

GOLDEN AGRI-RESOURCES LTD

Half Year Financial Statement And Dividend Announcement

FINANCIAL HIGHLIGHTS

	1st Half 2015 <u>US\$'000</u>	1st Half 2014 <u>US\$'000</u>	Change %	2nd Qtr 2015 <u>US\$'000</u>	2nd Qtr 2014 <u>US\$'000</u>	Change %
Revenue	3,384,389	3,953,006	(14.4)	1,831,051	2,038,824	(10.2)
Gross Profit	525,937	729,715	(27.9)	288,883	340,167	(15.1)
EBITDA	273,313	330,528	(17.3)	145,185	130,782	11.0
Core net profit attributable to owners of the Company	109,520	149,509	(26.7)	57,490	48,885	17.6
Core net profit per share (USD cents)	0.86	1.16	(26.4)	0.45	0.38	18.5

PART I - INFORMATION REQUIRED FOR QUARTERLY (Q1, Q2 & Q3), HALF-YEAR AND FULL YEAR ANNOUNCEMENTS

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

**UNAUDITED CONSOLIDATED INCOME STATEMENT
FOR THE PERIOD ENDED 30 JUNE 2015**

	1st Half 2015 US\$'000	1st Half 2014 US\$'000	Change %	2nd Qtr 2015 US\$'000	2nd Qtr 2014 US\$'000	Change %
Revenue	3,384,389	3,953,006	(14.4)	1,831,051	2,038,824	(10.2)
Cost of sales	<u>(2,858,452)</u>	<u>(3,223,291)</u>	(11.3)	<u>(1,542,168)</u>	<u>(1,698,657)</u>	(9.2)
Gross profit	<u>525,937</u>	<u>729,715</u>	(27.9)	<u>288,883</u>	<u>340,167</u>	(15.1)
Operating expenses						
Selling expenses	(224,247)	(359,101)	(37.6)	(123,081)	(189,523)	(35.1)
General and administrative expenses	<u>(146,941)</u>	<u>(134,376)</u>	9.4	<u>(78,963)</u>	<u>(70,922)</u>	11.3
Total operating expenses	<u>(371,188)</u>	<u>(493,477)</u>	(24.8)	<u>(202,044)</u>	<u>(260,445)</u>	(22.4)
Operating profit	<u>154,749</u>	<u>236,238</u>	(34.5)	<u>86,839</u>	<u>79,722</u>	8.9
Other income/(expenses)						
Financial income	16,600	11,132	49.1	8,493	6,130	38.5
Financial expenses	(64,581)	(59,578)	8.4	(32,648)	(30,844)	5.8
Share of results of associated companies, net of tax	(169)	(27)	525.9	(113)	(43)	162.8
Share of results of joint ventures, net of tax	4,393	(475)	n.m.	2,614	107	n.m.
Foreign exchange loss, net	(53,505)	(18,517)	189.0	(18,545)	(21,700)	(14.5)
Other operating income, net	<u>18,136</u>	<u>13,080</u>	38.7	<u>6,469</u>	<u>8,916</u>	(27.4)
	<u>(79,126)</u>	<u>(54,385)</u>	45.5	<u>(33,730)</u>	<u>(37,434)</u>	(9.9)
Profit before tax	75,623	181,853	(58.4)	53,109	42,288	25.6
Tax	<u>(19,568)</u>	<u>(48,504)</u>	(59.7)	<u>(14,264)</u>	<u>(13,035)</u>	9.4
Profit for the period	<u>56,055</u>	<u>133,349</u>	(58.0)	<u>38,845</u>	<u>29,253</u>	32.8
Attributable to:						
Owners of the Company	55,939	131,120	(57.3)	38,752	27,254	42.2
Non-controlling interests	<u>116</u>	<u>2,229</u>	(94.8)	<u>93</u>	<u>1,999</u>	(95.3)
	<u>56,055</u>	<u>133,349</u>	(58.0)	<u>38,845</u>	<u>29,253</u>	32.8

Note: n.m. – not meaningful.

**UNAUDITED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME
FOR THE PERIOD ENDED 30 JUNE 2015**

	1st Half 2015 <u>US\$'000</u>	1st Half 2014 <u>US\$'000</u>	2nd Qtr 2015 <u>US\$'000</u>	2nd Qtr 2014 <u>US\$'000</u>
Profit for the period	<u>56,055</u>	<u>133,349</u>	<u>38,845</u>	<u>29,253</u>
Other comprehensive income/(loss):				
<u>Items that may be reclassified subsequently to profit or loss:</u>				
Foreign currency translation differences on consolidation	(4,213)	(3,586)	678	(30)
Changes in fair value of cash flow hedges	(582)	-	1,074	-
Changes in fair value of available-for-sale financial assets	4,615	-	(1,549)	-
Equity portion of bonds	(264)	-	(264)	-
	<u>(444)</u>	<u>(3,586)</u>	<u>(61)</u>	<u>(30)</u>
<u>Items that will not be reclassified subsequently to profit or loss:</u>				
Actuarial gain on post-employment benefits	441	-	-	-
Other comprehensive loss, net of tax	<u>(3)</u>	<u>(3,586)</u>	<u>(61)</u>	<u>(30)</u>
Total comprehensive income for the period, net of tax	<u>56,052</u>	<u>129,763</u>	<u>38,784</u>	<u>29,223</u>
Total comprehensive income attributable to:				
Owners of the Company	55,935	127,764	38,693	27,185
Non-controlling interests	117	1,999	91	2,038
	<u>56,052</u>	<u>129,763</u>	<u>38,784</u>	<u>29,223</u>

