horticulture Australia Limited). Danny sits on the Remuneration committee and the Construction committee.



MR ANTONIO (TONY) CERAVOLO
DIRECTOR

Tony has been a Board member since 2007 and brings almost thirty years' experience in the fruit and vegetable industry. Tony is currently the Managing Director of R Ceravolo & Co Pty Ltd, a major apple and pear grower in the Adelaide Hills. He is also the Managing Director of Ashton Valley Fresh Co Pty Ltd and Ceravolo Orchards Pty Ltd. All of these companies have a wholesaling presence at the Adelaide Produce Market. Tony also serves as a Director of The Apple and Pear Growers Association.



BOARD OF DIRECTORS CONTINUED



MR MICHAEL RUGGIERO
DIRECTOR

Michael has been a Board member since 2008 and brings twenty five years accounting and taxation experience. A qualified Chartered Accountant and a Chartered Taxation Adviser, Michael is a partner of Bentleys Accountants and Business Advisors. He specialises in finance, Capital Gains Tax, taxation, business and property and currently sits on the Audit, Corporate Governance & Finance committee and the Remuneration committee.



MR JIM DIMASI
DIRECTOR

A fresh produce retailer, Jim has been a Board member since 2008 and brings over thirty years' experience in the fruit and vegetable retail industry. He is the past President of the South Australian Fruit & Vegetable Retailers Association and is a former Councillor for Mallala Council. Jim also has five years grower experience and currently sits on the Remuneration committee.



MR GREGORY GRIFFIN
DIRECTOR

Gregory has been a Board member since 2008 and brings over thirty years of legal expertise. Greg is currently the Managing Partner of Griffins Lawyers and represents a number of high profile clients, including sporting celebrities. Greg is the Chairman of the Adelaide United Football Club. He is also a current and former Board member for a number of community organisations, including the Law Society of South Australia and Taekwondo Australia. Greg currently sits on the Audit, Corporate Governance & Finance committee.



**"THE PEOPLE THAT TRADE AT OUR MARKET
ARE THE ORIGINAL FRESH FOOD PEOPLE, WE
HAVE BEEN FOR GENERATIONS"
– CHAIRMAN DAVID SCHIRIPA**

CHIEF EXECUTIVE OFFICER'S REPORT



MR ANGELO DEMASI
CHIEF EXECUTIVE OFFICER

FINANCIAL RESULTS

Despite challenges in the Australian economy, I am pleased to report that APML delivered a solid result for the 2012/13 financial year, while continuing to reinvest in capital projects and maintenance of key infrastructure. Net profit after tax from continuing operations (excluding revaluation loss and deferred tax) for the 2013 year was \$3.0M, compared to \$3.9M in 2012. Excluding the bitumen maintenance expenditure in the market square and its subsequent tax benefits (net \$1.3M), the current year operating result of \$4.3M after tax represents a 10% increase from the previous year. The result was built on a 5.4% increase in total group revenue to \$14.2M, up from \$13.4M in 2012.

While maintaining cash reserves, as well as spending on significant infrastructure and maintenance projects, APML has again increased return to shareholders through increased franked dividend payments. Over the last 3 years, APML has now reinvested over \$9.1M in capital works and infrastructure maintenance while increasing dividend payouts each year. The net asset backing of issued shares was at \$9.69 per share, with 196,530 shares traded during the 2012/13 financial year at an average selling price of \$8.35 per share. This compares to 15,000 shares traded during the 2011/12 financial year, with an average selling price of \$8.83 per share. The reduction in share price was a direct result of a portion of shares sold due to a shareholder experiencing hardship.

PROPERTY SEGMENT

The local industrial market remains subdued, although there are signs of increased activity on the investment front, especially in the manufacturing, retail, wholesale and transport storage sectors. According to recent studies by Jones Lang LeSalle, 40% of all industrial leases transacted over the past 12 months have been in manufacturing, 35% in retail and wholesale and 9% in transport storage.

An independent valuation of the Group's property assets was again undertaken by Jones Lang LeSalle, revealing the total property valuation has increased by \$0.5M, from \$83.35M to \$83.85M as at 30 June 2013.

The Market site was valued at \$52.35M, compared to \$52.05M in the previous year. A 10.19% capitalisation rate was used for 2012/13 compared to 10.25% in 2011/12. The property market conditions combined with our lease renewal profile continued to cause a discrepancy between our valuation and company investment in new leasehold areas. APML invested \$0.72M in new canopy extensions for Building D and Building J however realised an increase in valuation of \$0.30M. APML will realise the full benefits of these investments in coming years.

CHIEF EXECUTIVE OFFICER'S REPORT CONTINUED

The land leased to Goodman increased by \$0.45M in the 2012/13 financial year due to an increase in rent and a capitalisation rate moving from 7.5% in 2011/12 to 7.59% in the 2012/13 financial year. The site is currently valued at \$19.20M, compared to \$18.75M in the previous year. The cold store facility currently leased to Auscold Logistics Pty Ltd was valued using a yield of 9.63% compared to 9.25% in the previous year. The cold store facility has therefore been valued at \$12.30M compared to \$12.55M in the previous financial year, a decrease of \$0.25k reflecting the weighted average of the lease term. The Adelaide Produce Markets is essentially fully leased apart from vacant land to the periphery which allows for further expansion should the need arise in the future.

The effect of the slightly lower valuation this year can be explained in the table below:

	\$
Validation @ 30/06/13	83,850,000
Validation @ 30/06/12	83,350,000
Movement in Valuation	500,000
Less Capital Additions 2013	721,587
Shortfall in Valuation	(221,587)

APML has continued to respond to the needs of our tenants. Our key priorities have been maintaining high levels of tenant satisfaction, ensuring rents are competitively priced and delivering the best value service possible to our tenants and other Market Users. The lease expiry profile of all market leases has a weighted average of 5.8 years. I am pleased to report that virtually all store leases that contained an early termination clause for 2013 elected not to exercise this right and therefore have approximately 5 years remaining on their lease. The only exception to this was The Mushroom Centre whose activities were acquired and amalgamated with the Costa Group, a long standing tenant. All growers' licences were renewed for a further five year term and I am again pleased to report that no growers exercised the right or early termination. Growth in the coming year is anticipated to be marginal, earned through CPI increases and additional revenue from new canopy areas.



CHIEF EXECUTIVE OFFICER'S REPORT CONTINUED

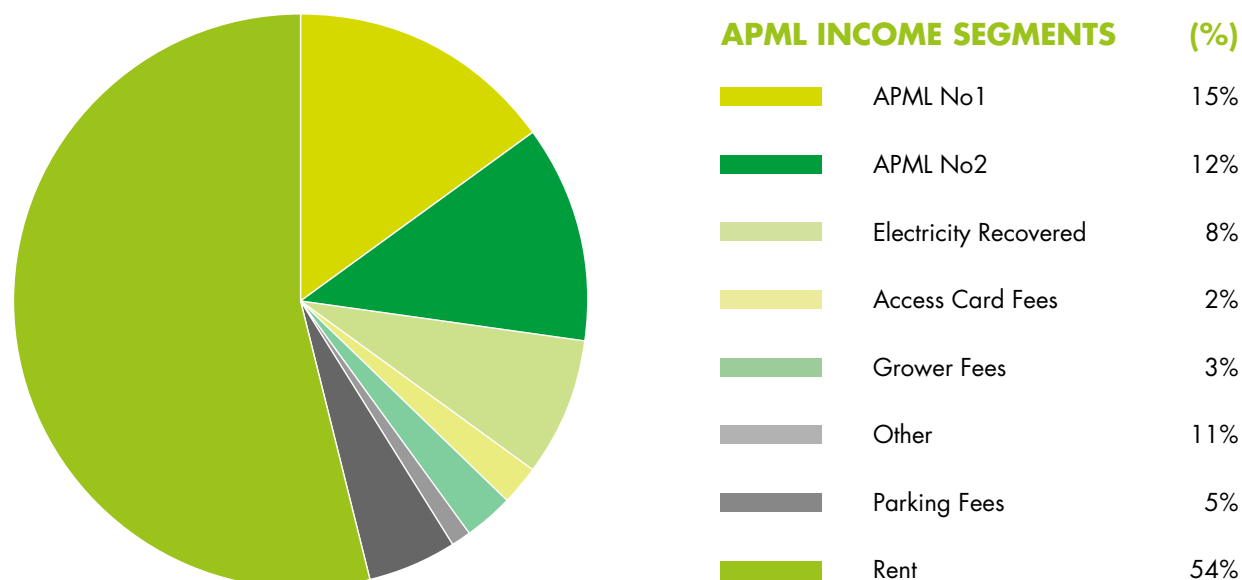


Based on updated surveys carried out by surveys Alexander Symonds in 2013, the lettable areas within the Group's property portfolio total 229,082 m².

Internal Tenants	Gross Lettable Area (m ²)	% of Total Gross Lettable Area (m ²)
Merchants (Stores)	23,701	56%
Market Tenants (Warehouses)	14,789	35%
Growers Pavilion	2,624	6%
Other Tenants	1,350	3%
Total Lettable Able	42,464	100.00%

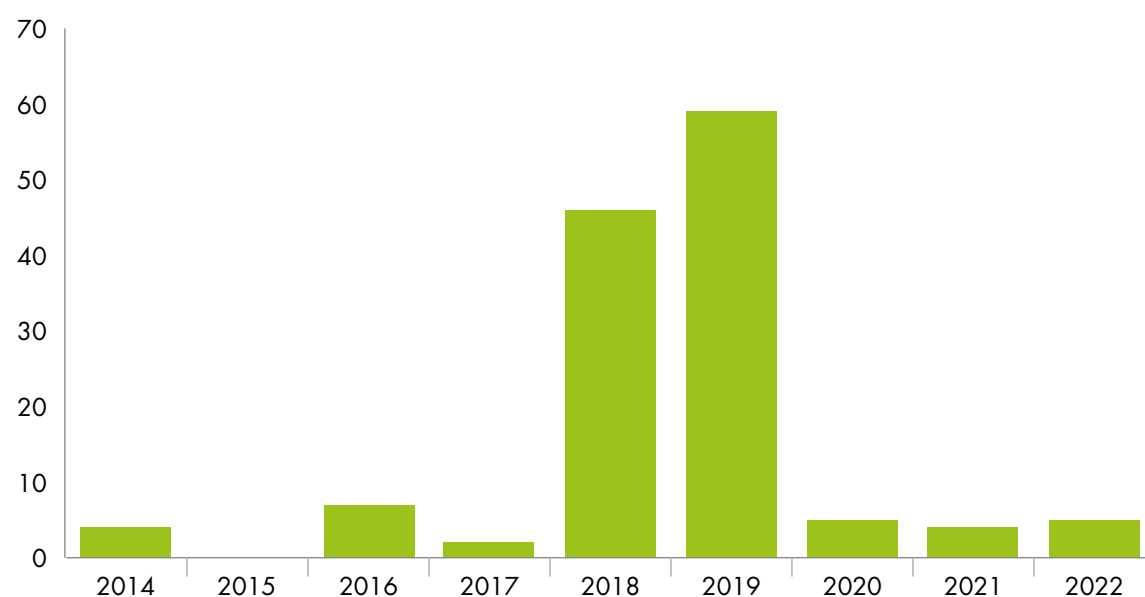
External Tenants	Gross Lettable Area (m ²)	% of Total Gross Lettable Area (m ²)
APML No One Pty Ltd (Auscold)	8,618	4.6%
APML No Two Pty Ltd (Goodman Land Lease only)	178,000	95.4%
Total Lettable Able	186,618	100.00%

