

**Petra Foods Limited**  
**Unaudited Financial Statement and Dividend Announcement**  
**For the 1<sup>st</sup> Quarter Ended 31 March 2009**

PART I - INFORMATION REQUIRED FOR ANNOUNCEMENT OF QUARTERLY (1Q, 2Q, 3Q & 4Q),  
HALF YEAR AND FULL YEAR RESULTS

**TABLE OF CONTENTS**

1(a)	Income Statement	2
1(b)	Statement of Financial Position	5
1(c)	Statement of Cash Flow	8
1(d)	Statement of Comprehensive Income and Statement of Changes in Equity	9
2	Audit	10
3	Auditors' Report	10
4	Accounting Policies	10
5	Changes in Accounting Policies	11
6	Earnings per Ordinary Share	11
7	Net Asset Value per Share	11
8	Review of Group Performance	12
9	Variance from Prospect Statement	20
10	Prospects	20
11	Dividend	20
12	Segment Information	21
13	Interested Person Transactions	23

**1(a)(i) An income statement (for the group) together with a comparative statement for the corresponding period of the immediately preceding financial year.**

		<b>Group</b>		
		<b>1Q ended 31 March</b>		
		<b>2009</b>	<b>2008</b>	<b>Change</b>
<u>Notes</u>	<u>US\$'000</u>	<u>US\$'000</u>	<u>%</u>	
Sales	1	<b>281,775</b>	249,539	12.9
Cost of Sales	2 <sup>a</sup>	<b>(252,361)</b>	(226,060)	11.6
<b>Gross Profit</b>		<b>29,414</b>	23,479	25.3
Other operating income		<b>1,468</b>	3,651	(59.8)
Selling and distribution costs		<b>(14,219)</b>	(14,566)	(2.4)
Administrative expenses		<b>(6,599)</b>	(6,367)	3.6
Finance costs	3	<b>(4,247)</b>	(3,612)	17.6
Other operating expenses		<b>(1,202)</b>	(197)	510.2
		<b>4,615</b>	2,388	93.3
Share of results of associates		<b>(170)</b>	(114)	49.1
<b>Profit before tax</b>	4	<b>4,445</b>	2,274	95.5
Income tax expense		<b>(1,142)</b>	(557)	105.0
<b>Net Profit</b>		<b>3,303</b>	1,717	92.4
Attributable to:				
<b>Equity holders of the company</b>		<b>4,313</b>	2,889	49.3
Minority Interest		<b>(1,010)</b>	(1,172)	(13.8)
		<b>3,303</b>	1,717	92.4
 EBITDA <sup>b</sup>	5	<b>13,470</b>	10,057	33.9
 Earnings per share (US cents) - Basic and Diluted <sup>c</sup>	6	<b>0.81</b>	0.54	49.3
 Return on equity <sup>d</sup>		<b>9.4%</b>	7.6% <sup>e</sup>	1.8 pt

- a 1Q 2008 includes the negative impact of hedge re-designation of US\$2.052 million accounted for in Cost of Sales
- b EBITDA represents net profit before exceptional items, fair value loss on interest rate derivatives, net interest expense, income tax expense, depreciation and amortization expense.
- c As there are no potentially dilutive ordinary shares, diluted Earning per Share is the same as basic Earning per Share.
- d For comparative purposes, ROE is computed based on annualized 1Q 2009 profit attributable to equity holders of the company divided by average shareholders equity.
- e Relates to full year 2008 audited figures.

## Explanatory notes on income statement

### Note 1 - Breakdown of Sales by Division

	1Q ended 31 March		
	2009	2008	Change
	<u>US\$'000</u>	<u>US\$'000</u>	<u>%</u>
Cocoa Ingredients Division	217,777	190,542	14.3
Branded Consumer Division	63,998	58,997	8.5
	<u>281,775</u>	<u>249,539</u>	12.9

### Note 2 - Cost of Sales

	1Q ended 31 March		
	2009	2008	Change
	<u>US\$'000</u>	<u>US\$'000</u>	<u>%</u>
Cost of goods sold	247,802	219,318	13.0
Cost of services	2,437	3,684	(33.8)
	<u>250,239</u>	<u>223,002</u>	12.2
Transfer from cash flow hedge reserve - derivatives	(3,443)	(199)	NM
Hedge re-designation	-	2,052	NM
Other adjustments to cost of sales:			
- Fair value loss/(gain) on cocoa bean derivatives	419	(268)	NM
- Fair value loss on foreign exchange derivatives	633	1,592	(60.2)
Net foreign exchange loss/(gain)	4,513	(119)	NM
<b>Cost of Sales</b>	<u>252,361</u>	<u>226,060</u>	11.6

### Note 3 - Finance Costs (Net)

	1Q ended 31 March		
	2009	2008	Change
	<u>US\$'000</u>	<u>US\$'000</u>	<u>%</u>
Interest Expense	3,802	3,552	7.0
Transfer from cash flow hedge - interest rate swaps	458	26	NM
	<u>4,260</u>	<u>3,578</u>	19.1
Net foreign exchange (gain) / loss	(13)	34	NM
<b>Total finance costs</b>	<u>4,247</u>	<u>3,612</u>	17.6

## Note 4 - Profit before Tax

Profit before income tax is arrived at after (deducting)/crediting the following:

	1Q ended 31 March		
	2009	2008	Change
	US\$'000	US\$'000	%
Depreciation of property, plant and equipment	(4,451)	(4,125)	7.9
Amortisation of intangible assets	(117)	(122)	(4.1)
Net foreign exchange (loss)/ gain	(4,532)	4,424	NM
Over provision of tax in prior years	182	243	(25.1)
Gain on disposal of property, plant and equipment	4	16	(75.0)
Impairment loss on trade receivables	-	(2)	NM
Inventories written off	(238)	(399)	(40.4)
Allowance for inventory obsolescence	(164)	(176)	(6.8)

## Note 5 - EBITDA

	1Q ended 31 March		
	2009	2008	Change
	US\$'000	US\$'000	%
Profit Before Tax	4,445	2,274	95.5
Interest expense	4,260	3,578	19.1
Fair value loss on interest rate derivatives	234	-	NM
Interest income	(37)	(42)	(11.9)
Depreciation of property, plant and equipment	4,451	4,125	7.9
Amortisation of intangible assets	117	122	(4.1)
<b>EBITDA</b>	<b>13,470</b>	<b>10,057</b>	<b>33.9</b>
Adjusted for:			
- Hedge re-designation	-	2,052	NM
<b>Adjusted EBITDA</b>	<b>13,470</b>	<b>12,109</b>	<b>11.2</b>

## Note 6 - Earnings per Share

Basic and diluted Earnings per Share is calculated by dividing the net profit attributable to equity holders of the Company by the weighted average number of ordinary shares in issue during the financial year.