ADDITIONAL INFORMATION

(A) Earnings before tax, non-controlling interests, interest on borrowings, depreciation and amortisation and foreign exchange loss ("EBITDA")

	1st Half 2015 <u>US\$'000</u>	1st Half 2014 <u>US\$'000</u>	Change %	2nd Qtr 2015 <u>US\$'000</u>	2nd Qtr 2014 <u>US\$'000</u>	Change %
Earnings before tax, non-controlling interests, interest on borrowings, depreciation and amortisation and ("EBITDA")	273,313	330,528	(17.3)	145,185	130,782	11.0
Interest on borrowings	(63,020)	(57,746)	9.1	(32,008)	(30,075)	6.4
Depreciation and amortisation	(81,165)	(72,412)	12.1	(41,523)	(36,719)	13.1
Foreign exchange loss, net	<u>(53,505)</u>	<u>(18,517)</u>	189.0	<u>(18,545)</u>	<u>(21,700)</u>	(14.5)
Profit before tax	<u>75,623</u>	<u>181,853</u>	(58.4)	<u>53,109</u>	<u>42,288</u>	25.6

Note:

(1) The comparative EBITDA for 1st half 2014 and 2nd quarter 2014 have been recalculated to include share of results of associated companies and joint ventures, net of tax to conform with current period's presentation.

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

UNAUDITED STATEMENTS OF FINANCIAL POSITION

	Group		Company	
	As at		As at	
	30/6/2015	31/12/2014	30/6/2015	31/12/2014
	<u>US\$'000</u>	<u>US\$'000</u>	<u>US\$'000</u>	<u>US\$'000</u>
Assets				
Current Assets				
Cash and cash equivalents	217,407	329,560	54	612
Short-term investments	279,446	261,166	-	-
Trade receivables	495,418	525,816	-	-
Other current assets (note (a))	1,061,807	827,109	34	52
Inventories	755,014	850,723	-	-
	<u>2,809,092</u>	<u>2,794,374</u>	<u>88</u>	<u>664</u>
Non-Current Assets				
Long-term receivables and assets (note (b))	330,333	360,593	-	-
Long-term investments	822,607	804,318	304,100	332,500
Subsidiary companies	-	-	2,512,928	2,575,107
Associated companies	8,221	8,431	-	-
Joint ventures	55,503	56,167	-	-
Investment properties	1,196	1,227	-	-
Property, plant and equipment	2,763,675	2,551,664	-	-
Biological assets	7,927,247	7,902,105	-	-
Deferred tax assets	41,525	27,036	-	-
Deferred charges	7,598	8,332	-	-
Brands and trademarks	319	353	-	-
Goodwill	152,021	152,021	-	-
	<u>12,110,245</u>	<u>11,872,247</u>	<u>2,817,028</u>	<u>2,907,607</u>
Total Assets	<u>14,919,337</u>	<u>14,666,621</u>	<u>2,817,116</u>	<u>2,908,271</u>

UNAUDITED STATEMENTS OF FINANCIAL POSITION (cont'd)

	Group		Company	
	As at		As at	
	30/6/2015 <u>US\$'000</u>	31/12/2014 <u>US\$'000</u>	30/6/2015 <u>US\$'000</u>	31/12/2014 <u>US\$'000</u>
Liabilities and Equity				
Current Liabilities				
Short-term loans	1,124,650	1,251,081	-	-
Bonds payable	391,992	389,882	391,992	389,882
Trade payables	725,740	543,197	-	-
Other payables (note(c))	430,910	286,720	33,342	72,871
Taxes payable	29,624	29,554	-	-
Obligations under finance leases	124	132	-	-
	2,703,040	2,500,566	425,334	462,753
Non-Current Liabilities				
Obligations under finance leases	165	269	-	-
Bonds and notes payables	1,181,841	1,040,087	-	-
Long-term borrowings	287,733	387,250	-	-
Deferred tax liabilities	1,850,073	1,843,437	965	973
Long-term payables	70,822	76,691	-	-
	3,390,634	3,347,734	965	973
Total Liabilities	6,093,674	5,848,300	426,299	463,726
Equity Attributable to Owners of the Company				
Issued capital	320,939	320,939	320,939	320,939
Share premium	1,216,095	1,216,095	1,850,965	1,850,965
Treasury shares	(31,726)	-	(31,726)	-
Other paid-in capital	184,318	184,318	-	-
Other reserves				
Option reserve	31,205	31,469	31,205	31,469
Currency translation reserve	8,079	12,293	-	-
Fair value reserve	4,615	-	-	-
PRC statutory reserve	3,820	3,820	-	-
Hedging reserve	(1,214)	(632)	-	-
Other reserve	(1,368)	(1,809)	-	-
	45,137	45,141	31,205	31,469
Retained earnings	7,001,016	6,962,010	219,434	241,172
	8,735,779	8,728,503	2,390,817	2,444,545
Non-Controlling Interests	89,884	89,818	-	-
Total Equity	8,825,663	8,818,321	2,390,817	2,444,545
Total Liabilities and Equity	14,919,337	14,666,621	2,817,116	2,908,271

