Disclosure of Interest/ Changes in Interest of Substantial Shareholder(s)/ Unitholder(s)::Disclosure of Changes in Interest of Substantial Shareholder

Issuer & Securities

Issuer/ Manager	GOLDEN AGRI-RESOURCES LTD
Securities	GOLDEN AGRI-RESOURCES LTD - MU0117U00026 - E5H
Stapled Security	No

Announcement Details

Announcement Title	Disclosure of Interest/ Changes in Interest of Substantial Shareholder(s)/ Unitholder(s)
Date & Time of Broadcast	18-Sep-2014 17:45:00
Status	New
Announcement Sub Title	Disclosure of Changes in Interest of Substantial Shareholder
Announcement Reference	SG140918OTHRPLY8
Submitted By (Co./ Ind. Name)	Kimberley Lye Chor Mei
Designation	Director, Corporate Secretarial
Description (Please provide a detailed description of the event in the box below - Refer to the Online help for the format)	The Company has, on 18 September 2014, received a notification Form 3 from substantial shareholder, Silchester International Investors LLP in respect of their shareholding in the Company. Please see the notification Form 3 as attached.

Additional Details

Person(s) giving notice	Substantial Shareholder(s)/Unitholder(s) (Form 3)
Date of receipt of notice by Listed Issuer	18/09/2014

Attachments	GAR39-18-09-2014-Form3-SII.pdf if you are unable to view the above file, please click the link below. GAR39-18-09-2014-Form3-SII.pdf Total size =157K

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SECURITIES AND FUTURES ACT (CAP. 289)
SECURITIES AND FUTURES (DISCLOSURE OF INTERESTS) REGULATIONS 2012

NOTIFICATION FORM FOR SUBSTANTIAL SHAREHOLDER(S)/ UNITHOLDER(S) IN RESPECT OF INTERESTS IN SECURITIES

FORM
3
(Electronic Format)

Explanatory Notes

1. Please read the explanatory notes carefully before completing the notification form.

2. This form is for a Substantial Shareholder(s)/Unitholder(s) to give notice under section 135, 136, 137, 137J (as applicable to sections 135, 136 and 137) or 137U (as applicable to sections 135, 136 and 137) of the Securities and Futures Act (the "SFA").

3. This electronic Form 3 and a separate Form C, containing the particulars and contact details of the Substantial Shareholder(s)/Unitholder(s), must be completed by the Substantial Shareholder(s)/ Unitholder(s) or a person duly authorised by the Substantial Shareholder(s)/Unitholder(s) to do so. The person so authorised should maintain records of information furnished to him by the Substantial Shareholder(s)/Unitholder(s).

4. This form and Form C, are to be completed electronically and sent to the Listed Issuer via an electronic medium such as an e-mail attachment. The Listed Issuer will attach both forms to the prescribed SGXNet announcement template for dissemination as required under section 137G(1), 137R(1) or 137ZC(1) of the SFA, as the case may be. While Form C will be attached to the announcement template, it will not be disseminated to the public and is made available only to the Monetary Authority of Singapore (the "Authority").

5. Where a transaction results in similar notifiable obligations on the part of more than one Substantial Shareholder/Unitholder, all of these Substantial Shareholders/Unitholders may give notice using the same notification form.

6. A single form may be used by a Substantial Shareholder/Unitholder for more than one transaction resulting in notifiable obligations which occur within the same notifiable period (i.e. within two business days of becoming aware of the earliest transaction). There must be no netting-off of two or more notifiable transactions even if they occur within the same day.

7. All applicable parts of the notification form must be completed. If there is insufficient space for your answers, please include attachment(s) by clicking the paper clip icon on the bottom left-hand corner or in item 11 of Part II or item 10 of Part III. The total file size for all attachment(s) should not exceed 1MB.

8. Except for item 5 of Part II and item 1 of Part IV, please select only one option from the relevant check boxes.

9. Please note that submission of any false or misleading information is an offence under Part VII of the SFA.

10. In this form, the term "Listed Issuer" refers to -

    (a) a company incorporated in Singapore any or all of the shares in which are listed for quotation on the official list of a securities exchange;

    (b) a corporation (not being a company incorporated in Singapore, or a collective investment scheme constituted as a corporation) any or all of the shares in which are listed for quotation on the official list of a securities exchange,such listing being a primary listing;

(c) a registered business trust (as defined in the Business Trusts Act (Cap. 31A)) any or all of the units in which are listed for quotation on the official list of a securities exchange;

(d) a recognised business trust any or all of the units in which are listed for quotation on the official list of a securities exchange, such listing being a primary listing; or

(e) a collective investment scheme that is a trust, that invests primarily in real estate and real estate-related assets specified by the Authority in the Code on Collective Investment Schemes, and any or all the units in which are listed for quotation on the official list of a securities exchange, such listing being a primary listing ("Real Estate Investment Trust").

