

GOLDEN AGRI-RESOURCES LTD

First Quarter Financial Statement And Dividend Announcement

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

**1(a) An income statement (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 31 MARCH 2009**

	1st Qtr 2009 US\$'000	(Restated) 1st Qtr 2008 US\$'000	Change %
Revenue	412,232	747,433	(44.8)
Cost of sales	(348,796)	(482,809)	(27.8)
Gross profit	<u>63,436</u>	<u>264,624</u>	(76.0)
Operating expenses			
Selling expenses	(14,551)	(50,963)	(71.4)
General and administrative expenses	(21,967)	(26,672)	(17.6)
Total operating expenses	<u>(36,518)</u>	<u>(77,635)</u>	(53.0)
Operating profit	26,918	186,989	(85.6)
Other income(expenses)			
Financial income	1,025	1,152	(11.0)
Financial expenses	(10,972)	(9,535)	15.1
Share of results of associated companies, net	1,602	1,760	(9.0)
Foreign exchange (loss)gain	(3,341)	4,786	n.m.
Other operating income, net	1,746	204	755.9
	<u>(9,940)</u>	<u>(1,633)</u>	508.7
Profit before tax	16,978	185,356	(90.8)
Tax	(8,732)	(47,765)	(81.7)
Profit for the period	<u>8,246</u>	<u>137,591</u>	(94.0)
Attributable to:			
Equity holders of the Company	8,576	135,708	(93.7)
Minority interests	(330)	1,883	n.m.
	<u>8,246</u>	<u>137,591</u>	(94.0)

Notes (1) n.m. – not meaningful
(2) Certain comparative figures have been restated to conform to current period's presentation and practice on determining the fair value of biological assets, please refer to Note 5 for further details

ADDITIONAL INFORMATION

(A) Earnings before tax, minority interests, interest on borrowings, depreciation and amortisation, net gain from changes in fair value of biological assets, foreign exchange gain(loss), exceptional item and share of results of associated companies (“EBITDA”)

	1st Qtr 2009 <u>US\$'000</u>	(Restated) 1st Qtr 2008 <u>US\$'000</u>	Change %
Earnings before tax, minority interests, interest on borrowings, depreciation and amortisation, net gain from changes in fair value of biological assets, foreign exchange gain(loss), exceptional item and share of results of associated companies (“EBITDA”)	45,263	201,510	(77.5)
Interest on borrowings	(10,789)	(9,278)	16.3
Depreciation and amortisation	(15,757)	(13,422)	17.4
Foreign exchange (loss)gain	<u>(3,341)</u>	<u>4,786</u>	n.m.
Profit before tax, minority interests, but after interest on borrowings, depreciation and amortisation, exchange gain and exceptional item	15,376	183,596	(91.6)
Share of results of associated companies, net	1,602	1,760	(9.0)
Profit before tax	<u><u>16,978</u></u>	<u><u>185,356</u></u>	(90.8)

Notes (1) n.m. – not meaningful

(2) Certain comparative figures have been restated to conform to current period's presentation and practice on determining the fair value of biological assets, please refer to Note 5 for further details

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

UNAUDITED BALANCE SHEETS

(Amounts in United States dollars)

	Group		Company	
	As at		As at	
	31/3/2009	31/12/2008	31/3/2009	31/12/2008
	US\$'000	US\$'000	US\$'000	US\$'000
Assets				
Current Assets				
Cash and cash equivalents	127,394	133,214	1,436	1,249
Short-term investments	10,963	4,556	-	-
Trade receivables	64,452	140,830	-	-
Other receivables (note (a))	179,040	180,797	404	409
Inventories	268,946	248,084	-	-
	650,795	707,481	1,840	1,658
Non-Current Assets				
Long-term receivables and assets (note (b))	189,489	186,790	-	-
Long-term investments	25,050	25,050	-	-
Subsidiary companies	-	-	1,729,686	1,727,746
Associated companies	5,986	4,406	-	-
Property, plant and equipment	979,154	971,004	-	-
Biological assets	4,805,935	4,794,558	-	-
Deferred income tax	12,342	12,252	-	-
Deferred charges	6,112	6,147	-	-
Brands and trademarks	1,841	1,921	-	-
Goodwill	115,898	115,898	-	-
	6,141,807	6,118,026	1,729,686	1,727,746
Total Assets	6,792,602	6,825,507	1,731,526	1,729,404

