

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

	<b>Ytd Sept 2016 US\$'000</b>	<b>(Restated) Ytd Sept 2015 US\$'000</b>	<b>Change %</b>	<b>3rd Qtr 2016 US\$'000</b>	<b>(Restated) 3rd Qtr 2015 US\$'000</b>	<b>Change %</b>
Revenue	5,070,979	4,958,342	2.3	1,835,602	1,573,953	16.6
Gross Profit	706,633	735,585	(3.9)	281,006	277,291	1.3
EBITDA <sup>1</sup>	392,980	401,485	(2.1)	165,216	128,172	28.9
Net profit/(loss) attributable to owners of the Company	353,338	(9,199)	n.m.	219,725	(16,406)	n.m.
Earnings/(Loss) per share (USD cents)	2.77	(0.07)	n.m.	1.73	(0.13)	n.m.

## Notes:

- (1) Earnings before tax, non-controlling interests, interest on borrowings, depreciation and amortisation, net gain/(loss) from changes in fair value of biological assets and foreign exchange gain/(loss).
- (2) Certain comparative figures have been restated to account for retrospective adjustments arising from the adoption of amended IAS 16 and IAS 41. Please refer to Note 5 for further details.
- (3) n.m. – not meaningful.

**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 2016**

	<b>Ytd Sept 2016 US\$'000</b>	<b>(Restated) Ytd Sept 2015 US\$'000</b>	<b>Change %</b>	<b>3rd Qtr 2016 US\$'000</b>	<b>(Restated) 3rd Qtr 2015 US\$'000</b>	<b>Change %</b>
<b>Revenue</b>	5,070,979	4,958,342	2.3	1,835,602	1,573,953	16.6
Cost of sales	<u>(4,364,346)</u>	<u>(4,222,757)</u>	3.4	<u>(1,554,596)</u>	<u>(1,296,662)</u>	19.9
<b>Gross profit</b>	<u>706,633</u>	<u>735,585</u>	(3.9)	<u>281,006</u>	<u>277,291</u>	1.3
<b>Operating expenses</b>						
Selling expenses	(380,661)	(385,035)	(1.1)	(122,746)	(160,788)	(23.7)
General and administrative expenses	<u>(227,498)</u>	<u>(219,125)</u>	3.8	<u>(79,207)</u>	<u>(72,184)</u>	9.7
Total operating expenses	<u>(608,159)</u>	<u>(604,160)</u>	0.7	<u>(201,953)</u>	<u>(232,972)</u>	(13.3)
<b>Operating profit</b>	<u>98,474</u>	<u>131,425</u>	(25.1)	<u>79,053</u>	<u>44,319</u>	78.4
<b>Other income/(expenses)</b>						
Financial income	18,362	24,431	(24.8)	6,104	7,831	(22.1)
Financial expenses	(96,351)	(100,150)	(3.8)	(31,903)	(35,569)	(10.3)
Share of results of associated companies, net of tax	1,061	(236)	n.m.	1,222	(67)	n.m.
Share of results of joint ventures, net of tax	6,460	5,729	12.8	1,094	1,336	(18.1)
Foreign exchange gain/(loss), net	50,473	(98,939)	n.m.	19,833	(45,434)	n.m.
Other operating income/(expenses), net	<u>64,205</u>	<u>19,711</u>	225.7	<u>40,950</u>	<u>(8,088)</u>	n.m.
	<u>44,210</u>	<u>(149,454)</u>	n.m.	<u>37,300</u>	<u>(79,991)</u>	n.m.
<b>Profit/(Loss) before tax</b>	142,684	(18,029)	n.m.	116,353	(35,672)	n.m.
Tax	<u>215,116</u>	<u>8,733</u>	n.m.	<u>104,272</u>	<u>19,849</u>	425.3
<b>Profit/(Loss) for the period</b>	<u>357,800</u>	<u>(9,296)</u>	n.m.	<u>220,625</u>	<u>(15,823)</u>	n.m.
<b>Attributable to:</b>						
Owners of the Company	353,338	(9,199)	n.m.	219,725	(16,406)	n.m.
Non-controlling interests	<u>4,462</u>	<u>(97)</u>	n.m.	<u>900</u>	<u>583</u>	54.4
	<u>357,800</u>	<u>(9,296)</u>	n.m.	<u>220,625</u>	<u>(15,823)</u>	n.m.

Notes:

(1) n.m. – not meaningful.

(2) Certain comparative figures have been restated to account for retrospective adjustments arising from the adoption of amended IAS 16 and IAS 41. Please refer to Note 5 for further details.

