

Thai Union Frozen Products Public Company Limited  
and its subsidiaries  
Review report and consolidated interim financial statements  
For the three-month and nine-month periods ended  
30 September 2011

## **Review report of Independent Auditor**

To the Shareholders of Thai Union Frozen Products Public Company Limited

I have reviewed the accompanying consolidated statement of financial position of Thai Union Frozen Products Public Company Limited and its subsidiaries as at 30 September 2011, the related consolidated statements of income and comprehensive income for the three-month and nine-month periods ended 30 September 2011, the consolidated statements of changes in shareholders' equity and cash flows for the nine-month period ended 30 September 2011, and the separate financial statements of Thai Union Frozen Products Public Company Limited for the same period. These financial statements are the responsibility of the Company's management as to their correctness and the completeness of the presentation. My responsibility is to issue a report on these financial statements based on my review. I did not review the interim financial statements of overseas subsidiaries, Thai Union International, Inc. and its subsidiaries, PT Juifa International Foods and Yueh Chyang Canned Food Co., Ltd., which are included in the consolidated financial statements for the three-month and nine-month periods ended 30 September 2011. The financial statements of these subsidiaries present total assets of Baht 13,498 million, and total revenues for the three-month and nine-month periods then ended of Baht 8,408 million and Baht 24,222 million, respectively. The interim financial statements of these subsidiaries were reviewed by other auditors, whose reports have been furnished to me, and my review report, insofar as it relates to the amounts of the various transactions of those subsidiaries included in the consolidated financial statements, is based on the reports of those auditors.

I conducted my review in accordance with the auditing standard applicable to review engagements. This standard requires that I plan and perform the review to obtain moderate assurance as to whether the financial statements are free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. I have not performed an audit and, accordingly, I do not express an audit opinion.

Based on my review and the review reports of other auditors, nothing has come to my attention that causes me to believe that the accompanying financial statements are not presented fairly, in all material respects, in accordance with generally accepted accounting principles.

The consolidated financial statements of Thai Union Frozen Products Public Company Limited and its subsidiaries, and the separate financial statements of Thai Union Frozen Products Public Company Limited for the year ended 31 December 2010 were audited in accordance with generally accepted auditing standards by another auditor of our firm who, under her report dated 28 February 2011, expressed an unqualified opinion on those statements and drew attention to the fair value of the tangible assets which were awaiting appraisal. The consolidated and separate statements of financial position as at 31 December 2010, as presented herein for comparative purposes, formed an integral part of the financial statements which that auditor audited and reported on, based partially on the reports of other auditors of the overseas subsidiaries.

The consolidated statements of income for the three-month and nine-month periods ended 30 September 2010, the consolidated statements of changes in shareholders' equity and cash flows for the nine-month period ended 30 September 2010 of Thai Union Frozen Products Public Company Limited and its subsidiaries and the separate financial statements of Thai Union Frozen Products Public Company Limited for the same period, as presented herein for comparative purposes, formed an integral part of the interim financial statements which were reviewed by the aforementioned auditor who reported, under her report dated 27 October 2010, that nothing had come to her attention that caused her to believe that those financial statements were not presented fairly, in all material respects, in accordance with generally accepted accounting principles.

As described in Note 1.4 to the financial statements, during the current period, the Company adopted the revised and new accounting standards issued by the Federation of Accounting Professions, and applied them in its preparation and presentation of the interim financial statements.

Sophon Permsirivallop  
Certified Public Accountant (Thailand) No. 3182

Ernst & Young Office Limited  
Bangkok: 7 November 2011

Thai Union Frozen Products Public Company Limited and its subsidiaries

Statements of financial position

(Unit: Thousand Baht)

	Note	Consolidated financial statements		Separate financial statements	
		30 September 2011	31 December 2010	30 September 2011	31 December 2010
		(Unaudited but reviewed)	(Audited)	(Unaudited but reviewed)	(Audited)
<b>Assets</b>					
<b>Current assets</b>					
Cash and cash equivalents	4	1,413,466	1,037,297	17,721	14,912
Trade accounts receivable	5				
Related parties	6	72,879	60,939	2,012,590	1,788,150
Unrelated parties		10,897,905	9,390,186	1,496,866	1,097,732
Less: Allowance for doubtful accounts		(261,134)	(233,267)	(26,971)	(2,945)
Trade accounts receivable - net		10,709,650	9,217,858	3,482,485	2,882,937
Short-term loans to subsidiaries	6	-	-	119,540	625,825
Current portion of long-term loans to subsidiaries	6	-	-	434,385	2,691,738
Current portion of long-term loans to other companies		4,237	1,431	-	-
Inventories - net	7	25,389,074	21,346,118	3,845,683	2,423,326
Other current assets					
Prepaid expenses		547,517	164,024	13,191	23,442
Prepaid income tax		149,715	543,165	28,163	28,163
Interest receivables	6	362	565	841,295	175,072
Advance payments		42,631	26,444	16,132	245
Current portion of forward exchange contracts receivables		152,643	748,338	145,324	558,701
Value added tax refundable		535,949	538,930	55,813	60,726
Others		279,540	335,920	26,495	36,430
Total other current assets		1,708,357	2,357,386	1,126,413	882,779
<b>Total current assets</b>		<b>39,224,784</b>	<b>33,960,090</b>	<b>9,026,227</b>	<b>9,521,517</b>

The accompanying notes are an integral part of the financial statements.

**Thai Union Frozen Products Public Company Limited and its subsidiaries**

**Statements of financial position (continued)**

(Unit: Thousand Baht)

	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>		
	<u>Note</u>	<u>30 September 2011</u>	<u>31 December 2010</u>	<u>30 September 2011</u>	<u>31 December 2010</u>
		(Unaudited but reviewed)	(Audited)	(Unaudited but reviewed)	(Audited)
<b>Non-current assets</b>					
Restricted deposits with financial institution		12,270	11,032	-	-
Investments in subsidiaries - net	8	-	-	4,396,709	4,396,709
Investments in associates - net	9	919,026	837,717	66,231	66,231
Other long-term investments - net	10	75,730	72,669	34,579	34,579
Long-term loans to subsidiaries - net of current portion	6	-	-	16,601,938	15,429,105
Long-term loans to other companies - net of current portion		23,717	28,630	-	-
Property, plant and equipment - net	11	15,459,415	14,133,117	3,201,767	2,947,685
Properties foreclosed - net	11	-	57,057	-	57,057
Goodwill	12	12,027,149	11,396,142	-	-
Other intangible assets - net	13	13,707,075	13,027,293	1,884	1,509
Other non-current assets					
Forward exchange contracts receivables		38,248	387,308	38,248	387,308
Leasehold rights - net		16,958	21,094	-	-
Advance payment for purchase of property, plant and equipment		3,244	35,227	-	-
Deferred tax assets	18	604,120	498,562	26,889	18,609
Unamortised discount from forward exchange contracts		201,848	246,929	201,848	246,929
Others		87,765	64,055	14,985	10,773
<b>Total non-current assets</b>		<u>43,176,565</u>	<u>40,816,832</u>	<u>24,585,078</u>	<u>23,596,494</u>
<b>Total assets</b>		<u><u>82,401,349</u></u>	<u><u>74,776,922</u></u>	<u><u>33,611,305</u></u>	<u><u>33,118,011</u></u>

The accompanying notes are an integral part of the financial statements.

Thai Union Frozen Products Public Company Limited and its subsidiaries

Statements of financial position (continued)

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements		
	Note	30 September 2011	31 December 2010	30 September 2011	31 December 2010
		(Unaudited but reviewed)	(Audited)	(Unaudited but reviewed)	(Audited)
<b>Liabilities and shareholders' equity</b>					
<b>Current liabilities</b>					
Bank overdrafts and short-term loans from					
financial institutions	14	14,150,099	8,363,776	3,032,423	1,992,670
Trade accounts payable					
Related parties	6	119,592	39,975	332,832	243,513
Unrelated parties		6,568,199	5,869,655	1,015,617	696,100
Total trade accounts payable		6,687,791	5,909,630	1,348,449	939,613
Short-term loans from subsidiaries	6	-	-	-	245,840
Current portion of long-term loans	15	1,018,794	516,058	-	-
Current portion of debentures	16	-	3,200,000	-	3,200,000
Income tax payable		132,196	187,665	19,959	25,084
Other current liabilities					
Accrued expenses	6	1,770,445	1,104,632	520,992	287,280
Accounts payable - construction and asset purchase		128,207	180,496	36,327	70,612
Billback		110,426	162,793	-	-
Others		1,432,993	1,316,238	330,209	265,745
Total other current liabilities		3,442,071	2,764,159	887,528	623,637
<b>Total current liabilities</b>		<b>25,430,951</b>	<b>20,941,288</b>	<b>5,288,359</b>	<b>7,026,844</b>
<b>Non-current liabilities</b>					
Long-term loans - net of current portion	15	14,962,670	22,500,818	2,250,000	8,896,808
Debentures - net of current portion	16	7,226,978	500,000	7,226,978	500,000
Convertible bond	17	2,533,026	2,390,746	2,533,026	2,390,746
Deferred tax liabilities	18	4,951,133	4,641,052	-	-
Forward exchange contracts payable - net of					
current portion		706,869	88,684	675,257	88,684
Provision for long-term employee benefits		923,271	-	185,710	-
Other non-current liabilities		443,667	478,800	91,839	47,267
<b>Total non-current liabilities</b>		<b>31,747,614</b>	<b>30,600,100</b>	<b>12,962,810</b>	<b>11,923,505</b>
<b>Total liabilities</b>		<b>57,178,565</b>	<b>51,541,388</b>	<b>18,251,169</b>	<b>18,950,349</b>

The accompanying notes are an integral part of the financial statements.

**Thai Union Frozen Products Public Company Limited and its subsidiaries**

**Statements of financial position (continued)**

(Unit: Thousand Baht)

	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	<b>30 September 2011</b>	<b>31 December 2010</b>	<b>30 September 2011</b>	<b>31 December 2010</b>
	(Unaudited but reviewed)	(Audited)	(Unaudited but reviewed)	(Audited)
<b>Shareholders' equity</b>				
Share capital				
Registered				
1,000,000,000 ordinary shares of Baht 1 each	1,000,000	1,000,000	1,000,000	1,000,000
Issued and paid-up				
956,329,407 ordinary shares of Baht 1 each	956,329	956,329	956,329	956,329
Share premium	8,158,890	8,158,890	8,158,890	8,158,890
Retained earnings				
Appropriated - statutory reserve	100,000	89,000	100,000	89,000
Unappropriated	13,683,893	11,850,242	6,144,917	4,963,443
Other components of shareholders' equity	(25,453)	(87,474)	-	-
Equity attributable to owners of the Company	22,873,659	20,966,987	15,360,136	14,167,662
Non-controlling interests of the subsidiaries	2,349,125	2,268,547	-	-
<b>Total shareholders' equity</b>	<b>25,222,784</b>	<b>23,235,534</b>	<b>15,360,136</b>	<b>14,167,662</b>
<b>Total liabilities and shareholders' equity</b>	<b>82,401,349</b>	<b>74,776,922</b>	<b>33,611,305</b>	<b>33,118,011</b>
	-	-	-	-

The accompanying notes are an integral part of the financial statements.

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Directors  
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## Thai Union Frozen Products Public Company Limited and its subsidiaries

## Income statements

For the three-month periods ended 30 September 2011 and 2010

(Unit: Thousand Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2011	2010	2011	2010
<b>Revenues</b>					
Sales		25,105,270	17,437,548	6,552,595	5,385,380
Other income					
Interest income		2,967	1,036	248,126	69,617
Dividend income		777	217	980,230	866,400
Compensation from accounts payable		12,234	7,965	9,363	6,222
Tax coupon received		44,838	25,592	6,738	4,258
Exchange gains		132,619	372,547	-	167,993
Others		103,877	105,972	17,980	38,155
Total other income		297,312	513,329	1,262,437	1,152,645
<b>Total revenues</b>		<b>25,402,582</b>	<b>17,950,877</b>	<b>7,815,032</b>	<b>6,538,025</b>
<b>Expenses</b>					
Cost of sales		20,760,776	15,254,052	5,719,641	4,939,275
Selling expenses		1,219,254	886,626	206,742	240,664
Administrative expenses		964,649	573,002	160,419	148,769
Exchange loss		-	-	5,774	-
<b>Total expenses</b>		<b>22,944,679</b>	<b>16,713,680</b>	<b>6,092,576</b>	<b>5,328,708</b>
<b>Profit before share of income from investments in associates and finance cost and corporate income tax</b>		<b>2,457,903</b>	<b>1,237,197</b>	<b>1,722,456</b>	<b>1,209,317</b>
Share of income from investments in associates		22,199	6,827	-	-
<b>Profit before finance cost and corporate income tax</b>		<b>2,480,102</b>	<b>1,244,024</b>	<b>1,722,456</b>	<b>1,209,317</b>
Finance cost		(566,823)	(130,243)	(116,841)	(66,369)
<b>Profit before corporate income tax</b>		<b>1,913,279</b>	<b>1,113,781</b>	<b>1,605,615</b>	<b>1,142,948</b>
Corporate income tax	18	(69,079)	(132,975)	(58,716)	(680)
<b>Profit for the period</b>		<b>1,844,200</b>	<b>980,806</b>	<b>1,546,899</b>	<b>1,142,268</b>
<b>Profit attributable to:</b>					
Equity holders of the Company		1,561,008	817,036	1,546,899	1,142,268
Non-controlling interests of the subsidiaries		283,192	163,770		
		1,844,200	980,806		
(Unit: Baht)					
<b>Earnings per share</b>					
Basic earnings per share					
Profit attributable to equity holders of the Company		1.63	0.92	1.62	1.29
Diluted earnings per share					
Profit attributable to equity holders of the Company		1.59	0.92	1.57	1.29

The accompanying notes are an integral part of the financial statements.