	1Q ended 31 March		
	2009	2008	Change
	US\$'000	US\$'000	%
Net profit attributable to shareholders	4,313	2,889	49.3
Adjustment for:			
- Hedge re-designation (net of tax)	-	1,847	NM
<b>Adjusted net profit</b>	<b>4,313</b>	<b>4,736</b>	<b>(8.9)</b>
Weighted average number of ordinary shares	532,277	532,277	
Basic and diluted earnings per share (US cents)			
- Before adjustments	0.81	0.54	49.3
- After adjustments	0.81	0.89	(8.9)

**1(b)(i) A balance sheet (for the issuer and group), together with a comparative statement as at the end of the immediately preceding financial year.**

STATEMENT OF FINANCIAL POSITION	Notes	Group		Company	
		31-Mar-09	31-Dec-08	31-Mar-09	31-Dec-08
		US\$'000	US\$'000	US\$'000	US\$'000
<b>ASSETS</b>					
<b>Current assets</b>					
Cash and cash equivalents		29,705	16,391	22,819	5,847
Derivative assets		364	932	364	932
Trade receivables		99,311	90,039	173,304	161,643
Inventories	1	234,499	220,388	2,314	2,985
Other current assets		26,395	32,065	8,952	19,710
		<b>390,274</b>	<b>359,815</b>	<b>207,753</b>	<b>191,117</b>
<b>Non-current assets</b>					
Investments in subsidiaries		-	-	100,374	98,874
Investments in associated companies		1,530	1,773	3,000	3,000
Receivables from subsidiaries		-	-	15,462	17,490
Loans to associated company		2,308	2,348	-	-
Property, plant and equipment	2	238,970	238,551	1,350	1,521
Intangibles assets		21,568	22,156	1,784	1,784
Deferred income tax assets		6,297	5,991	20	-
Other non-current assets		450	501	-	-
		<b>271,123</b>	<b>271,320</b>	<b>121,990</b>	<b>122,669</b>
<b>Total Assets</b>		<b>661,397</b>	<b>631,135</b>	<b>329,743</b>	<b>313,786</b>
<b>LIABILITIES</b>					
<b>Current liabilities</b>					
Trade payables		80,630	53,356	26,985	14,461
Other payables		25,835	29,161	7,406	4,880
Derivative liabilities		10,840	10,545	8,407	6,676
Current income tax liabilities		3,501	2,719	1,400	1,476
Borrowings	3	169,392	165,053	78,140	73,465
		<b>290,198</b>	<b>260,834</b>	<b>122,338</b>	<b>100,958</b>
<b>Non-current liabilities</b>					
Borrowings	3	158,540	155,323	83,242	86,010
Deferred income tax liabilities		6,800	6,957	-	418
Provisions for other liabilities and charges		4,728	4,774	-	-
		<b>170,068</b>	<b>167,054</b>	<b>83,242</b>	<b>86,428</b>
<b>Total liabilities</b>		<b>460,266</b>	<b>427,888</b>	<b>205,580</b>	<b>187,386</b>
<b>NET ASSETS</b>		<b>201,131</b>	<b>203,247</b>	<b>124,163</b>	<b>126,400</b>
<b>EQUITY</b>					
<b>Capital and reserves attributable to the Company's equity holders</b>					
Share capital		95,767	95,767	95,767	95,767
Foreign currency translation reserve		(16,947)	(13,089)	-	-
Other reserves		4,463	4,755	(3,705)	(1,891)
Retained earnings		100,442	96,129	32,101	32,524
		<b>183,725</b>	<b>183,562</b>	<b>124,163</b>	<b>126,400</b>
<b>Minority interests</b>		<b>17,406</b>	<b>19,685</b>	<b>-</b>	<b>-</b>
<b>Total equity</b>		<b>201,131</b>	<b>203,247</b>	<b>124,163</b>	<b>126,400</b>

## Explanatory notes on statement of Financial Position

### Note 1 - Inventories

New third party agency lines secured and higher volume of cocoa beans carried resulted in higher inventories for both divisions as shown below:

	31 March 2009	31 December 2008
	<u>US\$'000</u>	<u>US\$'000</u>
Cocoa Ingredients	191,059	187,195
Branded consumer	43,440	33,193
	<u>234,499</u>	<u>220,388</u>

### Note 2 - Property, Plant and Equipment

To ensure that the objective of reduced spending is achieved in 2009, the Group significantly reduced capital expenditure to only the most critical and immediately income-generating. Capital expenditure for 1Q 2009 totalled US\$12.2 million of which US\$9.4 million was utilised for the completion of the Europe investment programme.

	31 March 2009
	<u>US\$'000</u>
Cocoa Ingredients	11,078
Branded consumer	1,075
	<u>12,153</u>

### Note 3 - Borrowings

	Group		Company	
	31-Mar-09	31-Dec-08	31-Mar-09	31-Dec-08
	<u>US\$'000</u>	<u>US\$'000</u>	<u>US\$'000</u>	<u>US\$'000</u>
(a) Current				
Bank overdraft	13,123	30,692	214	180
Bank loans	31,553	29,110	-	-
Lease liabilities	724	945	147	154
Trade finance and short term advances	123,992	104,306	77,779	73,131
	<u>169,392</u>	<u>165,053</u>	<u>78,140</u>	<u>73,465</u>
(b) Non Current				
Bank loans	95,245	89,281	20,000	20,000
Medium Term Note (MTN)	63,054	65,773	63,054	65,773
Lease Liabilities	241	269	188	237
	<u>158,540</u>	<u>155,323</u>	<u>83,242</u>	<u>86,010</u>
<b>Total borrowings</b>	<u>327,932</u>	<u>320,376</u>	<u>161,382</u>	<u>159,475</u>

During 1Q 2009, the Group raised an additional US\$16.3 million of term loans. The proceeds were used to refinance part of working capital and fund capital expenditures. This reflected the Group's ongoing initiatives to manage liquidity risks by:

1. Extending the debt maturity profile to match the financing and investment needs of our businesses; and
2. Further reducing reliance on short term working capital facilities.

