

**GOLDEN AGRI-RESOURCES LTD**
**Third Quarter Financial Statement And Dividend Announcement**
**FINANCIAL HIGHLIGHTS**

	<b>Ytd Sept 2015 US\$'000</b>	<b>Ytd Sept 2014 US\$'000</b>	<b>Change %</b>	<b>3rd Qtr 2015 US\$'000</b>	<b>3rd Qtr 2014 US\$'000</b>	<b>Change %</b>
Revenue	4,958,342	5,797,069	(14.5)	1,573,953	1,844,063	(14.6)
Gross Profit	836,507	1,012,546	(17.4)	310,570	282,831	9.8
EBITDA <sup>1</sup>	401,485	430,518	(6.7)	128,172	99,990	28.2
Core net profit <sup>2</sup> attributable to owners of the Company	170,541	175,202	(2.7)	61,021	25,693	137.5
Core net profit <sup>2</sup> per share (USD cents)	1.34	1.36	(2.1)	0.48	0.20	139.4

## Notes:

- (1) Earnings before tax, non-controlling interests, interest on borrowings, depreciation and amortisation, foreign exchange loss and exceptional item.
- (2) Net profit before accounting for the effect of foreign exchange loss and exceptional items (net of non-controlling interests).

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

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

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

	Ytd Sept 2015 <u>US\$'000</u>	Ytd Sept 2014 <u>US\$'000</u>	Change %	3rd Qtr 2015 <u>US\$'000</u>	3rd Qtr 2014 <u>US\$'000</u>	Change %
<b>Revenue</b>	4,958,342	5,797,069	(14.5)	1,573,953	1,844,063	(14.6)
Cost of sales	<u>(4,121,835)</u>	<u>(4,784,523)</u>	(13.9)	<u>(1,263,383)</u>	<u>(1,561,232)</u>	(19.1)
<b>Gross profit</b>	<u>836,507</u>	<u>1,012,546</u>	(17.4)	<u>310,570</u>	<u>282,831</u>	9.8
<b>Operating expenses</b>						
Selling expenses	(385,035)	(526,140)	(26.8)	(160,788)	(167,039)	(3.7)
General and administrative expenses	<u>(219,125)</u>	<u>(218,308)</u>	0.4	<u>(72,184)</u>	<u>(83,932)</u>	(14.0)
Total operating expenses	<u>(604,160)</u>	<u>(744,448)</u>	(18.8)	<u>(232,972)</u>	<u>(250,971)</u>	(7.2)
<b>Operating profit</b>	<u>232,347</u>	<u>268,098</u>	(13.3)	<u>77,598</u>	<u>31,860</u>	143.6
<b>Other income/(expenses)</b>						
Financial income	24,431	18,082	35.1	7,831	6,950	12.7
Financial expenses	(100,150)	(91,400)	9.6	(35,569)	(31,822)	11.8
Share of results of associated companies, net of tax	(236)	(240)	(1.7)	(67)	(213)	(68.5)
Share of results of joint ventures, net of tax	5,729	(553)	n.m.	1,336	(78)	n.m.
Foreign exchange loss, net	(98,939)	(47,855)	106.7	(45,434)	(29,338)	54.9
Other operating income, net	<u>16,426</u>	<u>38,157</u>	(57.0)	<u>(1,710)</u>	<u>25,077</u>	n.m.
	<u>(152,739)</u>	<u>(83,809)</u>	82.2	<u>(73,613)</u>	<u>(29,424)</u>	150.2
<b>Exceptional item</b>						
Gain on deconsolidation	-	7,586	(100.0)	-	7,586	(100.0)
<b>Profit before tax</b>	79,608	191,875	(58.5)	3,985	10,022	(60.2)
Tax	<u>(6,748)</u>	<u>(54,363)</u>	(87.6)	<u>12,820</u>	<u>(5,859)</u>	n.m.
<b>Profit for the period</b>	<u>72,860</u>	<u>137,512</u>	(47.0)	<u>16,805</u>	<u>4,163</u>	303.7
<b>Attributable to:</b>						
Owners of the Company	71,676	135,480	(47.1)	15,737	4,360	260.9
Non-controlling interests	<u>1,184</u>	<u>2,032</u>	(41.7)	<u>1,068</u>	<u>(197)</u>	n.m.
	<u>72,860</u>	<u>137,512</u>	(47.0)	<u>16,805</u>	<u>4,163</u>	303.7

Note: n.m. – not meaningful.