**UNAUDITED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME  
FOR THE PERIOD ENDED 30 SEPTEMBER 2016**

	Ytd Sept 2016 <u>US\$'000</u>	(Restated) Ytd Sept 2015 <u>US\$'000</u>	3rd Qtr 2016 <u>US\$'000</u>	(Restated) 3rd Qtr 2015 <u>US\$'000</u>
<b>Profit/(Loss) for the period</b>	357,800	(9,296)	220,625	(15,823)
<b>Other comprehensive income/(loss):</b>				
<u>Items that may be reclassified subsequently to profit or loss:</u>				
Foreign currency translation differences on consolidation	(2,229)	(10,486)	(279)	(7,822)
Share of other comprehensive income/(loss) of a joint venture	1,579	(3,547)	369	(1,998)
Changes in fair value of cash flow hedges	1,493	(1,760)	123	(1,178)
Changes in fair value of available-for-sale financial assets	1,787	7,282	1,368	2,667
Equity portion of bonds	-	(152)	-	112
	<u>2,630</u>	<u>(8,663)</u>	<u>1,581</u>	<u>(8,219)</u>
<u>Items that will not be reclassified subsequently to profit or loss:</u>				
Actuarial (loss)/gain on post-employment benefits	(13,714)	441	(3,156)	-
<b>Other comprehensive loss, net of tax</b>	<u>(11,084)</u>	<u>(8,222)</u>	<u>(1,575)</u>	<u>(8,219)</u>
<b>Total comprehensive income/(loss) for the period, net of tax</b>	<u>346,716</u>	<u>(17,518)</u>	<u>219,050</u>	<u>(24,042)</u>
<b>Total comprehensive income/(loss) attributable to:</b>				
Owners of the Company	342,661	(16,942)	218,216	(24,145)
Non-controlling interests	4,055	(576)	834	103
	<u>346,716</u>	<u>(17,518)</u>	<u>219,050</u>	<u>(24,042)</u>

**ADDITIONAL INFORMATION**

**Earnings before tax, non-controlling interests, interest on borrowings, depreciation and amortisation, net gain/(loss) from changes in fair value of biological assets and foreign exchange gain/(loss) ("EBITDA")**

	Ytd Sept 2016 <u>US\$'000</u>	(Restated) Ytd Sept 2015 <u>US\$'000</u>	Change %	3rd Qtr 2016 <u>US\$'000</u>	(Restated) 3rd Qtr 2015 <u>US\$'000</u>	Change %
<b>Earnings before tax, non-controlling interests, interest on borrowings, depreciation and amortisation, net gain/(loss) from changes in fair value of biological assets and foreign exchange gain/(loss) ("EBITDA")</b>	392,980	401,485	(2.1)	165,216	128,172	28.9
Interest on borrowings	(95,127)	(97,868)	(2.8)	(32,191)	(34,848)	(7.6)
Depreciation and amortisation	(256,113)	(225,992)	13.3	(81,827)	(77,184)	6.0
Net gain/(loss) from changes in fair value of biological assets	50,471	3,285	1,436.4	45,322	(6,378)	n.m.
Foreign exchange gain/(loss), net	<u>50,473</u>	<u>(98,939)</u>	n.m.	<u>19,833</u>	<u>(45,434)</u>	n.m.
<b>Profit/(Loss) before tax</b>	<u>142,684</u>	<u>(18,029)</u>	n.m.	<u>116,353</u>	<u>(35,672)</u>	n.m.

Notes:

- (1) Certain comparative figures have been restated to account for retrospective adjustments arising from the adoption of amended IAS 16 and IAS 41. Please refer to Note 5 for further details.
- (2) n.m. – not meaningful.

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

**UNAUDITED STATEMENTS OF FINANCIAL POSITION**

	Group			Company	
	As at 30/9/2016 <u>US\$'000</u>	(Restated) As at 31/12/2015 <u>US\$'000</u>	(Restated) As at 31/12/2014 <u>US\$'000</u>	As at 30/9/2016 <u>US\$'000</u>	As at 31/12/2015 <u>US\$'000</u>
<b>Assets</b>					
Current Assets					
Cash and cash equivalents	122,929	243,616	329,560	72	95
Short-term investments	265,445	258,882	261,166	-	-
Trade receivables	448,968	462,152	525,816	-	-
Other current assets (note (a))	1,041,583	959,867	889,756	39	9
Inventories	950,242	740,918	850,723	-	-
	2,829,167	2,665,435	2,857,021	111	104
Non-Current Assets					
Long-term receivables and assets (note (b))	232,143	202,870	360,593	-	-
Long-term investments	827,173	815,252	804,318	333,300	323,550
Subsidiary companies	-	-	-	2,040,474	2,097,665
Associated companies	10,417	9,556	8,431	-	-
Joint ventures	62,980	55,771	56,167	-	-
Investment properties	1,041	1,113	1,227	-	-
Property, plant and equipment	2,856,615	2,842,292	2,551,664	-	-
Bearer plants	1,115,781	1,227,784	1,227,976	-	-
Deferred tax assets	266,551	56,523	27,036	-	-
Intangible assets	165,137	159,114	160,706	-	-
	5,537,838	5,370,275	5,198,118	2,373,774	2,421,215
<b>Total Assets</b>	<b>8,367,005</b>	<b>8,035,710</b>	<b>8,055,139</b>	<b>2,373,885</b>	<b>2,421,319</b>

Note: Certain comparative figures have been restated and reclassified to account for retrospective adjustments arising from the adoption of amended IAS 16 and IAS 41. Please refer to Note 5 for further details.