In line with the increase in inventories as disclosed in Note 1, trade finance was higher by US\$19.7 million.

## Note 4 - Key Ratios

	Group	
	31-Mar-09	31-Dec-08
Current Ratio	1.34	1.38
Average Inventory Days	82	74
Average Receivable Days	31	29
Net Debt to Equity	1.48	1.50
Adjusted Net Debt to Equity*	0.55	0.66

\* Note: The Adjusted Net Debt to Equity Ratio is adjusted for banking facilities (ie. Trade Finance & MTN) which are used to fund cocoa beans/raw materials inventory.

## 1(b)(ii) Aggregate amount of the group's borrowings and debt securities

	Group		Company	
	31-Mar-09	31-Dec-08	31-Mar-09	31-Dec-08
	<u>US\$'000</u>	<u>US\$'000</u>	<u>US\$'000</u>	<u>US\$'000</u>
Amount repayable in one year or less, or on demand				
- Secured	59,563	44,296	147	154
- Unsecured	109,829	120,757	77,993	73,311
	<b>169,392</b>	<b>165,053</b>	<b>78,140</b>	<b>73,465</b>
Amount repayable after one year				
- Secured	52,336	54,057	188	237
- Unsecured	106,204	101,266	83,054	85,773
	<b>158,540</b>	<b>155,323</b>	<b>83,242</b>	<b>86,010</b>

## Details of collateral

Total bank borrowings of US\$111.9 million obtained by Group are secured on trade receivables, inventory, property, plant and equipment and legal mortgages of land and properties.

**1(c) A cash flow statement (for the group), together with a comparative statement for the corresponding period of the immediately preceding financial year.**

**STATEMENT OF CASH FLOW**

	1Q ended	
	31-Mar-09	31-Mar-08
	<u>US\$'000</u>	<u>US\$'000</u>
<b>Cash flows from operating activities</b>		
Profit before tax	4,445	2,274
Adjustments:		
Depreciation and amortisation	4,568	4,247
Gain on disposals of property, plant and equipment	(4)	(16)
Interest (income)	(37)	(43)
Interest expense	4,260	3,578
Fair value of inventories	-	2,730
Fair value of derivatives	(1,989)	(314)
Net foreign exchange (gain)/loss	(13)	34
Share of results from associated companies	170	114
Operating cash flow before working capital changes	11,400	12,604
Change in working capital, net of effects from acquisition of subsidiaries		
Inventories	(14,111)	(16,458)
Trade and other receivables	(2,380)	(14,845)
Trade and other payables	23,902	17,558
Cash generated from/(used in) operations	18,811	(1,141)
Interest received	37	43
Income tax paid	(1,186)	(695)
<b>Net cash provided by/(used in) operating activities</b>	<b>17,662</b>	<b>(1,793)</b>
<b>Cash flows from investing activities</b>		
Purchases of property, plant and equipment	(12,153)	(10,118)
Payments for patents & trademarks	(12)	(17)
Loan to associated companies	-	(68)
Proceeds from disposals of property, plant and equipment	21	25
<b>Net cash used in investing activities</b>	<b>(12,144)</b>	<b>(10,178)</b>
<b>Cash flows from financing activities</b>		
Proceeds from borrowings	16,262	-
Proceeds from trade finance and short term advances	19,686	26,885
Proceeds from issuance of Medium Term Notes	-	14,000
Repayments of borrowings	(4,303)	(5,405)
Repayment of lease liabilities – net	(215)	(204)
Interest paid	(4,260)	(3,578)
Dividend paid to equity holders of company	-	-
<b>Net cash provided by financing activities</b>	<b>27,170</b>	<b>31,698</b>
<b>Net increase in cash and cash equivalents</b>	<b>32,688</b>	<b>19,727</b>
Cash and cash equivalents at the beginning of the financial year	(14,301)	(31,775)
Net effect of exchange rate changes in consolidating subsidiaries	(1,805)	(694)
<b>Cash and cash equivalents at the end of the financial period</b>	<b>16,582</b>	<b>(12,742)</b>

For the purposes of presenting the consolidated cash flow statement, the consolidated cash and cash equivalents comprise of the following:

	31-Mar-09	31-Mar-08
	<u>US\$'000</u>	<u>US\$'000</u>
Cash and bank balances	29,705	4,684
Less: Bank overdrafts	(13,123)	(17,426)
	<b>16,582</b>	<b>(12,742)</b>



1(d)(i) A statement (for the issuer and group) showing either (a) all changes in equity or (b) changes in equity other than those arising from capitalization issues and distributions to shareholders, together with a comparative statement for the corresponding period of the immediately preceding financial year.

## Consolidated Statement of Comprehensive Income

	1Q ended 31 March	
	2009	2008
	US\$'000	US\$'000
<b>Profit for the period</b>	<b>3,303</b>	1,717
Fair value gains on cash flow hedges	732	1,190
Transfers to income statement	328	(4,605)
Tax on fair value adjustments	(658)	348
Currency translation (loss)/gain	(5,821)	4,890
Other comprehensive (expense)/income for the period	(5,419)	1,823
<b>Total comprehensive (expense)/income for the period</b>	<b>(2,116)</b>	3,540
<b>Attributable to:</b>		
Shareholders of the Company	163	3,402
Minority interests	(2,279)	138
	<b>(2,116)</b>	3,540

## Consolidated Statement of Changes in Equity for the Group

	Attributable to equity holders of the Company							
	Share capital	Foreign Currency translation reserve	Cash flow hedge reserve	General reserve	Retained earnings	Total	Minority interest	Total equity
	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000		US\$'000	US\$'000
<b>1Q 2009</b>								
<b>Balance at 1 January 2009</b>	95,767	(13,089)	3,217	1,538	96,129	183,562	19,685	203,247
Total comprehensive income for the quarter	-	(3,858)	(292)	-	4,313	163	(2,279)	(2,116)
<b>Balance at 31 March 2009</b>	95,767	(16,947)	2,925	1,538	100,442	183,725	17,406	201,131
<b>1Q 2008</b>								
<b>Balance at 1 January 2008</b>	95,767	(175)	(1,070)	1,178	93,076	188,776	17,672	206,448
Total comprehensive income for the quarter	-	3,580	(3,067)	-	2,889	3,402	138	3,540
<b>Balance at 31 March 2008</b>	95,767	3,405	(4,137)	1,178	95,965	192,178	17,810	209,988