CHIEF EXECUTIVE OFFICER'S REPORT CONTINUED



LEASE EXPIRY PROFILE

Number of Leases due to expire



CHIEF EXECUTIVE OFFICER'S REPORT CONTINUED

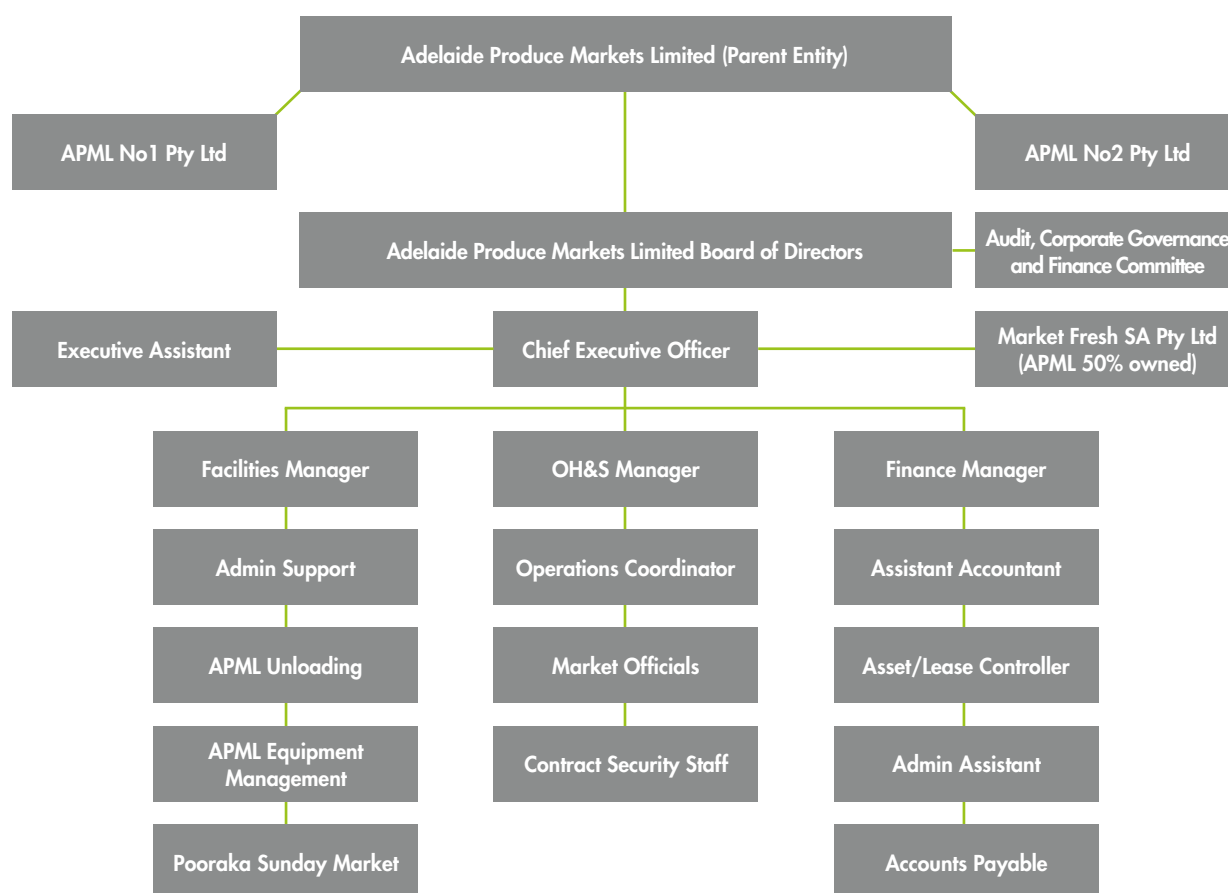
NON-PROPERTY RELATED BUSINESSES

In the 2012/13 financial year, APML was in its third year of operating APML Unloading Service and the APML Equipment Management business. These two businesses have the objective of offering low-cost services to our tenants while building additional income streams for APML. Our predicted profit for these businesses of \$0.1M for 2012/13 was exceeded thanks largely due to increased business activities. Revenue from these two businesses increased from \$1.06M in 2011/12 to \$1.08M in the 2012/13 financial year. We are currently reviewing the location of the APML Equipment Management yard in order to cope with the additional volumes. Discussions with CHEP are also ongoing in relation to the introduction of plastic bins.

STRATEGIC REVIEW

The APML Board and management team continued to review our operations and corporate structure. The review included streamlining staffing and operations and seeking out further cost efficiencies and resulted in the former Property Manager's role being absorbed within the existing team. At Board level, the Remuneration, Finance and Audit committees were amalgamated into the Audit, Corporate, Governance and Finance Committee. All other Board committees have been abolished. APML management is also currently looking into our security operations, with this outcome to be reported next financial year. The other major work included the complete review of the company constitution with proposed changes being put to shareholders at the 2013 Annual General Meeting.

A current management structure is below:



CHIEF EXECUTIVE OFFICER'S REPORT CONTINUED

CAPITAL, REPAIR, MAINTENANCE PROJECTS AND MARKET OPERATIONS

Several major infrastructure maintenance projects have been completed in the 2012/13 financial year. These projects include \$1.4M for bitumen profiling and line marking throughout the Market Square and a further \$0.36M for bitumen upgrades of the CHEP yard and the Merchant Crescent entrance. \$0.68M for the canopy extensions to Buildings D and J were also completed.

APML went to tender for bitumen works and canopy works for Buildings D and J. After a comprehensive tender evaluation, the tenders were awarded to Boral and Pike Constructions respectively. All projects were completed on time, within budgeted projections and with minimal disruption to normal trading. Our operations team must be commended for their brilliant work on managing these projects. A major review of our commercial cleaning, waste and recycling operations were also completed during the 2012/13 financial year. As reported last year, APML received funding from Zero Waste to manage our waste and recycling tender process from inception to conclusion. I am delighted to report that Veolia Environmental Services and Zippys Cleaning and Maintenance Services were awarded their respective contracts. APML, Veolia Environmental Services & Zippys Cleaning & Maintenance will work in partnership to explore waste reduction initiatives.

Veolia will produce reports on other environmental benefits associated with recovery of waste from the site thus resulting in a reduction of APML's carbon foot print.

APML is pleased to announce the appointment of Brett Chalmers to the newly created position of Safety and Compliance Manager. Prior to joining APML, Brett was employed in various departments within the State Government for 11 years. In 2009 Brett was the Senior Occupational Health & Safety Inspector for SafeWork SA, where his primary role was to ensure employers were administering their statutory obligations to ensure the health, safety and welfare of employees. In 2011, Brett was assigned to Safe Work SA's Investigation and Legal team, investigating fatalities, accidents and dangerous occurrences. This work consisted of compiling evidentiary reports for prosecution proceedings.

With the introduction of the harmonisation of Work, Health & Safety Regulations, compliance adherence continues to be a priority. Failure to comply with the Operating Articles and Market Rules by Market Users now results in Sanctions being issued. In order for natural justice to be achieved, APML has reviewed its dispute resolution process, with the most significant change being the appointment of an independent arbitrator (Mr Mark Kelly) to act independently and impartially when hearing disputes. Mr Kelly is a retired solicitor and former Magistrate.



CHIEF EXECUTIVE OFFICER'S REPORT CONTINUED

EVENTS AND CELEBRATIONS

On Saturday 21 September 2013, the Adelaide Produce Market celebrated its 25th birthday with a Gala Ball at the Adelaide Convention Centre. This event was followed by an Open Day at the Market and the opening of our new History Room on Friday 4 October 2013, our actual anniversary date. Both events were well organised, well attended by the industry and received an appropriate level of media coverage. I would like to thank all APML staff for playing their respective roles with these events. A section of this Annual Report has been dedicated to the Gala Ball and the Open Day given their special significance in our history and the history of the Adelaide Produce Market.

Throughout the 2012/13 financial year, APML hosted and partnered in a number of other special events. The biggest event other than our Gala Ball and Open Day was our stand at the Royal Adelaide Show which included fresh produce displays, special appearances by Contax netballers and Crunch Bunch entertainment. I am delighted to report that over the past two years, our display stand has won back-to-back Awards and our marketing team is to be congratulated on his achievement. We were also partners in a number of other events, including the Royal Flying Doctors Service Pitt-Stop health check at the Adelaide Produce Market, the launch of "Fruit & Veg Month" at the Adelaide Farmers Market, the Camp Quality Golf Day and the inaugural auction of New Season Baby Potatoes put on by Potatoes SA. This inaugural event was held at the Adelaide Produce Market and will become an annual event.

We also partnered with Toyota Material Handling in putting on the annual Christmas BBQ which, as always, was a popular and well attended event. I would like to thank Toyota Material Handling for their continued support and assistance over the 2012/13 financial year and look forward to working with them closely in the future.

On a somewhat sadder note, we also partnered in an event to commemorate the life of The Mushroom Centre, which was sold by the Schirripa family to a fellow tenant. This marked the end of an era for the Schirripa family, whom have had a profound effect on the Market community and the founding of the Adelaide Produce Market itself.

I would like to thank Roy, Doug, Frank and Brian for their service to the Market community over many decades and wish them well in their future endeavours. I am pleased to report that Rick Schirripa will continue working for The Mushroom Centre's new owner, the Costa Group and Doug Schirripa will also stay on as a consultant during this handover period.

APML also had stands at the PMA-Fresh Connections and AUSVEG respective conferences under the CMAA (Central Wholesale Markets of Australia) banner. APML continues its membership with the CMAA in order to promote the wholesale market sector on a national level.

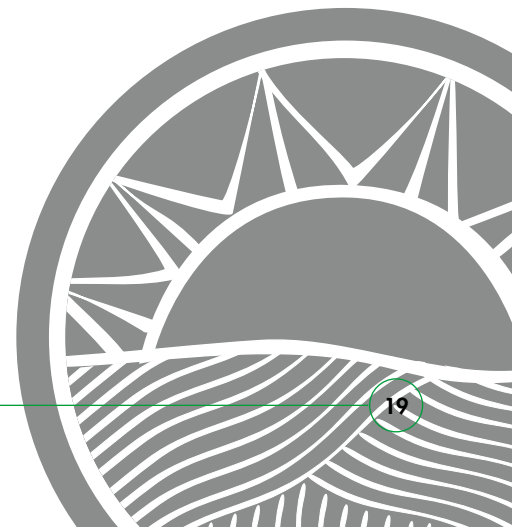


CHIEF EXECUTIVE OFFICER'S REPORT CONTINUED



WORKING WITH THE MEDIA

APML continues to be a leading contact with the local media. Over the past 12 months, we have continued to promote positive stories, generate traction with industry matters and work collaboratively with the media to engage the public with messages of healthy eating, especially Fairfax Media who are to be commended for supporting 100% of our media releases and events. Our weekly live "Market Reports" on 107.9 LifeFM and our monthly articles in the SA Grower have both continued over the financial year. In total, 26 Media Releases and 45 Fresh Alerts were distributed during this period.



CHIEF EXECUTIVE OFFICER'S REPORT CONTINUED

RETAIL DEVELOPMENT INITIATIVES

Our retail development program continued to grow over the 2012/13 financial year and I am delighted to report that APML gained national recognition and attention by winning the 'AUSVEG Innovative Market Award'. The AUSVEG National Awards for Excellence are the industry's premier awards, recognising the outstanding achievement and commitment by individuals and organisations within the vegetable and potato industry. The awards formed part of their annual horticultural convention. I would like to thank our marketing team for their efforts in gaining this Award and to thank our member stores and stakeholders whom have supported us over the 2012/13 financial year.



During the 2012/13 financial year, the program adopted quirky television commercials to promote member stores and its recipes. The commercials showed retailers using fresh produce in place of everyday items - shaving with a carrot, washing hair with basil leaves and brushing teeth with a piece of asparagus were all part of branding member store owners as being "obsessed" with fresh produce. These commercials were created by Proetic Productions and I thank them for their support and assistance. The program was backed up with cooking demonstrations by MasterChef Callum Hann, a Manchester United soccer competition, SAFM host Ryan 'Burgo' Burgess going on a fresh produce diet and increased levels of in-store promotional activities.

In store activities included appearances by the Crunch Bunch mascots, appearances by Contax netballers and free give-aways from SAFM, LifeFM and Channel 9. During the 2012/13 financial year, store membership grew from 62 to 74 stores, of which, 40 were sponsored by Metcash Food & Grocery. Metcash Food & Grocery and their subsidiary Metcash Fresh Produce have been valued supporters of our retail development program over the past few years and I would like to thank them for their continued support in this program.