UNAUDITED STATEMENTS OF FINANCIAL POSITION (cont'd)

Note:

(a) Other Current Assets

	Group		Company	
	As at		As at	
	30/6/2015	31/12/2014	30/6/2015	31/12/2014
	<u>US\$'000</u>	<u>US\$'000</u>	<u>US\$'000</u>	<u>US\$'000</u>
Prepaid expenses	43,459	28,685	24	52
Prepaid taxes, net	278,289	253,798	-	-
Deposits and advances to suppliers	536,598	370,928	-	-
Others	92,102	86,837	9	-
	<u>950,448</u>	<u>740,248</u>	<u>33</u>	<u>52</u>
Receivable from joint ventures	111,355	86,829	1	-
Receivable from related parties	4	32	-	-
	<u>1,061,807</u>	<u>827,109</u>	<u>34</u>	<u>52</u>

(b) Long-Term Receivables and Assets

	Group		Company	
	As at		As at	
	30/6/2015	31/12/2014	30/6/2015	31/12/2014
	<u>US\$'000</u>	<u>US\$'000</u>	<u>US\$'000</u>	<u>US\$'000</u>
Loans to joint ventures	42,242	94,231	-	-
Tax recoverable	57,609	101,572	-	-
Advances for project plasma plantations	21,614	21,621	-	-
Advances for projects	87,829	75,576	-	-
Land clearing	98,512	40,117	-	-
Advances for investments in land	2,759	2,759	-	-
Others	19,768	24,717	-	-
	<u>330,333</u>	<u>360,593</u>	<u>-</u>	<u>-</u>

(c) Other Payables

	Group		Company	
	As at		As at	
	30/6/2015	31/12/2014	30/6/2015	31/12/2014
	<u>US\$'000</u>	<u>US\$'000</u>	<u>US\$'000</u>	<u>US\$'000</u>
Advances from customers	23,590	40,086	-	-
Accrued expenses	80,194	46,843	126	301
Payable to third parties	132,281	65,192	2,473	2,500
Derivative payable	168,486	63,069	-	-
Interim dividends payable	-	39,650	-	39,650
Others	22,703	29,654	5	12
	<u>427,254</u>	<u>284,494</u>	<u>2,604</u>	<u>42,463</u>
Related parties	3,656	2,226	30,738	30,408
	<u>430,910</u>	<u>286,720</u>	<u>33,342</u>	<u>72,871</u>

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

	As at 30/6/2015			As at 31/12/2014		
	US\$'000			US\$'000		
	Secured	Unsecured	Total	Secured	Unsecured	Total
Amount repayable in one year or less, or on demand	880,621	636,145	1,516,766	997,735	643,360	1,641,095
Amount repayable after one year	287,898	1,181,841	1,469,739	369,519	1,058,087	1,427,606
Total	1,168,519	1,817,986	2,986,505	1,367,254	1,701,447	3,068,701

Details of any collateral

The secured borrowings are collateralised by certain cash and cash equivalents, short-term investments, inventories, trade receivables, biological assets and property, plant and equipment.

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

UNAUDITED CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE PERIOD ENDED 30 JUNE 2015