## Thai Union Frozen Products Public Company Limited and its subsidiaries

## Statements of comprehensive income

For the three-month periods ended 30 September 2011 and 2010

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	<u>2011</u>	<u>2010</u>	<u>2011</u>	<u>2010</u>
<b>Profit for the period</b>	<u>1,844,200</u>	<u>980,806</u>	<u>1,546,899</u>	<u>1,142,268</u>
<b>Other comprehensive income:</b>				
Exchange differences on translation of				
financial statements in foreign currency	13,480	(78,332)	-	-
Gain on change in value of available-for-sale investments	1,317	214	-	(10)
Gain (loss) on change in the value of pension fund	(386)	826	-	-
Decrease in other reserve	(412)	-	-	-
<b>Other comprehensive income for the period</b>	<u>13,999</u>	<u>(77,292)</u>	<u>-</u>	<u>(10)</u>
<b>Total comprehensive income for the period</b>	<u><u>1,858,199</u></u>	<u><u>903,514</u></u>	<u><u>1,546,899</u></u>	<u><u>1,142,258</u></u>
<b>Total comprehensive income attributable to:</b>				
Equity holders of the Company	1,471,463	746,319	1,546,899	1,142,258
Non-controlling interests of the subsidiaries	386,736	157,195	-	-
	<u><u>1,858,199</u></u>	<u><u>903,514</u></u>	<u><u>1,546,899</u></u>	<u><u>1,142,258</u></u>

The accompanying notes are an integral part of the financial statements.

## Thai Union Frozen Products Public Company Limited and its subsidiaries

## Income statements

For the nine-month periods ended 30 September 2011 and 2010

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements		
	Note	2011	2010	2011	2010
<b>Revenues</b>					
Sales		72,670,715	50,858,826	17,082,969	15,575,725
Other income					
Interest income		6,914	2,851	795,206	225,975
Dividend income		777	217	1,196,509	1,191,679
Compensation from accounts payable		50,496	60,653	32,926	58,650
Tax coupon received		101,632	80,943	15,827	17,798
Exchange gains		195,819	678,804	76,481	309,187
Others		272,254	292,564	79,433	120,586
Total other income		627,892	1,116,032	2,196,382	1,923,875
<b>Total revenues</b>		<b>73,298,607</b>	<b>51,974,858</b>	<b>19,279,351</b>	<b>17,499,600</b>
<b>Expenses</b>					
Cost of sales		60,645,477	43,767,442	15,044,076	14,450,315
Selling expenses		3,623,400	2,674,415	597,296	697,322
Administrative expenses		2,815,032	1,629,700	481,731	415,213
<b>Total expenses</b>		<b>67,083,909</b>	<b>48,071,557</b>	<b>16,123,103</b>	<b>15,562,850</b>
<b>Profit before share of income from investments in associates and finance cost and corporate income tax</b>		<b>6,214,698</b>	<b>3,903,301</b>	<b>3,156,248</b>	<b>1,936,750</b>
Share of income from investments in associates		63,876	16,218	-	-
<b>Profit before finance cost and corporate income tax</b>		<b>6,278,574</b>	<b>3,919,519</b>	<b>3,156,248</b>	<b>1,936,750</b>
Finance cost		(1,700,889)	(392,874)	(509,307)	(215,064)
<b>Profit before corporate income tax</b>		<b>4,577,685</b>	<b>3,526,645</b>	<b>2,646,941</b>	<b>1,721,686</b>
Corporate income tax	18	(395,272)	(559,676)	(97,237)	(23,236)
<b>Profit for the period</b>		<b>4,182,413</b>	<b>2,966,969</b>	<b>2,549,704</b>	<b>1,698,450</b>
<b>Profit attributable to:</b>					
Equity holders of the Company		3,551,345	2,521,377	2,549,704	1,698,450
Non-controlling interests of the subsidiaries		631,068	445,592		
		4,182,413	2,966,969		
					(Unit: Baht)
<b>Earnings per share</b>					
19					
Basic earnings per share					
Profit attributable to equity holders of the Company		3.71	2.85	2.67	1.92
Diluted earnings per share					
Profit attributable to equity holders of the Company		3.62	2.85	2.62	1.92

The accompanying notes are an integral part of the financial statements.

## Thai Union Frozen Products Public Company Limited and its subsidiaries

## Statements of comprehensive income

For the nine-month periods ended 30 September 2011 and 2010

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	<u>2011</u>	<u>2010</u>	<u>2011</u>	<u>2010</u>
<b>Profit for the period</b>	4,182,413	2,966,969	2,549,704	1,698,450
<b>Other comprehensive income:</b>				
Exchange differences on translation of				
financial statements in foreign currency	(19,199)	(113,134)	-	-
Gain on change in value of available-for-sale investments	7,566	2,045	-	38
Gain (loss) on change in the value of pension fund	(979)	1,182	-	-
Increase in other reserve	1,713	-	-	-
<b>Other comprehensive income for the period</b>	<u>(10,899)</u>	<u>(109,907)</u>	<u>-</u>	<u>38</u>
<b>Total comprehensive income for the period</b>	<u>4,171,514</u>	<u>2,857,062</u>	<u>2,549,704</u>	<u>1,698,488</u>
<b>Total comprehensive income attributable to:</b>				
Equity holders of the Company	3,613,366	2,418,045	2,549,704	1,698,488
Non-controlling interests of the subsidiaries	558,148	439,017	-	-
	<u>4,171,514</u>	<u>2,857,062</u>	<u>2,549,704</u>	<u>1,698,488</u>
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The accompanying notes are an integral part of the financial statements.

## Thai Union Frozen Products Public Company Limited and its subsidiaries

## Cash flows statements

For the nine-month periods ended 30 September 2011 and 2010

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2011	2010	2011	2010
<b>Cash flows from operating activities</b>				
Net income before tax	4,577,685	3,526,645	2,646,941	1,721,686
Adjustments to reconcile net income before tax to net cash provided by (paid from) operating activities				
Depreciation and amortisation	1,322,747	839,153	238,972	240,740
Amortisation of premium/discount from forward foreign exchange contracts	42,516	(39,764)	48,093	(42,760)
Amortisation of issue cost of convertible bond and long-term loans from financial institutions	130,364	-	108,463	-
Allowance for doubtful accounts (reversal)	23,921	26,373	24,026	(2,810)
Allowance for diminution in value of inventory (reversal)	(17,603)	66,560	(33,436)	7,606
Reversal of allowance for loss on impairment of assets	(9,404)	(9,678)	(3,483)	-
Share of income from investments in associates	(63,876)	(16,218)	-	-
Loss on sale of investment	1,401	1,214	-	-
Provision for long-term employee benefits	66,387	-	16,614	-
Loss (gain) on disposal / write-off of property, plant and equipment and intangible assets	26,170	(6,864)	5,828	(462)
Loss on write-off of leasehold right	1,110	776	-	-
Unrealised exchange loss (gain)	1,534,447	(255,317)	578,631	(101,354)
Dividend income	(776)	(217)	(1,196,509)	(1,191,679)
Interest income	(6,914)	(2,851)	(795,206)	(225,975)
Interest expense	1,514,460	357,566	397,625	211,660
<b>Income from operating activities before change in operating assets and liabilities</b>	<b>9,142,635</b>	<b>4,487,378</b>	<b>2,036,559</b>	<b>616,652</b>
<b>Decrease (increase) in operating assets</b>				
Trade accounts receivable	(1,085,644)	(35,022)	(540,924)	(7,621)
Inventories	(3,462,831)	(1,609,092)	(1,394,401)	783,785
Other current assets	(9,616)	121,856	10,863	49,644
Other non-current assets	8,206	152,042	(15,525)	2,492
<b>Increase (decrease) in operating liabilities</b>				
Trade accounts payable	(1,309,474)	(34,673)	385,540	(137,988)
Other current liabilities	420,854	49,605	125,514	146,459
Other non-current liabilities	201,943	(40,958)	54,685	(21,888)
<b>Cash flows from operating activities</b>	<b>3,906,073</b>	<b>3,091,136</b>	<b>662,311</b>	<b>1,431,535</b>
Cash paid for corporate income tax	(331,808)	(589,804)	(103,411)	(43,393)
<b>Net cash from operating activities</b>	<b>3,574,265</b>	<b>2,501,332</b>	<b>558,900</b>	<b>1,388,142</b>

The accompanying notes are an integral part of the financial statements.

## Thai Union Frozen Products Public Company Limited and its subsidiaries

## Cash flows statements (continued)

For the nine-month periods ended 30 September 2011 and 2010

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2011	2010	2011	2010
<b>Cash flows from investing activities</b>				
Increase in restricted deposits with financial institutions	(652)	(67)	-	-
Acquisitions of property, plant and equipment	(2,373,652)	(1,962,806)	(473,473)	(667,969)
Acquisitions of intangible assets	(9,680)	(8,213)	(607)	(983)
Acquisitions of leasehold rights	-	(1,352)	-	-
Decrease (increase) in short-term loans to subsidiaries	-	-	506,285	(68,000)
Decrease in long-term loans to subsidiaries	1,979	-	2,017,563	31,538
Increase in long-term loans to other companies	-	(19,155)	-	-
Increase in investment in subsidiaries	-	-	-	(127,500)
Increase in investment in associates	(44,548)	(35,688)	-	-
Interest received	7,117	2,101	128,982	235,480
Dividend received	776	11,717	1,196,509	1,191,679
Proceeds from sale of investments	3,155	19,072	-	-
Proceed from sale of intangible assets	3,247	-	-	-
Proceeds from disposal of property, plant and equipment	51,903	186,138	1,077	19,695
<b>Net cash from (used in) investing activities</b>	<b>(2,360,355)</b>	<b>(1,808,253)</b>	<b>3,376,336</b>	<b>613,940</b>
<b>Cash flows from financing activities</b>				
Increase in bank overdrafts and short-term loans				
from financial institutions	5,599,515	2,051,009	1,032,655	855,068
Decrease in short-term loans from subsidiaries	-	-	(245,840)	(935,350)
Decrease in long-term loans	(7,939,701)	(150,206)	(6,750,000)	-
Increase in debentures	3,550,000	-	3,550,000	-
Cash paid for deferred debentures fees	(23,964)	-	(23,964)	-
Cash paid for interest expense	(1,413,756)	(376,669)	(299,913)	(222,340)
Decrease in minority interest - equity attributable to minority shareholders of subsidiaries	(417,476)	(363,491)	-	-
Increase in other reserves	38,343	-	-	-
Dividend paid	(1,195,365)	(1,766,330)	(1,195,365)	(1,766,330)
<b>Net cash used in financing activities</b>	<b>(1,802,404)</b>	<b>(605,687)</b>	<b>(3,932,427)</b>	<b>(2,068,952)</b>
<b>Increase in translation adjustment</b>	<b>964,663</b>	<b>177,705</b>	<b>-</b>	<b>-</b>
Net increase (decrease) in cash and cash equivalents	376,169	265,097	2,809	(66,870)
Cash and cash equivalents at beginning of period	1,037,297	728,375	14,912	98,031
Cash and cash equivalents at end of period	<b>1,413,466</b>	<b>993,472</b>	<b>17,721</b>	<b>31,161</b>
<b>Supplement cash flows information</b>				
Non-cash items				
Undue installments for acquisition of property, plant and equipment	128,207	109,014	36,327	50,326
Unrealised gain on changes in the value of investments	(7,566)	(2,045)	-	(38)
Transfer of properties foreclosed to property, plant and equipment	57,057	-	57,057	-
Transfer of leasehold rights to properties, plant and equipment	2,405	-	-	-
Transfer of properties, plant and equipment to other current assets	3,336	-	-	-

The accompanying notes are an integral part of the financial statements.