The Crunch Bunch mascot program has achieved another record breaking year in terms of appearances. The Crunch Bunch are six mascots that appear at greengrocers, supermarkets, shopping centres, programs undertaken by OPAL and various other community and sporting events as well as appearing at all events held at the Adelaide Produce Market. This program has been greatly assisted by the sponsorship of Maughan Thiem Hyundai of a Hyundai iMax van which APML uses as its primary promotional vehicle. I would like to thank Maughan Thiem for their continued support and sponsorship during the year.

CHIEF EXECUTIVE OFFICER'S REPORT CONTINUED



On 1 July 2013, we saw the creation of a new partnership between APML and the SA Chamber of Fruit and Vegetable Industries. Market Fresh SA will be funded equally by both organisations. It has the clear objective of promoting fresh produce amongst the independent retail sector and the South Australian supply chain. This will include promoting local growers, greengrocers, Foodland supermarkets, IGA stores and the wholesale market system.

Market Fresh SA will run all the marketing programs that have been previously run and funded exclusively by APML, such as the Crunch Bunch mascots, the retail development program and price reporting. This also means that the Marketing and Business Development Manager position and the Produce and Price Reporter position will fall under the Market Fresh SA umbrella. The 2013/14 print media campaign has already begun in The Advertiser and Sunday Mail with a new clear message of independent retailers supporting local growers.

PRICE REPORTING

Over the 2012/13 financial year, APML continued to undertake a price reporting program, essentially to keep up to date on price and supply movements. The data was collected, collated and sold to interested parties, including Ausmarket whom in turn constructed a national wholesale price report. Price reporting subscription continues to grow, with 65 parties regularly receiving the report. The vast bulk of subscribers are growers who supply wholesalers based at the Adelaide Produce Market. This program also assists APML when liaising with the media and the local horticulture industry.

TOURS

Throughout the 2012/13 financial year, APML regularly undertook tours for new and potential buyers and suppliers and other interested parties. During this period, we were particularly pleased to welcome the new Shadow Agriculture Minister David Ridgway MLC and the incoming Chief Executive Officer of the Department of Primary Industries and Resources of South Australia (PIRSA) Scott Ashby to the Market. Both visitors were shown around the Market and introduced to retailers, wholesalers and growers and educated on the vital role our wholesale market plays in the South Australian horticulture industry.



APML DELIVERED A SOLID FINANCIAL RESULT FOR THE 2012/13 FINANCIAL YEAR, DRIVEN BY THE FOCUSED AND CONSISTENT DELIVERY OF OUR BUSINESS STRATEGY WHILE CONTINUING TO REINVEST IN KEY INFRASTRUCTURE.

– CEO ANGELO DEMASI



CHIEF EXECUTIVE OFFICER'S REPORT CONTINUED

INDUSTRY MATTERS

I am pleased to report that APML was instrumental in the formation of the South Australian Horticulture Coalition in the 2012/13 financial year. Chaired by Trevor Ranford, thirteen local horticultural associations came together to form the new Coalition and subsequently obtaining a seat of the State's new peak agricultural body, Primary Producers SA (PPSA). This move will ensure APML and the interests of our wholesale market are better represented at a State Government level. Please note that PPSA has taken over the role of the SA Farmers Federation.



FUTURE OUTLOOK

While there are signs of recovery, the local industrial property market remains subdued. After undertaking an extensive rent review with the current Adelaide industrial market and taking into account various other external issues facing local growers, wholesaler and retailers, the APML Board has voted to freeze store rental rates in the 2013/14 financial year.

APML itself is not immune from the downturn in the economy. We are consistently looking at ways of improving business practices that ensure our wholesale market is run according to best practice standards while maintaining healthy returns to shareholders. APML will continue to focus on being innovative, efficient and growing our revenue streams, including APML Equipment Management, APML Unloading Service and exploring development opportunities with our surplus land.

Major infrastructure projects for the 2013/14 financial year will include \$0.3M for upgrading electrical metres for tenants and \$0.5M in upgrading the APML office amenities.

APML will also be partnering with Foodbank in the 2013/14 financial year, by setting up a new initiative that will see less produce from the Adelaide Produce Market being sent to landfill and redirected to feeding the homeless and needy. APML will also be exploring new ways of developing the Pooraka Sunday Market into a more attractive and sort-after destination for Sunday market shoppers. Other weekend market opportunities will also be discussed over the next 12 months.

Lastly, I would like to thank the APML Board for their advice and direction and to all APML staff for their hard work and commitment over the 2012/13 financial year.

ANGELO DEMASI
Chief Executive Officer

ADELAIDE PRODUCE MARKETS LIMITED
Friday the 18th of October 2013

25TH BIRTHDAY CELEBRATIONS

Until the mid 1800's, produce grown in South Australia was sold directly to shop owners. However by the mid 1860's the number of growers and fruit and vegetable shops had grown dramatically and the South Australian Government began regulating the trading of fresh produce. In response to this, The East End Market Company and Adelaide Fruit and Produce Exchange were founded and operated just off East Terrace for 30 and 84 years respectively.

By the mid 1980s however, with increased levels of traffic congestion and production costs, Adelaide's primary wholesale fresh produce market had outgrown its current location. In 1987 growers, wholesalers and retailers formed a private company, Melbury Pty Ltd and began construction of a new market complex in the suburb of Pooraka. The (now known) Adelaide Produce Market was the first privately owned and operated fresh produce wholesale market in Australia, owned and operated by the unlisted public company Adelaide Produce Markets Ltd, or APML. The Market was officially opened on 4 October 1988 by Premier John Bannon.

To celebrate the Adelaide Produce Markets 25th birthday, a Gala Ball was held at the Adelaide Convention Centre on Saturday 21 September 2013, with 450 guests attending. Guests included local growers, retailers, wholesalers, suppliers, industry representatives and political leaders. The highlight of the night was the presentation of plaques to the founding members of the Market. Recipients included John Eakins, Pat Scalzi, Tony Capobianco, Doug Schirripa, Morris Nicol, Graham Fenwick, Greg Golding, Leon Spehr, Bob Cannizzaro, Peter Zerella,


Doug Moulds also the Late Vito Zerella, Tom Flavell, Alan Tully, Bill Bishop and Cliff Brougham, .

Speeches were delivered by APML Chairman David Schirripa, Premier Jay Weatherill, Opposition Leader Steven Marshall and Silvana Zerella, the wife of the late Vito Zerella. The Master of Ceremonies was the very entertaining, fresh produce icon, "Con The Fruiterer" and music was performed by The Incredibles. The Gala Ball also comprised of a Crunch Bunch mascot dance routine and the premiere of a commemorative birthday DVD.

Other special guests at the Gala Ball included former Premier John Bannon, Agriculture Minister Gail Gago, Communities and Social Inclusion Minister Tony Piccolo, Employment Minister Grace Portolesi, Shadow Agriculture Minister David Ridgway, celebrity chef Callum Hann, Salisbury Mayor Gillian Aldridge and AUSVEG Director Luis Gazzola.

On Friday 4 October 2013, an Open Day and breakfast was held at the Market, allowing 250 guests from the industry and the public to tour the market. The morning consisted of tours, entertainment by the Crunch Bunch mascots, the opening of the Adelaide Produce Market History Room, the presentation of plaques to the remaining founders of the Market and speeches by APML Deputy Chairman Nic Minicozzi, APML Chief Executive Officer Angelo Demasi and Shadow Agriculture Minister David Ridgway. Other special guests included Communities and Social Inclusion Minister Tony Piccolo, Perth Market Authority CEO Stephen Ward, Salisbury Council CEO John Harry and PIRSA Director Justin Ross.





"IF I WAS ASKED TO IDENTIFY A SCENE THAT CAPTURES THE SPIRIT OF THE FOOD INDUSTRY, MY MIND WOULD INSTINCTIVELY TURN TO THE ADELAIDE PRODUCE MARKET"

– PREMIER JAY WEATHERILL

"IT WAS WONDERFUL TO SEE ON THE FILM ALL THOSE ORIGINAL PRODUCERS FROM THE MARKET WHO DECIDED TO EMBARK ON THIS BOLD PLAN TO ESTABLISH THE FIRST PRIVATELY OWNED DISTRIBUTION PRODUCE MARKET"

– OPPOSITION LEADER STEVEN MARSHALL

DIRECTORS' REPORT

Your directors present their report on the parent company (Adelaide Produce Markets Limited) and its two controlled entities, APML No. One Pty Ltd and APML No. Two Pty Ltd (Consolidated Group), for the financial year ended 30 June 2013.

The names of the Directors in office at any time during or since the end of the year (until the date of this report) are:

- Mr David Schirripa (Chairman)
- Mr Nicola Minicozzi (Deputy Chairman)
- Mr Pasquale Scalzi
- Mr Daniele De Ieso
- Mr David Trosti
- Mr Vincenzo Dimasi
- Mr Antonio Ceravolo
- Mr Gregory Griffin
- Mr Michael Ruggiero

Directors have been in office since the start of the financial year to the date of this report.

COMPANY SECRETARY

The position of Company Secretary is held by the Consolidated Group's Chief Executive Officer, Mr Angelo Demasi.

PRINCIPAL ACTIVITIES

The principal activities of the Group during the financial year were the management of the wholesale market and related property investment. No significant changes in the nature of these activities occurred during the year.

OPERATING RESULT: SUMMARY

	Consolidated Group	
	2013	2012
	\$	\$
Consolidated profit before income tax	3,574,594	1,390,979
Revaluation (loss)/gain included in consolidated profit	(221,587)	(3,749,495)
Consolidated profit before income tax, excluding the revaluation loss	3,796,181	5,140,474
Current income tax payable	781,683	1,214,127
Consolidated profit after income tax payable excluding revaluation loss	3,014,498	3,926,347

DIRECTORS' REPORT CONTINUED

DIVIDENDS PAID OR RECOMMENDED

The dividends paid and declared to be paid since the start of the 2013 financial year are as follows:

- Fully franked final dividend of 25 cents per share (for the year ended 30 June 2012) paid in December 2012, as declared by the Directors in September 2012 (making a total fully franked dividend for the year ended 30 June 2012 of 50 cents per share: \$2,887,280).
- Fully franked interim dividend of 30 cents per share (for the year ended 30 June 2013) paid in May 2013, as declared by the Directors in April 2013: \$1,732,368.
- Fully franked final dividend of 30 cents per share (for the year ended 30 June 2013, to be paid in December 2013, as declared by the Directors in October 2013 (making a total fully franked dividend for the year ended 30 June 2013 of 60 cents per share: \$3,464,736). This dividend has not been provided for in the financial statements.

REVIEW OF OPERATIONS

A review of operations of the Consolidated Group and the results of those operations are contained in the accompanying Chairman's and Chief Executive Officer's Reports.

During the year the Consolidated Group continued to engage in its principal activities, the results of which are disclosed in the accompanying financial report.

SIGNIFICANT CHANGES IN THE STATE OF AFFAIRS

No significant changes in the state of affairs of the Consolidated Group occurred during the year.

AFTER BALANCE DATE EVENTS

No matters or circumstances have arisen since the end of the financial year which significantly affected or could significantly affect the operations of the company, the results of those operations or the state of affairs of the company in future financial years.

FUTURE DEVELOPMENTS, PROSPECTS AND BUSINESS STRATEGIES

Future developments, prospects and business strategies in the operations of the Consolidated Group are referred to in the accompanying Chairman's and Chief Executive Officer's Reports.

SHARE OPTIONS

No options to have shares issued in the Consolidated Group were granted during or since the end of the financial year and there were no options outstanding at the end of the financial year.

ENVIRONMENTAL ISSUES

The Consolidated Group has complied with all environmental regulations under Commonwealth or State legislation.