	1st Half 2015	1st Half 2014	2nd Qtr 2015	2nd Qtr 2014
	US\$'000	US\$'000	US\$'000	US\$'000
Cash flows from operating activities				
Profit before tax	75,623	181,853	53,109	42,288
Adjustments for:				
Depreciation	80,370	71,365	41,124	36,220
Amortisation	795	1,047	399	499
Unrealised foreign exchange loss/(gain), net	13,375	(3,196)	186	4,818
Share of results of associated companies, net of tax	169	27	113	43
Share of results of joint ventures, net of tax	(4,393)	475	(2,614)	(107)
Loss on disposal of property, plant and equipment	590	54	222	171
Property, plant and equipment written off	542	395	256	159
Allowance for/(Write-back of) impairment loss on:				
Inventories, net	1,330	929	2,416	1,683
Trade receivables, net	(16)	91	(16)	91
Other receivables, net	-	(2)	-	(2)
Changes in fair value of financial assets at fair value through profit or loss	(6,306)	(2,141)	(916)	(1,602)
Interest income	(16,600)	(11,132)	(8,493)	(6,130)
Interest expense	63,020	57,746	32,008	30,075
Operating cash flow before working capital changes	208,499	297,511	117,794	108,206
Changes in operating assets and liabilities:				
Trade receivables	30,440	(124,701)	(63,690)	(91,148)
Other current assets	(148,351)	(14,930)	(59,949)	(965)
Inventories	94,376	(52,963)	47,782	(148,947)
Trade payables	182,543	115,200	253,919	157,288
Other payables	178,068	2,555	123,629	3,992
Cash generated from operations	545,575	222,672	419,485	28,426
Interest received	9,738	4,336	6,336	3,509
Interest paid	(55,078)	(45,222)	(32,783)	(28,853)
Tax paid	(39,949)	(27,091)	(65,060)	(22,848)
Net cash generated from/(used in) operating activities	460,286	154,695	327,978	(19,766)

**UNAUDITED CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE PERIOD ENDED 30 JUNE 2015 (cont'd)**

	1st Half 2015 <u>US\$'000</u>	1st Half 2014 <u>US\$'000</u>	2nd Qtr 2015 <u>US\$'000</u>	2nd Qtr 2014 <u>US\$'000</u>
Cash flows from investing activities				
Proceeds from sale of property, plant and equipment	2,426	5,396	510	5,087
Proceeds from sale of biological assets	1,553	1,070	531	705
Capital expenditure on property, plant and equipment	(222,976)	(188,631)	(138,903)	(109,639)
Acquisition and capital expenditure on biological assets	(25,798)	(13,426)	(4,564)	(7,615)
(Investments in)/Proceeds from short-term investments, net	(16,404)	26,351	11,201	91,774
Investments in long-term investments, net	(9,244)	(140,842)	(5,290)	(99,903)
Additional investment in a joint venture	(1,000)	(2,000)	(1,000)	(1,000)
(Investments in)/Proceeds from Plasma/KKPA Program plantations, net	(1,507)	(2,974)	339	11
Acquisition of subsidiaries, net of cash acquired	(53,597)	(16,817)	(53,597)	(16,817)
Dividends received from a joint venture	3,000	-	1,000	-
Payments for deferred expenditure	(55)	(462)	(3)	(452)
Net (increase)/decrease in long-term receivables and assets	<u>(76,632)</u>	<u>5,965</u>	<u>(21,017)</u>	<u>163</u>
Net cash used in investing activities	<u>(400,234)</u>	<u>(326,370)</u>	<u>(210,793)</u>	<u>(137,686)</u>
Cash flows from financing activities				
Proceeds from short-term loans	1,223,222	1,576,255	608,975	926,179
Proceeds from notes issue	148,698	119,427	148,698	119,427
Payments of dividends	(56,643)	(52,795)	(16,993)	(52,795)
Payments of short-term loans	(1,397,892)	(1,247,560)	(823,029)	(670,700)
Payments of long-term borrowings	(53,225)	(201,117)	(37,558)	(128,023)
Payments of obligations under finance leases	(112)	(28)	(49)	(24)
Payments for shares buy back	(31,726)	-	(11,063)	-
Payments for bonds repurchase	(4,351)	-	(4,351)	-
Capital subscribed by non-controlling shareholders	-	44	-	44
Payments of deferred loan charges and bank loan administration costs	(176)	(679)	(148)	(424)
Increase in cash in banks and time deposits pledged	<u>(15,250)</u>	<u>(5,008)</u>	<u>(12,841)</u>	<u>(10,039)</u>
Net cash (used in)/generated from financing activities	<u>(187,455)</u>	<u>188,539</u>	<u>(148,359)</u>	<u>183,645</u>
Net (decrease)/increase in cash and cash equivalents	<u>(127,403)</u>	<u>16,864</u>	<u>(31,174)</u>	<u>26,193</u>
Cash and cash equivalents at the beginning of the period	<u>322,646</u>	<u>321,854</u>	<u>226,417</u>	<u>312,525</u>
Cash and cash equivalents at the end of the period (See Note below)	<u>195,243</u>	<u>338,718</u>	<u>195,243</u>	<u>338,718</u>

Note:

Cash and cash equivalents included in consolidated statement of cash flows consist of the following:

	30/6/2015 <u>US\$'000</u>	30/6/2014 <u>US\$'000</u>
Time deposits, cash and bank balances	217,407	349,358
Less: Cash in banks and time deposits pledged	<u>(22,164)</u>	<u>(10,640)</u>
	<u>195,243</u>	<u>338,718</u>