UNAUDITED STATEMENTS OF FINANCIAL POSITION (cont'd)

	Group			Company	
	As at 30/9/2016 <u>US\$'000</u>	(Restated) As at 31/12/2015 <u>US\$'000</u>	(Restated) As at 31/12/2014 <u>US\$'000</u>	As at 30/9/2016 <u>US\$'000</u>	As at 31/12/2015 <u>US\$'000</u>
<b>Liabilities and Equity</b>					
Current Liabilities					
Short-term loans	1,200,404	1,366,102	1,251,081	-	-
Bonds and notes payable	178,312	80,645	389,882	-	-
Trade payables	621,228	612,040	543,197	-	-
Other payables (note(c))	423,368	254,275	286,720	30,949	31,511
Taxes payable	18,983	15,422	29,554	-	-
Obligations under finance leases	121	114	132	-	-
	<u>2,442,416</u>	<u>2,328,598</u>	<u>2,500,566</u>	<u>30,949</u>	<u>31,511</u>
Non-Current Liabilities					
Obligations under finance leases	-	99	269	-	-
Bonds and notes payables	920,225	1,085,963	1,040,087	-	-
Long-term borrowings	705,077	512,462	387,250	-	-
Deferred tax liabilities	148,891	238,449	257,461	-	-
Long-term payables and liabilities	101,713	120,741	76,691	-	-
	<u>1,875,906</u>	<u>1,957,714</u>	<u>1,761,758</u>	<u>-</u>	<u>-</u>
Total Liabilities	<u>4,318,322</u>	<u>4,286,312</u>	<u>4,262,324</u>	<u>30,949</u>	<u>31,511</u>
Equity Attributable to Owners of the Company					
Issued capital	320,939	320,939	320,939	320,939	320,939
Share premium	1,216,095	1,216,095	1,216,095	1,850,965	1,850,965
Treasury shares	(31,726)	(31,726)	-	(31,726)	(31,726)
Other paid-in capital	184,318	184,318	184,318	-	-
Other reserves					
Option reserve	31,471	31,471	31,469	31,471	31,471
Currency translation reserve	(3,208)	(2,795)	12,293	-	-
Fair value reserve	4,079	2,292	-	-	-
PRC statutory reserve	3,820	3,820	3,820	-	-
Hedging reserve	121	(1,372)	(632)	-	-
Other reserve	16,526	30,070	19,969	-	-
	52,809	63,486	66,919	31,471	31,471
Retained earnings	2,262,618	1,956,742	1,963,323	171,287	218,159
	<u>4,005,053</u>	<u>3,709,854</u>	<u>3,751,594</u>	<u>2,342,936</u>	<u>2,389,808</u>
Non-Controlling Interests	43,630	39,544	41,221	-	-
Total Equity	<u>4,048,683</u>	<u>3,749,398</u>	<u>3,792,815</u>	<u>2,342,936</u>	<u>2,389,808</u>
<b>Total Liabilities and Equity</b>	<b><u>8,367,005</u></b>	<b><u>8,035,710</u></b>	<b><u>8,055,139</u></b>	<b><u>2,373,885</u></b>	<b><u>2,421,319</u></b>

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

**Note:**

**(a) Other Current Assets**

	<b>Group</b>		<b>Company</b>	
	<b>(Restated)</b>			
	<b>As at 30/9/2016 US\$'000</b>	<b>As at 31/12/2015 US\$'000</b>	<b>As at 30/9/2016 US\$'000</b>	<b>As at 31/12/2015 US\$'000</b>
Prepaid expenses	43,838	22,463	38	8
Prepaid taxes, net	229,517	369,442	-	-
Deposits and advances to suppliers	381,072	291,086	-	-
Biological assets	101,847	51,375	-	-
Derivative receivable	7,261	-	-	-
Others	91,217	87,194	1	1
	<u>854,752</u>	<u>821,560</u>	<u>39</u>	<u>9</u>
Receivable from joint ventures	186,776	138,174	-	-
Receivable from related parties	55	133	-	-
	<u>1,041,583</u>	<u>959,867</u>	<u>39</u>	<u>9</u>

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

	<b>Group</b>		<b>Company</b>	
	<b>As at 30/9/2016 US\$'000</b>	<b>As at 31/12/2015 US\$'000</b>	<b>As at 30/9/2016 US\$'000</b>	<b>As at 31/12/2015 US\$'000</b>
	Loans to joint ventures	21,238	28,344	-
Tax recoverable	134,008	93,956	-	-
Advances for project plasma plantations	23,356	17,189	-	-
Advances for projects	24,058	36,832	-	-
Land clearing	2,816	1,564	-	-
Advances for investments in land	2,759	2,759	-	-
Others	23,908	22,226	-	-
	<u>232,143</u>	<u>202,870</u>	<u>-</u>	<u>-</u>