DIRECTORS' REPORT CONTINUED

INFORMATION ON DIRECTORS

Mr David Schirripa

Director and Chairman

Qualifications:

- Lawyer LLB (Hons) GDLP B. Econ.(Accg)

Experience:

- Two generations of family interests in fresh produce industry at grower, wholesale and retail level
- APML director from November 2004 to November 2007 including period as Deputy Chairman
- Principal of Schirripa Commercial Lawyers, a private client commercial law practice

Registered interest in shares and options:

253,900

Attendance: Meetings of Directors 1 July 2012 to 30 June 2013 (for the Consolidated Group)

Board Meetings:

- Number eligible to attend 11
- Number attended 11

Committee Meetings:

- Number eligible to attend 6
- Number attended 6

Committees presided on:

- Audit, Corporate Governance & Finance Committee
- Remuneration Committee

Mr Nicola Minicozzi

Director and Deputy Chairman

Qualifications:

- Bachelor of Laws (LLB)
- Notary Public

Experience:

- Admitted Legal Practitioner in 1974
- Experience in Non-Litigious and Litigious Commercial Law

Registered interest in shares and options:

Nil

Attendance: Meetings of Directors 1 July 2012 to 30 June 2013 (for the Consolidated Group)

Board Meetings:

- Number eligible to attend 11
- Number attended 10

Committee Meetings:

- Number eligible to attend 4
- Number attended 4

Committee presided on:

- Audit, Corporate Governance & Finance Committee

Mr Pasquale Scalzi

Director

Experience:

- 49 years wholesale fruit and vegetable industry
- Wholesaler Board Member since 1987

Registered interest in shares and options

865,199

Attendance: Meetings of Directors 1 July 2012 to 30 June 2013 (for the Consolidated Group)

Board Meetings:

- Number eligible to attend 11
- Number attended 11

DIRECTORS' REPORT CONTINUED

Mr Daniele De Ieso

Director

Qualifications:

- Advanced Diploma in Horticulture Production
- Diploma of Rural Business Management

Experience:

- Over 35 years' experience in fruit and vegetable industry
- Grower Board Member since 2002
- Industry Advisory Committee Member to Horticulture Australia

Registered interest in shares and options

2,400

Attendance: Meetings of Directors 1 July 2012 to 30 June 2013 (for the Consolidated Group)

Board Meetings:

- Number eligible to attend 11
- Number attended 9

Committee Meetings:

- Number eligible to attend 2
- Number attended 2

Committees presided on:

- Remuneration Committee
- Pooraka Sunday Market Committee

Mr David Trosti

Director

Experience:

- 19 years' experience in fruit and vegetable industry

Registered interest in shares and options

46,600

Attendance: Meetings of Directors 1 July 2012 to 30 June 2013 (for the Consolidated Group)

Board Meetings:

- Number eligible to attend 11
- Number attended 11

Committee Meetings:

- Number eligible to attend 2
- Number attended 2

Committees presided on:

- Remuneration Committee
- Pooraka Sunday Market Committee

DIRECTORS' REPORT CONTINUED

Mr Vincenzo Dimasi

Director

Experience:

- Former Councillor for Mallala Council
- 33 years' experience in the retail industry
- 7 years Grower experience
- Past President of Two Wells Football Club (life member)
- Past President of Adelaide Plains Football Club (life member)
- Past President of South Australian Fruit & Vegetable Retailers Association

Registered interest in shares and options:

Nil

Attendance: Meetings of Directors 1 July 2012 to 30 June 2013 (for the Consolidated Group)

Board Meetings:

- Number eligible to attend 11
- Number attended 10

Committee Meetings:

- Number eligible to attend 8
- Number attended 8

Committees presided on:

- Remuneration Committee
- Pooraka Sunday Market Committee

Mr Antonio Ceravolo

Director

Qualifications:

- Managing Director, R Ceravolo & Co Pty Ltd
- Director, Ashton Valley Fresh Juices
- Director, Ceravolo Orchards Pty Ltd
- Director, Apple & Pear Growers Association of SA

Experience:

- 32 years of orchard experience
- 32 years experience in wholesale of fruit and vegetables

Registered interest in shares and options:

126,300

Attendance: Meetings of Directors 1 July 2012 to 30 June 2013 (for the Consolidated Group)

Board Meetings:

- Number eligible to attend 11
- Number attended 11

Committee Meetings:

- Number eligible to attend 1
- Number attended 1

Committees presided on:

- Remuneration Committee

DIRECTORS' REPORT CONTINUED

Mr Gregory Griffin

Director

Qualifications:

- Managing Partner at Griffins Lawyers (formed July 1996)
- Admitted to practice in January 1981

Experience:

- 32 years legal practice experience
- Former Partner of Ward & Partners (now Hunt & Hunt)
- Former Partner of Phillips Fox, Adelaide from 1989 to 1996
- Registered player's representative of the Australian Football League Players' Association
- Chairman of Adelaide United Football Club
- Secretary General of Taekwondo Australia
- Current member on various charitable boards
- Presiding member on the Board of Integrated Waste Services & Broadwater Hospitality
- Lawyer for numerous high profile sporting personalities
- Former member of the Executive of the Law Society of South Australia

Registered interest in shares and options:

Nil

Attendance: Meetings of Directors 1 July 2012 to 30 June 2013 (for the Consolidated Group)

Board Meetings:

- Number eligible to attend 11
- Number attended 8

Committee Meetings:

- Number eligible to attend 4
- Number attended 3

Committees presided on:

- Audit, Corporate Governance & Finance Committee

Mr Michael Ruggiero

Director

Qualifications:

- Bachelor of Arts (Accounting)
- Chartered Accountant
- Chartered Taxation Adviser
- Diploma in Financial Services

Experience:

- 26 years' experience as a Chartered Accountant
- Partner, Bentleys Accountants, Auditors and Advisors
- Advisor in the area of taxation and business consulting in the property, retail and wholesale sectors and professional services industry
- Experience in Capital Gains Tax, international taxation, structuring, property and business acquisitions

Registered interest in shares and options:

Nil

Attendance: Meetings of Directors 1 July 2012 to 30 June 2013 (for the Consolidated Group)

Board Meetings:

- Number eligible to attend 11
- Number attended 10

Committee Meetings:

- Number eligible to attend 5
- Number attended 5

Committees presided on:

- Audit, Corporate Governance & Finance Committee
- Remuneration Committee

DIRECTORS' REPORT CONTINUED

REMUNERATION REPORT

The Consolidated Group's policy for determining the nature and amount of emoluments of Directors and Senior Executives is as follows:-

DIRECTORS' EMOLUMENTS

Directors' emoluments were determined at the 2011 Annual General Meeting of the Parent Entity and are made in accordance with the Constitution.

SENIOR EXECUTIVE – CHIEF EXECUTIVE OFFICER

The Chief Executive Officer's remuneration is determined by the Board of Directors of the Parent Entity and is reviewed on an annual basis, based on the industry comparisons and overall performance.

The emoluments of each Director together with the Chief Executive Officer of the Company paid for the financial year ended 30 June 2013 are as follows:-

Name	Title	Directors' Fee	Committee Fees	Salary	Retirement and Superannuation Contributions	Non Cash Benefits	Total Emoluments
		\$	\$	\$	\$	\$	\$
Mr D Schirripa	Chairman of Directors	50,000	–	–	4,500	–	54,500
Mr N Minicozzi	Deputy Chairman	40,000	4,000	–	3,960	–	47,960
Mr P Scalzi	Director	30,000	–	–	2,700	–	32,700
Mr D De Ieso	Director	30,000	1,000	–	2,790	–	33,790
Mr D Trosti	Director	30,000	1,000	–	2,790	–	33,790
Mr V Dimasi	Director	30,000	4,000	–	3,060	–	37,060
Mr A Ceravolo	Director	30,000	1,000	–	2,790	–	33,790
Mr M Ruggiero	Director	30,000	5,000	–	3,150	–	38,150
Mr G Griffin	Director	30,000	3,000	–	2,970	–	35,970
TOTAL DIRECTORS		300,000	19,000	–	28,710	–	347,710
Mr A Demasi	CEO (non director) and Company Secretary	–	–	141,347	13,384	21,303	176,034
		300,000	19,000	141,347	42,094	21,303	523,744

There were no retirement benefits paid by the Consolidated Group to its Directors, Senior Executives or other employees. There were no emoluments paid by APML No. One Pty Ltd and APML No. Two Pty Ltd.

DIRECTORS' REPORT CONTINUED

DIRECTORS' BENEFITS – OTHER THAN BENEFITS SEPARATELY DISCLOSED IN NOTE 22: RELATED PARTY DISCLOSURES (NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2013)

Other than that disclosed in Note 22, no Director has received or become entitled to receive during or since the financial year, a benefit because of a contract made by the Company or a related body corporate with a Director, a firm of which the Director is a member or an entity in which the Director has a substantial financial interest.

INDEMNIFYING OFFICERS OR AUDITOR

The Company has not, during or since the financial year, in respect of any person who is or has been an officer or auditor of the Company or a related body corporate:

- Indemnified or made any relevant agreement for indemnifying against a liability as an officer or auditor, including costs and expenses in successfully defending legal proceedings; or
- Paid or agreed to pay a premium in respect of a contract insuring against a liability incurred as an officer or auditor for the costs or expenses to defend legal proceedings

The Company paid insurance premiums to insure all Directors against liabilities for costs and expenses incurred by them in defending any legal proceedings arising out of their conduct while acting in the capacity of Director of the Company, other than conduct involving a wilful breach of duty in relation to the company.

SHARE OPTIONS

There are no share options that have been granted over the unissued shares of the Company.

PROCEEDINGS ON BEHALF OF THE COMPANY

No person has applied for leave of Court to bring proceedings on behalf of the Company or 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 any part of those proceedings.

The Company was not a party to any such proceedings during the year.

NON-AUDIT SERVICES – EXTERNAL AUDITOR

No fees for non-audit services were paid/payable to the external auditor during the year ended 30 June 2013.

AUDITOR'S INDEPENDENCE DECLARATION

A copy of the Auditor's independence declaration as required under Section 307C of the Corporations Act 2001 is following this report.
Signed in accordance with a resolution of the Board of Directors.

A handwritten signature in blue ink, consisting of a series of loops and a long horizontal stroke extending to the left.

David Schirripa, Chairman of Directors

Diagonal Road Pooraka South Australia 5095

Dated this 18th day of October 2013.



Grant Thornton

Level 1,
67 Greenhill Rd
Wayville SA 5034
GPO Box 1270
Adelaide SA 5001
T 61 8 8372 6666
F 61 8 8372 6677
E info.sa@au.gt.com
W www.grantthornton.com.au

**AUDITOR'S INDEPENDENCE DECLARATION
TO THE DIRECTORS OF ADELAIDE PRODUCE MARKETS LIMITED**

In accordance with the requirements of section 307C of the Corporations Act 2001, as lead auditor for the audit of Adelaide Produce Markets 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.

Grant Thornton

GRANT THORNTON AUDIT PTY LTD
Chartered Accountants

J L Humphrey

J L Humphrey
Director – Audit & Assurance

Adelaide, 18 October 2013

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STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

FOR THE YEAR ENDED 30 JUNE 2013

		Consolidated		Parent	
		2013	2012	2013	2012
	Note	\$	\$	\$	\$
Revenue	2	14,181,285	13,454,442	12,472,247	11,958,585
Investment property revaluation (loss) / gain	3	(221,587)	(3,749,495)	28,413	(3,199,495)
Employee benefits expense		(1,308,623)	(1,183,213)	(1,308,623)	(1,183,213)
Depreciation expense	3	(268,610)	(289,996)	(153,840)	(151,216)
Finance costs	3	(1,167,291)	(1,332,072)	(1,111,269)	(1,274,406)
Other expenses		(7,640,580)	(5,508,687)	(6,543,529)	(4,466,131)
Profit before income tax		3,574,594	1,390,979	3,383,399	1,684,124
Income tax (expense) / benefit	4	(1,102,188)	(89,278)	(1,045,063)	(275,620)
Profit after income tax		2,472,406	1,301,701	2,338,336	1,408,504
Other comprehensive income		–	–	–	–
Total comprehensive income for the year		2,472,406	1,301,701	2,338,336	1,408,504
Total comprehensive income attributable to Members of the parent		2,472,406	1,301,701	2,338,336	1,408,504