UNAUDITED BALANCE SHEETS (cont'd)

(Amounts in United States dollars)

	Group		Company	
	As at		As at	
	31/3/2009 US\$'000	31/12/2008 US\$'000	31/3/2009 US\$'000	31/12/2008 US\$'000
Liabilities and Equity				
Current Liabilities				
Short-term loans	299,527	309,543	10,000	10,000
Trade payables	136,423	150,969	-	-
Other payables (note(c))	48,192	54,504	49,335	49,144
Taxes payable	12,026	32,967	455	361
Obligations under finance leases	6	6	-	-
	496,174	547,989	59,790	59,505
Non-Current Liabilities				
Obligations under finance leases	22	24	-	-
Long-term borrowings	257,526	244,344	-	-
Deferred income tax	1,308,766	1,310,747	-	-
Long-term payables	14,729	15,573	-	-
	1,581,043	1,570,688	-	-
Total Liabilities	2,077,217	2,118,677	59,790	59,505
Equity Attributable to Equity Holders of the Company				
Issued capital	249,397	249,397	249,397	249,397
Share premium	772,232	772,232	1,407,102	1,407,102
Other paid-in capital	184,318	184,318	-	-
Other reserve	1,136	1,136	-	-
Hedging reserve	-	(1,834)	-	-
Foreign currency translation reserve	14,270	15,783	-	-
Cumulative translation adjustments	(16,684)	(16,684)	-	-
Retained earnings	3,417,954	3,409,378	15,237	13,400
	4,622,623	4,613,726	1,671,736	1,669,899
Minority Interests	92,762	93,104	-	-
Total Equity	4,715,385	4,706,830	1,671,736	1,669,899
Total Liabilities and Equity	6,792,602	6,825,507	1,731,526	1,729,404

UNAUDITED BALANCE SHEETS (cont'd)

Note:

(a) Other Receivables

	Group		Company	
	As at		As at	
	31/3/2009	31/12/2008	31/3/2009	31/12/2008
	US\$'000	US\$'000	US\$'000	US\$'000
Prepaid expenses	9,169	10,404	45	24
Prepaid value added tax, net	32,947	31,153	-	-
Advances to suppliers	57,625	75,381	-	-
Others	50,138	34,810	2	8
	<u>149,879</u>	<u>151,748</u>	<u>47</u>	<u>32</u>
Related parties	29,161	29,049	357	377
	<u>179,040</u>	<u>180,797</u>	<u>404</u>	<u>409</u>

(b) Long-Term Receivables and Assets

	Group		Company	
	As at		As at	
	31/3/2009	31/12/2008	31/3/2009	31/12/2008
	US\$'000	US\$'000	US\$'000	US\$'000
Associated company	6,653	6,535	-	-
Loan receivable	18,055	19,752	-	-
Tax recoverable	94,805	93,383	-	-
Advances for project plasma plantations	7,564	7,255	-	-
Advances for project and purchase of fixed assets	49,134	46,418	-	-
Land clearing	7,124	7,539	-	-
Advances for investments in land	3,557	3,557	-	-
Others	2,597	2,351	-	-
	<u>189,489</u>	<u>186,790</u>	<u>-</u>	<u>-</u>

(c) Other Payables

	Group		Company	
	As at		As at	
	31/3/2009	31/12/2008	31/3/2009	31/12/2008
	US\$'000	US\$'000	US\$'000	US\$'000
Advances from customers	12,352	12,550	-	-
Accrued expenses	20,930	16,442	246	300
Others	12,838	23,181	41	245
	<u>46,120</u>	<u>52,173</u>	<u>287</u>	<u>545</u>
Related parties	2,072	2,331	49,048	48,599
	<u>48,192</u>	<u>54,504</u>	<u>49,335</u>	<u>49,144</u>

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

	As at 31/3/2009 US\$'000			As at 31/12/2008 US\$'000		
	Secured	Unsecured	Total	Secured	Unsecured	Total
Amount repayable in one year or less, or on demand	289,533	10,000	299,533	299,549	10,000	309,549
Amount repayable after one year	256,808	740	257,548	200,785	43,583	244,368
Total	546,341	10,740	557,081	500,334	53,583	553,917

Details of any collateral

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

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

UNAUDITED CONSOLIDATED CASH FLOW STATEMENT FOR THE PERIOD ENDED 31 MARCH 2009

(Amounts in United States dollars)