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

	<b>Ytd Sept 2015 US\$'000</b>	<b>Ytd Sept 2014 US\$'000</b>	<b>3rd Qtr 2015 US\$'000</b>	<b>3rd Qtr 2014 US\$'000</b>
<b>Profit for the period</b>	<u>72,860</u>	<u>137,512</u>	<u>16,805</u>	<u>4,163</u>
<b>Other comprehensive income/(loss):</b>				
<u>Items that may be reclassified subsequently to profit or loss:</u>				
Foreign currency translation differences on consolidation	(14,033)	(3,462)	(9,820)	124
Changes in fair value of cash flow hedges	(1,760)	-	(1,178)	-
Changes in fair value of available-for-sale financial assets	7,282	-	2,667	-
Equity portion of bonds	(152)	-	112	-
	<u>(8,663)</u>	<u>(3,462)</u>	<u>(8,219)</u>	<u>124</u>
<u>Items that will not be reclassified subsequently to profit or loss:</u>				
Actuarial gain on post-employment benefits	441	-	-	-
<b>Other comprehensive (loss)/gain, net of tax</b>	<u>(8,222)</u>	<u>(3,462)</u>	<u>(8,219)</u>	<u>124</u>
<b>Total comprehensive income for the period, net of tax</b>	<u>64,638</u>	<u>134,050</u>	<u>8,586</u>	<u>4,287</u>
<b>Total comprehensive income attributable to:</b>				
Owners of the Company	63,933	132,172	7,998	4,408
Non-controlling interests	705	1,878	588	(121)
	<u>64,638</u>	<u>134,050</u>	<u>8,586</u>	<u>4,287</u>

**ADDITIONAL INFORMATION**

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

	<b>Ytd Sept 2015 US\$'000</b>	<b>Ytd Sept 2014 US\$'000</b>	<b>Change %</b>	<b>3rd Qtr 2015 US\$'000</b>	<b>3rd Qtr 2014 US\$'000</b>	<b>Change %</b>
<b>Earnings before tax, non-controlling interests, interest on borrowings, depreciation and amortisation, foreign exchange loss and exceptional item ("EBITDA")</b>	401,485	430,518	(6.7)	128,172	99,990	28.2
Interest on borrowings	(97,868)	(88,265)	10.9	(34,848)	(30,519)	14.2
Depreciation and amortisation	(125,070)	(110,109)	13.6	(43,905)	(37,697)	16.5
Foreign exchange loss, net	(98,939)	(47,855)	106.7	(45,434)	(29,338)	54.9
Exceptional item, net	-	7,586	(100.0)	-	7,586	(100.0)
<b>Profit before tax</b>	<u>79,608</u>	<u>191,875</u>	(58.5)	<u>3,985</u>	<u>10,022</u>	(60.2)

Note:

(1) The comparative EBITDA for Ytd Sept 2014 and 3rd quarter 2014 have been recalculated to include share of results of associated companies and joint ventures, net of tax to conform with current period's presentation.

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

**UNAUDITED STATEMENTS OF FINANCIAL POSITION**

	<b>Group</b>		<b>Company</b>	
	<b>As at</b>		<b>As at</b>	
	<b>30/9/2015</b>	<b>31/12/2014</b>	<b>30/9/2015</b>	<b>31/12/2014</b>
	<b><u>US\$'000</u></b>	<b><u>US\$'000</u></b>	<b><u>US\$'000</u></b>	<b><u>US\$'000</u></b>
<b>Assets</b>				
<b>Current Assets</b>				
Cash and cash equivalents	583,727	329,560	286,730	612
Short-term investments	248,461	261,166	-	-
Trade receivables	468,264	525,816	-	-
Other current assets (note (a))	993,108	827,109	42	52
Inventories	746,510	850,723	-	-
	<u>3,040,070</u>	<u>2,794,374</u>	<u>286,772</u>	<u>664</u>
<b>Non-Current Assets</b>				
Long-term receivables and assets (note (b))	316,672	360,593	-	-
Long-term investments	823,281	804,318	314,950	332,500
Subsidiary companies	-	-	2,105,972	2,575,107
Associated companies	8,361	8,431	-	-
Joint ventures	53,048	56,167	-	-
Investment properties	1,152	1,227	-	-
Property, plant and equipment	2,760,028	2,551,664	-	-
Biological assets	7,930,562	7,902,105	-	-
Deferred tax assets	56,882	27,036	-	-
Deferred charges	9,209	8,332	-	-
Brands and trademarks	285	353	-	-
Goodwill	152,410	152,021	-	-
	<u>12,111,890</u>	<u>11,872,247</u>	<u>2,420,922</u>	<u>2,907,607</u>
<b>Total Assets</b>	<b><u>15,151,960</u></b>	<b><u>14,666,621</u></b>	<b><u>2,707,694</u></b>	<b><u>2,908,271</u></b>