## Statement of Changes in Equity for the Company

	<u>Share capital</u>	<u>Cash flow hedge reserve</u>	<u>Retained earnings</u>	<u>Total equity</u>
	US\$'000	US\$'000	US\$'000	US\$'000
<b>1Q 2009</b>				
<b>Balance at 1 January 2009</b>	95,767	(1,891)	32,524	126,400
Total comprehensive income for the quarter	-	(1,814)	(423)	(2,237)
<b>Balance at 31 March 2009</b>	<u>95,767</u>	<u>(3,705)</u>	<u>32,101</u>	<u>124,163</u>
<b>1Q 2008</b>				
<b>Balance at 1 January 2008</b>	95,767	(1,067)	38,451	133,151
Total comprehensive income for the quarter	-	(2,788)	(402)	(3,190)
<b>Balance at 31 March 2008</b>	<u>95,767</u>	<u>(3,855)</u>	<u>38,049</u>	<u>129,961</u>

- 1(d)(ii) Details of any changes in the company's share capital arising from rights issue, bonus issue, share buy-backs, exercise of share options or warrants, conversion of other issues of equity securities, issue of shares for cash or as consideration for acquisition or for any other purpose since the end of the previous period reported on. State also the number of shares that may be issued on conversion of all the outstanding convertibles as at the end of the current financial period reported on and as at the end of the corresponding period of the immediately preceding financial year.**

For 1Q ended 31 March 2009, there was no change in the issued and paid up share capital of the Company.

- 2. Whether the figures have been audited, or reviewed and in accordance with which auditing standard or practice.**

The figures have not been audited or reviewed.

- 3. Whether the figures have been audited or reviewed, the auditors' report (including qualifications or emphasis of matter).**

Not applicable.

- 4. Whether the same accounting policies and methods of computation as in the issuer's most recently audited annual financial statements have been applied.**

Except as disclosed in paragraph 5 below, the Company and the Group have applied the same accounting policies and methods of computation in the preparation of the financial statements for the current reporting period compared with those for the audited financial statements for the year ended 31 December 2008.

**5. If there are any changes in the accounting policies and methods of computation, including any required by an accounting standard, what has changed, as well as the reasons for, and the effect of, the change**

The Group adopted the new/revised Financial Reporting Standards (FRS) and Interpretations of FRS ("INT FRS") that are effective for annual periods beginning on or after 1 January 2009. Changes to the Group's accounting policies have been made as required, in accordance with the transitional provisions in the respective FRS and INT FRS.

The following are the new or amended FRS that is relevant to the Group:

1.	FRS 1 (Revised)	Presentation of Financial Statements
2.	Amendments to FRS 23	Borrowing Costs
3.	FRS 108	Operating Segments

The adoption of the above FRS did not result in any substantial change to the Group's accounting policies nor any significant impact on the financial statements.

**6. Earnings per ordinary share of the group for the current period reported on and the corresponding period of the immediately preceding financial year, after deducting any provision for preference dividends.**

	1Q ended 31 March	
	2009	2008
(i) Based on weighted average number of ordinary shares in issue - (US cents)		
- Before adjustment	0.81	0.54
- After adjustment	0.81	0.89
(ii) On a fully diluted basis - (US cents)		
- Before adjustment	0.81	0.54
- After adjustment	0.81	0.89

**Notes**

- Basic earnings per share for 1Q 2009 is computed based on 532,277,000 shares (1Q 2008: 532,277,000 shares).
- There are no potentially dilutive ordinary shares as at 31 March 2009 and 31 March 2008 respectively.
- For detail calculation, refer to para 1(a)(i) note 6 of the Explanatory Notes on Income Statement.

**7. Net asset value (for the issuer and group) per ordinary share based on issued share capital of the issuer at the end of the**

- current period reported on; and
- immediately preceding financial year.

	Group		Company	
	31 Mar 09	31 Dec 08	31 Mar 09	31 Dec 08
Net asset value per ordinary share based on issued share capital - (US cents)	34.5	34.5	23.3	23.7

8. A review of the performance of the group, to the extent necessary for a reasonable understanding of the group's business. It must include a discussion of the following:
- (a) any significant factors that affected the turnover, costs, and earnings of the group for the current financial period reported on, including (where applicable) seasonal or cyclical factors; and
  - (b) any material factors that affected the cash flow, working capital, assets or liabilities of the group during the current financial period reported on

## Key Figures for the Group (unaudited)

	1Q ended 31 March		
	2009	2008	%
	<b>US\$'000</b>	<b>US\$'000</b>	
Core Cocoa (Asia & Latin America)	143,998	106,658	35.0
Europe	73,779	83,884	(12.0)
Cocoa Ingredients	217,777	190,542	14.3
Branded Consumer	63,998	58,997	8.5
<b>REVENUE</b>	<b>281,775</b>	<b>249,539</b>	<b>12.9</b>
Core Cocoa (Asia & Latin America)	7,745	5,164	50.0
Europe	(2,409)	(1,973)	22.1
Cocoa Ingredients	5,336	3,191	67.2
Branded Consumer	8,134	8,918	(8.8)
<b>Adjusted EBITDA</b>	<b>13,470</b>	<b>12,109</b>	<b>11.2</b>
Adjustments (refer to Note 5 on page 4)	-	(2,052)	NM
<b>EBITDA</b>	<b>13,470</b>	<b>10,057</b>	<b>33.9</b>
<b>Finance Costs</b>	<b>(4,247)</b>	<b>(3,612)</b>	<b>17.6</b>
<b>Adjusted Profit before tax</b>	<b>4,445</b>	<b>4,326</b>	<b>2.8</b>
Adjustments (refer to Note 5 on page 4)	-	(2,052)	NM
<b>Profit before tax</b>	<b>4,445</b>	<b>2,274</b>	<b>95.5</b>
<b>Adjusted net profit attributable to shareholders</b>	<b>4,313</b>	<b>4,736</b>	<b>(8.9)</b>
Adjustments (refer to Note 6 on page 4)	-	(1,847)	NM
<b>Net profit attributable to shareholders</b>	<b>4,313</b>	<b>2,889</b>	<b>49.3</b>