	1st Qtr 2009 US\$'000	(Restated) 1st Qtr 2008 US\$'000
Cash flows from operating activities		
Profit before tax	16,978	185,356
Adjustments for:		
Depreciation	15,518	13,205
Amortisation	239	217
Unrealised loss(gain) on foreign exchange on short-term loans, long-term borrowings and receivables, net	1,961	(1,139)
Share of results of associated companies, net	(1,602)	(1,760)
Gain on disposal of property, plant and equipment	(129)	(50)
Property, plant and equipment written off	191	70
Write back of allowance for impairment loss on inventories	(1,529)	-
Interest income	(1,025)	(1,152)
Interest expense	10,789	9,278
Operating cash flow before working capital changes	41,391	204,025
Changes in operating assets and liabilities:		
Trade receivables	76,378	(49,440)
Other receivables	2,593	(40,475)
Inventories	(19,333)	(33,647)
Trade payables	(14,546)	(13,244)
Other payables	(3,328)	2,715
Cash generated from operations	83,155	69,934
Interest received	659	1,337
Interest paid	(11,655)	(8,857)
Tax paid	(34,936)	(26,142)
Net cash generated from operating activities	37,223	36,272

**UNAUDITED CONSOLIDATED CASH FLOW STATEMENT
FOR THE PERIOD ENDED 31 MARCH 2009 (cont'd)**

(Amounts in United States dollars)

	1st Qtr 2009 <u>US\$'000</u>	(Restated) 1st Qtr 2008 <u>US\$'000</u>
Cash flows from investing activities		
Proceeds from sale of property, plant and equipment	2,262	698
Proceeds from sale of biological assets	-	467
Capital expenditure on property, plant and equipment	(29,881)	(32,935)
Capital expenditure on biological assets	(9,612)	(13,972)
Net increase in short-term investments	(6,407)	(37,996)
Investments in Plasma/KKPA Program plantations, net	(309)	(1,426)
Investments in deferred expenditure	(101)	(344)
Increase in long-term receivables and assets	(4,312)	(8,482)
Net cash used in investing activities	<u>(48,360)</u>	<u>(93,990)</u>
Cash flows from financing activities		
Proceeds from short-term loans	74,951	116,126
Proceeds from long-term borrowings	72,626	-
Payments of short-term loans	(85,744)	(45,244)
Payments of long-term borrowings	(54,971)	(9,231)
Payments of obligations under finance leases	(2)	(149)
Deferred loan charges and long-term bank loan administration costs	(1,543)	-
Decrease(Increase) in time deposits pledged	1,016	(15,570)
Net cash generated from financing activities	<u>6,333</u>	<u>45,932</u>
Net decrease in cash and cash equivalents	<u>(4,804)</u>	<u>(11,786)</u>
Cash and cash equivalents at the beginning of the period	<u>128,606</u>	<u>120,505</u>
Cash and cash equivalents at the end of the period (See Note)	<u>123,802</u>	<u>108,719</u>

Note:

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

	31/3/2009 <u>US\$'000</u>	31/3/2008 <u>US\$'000</u>
Time deposits, cash and bank balances	127,394	128,271
Less: Time deposits pledged	(3,592)	(19,552)
	<u>123,802</u>	<u>108,719</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

<u>The Group</u>	-----Attributable to Equity Holders of the Company-----									Minority Interests	Total Equity
	Issued Capital	Share Premium	Other Paid-in Capital	Other Reserve	Hedging Reserve	Foreign Currency Translation Reserve	Retained Earnings	Cumulative Translation Adjustment	Total		
	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000		
Balance as at 1 Jan 2009	249,397	772,232	184,318	1,136	(1,834)	15,783	3,409,378	(16,684)	4,613,726	93,104	4,706,830
Profit for the period	-	-	-	-	-	-	8,576	-	8,576	(330)	8,246
Foreign currency translation	-	-	-	-	-	(1,513)	-	-	(1,513)	(12)	(1,525)
Transferred to income statement for cash flow hedge	-	-	-	-	1,834	-	-	-	1,834	-	1,834
Net gain(loss) recognised directly in equity	-	-	-	-	1,834	(1,513)	-	-	321	(12)	309
Balance as at 31 Mar 2009	249,397	772,232	184,318	1,136	-	14,270	3,417,954	(16,684)	4,622,623	92,762	4,715,385