UNAUDITED STATEMENTS OF FINANCIAL POSITION (cont'd)

	Group		Company	
	As at		As at	
	30/9/2015 <u>US\$'000</u>	31/12/2014 <u>US\$'000</u>	30/9/2015 <u>US\$'000</u>	31/12/2014 <u>US\$'000</u>
<b>Liabilities and Equity</b>				
Current Liabilities				
Short-term loans	1,385,203	1,251,081	-	-
Bonds payable	284,000	389,882	284,000	389,882
Trade payables	612,166	543,197	-	-
Other payables (note(c))	438,437	286,720	34,704	72,871
Taxes payable	30,471	29,554	-	-
Obligations under finance leases	110	132	-	-
	2,750,387	2,500,566	318,704	462,753
Non-Current Liabilities				
Obligations under finance leases	125	269	-	-
Bonds and notes payables	1,160,616	1,040,087	-	-
Long-term borrowings	502,928	387,250	-	-
Deferred tax liabilities	1,839,898	1,843,437	969	973
Long-term payables	64,477	76,691	-	-
	3,568,044	3,347,734	969	973
Total Liabilities	6,318,431	5,848,300	319,673	463,726
Equity Attributable to Owners of the Company				
Issued capital	320,939	320,939	320,939	320,939
Share premium	1,216,095	1,216,095	1,850,965	1,850,965
Treasury shares	(31,726)	-	(31,726)	-
Other paid-in capital	184,318	184,318	-	-
Other reserves				
Option reserve	31,317	31,469	31,317	31,469
Currency translation reserve	(1,261)	12,293	-	-
Fair value reserve	7,282	-	-	-
PRC statutory reserve	3,820	3,820	-	-
Hedging reserve	(2,392)	(632)	-	-
Other reserve	(1,368)	(1,809)	-	-
	37,398	45,141	31,317	31,469
Retained earnings	7,016,753	6,962,010	216,526	241,172
	8,743,777	8,728,503	2,388,021	2,444,545
Non-Controlling Interests	89,752	89,818	-	-
Total Equity	8,833,529	8,818,321	2,388,021	2,444,545
<b>Total Liabilities and Equity</b>	<b>15,151,960</b>	<b>14,666,621</b>	<b>2,707,694</b>	<b>2,908,271</b>

**UNAUDITED STATEMENTS OF FINANCIAL POSITION (cont'd)**

**Note:**

**(a) Other Current Assets**

	<b>Group</b>		<b>Company</b>	
	<b>As at</b>		<b>As at</b>	
	<b>30/9/2015</b>	<b>31/12/2014</b>	<b>30/9/2015</b>	<b>31/12/2014</b>
	<b><u>US\$'000</u></b>	<b><u>US\$'000</u></b>	<b><u>US\$'000</u></b>	<b><u>US\$'000</u></b>
Prepaid expenses	57,347	28,685	42	52
Prepaid taxes, net	337,085	253,798	-	-
Deposits and advances to suppliers	398,798	370,928	-	-
Others	81,416	86,837	-	-
	<u>874,646</u>	<u>740,248</u>	<u>42</u>	<u>52</u>
Receivable from joint ventures	118,428	86,829	-	-
Receivable from related parties	34	32	-	-
	<u>993,108</u>	<u>827,109</u>	<u>42</u>	<u>52</u>

**(b) Long-Term Receivables and Assets**

	<b>Group</b>		<b>Company</b>	
	<b>As at</b>		<b>As at</b>	
	<b>30/9/2015</b>	<b>31/12/2014</b>	<b>30/9/2015</b>	<b>31/12/2014</b>
	<b><u>US\$'000</u></b>	<b><u>US\$'000</u></b>	<b><u>US\$'000</u></b>	<b><u>US\$'000</u></b>
Loans to joint ventures	30,917	94,231	-	-
Tax recoverable	46,829	101,572	-	-
Advances for project plasma plantations	20,813	21,621	-	-
Advances for projects	93,159	75,576	-	-
Land clearing	100,996	40,117	-	-
Advances for investments in land	2,759	2,759	-	-
Others	21,199	24,717	-	-
	<u>316,672</u>	<u>360,593</u>	<u>-</u>	<u>-</u>