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

<----- Attributable to Owners of the Company ----->

The Group	Issued Capital	Share Premium	Treasury Shares	Other Paid-in Capital	Other Reserves	Retained Earnings	Total	Non- Controlling Interests	Total Equity
	<u>US\$'000</u>	<u>US\$'000</u>	<u>US\$'000</u>	<u>US\$'000</u>	<u>US\$'000</u>	<u>US\$'000</u>	<u>US\$'000</u>	<u>US\$'000</u>	<u>US\$'000</u>
Balance as at 1 Jan 2015	320,939	1,216,095	-	184,318	45,141	6,962,010	8,728,503	89,818	8,818,321
Profit for the period	-	-	-	-	-	17,187	17,187	23	17,210
Other comprehensive income	-	-	-	-	55	-	55	3	58
Total comprehensive income for the period	-	-	-	-	55	17,187	17,242	26	17,268
Shares buy back and held as treasury shares	-	-	(20,663)	-	-	-	(20,663)	-	(20,663)
Balance as at 31 Mar 2015	320,939	1,216,095	(20,663)	184,318	45,196	6,979,197	8,725,082	89,844	8,814,926
Profit for the period	-	-	-	-	-	38,752	38,752	93	38,845
Other comprehensive loss	-	-	-	-	(59)	-	(59)	(2)	(61)
Total comprehensive (loss)/income for the period	-	-	-	-	(59)	38,752	38,693	91	38,784
Shares buy back and held as treasury shares	-	-	(11,063)	-	-	-	(11,063)	-	(11,063)
Dividends paid for 2014	-	-	-	-	-	(16,933)	(16,933)	-	(16,933)
Dividends paid to non-controlling shareholders	-	-	-	-	-	-	-	(60)	(60)
Acquisition of subsidiaries	-	-	-	-	-	-	-	9	9
Balance as at 30 Jun 2015	320,939	1,216,095	(31,726)	184,318	45,137	7,001,016	8,735,779	89,884	8,825,663

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

<-----Attributable to Owners of the Company----->

<u>The Group</u>	Issued Capital	Share Premium	Other Paid-in Capital	Other Reserves	Retained Earnings	Total	Non- Controlling Interests	Total Equity
	<u>US\$'000</u>	<u>US\$'000</u>	<u>US\$'000</u>	<u>US\$'000</u>	<u>US\$'000</u>	<u>US\$'000</u>	<u>US\$'000</u>	<u>US\$'000</u>
Balance as at 1 Jan 2014	320,939	1,216,095	184,318	56,597	6,942,606	8,720,555	82,818	8,803,373
Profit for the period	-	-	-	-	103,866	103,866	230	104,096
Other comprehensive loss	-	-	-	(3,287)	-	(3,287)	(269)	(3,556)
Total comprehensive (loss)/income for the period	-	-	-	(3,287)	103,866	100,579	(39)	100,540
Balance as at 31 Mar 2014	320,939	1,216,095	184,318	53,310	7,046,472	8,821,134	82,779	8,903,913
Profit for the period	-	-	-	-	27,254	27,254	1,999	29,253
Other comprehensive (loss)/income	-	-	-	(69)	-	(69)	39	(30)
Total comprehensive (loss)/income for the period	-	-	-	(69)	27,254	27,185	2,038	29,223
Dividends paid for 2013	-	-	-	-	(52,795)	(52,795)	-	(52,795)
Acquisition of subsidiaries	-	-	-	-	-	-	544	544
Capital subscription by non- controlling shareholders	-	-	-	-	-	-	44	44
Balance as at 30 Jun 2014	320,939	1,216,095	184,318	53,241	7,020,931	8,795,524	85,405	8,880,929

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

<u>The Company</u>	<u>Issued Capital</u> US\$'000	<u>Share Premium</u> US\$'000	<u>Treasury Shares</u> US\$'000	<u>Option Reserve</u> US\$'000	<u>Retained Earnings</u> US\$'000	<u>Total</u> US\$'000
Balance as at 1 Jan 2015	320,939	1,850,965	-	31,469	241,172	2,444,545
Loss for the period, representing total comprehensive loss for the period	-	-	-	-	(2,352)	(2,352)
Shares buy back and held as treasury shares	-	-	(20,663)	-	-	(20,663)
Balance as at 31 Mar 2015	320,939	1,850,965	(20,663)	31,469	238,820	2,421,530
Loss for the period	-	-	-	-	(2,453)	(2,453)
Other comprehensive loss	-	-	-	(264)	-	(264)
Total comprehensive loss for the period	-	-	-	(264)	(2,453)	(2,717)
Dividends paid for 2014	-	-	-	-	(16,933)	(16,933)
Shares buy back and held as treasury shares	-	-	(11,063)	-	-	(11,063)
Balance as at 30 Jun 2015	320,939	1,850,965	(31,726)	31,205	219,434	2,390,817
Balance as at 1 Jan 2014	320,939	1,850,965	-	31,469	335,212	2,538,585
Loss for the period, representing total comprehensive loss for the period	-	-	-	-	(2,876)	(2,876)
Balance as at 31 Mar 2014	320,939	1,850,965	-	31,469	332,336	2,535,709
Profit for the period, representing total comprehensive income for the period	-	-	-	-	7,715	7,715
Dividends paid for 2013	-	-	-	-	(52,795)	(52,795)
Balance as at 30 Jun 2014	320,939	1,850,965	-	31,469	287,256	2,490,629