<u>The Group</u>	-----Attributable to Equity Holders of the Company-----									Minority Interests	Total Equity
	Issued Capital	Share Premium	Other Paid-in Capital	Other Reserve	Hedging Reserve	Foreign Currency Translation Reserve	Retained Earnings	Cumulative Translation Adjustment	Total		
	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000		
Balance as at 1 Jan 2008	249,397	772,100	184,318	1,136	(16,036)	9,139	2,119,196	(16,684)	3,302,566	78,644	3,381,210
Profit for the period	-	-	-	-	-	-	135,708	-	135,708	1,883	137,591
Foreign currency translation	-	-	-	-	-	5,171	-	-	5,171	255	5,426
Transferred to income statement for cash flow hedge	-	-	-	-	16,036	-	-	-	16,036	-	16,036
Net gain recognised directly in equity	-	-	-	-	16,036	5,171	-	-	21,207	255	21,462
Balance as at 31 Mar 2008	249,397	772,100	184,318	1,136	-	14,310	2,254,904	(16,684)	3,459,481	80,782	3,540,263

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>Retained Earnings</u> US\$'000	<u>Total</u> US\$'000
Balance as at 1 Jan 2009	249,397	1,407,102	13,400	1,669,899
Profit for the period	-	-	1,837	1,837
Balance as at 31 Mar 2009	<u>249,397</u>	<u>1,407,102</u>	<u>15,237</u>	<u>1,671,736</u>
Balance as at 1 Jan 2008	249,397	1,406,970	36,837	1,693,204
Profit for the period	-	-	6,565	6,565
Balance as at 31 Mar 2008	<u>249,397</u>	<u>1,406,970</u>	<u>43,402</u>	<u>1,699,769</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 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 Company did not have treasury shares as at 31 March 2009 and 2008.

There has been no share issuance during the 3-month period ended 31 March 2009. As at 31 March 2009, the total number of issued ordinary shares in the Company is 9,975,903,792 ordinary shares of US\$0.025 each.

Subsequent to the period end and on 2 April 2009, 399,033,766 new ordinary shares of US\$0.025 each have been allotted and issued to the shareholders of the Company pursuant to the bonus issue on the basis of one bonus share for every 25 existing shares held in the Company. Accordingly, the total number of issued ordinary shares in the Company has increased from 9,975,903,792 to 10,374,937,558 ordinary shares of US\$0.025 each.

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 31 March 2009 and 31 December 2008 was 9,975,903,792 ordinary shares of US\$0.025 each.

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.

Not applicable.

2. Whether the figures have been audited, or reviewed and in accordance with which standard (e.g. the Singapore Standard on Auditing 910 (Engagements to Review Financial Statements), or an equivalent standard)

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

Except as disclosed in Note 5 below, 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 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 fair value of the Group's biological assets (plantations) is determined based on the present value of their expected net cash inflows using certain market inputs. In view of the current economic condition, in order to minimise volatility in the fair value adjustments during the interim periods and to better reflect the Group's intention to hold these plantation for long-term purposes, the Group has adopted the practice of determining the fair value of its biological assets on an annual basis.

Accordingly, the comparative figures for 1Q2008 have been restated to conform to the current period's practice and presentation.

<u>Consolidated Income Statements</u>	1Q2008	1Q2008
	As restated	As previously
	US\$'000	reported
		US\$'000
Net gain from changes in fair value of biological assets	-	459,535
Operating profit	186,989	646,524
Profit before taxation	185,356	644,891
Taxation	47,765	185,626
Profit for the period	137,591	459,265
Profit attributable to equity holders of the Company	135,708	442,825

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

Earnings per ordinary share for the period after deducting any provision for preference dividends:-

(i) Based on weighted average number of ordinary shares

- Weighted average number of ordinary shares

(ii) On a fully diluted basis

The Group	
1st Qtr 2009	(Restated) 1st Qtr 2008
USD0.09cents	USD1.36cents
9,975,903,792	9,975,903,792
n.a.	n.a.