**(c) Other Payables**

	<b>Group</b>		<b>Company</b>	
	<b>As at 30/9/2016 US\$'000</b>	<b>As at 31/12/2015 US\$'000</b>	<b>As at 30/9/2016 US\$'000</b>	<b>As at 31/12/2015 US\$'000</b>
	Advances and deposits from customers	99,858	27,747	-
Accrued expenses	71,325	49,913	253	275
Payable to third parties	213,415	153,674	-	-
Others	34,688	18,540	5	5
	<u>419,286</u>	<u>249,874</u>	<u>258</u>	<u>280</u>
Payable to related parties	4,082	4,401	30,691	31,231
	<u>423,368</u>	<u>254,275</u>	<u>30,949</u>	<u>31,511</u>

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

	As at 30/9/2016			As at 31/12/2015		
	US\$'000			US\$'000		
	Secured	Unsecured	Total	Secured	Unsecured	Total
Amount repayable in one year or less, or on demand	848,755	530,082	1,378,837	1,009,025	437,836	1,446,861
Amount repayable after one year	705,077	920,225	1,625,302	512,561	1,085,963	1,598,524
<b>Total</b>	<b>1,553,832</b>	<b>1,450,307</b>	<b>3,004,139</b>	<b>1,521,586</b>	<b>1,523,799</b>	<b>3,045,385</b>

### Details of any collateral

The secured borrowings are collateralised by certain cash and cash equivalents, short-term investments, inventories, trade receivables, bearer plants, 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 2016

	Ytd Sept 2016	(Restated) Ytd Sept 2015	3rd Qtr 2016	(Restated) 3rd Qtr 2015
	US\$'000	US\$'000	US\$'000	US\$'000
<b>Cash flows from operating activities</b>				
<b>Profit/(Loss) before tax</b>	<b>142,684</b>	<b>(18,029)</b>	<b>116,353</b>	<b>(35,672)</b>
Adjustments for:				
Depreciation	254,565	224,808	81,200	76,795
Amortisation	1,548	1,184	627	389
Net (gain)/loss from changes in fair value of biological assets	(50,471)	(3,285)	(45,322)	6,378
Unrealised foreign exchange (gain)/loss, net	(23,149)	10,300	(10,919)	(3,075)
Share of results of associated companies, net of tax	(1,061)	236	(1,222)	67
Share of results of joint ventures, net of tax	(6,460)	(5,729)	(1,094)	(1,336)
(Gain)/Loss on disposal of property, plant and equipment	(594)	642	(370)	52
Property, plant and equipment written off	833	921	238	379
Bearer plants written off	355	-	18	-
Allowance for/(Write-back of) impairment loss on:				
Inventories, net	61	(1,000)	(111)	(2,330)
Trade receivables, net	(71)	(88)	(92)	(72)
Other receivables, net	(60)	-	(60)	-
Changes in fair value of financial assets at fair value through profit or loss	(1,516)	1,902	3,696	8,208
Gain on disposal of a subsidiary	(97)	-	(97)	-
Interest income	(18,362)	(24,431)	(6,104)	(7,831)
Interest expense	95,127	97,868	32,191	34,848
<b>Operating cash flow before working capital changes</b>	<b>393,332</b>	<b>285,299</b>	<b>168,932</b>	<b>76,800</b>
Changes in operating assets and liabilities:				
Trade receivables	13,237	64,044	27,938	33,604
Other current assets	(167,209)	(18,606)	6,311	129,745
Inventories	(209,368)	105,233	(61,137)	10,857
Trade payables	9,188	64,718	64,167	(117,825)
Other payables	136,189	155,975	102,335	(22,093)
<b>Cash generated from operations</b>	<b>175,369</b>	<b>656,663</b>	<b>308,546</b>	<b>111,088</b>
Interest received	13,600	15,181	6,516	5,443
Interest paid	(87,019)	(78,713)	(28,929)	(23,635)
Tax refund/(paid)	49,297	(109,169)	(9,585)	(69,220)
<b>Net cash generated from operating activities</b>	<b>151,247</b>	<b>483,962</b>	<b>276,548</b>	<b>23,676</b>