## Key Indicators by Business Segments

	1Q ended 31 March		
	2009	2008	%
<b>Branded Consumer</b>			
Gross Profit Margin	28.9%	30.9%	(2.0)% pt
<b>Cocoa Ingredients</b>			
Sales Volume (MT) - Core Cocoa	41,905	40,493	3.5
Sales volume (MT) - Europe	10,865	14,432	(24.7)
	<b>52,770</b>	<b>54,925</b>	<b>(3.9)</b>
Capacity utilisation - Core Cocoa	88.4%	93.3%	
Capacity utilisation	87.4%	89.0%	

	6-month moving average ended 31 March		
	2009	2008	%
	<b>US\$</b>	<b>US\$</b>	
<u>Exclude the effect of hedge re-designation</u>			
EBITDA/metric ton - Core Cocoa	189	134	41.0
EBITDA/metric ton	107	72	48.6
<u>Include the effect of hedge re-designation</u>			
EBITDA/metric ton - Core Cocoa	139	107	29.9
EBITDA/metric ton	71	51	39.2

## Review of Group 1Q 2009 Financial Performance

Since the 2<sup>nd</sup> Half of 2008, the rate of the global economic slowdown had escalated to what is now a global economic recession bringing a general decline in economic activity coupled with increased volatility in exchange rates. Against the backdrop of this challenging operating environment, the Group achieved strong performance in 1Q 2009. For 1Q 2009, the Group's operations generated revenue of US\$281.8 million representing a Year-on-Year (Y-o-Y) growth of 12.9% with EBITDA growth of 33.9% achieved.

The Group's strong 1Q 2009 profit performance can be attributed to the following:

1. Strong performance achieved by the Group's core businesses of Branded Consumer and Cocoa Ingredients (Asia and Latin America); and
2. The absence of any FRS 39 Hedge Re-designation charge (FRS 39 Accounting Charge) compared to 1Q 2008's charge of US\$2.0 million. To recap, this US\$2.0 million charge in 1Q 2008 was part of the US\$5.6 million which the Group incurred as a result of the change from Fair Value Hedge to Cash Flow Hedge approach for the Cocoa Ingredients Division.

A key point to highlight is that the Group's performance would have been significantly stronger if not for the weaker regional currencies which had the impact of distorting the growth rate of Branded Consumer's performance when translated into the Group's reporting currency in US Dollars. For example, the Indonesian Rupiah was weaker by 24% on a Y-o-Y basis.

To better illustrate the underlying performance of the Group and, more specifically, our Branded Consumer Division, we have shown, in the table below, the Group's performance adjusted for the translational impact on our Branded Consumer Division by using the 1Q 2008 exchange rates.

### Financial Performance of the Group

	1Q 2009 (US\$ Million)	1Q 2008 (US\$ Million)	% change Year on Year	% chg Y-o-Y Constant FX Rate*
Branded Consumer	64.0	59.0	8.5%	29.5%
Core Cocoa (Asia & Latin America)	144.0	106.7	35.0%	35.0%
<b>Core Businesses</b>	<b>208.0</b>	<b>165.7</b>	<b>25.6%</b>	<b>33.0%</b>
Europe	73.8	83.9	(12.0%)	(12.0%)
<b>Total Revenue</b>	<b>281.8</b>	<b>249.5</b>	<b>12.9%</b>	<b>17.9%</b>
Branded Consumer	8.1	8.9	(8.8%)	12.8%
Core Cocoa (Asia & Latin America)	7.8	5.2	50.0%	50.0%
<b>Core Businesses</b>	<b>15.9</b>	<b>14.1</b>	<b>12.8%</b>	<b>26.4%</b>
Europe	(2.4)	(2.0)	22.1%	22.1%
FRS 39 Accounting Charge	-	(2.0)	N/M	N/M
<b>Total EBITDA</b>	<b>13.5</b>	<b>10.1</b>	<b>33.9%</b>	<b>53.1%</b>

Note: \* For illustrative purposes only, this shows the effect of using the respective exchange rates of the regional currencies in 1Q 2008 in translating the Branded Consumer Division's 1Q 2009 results.

## Review of the Core Businesses' 1Q 2009 Financial Performance

### *Key Financial Highlights of the Core Businesses for 1Q 2009 – Excluding Europe*

	1Q 2009 (US\$ Million)	1Q 2008 (US\$ Million)	% change Year on Year	% chg Y-o-Y Constant FX Rate*
Branded Consumer	64.0	59.0	8.5%	29.5%
Core Cocoa (Asia & Latin America)	144.0	106.7	35.0%	35.0%
<b>Revenue</b>	<b>208.0</b>	<b>165.7</b>	<b>25.6%</b>	<b>33.0%</b>
Branded Consumer	8.1	8.9	(8.8%)	12.8%
Core Cocoa (Asia & Latin America)	7.8	5.2	50.0%	50.0%
<b>EBITDA (before FRS 39 Accounting Charge)</b>	<b>15.9</b>	<b>14.1</b>	<b>12.8%</b>	<b>26.4%</b>
Branded Consumer	8.1	8.9	(8.8%)	12.8%
Core Cocoa (Asia & Latin America)	7.8	3.1	148.9%	148.9%
<b>EBITDA (after FRS 39 Accounting Charge)</b>	<b>15.9</b>	<b>12.0</b>	<b>32.0%</b>	<b>48.0%</b>

Note: \* For illustrative purposes only, this shows the effect of using the respective exchange rates of the regional currencies in 1Q 2008 in translating the Branded Consumer Division's 1Q 2009 results.

The Group's core businesses achieved a strong performance despite the crisis.