**(c) Other Payables**

	<b>Group</b>		<b>Company</b>	
	<b>As at</b>		<b>As at</b>	
	<b>30/9/2015</b>	<b>31/12/2014</b>	<b>30/9/2015</b>	<b>31/12/2014</b>
	<b><u>US\$'000</u></b>	<b><u>US\$'000</u></b>	<b><u>US\$'000</u></b>	<b><u>US\$'000</u></b>
Advances from customers	39,163	40,086	-	-
Accrued expenses	63,918	46,843	230	301
Payable to third parties	116,240	65,192	3,550	2,500
Derivative payable	195,105	63,069	-	-
Interim dividends payable	-	39,650	-	39,650
Others	19,051	29,654	5	12
	<u>433,477</u>	<u>284,494</u>	<u>3,785</u>	<u>42,463</u>
Related parties	4,960	2,226	30,919	30,408
	<u>438,437</u>	<u>286,720</u>	<u>34,704</u>	<u>72,871</u>

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

	As at 30/9/2015			As at 31/12/2014		
	Secured	Unsecured	Total	Secured	Unsecured	Total
Amount repayable in one year or less, or on demand	1,101,958	567,355	1,669,313	997,735	643,360	1,641,095
Amount repayable after one year	503,053	1,160,616	1,663,669	369,519	1,058,087	1,427,606
<b>Total</b>	<b>1,605,011</b>	<b>1,727,971</b>	<b>3,332,982</b>	<b>1,367,254</b>	<b>1,701,447</b>	<b>3,068,701</b>

### Details of any collateral

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

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

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

	Ytd Sept 2015	Ytd Sept 2014	3rd Qtr 2015	3rd Qtr 2014
	US\$'000	US\$'000	US\$'000	US\$'000
<b>Cash flows from operating activities</b>				
<b>Profit before tax</b>	<b>79,608</b>	<b>191,875</b>	<b>3,985</b>	<b>10,022</b>
Adjustments for:				
Depreciation	123,886	108,566	43,516	37,201
Amortisation	1,184	1,543	389	496
Unrealised foreign exchange loss/(gain), net	10,300	(89)	(3,075)	3,109
Share of results of associated companies, net of tax	236	240	67	213
Share of results of joint ventures, net of tax	(5,729)	553	(1,336)	78
Loss on disposal of property, plant and equipment	642	2,451	52	2,397
Property, plant and equipment written off	921	636	379	241
Gain on deconsolidation	-	(7,586)	-	(7,586)
(Write-back of)/Allowance for impairment loss on:				
Inventories, net	(1,000)	3,539	(2,330)	2,610
Trade receivables, net	(88)	497	(72)	406
Other receivables written off	-	51	-	51
Changes in fair value of financial assets at fair value through profit or loss	1,902	(2,687)	8,208	(546)
Interest income	(24,431)	(18,082)	(7,831)	(6,950)
Interest expense	97,868	88,265	34,848	30,519
<b>Operating cash flow before working capital changes</b>	<b>285,299</b>	<b>369,772</b>	<b>76,800</b>	<b>72,261</b>
Changes in operating assets and liabilities:				
Trade receivables	64,044	24,441	33,604	149,142
Other current assets	(18,606)	(116,605)	129,745	(80,073)
Inventories	105,233	(65,373)	10,857	(12,410)
Trade payables	64,718	(106,237)	(117,825)	(221,437)
Other payables	155,975	101,580	(22,093)	99,025
<b>Cash generated from operations</b>	<b>656,663</b>	<b>207,578</b>	<b>111,088</b>	<b>6,508</b>
Interest received	15,181	11,101	5,443	6,765
Interest paid	(78,713)	(65,150)	(23,635)	(19,928)
Tax (paid)/refund	(109,169)	26,141	(69,220)	31,630
<b>Net cash generated from operating activities</b>	<b>483,962</b>	<b>179,670</b>	<b>23,676</b>	<b>24,975</b>