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:-

(a) current period reported on; and

(b) immediately preceding financial year

Net asset value per ordinary share based on existing issued share capital of 9,975,903,792 shares

The Group		The Company	
As at 31 Mar 2009	As at 31 Dec 2008	As at 31 Mar 2009	As at 31 Dec 2008
US\$0.46	US\$0.46	US\$0.17	US\$0.17

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

(in US\$'000)	AGRI-BUSINESS		
	Indonesia	China ⁽²⁾	Total
For the period ended			
Revenue			
31 March 2009	288,258	123,974	412,232
31 March 2008	584,624	162,809	747,433
Increase/(Decrease)	(296,366)	(38,835)	(335,201)
Increase/(Decrease) %	(50.7)	(23.9)	(44.8)
Gross Profit			
31 March 2009	56,129	7,307	63,436
31 March 2008	256,326	8,298	264,624
Increase/(Decrease) in profit	(200,197)	(991)	(201,188)
Increase/(Decrease) %	(78.1)	(11.9)	(76.0)
EBITDA (see note (1))			
31 March 2009	39,849	5,414	45,263
31 March 2008	195,802	5,708	201,510
Increase/(Decrease) in profit	(155,953)	(294)	(156,247)
Increase/(Decrease) %	(79.6)	(5.2)	(77.5)
Interest on borrowings			
31 March 2009	10,385	404	10,789
31 March 2008	8,709	569	9,278
Increase/(Decrease)	1,676	(165)	1,511
Increase/(Decrease) %	19.2	(29.0)	16.3
Depreciation and amortisation			
31 March 2009	13,978	1,779	15,757
31 March 2008	11,728	1,694	13,422
Increase/(Decrease)	2,250	85	2,335
Increase/(Decrease) %	19.2	5.0	17.4
Foreign exchange (loss)gain			
31 March 2009	(3,373)	32	(3,341)
31 March 2008	3,345	1,441	4,786
Increase in loss	(6,718)	(1,409)	(8,127)
Increase/(Decrease) %	n.m.	(97.8)	n.m.
Share of associates' profit			
31 March 2009	1,602	-	1,602
31 March 2008	1,760	-	1,760
Decrease in profit	(158)	-	(158)
Increase/(Decrease) %	(9.0)	-	(9.0)
Profit before tax			
31 March 2009	13,715	3,263	16,978
31 March 2008, restated	180,470	4,886	185,356
Decrease in profit	(166,755)	(1,623)	(168,378)
Increase/(Decrease) %	(92.4)	(33.2)	(90.8)
Net profit attributable to equity holders of the Company			
31 March 2009	5,884	2,692	8,576
31 March 2008, restated	131,196	4,512	135,708
Decrease in profit	(125,312)	(1,820)	(127,132)
Increase/(Decrease) %	(95.5)	(40.3)	(93.7)

Note: (1) This refers to earnings before income tax, minority interests, interest on borrowings, net gain from changes in fair value of biological assets, depreciation and amortisation, foreign exchange gain(loss), exceptional items and share of results from associated companies.

(2) The China Agri-business represents the results of Asia Integrated Agri Resources Ltd (AIAR) group of companies.

(3) n.m. - not meaningful.

PERFORMANCE FOR THE PERIOD ENDED 31 MARCH 2009

The Group recorded revenue of US\$412.2 million and EBITDA of US\$45.3 million for the 3-month period ended 31 March 2009 ("1Q2009").

REVENUE

Indonesia

Revenue from the Indonesia Agri-business was US\$288.3 million in 1Q2009, a decrease of 50.7 percent or US\$296.4 million as compared to US\$584.6 million in the same period in 2008 ("1Q2008"). This was primarily due to the lower average crude palm oil ("CPO") price and sales volume during the period, resulting from the lower international CPO prices and lower CPO production.

Average international CPO (CIF Rotterdam) price was US\$574 per ton for 1Q2009, approximately half the average of US\$1,142 in 1Q2008.

Our CPO production in 1Q2009 was 364,000 tons, a decrease of 17.3 percent from 440,000 tons in 1Q2008 resulting from lower fresh fruit bunch ("FFB") production. Our FFB production continued to be affected by the biological slowdown ("tree stress") caused by second year impact of drought in 2006 and longer than usual periods of heavy rainfall in Southern part of Sumatra and South Kalimantan.

China

Revenue from the China Agri-business of US\$124 million (1Q2008: US\$162.8 million), comprising mainly US\$55.2 million (1Q2008: US\$91.1 million) from the refinery operations and US\$58.8 million (1Q2008: US\$62.4 million) from the crushing operations.

The decrease of 23.9 percent or US\$38.8 million in revenue was mainly attributable to lower average selling prices of refined edible oil products.