### Branded Consumer Division

#### *Key Financial Highlights for 1Q 2009*

	1Q 2009 (US\$ Million)	1Q 2008 (US\$ Million)	% change Year on Year	% chg Y-o-Y Constant FX Rate*
Indonesia	43.7	43.2	1.1%	24.8%
The Regional Markets	20.3	15.8	28.8%	42.2%
<b>Branded Consumer Revenue</b>	<b>64.0</b>	<b>59.0</b>	<b>8.5%</b>	<b>29.5%</b>
Gross Profit Margin (%)	28.9%	30.9%	-2.0% pt	
<b>EBITDA</b>	<b>8.1</b>	<b>8.9</b>	<b>-8.8%</b>	<b>12.8%</b>

Note: \* For illustrative purposes only, this shows the effect of using the respective exchange rates of the regional currencies in 1Q 2008 in translating the Branded Consumer Division's 1Q 2009 results.

For the Branded Consumer Division, the key highlights of the Division's performance in 1Q 2009 are:

- In local currency terms, the Division's performance was significantly stronger with revenue growth of 29.5% and EBITDA growth of 12.8% achieved.
- For the Division as a whole, the profit growth was driven by the strong growth achieved in sales of Own Brands and 3<sup>rd</sup> Party Brands products.

## Core Operations in Indonesia

For Own Brands in Indonesia, we achieved strong double digit sales growth (in local currency terms) with higher sales generated in both the Premium and Value segments as a result of our marketing initiatives and new product launches. For sales in the Premium segment, the strong momentum from the last financial year is carrying through to 1Q 2009. The strong sales growth achieved in the Value segment is a marked contrast to last year and we attribute this to a recovery in the purchasing power of consumers in this segment.

For 3<sup>rd</sup> Party Brands sales in Indonesia, strong double digit revenue growth achieved was driven by growth in existing agencies and from new agencies secured.

## The Regional Markets

Reflecting the success of the Division's strategy of growing Own Brands and 3<sup>rd</sup> Party Brands distribution in the regional markets, contributions from the regional markets grew to form 31.7% of the Division's revenue (versus 26.7% a year ago) and achieved revenue growth of 42.2% Y-o-Y (in local currency terms).

The Philippines operations achieved strong double digit revenue growth in Own Brands sales and contributed 9.2% of the Division's 1Q 2009 revenue. For Own Brands, the growth can be attributed to the successful launch of new products and our success in gaining greater penetration into the different channels and regions in the archipelago.

The growth of 3<sup>rd</sup> Party Brands distribution was not only due to new agencies secured but also from the existing agencies in the Philippines, Singapore and Malaysia where we have now successfully developed the size of the distribution business and grown in scale.

## Profit Performance

The EBITDA growth of 12.8% Y-o-Y growth achieved (in local currency terms) was driven by the strong revenue growth of Own Brands and 3<sup>rd</sup> Party Brands.

The Y-o-Y decline of 2.0 percentage point in the blended gross profit margin is due to higher revenue contribution from 3<sup>rd</sup> Party Brands on the back of new large agency lines secured. This business whilst making a positive profit contribution has the impact of lowering the blended Gross Profit Margin computation.

## Cocoa Ingredients Division

### Core Cocoa Ingredients Division (Asia & Latin America)

#### Key Financial Highlights for 1Q 2009

	1Q 2009 (US\$ Million)	1Q 2008 (US\$ Million)	% change Year on Year
Revenue	144.0	106.7	35.0%
EBITDA	7.8	5.2	50.0%
EBITDA/mt (6 months moving average) in US\$	189	134	41.0%
Sales volume (mt)	41,905	40,493	3.5%

Note: - The 1Q 2008 EBITDA figure excludes the negative US\$2.0 million effect of FRS 39 Accounting Charge.

The Group's Core Cocoa Ingredients operations achieved strong profit performance with EBITDA surging 50% to US\$7.8 million, principally driven by the significant 41% improvement in EBITDA yield from US\$134/mt in 1Q 2008 to US\$189/mt in 1Q 2009. The higher EBITDA yield reflected the higher product pricing for our premium cocoa ingredients and our ability to pass on price increases. New markets penetrated was the key driver of the 3.5% Y-o-Y increase in sales volume.

### **The Europe Cocoa Ingredients Operations**

In 1Q 2009, the Hamburg cocoa ingredients processing facility was undergoing the final phase of the investment programme to significantly raise the capabilities and scale of its operations. To recap, this investment programme started back in 2007 when the Europe operations were first acquired. Upon completion; we will have a world class state of the art facility of significant scale capable of producing high quality products.

The 1Q 2009 net loss of US\$2.1 million incurred by the Europe operations essentially reflects the facility at its pre-operating stage and its limitations to producing generic grade cocoa ingredients and semi finished products which generate negative EBITDA yields. In addition, pre-commissioning overheads were at their highest in preparation for the plant's commissioning.

More significantly, our state of the art Hamburg facility was successfully commissioned in April 2009 and is now in full commercial production. In addition, we successfully obtained the ISO 22000 certification. The Europe operations can begin selling higher priced cocoa powder which will provide an immediate uplift to its financial performance.

### **Financial strategies to minimize risks under the current Global Financial Environment**

Given the continuing turmoil in the global financial environment, the Group's prudent risk management strategy resulted in the following achieved in 1Q 2009:

1. Reduced the Group's adjusted net debt/equity level to 0.55x from 0.66x for FY2008;
2. Lowered Q-on-Q net borrowings by US\$6 million by improving working capital;
3. Secured separate committed credit lines for Europe's expansion;
4. Reducing reliance on short term borrowings to fund working capital requirements - The percentage of short term borrowing to total borrowings is currently at 44% which is a significant reduction from 79% two years ago; and
5. Re-balanced debt portfolio to reduce exposure to credit refinancing risk with only US\$48 million due for repayment over the next two years.

In this environment of increased operating risks, we will continue to tightly manage our risks. The table below illustrates the identified risks for the Group in the current credit crunch but more significantly, what we believe to be the mitigating factors for the Group.