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 well as the number of shares held as treasury shares, if any, against the total number of issued shares excluding treasury shares of the issuer, 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

The number of issued ordinary shares (excluding treasury shares) of the Company were as follows:

	As at	
	30 Jun 2015	30 Jun 2014
Number of issued shares (excluding treasury shares)	12,734,756,156	12,837,548,556
Number of new shares that may be issued on the conversion of outstanding convertible bonds	580,418,605	573,747,126

The Company did not have treasury shares as at 30 June 2014. Movements in the Company's issued share capital (excluding treasury shares) during the period ended 30 June 2015 were as follows:

	<u>Number of ordinary shares</u>
Balance as at 1 January 2015	12,837,548,556
Shares buy back and held as treasury shares	<u>(102,792,400)</u>
Balance as at 30 June 2015	<u><u>12,734,756,156</u></u>

1(d)(iii) To show the number of issued shares excluding treasury shares as at the end of the current financial period and as at the end of the immediately preceding year.

The total number of issued shares excluding treasury shares as at 30 June 2015 and 31 December 2014 were 12,734,756,156 and 12,837,548,556 respectively.

1(d)(iv) A statement showing all sales, transfers, disposal, cancellation and/or use of treasury shares as at the end of the current financial period reported on.

Movements in the Company's treasury shares during the period ended 30 June 2015 were as follows:

	<u>Number of ordinary shares</u>
Balance as at 1 January 2015	-
Shares buy back on 27 March 2015	68,222,400
Shares buy back on 6 April 2015	<u>34,570,000</u>
Balance as at 30 June 2015	<u><u>102,792,400</u></u>

The Company did not hold any treasury shares as at 31 December 2014.

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

These figures have not been audited, or reviewed by the auditors.

3. Where the figures have been audited or reviewed, the auditors' report (including any 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

Since 2009, the Group has adopted the practice of determining the fair value of the Group's biological assets on an annual basis, by reference to independent professional valuation based on the present value of expected net cash inflows from the plantations. Accordingly, no changes in fair value of biological assets are recognised on quarterly basis.

Except for the above, the Group has adopted accounting policies and methods of computation consistent with those used in the most recent audited annual financial statements for the year ended 31 December 2014.

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

Same as disclosed in Note 4 above.

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

	The Group			
	1st Half 2015	1st Half 2014	2nd Qtr 2015	2nd Qtr 2014
Earnings per ordinary share for the period after deducting any provision for preference dividends:-				
(i) Based on weighted average number of ordinary shares	USD0.44cents	USD1.02cents	US\$0.30cents	USD0.21cents
- Weighted average numbers of shares	12,785,506,689	12,837,548,556	12,737,035,497	12,837,548,556
(ii) On a fully diluted basis	Not applicable	Not applicable	Not applicable	Not applicable
- Weighted average numbers of shares	Not applicable	Not applicable	Not applicable	Not applicable

The outstanding convertible bonds have not been included in the calculation of diluted earnings per share because they are anti-dilutive for the current period.

7. Net asset value (for the issuer and group) per ordinary share based on issued shares excluding treasury shares of the issuer at the end of the (a) current financial period reported on and (b) immediately preceding financial year

	The Group		The Company	
	As at 30 Jun 2015	As at 31 Dec 2014	As at 30 Jun 2015	As at 31 Dec 2014
Net asset value per ordinary share based on existing issued share capital of 12,734,756,156 (31 Dec 2014: 12,837,548,556) shares	US\$0.69	US\$0.68	US\$0.19	US\$0.19

8. A review of the performance of the group, to the extent necessary for a reasonable understanding of the group's business. The review must discuss 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. It must also discuss any material factors that affected the cash flow, working capital, assets or liabilities of the group during the current financial period reported on

	1st Half 2015	1st Half 2014	Change
	<u>US\$'000</u>	<u>US\$'000</u>	<u>%</u>
Revenue by segment			
Plantation and palm oil mills	772,948	1,018,652	(24.1)
Palm and laurics	3,037,230	3,379,691	(10.1)
Oilseeds	318,543	424,554	(25.0)
Others	103,001	95,424	7.9
Inter-segment eliminations	(847,333)	(965,315)	(12.2)
Total Revenue	<u>3,384,389</u>	<u>3,953,006</u>	(14.4)
EBITDA by segment			
Plantation and palm oil mills	210,902	331,061	(36.3)
Palm and laurics	55,363	40,059	38.2
Oilseeds	5,199	(43,545)	n.m.
Others	1,265	2,123	(40.4)
Inter-segment eliminations	584	830	(29.6)
Total EBITDA	<u>273,313</u>	<u>330,528</u>	(17.3)

