RESPONSE TO SGX QUERIES ON THE COMPANY'S ANNUAL REPORT FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

Golden Agri-Resources Ltd ("GAR" or the "Company" and together with its subsidiaries, the "Group") sets out its response to the queries raised by the Singapore Exchange Securities Trading Limited ("SGX-ST") on 30 April 2020 in relation to the Annual Report for the financial year ended 31 December 2019 ("Annual Report"), as follows:

SGX-ST Queries

1. Listing Rule 710 requires an issuer to comply with the Principles of the Code (Code of Corporate Governance 2018). Where an issuer's practices vary from any Provisions of the Code, it must **explicitly state, in its annual report, the Provision from which it has varied, explain the reason for variation, and explain how the practices it had adopted are consistent with the intent of the relevant Principle**.

   (a) We note that the Company had not complied with Provisions 8.1 and 8.2 of the Code with regards to the disclosure of remuneration, and there were no explanations provided in the FY2019 annual report on how it is consistent with the intent of Principle 8 of the Code. Please clarify how the practices the Company had adopted are consistent with the intent of Principle 8 of the Code, which requires transparency on the Company's remuneration policies, level and mix of remuneration, the procedure for setting remuneration and the **relationships between remuneration, performance and value creation.**

   Company's Response to Query 1(a)

   GAR's remuneration philosophy supports the Company's strategy and enables it to achieve its business objectives. To ensure the "reward for performance" principle, GAR aligns its strategic goals to performance indicators, sets proper targets, and identifies plan and actions to achieve value targets, monitors and finally reward performance achievement. There is an annual budget for all business units under GAR with comprehensive operational and financial targets, to enable a right set of culture and 'way of working' as follows:

   - Alignment of objective – company wide
   - Focus on the right result, prioritize the right actions to achieve that
   - Driving the right day-to-day behavior by linking rewards to results
   - Proper rhythm for monitoring to ensure progress and accountability

   Each business unit has a budget that reflects challenging yet achievable targets. Noting innovation drives optimum value creation, each business also has strategic targets to implement transformational initiatives that will significantly improve their overall operational capability and subsequent financial results.

   The annual budget will then be cascaded down to each person within the organization in the form of Key Performance Indicator ("KPI") target every year. Each person within the organization will be assessed based on his/her actual achievement against the KPI.

   (b) Provision 9.2 of the Code states that the Board requires and discloses in the company's annual report that it has received assurance **from the CEO and the Chief Financial Officer ("CFO")** that the financial records have been properly maintained and the financial statements give a true and fair view of the company's operations and finances; and the CEO and other key management personnel who are responsible, regarding the adequacy and effectiveness of the company's risk management and internal control systems. We note that the assurances were **obtained from business heads in the Group** and not the CEO and CFO. Please **explain the reason for**

variation, and explain how the practices it had adopted are consistent with the intent of the relevant Principle.

Company's Response to Query 1(b)

The CEO and CFO have given written assurance to the Board of Directors, as follows:

(a) Financial Records
The financial records of the Group for FY2019 have been properly maintained and the FY2019 Financial Statements give a true and fair view of the Group's operations and finances in accordance with the applicable financial reporting framework that are free from material misstatement; and

(b) Risk Management and Internal Controls
The internal controls, including financial, operational, and information technology controls, and risk management systems in place within the Group are adequate and effective in addressing the material risks in the Group in its current business environment.

2. Listing Rule 210(5)(a) states that a director who has no prior experience as a director of an issuer listed on the Exchange must undergo training in the roles and responsibilities of a director of a listed issuer as prescribed by the Exchange. We note that Mr Khemraj Sherma Sewraz was appointed by the Board as a Non-Executive Independent Director of the Company. In this regard, please disclose: (a) whether the said director had attended training as required; (b) the date of the training(s) attended; and (c) if no trainings have been attended, the reasons why.

Company's Response to Query 2

Mr Khemraj Sharma Sewraz has to attend mandatory training organized by the Singapore Institute of Directors ("SID"), within one year from the date of his appointment as a Non-Executive Director in November 2019. Such training comprised of 4 modules, ie, the Listed Entity Directors Programme Nos 1 to 4 ("LED Programme") which are conducted in Singapore.

Before the start of the COVID-19 (Coronavirus Disease 2019) crisis, the Company had made plans for Mr Sewraz to travel from his base in Mauritius, to Singapore to physically attend the LED Programme sessions Nos 1 to 4 scheduled in July 2020. The Company has since registered Mr Sewraz for the full day LED Programme session No 1 and the half day LED Programme session No 2, scheduled to take place at a physical venue in Singapore on 16 and 17 July 2020, respectively. However, Mr Sewraz's physical attendance thereat in Singapore, is dependent on the lifting or easing of travel and movement restrictions due to the COVID-19 pandemic. Nonetheless, should the LED Programme be made available by SID via online webcast for the July 2020 intake, the Company will arrange for Mr Sewraz's (remote) attendance thereat.

With the current Circuit Breaker measures in Singapore, SID stated that the May 2020 sessions of the LED Programme will be conducted via online webcast, instead of face-to-face. The Company has registered Mr Sewraz for the May 2020 intake of the LED Programme session Nos 3 and 4, which will be held on 19 and 21 May 2020, respectively. The Company tried to register Mr Sewraz for the May 2020 LED Programme session Nos 1 and 2, but was not successful as both sessions are full.

The Company will continue to monitor the situation and ensure that Mr Sewraz receives the required training.

By Order of the Board
GOLDEN AGRI-RESOURCES LTD

Rafael Buhay Concepcion, Jr.
Director
5 May 2020