**UNAUDITED CONSOLIDATED STATEMENT OF CASH FLOWS  
FOR THE PERIOD ENDED 30 SEPTEMBER 2016 (cont'd)**

		(Restated)		(Restated)
	Ytd Sept 2016	Ytd Sept 2015	3rd Qtr 2016	3rd Qtr 2015
	<u>US\$'000</u>	<u>US\$'000</u>	<u>US\$'000</u>	<u>US\$'000</u>
<b>Cash flows from investing activities</b>				
Proceeds from disposal of property, plant and equipment	5,541	2,768	1,233	342
Proceeds from disposal of bearer plants	245	1,801	57	248
Net cash outflow from disposal of a subsidiary	(8)	-	(8)	-
Capital expenditure on property, plant and equipment	(158,936)	(276,718)	(60,614)	(53,742)
Acquisition and capital expenditure on bearer plants	(6,613)	(28,517)	(2,313)	(2,719)
(Investments in)/Proceeds from financial assets, net	(15,127)	(878)	(37,141)	24,770
Additional investment in a joint venture	(1,500)	(1,000)	(500)	-
Investments in Plasma/KKPA Program plantations, net	(4,989)	(2,638)	(4,357)	(1,131)
Acquisition of subsidiaries, net of cash acquired	-	(53,490)	-	107
Dividends received from a joint venture	2,750	4,750	500	1,750
Cash inflow from non-controlling interest for incorporation of subsidiaries	31	-	31	-
Payments for intangible assets	(6,936)	(2,051)	(4,782)	(1,996)
Net decrease/(increase) in long-term receivables and assets	17,262	(74,987)	18,846	1,645
<b>Net cash used in investing activities</b>	<b>(168,280)</b>	<b>(430,960)</b>	<b>(89,048)</b>	<b>(30,726)</b>
<b>Cash flows from financing activities</b>				
Proceeds from short-term loans	1,721,351	2,856,558	459,688	1,633,336
Proceeds from long-term borrowings	360,348	250,000	15,000	250,000
Proceeds from notes issue	-	148,698	-	-
Payments of dividends	(47,462)	(57,363)	-	(720)
Payments of short-term loans	(1,873,455)	(2,744,141)	(625,010)	(1,346,249)
Payments of long-term borrowings	(176,149)	(102,187)	(68,644)	(48,962)
Payments of obligations under finance leases	(92)	(166)	(34)	(54)
Payments of notes payable	(81,378)	-	(733)	-
Payments for shares buy back	-	(31,726)	-	-
Payments for repurchase of bonds	-	(115,623)	-	(111,272)
Payments of deferred loan charges and bank loan administration costs	(6,817)	(2,885)	(2,691)	(2,709)
Increase in cash in banks and time deposits pledged	(3,483)	(16,930)	25,136	(1,680)
<b>Net cash (used in)/generated from financing activities</b>	<b>(107,137)</b>	<b>184,235</b>	<b>(197,288)</b>	<b>371,690</b>
<b>Net (decrease)/increase in cash and cash equivalents</b>	<b>(124,170)</b>	<b>237,237</b>	<b>(9,788)</b>	<b>364,640</b>
<b>Cash and cash equivalents at the beginning of the period</b>	<b>226,888</b>	<b>322,646</b>	<b>112,506</b>	<b>195,243</b>
<b>Cash and cash equivalents at the end of the period</b> (See Note below)	<b>102,718</b>	<b>559,883</b>	<b>102,718</b>	<b>559,883</b>

**Note:**

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

	30/9/2016 <u>US\$'000</u>	30/9/2015 <u>US\$'000</u>
Time deposits, cash and bank balances	122,929	583,727
Less: Cash in banks and time deposits pledged	(20,211)	(23,844)
	<u>102,718</u>	<u>559,883</u>



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

<b>The Group</b>	←----- Attributable to Owners of the Company ----->						Total	Non-Controlling Interests	Total Equity
	Issued Capital	Share Premium	Treasury Shares	Other Paid-in Capital	Other Reserves	Retained Earnings			
	<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 at 1 Jan 2016 as previously reported	320,939	1,216,095	(31,726)	184,318	41,708	6,928,359	8,659,693	88,473	8,748,166
Effect of adoption of amended IAS16 and IAS41	-	-	-	-	21,778	(4,971,617)	(4,949,839)	(48,929)	(4,998,768)
Balance at 1 Jan 2016 as restated	320,939	1,216,095	(31,726)	184,318	63,486	1,956,742	3,709,854	39,544	3,749,398
Profit for the period	-	-	-	-	-	133,613	133,613	3,562	137,175
Other comprehensive loss	-	-	-	-	(9,168)	-	(9,168)	(341)	(9,509)
Total comprehensive (loss)/income for the period	-	-	-	-	(9,168)	133,613	124,445	3,221	127,666
Dividends paid for 2015	-	-	-	-	-	(47,462)	(47,462)	-	(47,462)
Balance at 30 Jun 2016	320,939	1,216,095	(31,726)	184,318	54,318	2,042,893	3,786,837	42,765	3,829,602
Profit for the period	-	-	-	-	-	219,725	219,725	900	220,625
Other comprehensive loss	-	-	-	-	(1,509)	-	(1,509)	(66)	(1,575)
Total comprehensive (loss)/income for the period	-	-	-	-	(1,509)	219,725	218,216	834	219,050
Non-controlling interests of newly incorporated subsidiaries	-	-	-	-	-	-	-	31	31
Balance at 30 Sep 2016	320,939	1,216,095	(31,726)	184,318	52,809	2,262,618	4,005,053	43,630	4,048,683

