

GOLDEN AGRI-RESOURCES LTD
Full Year 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 STATEMENT OF INCOME
 FOR THE YEAR ENDED 31 DECEMBER 2009**

	Full Year 2009 <u>US\$'000</u>	Full Year 2008 <u>US\$'000</u>	Change %	4th Qtr 2009 <u>US\$'000</u>	(Restated) 4th Qtr 2008 <u>US\$'000</u>	Change %
Revenue	2,293,699	2,985,948	(23.2)	643,079	591,057	8.8
Cost of sales	(1,784,269)	(2,109,831)	(15.4)	(483,698)	(501,536)	(3.6)
Gross Profit	<u>509,430</u>	<u>876,117</u>	(41.9)	<u>159,381</u>	<u>89,521</u>	78.0
Net gain from changes in fair value of biological assets	302,912	1,457,197	(79.2)	302,912	1,457,197	(79.2)
Operating expenses						
Selling expenses	(78,175)	(228,872)	(65.8)	(21,710)	(31,861)	(31.9)
General and administrative expenses	(116,432)	(118,126)	(1.4)	(34,048)	(37,658)	(9.6)
Total operating expenses	<u>(194,607)</u>	<u>(346,998)</u>	(43.9)	<u>(55,758)</u>	<u>(69,519)</u>	(19.8)
Operating profit	617,735	1,986,316	(68.9)	406,535	1,477,199	(72.5)
Other income/(expenses)						
Financial income	6,438	5,844	10.2	2,228	1,751	27.2
Financial expenses	(47,781)	(41,260)	15.8	(9,733)	(12,951)	(24.8)
Share of results of associated companies, net	6,782	5,382	26.0	2,222	515	331.5
Foreign exchange loss	(1,628)	(34,740)	(95.3)	2,705	(42,256)	n.m.
Other operating income, net	12,974	5,385	140.9	4,145	1,655	150.5
	<u>(23,215)</u>	<u>(59,389)</u>	(60.9)	<u>1,567</u>	<u>(51,286)</u>	n.m.
Exceptional items						
Negative goodwill	7,825	20,133	(61.1)	7,825	-	n.m.
Impairment loss: Financial assets, net	(9,199)	-	n.m.	(9,199)	-	n.m.
	<u>(1,374)</u>	<u>20,133</u>	n.m.	<u>(1,374)</u>	<u>-</u>	n.m.
Profit before tax	593,146	1,947,060	(69.5)	406,728	1,425,913	(71.5)
Tax	19,487	(528,415)	n.m.	70,552	(378,109)	n.m.
Profit for the year/period	<u>612,633</u>	<u>1,418,645</u>	(56.8)	<u>477,280</u>	<u>1,047,804</u>	(54.4)
Attributable to:						
Equity holders of the Company	606,962	1,382,526	(56.1)	472,726	1,017,846	(53.6)
Minority interests	5,671	36,119	(84.3)	4,554	29,958	(84.8)
	<u>612,633</u>	<u>1,418,645</u>	(56.8)	<u>477,280</u>	<u>1,047,804</u>	(54.4)

Notes (1) n.m. – not meaningful.

(2) Certain comparative figures for the fourth quarter ended 31 December 2008 have been restated to conform to current year'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, foreign exchange loss, exceptional items and share of results of associated companies (“EBITDA”)

	Full Year 2009 US\$'000	Full Year 2008 US\$'000	Change %	4th Qtr 2009 US\$'000	(Restated) 4th Qtr 2008 US\$'000	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 items and share of results of associated companies (“EBITDA”)	401,088	597,230	(32.8)	129,141	38,462	235.8
Net gain from changes in fair value of biological assets	302,912	1,457,197	(79.2)	302,912	1,457,197	(79.2)
Interest on borrowings	(46,350)	(39,942)	16.0	(9,448)	(12,439)	(24.0)
Depreciation and amortisation	(68,284)	(58,200)	17.3	(19,430)	(15,566)	24.8
Foreign exchange loss	(1,628)	(34,740)	(95.3)	2,705	(42,256)	n.m.
Exceptional items, net	(1,374)	20,133	-	(1,374)	-	n.m.
Profit before tax, minority interests, but after interest on borrowings, depreciation and amortisation, exchange loss and exceptional items	586,364	1,941,678	(69.8)	404,506	1,425,398	(71.6)
Share of results of associated companies, net	6,782	5,382	26.0	2,222	515	331.5
Profit before tax	593,146	1,947,060	(69.5)	406,728	1,425,913	(71.5)

Notes (1) n.m. – not meaningful

(2) Certain comparative figures for the fourth quarter ended 31 December 2008 have been restated to conform to current year's presentation and practice on determining the fair value of biological assets, please refer to Note 5 for further details.