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

	<b>Ytd Sept 2015 <u>US\$'000</u></b>	<b>Ytd Sept 2014 <u>US\$'000</u></b>	<b>3rd Qtr 2015 <u>US\$'000</u></b>	<b>3rd Qtr 2014 <u>US\$'000</u></b>
<b>Cash flows from investing activities</b>				
Proceeds from sale of property, plant and equipment	2,768	17,486	342	12,090
Proceeds from sale of biological assets	1,801	1,173	248	103
Capital expenditure on property, plant and equipment	(276,718)	(263,703)	(53,742)	(75,072)
Acquisition and capital expenditure on biological assets	(28,517)	(20,727)	(2,719)	(7,301)
Proceeds from/(Investments in) short-term investments, net	4,759	15,814	21,163	(10,537)
(Investments in)/Proceeds from long-term investments, net	(5,637)	(204,627)	3,607	(63,785)
Acquisition of an associated company	-	(890)	-	(890)
Acquisition of a joint venture	-	(29,228)	-	(29,228)
Additional investment in a joint venture	(1,000)	(2,000)	-	-
Acquisition of subsidiaries, net of cash acquired	(53,490)	(16,817)	107	-
Cash flow effect arising from deconsolidation	-	(9,024)	-	(9,024)
(Investments in)/Proceeds from Plasma/KKPA Program plantations, net	(2,638)	(2,707)	(1,131)	267
Dividends received from a joint venture	4,750	1,000	1,750	1,000
Payments for deferred expenditure	(2,051)	(538)	(1,996)	(76)
Net (increase)/decrease in long-term receivables and assets	<u>(74,987)</u>	<u>10,527</u>	<u>1,645</u>	<u>4,562</u>
<b>Net cash used in investing activities</b>	<b><u>(430,960)</u></b>	<b><u>(504,261)</u></b>	<b><u>(30,726)</u></b>	<b><u>(177,891)</u></b>
<b>Cash flows from financing activities</b>				
Proceeds from short-term loans	2,856,558	2,334,003	1,633,336	757,748
Proceeds from long-term borrowings	250,000	136,538	250,000	136,538
Proceeds from notes issue	148,698	237,167	-	117,740
Payments of dividends	(57,363)	(52,829)	(720)	(34)
Payments of short-term loans	(2,744,141)	(2,127,687)	(1,346,249)	(880,127)
Payments of long-term borrowings	(102,187)	(290,116)	(48,962)	(88,999)
Payments of obligations under finance leases	(166)	(47)	(54)	(19)
Payments for shares buy back	(31,726)	-	-	-
Payments for bonds repurchase	(115,623)	-	(111,272)	-
Capital subscribed by non-controlling shareholders	-	44	-	-
Payments of deferred loan charges and bank loan administration costs	(2,885)	(2,491)	(2,709)	(1,812)
(Increase)/Decrease in cash in banks and time deposits pledged	<u>(16,930)</u>	<u>4,766</u>	<u>(1,680)</u>	<u>9,774</u>
<b>Net cash generated from financing activities</b>	<b><u>184,235</u></b>	<b><u>239,348</u></b>	<b><u>371,690</u></b>	<b><u>50,809</u></b>
<b>Net increase/(decrease) in cash and cash equivalents</b>	<b>237,237</b>	<b>(85,243)</b>	<b>364,640</b>	<b>(102,107)</b>
<b>Cash and cash equivalents at the beginning of the period</b>	<b><u>322,646</u></b>	<b><u>321,854</u></b>	<b><u>195,243</u></b>	<b><u>338,718</u></b>
<b>Cash and cash equivalents at the end of the period</b> (See Note below)	<b><u>559,883</u></b>	<b><u>236,611</u></b>	<b><u>559,883</u></b>	<b><u>236,611</u></b>

**Note:**

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

	<b>30/9/2015 <u>US\$'000</u></b>	<b>30/9/2014 <u>US\$'000</u></b>
Time deposits, cash and bank balances	583,727	237,477
Less: Cash in banks and time deposits pledged	<u>(23,844)</u>	<u>(866)</u>
	<b><u>559,883</u></b>	<b><u>236,611</u></b>



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

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

<b>The Group</b>	Issued Capital	Share Premium	Treasury Shares	Other Paid-in Capital	Other Reserves	Retained Earnings	Total	Non- Controlling Interests	Total Equity
	<u>US\$'000</u>	<u>US\$'000</u>	<u>US\$'000</u>	<u>US\$'000</u>	<u>US\$'000</u>	<u>US\$'000</u>	<u>US\$'000</u>	<u>US\$'000</u>	<u>US\$'000</u>
Balance as at 1 Jan 2015	320,939	1,216,095	-	184,318	45,141	6,962,010	8,728,503	89,818	8,818,321
Profit for the period	-	-	-	-	-	55,939	55,939	116	56,055
Other comprehensive (loss)/income	-	-	-	-	(4)	-	(4)	1	(3)
Total comprehensive (loss)/income for the period	-	-	-	-	(4)	55,939	55,935	117	56,052
Shares buy back and held as treasury shares	-	-	(31,726)	-	-	-	(31,726)	-	(31,726)
Dividends paid for 2014	-	-	-	-	-	(16,933)	(16,933)	-	(16,933)
Dividends paid to non-controlling shareholders	-	-	-	-	-	-	-	(60)	(60)
Acquisition of subsidiaries	-	-	-	-	-	-	-	9	9
Balance as at 30 Jun 2015	320,939	1,216,095	(31,726)	184,318	45,137	7,001,016	8,735,779	89,884	8,825,663
Profit for the period	-	-	-	-	-	15,737	15,737	1,068	16,805
Other comprehensive loss	-	-	-	-	(7,739)	-	(7,739)	(480)	(8,219)
Total comprehensive (loss)/income for the period	-	-	-	-	(7,739)	15,737	7,998	588	8,586
Dividends paid to non-controlling shareholders	-	-	-	-	-	-	-	(720)	(720)
Balance as at 30 Sep 2015	320,939	1,216,095	(31,726)	184,318	37,398	7,016,753	8,743,777	89,752	8,833,529