Notes:

- (1) EBITDA refers to earnings before tax, non-controlling interests, interest on borrowings, depreciation and amortisation, and foreign exchange loss. The comparative EBITDA for 1st half 2014 has been recalculated to include share of results of associated companies and joint ventures, net of tax to conform with current period's presentation.
- (2) n.m. - not meaningful.
- (3) Plantation and palm oil mills segment refers to products from upstream business.
- (4) Palm and laurics segment refers to processing and merchandising of palm based products, i.e. bulk and branded as well as oleochemicals.
- (5) Oilseeds segment refers to processing and merchandising of oilseed based products, i.e. bulk and branded.
- (6) Others refer to production and distribution of food & consumer products in China and Indonesia.

REVIEW OF PERFORMANCE FOR HALF YEAR ENDED 30 JUNE 2015

The Group recorded revenue of US\$3,384.4 million for half year ended 30 June 2015 ("1H2015") as compared to US\$3,953.0 million in the corresponding period in 2014 ("1H2014"), with EBITDA for the current period of US\$273.3 million. The lower average crude palm oil ("CPO") prices and lower production output during the current period have affected the operating performance for the Group during the current period, partially offset by improved performance from downstream operations.

PLANTATION AND PALM OIL MILLS

Revenue from plantation and palm oil mills segment decreased by 24.1% to US\$772.9 million mainly attributable to lower average CPO prices and lower production yield affected by dry weather conditions. Consequently, EBITDA from plantation and palm oil mills segment decreased from US\$331.1 million to US\$210.9 million in 1H2015.

The average international CPO (FOB Belawan) price reduced by 26.4% from US\$853 per tonne in 1H2014 to US\$628 per tonne. Our fresh fruit bunch ("FFB") and total palm production were lower at 4,577,000 tonnes and 1,351,000 tonnes respectively, as compared to 4,734,000 tonnes and 1,452,000 tonnes in 1H2014.

PALM AND LAURICS

Revenue from palm and laurics segment decreased by 10.1% to US\$3,037.2 million in 1H2015 mainly due to lower average selling price in line with the lower commodity prices, partially offset by higher sales volume achieved. Our sales volume increased by 8.4% to 4,359,000 tonnes in 1H2015 mainly due to higher sales in destination markets. EBITDA from palm and laurics segment increased by 38.2% to US\$55.4 million mainly due to improved margin.

OILSEEDS

The Group recorded a positive EBITDA of US\$5.2 million in 1H2015 as compared to a negative EBITDA of US\$43.5 million despite the lower revenue. The significant improvement was mainly attributable to the improved oilseeds business margin in China. Revenue was lower at US\$318.5 million in 1H2015 mainly due to lower average selling prices and lower crushing volume.

SELLING EXPENSES

Selling expenses comprised mainly transportation and freight, advertising and promotion, and salaries. The reduction in selling expenses of US\$134.9 million or 37.6% was mainly due to lower export tax incurred in Indonesia in line with lower CPO prices, partially offset by increases in freight costs in line with higher volume shipped to destination markets, as well as promotion expenses.

GENERAL AND ADMINSTRATIVE EXPENSES

General and administrative expenses of US\$146.9 million comprised mainly salaries and related expenses, rent, tax and licenses, depreciation, repairs and maintenance, and professional fees. Increase in general and administrative expenses was mainly due to increases in salaries and related expenses, professional fees and depreciation.

FINANCIAL EXPENSES, NET

Net financial expenses decreased marginally from US\$48.4 million to US\$48.0 million in 1H2015. These expenses comprised net interest expenses (after deducting interest income), amortisation of deferred loan charges and other finance charges.

SHARE OF RESULTS OF JOINT VENTURES, NET

The Group's share of net profit from joint ventures was higher at US\$4.4 million in 1H2015 mainly contributed by our shipping operations.

FOREIGN EXCHANGE LOSS, NET

The Group recorded a higher net foreign exchange loss at US\$53.5 million in 1H2015 mainly due to translation loss on Indonesian Rupiah ("IDR") denominated monetary assets as IDR weakened against USD during the current period and unrealised fair value loss on forward foreign currency contracts entered to hedge the currency exposure of IDR and Malaysian Ringgit.

OTHER OPERATING INCOME, NET

Net other operating income of US\$18.1 million comprised mainly income from sales of seedlings and other materials, rental and changes in fair value of financial assets. Higher net other operating income in the current period was mainly due to increase in net gain from changes in fair value of financial assets in line with higher market prices.

TAX

Income tax comprised provision for current and deferred income tax derived by applying the varying statutory tax rates of the different countries in which the Group operates on its taxable profit and taxable temporary difference. No group relief is available for set-off of taxable profits against tax losses of companies within the Group. Tax expense decreased by 59.7% to US\$19.6 million in 1H2015 in line with lower profits recorded.