(B) Results before accounting for the net gain from changes in fair value of biological assets, foreign exchange loss(gain) and exceptional items

	Full Year 2009 US\$'000	Full Year 2008 US\$'000	Change %	4th Qtr 2009 US\$'000	4th Qtr 2008 US\$'000	Change %
Operating profit	314,823	529,119	(40.5)	103,623	20,002	418.1
Profit before tax	293,236	504,470	(41.9)	102,485	10,972	834.1
Taxation	(87,779)	(120,400)	(27.1)	(36,714)	29,906	n.m.
Profit for the year/period	205,457	384,070	(46.5)	65,771	40,878	60.9
Attributable to:						
Equity holders of the Company	202,598	376,783	(46.2)	64,944	39,573	64.1
Minority interests	2,859	7,287	(60.8)	827	1,305	(36.6)
Profit for the year/period	205,457	384,070	(46.5)	65,771	40,878	60.9

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

UNAUDITED STATEMENTS OF FINANCIAL POSITION

	Group		Company	
	As at		As at	
	31/12/2009	31/12/2008	31/12/2009	31/12/2008
	<u>US\$'000</u>	<u>US\$'000</u>	<u>US\$'000</u>	<u>US\$'000</u>
Assets				
Current Assets				
Cash and cash equivalents	287,539	133,214	1,140	1,249
Short-term investments	65,835	4,556	-	-
Trade receivables	102,665	140,830	-	-
Other receivables (note (a))	229,535	180,797	431	409
Inventories	420,125	248,084	-	-
	1,105,699	707,481	1,571	1,658
Non-Current Assets				
Long-term receivables and assets (note (b))	159,224	186,790	-	-
Long-term investments	25,050	25,050	-	-
Subsidiary companies	-	-	2,755,328	1,727,746
Associated companies	6,420	4,406	-	-
Property, plant and equipment	1,102,608	971,004	-	-
Biological assets	5,357,537	4,794,558	-	-
Deferred income tax	18,499	12,252	-	-
Deferred charges	7,944	6,147	-	-
Brands and trademarks	1,601	1,921	-	-
Goodwill	115,898	115,898	-	-
	6,794,781	6,118,026	2,755,328	1,727,746
Total Assets	7,900,480	6,825,507	2,756,899	1,729,404

UNAUDITED STATEMENTS OF FINANCIAL POSITION (cont'd)

	Group		Company	
	As at		As at	
	31/12/2009	31/12/2008	31/12/2009	31/12/2008
	<u>US\$'000</u>	<u>US\$'000</u>	<u>US\$'000</u>	<u>US\$'000</u>
Liabilities and Equity				
Current Liabilities				
Short-term loans	314,008	309,543	10,000	10,000
Trade payables	268,385	150,969	-	-
Other payables (note (c))	103,434	54,504	33,670	49,144
Taxes payable	38,425	32,967	-	361
Obligations under finance leases	20	6	-	-
	724,272	547,989	43,670	59,505
Non-Current Liabilities				
Obligations under finance leases	95	24	-	-
Long-term borrowings	369,074	244,344	-	-
Deferred income tax	1,250,044	1,310,747	-	-
Long-term payables	23,240	15,573	-	-
	1,642,453	1,570,688	-	-
Total Liabilities	2,366,725	2,118,677	43,670	59,505
Equity Attributable to Equity Holders of the Company				
Issued capital	303,467	249,397	303,467	249,397
Share premium	934,315	772,232	1,569,185	1,407,102
Other paid-in capital	184,318	184,318	-	-
Other reserve	1,136	1,136	-	-
Hedging reserve	(1,584)	(1,834)	-	-
Foreign currency translation reserve	16,384	15,783	-	-
Cumulative translation adjustments	(16,684)	(16,684)	-	-
PRC statutory reserve	2,116	-	-	-
Retained earnings	4,014,225	3,409,378	840,577	13,400
	5,437,693	4,613,726	2,713,229	1,669,899
Minority Interests	96,062	93,104	-	-
Total Equity	5,533,755	4,706,830	2,713,229	1,669,899
Total Liabilities and Equity	7,900,480	6,825,507	2,756,899	1,729,404

UNAUDITED STATEMENTS OF FINANCIAL POSITION (cont'd)

Note:

(a) Other Receivables

	Group		Company	
	As at		As at	
	31/12/2009	31/12/2008	31/12/2009	31/12/2008
	<u>US\$'000</u>	<u>US\$'000</u>	<u>US\$'000</u>	<u>US\$'000</u>
Prepaid expenses	12,194	10,404	45	24
Prepaid value added tax, net	40,270	31,153	-	-
Advances to suppliers	73,595	75,381	-	-
Others	72,913	34,810	-	8
	198,972	151,748	45	32
Related parties	30,563	29,049	386	377
	<u>229,535</u>	<u>180,797</u>	<u>431</u>	<u>409</u>

(b) Long-Term Receivables and Assets

	Group		Company	
	As at		As at	
	31/12/2009	31/12/2008	31/12/2009	31/12/2008
	<u>US\$'000</u>	<u>US\$'000</u>	<u>US\$'000</u>	<u>US\$'000</u>
Associated company	7,027	6,535	-	-
Loan receivable	9,200	19,752	-	-
Tax recoverable	86,736	93,383	-	-
Advances for project plasma plantations	11,387	7,255	-	-
Advances for project and purchase of fixed assets	32,241	46,418	-	-
Land clearing	5,563	7,539	-	-
Advances for investments in land	3,959	3,557	-	-
Others	3,111	2,351	-	-
	<u>159,224</u>	<u>186,790</u>	<u>-</u>	<u>-</u>