The accompanying notes form part of these financial statements

STATEMENT OF FINANCIAL POSITION

AS AT 30 JUNE 2013

		Consolidated		Parent	
		2013	2012	2013	2012
	Note	\$	\$	\$	\$
CURRENT ASSETS					
Cash and cash equivalents	6	1,644,451	2,425,607	1,104,377	1,559,426
Trade and other receivables	7	503,840	518,710	503,840	518,710
Other current assets	8	494,001	504,726	385,229	352,219
TOTAL CURRENT ASSETS		2,642,292	3,449,043	1,993,446	2,430,355
NON-CURRENT ASSETS					
Trade and other receivables	7	59,942	59,942	10,665,920	11,416,941
Property, plant and equipment	9	85,222,503	85,366,933	73,840,645	73,623,616
Financial assets	28	–	–	2	2
Intangible assets	10	120,000	120,000	120,000	120,000
TOTAL NON-CURRENT ASSETS		85,402,445	85,546,875	84,626,567	85,160,559
TOTAL ASSETS		88,044,737	88,995,918	86,620,013	87,590,914
CURRENT LIABILITIES					
Trade and other payables	11	1,446,908	1,737,128	1,448,587	1,567,331
Current tax liabilities	14	184,861	517,434	151,258	517,434
Short-term provisions	13	316,555	260,383	316,555	260,383
TOTAL CURRENT LIABILITIES		1,948,324	2,514,945	1,916,400	2,345,148
NON-CURRENT LIABILITIES					
Long-term borrowings	12	21,606,261	21,606,261	21,606,261	21,606,261
Long-term provisions	13	16,000	17,464	16,000	17,464
Deferred tax liabilities	14	8,528,774	8,208,268	8,815,903	8,518,920
TOTAL NON-CURRENT LIABILITIES		30,151,035	29,831,993	30,438,164	30,142,645
TOTAL LIABILITIES		32,099,359	32,346,938	32,354,564	32,487,793
NET ASSETS		55,945,378	56,648,980	54,265,449	55,103,121
EQUITY					
Issued capital	15	5,774,560	5,774,560	5,774,560	5,774,560
Reserves		392,750	392,750	392,750	392,750
Retained earnings		49,778,068	50,481,670	48,098,139	48,935,811
TOTAL EQUITY		55,945,378	56,648,980	54,265,449	55,103,121

The accompanying notes form part of these financial statements

STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 30 JUNE 2013

		Issued capital	Retained earnings	Share premium reserve	Total
	Note	\$	\$	\$	\$
CONSOLIDATED					
Balance as at 1 July 2011		5,774,560	51,778,521	392,750	57,945,831
Total comprehensive income for the period		–	1,301,701	–	1,301,701
Sub total		5,774,560	53,080,222	392,750	59,247,532
Dividends paid or provided for	5	–	(2,598,552)	–	(2,598,552)
Balance as at 30 June 2012		5,774,560	50,481,670	392,750	56,648,980
Total comprehensive income for the period		–	2,472,406	–	2,472,406
Sub total		5,774,560	52,954,076	392,750	59,121,386
Dividends paid or provided for	5	–	(3,176,008)	–	(3,176,008)
Balance as at 30 June 2013		5,774,560	49,778,068	392,750	55,945,378
PARENT					
Balance as at 1 July 2011		5,774,560	50,125,859	392,750	56,293,169
Total comprehensive income for the period		–	1,408,504	–	1,408,504
Sub total		5,774,560	51,534,363	392,750	57,701,673
Dividends paid or provided for		–	(2,598,552)	–	(2,598,552)
Balance as at 30 June 2012		5,774,560	48,935,811	392,750	55,103,121
Total comprehensive income for the period		–	2,338,336	–	2,338,336
Sub total		5,774,560	51,274,147	392,750	57,441,457
Dividends paid or provided for		–	(3,176,008)	–	(3,176,008)
Balance as at 30 June 2013		5,774,560	48,098,139	392,750	54,265,449

The accompanying notes form part of these financial statements

STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 30 JUNE 2013

		Consolidated		Parent	
		2013	2012	2013	2012
	Note	\$	\$	\$	\$
CASH FLOWS FROM OPERATING ACTIVITIES					
Receipts from customers		14,154,220	13,575,820	13,116,187	13,634,103
Payments to suppliers and employees		(9,173,990)	(6,411,218)	(7,949,198)	(5,460,127)
Interest received		41,935	92,024	121,951	153,083
Borrowing costs		(1,167,291)	(1,332,072)	(1,111,269)	(1,274,406)
Income tax received / (paid)		(1,114,255)	(703,204)	(1,114,256)	(703,204)
NET CASH (USED IN) / PROVIDED BY OPERATING ACTIVITIES	18	2,740,619	5,221,350	3,063,415	6,349,449
CASH FLOWS FROM INVESTING ACTIVITIES					
Payments for property plant and equipment		(345,767)	(5,477,602)	(342,456)	(5,480,468)
NET CASH (USED IN) / PROVIDED BY INVESTING ACTIVITIES		(345,767)	(5,477,602)	(342,456)	(5,480,468)
CASH FLOWS FROM FINANCING ACTIVITIES					
Proceeds from borrowings		–	1,000,000	–	1,000,000
Dividends paid by the Parent Entity		(3,176,008)	(2,598,552)	(3,176,008)	(2,598,552)
NET CASH (USED IN) / PROVIDED BY FINANCING ACTIVITIES		(3,176,008)	(1,598,552)	(3,176,008)	(1,598,552)
Net (decrease) / increase in cash held		(781,156)	(1,854,804)	(455,049)	(729,571)
Cash at the beginning of financial year		2,425,607	4,280,411	1,559,426	2,288,997
Cash at end of financial year	6	1,644,451	2,425,607	1,104,377	1,559,426

The accompanying notes form part of these financial statements

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2013

NOTE 1 – STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

This Financial Report includes the consolidated financial statements and notes of Adelaide Produce Markets Limited and Controlled Entities (Consolidated Group) and the separate financial statements of Adelaide Produce Markets Limited as an individual Parent Entity (Parent Entity).

Basis of Preparation

The Financial Report is a General Purpose Financial Report that has been prepared in accordance with Australian Accounting Standards, Australian Accounting Interpretations, other authoritative pronouncements of the Australian Accounting Standards Board (AASB) and the Corporations Act 2001. The Group is a for-profit entity for financial reporting purposes under Australian Accounting Standards.

Australian Accounting Standards set out accounting policies that the AASB has concluded would result in a Financial Report containing relevant and reliable information about transactions, events and the conditions to which they apply. Compliance with Australian Accounting Standards ensures that the financial statements and notes also comply with International Financial Reporting Standards. Material accounting policies adopted in the preparation of this Financial Report are presented below and have been consistently applied unless otherwise stated.

The Financial Report has been prepared on an accruals basis and is based on historical costs modified by the revaluation of selected non-current assets, financial assets and financial liabilities for which the fair value basis of accounting has been applied.

(a) Principles of Consolidation

A controlled entity is any entity controlled by Adelaide Produce Markets Limited (the Parent Entity). Control exists where the Parent entity has the capacity to dominate the decision making in relation to the financial and operating policies of another entity so that the entity operates to achieve the objectives of the Parent Entity. All inter-company balances and transactions between entities in the Consolidated Group, including any unrealistic profits or losses, have been eliminated on consolidation. Where Controlled Entities have entered or left the Consolidated Group during the year, their operating results have been included from the date control was obtained or until the date control ceased. Any outside interests in equity and results of the entities that are controlled are shown as a separate item in the consolidated financial report (as applicable). Controlled Entities are disclosed in the notes to the financial statements. All entities within the Controlled Group have a June financial year end.

All inter-group balances and transactions between entities in the Consolidated Group, including any unrealised profits or losses, have been eliminated on consolidation. Accounting policies of subsidiaries are consistent with those adopted by the Parent Entity.

There are no minority interests in the Consolidated Group.

(b) Income Tax

The charge for current income tax expense is based on the consolidated accounting profit for the year, adjusted for any non-assessable or disallowed items, calculated at the applicable prescribed rate.

Deferred income tax expense is accounted for using the Balance Sheet liability method in respect of material temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred tax is calculated at the tax rates that are expected to apply when the asset is realised or the liability is settled. This assumes that no adverse changes will occur in the income tax legislation, and the Consolidated Group will derive sufficient assessable income to enable any deferred tax asset (if any) to enable the benefit to be realised and to comply with the conditions of deductibility as imposed by legislation.

The calculation of deferred tax has assumed that in the event that land and buildings were sold at some future time, all integral plant and equipment would at that time be disposed at written down value for income tax purposes. For buildings acquired after 31 May 1997, taxation deductions for construction expenditure on capital works reduce the cost base when calculating any capital gain or loss on disposal. This has been taken into account in the determination of the calculation of deferred tax liability.

For income tax purposes, the Consolidated Group is an income tax consolidated group under income tax consolidation legislation. Each entity in the Consolidated Group recognises its own current and deferred tax assets and liabilities.

(c) Property, Plant and Equipment

Each class of property, plant and equipment is carried at cost or fair value less, where applicable, any accumulated depreciation and impairment losses.

Investment Property

Investment property, comprising all land and buildings owned by the Consolidated Group, is held to generate long term rental yields. All tenant leases are on an arm's length basis, in accordance with AASB 140 Investment Properties. Investment properties are carried at fair value, determined annually by an independent valuer. Changes to fair value are annually recorded in the Statement of Profit or loss and other comprehensive income as other income.

An independent valuation of all land and building assets (including all plant and equipment considered to be an integral component of the relevant asset) was conducted by Jones Lang LaSalle as at 30 June 2013. All buildings assets were valued at market value in accordance with AASB 140.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2013 CONTINUED

Plant and Equipment

Plant and equipment is measured on the costs basis less depreciation and impairment losses.

The carrying amount of plant and equipment is reviewed annually by Directors to ensure it is not in excess of the recoverable amount from these assets. The recoverable amount is assessed on the basis of the expected net cash flows that will be received from the assets' employment and subsequent disposal.

(d) Depreciation

Depreciation is calculated both on a straight-line and diminishing value basis so as to write off the net cost of each depreciable asset over its expected useful life to the Company commencing from the time the asset is held ready for use. Depreciation rates have been reviewed during the financial year by the Directors of the Company.

The independent valuation of buildings as at 30 June 2013 included all plant and equipment that was considered to be an integral component of the relevant asset and included additions at cost since the previous valuation. Consistent with previous financial years, buildings are not depreciated for accounting purposes as they are held for investment purposes.

Class of Fixed Asset	Depreciation Rate
Plant and equipment	3.75 – 50%
Motor vehicles	18.50%
Furniture and fittings	9 – 50%
Office equipment	9 – 50%

The assets' residual values and useful lives are reviewed and adjusted where deemed appropriate, at each balance 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 the carrying amount. These gains and losses are included in the Statement of Profit or loss and other comprehensive income.

(e) Rents and Fees in Advance

Rents and fees in advance are brought to account as income in the financial period to which they relate.

(f) Land and Development Expenditure

As at 30 June 2013 any construction in progress and land re-development costs are separately disclosed.

(g) Revenue

Revenue from the rendering of a service is recognised upon the delivery of the service to the customer, adjusted where applicable for any amount that is prepaid.

Interest revenue is recognised on a proportional basis taking into account the interest rates applicable to the financial assets.

All revenue stated is net of the amount of goods and services tax.

(h) Employee Entitlements

Provisions are made in the financial statements for all employee benefits. On-costs have been recognised in calculating employee provisions. Liabilities for wages, salaries and annual leave are recognised in the provision for employee benefits in respect of employees' services up to the reporting date and are measured at amounts which are expected to be paid as the liability is settled.

Liability for long-service leave expected to be settled within the next 12 months from the reporting date are recognised in employee provisions and measured with the same principals as annual leave. The liability for long-service leave expected to be settled more than 12 months from the reporting date is recognised in the provision for employee benefits and is measured at the present value of the expected future payments to be made to settle the liability in respect of services provided by employees up to the reporting date.

(i) Cash and Cash Equivalents

Cash and cash equivalents include cash on hand, deposits at call with banks and other short-term highly liquid investments with original maturities of three months or less.

(j) Financial Instruments

Recognition and Initial Measurement

Financial instruments are initially measured at cost on trade date, which includes transaction costs, when the related contractual rights or obligations exist. Subsequent to initial recognition these instruments are measured as set out below.

– Financial assets at fair value through profit and loss – Classification and Subsequent Measurement

A financial asset is classified in this category if acquired principally for the purpose of selling in the short term or if so designated by management. Realised and unrealised gains and losses arising from changes in the fair value of these assets are included in the Statement of Profit or loss and other comprehensive income in the period in which they arise.

– Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market and are stated at amortised cost using the effective interest rate method.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2013 CONTINUED

– Held-to-maturity investments

These investments have fixed maturities, and it is the Consolidated Group's intention to hold these investments to maturity. Any held-to-maturity investments held are stated at amortised cost using the effective interest rate method.

(k) Impairment of Assets

At each reporting date, the Directors review the carrying values of tangible assets to determine whether there is any indication that those assets have been impaired. If such an indication exists, the recoverable amount of the asset, being the higher of the asset's fair value less costs to sell and value in use, is compared to the asset's carrying value. Any excess of the asset's carrying value over its recoverable amount is expensed to the Statement of Profit or loss and other comprehensive income.

Impairment testing is performed annually by the Directors for goodwill and intangible assets with indefinite lives, as applicable.

Where it is not possible to estimate the recoverable amount of an individual asset, the group estimates the recoverable amount of cash-generating unit to which the asset belongs.

(l) Comparative Figures

Where required by Australian Accounting Standards, comparative figures have been adjusted to conform to changes in presentation for the current financial year.

(m) Goods and Services Tax (GST)

Revenues, expenses and assets are recognised net of the amount of GST, except where the amount of GST incurred is not recoverable from the Australian Tax Office. In these circumstances, the GST is recognised as part of the cost of acquisition of the asset or as part of an item of the expense.

(n) Critical Accounting Estimates and Judgements

The preparation of the Adelaide Produce Market Limited Financial Statements requires management to make estimates and judgements based on the information available at that time that has an effect on the reported amounts of assets and liabilities and the disclosure of any contingent assets and liabilities at the date of the financial report and the reported revenues and expenses during the reporting period.

On an ongoing basis, management evaluates judgements and estimates made that impact on the Financial Report. Management bases its judgements and estimates on historical experience and on various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making judgements and estimates about carrying values of transactions that are not readily apparent from other sources. There may be variances between estimates and actual results which are monitored by management as mentioned above.

Key Estimates – Impairment

The Consolidated Group assesses impairment at each reporting date by evaluating conditions specific to the Consolidated Group that may lead to impairment of assets. Where an impairment trigger exists, the recoverable amounts incorporate a number of key estimates. Based on the performance of the Pooraka Sunday Market, the Directors have resolved that no impairment in respect of goodwill is required for the year ended 30 June 2013.

Key Judgements – Provision for Impairment of Receivables

The Directors have resolved that a provision for impairment of receivables is required for the year ended 30 June 2013.

(o) New Accounting Standards adopted by the Group

AASB 2011-9 Amendments to Australian Accounting Standards – Presentation of Items of Other Comprehensive Income (Applies annual reporting periods beginning on or after 1 July 2012)

AASB 2011-9 requires entities to group items presented in Other Comprehensive Income on the basis of whether they are potentially re-classifiable to profit or loss subsequently, and changes the title of 'statement of comprehensive income' to 'statement of profit or loss and other comprehensive income'.

The adoption of the new and revised Australian Accounting Standards and Interpretations has had no significant impact on the Group's accounting policies or the amounts reported during the year. The adoption of AASB 2011-9 has resulted in changes to the Group's presentation of its financial statements.

(p) New Accounting Standards for Application in Future Periods

At the date of authorisation of these financial statements, certain new standards, amendments and interpretations to existing standards have been published but are not yet effective, and have not been adopted early by the Group.

Management anticipates that all of the relevant pronouncements will be adopted in the Group's accounting policies for the first period beginning after the effective date of the pronouncement. Information on new standards, amendments and interpretations that are expected to be relevant to the Group's financial statements is provided below. Certain other new standards and interpretations have been issued but are not expected to have a material impact on the Group's financial statements.

(i) *AASB 2011-4 Amendments to Australian Accounting Standards to Remove Individual Key Management Personnel Disclosure Requirements* The Standard amends AASB 124 Related Party Disclosures to remove the individual key management personnel (KMP) disclosures required by Australian specific paragraphs. This amendment reflects the AASB's view that these disclosures are more in the nature of governance disclosures that are better dealt within the legislation, rather than by the accounting standards.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2013 CONTINUED

- (ii) *AASB 10 Consolidated Financial Statements, AASB 11 Joint Arrangements, AASB 12 Disclosure of Interests in Other Entities, revised AASB 127 Separate Financial Statements, AASB 128 Investments in Associates and Joint Ventures, AASB 2011-7 Amendments to Australian Accounting Standards arising from the Consolidation and Joint Arrangements Standards and AASB 2012-10 Amendments to Australian Accounting Standards – Transition Guidance and Other Amendments (effective 1 January 2013)*

AASB 10 replaces all of the guidance on control and consolidation in AASB 127 Consolidated and Separate Financial Statements, and Interpretation 12 Consolidation – Special Purpose Entities.

The core principle that a consolidated entity presents a parent and its subsidiaries as if they are a single economic entity remains unchanged, as do the mechanics of consolidation. However, the standard introduces a single definition of control that applies to all entities. It focuses on the need to have both power and rights or exposure to variable returns. Power is the current ability to direct the activities that significantly influence returns. Returns must vary and can be positive, negative or both. Control exists when the investor can use its power to affect the amount of its returns.

When this standard is first adopted for the year ended 30 June 2014, there will be no impact on the transactions and balances recognised in the financial statements.

AASB 11 replaces AASB 131 Interests in Joint Ventures and AASB Interpretation 113 Jointly-controlled Entities – Non-monetary Contributions by Ventures. AASB 11 uses the principle of control in AASB 10 to define joint control, and therefore the determination of whether joint control exists may change.

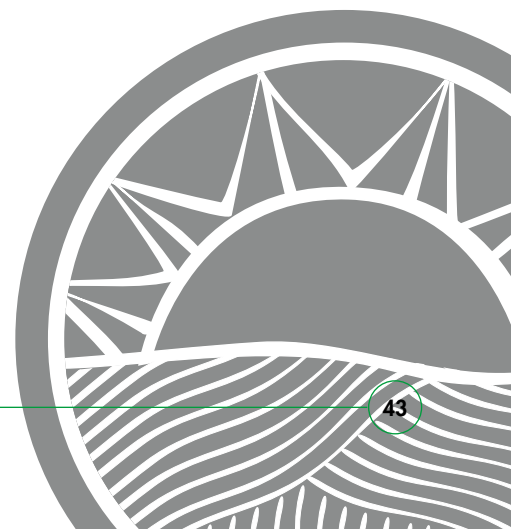
In addition, AASB 11 removes the option to account for jointly-controlled entities using proportionate consolidation. Instead, accounting for a joint arrangement is dependent on the nature of the rights and obligations arising from the arrangement. Joint operations that give the venturers a right to the underlying assets and obligations for liabilities are accounted for by recognising the share of those assets and liabilities. Joint ventures that give the venturers a right to the net assets are accounted for using the equity method.

When this standard is first adopted for the year ended 30 June 2014, there will be no impact on transactions and balances recognised in the financial statements because the Group has not entered into any joint arrangements.

AASB 12 sets out the required disclosures for entities reporting under the two new standards, AASB 10 and AASB 11, and replaces the disclosure requirements currently found in AASB 127 and AASB 128. Application of this standard by the Group will not affect any of the amounts recognised in the financial statements, but will impact the type of information disclosed in relation to the Group's investments.

Amendments to AASB 128 provide clarification that an entity continues to apply the equity method and does not remeasure its retained interest as part of ownership changes where a joint venture becomes an associate, and vice versa. The amendments also introduce a 'partial disposal' concept.

When this standard is first adopted for the year ended 30 June 2014, there will be no impact on the transactions and balances recognised in the financial statements.



NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2013 CONTINUED

NOTE 2 – REVENUE

	Consolidated		Parent	
	2013	2012	2013	2012
	\$	\$	\$	\$
Rental Revenue:				
Rents and recoveries	14,134,671	13,328,298	11,823,166	11,139,594
Other Revenue:				
Insurance recoveries	4,679	12,219	10,000	12,219
Interest received	41,935	92,024	121,951	153,083
Interest recovered	–	–	517,130	631,788
Bad debts recovered	–	21,901	–	21,901
	14,181,285	13,454,442	12,472,247	11,958,585

NOTE 3 – PROFIT FOR THE YEAR

	Consolidated		Parent	
	2013	2012	2013	2012
	\$	\$	\$	\$
Expenses				
Finance costs	1,167,291	1,332,072	1,111,269	1,274,406
Depreciation of property, plant and equipment	268,610	289,996	153,840	151,216
Bad and doubtful debts	28,270	1,412	28,270	1,412
Remuneration of auditor:				
Audit	25,000	23,300	25,000	23,300
Taxation services	–	–	–	–
	25,000	23,300	25,000	23,300

There have been no non-audit services provided by the auditor during the year.

Significant Revenue and Expenses

The following significant revenue and expense items are relevant in explaining the financial performance:

Investment property revaluation (loss) / gain	(221,587)	(3,749,495)	28,413	(3,199,495)
Bitumen repairs & maintenance	1,764,624	–	1,764,624	–

The accompanying notes form part of these financial statements

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2013 CONTINUED

NOTE 4 – INCOME TAX EXPENSE

	Consolidated		Parent	
	2013	2012	2013	2012
	\$	\$	\$	\$
The components of tax expense comprise:				
Current tax	781,683	1,214,127	748,080	1,235,469
Deferred tax	320,505	(1,124,849)	296,983	(959,849)
	1,102,188	89,278	1,045,063	275,620
<i>The prima facie tax on profit before income tax is reconciled to the income tax as follows:</i>				
Prima facie tax payable on profit before income tax at 30% (2012: 30%)	1,072,543	417,294	1,015,418	505,237
Add: Tax Effect of:				
– revaluation loss	66,476	1,124,849	–	959,849
– provision for holiday pay	–	8,515	–	8,515
– provision for long service leave	–	11,532	–	11,532
– other non-allowable items	47,642	16,027	47,642	16,027
– under/over provision prior years	–	(27,746)	–	(27,746)
Less: Tax Effect of:				
– revaluation gain	–	–	(8,524)	–
– provision for holiday pay	(91)	–	(91)	–
– provision for long service leave	(3,034)	(325,160)	(3,034)	(226,760)
– depreciation/capital allowance	(376,972)	–	(278,450)	–
– other allowable items	(24,881)	(11,184)	(24,882)	(11,185)
	781,683	1,214,127	748,079	1,235,469

NOTE 5 – DIVIDENDS

	Consolidated		Parent	
	2013	2012	2013	2012
	\$	\$	\$	\$
Final Distribution Paid	1,732,368	1,154,912	1,732,368	1,154,912
Interim Distribution Paid	1,443,640	1,443,640	1,443,640	1,443,640
Franking Account	1,567,932	1,814,822	1,567,932	1,814,822

The accompanying notes form part of these financial statements

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2013 CONTINUED

NOTE 6 – CASH AND CASH EQUIVALENTS

	Consolidated		Parent	
	2013	2012	2013	2012
	\$	\$	\$	\$
Cash on hand	1,050	1,050	1,050	1,050
Cash at bank	1,643,401	2,424,557	1,103,327	1,558,376
	1,644,451	2,425,607	1,104,377	1,559,426

Reconciliation of Cash

Cash at the end of the financial year as shown in the statement of cash flows is reconciled to the items in the statement of financial position as follows:

Cash and cash equivalents	1,644,451	2,425,607	1,104,377	1,559,426
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A security interest over cash and cash equivalents has been provided for certain debt. Refer to Note 12 – Borrowings.

NOTE 7 – TRADE AND OTHER RECEIVABLES

	Consolidated		Parent	
	2013	2012	2013	2012
	\$	\$	\$	\$
CURRENT				
Trade debtors	523,903	517,508	523,903	517,508
Provision for impairment	(48,869)	(20,599)	(48,869)	(20,599)
	475,034	496,909	475,034	496,909
Other debtors	28,806	21,801	28,806	21,801
	503,840	518,710	503,840	518,710
NON-CURRENT				
Trade debtors	59,942	59,942	59,942	59,942
Loan – Subsidiaries	–	–	10,605,978	11,356,999
	59,942	59,942	10,665,920	11,416,941

All of the Group's trade and other receivables have been reviewed for indicators of impairment. Certain trade receivables were found to be impaired and an allowance for credit losses of \$48,869 (2012: \$20,599) has been recorded accordingly within other expenses. The impaired trade receivables are due from circumstances in the business-to-business market that are experiencing financial difficulties.