(Unaudited but reviewed)

## Thai Union Frozen Products Public Company Limited and its subsidiaries

## Statements of changes in shareholders' equity

For the nine-month periods ended 30 September 2011 and 2010

(Unit: Thousand Baht)

Consolidated financial statements													
Equity attributable to the parent's shareholders													
				Other components of equity									
				Other comprehensive income									
				Exchange									
				differences on	Surplus (deficit)					Total other		Total equity	Equity attributable
				translation of	on changes	Provision for		components of		attributable to	to non-controlling	Total	
				financial	in value of	changes in		shareholders'		shareholders of	interests of	shareholders'	
				statements in	available-for-sale	the value of		equity		the Company	the subsidiaries	equity	
Issued and	Retained earnings			foreign currency	investments	pension fund	Other	equity		equity		equity	
fully paid-up	Share premium	Appropriated	Unappropriated				reserve	shareholders'		shareholders of		equity	
share capital								equity		shareholders of		equity	
<b>Balance as at 31 December 2009</b>	883,171	4,518,797	89,000	10,972,493	(99,417)	(19,362)	(13,561)	-	(132,340)	16,331,121	2,079,644	18,410,765	
Increase in investment in subsidiary	-	-	-	-	-	-	-	-	-	-	122,500	122,500	
Dividend paid (Note 21)	-	-	-	(1,766,330)	-	-	-	-	-	(1,766,330)	(485,991)	(2,252,321)	
Total comprehensive income for the period	-	-	-	2,521,377	(106,559)	2,045	1,182	-	(103,332)	2,418,045	439,017	2,857,062	
<b>Balance as at 30 September 2010</b>	<u>883,171</u>	<u>4,518,797</u>	<u>89,000</u>	<u>11,727,540</u>	<u>(205,976)</u>	<u>(17,317)</u>	<u>(12,379)</u>	-	<u>(235,672)</u>	<u>16,982,836</u>	<u>2,155,170</u>	<u>19,138,006</u>	
<b>Balance as at 31 December 2010</b>	956,329	8,158,890	89,000	11,850,242	(47,638)	(18,112)	(27,664)	5,940	(87,474)	20,966,987	2,268,547	23,235,534	
Cumulative effect of change in accounting													
policy for employee benefits (Note 2)	-	-	-	(511,329)	-	-	-	-	-	(511,329)	(60,094)	(571,423)	
Dividend paid (Note 21)	-	-	-	(1,195,365)	-	-	-	-	-	(1,195,365)	(407,644)	(1,603,009)	
Total comprehensive income for the period	-	-	-	3,551,345	53,721	7,566	(979)	1,713	62,021	3,613,366	558,148	4,171,514	
Unappropriated retained earnings transferred													
statutory reserve (Note 22)	-	-	11,000	(11,000)	-	-	-	-	-	-	-	-	
Decrease in non-controlling interests of													
the subsidiaries	-	-	-	-	-	-	-	-	-	-	(9,832)	(9,832)	
<b>Balance as at 30 September 2011</b>	<u>956,329</u>	<u>8,158,890</u>	<u>100,000</u>	<u>13,683,893</u>	<u>6,083</u>	<u>(10,546)</u>	<u>(28,643)</u>	<u>7,653</u>	<u>(25,453)</u>	<u>22,873,659</u>	<u>2,349,125</u>	<u>25,222,784</u>	

The accompanying notes are an integral part of the financial statements.

(Unaudited but reviewed)

**Thai Union Frozen Products Public Company Limited and its subsidiaries**

**Statements of changes in shareholders' equity**

**For the nine-month periods ended 30 September 2011 and 2010**

(Unit: Thousand Baht)

**Separate financial statements**

	Issued and fully paid-up share capital	Share premium	Retained earnings		Other components of equity		Total shareholders' equity
			Appropriated	Unappropriated	Other comprehensive income	Total other components of shareholders' equity	
					Surplus (deficit) on changes in value of available-for-sale investments		
<b>Balance as at 31 December 2009</b>	883,171	4,518,797	89,000	5,008,440	(499)	(499)	10,498,909
Dividend paid (Note 21)	-	-	-	(1,766,330)	-	-	(1,766,330)
Total comprehensive income for the period	-	-	-	1,698,450	38	38	1,698,488
<b>Balance as at 30 September 2010</b>	<u>883,171</u>	<u>4,518,797</u>	<u>89,000</u>	<u>4,940,560</u>	<u>(461)</u>	<u>(461)</u>	<u>10,431,067</u>
<b>Balance as at 31 December 2010</b>	956,329	8,158,890	89,000	4,963,443	-	-	14,167,662
Cumulative effect of change in accounting policy for employee benefits (Note 2)	-	-	-	(161,865)	-	-	(161,865)
Dividend paid (Note 21)	-	-	-	(1,195,365)	-	-	(1,195,365)
Total comprehensive income for the period	-	-	-	2,549,704	-	-	2,549,704
Unappropriated retained earnings transferred statutory reserve (Note 22)	-	-	11,000	(11,000)	-	-	-
<b>Balance as at 30 September 2011</b>	<u>956,329</u>	<u>8,158,890</u>	<u>100,000</u>	<u>6,144,917</u>	<u>-</u>	<u>-</u>	<u>15,360,136</u>

The accompanying notes are an integral part of the financial statements.

**Thai Union Frozen Products Public Company Limited and its subsidiaries**  
**Notes to consolidated interim financial statements**  
**For the three-month and nine-month periods ended 30 September 2011 and 2010**

**1. General information**

**1.1 Corporate information**

Thai Union Frozen Products Public Company Limited (“the Company”) is a public company incorporated and domiciled in Thailand.

The Company operates its business in Thailand and its subsidiaries operate their businesses in Thailand and overseas. Their principal activities in Thailand are the manufacture and export of frozen and canned seafood, and local subsidiaries are also engaged in the packaging and printing, pet food businesses and fishery.

The principal activities of the overseas subsidiaries such as the subsidiaries in United States are the manufacture and distribution of canned seafood, and the import of shrimp and other frozen seafood products for sale to restaurant chains, retailing, wholesaling and food processing, the subsidiaries in Europe are the manufacturer and distributor of ambient seafood products to countries in Europe under their trademarks, and two subsidiaries in Asia, principally located in Indonesia and Vietnam are the manufacturer and distributor of seafood.

The Company’s registered address is 72/1 Moo 7, Sethakit 1 Road, Tambon Tarsrai, Amphur Muang, Samutsakorn. The Company has 3 branches in Bangkok and Samutsakorn.

**1.2 Basis for the preparation of interim financial statements**

These interim financial statements are prepared in accordance with Accounting Standards No. 34 (revised 2009), “Interim Financial Reporting”, with the Company choosing to present condensed interim financial statements. However, the Company has presented the statements of financial position, income statement, comprehensive income, changes in shareholders’ equity, and cash flows in the same format as that used for the annual financial statements.



(Unaudited but reviewed)

The interim financial statements are intended to provide information additional to that included in the latest annual financial statements. Accordingly, they focus on new activities, events and circumstances so as not to duplicate information previously reported. These interim financial statements should therefore be read in conjunction with the latest annual financial statements.

The interim financial statements in Thai language are the official statutory financial statements of the Company. The interim financial statements in English language have been translated from the Thai language financial statements.

### 1.3 Basis of consolidation

These consolidated interim financial statements are prepared by applying the same basis as that applied for the preparation of the consolidated financial statements for the year ended 31 December 2010. There has been no change in the composition of the group of company during the current period.

The total assets and total revenues of the subsidiaries included in the consolidated financial statements for the nine-month period ended 30 September 2011 are as follows:

Company's name	Assets as a percentage to the consolidated total assets	Revenues as a percentage to the consolidated total revenues
Thai Union Manufacturing Co., Ltd. and subsidiaries	9.58	15.01
Songkla Canning Pcl. and subsidiaries	7.86	7.69
Thai Union Seafood Co., Ltd.	1.55	1.72
T-Holding Co., Ltd.	0.69	1.65
Thai Union Feedmill Co., Ltd. and subsidiaries	2.57	5.35
Thai Union Graphic Co., Ltd.	0.61	0.20
Thai Union International, Inc. (TUI) and subsidiaries	15.58	32.33
PT Juifa International Foods	0.20	0.43
Thai Union Investment Holding Co., Ltd. (TUIH) and subsidiaries	49.85	23.01

In 2010, the Company invested in 100% ordinary shares of Thai Union Investment Holding Co., Ltd., a company registered in the Republic of Mauritius, to acquire MW Brands Holdings SAS in France. The Company recorded the net assets acquired at their fair value as of the acquisition date. The excess of the purchase price over the

(Unaudited but reviewed)

fair value of the net assets acquired was recorded as goodwill. However, the Company recorded some tangible assets acquired at their net book value, not fair value, because it is waiting these tangible assets to be appraised by a third party in order to allocate the fair value associated with the assets. During the second quarter of the current year, the subsidiary obtained these appraisals of the tangible assets from such third party. The appraisal value immaterially differs from net book value. The Company therefore has not adjusted the value of goodwill. During the current quarter, a subsidiary revised the component approach of certain assets, resulting in an increase of their net book value by EUR 0.86 million or Baht 36 million. This adjustment has been reduced in the goodwill from the acquisition of MW Brands and in accumulated depreciation in those assets.

#### **1.4 Application of new accounting standards during the period**

During the current period, the Company adopted a number of revised and new accounting standards, issued by the Federation of Accounting Professions, as listed below.

Accounting standards:

TAS 1 (revised 2009)	Presentation of Financial Statements
TAS 2 (revised 2009)	Inventories
TAS 7 (revised 2009)	Statement of Cash Flows
TAS 8 (revised 2009)	Accounting Policies, Changes in Accounting Estimates and Errors
TAS 10 (revised 2009)	Events after the Reporting Period
TAS 11 (revised 2009)	Construction Contracts
TAS 16 (revised 2009)	Property, Plant and Equipment
TAS 17 (revised 2009)	Leases
TAS 18 (revised 2009)	Revenue
TAS 19	Employee Benefits
TAS 23 (revised 2009)	Borrowing Costs
TAS 24 (revised 2009)	Related Party Disclosures
TAS 26	Accounting and Reporting by Retirement Benefit Plans
TAS 27 (revised 2009)	Consolidated and Separate Financial Statements
TAS 28 (revised 2009)	Investments in Associates
TAS 29	Financial Reporting in Hyperinflationary Economies
TAS 31 (revised 2009)	Interests in Joint Ventures
TAS 33 (revised 2009)	Earnings per Share
TAS 34 (revised 2009)	Interim Financial Reporting

(Unaudited but reviewed)

TAS 36 (revised 2009)	Impairment of Assets
TAS 37 (revised 2009)	Provisions, Contingent Liabilities and Contingent Assets
TAS 38 (revised 2009)	Intangible Assets
TAS 40 (revised 2009)	Investment Property

Financial reporting standards:

TFRS 2	Share-Based Payment
TFRS 3 (revised 2009)	Business Combinations
TFRS 5 (revised 2009)	Non-current Assets Held for Sale and Discontinued Operations
TFRS 6	Exploration for and Evaluation of Mineral Resources

Financial Reporting Standard Interpretations:

TFRIC 15	Agreements for the Construction of Real Estate
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Accounting Standard Interpretations:

SIC 31	Revenue-Barter Transactions Involving Advertising Services
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These accounting standards will not have any significant impact on the financial statements for the current period, except for the following accounting standard.

### **TAS 19 Employee Benefits**

This accounting standard requires employee benefits to be recognised as expense in the period in which the service is performed by the employee. In particular, an entity has to evaluate and make a provision for post-employment benefits using actuarial techniques. The Company and its subsidiaries previously accounted for such employee benefits when they were incurred.

The Company and its subsidiaries have changed this accounting policy in the current year and recognise the liability in the transition period through an adjustment to the beginning balance of retained earnings in the current period. The change will have the effect of decreasing the profit of the Company and its subsidiaries for the three-month and nine-month periods ended 30 September 2011 by Baht 31 million and Baht 77.45 million, respectively, or 0.03 Baht per share and 0.08 Baht per share, respectively (Separate financial statements: decreasing profit by Baht 6.15 million and Baht 18.52 million, respectively, or 0.01 Baht per share and 0.02 Baht per share, respectively). The cumulative effect of the changes in the accounting policy has been presented in Note 2.

## **1.5 Significant accounting policies**

The interim financial statements are prepared using the same accounting policies and methods of computation as were used for the financial statements for the year ended 31 December 2010, except for the changes in the following accounting policies due to the adoption of revised and new accounting standards.

### ***Employee benefits***

#### *Post-employment benefits (Defined contribution plans)*

The Company and its employees have jointly established a provident fund. The fund is monthly contributed by employees and by the Company. The fund's assets are held in a separate trust fund and the Company's contributions are recognised as expenses when incurred.

#### *Post-employment benefits (Defined benefit plans)*

The Company has obligations in respect of the severance payments it must make to employees upon retirement under labor law. The Company treats these severance payment obligations as a defined benefit plan.

The obligation under the defined benefit plan is determined by a professionally qualified independent actuary, using the projected unit credit method. Such determination is made based on various assumptions, including discount rate, future salary increase rate, staff turnover rate, mortality rate, and inflation rates.

For the first-time adoption of TAS 19 Employee Benefits, the Company elected to recognise the transitional liability, which exceeds the liability that would have been recognised at the same date under the previous accounting policy, through an adjustment to the beginning balance of retained earnings in the current period.

## **2. Cumulative effect of changes in accounting policies due to the adoption of TAS 19**

During the current period, the Company made the changes to its significant accounting policies described in Note 1.5 to the financial statements, as a result of the adoption of TAS 19 Employee Benefits. The cumulative effect of the changes in the accounting policies has been separately presented in the statements of changes in shareholders' equity.

(Unaudited but reviewed)

The amounts of adjustments affecting the reserve for long-term employee benefits and unappropriated retained earnings in the statement of financial position as at 1 January 2011 resulted in respective increases and decreases of Baht 571 million (Separate financial statements: Baht 162 million), excluding the reserve that the overseas subsidiaries had already established.

### 3. New accounting standards issued during the period not yet effective

During the current period, the Federation of Accounting Professions issued the below listed new accounting standards that are effective for fiscal years beginning on or after 1 January 2013.