**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>The Group</b>	<----- Attributable to Owners of the Company ----->							Non-Controlling Interests	Total Equity
	Issued Capital	Share Premium	Treasury Shares	Other Paid-in Capital	Other Reserves	Retained Earnings	Total		
	<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 at 1 Jan 2015 as previously reported	320,939	1,216,095	-	184,318	45,141	6,962,010	8,728,503	89,818	8,818,321
Effect of adoption of amended IAS16 and IAS41	-	-	-	-	21,778	(4,998,687)	(4,976,909)	(48,597)	(5,025,506)
Balance at 1 Jan 2015 as restated	320,939	1,216,095	-	184,318	66,919	1,963,323	3,751,594	41,221	3,792,815
Profit/(Loss) for the period	-	-	-	-	-	7,207	7,207	(680)	6,527
Other comprehensive (loss)/income	-	-	-	-	(4)	-	(4)	1	(3)
Total comprehensive (loss)/income for the period	-	-	-	-	(4)	7,207	7,203	(679)	6,524
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 at 30 Jun 2015 as restated	320,939	1,216,095	(31,726)	184,318	66,915	1,953,597	3,710,138	40,491	3,750,629
(Loss)/Profit for the period	-	-	-	-	-	(16,406)	(16,406)	583	(15,823)
Other comprehensive loss	-	-	-	-	(7,739)	-	(7,739)	(480)	(8,219)
Total comprehensive (loss)/income for the period	-	-	-	-	(7,739)	(16,406)	(24,145)	103	(24,042)
Dividends paid to non-controlling shareholders	-	-	-	-	-	-	-	(720)	(720)
Balance at 30 Sep 2015 as restated	320,939	1,216,095	(31,726)	184,318	59,176	1,937,191	3,685,993	39,874	3,725,867

**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>	Issued Capital US\$'000	Share Premium US\$'000	Treasury Shares US\$'000	Option Reserve US\$'000	Retained Earnings US\$'000	Total US\$'000
Balance as at 1 Jan 2016	320,939	1,850,965	(31,726)	31,471	218,159	2,389,808
Profit for the period, representing total comprehensive income for the period	-	-	-	-	781	781
Dividends paid for 2015	-	-	-	-	(47,462)	(47,462)
Balance as at 30 Jun 2016	320,939	1,850,965	(31,726)	31,471	171,478	2,343,127
Loss for the period, representing total comprehensive loss for the period	-	-	-	-	(191)	(191)
Balance as at 30 Sep 2016	<u>320,939</u>	<u>1,850,965</u>	<u>(31,726)</u>	<u>31,471</u>	<u>171,287</u>	<u>2,342,936</u>
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	<u>320,939</u>	<u>1,850,965</u>	<u>(31,726)</u>	<u>31,317</u>	<u>216,526</u>	<u>2,388,021</u>

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

Details of the Company's issued and paid-up capital were as follows:

	As at	
	30 Sep 2016	30 Sep 2015
Number of treasury shares	102,792,400	102,792,400
Number of issued shares (excluding treasury shares)	12,734,756,156	12,734,756,156
Number of new shares that may be issued on the conversion of outstanding convertible bonds	-	412,097,209

There were no movements in the Company's issued capital (excluding treasury shares) since 31 December 2015.

**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 2016 and 31 December 2015 was 12,734,756,156 ordinary shares.

**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.**

There were no changes in the number of ordinary shares held as treasury shares by the Company since 31 December 2015.

**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**

Except as disclosed in Note 5 below, the Group has applied the same accounting policies and methods of computation consistent with those used in the most recent audited annual financial statements for the year ended 31 December 2015.

**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 adopted various new and revised IFRSs that are relevant to its operations and effective for period beginning 1 January 2016. Except as disclosed below, the adoption of the new and revised IFRSs has had no material financial impact on the Group's financial statements.

The amendments to IAS 16 and IAS 41, *Agriculture: Bearer Plants*, require biological assets that meet the definition of a bearer plant to be accounted for as property, plant and equipment in accordance with IAS 16 while the agricultural produce growing on bearer plants will remain within the scope of IAS 41 to be measured at fair value less costs to sell. Bearer plants are defined as living plants that are used in the production or supply of agricultural produce and of which there is only a remote likelihood that the plant will also be sold as agricultural produce.

Prior to adoption of these amendments, the Group's biological assets are measured at fair value less estimated point-of-sales costs at the end of financial year. Upon the adoption of these amendments, biological assets that meet the definition of bearer plants are no longer be within the scope of IAS 41. Instead, bearer plants are subsequently measured at accumulated cost less accumulated depreciation. The change in accounting policy has been applied retrospectively and the comparatives have been restated with the following impact:

	<b>As previously reported 9M2015 US\$'000</b>	<b>Restated for adoption of amended IAS 16 and IAS 41 9M2015 US\$'000</b>	<b>As previously reported 3Q2015 US\$'000</b>	<b>Restated for adoption of amended IAS 16 and IAS 41 3Q2015 US\$'000</b>
<u>Consolidated income statement</u>				
Cost of sales	(4,121,835)	(4,222,757)	(1,263,383)	(1,296,662)
Other operating income/(loss)	16,426	19,711	(1,710)	(8,088)
Profit/(loss) before tax	79,608	(18,029)	3,985	(35,672)
Tax	(6,748)	8,733	12,820	19,849
Profit/(Loss) for the period	<u>72,860</u>	<u>(9,296)</u>	<u>16,805</u>	<u>(15,823)</u>
Profit/(Loss) attributable to:				
Owners of the Company	71,676	(9,199)	15,737	(16,406)
Non-controlling interests	<u>1,184</u>	<u>(97)</u>	<u>1,068</u>	<u>583</u>