The accompanying notes form part of these financial statements

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2013 CONTINUED

NOTE 7 – TRADE AND OTHER RECEIVABLES CONTINUED

PAST DUE NOT IMPAIRED

	Gross Amount	Past Due & Impaired	Past due but not impaired (days overdue)				Within Initial Trade Terms
			<30	31-60	61-90	90+ days	
	\$	\$	\$	\$	\$	\$	\$
2013							
Consolidated Group							
Trade Receivables	523,903	48,869	106,506	105,008	10,691	28,992	223,837
Parent Entity							
Trade Receivables	523,903	48,869	106,506	105,008	10,691	28,992	223,837
2012							
Consolidated Group							
Trade Receivables	517,508	20,599	201,387	37,914	19,630	5,429	232,549
Parent Entity							
Trade Receivables	517,508	20,599	201,387	37,914	19,630	5,429	232,549

NOTE 8 – OTHER CURRENT ASSETS

	Consolidated		Parent	
	2013	2012	2013	2012
	\$	\$	\$	\$
CURRENT				
Prepaid commercial bill interest	142,340	206,943	84,360	99,382
Prepayments – other	351,661	297,783	300,869	252,837
	494,001	504,726	385,229	352,219

The accompanying notes form part of these financial statements

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2013 CONTINUED

NOTE 9 – PROPERTY, PLANT AND EQUIPMENT

	Consolidated		Parent	
	2013	2012	2013	2012
	\$	\$	\$	\$
Investment Properties:				
Land	42,450,000	44,000,000	36,400,000	37,950,000
Buildings	41,400,000	39,350,000	36,150,000	33,850,000
Total Investment Properties	83,850,000	83,350,000	72,550,000	71,800,000
Construction in Progress – at cost	13,005	616,743	13,005	616,743
Plant, Equipment and Vehicles				
Plant, equipment & vehicles – at cost	3,324,961	3,102,385	2,293,843	2,074,578
Less: accumulated depreciation	(1,965,463)	(1,702,195)	(1,016,203)	(867,705)
Total plant, equipment and vehicles	1,359,498	1,400,190	1,277,640	1,206,873
Total Property, Plant and Equipment	85,222,503	85,366,933	73,840,645	73,623,616

The accompanying notes form part of these financial statements

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2013 CONTINUED

NOTE 9 – PROPERTY, PLANT AND EQUIPMENT CONTINUED

MOVEMENTS IN CARRYING AMOUNTS

Movements in the carrying amounts for each class of property, plant and equipment for the financial year ended 30 June 2013 are as follows:

Consolidated Group	Construction in Progress	Investment Properties	Plant and Equipment	Total
	\$	\$	\$	\$
Balances at 1 July 2012	616,743	83,350,000	1,400,190	85,366,933
Additions – at cost	102,632	15,217	229,814	347,663
Disposals – carrying value	–	–	(1,896)	(1,896)
Amounts reclassified from construction in progress	(706,370)	706,370	–	–
Revaluation increment/(decrement)	–	(221,587)	–	(221,587)
Depreciation expense	–	–	(268,610)	(268,610)
Carrying amounts at 30 June 2013	13,005	83,850,000	1,359,498	85,222,503

Parent Entity	Construction in Progress	Investment Properties	Plant and Equipment	Total
	\$	\$	\$	\$
Balances at 1 July 2012	616,743	71,800,000	1,206,873	73,623,616
Additions – at cost	102,632	15,217	226,503	344,352
Disposals – carrying value	–	–	(1,896)	(1,896)
Amounts reclassified from construction in progress	(706,370)	706,370	–	–
Revaluation increment/(decrement)	–	28,413	–	28,413
Depreciation expense	–	–	(153,840)	(153,840)
Carrying amounts at 30 June 2013	13,005	72,550,000	1,277,640	73,840,645

The accompanying notes form part of these financial statements

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2013 CONTINUED

NOTE 10 – INTANGIBLE ASSETS

	Consolidated		Parent	
	2013	2012	2013	2012
	\$	\$	\$	\$
Goodwill: Sunday Markets	120,000	120,000	120,000	120,000
Reconciliation of Goodwill:				
Balance at 1 July	120,000	120,000	120,000	120,000
Additions	–	–	–	–
Disposals	–	–	–	–
Amortisation charge	–	–	–	–
Impairment losses	–	–	–	–
Carrying Value 30 June	120,000	120,000	120,000	120,000
The Directors have determined that the Goodwill relating to the Pooraka Sunday Market is not impaired.				

NOTE 11 – TRADE AND OTHER PAYABLES

	Consolidated		Parent	
	2013	2012	2013	2012
	\$	\$	\$	\$
Current Unsecured Liabilities:				
Trade payables	178,087	20,008	167,008	8,929
Sundry payables and accruals	1,268,821	1,717,120	1,281,579	1,558,402
	1,446,908	1,737,128	1,448,587	1,567,331

NOTE 12 – BORROWINGS

	Consolidated		Parent	
	2013	2012	2013	2012
	\$	\$	\$	\$
Non-current				
Bank bills secured	21,606,261	21,606,261	21,606,261	21,606,261

The bank bills are secured by a registered first mortgage over the freehold properties and a security interest over all the Consolidated Group's assets. The covenants for the above bank loans relate to interest cover, capital adequacy, dividend policy and reporting and administrative requirements. All required covenants have been met by the Company.

The accompanying notes form part of these financial statements

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2013 CONTINUED

NOTE 13 – PROVISIONS

	Consolidated		Parent	
	2013	2012	2013	2012
	\$	\$	\$	\$
Current				
Employee benefits	316,555	260,383	316,555	260,383
Non-current				
Employee benefits	16,000	17,464	16,000	17,464

NOTE 14 – TAX

	Consolidated		Parent	
	2013	2012	2013	2012
	\$	\$	\$	\$
Current				
Income Tax	184,861	517,434	151,258	517,434
Non-current				
Deferred Tax Liabilities	8,528,774	8,208,268	8,815,903	8,518,920

The accompanying notes form part of these financial statements

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2013 CONTINUED

NOTE 15 – ISSUED CAPITAL

		Consolidated		Parent	
		2013	2012	2013	2012
	Note	\$	\$	\$	\$
5,774,560 (2012: 5,774,560) fully paid Ordinary shares					
		5,774,560	5,774,560	5,774,560	5,774,560
Comprising:					
Ordinary Grower Shares		1,477,651			
Ordinary Wholesaler Shares		3,354,669			
Ordinary Retailer Shares		386,440			
Ordinary Unclassified Shares		555,800			
		5,774,560			
Total borrowings	12	21,606,261	21,606,261	21,606,261	21,606,261
Trade and other payables	11	1,446,908	1,737,128	1,448,587	1,567,331
Less cash and cash equivalents	6	(1,644,451)	(2,425,607)	(1,104,377)	(1,559,426)
Net debt		21,408,718	20,917,782	21,950,471	21,614,166
Total equity		55,945,378	56,648,980	54,265,449	55,103,121
Total capital		77,354,096	77,566,762	76,215,920	76,717,287
Gearing Ratio		28%	27%	29%	28%

NOTE 16 – CAPITAL COMMITMENTS

The following capital expenditure was contracted for at reporting date:

	2013	2012
	\$	\$
Building A&E canopies	–	68,527
Building E electrical upgrades	–	117,273
Electricity metering	237,372	–
	237,372	185,800

The accompanying notes form part of these financial statements

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2013 CONTINUED

NOTE 17 – CONTINGENT LIABILITIES AND CONTINGENT ASSETS

There were no contingent liabilities or contingent assets recorded by the Company as at the date of this report (2012: Nil).

NOTE 18 – CASH FLOW INFORMATION

	Consolidated		Parent	
	2013	2012	2013	2012
	\$	\$	\$	\$
Reconciliation of cash flows from operations with profit after income tax:				
Profit after income tax	2,472,406	1,301,701	2,338,336	1,408,504
Non-cash flows in profit				
– revaluation (gain)/loss	221,587	3,749,495	(28,413)	3,199,495
– depreciation	268,610	289,996	153,840	151,216
Changes in assets and liabilities:				
– (increase)/decrease in trade receivables	14,870	213,402	765,891	1,849,943
– (increase)/decrease in other current assets	10,725	(118,672)	(33,010)	(106,441)
– increase/(decrease) in trade payables	(290,220)	332,531	(118,744)	228,836
– increase/(decrease) in tax liability	(12,067)	(613,926)	(69,193)	(448,927)
– increase/(decrease) in provisions	54,708	66,823	54,708	66,823
	2,740,619	5,221,350	3,063,415	6,349,449
Non-cash financing and investing activities				
There were no transactions or events during the year which affected assets and liabilities and did not result in cash flows				
<i>Credit standby arrangements with banks to provide funds and support facilities.</i>				
Credit facility	22,780,000	22,780,000	22,780,000	22,780,000
Credit facility utilised	(21,606,261)	(21,606,261)	(21,606,261)	(21,606,261)
Unused credit facility	1,173,739	1,173,739	1,173,739	1,173,739

The accompanying notes form part of these financial statements

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2013 CONTINUED

NOTE 19 – FINANCIAL RISK MANAGEMENT

Net Fair Values

The net fair value of Bank Bills that are traded on organised financial markets is based on the quoted market offer price at balance date adjusted for transaction costs expected to be incurred.

The net fair values of other financial assets and financial liabilities approximate their carrying value. No financial assets and liabilities are readily traded on organised markets in standardised form other than Bank Bills. Where the carrying amount of financial assets exceeds net fair values, they have not been written down as the Company intends to hold these assets to maturity. The aggregate net fair values and carrying amounts of financial assets and financial liabilities are disclosed in the Statement of Financial Position and in the notes to and forming part of the Financial Report.

Credit Risk

The maximum exposure to credit risk at balance date to recognised financial assets is the carrying amount, net of any provision for doubtful debts, as disclosed in the Statement of Financial Position and notes to the Financial Report. The Company does not have any material credit risk exposure to any single debtor or group of debtors under financial instruments entered into by the Company.

Interest Rate Risk

The Company's exposure to interest rate risk, which is the risk that a financial instrument's value will fluctuate as a result of changes in market interest rates and the effective weighted average interest rates on those financial assets and financial liabilities, is as follows:

Consolidated group 2013	Floating interest rate	Fixed interest rate within 1 year	Maturing 1-5 years	Non interest bearing	Total
	\$	\$	\$	\$	\$
Financial assets					
Cash and cash equivalents	1,643,401	–	–	1,050	1,644,451
Trade and other receivables	–	–	–	503,840	503,840
Total financial assets	1,643,401	–	–	504,890	2,148,291
Interest rate (all inclusive)	1.80%	–	–		

	Floating interest rate	Fixed interest rate within 1 year	Maturing 1-5 years	Non interest bearing	Total
	\$	\$	\$	\$	\$
Financial liabilities					
Trade and other payables	–	–	–	1,446,908	1,446,908
Borrowings – Bank bills	13,596,261	–	8,010,000	–	21,606,261
Total financial liabilities	13,596,261	–	8,010,000	1,446,908	23,053,169
Interest rate (all inclusive)	3.49%	–	6.24%		

The accompanying notes form part of these financial statements

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2013 CONTINUED

Consolidated group 2012	Floating interest rate	Fixed interest rate within 1 year	Maturing 1-5 years	Non interest bearing	Total
	\$	\$	\$	\$	\$
Financial assets					
Cash and cash equivalents	2,424,557	–	–	1,050	2,425,607
Trade and other receivables	–	–	–	518,710	518,710
Total financial assets	2,424,557	–	–	519,760	2,944,317
Interest rate (all inclusive)	2.00%				

	Floating interest rate	Fixed interest rate within 1 year	Maturing 1-5 years	Non interest bearing	Total
	\$	\$	\$	\$	\$
Financial liabilities					
Trade and other payables	–	–	–	1,737,128	1,737,128
Borrowings – Bank bills	5,406,500	8,189,761	8,010,000	–	21,606,261
Total financial liabilities	5,406,500	8,189,761	8,010,000	1,737,128	23,343,389
Interest rate (all inclusive)	3.97%	6.05%	6.24%		

The Board has determined that the carrying values of financial assets and financial liabilities are consistent with fair values.