Accounting Standard Interpretations:

SIC 10 Government Assistance - No Specific Relation to Operating Activities

SIC 21 Income Taxes - Recovery of Revalued Non-Depreciable Assets

SIC 25 Income Taxes - Changes in the Tax Status of an Entity or its Shareholders

### 4. Cash and cash equivalents

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	30 September	31 December	30 September	31 December
	2011	2010	2011	2010
Cash	4,474	3,057	1,706	1,238
Bank deposits	1,308,992	1,034,240	16,015	13,674
Promissory note	100,000	-	-	-
Total	<u>1,413,466</u>	<u>1,037,297</u>	<u>17,721</u>	<u>14,912</u>

As at 30 September 2011, bank deposits in saving accounts and fixed deposits carried interests between 0.17 and 2.37% per annum (31 December 2010: between 0.04 and 1.37% per annum).

(Unaudited but reviewed)

## 5. Trade accounts receivable

The balances of trade accounts receivable are classified by aging as presented below.

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	30 September 2011	31 December 2010	30 September 2011	31 December 2010
<b><u>Age of receivable</u></b>				
<b>Trade accounts receivable - related parties</b>				
Not yet due	30,091	21,682	1,467,423	1,369,499
Overdue				
1 - 30 days	42,788	39,253	538,177	249,097
31 - 60 days	-	4	-	151,800
61 - 90 days	-	-	2	12,672
91 - 120 days	-	-	-	5,082
181 - 365 days	-	-	6,988	-
<b>Total trade accounts receivable - related parties</b>	<b>72,879</b>	<b>60,939</b>	<b>2,012,590</b>	<b>1,788,150</b>
<b>Trade accounts receivable - others</b>				
Not yet due	8,706,016	7,026,107	1,315,773	854,306
Overdue				
1 - 30 days	1,541,451	1,717,161	140,376	160,023
31 - 60 days	264,259	280,892	16,238	45,664
61 - 90 days	106,885	82,706	879	11,109
91 - 120 days	51,868	65,733	-	12,346
121 - 180 days	17,869	50,708	-	9,191
181 - 365 days	48,168	43,026	9,185	4,768
Over 365 days	161,389	123,853	14,415	325
<b>Total trade accounts receivable - others</b>	<b>10,897,905</b>	<b>9,390,186</b>	<b>1,496,866</b>	<b>1,097,732</b>
<b>Total trade accounts receivable</b>	<b>10,970,784</b>	<b>9,451,125</b>	<b>3,509,456</b>	<b>2,885,882</b>
Less: Allowance for doubtful accounts	(261,134)	(233,267)	(26,971)	(2,945)
<b>Trade accounts receivable - net</b>	<b>10,709,650</b>	<b>9,217,858</b>	<b>3,482,485</b>	<b>2,882,937</b>

As at 30 September 2011, certain trade accounts receivable of two overseas subsidiaries have secured their credit facilities as mentioned in Note 14.

(Unaudited but reviewed)

**6. Related party transactions**

During the periods, the Company had significant business transactions with related parties which are related by way of common shareholders and/or common directors. Such transactions are summarised below.

(Unit: Thousand Baht)

	Consolidated		Separate		Transfer pricing policy
	financial statements		financial statements		
	For the three-month periods ended 30 September				
	<u>2011</u>	<u>2010</u>	<u>2011</u>	<u>2010</u>	
<b>Transactions with subsidiaries:</b>					
(Eliminated from consolidated financial statements)					
Sales	-	-	3,010,542	2,661,772	Cost plus margin
Dividend income	-	-	979,453	866,184	As declared
Interest income	-	-	248,126	69,515	0.54 - 6.25% per annum (2010: 2.25 - 6.40% per annum)
Other income	-	-	2,091	7,801	Near market price
Purchases of goods	-	-	307,379	288,741	Cost plus margin
Interest expense	-	-	32	2,803	2.50% per annum (2010: 1.70% per annum)
Management fee	-	-	13,052	10,136	Contract price
Other expenses	-	-	17,835	11,602	Near market price
<b>Transactions with associates:</b>					
Sales	6,472	4,863	1,760	1,583	Cost plus margin
Other income	6,801	5,959	14	12	Near market price
Purchases of goods	2,238	2,563	-	-	Cost plus margin
Purchases of service expense	190	185	110	105	Near market price
<b>Transactions with related companies:</b>					
Sales	273,226	255,521	62,756	43,631	Cost plus margin
Other income	92	84	92	84	Near market price
Purchases of goods	1,398,368	876,864	1,253,900	663,680	Cost plus margin
Transportation	12,710	12,240	2,551	3,901	Near market price
Purchases of assets and expenses relating to assets	37,649	101,950	13,252	79,826	Near market price

(Unaudited but reviewed)

(Unit: Thousand Baht)

	Consolidated		Separate		Transfer pricing policy
	financial statements		financial statements		
	For the nine-month periods ended 30 September				
	<u>2011</u>	<u>2010</u>	<u>2011</u>	<u>2010</u>	
<b>Transactions with subsidiaries:</b>					
(Eliminated from consolidated financial statements)					
Sales	-	-	8,020,211	6,997,716	Cost plus margin
Dividend income	-	-	1,178,232	1,179,963	As declared
Interest income	-	-	795,144	225,345	0.54 - 6.25% per annum (2010: 1.85 - 6.40% per annum)
Other income	-	-	28,820	25,830	Near market price
Sale of assets	-	-	147	44,319	Near market price
Purchases of goods	-	-	809,209	657,529	Cost plus margin
Purchases of assets	-	-	-	110,760	Contract price
Interest expense	-	-	3,216	9,948	2.5% per annum (2010: 1.10 - 1.70% per annum)
Management fee	-	-	39,156	30,408	Contract price
Other expenses	-	-	49,073	23,514	Near market price
<b>Transactions with associates:</b>					
Sales	18,926	12,022	5,077	3,866	Cost plus margin
Dividend income	17,500	11,500	17,500	11,500	As declared
Other income	15,665	9,342	39	28	Near market price
Purchases of goods	6,924	7,566	-	-	Cost plus margin
Purchase of service expense	505	495	285	275	Near market price
<b>Transactions with related parties:</b>					
Sales	795,933	877,851	187,152	197,358	Cost plus margin
Other income	541	358	288	358	Near market price
Purchases of goods	3,223,939	2,224,333	2,877,540	1,519,836	Cost plus margin
Transportation	34,084	32,312	5,886	6,520	Near market price
Purchase of assets and expenses relating to assets	124,386	198,810	51,867	137,758	Near market price

The Company and its subsidiaries have insured with Asia-Pacific Risk Consultants (Thailand) Co., Ltd. which is an insurance broker related by way of having common directors. During the three-month and nine-month periods ended 30 September 2011, insurance premiums paid through that company amounted to Baht 14.3 million and Baht 36.0 million, respectively (2010: Baht 16.0 million and Baht 38.9 million, respectively).



(Unaudited but reviewed)

The relationships between the Company and the related companies are summarised below.

List of related companies	Relationship
Songkla Canning Pcl.	Subsidiary
Thai Union Manufacturing Co., Ltd.	Subsidiary
Thai Union Seafood Co., Ltd.	Subsidiary
T-Holding Co., Ltd.	Subsidiary
Thai Union Feedmill Co., Ltd.	Subsidiary
Thai Union Graphic Co., Ltd.	Subsidiary
Thai Union International, Inc. (TUI)	Subsidiary
PT Juifa International Foods	Subsidiary
Thai Union Investment Holding Co., Ltd. (TUIH)	Subsidiary
Tri-Union Seafoods, LLC	Subsidiary (Held by subsidiary)
Tri-Union Frozen products, Inc. (TUFP)	Subsidiary (Held by subsidiary)
Empress International, Ltd. (Empress)	Subsidiary (Held by subsidiary)
Tri-Union Frozen Foods, LLC	Subsidiary (Held by subsidiary)
US Pet Nutrition, LLC (USPN)	Subsidiary (Held by subsidiary)
Canadian Pet Nutrition, ULC	Subsidiary (held by subsidiary)
Empress International of California Ltd.	Subsidiary (Held by subsidiary)
Empress International Midwest Ltd.	Subsidiary (Held by subsidiary)
Asian-Pacific Can Co., Ltd.	Subsidiary (Held by subsidiary)
Yueh Chyang Canned Food Co., Ltd.	Subsidiary (Held by subsidiary)
Thai Union Hatchery Co., Ltd.	Subsidiary (Held by subsidiary)
Thai Quality Shrimp Co., Ltd.	Subsidiary (Held by subsidiary)
Phuket Fishing Co., Ltd.	Subsidiary (Held by subsidiary)
Samui Fishing Co., Ltd.	Subsidiary (Held by subsidiary)
Phang-nga Fishing Co., Ltd.	Subsidiary (Held by subsidiary)
Songkla Fishing Co., Ltd.	Subsidiary (Held by subsidiary)
Siam Fishing Pte. Ltd.	Subsidiary (Held by subsidiary)
Thai Union EU Seafood 1 S.A.	Subsidiary (Held by subsidiary)
Thai Union EU Seafood 2 S.A.	Subsidiary (Held by subsidiary)
MW Brands SAS	Subsidiary (Held by subsidiary)
European Seafood Investment Portugal	Subsidiary (Held by subsidiary)
UK Seafood Investment Limited	Subsidiary (Held by subsidiary)
John West Food Limited	Subsidiary (Held by subsidiary)
Mareblu SRL	Subsidiary (Held by subsidiary)
MW Brands Seychelles Limited	Subsidiary (Held by subsidiary)
Indian Ocean Tuna Limited	Subsidiary (Held by subsidiary)
Pioneer Food Cannery Limited	Subsidiary (Held by subsidiary)
TTV Limited	Subsidiary (Held by subsidiary)
Mauritius Company	Subsidiary (Held by subsidiary)

(Unaudited but reviewed)

List of related companies	Relationship
Thai Union France Holding SAS	Subsidiary (Held by subsidiary)
Etablissements Paul Paulet SAS	Subsidiary (Held by subsidiary)
Irish Seafood Investments Limited	Subsidiary (Held by subsidiary)
John West Holland BV	Subsidiary (Held by subsidiary)
Lucky Union Foods Co., Ltd.	Associated company
Biz Dimension Co., Ltd.	Associated company
Avanti Thai Aqua Feeds Private Limited	Associated company
Century Trading (Shanghai) Co., Ltd.	Associated company (Held by subsidiary)
TN Fine Chemicals Co., Ltd.	Associated company (Held by subsidiary)
Moresby International Holdings Inc.	Associated company (Held by subsidiary)
LDH (La Doria) Limited	Associated company (Held by subsidiary)
Geminai & Associate Co., Ltd.	Relative of directors
Chansiri Real Estate Co., Ltd.	Common major shareholders/Common directors
Thai Union Securities Co., Ltd.	Common major shareholders/Common directors
Asian Pacific Thai Tuna Co., Ltd.	Common major shareholders/Common directors
T.C. Union Global Pcl.	Common major shareholders/Common directors
Jana Fish Industries Limited	Common major shareholders/Common directors
T.C. Union Agrotech Co., Ltd.	Common major shareholders/Common directors
Waithai Co., Ltd.	Common major shareholders/Common directors
Merchant Partners Securities Co., Ltd.	Common shareholders/Common directors
Thaipatana Stainless Steel Co., Ltd.	Common major shareholders/Common directors
Hanhong Kanchang Registered Ordinary Partnership	Common major shareholders/Common directors
Pae Ekawat	Relative of directors
Lucky Surimi Products Co., Ltd.	Common directors
Asia-Pacific Risk Consultants (Thailand) Co., Ltd.	Common shareholders/Common directors
Asia-Pacific Risk Insurance Broker Co., Ltd.	Common shareholders/Common directors
Ahead Way International Co., Ltd.	Common major shareholders/Common directors
Ekawat Products Co., Ltd.	Relative of director
Miss Rungtiwa Boonmechote	Relative of director

(Unaudited but reviewed)

The balances of the accounts as at 30 September 2011 and 31 December 2010 between the Company and these related companies are as follows:

(Unit: Thousand Baht)

	Consolidated		Separate	
	financial statements		financial statements	
	30 September 2011	31 December 2010	30 September 2011	31 December 2010
<b><u>Trade accounts receivable - related parties</u></b>				
<b><u>Subsidiaries</u></b>				
(Eliminated from consolidated financial statements)				
Empress International, Ltd.	-	-	-	404,341
Tri-Union Frozen Products, Inc.	-	-	621,416	-
Tri-Union Seafoods, LLC	-	-	814,373	495,801
Tri-Union Frozen Foods, LLC	-	-	-	499,333
Thai Union Manufacturing Co., Ltd.	-	-	230,159	57,582
T-Holding Co., Ltd.	-	-	306,655	297,530
Songkla Canning Pcl.	-	-	1,781	3,793
Thai Union Seafood Co., Ltd.	-	-	8,280	18,177
Etablissement Paul Paulet SAS	-	-	14,016	-
Others	-	-	3,547	1,814
Total trade accounts receivable - subsidiaries	-	-	2,000,227	1,778,371
<b><u>Associates</u></b>				
Trade accounts receivable - associates	8,928	7,750	1,258	1,072
Total trade accounts receivable - associates	8,928	7,750	1,258	1,072
<b><u>Related parties</u></b>				
T.C. Union Agrotech Co., Ltd.	23,696	19,867	11,105	8,707
Jana Fish Industries Limited	4,532	3,914	-	-
Ahead Way International Co., Ltd.	34,891	29,117	-	-
Others	832	291	-	-
Total trade accounts receivable - related parties	63,951	53,189	11,105	8,707
Total	72,879	60,939	2,012,590	1,788,150
<b><u>Short-term loans to subsidiaries</u></b>				
(Eliminated from consolidated financial statements)				
Thai Union International, Inc.	-	-	-	545,825
Thai Union Graphic Co., Ltd.	-	-	80,000	80,000
Songkla Canning Pcl.	-	-	39,540	-
Total	-	-	119,540	625,825