(c) Other Payables

	Group		Company	
	As at		As at	
	31/12/2009	31/12/2008	31/12/2009	31/12/2008
	<u>US\$'000</u>	<u>US\$'000</u>	<u>US\$'000</u>	<u>US\$'000</u>
Advances from customers	22,255	12,550	-	-
Accrued expenses	19,847	16,442	401	300
Others	60,332	23,181	27	245
	102,434	52,173	428	545
Related parties	1,000	2,331	33,242	48,599
	<u>103,434</u>	<u>54,504</u>	<u>33,670</u>	<u>49,144</u>

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

	As at 31/12/2009			As at 31/12/2008		
	US\$'000			US\$'000		
	Secured	Unsecured	Total	Secured	Unsecured	Total
Amount repayable in one year or less, or on demand	304,028	10,000	314,028	299,549	10,000	309,549
Amount repayable after one year	368,429	740	369,169	200,785	43,583	244,368
Total	672,457	10,740	683,197	500,334	53,583	553,917

Details of any collateral

[The secured loans are collateralised by certain 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 YEAR ENDED 31 DECEMBER 2009

	Full Year 2009	Full Year 2008
	US\$'000	US\$'000
Cash flows from operating activities		
Profit before tax	593,146	1,947,060
Adjustments for:		
Net gain from changes in fair value of biological assets	(302,912)	(1,457,197)
Depreciation	67,439	57,650
Amortisation	845	550
Unrealised foreign exchange loss/(gain) on short-term loans, long-term borrowings and receivables, net	31,965	(11,884)
Share of results of associated companies, net	(6,782)	(5,382)
Loss on disposal of property, plant and equipment	382	1,004
Property, plant and equipment written off	720	998
Allowance for impairment loss on:		
Inventories, net	-	2,796
Other receivables	155	476
Financial assets	9,199	-
Gain from changes in fair value of financial assets	(3,455)	
Negative goodwill	(7,825)	(20,133)
Interest income	(6,438)	(5,844)
Interest expense	46,350	39,942
Operating cash flow before working capital changes	422,789	550,036
Changes in operating assets and liabilities:		
Trade receivables	38,726	(13,598)
Other receivables	(42,091)	18,717
Inventories	(169,223)	73,851
Trade payables	114,598	(4,108)
Other payables	21,916	(6,917)
Cash generated from operations	386,715	617,981
Tax paid	(89,841)	(158,138)
Interest received	5,362	6,040
Interest paid	(45,509)	(38,505)
Net cash from operating activities	256,727	427,378

**UNAUDITED CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 31 DECEMBER 2009 (Cont'd)**

	Full Year 2009 <u>US\$'000</u>	Full Year 2008 <u>US\$'000</u>
Cash flows from investing activities		
Proceeds from sale of property, plant and equipment	2,972	7,489
Proceeds from sale of biological assets	1,806	2,148
Capital expenditure on property, plant and equipment	(194,106)	(179,473)
Capital expenditure on biological assets	(62,095)	(64,593)
Net (increase)/decrease in short-term investments	(57,824)	17,509
Investments in Plasma/KKPA Program plantations, net	(4,115)	(4,047)
Dividends received from an associated company	3,584	1,636
Acquisition of subsidiaries, net of cash acquired	(79,460)	(103,883)
Investment in deferred expenditure	(2,264)	(520)
Net decrease/(increase) in long-term receivables and assets	3,073	(17,937)
Net cash used in investing activities	<u>(388,429)</u>	<u>(341,671)</u>
Cash flows from financing activities		
Proceeds from short-term loans	270,920	283,872
Proceeds from long-term borrowings	251,616	116,805
Payment of dividends	(2,706)	(92,418)
Payments of short-term loans	(286,382)	(249,875)
Payments of long-term borrowings	(158,012)	(134,151)
Payments of obligations under finance leases	(8)	(591)
Net proceeds from Rights Issue	216,153	-
Deferred loan charges and long-term bank loan administration costs	(5,554)	(622)
Increase in time deposits pledged	(3,022)	(626)
Net cash from/(used in) financing activities	<u>283,005</u>	<u>(77,606)</u>
Net increase in cash and cash equivalents	151,303	8,101
Cash and cash equivalents at beginning of the year	<u>128,606</u>	<u>120,505</u>
Cash and cash equivalents at end of the year (See Note below)	<u>279,909</u>	<u>128,606</u>

Note:

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

	31/12/2009 <u>US\$'000</u>	31/12/2008 <u>US\$'000</u>
Time deposits, cash and bank balances	287,539	133,214
Less: Time deposits pledged	(7,630)	(4,608)
	<u>279,909</u>	<u>128,606</u>

1(d) (i) A statement of total comprehensive income together with a comparative statement for the corresponding period of the immediately preceding financial year