The accompanying notes form part of these financial statements

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2013 CONTINUED

Parent entity 2013	Floating interest rate	Fixed interest rate within 1 year	Maturing 1-5 years	Non interest bearing	Total
	\$	\$	\$	\$	\$
Financial assets					
Cash and cash equivalents	1,103,327	–	–	1,050	1,104,377
Trade and other receivables	–	–	–	503,840	503,840
Total financial assets	1,103,327	–	–	504,890	1,608,217
Interest rate (all inclusive)	1.8%	–	–		

	Floating interest rate	Fixed interest rate within 1 year	Maturing 1-5 years	Non interest bearing	Total
	\$	\$	\$	\$	\$
Financial liabilities					
Trade and other payables	–	–	–	1,448,587	1,448,587
Borrowings – Bank bills	13,596,261	–	8,010,000	–	21,606,261
Total financial liabilities	13,596,261	–	8,010,000	1,448,587	23,054,848
Interest rate (all inclusive)	3.49%	–	6.24%		

The accompanying notes form part of these financial statements

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2013 CONTINUED

Parent entity 2012	Floating interest rate	Fixed interest rate within 1 year	Maturing 1-5 years	Non interest bearing	Total
	\$	\$	\$	\$	\$
Financial assets					
Cash and cash equivalents	1,558,376	–	–	1,050	1,559,426
Trade and other receivables	–	–	–	11,935,651	11,935,651
Total financial assets	1,558,376	–	–	11,936,701	13,495,077
Interest rate (all inclusive)	2%	–	–		

	Floating interest rate	Fixed interest rate within 1 year	Maturing 1-5 years	Non interest bearing	Total
	\$	\$	\$	\$	\$
Financial liabilities					
Trade and other payables	–	–	–	1,567,331	1,567,331
Borrowings – Bank bills	5,406,500	8,189,761	8,010,000	–	21,606,261
Total financial liabilities	5,406,500	8,189,761	8,010,000	1,567,331	23,173,592
Interest rate (all inclusive)	3.97%	6.05%	6.24%		

The Board has determined that the carrying values of financial assets and financial liabilities are consistent with fair values.

NOTE 20 – TRANSACTIONS WITH KEY MANAGEMENT PERSONNEL

Key management of the Group are the Board of Directors and the Chief Executive Officer.

	Consolidated		Parent	
	2013	2012	2013	2012
	\$	\$	\$	\$
Short term employee benefits				
Salaries & Directors fees	460,347	467,153	460,347	467,153
Other	21,303	21,303	21,303	21,303
	481,650	488,456	481,650	488,456
Post-employment benefits				
Superannuation Contributions	42,094	43,163	42,094	43,163
	42,094	43,163	42,094	43,163
Total Remuneration	523,744	531,619	523,744	531,619

The accompanying notes form part of these financial statements

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2013 CONTINUED

NOTE 21 – FINANCIAL REPORTING BY SEGMENTS

The Company operates wholly within Australia and owns and operates a large scale facility for the wholesale marketing of fresh produce.

NOTE 22 – RELATED PARTY DISCLOSURES

Directors and Director-related entities hold directly, indirectly or beneficially as at balance date the following number of shares in this Company. Details of each Director's holdings are listed in the accompanying Director's Report.

	Consolidated		Parent	
	2013	2012	2013	2012
	No.	No.	No.	No.
Adelaide Produce Market Ltd – Ordinary Shares	1,294,399	1,188,899	1,294,399	1,188,899

The Group used the professional services of four Directors of the Company and the firm's over which they exercise significant influence. The amounts billed were based on normal market rates and amounted to:

	Consolidated		Parent	
	2013	2012	2013	2012
	\$	\$	\$	\$
Schirripa Commercial Lawyers *	117,324	20,285	117,324	20,285
Griffin Lawyers	8,580	10,251	8,580	10,251
Bentleys (SA) Pty Ltd	14,570	–	14,570	–
N Minicozzi	–	6,583	–	6,583
	140,474	37,119	140,474	37,119

* total fees paid to Schirripa Commercial Lawyers includes \$16,487 in disbursements being mainly barristers fees.

The outstanding balances at the reporting dates were as follows:				
Schirripa Commercial Lawyers	–	10,800	–	10,800
Griffin Lawyers	–	2,580	–	2,580
Bentleys (SA) Pty Ltd	1,800	–	1,800	–
N Minicozzi	–	–	–	–
	1,800	13,380	1,800	13,380

The accompanying notes form part of these financial statements

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2013 CONTINUED

The Group transacted with several Directors of the Company and their related entities as customers, in relation to leased premises and market services. The amounts charged were based on normal market rates and amounted to:

	Consolidated		Parent	
	2013	2012	2013	2012
	\$	\$	\$	\$
P & E Scalzi Services Pty Ltd	238,160	180,404	238,160	180,404
Paseva Pty Ltd ATF P & E Scalzi Superannuation Fund	127,837	97,579	127,837	97,579
Thorndon Park Produce Co Pty Ltd	4,972	4,659	4,972	4,659
Dublin Fruit & Veg	2,854	1,405	2,854	1,405
R Ceravolo & Co Pty Ltd	215,901	203,720	215,901	203,720
Pooraka Fruit & Vegetable Supply	–	25,278	–	25,278
	589,724	513,045	589,724	513,045

The outstanding balances at the reporting date were as follows:

P & E Scalzi Services Pty Ltd	18,964	17,657	18,964	17,657
Paseva Pty Ltd ATF P & E Scalzi Superannuation Fund	10,906	8,569	10,906	8,569
Thorndon Park Produce Co Pty Ltd	608	1,315	608	1,315
Dublin Fruit & Veg	284	284	284	284
R Ceravolo & Co Pty Ltd	17,124	19,196	17,124	19,196
Pooraka Fruit & Vegetable Supply	–	13,677	–	13,677
	47,886	60,698	47,886	60,698

The Group also leased Warehouse K from Pooraka Fruit & Vegetable Supply Pty Ltd during the year. Pooraka Fruit & Vegetable Supply Pty Ltd is a company in which P Scalzi has a financial interest. The rent paid for the warehouse was \$316,068 (2012: \$285,422). At outstanding balance at the reporting date was \$14,803.

NOTE 23 – SUPERANNUATION COMMITMENTS

The Company does not participate in any employer sponsored defined benefit superannuation plans for its employees. All superannuation payments by the Company are in accordance with the relevant Superannuation Guarantee legislation.

NOTE 24 – EVENTS AFTER THE BALANCE SHEET DATE

There are no events subsequent to 30 June 2013 that would have a material effect on the 2013 Financial Report (2012: Nil).

NOTE 25 – ECONOMIC DEPENDENCY

The future revenue of the Consolidated Group is dependent on the commercial contribution of the principal activities disclosed in the Directors' Report.

The accompanying notes form part of these financial statements

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2013 CONTINUED

NOTE 26 – CONTROLLED ENTITIES

Controlled Entities	Country of Incorporation	Percentage Owned	
		2013	2012
APML No. One Pty Ltd	Australia	100%	100%
APML No. Two Pty Ltd	Australia	100%	100%
Controlled Entities Acquired			
No controlled entities were acquired during the year.			
Control Entity Disposal			
No controlled entities were disposed during the year.			
Controlled Entities with Ownership Interest of 50% or Less			
No controlled entities are held by the Parent Entity with an ownership interest of 50% or less.			

NOTE 27 – OTHER FINANCIAL ASSETS

	Consolidated		Parent	
	2013	2012	2013	2012
	\$	\$	\$	\$
Non-Current				
Unlisted Investments – at cost				
– Shares in Controlled Entities	–	–	2	2

NOTE 28 – CHANGES IN ACCOUNTING POLICY

There were no changes in accounting policy for the year ended 30 June 2013.

NOTE 29 – RESERVES

Reserves represent share premiums.

NOTE 30 – COMPANY DETAILS

The registered office of the Consolidated Group is:

Burma Road, Pooraka SA 5095

The principal place of business of the Consolidated Group is:

Burma Road, Pooraka SA 5095

The accompanying notes form part of these financial statements

DIRECTOR'S DECLARATION

In accordance with a resolution of the Directors of Adelaide Produce Markets Limited, the Directors of the company declare that:

1. The financial statements and notes, as set out on pages [insert page] to [insert page], are in accordance with the Corporations Act 2001 and:
 - a. comply with Australian Accounting Standards which, as stated in accounting policy Note 1 to the financial statements, constitutes compliance with International Financial Reporting Standards (IFRS); and
 - b. give a true and fair view of the financial position as at 30 June 2013 and of the performance for the year ended on that date of the company and consolidated group.
2. In the Directors' opinion there are reasonable grounds to believe that the company will be able to pay its debts as and when they become due and payable.

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



David Schirripa, Chairman of Directors

Diagonal Road Pooraka South Australia 5095

Dated this 18th day of October 2013.

The accompanying notes form part of these financial statements

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF ADELAIDE PRODUCE MARKETS LIMITED

We have audited the accompanying financial report of Adelaide Produce Markets Limited (the "Company"), which comprises the statement of financial position as at 30 June 2013, the statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, notes comprising a summary of significant accounting policies and other explanatory information and the directors' declaration of the company the consolidated entity comprising the Company and the entities it controlled at the year's end or from time to time during the financial year.

Directors' responsibility for the financial report

The Directors of the Company are responsible for the preparation of the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the Corporations Act 2001. The Directors' responsibility also includes such internal control as the Directors determine is necessary to enable the preparation of the financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error. The Directors also state, in the notes to the financial report, in accordance with Accounting Standard AASB 101 Presentation of Financial Statements, 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 us to 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.

Grant Thornton Audit Pty Ltd ACN 130 913 594
a subsidiary or related entity of Grant Thornton Australia Ltd ABN 41 127 556 389

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The accompanying notes form part of these financial statements



In making those risk assessments, the auditor considers internal control relevant to the Company's preparation of the financial report that gives a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the Directors, as well as evaluating the overall presentation of the financial report.

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

Independence

In conducting our audit, we have complied with the independence requirements of the Corporations Act 2001.

Auditor's opinion

In our opinion:

- a the financial report of Adelaide Produce Markets Limited is 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 30 June 2013 and of their performance for the year ended on that date; and
 - ii complying with Australian Accounting Standards and the Corporations Regulations 2001; and
- b the financial report also complies with International Financial Reporting Standards as disclosed in the notes to the financial statements.

Grant Thornton

GRANT THORNTON AUDIT PTY LTD
Chartered Accountants

J L Humphrey
Director – Audit & Assurance

Adelaide, 18 October 2013

The accompanying notes form part of these financial statements

CORPORATE DIRECTORY

(AS OF THE DATE OF THIS REPORT)

DIRECTORS

David Schirripa (Chairman)
Nicola Minicozzi (Deputy Chairman)
Pasquale Scalzi
Daniele De Ieso
David Trosti
Vincenzo Dimasi
Antonio Ceravolo
Michael Ruggiero
Gregory Griffin

SECRETARY

Angelo Demasi

REGISTERED OFFICE

Burma Road
Pooraka South Australia 5095
Telephone: 08 8349 4493
Facsimile: 08 8349 6574
Internet site: www.adelaidemarkets.com.au

AUDITOR

Grant Thornton Audit Pty Ltd
Level 1
67 Greenhill Road
Wayville South Australia 5034

BANKER

Commonwealth Bank of Australia
213 Glynburn Road
Firle South Australia 5070

SHARE REGISTRAR

David Garry & Associates
225 Fullarton Road
Eastwood South Australia 5063

The accompanying notes form part of these financial statements



Adelaide Produce Markets Limited ABN 49 008 129 566

Burma Road, Pooraka SA 5095

P. +61 8 8349 4493 | F. +61 8 8349 6574 | E. enquiry@adelaidemarkets.com.au

www.adelaidemarkets.com.au