## (Unaudited but reviewed)

(Unit: Thousand Baht)

	Consolidated		Separate	
	financial statements		financial statements	
	30 September 2011	31 December 2010	30 September 2011	31 December 2010
<b><u>Long-term loans to subsidiaries</u></b>				
(Eliminated from consolidated financial statements)				
Thai Union Investment Holding Co., Ltd.	-	-	14,825,613	13,963,603
Thai Union International, Inc.	-	-	2,210,710	2,362,748
Thai Union Manufacturing Co., Ltd.	-	-	-	1,794,492
Total	-	-	17,036,323	18,120,843
Less: Current portion				
Thai Union International, Inc.	-	-	(434,385)	(897,246)
Thai Union Manufacturing Co., Ltd.	-	-	-	(1,794,492)
Total current portion	-	-	(434,385)	(2,691,738)
Net of current portion	-	-	16,601,938	15,429,105
<b><u>Interest receivable</u></b>				
(Eliminated from consolidated financial statements)				
Thai Union Investment Holding Co., Ltd.	-	-	825,934	150,969
Thai Union International, Inc.	-	-	15,066	18,326
Thai Union Manufacturing Co., Ltd.	-	-	-	5,608
Thai Union Graphic Co., Ltd.	-	-	260	169
Songkla Canning Pcl.	-	-	35	-
Total	-	-	841,295	175,072
<b><u>Trade accounts payable - related parties</u></b>				
<b><u>Subsidiaries</u></b>				
(Eliminated from consolidated financial statements)				
Thai Union Manufacturing Co., Ltd.	-	-	123,249	64,183
Asian-Pacific Can Co., Ltd.	-	-	79,653	96,084
Thai Union Graphic Co., Ltd.	-	-	7,150	9,533
T-Holding Co., Ltd.	-	-	10,431	38,703
Tri-Union Seafoods, LLC	-	-	608	12,929
Empress International, Ltd.	-	-	-	8,338
Tri Union Frozen Products, Inc.	-	-	571	-
Thai Union Feedmill Co., Ltd.	-	-	120	470
Thai Union Seafood Co., Ltd.	-	-	27,340	4,855
Songkla Canning Pcl.	-	-	990	442
Total trade accounts payable - subsidiaries	-	-	250,112	235,537
<b><u>Associates</u></b>				
Trade accounts payable - associates	957	2,927	37	56
Total trade accounts payable - associates	957	2,927	37	56

## (Unaudited but reviewed)

(Unit: Thousand Baht)

	Consolidated		Separate	
	financial statements		financial statements	
	30 September 2011	31 December 2010	30 September 2011	31 December 2010
<b><u>Related parties</u></b>				
T.C. Union Agrotech Co., Ltd.	35,953	26,650	-	-
Ekawat Products Co., Ltd.	79,098	3,900	79,098	3,900
Jana Fish Industries Limited	-	2,479	-	-
Miss Rungtiwa Boonmechote	3,376	2,258	3,376	2,259
Lucky Surimi products Co., Ltd.	208	1,761	209	1,761
Total trade accounts payable - related parties	118,635	37,048	82,683	7,920
Total	119,592	39,975	332,832	243,513
<b><u>Short-term loans from subsidiary</u></b>				
(Eliminated from consolidated financial statements)				
Songkla Canning Pcl.	-	-	-	245,840
Total	-	-	-	245,840
<b><u>Accrued expenses</u></b>				
<b><u>Accrued interest</u></b>				
Thai Union Manufacturing Co., Ltd.	-	-	7	5
Songkla Canning Pcl.	-	-	-	440
	-	-	7	445
<b><u>Others</u></b>				
Asia-Pacific Risk Consultant (Thailand) Limited	9,759	15,353	2,649	1,739
Waithai Co., Ltd.	2,999	3,746	379	689
Thaipatana Stainless Steel Co., Ltd.	18,346	20,746	2,489	18,279
Geminai & Associate Co., Ltd.	2,228	9,926	2,228	9,926
Lucky Surimi Products Co., Ltd.	-	1,482	-	1,482
	33,332	51,253	7,745	32,115
Total	33,332	51,253	7,752	32,560

(Unaudited but reviewed)

The movements of loans to/from related parties during the nine-month period ended 30 September 2011 are as follows:

(Unit: Thousand Baht)

	Separate financial statements				Balance as at 30 September 2011
	Balance as at	During the period			
	1 January 2011	Increase	Decrease	Revaluation	
<b><u>Short-term loans to subsidiaries</u></b>					
Thai Union International, Inc.	545,825	-	(583,055)	37,230	-
Thai Union Manufacturing Co., Ltd.	-	178,340	(178,340)	-	-
Songkla Canning Pcl.	-	60,260	(20,720)	-	39,540
Thai Union Graphic Co., Ltd.	80,000	13,840	(13,840)	-	80,000
	<u>625,825</u>	<u>252,440</u>	<u>(795,955)</u>	<u>37,230</u>	<u>119,540</u>
<b><u>Long-term loans to subsidiaries</u></b>					
Thai Union Investment Holding Co., Ltd.	13,963,603	-	-	862,010	14,825,613
Thai Union International, Inc.	2,362,748	674,175	(909,000)	82,787	2,210,710
Thai Union Manufacturing Co., Ltd.	1,794,492	-	(1,810,074)	15,582	-
	<u>18,120,843</u>	<u>674,175</u>	<u>(2,719,074)</u>	<u>960,379</u>	<u>17,036,323</u>
<b><u>Short-term loans from subsidiaries</u></b>					
Thai Union Manufacturing Co., Ltd.	-	553,290	(553,290)	-	-
Songkla Canning Pcl.	245,840	603,810	(849,650)	-	-
Thai Union Feedmill Co., Ltd.	-	11,500	(11,500)	-	-
	<u>245,840</u>	<u>1,168,600</u>	<u>(1,414,440)</u>	<u>-</u>	<u>-</u>

### **Directors and management's remuneration**

During the current period, the Company and its subsidiaries paid salaries, bonuses, meeting allowances, gratuities to their directors and management and post-employment benefits for the three-month and nine-month periods totaling Baht 13.1 million and Baht 39.2 million, respectively (2010: Baht 12.1 million and Baht 35.1 million, respectively).

(Unaudited but reviewed)

## 7. Inventory / allowance for diminution in value of inventory

Movements in the allowance for diminution in value of inventory account during the nine-month period ended 30 September 2011 are summarised below.

(Unit: Thousand Baht)

	Consolidated financial statements	Separate financial statements
Balance as at 1 January 2011	355,257	67,370
Add: Allowance made during the period	355,138	45,019
Less: Allowance reversed during the period	(372,741)	(78,455)
Translation adjustment	2,156	-
Balance as at 30 September 2011	339,810	33,934

As at 30 September 2011, two overseas subsidiaries have mortgaged certain inventories of those companies to financial institutions to secure their credit facilities as mentioned in Note 14.

## 8. Investments in subsidiaries

Details of investments in subsidiaries as presented in separate financial statements are as follows.

Company's name	Nature of business	Country of incorporation	Paid-up capital		Shareholding percentage	
			30 September 2011	31 December 2010	30 September 2011	31 December 2010
					%	%
Songkla Canning Pcl.	Manufacturer & exporter of canned seafood	Thailand	Baht 360 million	Baht 360 million	90.44	90.44
Thai Union Manufacturing Co., Ltd.	Manufacturer & exporter of canned tuna and pet food	Thailand	Baht 300 million	Baht 300 million	90.08	90.08
Thai Union Seafood Co., Ltd.	Manufacturer & exporter of frozen shrimp	Thailand	Baht 300 million	Baht 300 million	51.00	51.00
T-Holding Co., Ltd.	Distributor	Thailand	Baht 70 million	Baht 70 million	90.00	90.00
Thai Union Feedmill Co., Ltd.	Manufacturer & distributor of animal feeds	Thailand	Baht 500 million	Baht 500 million	51.00	51.00
Thai Union Graphic Co., Ltd.	Printing manufacturer	Thailand	Baht 40 million	Baht 40 million	74.00	74.00
Thai Union International, Inc. (TUI)	Holding company	USA	USD 8.1 million	USD 8.1 million	100.00	100.00
PT Juifa International Foods	Manufacturer & distributor of seafood	Indonesia	USD 2.7 million	USD 2.7 million	76.50	76.50
Thai Union Investment Holding Co., Ltd. (TUIH)	Holding company	Maritius	EUR 22 million	EUR 22 million	100.00	100.00

(Unaudited but reviewed)

(Unit: Thousand Baht)

Company's name	Cost	
	30 September	31 December
	2011	2010
<b><u>Investments in subsidiaries</u></b>		
Songkla Canning Pcl.	1,379,791	1,379,791
Thai Union Manufacturing Co., Ltd.	1,212,172	1,212,172
Thai Union Seafood Co., Ltd.	189,316	189,316
T-Holding Co., Ltd.	20,699	20,699
Thai Union Feedmill Co., Ltd.	255,000	255,000
Thai Union Graphic Co., Ltd.	45,331	45,331
Thai Union International, Inc. (TUI)	325,770	325,770
PT Juifa International Foods	69,510	69,510
Thai Union Investment Holding Co., Ltd. (TUIH)	925,256	925,256
Total	4,422,845	4,422,845
Less: Allowance for loss on impairment of investments	(26,136)	(26,136)
Net	4,396,709	4,396,709

The shares of MW Brands and its subsidiaries, which are the subsidiaries of Thai Union Investment Holding Co., Ltd., were pledged as collateral of their subsidiaries' long-term loans as described in Note 15.

During the second quarter of the current year, US Pet Nutrition, LLC (USPN), which is the subsidiary of Thai Union International, Inc. (TUI), established Canadian Pet Nutrition, ULC in Canada to engage in the distribution of premium pet food.

## 9. Investments in associates

(Unit: Thousand Baht)

Company's name	Nature of business	Country of incorporation	Consolidated financial statements					
			Shareholding percentage		Cost		Carrying amounts based on equity method	
			30 September	31 December	30 September	31 December	30 September	31 December
			<u>2011</u>	<u>2010</u>	<u>2011</u>	<u>2010</u>	<u>2011</u>	<u>2010</u>
			%	%				
<b><u>Investments in associates, directly held by the Company</u></b>								
Lucky Union Foods Co., Ltd.	Manufacturer & exporter of crab sticks	Thailand	25.00	25.00	37,500	37,500	304,793	295,100
Biz Dimension Co., Ltd.	E-Commerce under website	Thailand	20.00	20.00	1,010	1,010	20,483	17,910
Avanti Thai Aqua Feeds Private Limited	Manufacturer & distributor of animal feeds	India	50.00	50.00	27,721	27,721	27,721	27,721
<b><u>Investments in associates, directly held by subsidiaries</u></b>								
Century Trading (Shanghai) Co., Ltd. (50% held by Thai Union Manufacturing Co., Ltd.)	Importer & exporter of food products	The People's Republic of China	45.04	45.04	75,900	75,900	24,223	18,337
TN Fine Chemical Co., Ltd. (49% held by Thai Union Manufacturing Co., Ltd.)	Manufacturer & exporter of by-products from seafoods	Thailand	44.14	44.14	44,070	44,070	43,704	38,000



## (Unaudited but reviewed)

(Unit: Thousand Baht)

Company's name	Nature of business	Country of incorporation	Consolidated financial statements					
			Shareholding percentage		Cost		Carrying amounts based on equity method	
			30 September	31 December	30 September	31 December	30 September	31 December
			<u>2011</u>	<u>2010</u>	<u>2011</u>	<u>2010</u>	<u>2011</u>	<u>2010</u>
			%	%				
Moresby International Holdings Inc. (33% held by Thai Union Manufacturing Co., Ltd.)	Holding in fishing company	British Virgin Island	30.03	30.03	96,981	52,433	96,981	52,433
LDH (La Doria) Limited (20% held by MW Brands)	Distributor of food products	United Kingdom	20.00	20.00	95,940	95,940	401,121	388,216
					<u>379,122</u>	<u>334,574</u>	<u>919,026</u>	<u>837,717</u>

(Unit: Thousand Baht)

Company's name	Nature of business	Country of incorporation	Separate financial statements			
			Shareholding percentage		Cost	
			30 September	31 December	30 September	31 December
			<u>2011</u>	<u>2010</u>	<u>2011</u>	<u>2010</u>
			%	%		
Lucky Union Foods Co., Ltd.	Manufacturer & exporter of crab sticks	Thailand	25.00	25.00	37,500	37,500
Biz Dimension Co., Ltd.	E-Commerce under website	Thailand	20.00	20.00	1,010	1,010
Avanti Thai Aqua Feeds Private Limited	Manufacturer & distributor of animal feeds	India	50.00	50.00	27,721	27,721
					<u>66,231</u>	<u>66,231</u>

During the first quarter of 2011, Moresby International Holdings Inc. increased the registered share capital of USD 3.6 million. Thai Union Manufacturing Co., Ltd. additionally invested USD 1.2 million in this company.