	<b>As previously reported As at 31/12/2015 US\$'000</b>	<b>Restated for adoption of amended IAS 16 and IAS 41 As at 31/12/2015 US\$'000</b>
<u>Consolidated statement of financial position</u>		
Biological assets	7,839,038	51,375
Bearer plants	-	1,227,784
Deferred tax liabilities	1,799,560	238,449
Equity attributable to Owners of the Company	8,659,693	3,709,854
Non-controlling interests	<u>88,473</u>	<u>39,544</u>

**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 2016</b>	<b>(Restated) Ytd Sept 2015</b>	<b>3rd Qtr 2016</b>	<b>(Restated) 3rd Qtr 2015</b>
Earnings/(Loss) per ordinary share for the period after deducting any provision for preference dividends:-				
(i) Based on weighted average number of ordinary shares	USD2.77cents	(USD0.07cents)	USD1.73cents	(USD0.13cents)
- Weighted average numbers of shares	12,734,756,156	12,768,027,416	12,734,756,156	12,734,756,156
(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

**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 Sep 2016</b>	<b>(Restated) As at 31 Dec 2015</b>	<b>As at 30 Sep 2016</b>	<b>As at 31 Dec 2015</b>
Net asset value per ordinary share based on existing issued share capital of 12,734,756,156 shares	US\$0.31	US\$0.29	US\$0.18	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

<i>Revenue by segment</i>	Ytd Sept 2016 <u>US\$'000</u>	Ytd Sept 2015 <u>US\$'000</u>	Change %
Plantation and palm oil mills	977,866	1,131,804	(13.6)
Palm and laurics	4,424,793	4,444,715	(0.4)
Oilseeds	489,692	468,193	4.6
Others	142,749	150,563	(5.2)
Inter-segment eliminations	(964,121)	(1,236,933)	(22.1)
<b>Total Revenue</b>	<u>5,070,979</u>	<u>4,958,342</u>	2.3
<i>EBITDA by segment</i>			
Plantation and palm oil mills	239,371	307,487	(22.2)
Palm and laurics	135,420	82,795	63.6
Oilseeds	16,444	8,265	99.0
Others	1,555	1,679	(7.4)
Inter-segment eliminations	190	1,259	(84.9)
<b>Total EBITDA</b>	<u>392,980</u>	<u>401,485</u>	(2.1)

Notes:

- (1) EBITDA refers to earnings before tax, non-controlling interests, interest on borrowings, depreciation and amortisation, net gain/(loss) from changes in fair value of biological assets and foreign exchange gain/(loss).
- (2) Plantation and palm oil mills segment refers to products from upstream business.
- (3) Palm and laurics segment refers to processing and merchandising of palm based products, i.e. bulk and branded as well as oleochemicals.
- (4) Oilseeds segment refers to processing and merchandising of oilseed based products, i.e. bulk and branded.
- (5) Others refer to production and distribution of food & consumer products in China and Indonesia.

## REVIEW OF PERFORMANCE FOR NINE MONTHS ENDED 30 SEPTEMBER 2016

The Group recorded higher revenue of US\$5,071.0 million for the nine-month period ended 30 September 2016 ("9M2016") with EBITDA marginally lower at US\$393.0 million mainly affected by lower production yield and implementation of export levy in July 2015. The net profit attributable to the owners of the Company was at US\$353.3 million as compared to loss of US\$9.2 million in the corresponding period in 2015 ("9M2015") primarily due to foreign exchange gain and deferred tax income recognised in the current period.

### PLANTATION AND PALM OIL MILLS

Revenue from our plantation and palm oil mills segment was lower by 13.6% at US\$977.9 million, mainly affected by lower production yield resulting from severe El Nino weather condition in 2015. Fresh fruit bunch ("FFB") and total palm product output for the current period were lower at 5,745,000 tonnes and 1,633,000 tonnes respectively as compared to 7,283,000 tonnes and 2,149,000 tonnes, respectively in 9M2015.

The average international CPO (FOB Belawan) price for the current period was US\$650 per tonne as compared to US\$595 per tonne in 9M2015. However, the Group's net realisable selling price in the current period was affected by the export levy that was implemented in July 2015. The lower production yield and lower net realisable price resulted in a 22.2% reduction in EBITDA from our plantation and palm oil mills segment to US\$239.4 million in 9M2016.

## **PALM AND LAURICS**

Revenue from our palm and laurics segment was marginally lower at US\$4,424.8 million in 9M2016 mainly attributable to lower average net realised prices. However, the continued improvement in margins resulted in an increase in EBITDA from palm and laurics segment from US\$82.8 million in 9M2015 to US\$135.4 million.

## **OILSEEDS**

Revenue from oilseeds segment grew by 4.6% to US\$489.7 million in 9M2016 mainly due to increase in sales volume. EBITDA almost doubled to US\$16.4 million in 9M2016 mainly due to improved oilseeds market environment in China.

## **FINANCIAL INCOME**

Financial income decreased by 24.8% from US\$24.4 million in 9M2015 to US\$18.4 million in line with the lower average time deposits during the current period.

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

The Group's share of net profit from joint ventures increased by 12.8% to US\$6.5 million in 9M2016 mainly due to the better operating performance in our shipping operations.