**UNAUDITED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME
FOR THE PERIOD ENDED 31 DECEMBER 2009**

	Full Year 2009 US\$'000	Full Year 2008 US\$'000	4th Qtr 2009 US\$'000	(Restated) 4th Qtr 2008 US\$'000
Profit for the year/period	612,633	1,418,645	477,280	1,047,804
Other comprehensive income				
Foreign currency translation differences on consolidation	595	7,077	210	66
Changes in fair value of cash flow hedges	(1,584)	(1,834)	(1,584)	(1,834)
Changes in fair value transferred to income statement for cash flow hedges	1,834	16,036	-	-
Other comprehensive income, net of tax	845	21,279	(1,374)	(1,768)
Total comprehensive income for the year	613,478	1,439,924	475,906	1,046,036
Total comprehensive income attributable to:				
Equity holders of the Company	607,814	1,403,372	471,611	1,016,053
Minority interests	5,664	36,552	4,295	29,983
	613,478	1,439,924	475,906	1,046,036

1(d) (ii) 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>	Issued Capital US\$'000	Share Premium US\$'000	Retained Earnings US\$'000	Total US\$'000
Balance as at 1 Jan 2009	249,397	1,407,102	13,400	1,669,899
Profit for the year, representing total comprehensive income for the year	-	-	827,177	827,177
Issuance of shares pursuant to Bonus Issue	9,976	(9,976)	-	-
Issuance of shares pursuant to Rights Issue	44,094	176,374	-	220,468
Share issue expense	-	(4,315)	-	(4,315)
Balance as at 31 Dec 2009	303,467	1,569,185	840,577	2,713,229
Balance as at 1 Jan 2008	249,397	1,406,970	36,837	1,693,204
Profit for the year, representing total comprehensive income for the year	-	-	68,907	68,907
Adjustment to share issue expenses	-	132	-	132
Dividends paid for 2007	-	-	(36,768)	(36,768)
Interim dividends paid for 2008	-	-	(55,576)	(55,576)
Balance as at 31 Dec 2008	249,397	1,407,102	13,400	1,669,899

1(d) (ii) 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

The Group	←-----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	PRC Statutory 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	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
Total comprehensive income for the period	-	-	-	-	250	601	2,116	604,847	-	607,814	5,664	613,478
Issuance of shares pursuant to Bonus Issue	9,976	(9,976)	-	-	-	-	-	-	-	-	-	-
Issuance of shares pursuant to Rights Issue	44,094	176,374	-	-	-	-	-	-	-	220,468	-	220,468
Share issue expenses	-	(4,315)	-	-	-	-	-	-	-	(4,315)	-	(4,315)
Dividends paid to minority shareholders	-	-	-	-	-	-	-	-	-	-	(2,706)	(2,706)
Balance as at 31 Dec 2009	303,467	934,315	184,318	1,136	(1,584)	16,384	2,116	4,014,225	(16,684)	5,437,693	96,062	5,533,755

The Group	←-----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	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	
Total comprehensive income for the year	-	-	-	-	14,202	6,644	1,382,526	-	1,403,372	36,552	1,439,924	
Adjustment to share issue expenses	-	132	-	-	-	-	-	-	132	-	132	
Additional investment by minority shareholders	-	-	-	-	-	-	-	-	-	2,029	2,029	
Dividends paid for 2007	-	-	-	-	-	-	(36,768)	-	(36,768)	(74)	(36,842)	
Interim dividend paid for 2008	-	-	-	-	-	-	(55,576)	-	(55,576)	-	(55,576)	
Change of interest in subsidiaries	-	-	-	-	-	-	-	-	-	(24,047)	(24,047)	
Balance as at 31 Dec 2008	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	

1(d)(iii) 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 December 2009 and 2008.

The movements in the issued and paid-up capital during the year ended 31 December 2009 are as follows:

	<u>Number of Ordinary Shares</u>	<u>Total US\$'000</u>
Balance as at 1 Jan 2009	9,975,903,792	249,397
Issuance of bonus shares	399,033,766	9,976
Issuance of rights shares	1,763,739,384	44,094
Balance as at 31 Dec 2009	<u>12,138,676,942</u>	<u>303,467</u>

On 24 July 2009, 1,763,739,384 rights shares and 705,493,728 warrants were allotted and issued pursuant to the rights issue exercise on the basis of 17 rights shares for every 100 existing shares held in the Company and 2 free warrants for every 5 rights shares subscribed.

As at 31 December 2009, the number of outstanding warrants was 705,493,728 and may only be exercised on the third (3rd) anniversary of the date of issuance (i.e. on 23 July 2012). Assuming all the warrants are fully exercised, the number of new ordinary shares to be issued would be 705,493,728.

1(d)(iv) 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 December 2009 and 2008 was 12,138,676,942 ordinary shares and 9,975,903,792 ordinary shares of US\$0.025 each, respectively.

1(d)(v) 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

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 Group has adopted various revised International Financial Reporting Standards that are relevant to its operations and effective for annual period beginning 1 January 2009. The adoption has had no material financial impact on the Group's financial statements.