During the second quarter of 2011, Moresby International Holdings Inc. increased the registered share capital of USD 0.8 million. Thai Union Manufacturing Co., Ltd. additionally invested USD 0.3 million in this company.

Investments in some associates were determined on the basis of financial information provided by those companies' management. These were unreviewed by their external auditors due to time constraints. However, the values of the investments in associates are immaterial.

(Unaudited but reviewed)

## 10. Other long-term investments

(Unit: Thousand Baht)

	Consolidated financial statements			
	30 September 2011		31 December 2010	
	Cost	Fair value	Cost	Fair value
<b>Other long-term investments</b>				
Available-for-sale securities - Unit trusts	50,545	<u>39,999</u>	55,102	<u>36,990</u>
Unrealised loss on changes in the value of investments	<u>(10,546)</u>		<u>(18,112)</u>	
Total available-for-sale securities	39,999		36,990	
Other investments				
- Ordinary shares	35,631		35,579	
- Unit trust	<u>100</u>		<u>100</u>	
Total other long-term investments	<u>75,730</u>		<u>72,669</u>	

(Unit: Thousand Baht)

	Separate financial statements	
	30 September 2011	31 December 2010
	Cost	Cost
<b>Other long-term investments</b>		
Other investments - ordinary shares	<u>34,579</u>	<u>34,579</u>
Total other long-term investments	<u>34,579</u>	<u>34,579</u>

## 11. Property, plant and equipment

Movements of the property, plant and equipment account during the nine-month period ended 30 September 2011 are summarised below.

(Unit: Thousand Baht)

	Consolidated financial statements	Separate financial statements
Net book value as at 1 January 2011	14,133,117	2,947,685
Acquisitions during period - at cost	2,321,364	439,188
Transfer in during period	56,126	57,057

	(Unaudited but reviewed)	
	(Unit: Thousand Baht)	
	Consolidated financial statements	Separate financial statements
	<u>                    </u>	<u>                    </u>
Disposals during period - net book value at disposal date	(42,554)	(6,905)
Depreciation for period	(1,277,152)	(238,741)
Reversal of allowance for impairment of assets during the period	9,404	3,483
Translation adjustment	259,110	-
Net book value as at 30 September 2011	<u>15,459,415</u>	<u>3,201,767</u>

During the first quarter of the current year, subsidiaries in Thailand transferred certain fixed assets, comprising fishing vessels, to an overseas subsidiary. The sale was made in order to increase the effectiveness of management, since the overseas subsidiary has greater expertise in the area of management.

An overseas subsidiary has mortgaged the construction and machinery, with net book values totalling approximately USD 0.7 million (31 December 2010: USD 0.7 million), to financial institutions to secure their credit facilities, as mentioned in Note 14.

The above balance included the non-used assets of Baht 32.4 million (net of allowance for impairment loss of Baht 32.4 million) which was transferred from properties foreclosed.

## 12. Goodwill

	(Unit: Million Baht)
	Consolidated financial statements
	<u>                    </u>
Net book value as at 1 January 2011	11,396
Adjusted net book value of assets, as mentioned in Note 1.3	(36)
Translation adjustment	667
Net book value as at 30 September 2011	<u>12,027</u>

(Unaudited but reviewed)

**13. Intangible assets**

(Unit: Million Baht)

Consolidated financial statements									
	Licences	Trademark	Patents	Covenant			Distributor relationships	Others	Total
				Customer relationships	not to complete	Computer software			
<b>Cost</b>									
At 1 January 2011	252	12,837	36	127	13	249	225	2	13,741
Translation adjustment	11	741	-	5	-	9	13	-	779
Additions	-	1	-	-	-	10	-	-	11
Disposal/write off	-	-	(36)	-	-	(3)	-	-	(39)
<b>At 30 September 2011</b>	<b>263</b>	<b>13,579</b>	<b>-</b>	<b>132</b>	<b>13</b>	<b>265</b>	<b>238</b>	<b>2</b>	<b>14,492</b>
<b>Amortisation</b>									
At 1 January 2011	18	268	-	95	13	145	1	-	540
Translation adjustment	-	9	-	3	-	4	-	-	16
Amortisation	7	-	-	10	-	22	6	-	45
<b>At 30 September 2011</b>	<b>25</b>	<b>277</b>	<b>-</b>	<b>108</b>	<b>13</b>	<b>171</b>	<b>7</b>	<b>-</b>	<b>601</b>
<b>Impairment</b>									
At 1 January 2011	-	174	-	-	-	-	-	-	174
Translation adjustment	-	10	-	-	-	-	-	-	10
<b>At 30 September 2011</b>	<b>-</b>	<b>184</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>184</b>
<b>Net book value</b>									
At 1 January 2011	234	12,395	36	32	-	104	224	2	13,027
At 30 September 2011	238	13,118	-	24	-	94	231	2	13,707

(Unit: Million Baht)

Separate financial  
statements

Computer software

Net book value as at 1 January 2011

1.5

Increase during the period

0.6

Amortisation during the period

(0.2)

Net book value as at 30 September 2011

1.9

**14. Bank overdrafts and short-term loans from financial institutions**

The Company entered into interest rate swap agreements for short-term loans from financial institution to hedge interest rate risk, as mentioned in Note 24.2.

(Unaudited but reviewed)

TUI entered into an amended and restated credit agreement (the TUFPP credit facility) with Bank of America N.A. The TUFPP credit facility provides for a USD 85 million revolving facility and expires on 15 October 2013. Borrowings under the credit facility bear interest, at TUFPP's option, at LIBOR plus a margin of 2.00 to 2.50% per annum, or the bank's prime rate plus 1.00 to 1.50% per annum, subject to excess availability evaluated on a quarterly basis. An unused line fee is charged at 0.25% per annum, subject to adjustment, on the average daily unused portion of the credit facility. The credit facility is secured by all accounts receivable and inventory of TUFPP. This revolving credit agreement includes a requirement that all borrowers maintain a lockbox arrangement whereby cash receipts are used to repay the amounts outstanding under the revolving agreement. Therefore, all borrowings made under the TUFPP credit agreement will be classified as short-term.

On 16 February 2011, TUFPP entered into a second amendment to the TUFPP credit agreement with Bank of America, N.A. for USD 15 million temporary increase in the availability under the TUFPP Credit Agreement through 16 May 2011, which was extended through 15 June 2011 under a TUFPP third amendment. Borrowings under the TUFPP amendments No. 2, 3 and 4 bear interest at LIBOR plus 2.25% per annum or the bank's prime rate plus 1.25% per annum, subject to excess availability evaluated on a quarterly basis. The unused line fee remains at 0.25% per annum, subject to adjustment on the average daily unused portion of the credit facility. On 6 June 2011, TUFPP entered into a fourth amendment to the Credit Agreement (TUFPP Amendment No. 4) with BOA, which increased the temporary credit line to USD 115 million through 15 July 2011. On 16 July 2011, TUFPP further amended the TUFPP Credit Agreement (TUFPP Amendment No. 5) to increase the credit line to USD 140 million through the 15 October 2013 expiration date, with other terms remaining unchanged from the initial TUFPP Credit Agreement.

As at 30 September 2011, the balance under the credit facility was USD 107 million at interest rate between 2.2 to 4.3% per annum and actual unused availability was approximately USD 30 million. TUFPP is subject to certain financial covenants including interest coverage ratio and leverage coverage ratio and others. As at 30 September 2011, TUFPP determined it was in compliance with these covenants.

(Unaudited but reviewed)

Tri-Union Frozen Foods, LLC (TUFF) maintained a revolving credit facility with Wells Fargo Foothill, LLC until 15 October 2010, which was replaced by TUFF credit facility. The TUFF Facility provided for borrowing and the issuance of letter of credit of up to USD 45 million subject to limitations based on eligible accounts receivable and inventory and may be increased to USD 75 million under certain conditions. The issuance of letters of credit reduces the borrowing capacity. Borrowings under the credit agreement bear interest, at TUFF's option, at LIBOR plus a margin of 2.75% per annum or the Central Bank's rate plus 2% per annum. TUFF was subject to certain financial covenants including fixed coverage ratio and leverage coverage ratio as well as other operating covenants including limitation capital expenditures, transactions with affiliates, distributions, and dividends. The facility is guaranteed by the Company and collateralised by TUFF's accounts receivable and inventory. In association with the TUFF Credit Facility in place, TUFF repaid Wells Fargo Foothill, LLC for the entire outstanding balance on 15 October 2010.

On 11 March 2011, Tri-Union Seafoods, LLC (Tri-U) entered into an amended revolving credit facility with Bank of America N.A. The credit facility, which expires on 11 March 2014, provides for borrowings and the issuance of letters of credit up to USD 95 million subject to limitations based on eligible accounts receivable and inventory. The issuance of letters of credit reduces the amount of borrowing capacity. Borrowings under the credit facility bear interest, at Tri-U's option, at LIBOR plus a margin of 2.00% per annum or 2.25% per annum, the bank's prime rate, or the bank's prime rate plus 1.00% per annum or 1.25% per annum, depending upon the ratio of amounts outstanding to secured accounts receivable and inventory, subject to quarterly adjustment. An unused line fee is charged at 0.375% per annum, subject to adjustment, on the average daily unused portion of the credit facility. The credit facility is secured by accounts receivable and inventory of Tri-U. On 6 June 2011, Tri-U amended its credit facility with the above financial institution to incorporate the "Chicken of the Sea" trademark at eligible collateral with USD 10 million additional availability component loan at LIBOR plus a margin of 4.00% per annum or the bank's prime rate plus 3.00% per annum within the USD 95 million credit line. Until repayment in full of the additional component loan, borrowing under Tri-U credit facility bears interest at LIBOR plus 2.50% per annum, or the bank's prime rate plus 1.50% per annum at Tri-U option. As at 30 September 2011, the balance under the credit facility was USD 91 million with interest rate at 2.75 to 6.25% per annum and actual unused availability was approximately USD 1 million. Tri-U is subject to certain financial covenants including an interest coverage ratio and leverage ratio and other covenants, including limitations on indebtedness and

(Unaudited but reviewed)

capital lease, capital expenditures, transactions with affiliates, distributions, and dividends. Tri-U determined it was in compliance with all of these covenants as of 30 September 2011.

## 15. Long-term loans

Long-term loans as at 30 September 2011 and 31 December 2010 consist of:

(Unit: Million Baht)

	Consolidated financial		Separate financial	
	statements		statements	
	30 September	31 December	30 September	31 December
	2011	2010	2011	2010
USD loans	8	8	-	-
Baht loans	3,117	10,259	2,250	9,000
EUR loans	13,641	13,589	-	-
Less: Deferred financial fees	(784)	(839)	-	(103)
Total	15,982	23,017	2,250	8,897
Less: Current portion	(1,019)	(516)	-	-
Net	14,963	22,501	2,250	8,897

Movements in the long-term loan account during the nine-month period ended 30 September 2011 are summarised below.

(Unit: Million Baht)

	Consolidated	Separate financial
	financial statements	statements
Balance as at 1 January 2011	23,017	8,897
Add: Additional loan	2,250	2,250
Less: Repayment	(10,190)	(9,000)
Add: Unrealised exchange loss	779	-
Add: Amortised deferred financial fees	126	103
Balance as at 30 September 2011	15,982	2,250

During the third quarter of 2006, a local subsidiary entered into two loan agreements amounting to Baht 150 million with two local financial institutions. The loans carry interest at MLR minus 1.25% per annum and MLR minus 1.00% per annum. These loans are to be repaid within year 2013 and have been guaranteed by a local subsidiary. During the second quarter of the current year, the above subsidiary had already paid the principal in full amount.

(Unaudited but reviewed)

During the second quarter of 2007, a local subsidiary drew Baht 380 million of two loan agreements from a local financial institution. The loans carry interest at 4.85% per annum, and THBFIX plus 0.5% per annum. These loans are to be repaid within year 2012. As at 30 September 2011, the balance of this loan is Baht 49.3 million.

During the third quarter of 2007, a local subsidiary entered into a 7-year loan agreement amounting to Baht 1,190 million with a local financial institution. The loan carries interest at THBFIX plus 0.39% per annum and is to be repaid in semi-annually installments, the first of which will be due in January 2011. The loan contains covenants relating to various matters stipulated in the agreement. However, during 2008, the above subsidiary had repaid principal amount of Baht 100 million. As at 30 September 2011, the balance of this loan was Baht 817.5 million.

During the last quarter of 2010, the Company has entered into, two unsecured loan agreements 6-year and 8-year, amounting to Baht 9,000 million in total with the group of financial institutions. The loan carries interest at THBFIX plus 1.50 to 1.75% per annum and is to be repaid within year 2019. However, during the current quarter, the Company had restructured and had already paid in full.