11. For further instructions and guidance on how to complete this notification form, please refer to section 7 of the User Guide on Electronic Notification Forms which can be accessed at the Authority's Internet website at http://www.mas.gov.sg (under "Regulations and Financial Stability", "Regulations, Guidance and Licensing", "Securities, Futures and Fund Management", "Forms", "Disclosure of Interests").

Part I - General

1. Name of Listed Issuer:

   GOLDEN AGRI-RESOURCES LTD

2. Type of Listed Issuer:

   - [x] Company/Corporation
   - [ ] Registered/Recognised Business Trust
   - [ ] Real Estate Investment Trust

3. Is more than one Substantial Shareholder/Unitholder giving notice in this form?

   - [x] No *(Please proceed to complete Part II)*
   - [ ] Yes *(Please proceed to complete Parts III & IV)*

4. Date of notification to Listed Issuer:

   17-Sep-2014

Part II - Substantial Shareholder/Unitholder and Transaction(s) Details

[To be used for single Substantial Shareholder/Unitholder to give notice]

1. Name of Substantial Shareholder/Unitholder:

SILCHESTER INTERNATIONAL INVESTORS LLP

2. Is Substantial Shareholder/Unitholder a fund manager or a person whose interest in the securities of the Listed Issuer are held solely through fund manager(s)?

☑ Yes

☐ No

Transaction A

1. Notification in respect of:

☐ Becoming a Substantial Shareholder/Unitholder

☑ Change in the percentage level of interest while still remaining a Substantial Shareholder/Unitholder

☐ Ceasing to be a Substantial Shareholder/Unitholder

2. Date of acquisition of or change in interest:

16-Sep-2014

3. Date on which Substantial Shareholder/Unitholder became aware of the acquisition of, or the change in, interest (*if different from item 2 above, please specify the date*):

17-Sep-2014

4. Explanation (*if the date of becoming aware is different from the date of acquisition of, or the change in, interest*):

THE INCREASE IN SILCHESTER INTERNATIONAL INVESTORS LLP ("SII LLP") HOLDINGS WAS DUE TO A SERIES OF TRANSACTIONS OVER A SERIES OF DIFFERENT TRADING DAYS. DETAILS OF THE NUMBER OF SHARES HELD BEFORE THE CHANGE (SHOWN IN ITEM 9 OF PART II), REPRESENT THE SHARES HELD BY SII LLP'S CLIENTS AS OF THE DATE BEFORE THE LAST TRADING DAY BEFORE WHICH THIS DISCLOSURE LEVEL WAS TRIGGERED, RATHER THAN THE DATE OF OUR LAST DISCLOSURE.

5. Type of securities which are the subject of the transaction *(more than one option may be chosen)*:

☑ Voting shares/units

☐ Rights/Options/Warrants over voting shares/units

☐ Convertible debentures over voting shares/units (*conversion price known*)

☐ Others (*please specify*):

6. Number of shares, units, rights, options, warrants and/or principal amount of convertible debentures acquired or disposed of by Substantial Shareholder/Unitholder:

4,739,000

7. Amount of consideration paid or received by Substantial Shareholder/Unitholder (excluding brokerage and stamp duties):

SGD 2,391,136

8. Circumstance giving rise to the interest or change in interest:

Acquisition of:

- [x] Securities via market transaction
- [ ] Securities via off-market transaction (*e.g. married deals*)
- [ ] Securities via physical settlement of derivatives or other securities
- [ ] Securities pursuant to rights issue
- [ ] Securities via a placement
- [ ] Securities following conversion/exercise of rights, options, warrants or other convertibles

Disposal of:

- [ ] Securities via market transaction
- [ ] Securities via off-market transaction (*e.g. married deals*)

Other circumstances:

- [ ] Acceptance of take-over offer for the Listed Issuer
- [ ] Corporate action by the Listed Issuer which Substantial Shareholder/Unitholder did not participate in (*please specify*):

- [ ] Others (*please specify*):

9. Quantum of total voting shares/units *(including voting shares/units underlying rights/options/ warrants/convertible debentures {conversion price known})* held by Substantial Shareholder/ Unitholder before and after the transaction:

Immediately before the transaction	*Direct Interest*	*Deemed Interest*	*Total*
No. of voting shares/units held and/or underlying the rights/options/warrants/ convertible debentures:	0	894,478,000	894,478,000
As a percentage of total no. of voting shares/units:	0	6.97	6.97
Immediately after the transaction	*Direct Interest*	*Deemed Interest*	*Total*
No. of voting shares/units held and/or underlying the rights/options/warrants/ convertible debentures:	0	899,217,000	899,217,000
As a percentage of total no. of voting shares/units:	0	7.005	7.005

10. Circumstances giving rise to deemed interests (*if the interest is such*):
[You may attach a chart in item 11 to illustrate how the Substantial Shareholder/Unitholder's deemed interest arises]

Silchester International Investors LLP ("SII LLP") acts as the fully discretionary investment manager for a number of commingled funds, (1) Silchester International Investors International Value Equity Trust, (2)Silchester International Investors International Value Equity Group Trust, (3) Silchester International Investors International Value Equity Taxable Trust, (4) Silchester International Investors Tobacco Free International Value Equity Trust, and (5) The Calleva Trust. Please see attached.

In acting for its Clients, SII LLP is given full discretionary authority over their investments, and is empowered to vote all proxies on behalf of the commingled funds and the underlying investors. However, SII LLP does not act as the custodian of the commingled fund assets and therefore shares are not held in SII LLP's name, but in the nominee name of each commingled fund's custodian bank.

11. Attachments (*if any*):

(The total file size for all attachment(s) should not exceed 1MB.)

12. If this is a **replacement** of an earlier notification, please provide:

(a) SGXNet announcement reference of the **first** notification which was announced on SGXNet (*the "Initial Announcement"*):

(b) Date of the Initial Announcement:

(c) 15-digit transaction reference number of the relevant transaction in the Form 3 which was attached in the Initial Announcement:

13. Remarks (*if any*):

Transaction Reference Number (auto-generated):

5	3	5	8	1	8	8	4	1	9	5	3	6	3	5

Item 14 is to be completed by an individual submitting this notification form on behalf of the Substantial Shareholder/Unitholder.

14. Particulars of Individual submitting this notification form to the Listed Issuer:

(a) Name of Individual:

Timothy J. Linehan

(b) Designation (*if applicable*):

Head of Operations

(c) Name of entity (*if applicable*):

Silchester International Investors LLP

Company:
GOLDEN-AGRI RESOURCES LTD

Attention: Company Secretary

Share Class:
ORDINARY

Address: c/o 108 Pasir Panjang Road,
#06-00 Golden Agri Plaza,
Singapore 118535
Singapore

Issued Shares:
12,837,548,556

SII Ownership:
899,217,000

Date: 16th September 2014

% of Shares
7.005

SII Account	Nominee	Silchester Voting Authority	Silchester Current Share Holding	% Holding at Fund Level
Silchester International Investors International Value Taxable Equity Trust c/o Silchester International Investors, Inc. 780 Third Avenue, 42nd Floor New York, New York, 10017	Northern Trust Co	YES	134,714,000	1.05
Silchester International Investors International Value Equity Group Trust c/o Silchester International Investors, Inc. 780 Third Avenue, 42nd Floor New York, New York 10017	Northern Trust Co	YES	227,328,000	1.77
Silchester International Investors Tobacco Free International Value Equity Trust c/o Silchester International Investors, Inc. 780 Third Avenue, 42nd Floor New York, New York 10017	Northern Trust Co	YES	59,993,000	0.47
Silchester International Investors International Value Equity Trust c/o Silchester International Investors, Inc. 780 Third Avenue, 42nd Floor New York, New York, 10017	Northern Trust Co	YES	401,950,000	3.13
The Calleva Trust c/o Northern Trust Fiduciary Services (Ireland) Limited George's Court 54-62 Townsend Street Dublin 2, Ireland	Northern Trust Co	YES	75,232,000	0.59
TOTAL			**899,217,000**	