COST OF SALES

Cost of sales decreased by 27.8 percent or US\$134 million from US\$482.8 million in 1Q2008 to US\$348.8 million in 1Q2009.

Indonesia

Cost of sales from the Indonesia Agri-business was US\$232.1 million, comprising mainly labour, plantation maintenance, manuring and harvesting costs, FFB purchases and CPO purchases for our downstream business.

The decrease of 29.3 percent or US\$96.2 million in cost of sales was mainly due to lower FFB purchases cost which was partially offset by higher fertiliser costs during the period in the Indonesia Agri-business.

China

Cost of sales in the China Agri-business was US\$116.7 million, comprising mainly purchase cost of soybean and palm oil products. The decrease of US\$37.8 million was mainly a result of lower market prices of soybean and palm oil products during the period.

GROSS PROFIT

Gross profit decreased by 76 percent or US\$201.2 million to US\$63.4 million as compared to US\$264.6 million in 1Q2008.

Gross profit margin of the Indonesia Agri-business decreased to 19.5 percent in 1Q2009 mainly as a result of lower average realised selling price in line with lower international CPO prices while certain fixed costs had remained fairly constant in spite of the lower revenue.

Gross profit margin of the China Agri-business increased to 5.9 percent in 1Q2009 primarily attributable to the lower purchase cost of soybean and palm oil products in line with the decline in international commodity prices during the period.

OPERATING EXPENSES

- ***Selling expenses***

Selling expenses of US\$14.6 million comprised mainly transportation, advertising and promotion, and salaries. The decrease in selling expenses of US\$36.4 million was mainly attributable to the significant reduction in export tax expenses in 1Q2009 in line with the lower applicable export tax rate during the period.

The current export tax rate for CPO ranging from 0 percent (if CPO price per ton is below US\$700) to 25 percent (if CPO price per ton is above US\$1,250).

- ***General and administrative expenses***

General and administrative expenses included salaries and related expenses, rent, tax and licenses, depreciation, repairs and maintenance, and professional fees. The decrease of US\$4.7 million or 17.6 percent to US\$22 million as compared to US\$26.7 million in 1Q2008 was primarily due to the decrease in professional and management fee expenses in the Indonesia Agri-business.

FINANCIAL EXPENSES, NET

Net financial expenses comprised net interest expenses (after deducting interest income), amortisation of deferred loan charges and other finance charges. The net financial expenses increased by US\$1.6 million to US\$9.9 million as compared to US\$8.4 million in 1Q2008 mainly as a result of higher interest rates on borrowings.

FOREIGN EXCHANGE LOSS, NET

Foreign exchange loss of US\$3.3 million was mainly attributable to loss on translation of net Indonesian Rupiah ("IDR") monetary assets of the Indonesia Agri-business to US Dollar ("USD") as IDR weakened against USD from IDR10,950 as at end of 2008 to IDR11,600 as at end of March 2009. While the same translation had resulted in a gain on translation in 1Q2008 as IDR strengthened against USD from IDR9,400 as at end of 2007 to IDR9,200 as at end of March 2008.

TAX

Income tax expense decreased by 81.7 percent or US\$39 million to US\$8.7 million in 1Q2009 as compared to US\$47.8 million in 1Q2008 in line with lower taxable profit reported in 1Q2009 in certain subsidiaries in Indonesia Agri-business.

No group relief is available for set-off of taxable profits against tax losses of companies within the Group.

REVIEW OF CONSOLIDATED BALANCE SHEET AS AT 31 MARCH 2009

ASSETS

Total assets of the Group decreased by US\$32.9 million from US\$6,825.5 million as at 31 December 2008 to US\$6,792.6 million as at 31 March 2009 mainly attributable to lower trade receivables as at end of March 2009.

Current Assets

Total current assets decreased by US\$56.7 million mainly due to lower trade receivables offset with higher inventories during the period.

Trade receivables decreased by US\$76.4 million mainly from the Indonesia Agri-business due to lower revenue in line with lower sales volume.

Inventories increased by US\$20.9 million mainly attributable to a higher inventory level at the end of the period in the China Agri-business.

Short-term investments increased by US\$6.4 million mainly due to the placement in quoted bonds in the Indonesia Agri-business.

Non-Current Assets

Total non-current assets increased by US\$23.8 million mainly attributable to additional capital expenditures during the period.