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

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

<b><u>The Group</u></b>	Issued Capital	Share Premium	Other Paid-in Capital	Other Reserves	Retained Earnings	Total	Non- Controlling Interests	Total Equity
	<u>US\$'000</u>	<u>US\$'000</u>	<u>US\$'000</u>	<u>US\$'000</u>	<u>US\$'000</u>	<u>US\$'000</u>	<u>US\$'000</u>	<u>US\$'000</u>
Balance as at 1 Jan 2014	320,939	1,216,095	184,318	56,597	6,942,606	8,720,555	82,818	8,803,373
Profit for the period	-	-	-	-	131,120	131,120	2,229	133,349
Other comprehensive loss	-	-	-	(3,356)	-	(3,356)	(230)	(3,586)
Total comprehensive (loss)/income for the period	-	-	-	(3,356)	131,120	127,764	1,999	129,763
Dividends paid for 2013	-	-	-	-	(52,795)	(52,795)	-	(52,795)
Acquisition of subsidiaries	-	-	-	-	-	-	544	544
Capital subscription by non- controlling shareholders	-	-	-	-	-	-	44	44
Balance as at 30 Jun 2014	320,939	1,216,095	184,318	53,241	7,020,931	8,795,524	85,405	8,880,929
Profit/(Loss) for the period	-	-	-	-	4,360	4,360	(197)	4,163
Other comprehensive income	-	-	-	48	-	48	76	124
Total comprehensive income/(loss) for the period	-	-	-	48	4,360	4,408	(121)	4,287
Dividends paid to non- controlling shareholders	-	-	-	-	-	-	(34)	(34)
Balance as at 30 Sep 2014	320,939	1,216,095	184,318	53,289	7,025,291	8,799,932	85,250	8,885,182

**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**

<b><u>The Company</u></b>	<u>Issued Capital</u> US\$'000	<u>Share Premium</u> US\$'000	<u>Treasury Shares</u> US\$'000	<u>Option Reserve</u> US\$'000	<u>Retained Earnings</u> US\$'000	<u>Total</u> US\$'000
Balance as at 1 Jan 2015	320,939	1,850,965	-	31,469	241,172	2,444,545
Loss for the period	-	-	-	-	(4,805)	(4,805)
Other comprehensive loss	-	-	-	(264)	-	(264)
Total comprehensive loss for the period	-	-	-	(264)	(4,805)	(5,069)
Dividends paid for 2014	-	-	-	-	(16,933)	(16,933)
Shares buy back and held as treasury shares	-	-	(31,726)	-	-	(31,726)
Balance as at 30 Jun 2015	320,939	1,850,965	(31,726)	31,205	219,434	2,390,817
Loss for the period	-	-	-	-	(2,908)	(2,908)
Other comprehensive income	-	-	-	112	-	112
Total comprehensive income/(loss) for the period	-	-	-	112	(2,908)	(2,796)
Balance as at 30 Sep 2015	320,939	1,850,965	(31,726)	31,317	216,526	2,388,021
Balance as at 1 Jan 2014	320,939	1,850,965	-	31,469	335,212	2,538,585
Dividends paid for 2013	-	-	-	-	(52,795)	(52,795)
Profit for the period, representing total comprehensive income for the period	-	-	-	-	4,839	4,839
Balance as at 30 Jun 2014	320,939	1,850,965	-	31,469	287,256	2,490,629
Loss for the period, representing total comprehensive loss for the period	-	-	-	-	(3,707)	(3,707)
Balance as at 30 Sep 2014	320,939	1,850,965	-	31,469	283,549	2,486,922

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

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

	<b>As at</b>	
	<b>30 Sep 2015</b>	<b>30 Sep 2014</b>
Number of issued shares (excluding treasury shares)	12,734,756,156	12,837,548,556
Number of new shares that may be issued on the conversion of outstanding convertible bonds	412,097,209	573,747,126

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

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

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

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

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

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

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

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

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

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

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

Not applicable.

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

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

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

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

Same as disclosed in Note 4 above.