## **FOREIGN EXCHANGE GAIN/(LOSS), NET**

The Group recorded a net foreign exchange gain of US\$50.5 million in 9M2016 as compared to net loss of US\$98.9 million in the previous corresponding period. The current period's gain was mainly due to translation gain on Indonesian Rupiah ("IDR") denominated monetary assets following the strengthening of IDR against USD and fair value gain on forward foreign currency contracts entered to hedge the currency exposure of Malaysian Ringgit ("MYR").

This prior period's loss was mainly due to translation loss on IDR denominated monetary assets and fair value loss on forward foreign currency contracts entered to hedge the currency exposure of MYR as IDR and MYR weakened significantly against USD during the corresponding previous period.

## **OTHER OPERATING INCOME, NET**

Net other operating income comprised mainly changes in fair value of biological assets (agricultural produce) and financial assets, income from sales of seedlings and other materials, as well as rental income. The net gain from changes in fair value of biological assets increased from US\$3.3 million in 9M2015 to US\$50.5 million following the higher FFB market prices in the current period. Consequently, net other operating income increased from US\$19.7 million in 9M2015 to US\$64.2 million.

## **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.

For future tax benefit, the Group revalued some of its plantation assets in Indonesia. Consequently, substantial deferred income tax assets were recognised resulting in a net tax credit of US\$215.1 million in 9M2016.



## REVIEW OF FINANCIAL POSITION AS AT 30 SEPTEMBER 2016

The Group adopted the amendments to IAS 16 and IAS 41, *Agriculture: Bearer Plants*, requiring bearer plants to be subsequently measured at costs less accumulated depreciation with effect from 1 January 2016. This change has been adjusted retrospectively and the comparatives have been restated with the impact shown in Note 5 above.

### ASSETS

The Group's total assets increased from US\$8,035.7 million as at 31 December 2015 to US\$8,367.0 million as at 30 September 2016. This increase was mainly attributable to higher inventories and deferred tax assets, partially offset by lower cash and cash equivalents.

Inventories increased by US\$209.3 million to US\$950.2 million mainly attributable to higher inventories level for our CPO and refined products, as well as higher prices.

Deferred tax assets increased by US\$210.0 million to US\$266.6 million mainly due to recognition of deferred tax assets arising from higher tax depreciable value of certain plantation assets in Indonesia.

Long-term receivables increased by US\$29.3 million mainly due to higher estimated tax recoverable.

### LIABILITIES

The Group's total liabilities increased by US\$32.0 million to US\$4,318.3 million as at 30 September 2016. This was mainly attributable to increase in other payables, partially offset by reductions in deferred tax liabilities and total borrowings.

Other payables increased to US\$423.4 million mainly due to increase in advances and deposit received from customers, higher accrued operating expenses and other non-trade payables.

## REVIEW OF CASH FLOWS FOR NINE MONTHS ENDED 30 SEPTEMBER 2016

The Group generated higher operating cash inflows before working capital changes of US\$393.3 million as compared to US\$285.3 million in the previous corresponding period. However, higher working capital requirements for the downstream operations have resulted in a lower net cash inflows generated from operating activities of US\$151.2 million.

Net cash used in investing activities of US\$168.3 million was mainly relating to capital expenditures on our property, plant and equipment. Net cash used in financing activities of US\$107.1 million was mainly relating to repayments made for our borrowings and payment for dividends 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 continue be affected by the prices of CPO and competing seed oils, fluctuating foreign currency exchange rates and weather conditions, particularly the effect of El Nino. Nonetheless, the palm oil industry is expected to benefit from the global slowdown in production coupled with domestic demand growth through the implementation of the biodiesel policy in Indonesia. The Group will continue optimising margins through further streamlining of its vertically integrated operations, as well as improving its yield and cost efficiency.

**11. Dividend**

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

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

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

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

**(c) Date payable**

Not applicable.

**(d) Books closure date**

Not applicable.

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

No dividend has been declared for the quarter ended 30 September 2016.

**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 S\$100,000 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 S\$100,000)
	3Q2016	3Q2016
	US\$	US\$
PT Asuransi Sinar Mas	Nil	1,391,471
PT Bank Sinarmas Tbk *	Nil	1,977,993
PT Cakrawala Mega Indah	Nil	2,618,412
PT Rolimex Kimia Nusamas	Nil	12,562,357
PT Royal Oriental	Nil	1,648,180
PT Sinar Jati Mitra	Nil	860,995
<b>Total</b>	<b>Nil</b>	<b>21,059,408</b>

Note:

\* Principal amount of deposits as at 30 September 2016 is approximately US\$2.1 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 2016 unaudited financial results to be false or misleading.

On behalf of the board of directors

Franky Oesman Widjaja  
Director

Rafael Buhay Concepcion, Jr.  
Director

**19. Confirmation pursuant to the Rule 720(1) of the listing manual**

The Company confirms that it has procured undertakings from all its directors and executive officers in the form set out in Appendix 7.7 under Rule 720(1) of the Listing Manual.

**BY ORDER OF THE BOARD**

Rafael Buhay Concepcion, Jr.  
Director  
14 November 2016

Submitted by Kimberley Lye Chor Mei, Director, Corporate Secretarial on 14 November 2016 to the SGX