In 2010, an overseas subsidiary has entered into loan agreements with four overseas financial institutions to acquire EUR 340 million loans. The loans carry interest at the LIBOR plus 4.5 to 5.0% per annum, are to be repaid within 6 years and 7 years and secured by the shares of MW Brands and its subsidiaries.

During the third quarter of 2011, the Company has entered into a 7-year loan agreement amounting to Baht 2,250 million with a local financial institution. The loan carries interest at THBFIX per annum and is to be repaid in quarterly installments, the first of which will be due in October 2013. The loan contains covenants relating to various matters stipulated in the agreement. As at 30 September 2011, the balance of this loan was Baht 2,250 million.

## **16. Debentures**

On 26 October 2005, a meeting of the Company's Board of Directors approved the issuance of debentures of the Company and/or its subsidiary companies in an amount of up to Baht 8,500 million or the equivalent of another currency, for the purposes of refinancing debt and future expansion. Such debentures may be offered to the public and/or institutional investors and/or local and/or foreign investors.



(Unaudited but reviewed)

On 7 June 2007, the Company issued Baht 3,200 million (3,200,000 units of debentures of Baht 1,000 each) of registered, unsubordinated, unsecured debentures with no trustee, with interest rate at 3.91% per annum and the redemption in full is due in June 2011. The Company already paid in full in June 2011.

On 12 November 2008, the Company issued the 2-year debentures of Baht 1,500 million (1,500,000 units of debentures of Baht 1,000 each) of registered, unsubordinated, unsecured debentures with no trustee, with interest rate at 4.7% per annum, which redeemed on the maturity date in 2010 and the 5-year debentures of Baht 500 million (500,000 units of debentures of Baht 1,000 each) of registered, unsubordinated, unsecured debentures with no trustee, with interest rate at 5.5% per annum and the redemption is due in 2013.

On 25 April 2011, the Annual General Meeting of Shareholders approved the increase of credit limit for issuance of debentures of the Company and/or its subsidiaries in an amount of up to Baht 15,000 million or the equivalent in other currencies, for the purpose of refinancing debt and future expansion. Such debentures may be offered to the public and/or institutional investors and/or local and/or foreign investors.

On 27 July 2011, the Company issued, three debentures, the 3 to 10 year debentures of Baht 6,750 million (6,750,000 units of debentures of Baht 1,000 each) of registered, unsubordinated, unsecured debentures with no trustee, with interest rate at 4.51 to 5.02% per annum and the redemption is due in 2014, 2016 and 2021.

The debentures contain covenants relating to various matters such as the maintenance of debt to shareholders' equity ratio and interest cover ratio, and certain conditions in issuance of debentures agreements, for example, annual dividend payment in the form of cash exceeding 60 percent of net income of the year is prohibited, etc.

## **17. Convertible bond**

On 2 September 2010, the Extraordinary General Meeting of Shareholders approved the issuance of non-secured convertible bond to specific investors (Private Placement) of EUR 60 million. The bond has a tenor of 4 years and an annual coupon of 5% p.a. and an overall yield of 8% p.a. unless converted into common shares. The bond can be converted into common shares at any time after the first year at a conversion price of Baht 56 per share. On 27 October 2010, the Company issued the convertible bond, which contains covenants relating to various matters.

(Unaudited but reviewed)

According to the Thai Accounting Standard No. 107 “Financial Instruments: Disclosure and Presentation”, the issuer of convertible bond is required to classify the bond’s liability and equity components and present them separately from the owner’s equity in the balance sheets. However, the rate of interest payable in the future on the convertible bond is the same as the market rate prevailing on the date of bond issuance. The Company therefore recorded all the convertible bonds as liabilities. The liability component continues to be presented on an amortised cost basis, until conversion to ordinary shares or maturity of the bond.

#### 18. Income tax/deferred tax assets (liabilities)

Income tax is provided in the accounts at the amount expected to be paid to the taxation authorities, based on taxable profits determined in accordance with tax legislation of each country.

Corporate income tax of the Company and subsidiaries for the three-month and nine-month periods ended 30 September 2011 and 2010 is as follows:

(Unit: Thousand Baht)

	Consolidated		Separate	
	financial statements		financial statements	
	For the three-month periods ended 30 September			
	2011	2010	2011	2010
Income tax on taxable income	181,988	117,840	58,333	(859)
Translation adjustment	2,704	16,373	-	-
Expense (income) in deferred income tax	(115,613)	(1,238)	383	1,539
Income tax as included in profit or loss	<u>69,079</u>	<u>132,975</u>	<u>58,716</u>	<u>680</u>

(Unit: Thousand Baht)

	Consolidated		Separate	
	financial statements		financial statements	
	For the nine-month periods ended 30 September			
	2011	2010	2011	2010
Income tax on taxable income	428,022	554,951	98,286	20,513
Translation adjustment	6,425	23,898	-	-
Expense (income) in deferred income tax	(39,175)	(19,173)	(1,049)	2,723
Income tax as included in profit or loss	<u>395,272</u>	<u>559,676</u>	<u>97,237</u>	<u>23,236</u>

(Unaudited but reviewed)

The components of deferred tax assets and liabilities as presented in statements of financial position consist of:

(Unit: Million Baht)

	Consolidated		Separate	
	financial statements		financial statements	
	30 September 2011	31 December 2010	30 September 2011	31 December 2010
<b>Deferred tax assets</b>				
Tax losses brought forward	188	157	-	-
Tax effect of non-deductible expenses				
Allowance for doubtful accounts	29	19	7	1
Allowance for devaluation in the value of inventories	92	73	4	9
Other allowance	13	11	9	9
Provision for long-term employee benefits	62	-	7	-
Accrued liabilities	137	159	-	-
Inventory cost capitalisation	82	79	-	-
Others	1	1	-	-
Total	<u>604</u>	<u>499</u>	<u>27</u>	<u>19</u>

(Unit: Million Baht)

	Consolidated financial statements	
	30 September 2011	31 December 2010
<b>Deferred tax liabilities</b>		
Depreciation and amortisation	379	373
Intangible assets	3,972	3,749
Prepaid expense	14	14
Others reserve	187	149
Others	399	356
Total	<u>4,951</u>	<u>4,641</u>

## 19. Earnings per share

Basic earnings per share is calculated by dividing profit for the period attributable to equity holders of the Company (excluding other comprehensive income) by the weighted average number of ordinary shares in issue during the period.

(Unaudited but reviewed)

Diluted earnings per share is calculated by dividing profit for the period attributable to equity holders of the Company (excluding other comprehensive income) by the weighted average number of ordinary shares in issue during the period plus the weighted average number of ordinary shares which would need to be issued to convert all dilutive potential ordinary shares into ordinary shares. The calculation assumes that the conversion took place either at the beginning of the period or on the date the potential ordinary shares were issued.

The following table sets forth the computation of basic and diluted earnings per share:

For the three-month period ended 30 September 2011					
Net income		Weighted average number of ordinary shares	Earnings per share		
Consolidated financial statements	Separate financial statements		Consolidated financial statements	Separate financial statements	
Million Baht	Million Baht	Million share	Baht	Baht	
<b>Basic earnings per share</b>					
Profit attributable to equity holders of the Company	1,561	1,547	956.3	1.63	1.62
Add: Interest expense from convertible bond recognised during the period (net of tax)	23	23	-		
Effect of dilutive potential ordinary share	-	-	42.9		
<b>Diluted earnings per share</b>					
Profit of ordinary shareholders assuming the conversion of convertible bond to ordinary share	1,584	1,570	999.2	1.59	1.57

(Unaudited but reviewed)

For the nine-month period ended 30 September 2011

	Net income		Weighted average number of ordinary shares	Earnings per share	
	Consolidated financial statements	Separate financial statements		Consolidated financial statements	Separate financial statements
	Million Baht	Million Baht	Million share	Baht	Baht
<b>Basic earnings per share</b>					
Profit attributable to equity holders of the Company	3,551	2,550	956.3	<u>3.71</u>	<u>2.67</u>
Add: Interest expense from convertible bond recognised during the period (net of tax)	68	68	-		
Effect of dilutive potential ordinary share	-	-	42.9		
<b>Diluted earnings per share</b>					
Profit of ordinary shareholders assuming the conversion of convertible bond to ordinary share	<u>3,619</u>	<u>2,618</u>	<u>999.2</u>	<u>3.62</u>	<u>2.62</u>

There was no disclosure of diluted earnings per share in the financial statements for the three-month and nine-month periods ended 30 September 2010 since there was no dilutive potential ordinary share.

## 20. Financial information by segment

The operations of the Company and its subsidiaries principally involve the production, distribution and export of frozen seafood products. Some overseas subsidiaries' principal business activities are overseas investments. These activities are carried out in Thailand and overseas. Their income comes from both local and export sales. Financial information of the Company and its subsidiaries presented by business segment for the three-month and nine-month periods ended 30 September 2011 and 2010 is as follows:

## (Unaudited but reviewed)

(Unit: Million Baht)

For the three-month periods ended 30 September

	Frozen and canned		Other businesses		Total		Elimination		Grand total	
	food products									
	<u>2011</u>	<u>2010</u>	<u>2011</u>	<u>2010</u>	<u>2011</u>	<u>2010</u>	<u>2011</u>	<u>2010</u>	<u>2011</u>	<u>2010</u>
Sales										
- Local	1,194	944	3,340	2,907	4,534	3,851	(1,784)	(1,370)	2,750	2,481
- Export	26,184	18,497	268	135	26,452	18,632	(4,097)	(3,675)	22,355	14,957
Total sales	<u>27,378</u>	<u>19,441</u>	<u>3,608</u>	<u>3,042</u>	<u>30,986</u>	<u>22,483</u>	<u>(5,881)</u>	<u>(5,045)</u>	<u>25,105</u>	<u>17,438</u>
Segment operating income	2,308	969	431	367	2,739	1,336	(285)	(82)	2,454	1,254
Unallocated income (expenses):										
Interest income									3	1
Dividend income									1	-
Administrative expenses									-	(19)
Share of income from investments										
in associates									22	7
Financial cost									(567)	(130)
Corporate income tax									(69)	(132)
Profit attributable to non-controlling										
interests of the subsidiaries									(283)	(164)
Profit attributable to										
equity holders of the Company									<u>1,561</u>	<u>817</u>

(Unit: Million Baht)

For the nine-month periods ended 30 September

	Frozen and canned		Other businesses		Total		Elimination		Grand total	
	food products									
	<u>2011</u>	<u>2010</u>	<u>2011</u>	<u>2010</u>	<u>2011</u>	<u>2010</u>	<u>2011</u>	<u>2010</u>	<u>2011</u>	<u>2010</u>
Sales										
- Local	3,310	2,736	8,776	7,669	12,086	10,405	(4,950)	(3,517)	7,136	6,888
- Export	75,858	53,765	721	481	76,579	54,246	(11,044)	(10,275)	65,535	43,971
Total sales	<u>79,168</u>	<u>56,501</u>	<u>9,497</u>	<u>8,150</u>	<u>88,665</u>	<u>64,651</u>	<u>(15,994)</u>	<u>(13,792)</u>	<u>72,671</u>	<u>50,859</u>
Segment operating income	5,781	2,975	1,075	1,035	6,856	4,010	(624)	(88)	6,232	3,922
Unallocated income (expenses):										
Interest income									7	3
Dividend income									1	-
Administrative expenses									(26)	(22)
Share of income from investments										
in associates									64	16
Financial cost									(1,701)	(393)
Corporate income tax									(395)	(559)
Profit attributable to non-controlling										
interests of the subsidiaries										
Profit attributable to										
equity holders of the Company									<u>(631)</u>	<u>(446)</u>
									<u>3,551</u>	<u>2,521</u>

(Unaudited but reviewed)

Financial information of the Company and its subsidiaries presented by geographical segment for the three-month and nine-month periods ended 30 September 2011 and 2010 is as follows:

(Unit: Million Baht)

For the three-month periods ended 30 September

	Thailand		Overseas		Total		Elimination		Grand total	
	2011	2010	2011	2010	2011	2010	2011	2010	2011	2010
Sales										
- Frozen and canned										
food products	13,501	11,229	13,877	8,212	27,378	19,441	(5,395)	(2,471)	21,983	16,970
- Other businesses	3,608	3,042	-	-	3,608	3,042	(486)	(2,574)	3,122	468
Total sales	17,109	14,271	13,877	8,212	30,986	22,483	(5,881)	(5,045)	25,105	17,438
Segment operating income									2,454	1,254

(Unit: Million Baht)

For the nine-month periods ended 30 September

	Thailand		Overseas		Total		Elimination		Grand total	
	2011	2010	2011	2010	2011	2010	2011	2010	2011	2010
Sales										
- Frozen and canned										
food products	36,997	32,808	42,170	23,693	79,167	56,501	(14,525)	(9,308)	64,642	47,193
- Other businesses	9,497	8,150	-	-	9,497	8,150	(1,469)	(4,484)	8,028	3,666
Total sales	46,494	40,958	42,170	23,693	88,664	64,651	(15,994)	(13,792)	72,670	50,859
Segment operating income									6,232	3,922

Transfer prices between the Company and its subsidiaries are set out in Note 6.