Other than the above, 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. With effect from 1 January 2009, the Group has adopted the practice of determining the fair value of its biological assets on an annual basis. Accordingly, any changes in fair value of the biological assets will be recorded in the fourth quarter of the year. Consequently, the comparative figures for 4Q2008 have been restated to conform to the current year's practice and presentation as follows:

<u>Consolidated Statement of Income</u>	4Q2008	4Q2008
	As restated	As previously reported
	<u>US\$'000</u>	<u>US\$'000</u>
Net gain from changes in fair value of biological assets	1,457,197	151,191
Operating profit	1,477,199	171,193
Profit before tax	1,425,913	119,907
Tax (expense)/credit	(378,109)	13,693
Profit for the period	1,047,804	133,600
Profit attributable to equity holders of the Company	<u>1,017,846</u>	<u>133,280</u>

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**

	The Group			
	Full Year 2009	(Restated) Full Year 2008	4th Qtr 2009	(Restated) 4th Qtr 2008
Earnings per ordinary share (EPS) for the period after deducting any provision for preference dividends:-				
(i) Based on weighted average number of ordinary shares ^(a)	US\$0.05	US\$0.12	US\$0.04	US\$0.09
- Weighted average numbers of shares ^(a)	11,557,968,632	11,066,600,062	12,138,676,942	11,066,600,062
(ii) On a fully diluted basis ^(b)	n.a.	n.a.	n.a.	n.a.

Notes

- (a) Comparative weighted average number of shares used in the computation of EPS has been restated for the effect of Bonus Issue and Rights Issue in 2009, in accordance with IAS 33, *Earnings per Shares*.
- (b) There are no dilutive potential ordinary shares during the year ended 31 December 2009.

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**

	The Group		The Company	
	As at 31 Dec 2009	As at 31 Dec 2008	As at 31 Dec 2009	As at 31 Dec 2008
Net asset value per ordinary share based on existing issued share capital of 12,138,676,942 shares as at 31 Dec 2009 (31 Dec 2008: 9,975,903,792)	US\$0.45	US\$0.46	US\$0.22	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 year ended			
Revenue			
31 December 2009	1,680,084	613,615	2,293,699
31 December 2008	2,327,611	658,337	2,985,948
Increase/(Decrease)	(647,527)	(44,722)	(692,249)
Increase/(Decrease) %	(27.8)	(6.8)	(23.2)
Gross Profit			
31 December 2009	486,914	22,516	509,430
31 December 2008	858,703	17,414	876,117
Increase/(Decrease) in profit	(371,789)	5,102	(366,687)
Increase/(Decrease) %	(43.3)	29.3	(41.9)
EBITDA (see note (1))			
31 December 2009	387,633	13,455	401,088
31 December 2008	587,715	9,515	597,230
Increase/(Decrease) in profit	(200,082)	3,940	(196,142)
Increase/(Decrease) %	(34.0)	41.4	(32.8)
Interest on borrowings			
31 December 2009	44,388	1,962	46,350
31 December 2008	37,477	2,465	39,942
Increase/(Decrease)	6,911	(503)	6,408
Increase/(Decrease) %	18.4	(20.4)	16.0
Depreciation and amortisation			
31 December 2009	61,141	7,143	68,284
31 December 2008	51,241	6,959	58,200
Increase/(Decrease)	9,900	184	10,084
Increase/(Decrease) %	19.3	2.6	17.3
Foreign exchange loss			
31 December 2009	(1,709)	81	(1,628)
31 December 2008	(37,257)	2,517	(34,740)
Increase in loss	35,548	(2,436)	33,112
Increase/(Decrease) %	(95.4)	(96.8)	(95.3)
Exceptional gain/(loss), net			
31 December 2009	(1,374)	-	(1,374)
31 December 2008	20,133	-	20,133
Decrease in gain	(18,759)	-	(18,759)
Increase/(Decrease) %	n.m.	-	n.m.
Share of associates' profit			
31 December 2009	6,782	-	6,782
31 December 2008	5,382	-	5,382
Decrease in profit	1,400	-	1,400
Increase/(Decrease) %	26.0	-	26.0
Profit before tax			
31 December 2009	588,715	4,431	593,146
31 December 2008	1,944,452	2,608	1,947,060
Increase/(Decrease) in profit	(1,355,737)	1,823	(1,353,914)
Increase/(Decrease) %	(69.7)	69.9	(69.5)
Net profit attributable to equity holders of the Company			
31 December 2009	603,085	3,877	606,962
31 December 2008	1,380,769	1,757	1,382,526
Increase/(Decrease) in profit	(777,684)	2,120	(775,564)
Increase/(Decrease) %	(56.3)	120.7	(56.1)

- Notes: (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.

REVIEW OF PERFORMANCE FOR THE YEAR ENDED 31 DECEMBER 2009

The Group achieved revenue of US\$2.3 billion, EBITDA of US\$401.1 million and net profit attributable to equity holder of US\$ 607 million for the year ended 31 December 2009 ("FY2009").