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

	<b>The Group</b>			
	<b>Ytd Sept 2015</b>	<b>Ytd Sept 2014</b>	<b>3rd Qtr 2015</b>	<b>3rd Qtr 2014</b>
Earnings per ordinary share for the period after deducting any provision for preference dividends:-				
(i) Based on weighted average number of ordinary shares	USD0.56cents	USD1.06cents	USD0.12cents	USD0.03cents
- Weighted average numbers of shares	12,768,027,416	12,837,548,556	12,734,756,156	12,837,548,556
(ii) On a fully diluted basis	Not applicable	Not applicable	Not applicable	Not applicable
- Weighted average numbers of shares	Not applicable	Not applicable	Not applicable	Not applicable

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

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

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

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

	Ytd Sept 2015 <u>US\$'000</u>	Ytd Sept 2014 <u>US\$'000</u>	Change %
<b>Revenue by segment</b>			
Plantation and palm oil mills	1,131,804	1,469,311	(23.0)
Palm and laurics	4,444,715	4,902,426	(9.3)
Oilseeds	468,193	669,634	(30.1)
Others	150,563	148,975	1.1
Inter-segment eliminations	(1,236,933)	(1,393,277)	(11.2)
<b>Total Revenue</b>	<u>4,958,342</u>	<u>5,797,069</u>	(14.5)
<b>EBITDA by segment</b>			
Plantation and palm oil mills	307,487	441,033	(30.3)
Palm and laurics	82,795	46,963	76.3
Oilseeds	8,265	(61,702)	n.m.
Others	1,679	3,252	(48.4)
Inter-segment eliminations	1,259	972	29.5
<b>Total EBITDA</b>	<u>401,485</u>	<u>430,518</u>	(6.7)

Notes:

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

## REVIEW OF PERFORMANCE FOR NINE MONTHS ENDED 30 SEPTEMBER 2015

Revenue of the Group was 14.5% lower at US\$4,958.3 million for the nine-month period ended 30 September 2015 ("9M2015") while EBITDA was 6.7% lower at US\$401.5 million. This was mainly due to lower average crude palm oil ("CPO") prices during the current period despite the continued improvement in operating performance from downstream operations.

### PLANTATION AND PALM OIL MILLS

Revenue from plantation and palm oil mills segment decreased by 23.0% to US\$1,131.8 million primarily attributable to lower average CPO prices. The average international CPO (FOB Belawan) price reduced by 26.3% from US\$807 per tonne in the corresponding period in 2014 ("9M2014") to US\$595 per tonne. Our fresh fruit bunch ("FFB") and total palm production were lower at 7,283,000 tonnes (9M2014: 7,327,000 tonnes) and 2,149,000 tonnes (9M2014: 2,230,000 tonnes) respectively. This was mainly due to lower production yield in early 2015 which was affected by dry conditions in certain regions of Indonesia last year. Consequently, EBITDA from plantation and palm oil mills segment decreased from US\$441.0 million to US\$307.5 million in 9M2015.

## **PALM AND LAURICS**

Sales volume for palm and laurics segment increased by 8.7% to 6,464,000 tonnes in 9M2015 mainly due to higher sales in destination markets. However, the lower commodity prices have resulted in the decline in revenue from palm and laurics segment from US\$4,902.4 million in 9M2014 to US\$4,444.7 million. EBITDA from palm and laurics segment increased by 76.3% to US\$82.8 million mainly due to improved margin.

## **OILSEEDS**

Revenue from oilseeds segment was lower at US\$468.2 million in 9M2015 mainly attributable to lower average selling prices and lower crushing volume. This segment performed better mainly due to improved oilseeds business environment in China. Consequently, the Group recorded a positive EBITDA of US\$8.3 million in 9M2015 as compared to a negative EBITDA of US\$61.7 million.

## **SELLING EXPENSES**

Selling expenses comprised mainly transportation and freight, advertising and promotion, and salaries. The decrease in selling expenses of 26.8% was mainly due to lower export tax incurred in Indonesia in line with lower CPO prices, partially offset by increases in freight costs in line with higher volume shipped to destination markets, as well as promotion expenses.

## **FINANCIAL EXPENSES, NET**

Net financial expenses increased marginally from US\$73.3 million to US\$75.7 million in 9M2015. These expenses comprised net interest expenses (after deducting interest income), amortisation of deferred loan charges and other finance charges.

## **SHARE OF RESULTS OF JOINT VENTURES, NET**

The Group's share of net profit from joint ventures was higher at US\$5.7 million in 9M2015 mainly contributed by our shipping operations.

## **FOREIGN EXCHANGE LOSS, NET**

Net foreign exchange loss was higher at US\$98.9 million in 9M2015 as compared to US\$47.9 million in the corresponding period in 2014. This was mainly due to translation loss on Indonesian Rupiah ("IDR") denominated monetary assets and unrealised fair value loss on forward foreign currency contracts entered to hedge the currency exposure of IDR and Malaysian Ringgit ("MYR") as IDR and MYR weakened significantly against USD during the current period.