REVIEW OF FINANCIAL POSITION AS AT 30 JUNE 2015

ASSETS

Compared to the previous year end, the Group's total assets increased by US\$252.7 million to US\$14,919.3 million as at 30 June 2015 mainly attributable to capital expenditure incurred for construction of downstream and plantation facilities in Indonesia and higher other current assets, partially offset by lower inventories.

Other current assets increased by US\$234.7 million to US\$1,061.8 million mainly attributable to higher deposits and advances for CPO purchases, higher prepaid value added tax arising from purchases and capital expenditure during the period, as well as additional loan to joint ventures.

Inventories decreased by US\$95.7 million to US\$755.0 million mainly due to lower unit prices and lower inventory level.

LIABILITIES

Total liabilities of the Group increased by US\$245.4 million to US\$6,093.7 million as at 30 June 2015. The increase was mainly due to higher trade payables in line with higher purchases made, as well as higher other payables.

Other payables increased by US\$144.2 million primarily due to higher accrued operating expenses and changes in fair value of forward foreign currency contracts and cross currency contracts entered to hedge our currency exposure.

REVIEW OF CONSOLIDATED CASH FLOWS FOR HALF YEAR ENDED 30 JUNE 2015

The Group generated high cash inflows of US\$460.3 million from its operating activities during the current period. Net cash used in investing activities of US\$400.2 million was mainly for acquisition and capital expenditures on property, plant and equipment, biological assets and land clearing, as well as acquisition of subsidiaries.

Net cash used in financing activities of US\$187.5 million was mainly related to payments for borrowings, dividends and shares bought back and held as treasury shares during the current period.

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

Not applicable.

10. A commentary at the date of the announcement of the significant trends and 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

The Group's operating performance will be affected by the fluctuation in CPO prices, climatic conditions and fluctuating foreign currency exchange rates. Nonetheless, the demand for palm oil is expected to benefit from the implementation of biofuel policy in Indonesia. The Group will continue optimising the integration of our downstream value chain, as well as improving our yield and cost efficiency. The operating environment for our oilseeds segment is expected to remain challenging while we continue to review our business strategy and manage flexible production in our existing facilities in order to improve operating performance.

11. Dividend

(a) Current Financial Period Reported On

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

(b) Corresponding Period of the Immediately Preceding Financial Year

Any ordinary dividend declared for the corresponding period of the immediately preceding financial year? No.

(c) Date payable

Not applicable.

(d) Books closure date

Not applicable.

12. If no dividend has been declared/recommended, a statement to that effect

No dividend has been declared for the quarter ended 30 June 2015.

13. Interested persons transactions disclosure

Name of interested person	Aggregate value of all interested person transactions during the period under review (excluding transactions less than SGD100,000 and transactions conducted under shareholders' mandate pursuant to Rule 920)	Aggregate value of all interested person transactions conducted under shareholders' mandate pursuant to Rule 920 (excluding transactions less than SGD100,000)
	2Q2015	2Q2015
	US\$	US\$
PT Asuransi Sinar Mas	Nil	2,588,080
PT Bank Sinarmas Tbk	Nil	3,290,881*
PT Cakrawala Mega Indah	Nil	970,746
PT Rolimex Kimia Nusamas	Nil	18,137,897
PT Royal Oriental	Nil	10,085,982
PT Sinar Jati Mitra	Nil	396,874
Total	Nil	35,470,460

Note:

* Principal amount as at 30 June 2015 is approximately US\$3.2 million.

PART II - ADDITIONAL INFORMATION REQUIRED FOR FULL YEAR ANNOUNCEMENT

14. **Segmented revenue and results for business or geographical segments (of the group) in the form presented in the issuer's most recently audited annual financial statements, with comparative information for the immediately preceding year**

Not applicable.

15. **In the review of performance, the factors leading to any material changes in contributions to turnover and earnings by the business or geographical segments**

Not applicable.

16. **A breakdown of sales**

Not applicable.

17. **A breakdown of the total annual dividend (in dollar value) for the issuer's latest full year and its previous full year**

Not applicable.

18. Confirmation pursuant to the Rule 705(5) of the listing manual

We, Franky Oesman Widjaja and Rafael Buhay Concepcion, Jr., being two directors of Golden Agri-Resources Ltd (the "Company"), do hereby confirm on behalf of the directors of the Company that, to the best of their knowledge, nothing has come to their attention which would render the second quarter and half year ended 30 June 2015 unaudited financial results to be false or misleading.

On behalf of the board of directors

Franky Oesman Widjaja
Director

Rafael Buhay Concepcion, Jr.
Director

13 August 2015

BY ORDER OF THE BOARD

Rafael Buhay Concepcion, Jr.
Director
13 August 2015

Submitted by Kimberley Lye Chor Mei, Director, Corporate Secretarial on 13 August 2015 to the SGX