REVENUE

Indonesia

Revenue from the Indonesia Agri-business was US\$1,680.1 million in FY2009, a decrease of 27.8% or US\$647.5 million from the previous year ("FY2008") due to the lower average crude palm oil ("CPO") prices during the year. The average international CPO (CIF Rotterdam) price was US\$680 per tonne for FY2009, approximately 28% lower than the average of US\$947 in FY2008.

Our FFB production has increased from 6,924,000 tonnes to 7,707,000 tonnes in FY2009, driven by efficient estate management and favourable weather conditions. Accordingly, our CPO production increased by 13% to 1,914,000 tonnes in FY2009.

China

Revenue from the China Agri-business of US\$613.6 million comprised mainly US\$304.1 million (FY2008: US\$279.6 million) from the crushing operations and US\$235.2 million (FY2008: US\$321.8 million) from the refinery operations.

The decrease of 6.8% or US\$44.7 million in revenue was largely attributable to lower average selling prices of refined edible oil products, partially offset by higher sales volume.

COST OF SALES

Cost of sales declined by 15.4% or US\$325.6 million to US\$1,784.3 million in FY2009, as compared to US\$2,109.8 million in the previous year.

Indonesia

Cost of sales from the Indonesia Agri-business comprised mainly labour, plantation maintenance, fertiliser and harvesting costs, as well as FFB and CPO purchases for our downstream business.

The decrease in cost of sales of US\$275.7 million to US\$1,193.2 million in FY2009 was mainly due to lower FFB and CPO purchase cost in line with the lower market prices.

China

Cost of sales from the China Agri-business comprised mainly purchase cost of soybean and palm oil products. The decrease in cost of sales of 7.8% to US\$591.1 million in FY2009 was mainly due to lower market prices of raw material, particularly for palm oil products during the year.

GROSS PROFIT

Gross profit was US\$509.4 million in FY2009 as compared to US\$876.1 million in the previous year. The gross profit margin declined from 29.3% in FY2008 to 22.2% in FY2009 mainly due to lower gross profit margin from the Indonesia Agri-business.

Gross profit margin in Indonesia Agri-business was lower at 29% in FY2009, mainly as a result of lower average realised selling price in line with lower international CPO prices as well as certain expenses such as fertiliser and overhead costs that remained constant despite the lower CPO price.

NET GAIN FROM CHANGES IN FAIR VALUE OF BIOLOGICAL ASSETS

This gain was recognised in accordance with International Accounting Standard ("IAS") No. 41, whereby the biological assets (plantations) are stated at fair value less estimated point-of-sale costs from initial recognition up to the point of harvest. The fair value of plantations is determined based on the present value of their expected net cash inflows. The CPO price assumption in the valuation model is based on average price for the past 3 years. Any resultant gains or losses arising from changes in fair value are recognised in the income statement.

Net gain from changes in fair value of biological assets was US\$302.9 million in FY2009 as compared to US\$1,457.2 million in 2008. The decrease in net gain was mainly due to the effect of lower incremental average CPO price used in FY2009 as compared to FY2008.

OPERATING EXPENSES

• Selling expenses

Selling expenses of US\$78.2 million included mainly transportation, advertising and promotion, export tax and salaries. The significant decrease in selling expenses of US\$150.7 million in FY2009 was attributable to significant reduction in export tax in line with the lower applicable export tax rate during the year.

The current export tax rate for CPO ranges from 0% (if CPO market price per tonne is below US\$700) to 25% (if CPO market price per tonne is above US\$1,250).

• General and administrative expenses

General and administrative expenses comprised mainly salaries and related expenses, rent, tax and licenses, depreciation, repairs and maintenance, and professional fees. These expenses were lower at US\$116.4 million in FY2009 as compared to US\$118.1 million in FY2008 primarily due to lower professional fees.

OTHER OPERATING INCOME, NET

Net other operating income comprised mainly gain from changes in fair value of financial assets, income from shipping and trucking services, and gain/(loss) of disposal of fixed assets. The increase of US\$7.6 million in FY2009 was mainly attributable to unrealised gain from changes in fair value of short-term investments held as financial assets.

FINANCIAL EXPENSES, NET

Net financial expenses comprised net interest expenses (after deducting interest income), amortisation of deferred loan charges and other finance charges. Net financial expenses increased by US\$5.9 million to US\$41.3 million in FY2009 largely due to increased borrowings as well as higher interest rates on borrowings.

FOREIGN EXCHANGE LOSS, NET

Foreign exchange loss of US\$1.6 million was mainly attributable to loss on translation of net Indonesian Rupiah ("IDR") monetary liabilities of the Indonesia Agri-business to USD as IDR strengthened against USD in FY2009 and closed at IDR9,400 as at end of 2009, offset by realised foreign exchange gain during the year.

Foreign exchange loss of US\$34.7 million in FY2008 was mainly attributable to loss on translation of net IDR monetary assets of the Indonesia Agri-business to USD as IDR weakened against USD from IDR9,400 as at end of 2007 to IDR10,950 as at end of 2008.

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.