## **OTHER OPERATING INCOME, NET**

Net other operating income of US\$16.4 million comprised mainly income from sales of seedlings and other materials, rental and changes in fair value of financial assets. Lower net other operating income in the current period was mainly due to decrease in net gain from changes in fair value of financial assets and lower income from sales of seedlings.

## **TAX**

Income tax comprised provision for current and deferred income tax derived by applying the varying statutory tax rates of the different countries in which the Group operates on its taxable profit and taxable temporary difference. No group relief is available for set-off of taxable profits against tax losses of companies within the Group. Tax expense decreased from US\$54.4 million in 9M2014 to US\$6.7 million mainly in line with lower profits recorded in the current period.



## **REVIEW OF FINANCIAL POSITION AS AT 30 SEPTEMBER 2015**

### **ASSETS**

Our total assets increased by US\$485.3 million to US\$15,152.0 million as at 30 September 2015. The increase was mainly attributable to capital expenditure incurred for construction of downstream and plantation facilities in Indonesia and higher other current assets and cash and cash equivalents, partially offset by lower inventories.

Other current assets increased by US\$166.0 million to US\$993.1 million mainly attributable to higher prepaid value added tax arising from purchases and capital expenditure during the period, higher deposits and advances for CPO purchases, as well as additional shareholder's loan to joint ventures.

Inventories decreased by US\$104.2 million to US\$746.5 million mainly due to lower unit prices and lower inventory level for downstream operations in China.

### **LIABILITIES**

Our liabilities increased by US\$470.1 million to US\$6,318.4 million as at 30 September 2015. The increase was mainly due to additional borrowings in anticipation for the redemption of our convertible bonds, higher trade payables in line with higher purchases made, as well as higher other payables.

Other payables increased by US\$151.7 million primarily due to higher accrued operating expenses and changes in fair value of forward foreign currency contracts and cross currency contracts entered to hedge our currency exposure.

## **REVIEW OF CONSOLIDATED CASH FLOWS FOR NINE MONTHS ENDED 30 SEPTEMBER 2015**

The Group generated cash inflows of US\$484.0 million from its operating activities during the current period.

Net cash used in investing activities of US\$431.0 million was mainly related to acquisition and capital expenditures on biological assets and property, plant and equipment.

Net cash generated from financing activities of US\$184.2 million was mainly proceeds from additional borrowings, net of payments for dividends and shares bought back and held as treasury shares during the current period.

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

Not applicable.

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

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

**11. Dividend**

***(a) Current Financial Period Reported On***

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

***(b) Corresponding Period of the Immediately Preceding Financial Year***

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

Name of Dividend:	Interim dividend
Dividend Type:	Cash
Dividend Amount per share:	0.408 Singapore cents per ordinary share
Number of shares:	12,837,548,556
Tax Rate:	Tax not applicable

***(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 30 September 2015.

### 13. Interested persons transactions disclosure

Name of interested person	Aggregate value of all interested person transactions during the period under review (excluding transactions less than SGD100,000 and transactions conducted under shareholders' mandate pursuant to Rule 920)	Aggregate value of all interested person transactions conducted under shareholders' mandate pursuant to Rule 920 (excluding transactions less than SGD100,000)
	3Q2015	3Q2015
	US\$	US\$
PT Asuransi Sinar Mas	Nil	713,453
PT Bank Sinarmas Tbk	Nil	2,853,187 *
PT Cakrawala Mega Indah	Nil	836,777
PT Rolimex Kimia Nusamas	Nil	1,851,815
PT Royal Oriental	Nil	5,249,015
PT Roundhill Capital Indonesia	Nil	3,012,764
PT Sinar Jati Mitra	Nil	398,075
PT Sinar Mas Teladan	Nil	4,320,548
<b>Total</b>	<b>Nil</b>	<b>19,235,634</b>

Note:

\* Principal amount as at 30 September 2015 is approximately US\$2.8 million.

### PART II - ADDITIONAL INFORMATION REQUIRED FOR FULL YEAR ANNOUNCEMENT

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

Not applicable.

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

Not applicable.

16. **A breakdown of sales**

Not applicable.

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

Not applicable.

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

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

On behalf of the board of directors

Franky Oesman Widjaja  
Director

Rafael Buhay Concepcion, Jr.  
Director

12 November 2015

**BY ORDER OF THE BOARD**

Rafael Buhay Concepcion, Jr.  
Director  
12 November 2015

Submitted by Kimberley Lye Chor Mei, Director, Corporate Secretarial on 12 November 2015 to the SGX