## 21. Dividends

Dividends declared in 2011 and 2010 consist of the following:

(Unit: Baht)

	Approved by	Total dividends	Dividend per share
Dividends on income for the period 1 July 2009 to 31 December 2009	Annual General Meeting of the shareholders on 22 March 2010	883,169,150	1.0
Interim dividends for 2010	Board of Directors meeting on 4 August 2010	883,160,350	1.0
Total for 2010		1,766,329,500	

(Unaudited but reviewed)

(Unit: Baht)

	Approved by	Total dividends	Dividend per share
Dividends on income for the period 1 October 2010 to 31 December 2010	Annual General Meeting of the shareholders on 25 April 2011	325,113,067	0.34
Interim dividend for 2011	Board of Directors meeting on 5 August 2011	870,251,930	0.91
Total for 2011		<u>1,195,364,997</u>	

## 22. Statutory reserve

Pursuant to Section 116 of the Public Limited Companies Act B.E. 2535, the Company is required to set aside to a statutory reserve at least 5% of its net income after deducting accumulated deficit brought forward (if any), until the reserve reaches 10% of the registered capital. The statutory reserve is not available for dividend distribution.

## 23. Commitments

As at 30 September 2011, the Company and its subsidiaries have the following commitments:

- a) The Company and its subsidiaries have the commitments under the following agreements:

	Payable within						Total
	Less than 1 year		1 to 5 years		More than 5 years		
Office rental and service agreements	Baht	49 million	Baht	55 million	Baht	10 million	Baht 114 million
	EUR	1 million	EUR	2 million	-	-	EUR 3 million
Land lease agreements	Baht	1 million	Baht	2 million	Baht	3 million	Baht 6 million
	USD	3 million	USD	9 million	USD	3 million	USD 15 million
	-	-	EUR	1 million	EUR	1 million	EUR 2 million
Car lease agreements	Baht	5 million	Baht	1 million	-	-	Baht 6 million
	EUR	1 million	EUR	1 million	-	-	EUR 2 million
Machine lease agreements	Baht	1 million	-	-	-	-	Baht 1 million
	-	-	USD	1 million	-	-	USD 1 million
Computer & copy machine lease Agreements	Baht	35 million	Baht	62 million	-	-	Baht 97 million
Warehouse and factory construction agreements	Baht	112 million	-	-	-	-	Baht 112 million
Purchase machinery, equipment and vehicle agreements	Baht	51 million	-	-	-	-	Baht 51 million



(Unaudited but reviewed)

	Payable within			Total	
	Less than 1 year	1 to 5 years	More than 5 years		
Advertising agreements	Baht 18 million	-	-	Baht 18 million	
Communication agreements	Baht 1 million	Baht 1 million	-	Baht 2 million	
Advisory agreements	Baht 15 million	-	-	Baht 15 million	
Other service agreements	Baht 6 million	Baht 8 million	-	Baht 14 million	

- b) The Company and its subsidiaries are committed to pay the uncalled portions of their investments as follows:

	Amount	
The local subsidiary	Baht	51.0 million
The overseas subsidiary	USD	1.9 million
The overseas associates	USD	2.3 million

- c) The overseas subsidiary has agreed to make payments under royalty agreements for the use of certain production machinery and equipment. The agreements require fixed payments plus an additional sum based on output. Total payments made under these arrangements for the three-month and nine-month periods ended 30 September 2011 amounting to USD 0.2 million and USD 0.5 million, respectively.

## 24. Contingent liabilities

### 24.1 Forward foreign exchange contracts

Significant forward exchange contracts outstanding as of 30 September 2011 are summarised below.

Foreign currency	Bought	Sold	Contractual exchange rate	
	amount	amount	Bought	Sold
	(Million)	(Million)		
<u>The Company</u>				
USD against Baht	3.0	195.1	29.82	29.85 - 42.47
JPY against Baht	-	190.0	-	0.36 - 0.41
EUR against Baht	0.5	321.1	42.10 - 42.89	39.10 - 44.42

(Unaudited but reviewed)

Foreign currency	Bought	Sold	Contractual exchange rate	
	amount	amount	Bought	Sold
	(Million)	(Million)		
<u>Subsidiaries</u>				
USD against Baht	2.0	164.7	29.82	29.82 - 31.63
EUR against Baht	0.1	0.2	41.57	42.18 - 43.75
USD against GBP	14.1	-	1.62	-
USD against EUR	4.2	-	1.39	-
EUR against GBP	5.7	-	0.85	-

As at 30 September 2011, the Company and its subsidiaries have outstanding option agreements with special conditions with financial institutions under which they have obligations to sell amounts of between USD 47.5 million up to USD 100 million, depending on conditions stipulated in the agreements, at rates of Baht 29.80 to Baht 31.70 per USD 1. These agreements will terminate within September 2012.

## 24.2 Interest rate swap transaction agreements

### Interest rate swap agreements

#### The Company

	Principal amount	Interest Revenue Rate Swap agreements	Interest Expense Rate Swap agreements	Terminal date
1	Baht 2,040 million (first 2 years) Baht 170-1,700 million (remaining 4 years)	Float rate 3-month THBFIX-Reuters plus 1.50% (first 2 years) Float rate 3-month THBFIX-Reuters plus 1.75% (remaining 4 years)	Fixed rate 4.522%	October 2016
2	Baht 510 million (first 2 years) Baht 42.5-425 million (remaining 4 years)	Float rate 3-month THBFIX-Reuters plus 1.50% (first 2 years) Float rate 3-month THBFIX-Reuters plus 1.75% (remaining 4 years)	Fixed rate 4.48%	October 2016
3	Baht 500 million	Float rate 3-month THBFIX-Reuters	Fixed rate 3.39%	August 2015
4	Baht 500 million	Float rate 6-month THBFIX	Fixed rate 3.50%	August 2015

Subsidiaries

	Principal amount	Interest Revenue Rate Swap agreements	Interest Expense Rate Swap agreements	Terminal date
1	EUR 94 million	Float rate 3-month EURIBOR	Fixed rate 2.70 %	October 2017
2	EUR 132 million	Float rate 3-month EURIBOR	Fixed rate 2.73 %	October 2017
3	USD 40 million	Float rate 3-month LIBOR	Fixed rate 1.85 - 2.55%	February 2016
4	USD 40 million	Float rate 3-month LIBOR	Fixed rate 1.85 - 2.55%	February 2016

## Cross currency and interest rate swap agreements

The Company

	Currency and Interest Revenue Rate Swap agreements		Currency and Interest Expense Rate Swap agreements		Terminal date
	Principal amount	Interest rate	Principal amount	Interest rate	
1*	Baht 397.8 million	Float rate 3-month THBFIX	USD 12 million	Fixed rate 4.4086%	July 2012
2*	USD 30 million	Fixed rate 3.29%	Baht 1,004.1 million	Float rate 6-month THBFIX plus 0.66%	December 2011
3	Baht 1,134 million	Float rate 3-month THBFIX - Reuters	USD 35 million	Float rate 3-month LIBOR-BBA plus 0.665%	July 2013
4	Baht 674 million	Float rate 3-month THBFIX plus 2.31%	USD 22 million	Float rate 3-month LIBOR plus 3.00%	June 2014
5	USD 3 million	Fixed rate 0.7%	Baht 89 million	Fixed rate 3.41%	November 2011

\* No initial exchange

Subsidiaries

	Currency and Interest Revenue Rate Swap agreements		Currency and Interest Expense Rate Swap agreements		Terminal date
	Principal amount	Interest rate	Principal amount	Interest rate	
1	Baht 976 million	Float rate 3-month THBFIX plus 2.94%	USD 32 million	Fixed rate 5.65%	March 2015
2	USD 4 million	Fixed rate 0.70%	Baht 119 million	Fixed rate 3.41%	November 2011

## 24.3 Others

- a) Asset retirement obligations recorded by TUI relate primarily to the retirement of buildings and leasehold improvements subject to ground leases in connection with TUI's warehouse facility in California. TUI estimated the fair value of the costs associated with removal and remediation of certain assets to their condition before TUI obtained rights to use the related asset of USD 1.2 million and USD 1.1 million as of 30 September 2011 and 31 December 2010, respectively.

- b) The Office of the Attorney General of a US state filed a lawsuit against the three largest canned tuna companies in the US, including TUI, for failure to warn consumers that certain tuna contains mercury. Such case was dismissed on 8 January 2007. However, the plaintiff filed a notice of appeal and the appeal was granted on 19 August 2008. TUI filed a petition for an en banc appeal, which was denied. On 13 January 2009, TUI filed a petition with the Supreme Court, which the Court has declined to hear. Each party has subsequently filed motions and is currently awaiting the Judge's rulings. TUI is unable to predict the probable outcome of this matter. As such, TUI has no accrual related to this matter as of 30 September 2011.
- c) In March 2008, the US Department of Commerce announced a preliminary anti-dumping (AD) rate for the Company and its subsidiary's shrimp exports to the US for the period of 1 February 2006 to 31 January 2007 from a rate of 5.95% (average rate of Thailand) to 15.3%. The Company and its subsidiary will pay AD USD 7.9 million for that period and the Company and its subsidiary have not recorded this amount in the accounts since the announcement is preliminary and not a final announcement. The Company has appointed a lawyer in the US to negotiate with the US Department of Commerce. In September 2008, the announcement is finalised at a rate of 2.85% for the Company and its subsidiary. The Company and its subsidiary will receive the difference amount. During the three-month and nine-month periods ended 30 September 2011, the Company and subsidiary received AD refunds and recorded as other income in profit or loss for the current period. The Company and its subsidiary will receive the duty difference amount. However, the management of the Company and its subsidiary have not recorded the remaining amount because it is in the process of refunding.

## **25. Guarantees**

- a) As at 30 September 2011, there were outstanding bank guarantees of approximately Baht 82.3 million and USD 5 million (31 December 2010: Baht 58.4 million and USD 5 million) issued by banks on behalf of the Company in respect of certain performance bonds as required in the normal course of business.
- b) As at 30 September 2011, there were outstanding bank guarantees of approximately Baht 83.8 million (31 December 2010: Baht 103 million) issued by banks on behalf of the subsidiaries in respect of certain performance bonds as required in the normal course of business.

(Unaudited but reviewed)

## 26. Financial instruments

The following is a summary of significant unhedged foreign currency-denominated assets and liabilities as at 30 September 2011.

(Unit: Thousand)

Foreign currency	Consolidated financial statements		Separate financial statements	
	Assets	Liabilities	Assets	Liabilities
US dollar	3,782	33,265	2,000	25,343
Japanese yen	-	125,476	-	96,875
Euro	38,415	60,223	38,339	60,037

## 27. Reclassification

Certain amounts in the statements of financial position for the year ended 31 December 2010 and in the income statements for the three-month and nine-month periods ended 30 September 2010 have been reclassified to conform to the current period classification but with no effect to previously reported net income or shareholders' equity. The significant reclassifications are as follows.

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	As previously		As previously	
	As reclassified	reported	As reclassified	reported
Inventories - net	21,346,118	20,934,454	2,423,326	2,403,645
Prepaid expenses	164,024	164,410	23,442	23,442
Spareparts	-	448,701	-	20,158
Other current assets	335,920	339,435	36,430	35,962
Property, plant and equipment - net	14,133,117	14,092,179	2,947,685	2,947,676
Goodwill	11,396,142	-	-	-
Other intangible assets - net	13,027,293	24,423,435	1,509	1,509

(Unaudited but reviewed)

(Unit: Thousand Baht)

	Consolidated financial statements			
	For the three-month period ended 30 September 2010		For the nine-month period ended 30 September 2010	
	As previously reported		As previously reported	
	As reclassified	As previously reported	As reclassified	As previously reported
Administrative expenses	573,002	559,993	1,629,700	1,590,881
Management benefit expenses	-	12,176	-	35,147
Other expenses	-	833	-	3,672

(Unit: Thousand Baht)

	Separate financial statements			
	For the three-month period ended 30 September 2010		For the nine-month period ended 30 September 2010	
	As previously reported		As previously reported	
	As reclassified	As previously reported	As reclassified	As previously reported
Administrative expenses	148,769	136,364	415,213	378,745
Management benefit expenses	-	12,176	-	35,147
Other expenses	-	229	-	1,321

## 28. Events after the reporting date

As at 30 September 2011, the Company and its subsidiaries had deferred tax assets of Baht 604 million and deferred tax liabilities of Baht 4,951 million, which the companies in Thailand record based on the applicable corporate income tax rate of 30% that was in effect at the end of the reporting period. However, on 11 October 2011, the cabinet passed a resolution to reduce the corporate income tax rate from 30% to 23% in 2012, and then to 20% from 2013. If the Company and its subsidiaries in Thailand were to apply these new rates in its tax calculation, its deferred tax assets outstanding as at 30 September 2011 would be reduced by approximately Baht 175 million and its deferred tax liabilities outstanding as at 30 September 2011 would be increased by approximately Baht 3 million.

The Company and its subsidiaries will recognise the above tax effect in its financial statements when the law governing income tax rate reduction is enacted.

On 7 November 2011, a meeting of Board of directors of the Company passed a resolution approving the increase in the shareholding percentage of PT Juifa International Foods from 76.50 to 88.78 percent.

(Unaudited but reviewed)

**29. Approval of interim financial statements**

These interim financial statements were authorised for issue by the Audit Committee and the Company's Board of Directors on 7 November 2011.