The income tax credit of US\$19.5 million in FY2009 was primarily due to net deferred tax credit of US\$107.3 million recorded for the changes in fair value of biological assets. This deferred tax credit mainly arose from adjustment of previously recognised deferred tax liabilities as a result of reduction in applicable tax rate in Indonesia Agri-business in FY2009.

MINORITY INTERESTS

Minority interests' share of profit was US\$5.7 million in FY2009 as compared to US\$36.1 million in FY2008. This decrease was mainly due to lower profit reported in certain subsidiaries in the Indonesia Agri-business.

REVIEW OF FINANCIAL POSITION AS AT 31 DECEMBER 2009

ASSETS

Total assets of the Group increased by US\$1,075 million from US\$6,825.5 million to US\$7,900.5 million mainly attributable to increases in biological assets; property, plant and equipment; cash and cash equivalents and inventory.

Current Assets

Cash and cash equivalents were higher at US\$287.5 million as at 31 December 2009 mainly attributable to net proceeds from the rights issue in July 2009 and cash generated from operations, net of cash used for acquisition of subsidiaries.

Short-term investments consisted of time deposits placed with maturity over three months but not more than one year and investment in financial assets such as quoted bonds. The increase of US\$61.3 million was mainly attributable to placement in quoted bonds in the Indonesia Agri-business coupled with higher placement in time deposits in China Agri-business.

Increase in inventories of US\$172 million was mainly attributable to the higher inventory level and higher unit cost at the end of the year at both Indonesia Agri-business and China Agri-business.

Higher other receivables of US\$48.7 million was primarily due to increase in prepaid value added tax as a result of increased purchases and capital expenditure in Indonesia Agri-business and deposits as at end of the year

Trade receivables were lower by US\$38.2 million as at the end of the year following the collections received during the year.

Non-Current Assets

Higher biological assets of US\$563 million was primarily attributable to recognition of net gain from changes in fair value for FY2009 and additional planted hectares during the year.

Increase in property, plant and equipment was mainly related to the construction of CPO milling, kernel crushing, refinery facilities and other ancillary plantation facilities in the Indonesia Agri-business.

LIABILITIES

Total liabilities of the Group increased by US\$248 million to US\$2,366.7 million mainly attributable to increases in trade and other payables, as well as total borrowings.

Current Liabilities

Trade payables increased by US\$117.4 million primarily related to purchase of soybean for the China Agri-business and fertiliser for the Indonesia Agri-business.

Higher other payables of US\$48.9 million was mainly attributable to the remaining purchase consideration payable for the acquisition of new subsidiaries at the end of the year.

Non-Current Liabilities

Higher long-term borrowings were resulted from additional borrowings for capital expenditure purposes net of repayment of maturing loans in Indonesia Agri-business.

Decrease in deferred tax liabilities was due to the reduction in the applicable tax rate in Indonesia Agri-business.

REVIEW OF CONSOLIDATED CASH FLOWS FOR THE YEAR ENDED 31 DECEMBER 2009

Net cash flow generated from operating activities for the year was US\$256.7 million after the payment of taxes and interest expenses. Lower net cash inflow recorded in FY2009 as compared to the previous year was due to the lower operating results as a result of lower average international CPO prices for the year.

Net cash used in investing activities of US\$388.4 million mainly related to capital expenditure for additional planted area, construction of plantation and refinery facilities, other supporting facilities, and the acquisition of subsidiaries in the Indonesia Agri-business.

Net cash generated from financing activities of US\$283 million was primarily attributable to net proceeds from the Rights Issue and additional borrowings during the year.

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 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

While the global economy and financial market are demonstrating signs of recovery, the strength and sustainability of the recovery remains fragile. Prices for commodities including CPO remain volatile. The global climatic condition, demand and supply of CPO and other vegetable oils, and developments in government policy on import duties and export taxes of the countries we trade with, will continue to have an impact on the CPO price movement.

Nonetheless, the outlook for palm oil industry remains positive as palm oil is the highest yielding and cheapest edible oil in the world. The demand for palm oil continues to grow supported by the core demand from the edible oil and oleo-chemical markets, and potential demand from renewable energy sector in view of the increasing government mandates on renewable energy. Going forward, we will continue to manage our operating costs at optimal levels and increase our production through further improving operational efficiency and plantation management techniques.

The operating environment of the China Agri-business remains challenging in light of the volatility of commodity prices, including soybean prices. Our priority remains in managing our costs, as well as targeting our growth on the sale of various palm-based products to selected key regions within China.

11. Dividend

(a) Current Financial Period Reported On

Any dividend declared for the current financial period reported on? Yes

Name of Dividend:	First and final
Dividend Type:	Cash
Dividend Amount per Share:	S\$0.00495 per ordinary share
Number of Share:	12,138,676,942
Tax Rate:	Tax not applicable

(b) Corresponding Period of the Immediately Preceding Financial Year

Any dividend declared for the corresponding period of the immediately preceding financial year?