## The Credit Crunch - Risks & Mitigants

<p>Liquidity Risk</p>	<ul style="list-style-type: none"> <li>■ Minimal exposure to liquidity or refinancing risk               <ol style="list-style-type: none"> <li>1. Of total loans, only 7% is due for repayment in 2009. Can be refinanced through internal cash flows</li> <li>2. Of the working capital facilities, no significant amount is due for renewal</li> </ol> </li> <li>■ Preventive action already taken:               <ol style="list-style-type: none"> <li>1. Pursue options in the debt capital market to further reduce reliance on short term working capital facilities; and</li> <li>2. Continued application of the Group's financing strategy which includes extending the debt maturity profile to match the financing and investment needs of the business</li> </ol> </li> </ul>
<p>Credit Financing (Bank Exposure Risk)</p>	<ul style="list-style-type: none"> <li>■ Diversified sources of credit - The Group has more than 10 banks on the panel</li> <li>■ In compliance with debt covenants</li> <li>■ Our panel of banks have assured us that the Group's credit facilities (i.e. working capital and term loans) will continue to operate</li> <li>■ Our Trade Finance facilities are used in the significant value add process of transforming cocoa beans to customized cocoa ingredients - favored by financial institutions as these facilities are used to fund highly liquid and hedged assets; backed by committed sales contract.</li> <li>■ Credit headroom of US\$194 million or 37% of available credit lines</li> <li>■ For the expansion in Europe, this will be funded through committed credit lines which are already in place</li> <li>■ Preventive action already taken:               <ul style="list-style-type: none"> <li>✓ Exploring means of increasing credit headroom for contingencies. For example, working with several existing and new financial institutions to participate in our working capital financing</li> </ul> </li> </ul>
<p>Cash Flow Risk</p>	<ul style="list-style-type: none"> <li>■ Core businesses generating strong operating cash flows</li> <li>■ The completion of the Europe investment programme will see significantly lower capital expenditure in 2009 - The Group is expected to generate positive free cash flow</li> <li>■ Action taken to further strengthen the Group's cash flow:               <ol style="list-style-type: none"> <li>1. Improve working capital cycle through tighter working capital management; and</li> <li>2. Deferring any capital expenditure that is not immediately income generating.</li> </ol> </li> </ul>

<p>Counterparty Risk</p>	<ul style="list-style-type: none"> <li>▪ Source cocoa beans through multiple suppliers to minimize supply risk</li> <li>▪ In the event of any potential supply interruption from one of our suppliers, this risk can be effectively managed through our other suppliers</li> <li>▪ Minimal exposure to our cocoa bean suppliers and trading houses if all committed positions were to be liquidated</li> <li>▪ There have been no counterparty defaults to-date and we continue to monitor and minimize these risks</li> <li>▪ Preventive action already taken:             <ul style="list-style-type: none"> <li>✓ Tightened credit checks and controls on receivables collection to minimize our exposure and maximize collections</li> </ul> </li> </ul>
<p>Foreign Currency Risk</p>	<ul style="list-style-type: none"> <li>▪ Minimize risk through matching borrowings with functional currency revenue             <ol style="list-style-type: none"> <li>1. For Cocoa Ingredients (Asia &amp; Latin America) - USD revenue matches USD borrowings</li> <li>2. For Cocoa Ingredients (Europe) - Euro revenue matches Euro borrowings</li> <li>3. For Branded Consumer - Local currency revenue (e.g. Rupiah) matches local currency borrowings (eg. Rupiah)</li> </ol> </li> <li>▪ For the Indonesian operations, the impact of currency movement on raw material purchases is managed through price increases and cost reductions</li> </ul>

## Operating Expenses

Despite an increase in sales, the Group maintained its selling and distribution expenses at 1Q 2008's level of US\$14.2 million. General and administrative expenses rose slightly by US\$0.23 million mainly due to strengthening of manpower for Europe plant in anticipation of the ramp-up of production capabilities in 2H 2009.

## Finance Cost

The finance cost of US\$4.2 million in 1Q 2009 was US\$0.6 million higher Y-o-Y due to higher borrowings (1Q 2009: US\$327.9 million vs 1Q 2008: US\$244.2 million) which were used to fund:

1. Capital expenditure for the investment programme in Europe; and
2. Higher inventories for the enlarged Cocoa Ingredients and Branded Consumer Divisions.

## Review of Financial Position and Cash Flow

Balance Sheet as at	31-Mar-09	31-Dec-08	Change
	<u>US\$'000</u>	<u>US\$'000</u>	<u>US\$'000</u>
Total Assets	661,397	631,135	<b>30,262</b>
Current assets	390,274	359,815	<b>30,459</b>
Non current assets	271,123	271,320	<b>(197)</b>
Total Borrowings	327,932	320,376	<b>7,556</b>
Shareholders' Equity	183,725	183,562	<b>163</b>
Net Working Capital	100,076	98,981	<b>1,095</b>

In 1Q 2009, the Rupiah and Euro depreciated against United States Dollar causing a negative foreign currency translation in the Balance Sheet. As a result, the foreign currency translation reserve increased to a negative US\$16.9 million which decreased shareholders' equity slightly to US\$183.6 million.

Total assets increase of US\$30 million can be attributed mainly to:

1. US\$14.1 million increase in inventories due to new 3<sup>rd</sup> Party agency lines secured and higher bean inventories;
2. Additional receivables of US\$9.3 million in line with sales growth; and
3. Capital expenditure of US\$12.2 million of which US\$9.4 million was for the Europe investment programme.

The Group's growth and capital expenditure was funded mainly by:

1. The EBITDA of US\$13.5 million generated in 1Q 2009;
2. Additional term loans (net repayment) of US\$11.7 million; and
3. Increased trade payables of US\$27.3 million.

The Group's financial position reflected our 2009 financial strategies that focus on:

1. Generating more operating cash flow through tighter management of working capital;
2. Reducing capital expenditure to only the most critical and income generating; and
3. Managing liquidity risk by extending the debt maturity profile.

As a result, the Group's net debt to equity ratio improved from 1.50 times to 1.48 times with the adjusted net debt to equity<sup>1</sup> ratio improving from 0.66 times to 0.55 times.

<sup>1</sup> to more accurately reflect the Group gearing, adjusted net debt ratio is computed by adjusted for banking facilities (ie. trade finance and MTN) which are used to fund cocoa beans/raw material inventories.

**9. Where a forecast, or a prospect statement, has been previously disclosed to shareholders, any variance between it and the actual results.**

The Group's results for 1Q ended 31 March 2009 are in line with the commentary made in Paragraph 10 of the Group's 4Q 2008 and full year 2008 Unaudited Financial Statement and Dividend Announcement in February 2009.