Biological assets increased by US\$11.4 million mainly attributable to additional planted hectares during the period.

Property, plant and equipment increased by US\$8.2 million (net of depreciation expenses) mainly attributable to additional capital expenditures relating to the construction of palm oil and kernel crushing mills, refineries facilities and other ancillary plantation facilities in the Indonesia Agri-business.

LIABILITIES

Current Liabilities

Total current liabilities decreased by US\$51.8 million mainly due to lower trade payables and taxes payable.

Trade payables decreased by US\$14.5 million from US\$151 million as at 31 December 2008 to US\$136.4 million as at 31 March 2009 in line with the lower amount of purchases made.

Taxes payable decreased by US\$20.9 million mainly resulting from payment of income tax payable during the period.

REVIEW OF CONSOLIDATED CASH FLOWS FOR THE PERIOD ENDED 31 MARCH 2009

Net cash flow generated from operating activities for 1Q2009 was US\$37.2 million primarily arising from cash inflow from operating results coupled with lower working capital requirement for the period.

Net cash used in investing activities of US\$48.4 million mainly comprised US\$29.9 million capital expenditure on property, plant and equipment and US\$9.6 million capital expenditure on biological assets.

Net cash generated from financing activities of US\$6.3 million was mainly attributable to the proceeds from new long-term borrowings drawn (net of repayment) during the 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 current global financial crisis, credit crunch and economic slowdown have impacted the commodity markets resulting in high volatility in prices of commodities, including CPO.

Nonetheless, the demand for palm oil, being the cheapest edible oil in the world, is supported by continued core demand from the edible oil and oleochemical markets. Moving forward, we will continue to strive to manage our operating costs at optimal levels and increase production through further improving operational efficiency and plantation management techniques.

The operating environment of the China Agri-business remains challenging in view of the volatility of commodity prices, including soybean prices. We will strive to manage our costs as well as focus our growth on the sale of various palm-based products to selected key regions.

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 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/recommendeded, a statement to that effect

No dividend has been declared for the quarter ended 31 March 2009.

**PART II - ADDITIONAL INFORMATION REQUIRED FOR FULL YEAR ANNOUNCEMENT
(This part is not applicable to Q1, Q2, Q3 or Half Year Results)**

13. 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.

14. 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.

15. A breakdown of sales

Not applicable.

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

Not applicable.

17. 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)
	1Q2009	1Q2009
	US\$	US\$
PT Asuransi Sinar Mas	Nil	997,814
PT Bank Sinarmas	Nil	737,981 *
PT Rolimex Kimia Nusamas	Nil	489,357
PT Royal Oriental	Nil	175,486
PT Sinar Jati Mitra	Nil	124,783
Ningbo Asia Paper Tube & Carton Box Co., Ltd	Nil	460,538
Ningbo Asia Pulp & Paper Co., Ltd	Nil	88,384
Ningbo Zhonghua Paper Co., Ltd	Nil	111,052
Zhuhai Huafeng Foodstuff Co., Ltd	Nil	881,073
Total	Nil	4,066,468

Note:

* Principal amount as at 31 March 2009 is approximately US\$0.7 million.

18. CONFIRMATION PURSUANT TO THE RULE 705(5) OF THE LISTING MANUAL

We, Simon Lim 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 first quarter ended 31 March 2009 unaudited financial results to be false or misleading.

On behalf of the board of directors

Simon Lim
Director

Rafael Buhay Concepcion, Jr.
Director

15 May 2009

BY ORDER OF THE BOARD

Simon Lim
Director
15 May 2009

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ABOUT GOLDEN AGRI-RESOURCES LTD

GAR's primary activities include cultivating and harvesting of oil palm trees; processing of fresh fruit bunches into crude palm oil ("CPO") and palm kernel; and refining CPO into value-added products such as cooking oils, margarine and shortening.

The Company's operates a total planted area of 396,000 hectares, as well as 33 palm oil processing mills, three refineries and five kernel crushing plants in Indonesia.

GAR also operates in China through an integrated deep-sea port, storage, oil seed crushing facilities and refinery facilities in Ningbo and Zhuhai.

GAR and its subsidiaries generated revenue of US\$3 billion and net profit of US\$1.4 billion in 2008. The Company has been listed on the Singapore Exchange since 1999.

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Submitted by Kimberley Lye Chor Mei, Senior Manager on 15/5/2009 to the SGX