The following interim dividend in respect of the second quarter of 2008 was paid on 5 September 2008:

Name of Dividend:	Interim
Dividend Type:	Cash
Dividend Amount per share:	S\$0.008 per ordinary share
Number of shares:	9,975,903,792
Tax Rate:	Tax not applicable

(c) Date payable

If approved by shareholders at the forthcoming Annual Meeting, the proposed final dividend will be paid on 17 May 2010.

(d) Books closure date

NOTICE IS HEREBY GIVEN that the Share Transfer Books and Register of Members of the Company will be closed on 6 May 2010 on which day no share transfer will be effected. Duly completed transfers received by the Company's Share Registrar, B.A.C.S. Private Limited, 63 Cantonment Road, Singapore 089758, up to the close of business at 5.00 p.m. on 5 May 2010 will be registered to determine shareholders' entitlements to the proposed first and final dividend.

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

Not applicable.

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

The Group's reportable segments are the strategic business units that offer different products and services and operate in two different principal geographical areas, namely Indonesia and China. They are managed separately because each business unit requires different marketing strategies. Set out below are the Group's reportable segments:

Indonesia Agri-business- ownership and cultivation of oil palm plantation, ownership and operation of mills and refineries and producer of consumer cooking oil and margarine in Indonesia; and

China Agri-business - refinery, port, storage and oilseed crushing operations in China.

<u>For the year ended 31 December 2009</u>	Indonesia Agri-business US\$'000	China Agri-business US\$'000	Consolidated US\$'000
REVENUE			
Total revenue	2,163,204	613,615	2,776,819
Inter-segment sales	(483,120)	-	(483,120)
Revenue from external customers	<u>1,680,084</u>	<u>613,615</u>	<u>2,293,699</u>
RESULTS			
EBITDA	<u>387,633</u>	<u>13,455</u>	<u>401,088</u>
<u>Other information</u>			
Depreciation and amortisation	61,141	7,143	68,284
Net gain from changes in fair value of biological assets	302,912	-	302,912
Exceptional items, net	(1,374)	-	(1,374)
Financial income	6,121	317	6,438
Financial expense	(44,388)	(1,962)	(46,350)
Share of results of associated companies, net	<u>6,782</u>	<u>-</u>	<u>6,782</u>
<u>For the year ended 31 December 2008</u>	<u>US\$'000</u>	<u>US\$'000</u>	<u>US\$'000</u>
REVENUE			
Total revenue	2,719,945	658,337	3,378,282
Inter-segment sales	(392,334)	-	(392,334)
Revenue from external customers	<u>2,327,611</u>	<u>658,337</u>	<u>2,985,948</u>
RESULTS			
Adjusted EBITDA	<u>587,715</u>	<u>9,515</u>	<u>597,230</u>
<u>Other information</u>			
Depreciation and amortisation	51,241	6,959	58,200
Net gain from changes in fair value of biological assets	1,457,197	-	1,457,197
Exceptional items, net	20,133	-	20,133
Financial income	5,442	402	5,844
Financial expense	37,477	2,465	39,942
Share of results of associated companies, net	<u>5,382</u>	<u>-</u>	<u>5,382</u>

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

	The Group		
	2009 US\$'000	(Restated) 2008 US\$'000	% Increase/ (Decrease)
(a) Sales reported for first half year	977,826	1,564,042	(37.5)
(b) Operating profit after tax before deducting minority interests reported for first half year	63,454	297,864	(78.7)
(c) Sales reported for second half year	1,315,873	1,421,906	(7.5)
(d) Operating profit after tax before deducting minority interests reported for second half year	549,179	1,120,781	(51.0)

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

	2009 <u>US\$'000</u>	2008 <u>US\$'000</u>
Ordinary – interim	-	55,576
Ordinary – proposed final	42,797	-
Total	<u>42,797</u>	<u>55,576</u>

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)
	FY2009	FY2009
	US\$	US\$
Asia Merchant Bank Limited	Nil	103,894
Ningbo Asia Paper Tube & Carton Box Co., Ltd	Nil	1,658,963
Ningbo Asia Pulp & Paper Co., Ltd	Nil	345,756
Ningbo Zhonghua Paper Co., Ltd	Nil	364,385
PT Asuransi Sinar Mas	Nil	2,144,045
PT Bank Sinarmas	Nil	1,723,755 *
PT Rolimex Kimia Nusamas	Nil	24,015,853
PT Royal Oriental	Nil	1,440,745
PT Sinar Jati Mitra	Nil	1,403,422
Zhuhai Huafeng Foodstuff Co., Ltd	Nil	1,548,379
Zhuhai Huafeng Food Industry (Group) Co., Ltd	Nil	2,001,687
Total	Nil	36,750,884

Note:

* Principal amount as at 31 December 2009 is approximately US\$0.2 million.

BY ORDER OF THE BOARD

Simon Lim
 Director
 25 February 2010

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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 427,000 hectares, as well as 34 palm oil processing mills, three refineries and six 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\$2.3 billion and net profit of US\$0.6 million in 2009. The Company has been listed on the Singapore Exchange since 1999.

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Submitted by Kimberley Lye Chor Mei, Senior Manager on 25/2/2010 to the SGX