**10. A commentary at the date of the announcement of the competitive conditions of the industry in which the group operates and any known factors or events that may affect the group in the next reporting period and the next 12 months.**

Amidst this global crisis, our main priority in 2009 is to produce positive Free Cash Flow for the Group through:

1. Significantly reducing capital expenditure to only the most critical and immediately income generating;
2. Managing our working capital tightly; and
3. Maintaining a tight control of operating costs

Furthermore, we will capitalize on the Group's 1Q 2009 growth momentum to deliver strong financial performance for the full year 2009. Based on current visibility, we are optimistic of the Group's performance in 2009. We believe that our Core Businesses will continue to generate strong performance given strong growth in Own Brands and 3<sup>rd</sup> Party Brands for Branded Consumer Division; and sales growth in our core Cocoa Ingredients. In addition, we expect lower losses in 2009 for the Europe operations.

**11. Dividend**

**a. Current Financial Period Reported On**

Any dividend declared for the current financial period reported on? **No**

**b. Corresponding Period of the Immediately Preceding Financial Year**

Any dividend declared for the preceding financial period reported on? **No**

**c. Date payable**

Not applicable

**d. Books closure date**

Not applicable

**e. If no dividend has been declared/recommendeded, a statement to that effect.**

No dividend for 1Q ended 31 March 2009 has been declared.

**12. Segmental revenue and results**

	<b>Cocoa Asia &amp; Latin America</b>	<b>Cocoa Europe</b>	<b>Branded Consumer</b>	<b>GROUP</b>
<b><u>1Q ended 31 March 2009</u></b>				
Revenue	143,998	73,779	63,998	281,775
Inter-segment revenue	5,250	-	-	5,250
	149,248	73,779	63,998	287,025
Elimination				(5,250)
Revenue from external customers				281,775
Segment results	5,518	(3,611)	6,955	8,862
Finance cost				(4,247)
Share of profit / (loss) from associates				(170)
Income tax expense				(1,142)
Net Profit				3,303
<b><i>Assets and liabilities</i></b>				
Segment assets	321,646	183,932	147,992	653,570
Associated companies	-	-	1,530	1,530
Unallocated assets	-	-	-	6,297
<b>Total assets</b>	-	-	-	<b>661,397</b>
Segment liabilities	52,058	25,686	44,289	122,033
Unallocated liabilities	-	-	-	338,233
<b>Total liabilities</b>	-	-	-	<b>460,266</b>
<b><i>Other Information</i></b>				
EBITDA	7,745	(2,409)	8,134	13,470
Depreciation and amortisation	1,923	1,270	1,375	4,568
Capital expenditure	1,586	9,492	1,075	12,153
Sales volume (for Cocoa Ingredients)	41,905	10,865	-	52,770
Gross profit margin (for Branded Consumer)	-	-	28.9%	-

**Segmental revenue and results continued**

	<b>Cocoa Asia &amp; Latin America</b>	<b>Cocoa Europe</b>	<b>Branded Consumer</b>	<b>GROUP</b>
<b>1Q ended 31 March 2008</b>				
Revenue	106,658	83,884	58,997	249,539
Inter-segment revenue	4,133	-	-	4,133
	110,791	83,884	58,997	253,672
Elimination				(4,133)
Revenue from external customers				249,539
Segment results	1,503	(2,969)	7,466	6,000
Finance cost				(3,612)
Share of profit / (loss) from associates				(114)
Income tax expense				(557)
Net Profit				1,717
<b>Assets and liabilities</b>				
Segment assets	273,232	141,423	154,230	568,885
Associated companies	-		2,741	2,741
Unallocated assets	-			4,169
<b>Total assets</b>	-			<b>575,795</b>
Segment liabilities	47,549	28,691	32,566	108,806
Unallocated liabilities	-		-	257,001
<b>Total liabilities</b>	-		-	<b>365,807</b>
<b>Other Information</b>				
EBITDA - incl. hedge re-designation	3,112	(1,973)	8,918	10,057
Depreciation and amortisation	1,637	905	1,583	4,125
Capital expenditure	2,174	7,457	487	10,118
Sales volume (for Cocoa Ingredients)	40,493	14,432	-	54,925
Gross profit margin (for Branded Consumer)	-	-	30.9%	-

## Segmental revenue and results continued

### Geographical segments

<b>1Q ended 31 March</b>	<b>Revenue</b>		<b>Non current assets</b>	
	<b>2009</b>	<b>2008</b>	<b>2009</b>	<b>2008</b>
	<b>US\$'000</b>	<b>US\$'000</b>	<b>US\$'000</b>	<b>US\$'000</b>
Indonesia	<b>49,052</b>	48,453	<b>54,170</b>	66,799
Singapore	<b>14,808</b>	17,131	<b>3,480</b>	7,264
Philippines	<b>10,843</b>	9,645	<b>15,825</b>	16,488
Thailand	<b>3,316</b>	2,246	<b>3,203</b>	3,625
Malaysia	<b>10,041</b>	5,705	<b>52,390</b>	40,744
Japan	<b>20,683</b>	16,172	-	-
Middle East	<b>9,219</b>	7,953	-	-
Other countries in Asia	<b>5,566</b>	9,253	-	-
Australia	<b>7,973</b>	10,208	-	-
Europe	<b>91,896</b>	98,274	<b>106,847</b>	68,239
North America	<b>19,952</b>	7,175	<b>4</b>	4
South America	<b>25,782</b>	11,923	<b>28,907</b>	29,571
Africa	<b>12,644</b>	5,401	-	-
	<b>281,775</b>	249,539	<b>264,826</b>	232,734

### 13. Interested Person Transactions

	<b><sup>1</sup> Aggregate value of all transactions conducted under a shareholders' mandate pursuant to Rule 920 of the SGX Listing Manual 1Q 2009</b>
<b>PT Freyabadi Indotama</b>	
- Sales of goods	1,152
- Purchase of products	1,314
	<b>2,466</b>
<b>PT Tri Keeson Utama</b>	
- Sales of goods	<b>587</b>
<b>PT Fajar Mataram Sedayu</b>	
- Sales of goods	276
- Purchase of goods	102
	<b>378</b>
<b>PT Sederhana Djaja</b>	
- Lease of properties	14
	<b>3,445</b>

**Note:** <sup>1</sup> Aggregate value of all interested person transactions include transactions less than S\$100,000.

BY ORDER OF THE BOARD  
Lian Kim Seng/Evelyn Chuang  
Secretaries