

Thai Union Frozen Products Public Company Limited  
and its subsidiaries  
Review report and consolidated interim financial statements  
For the three-month periods ended  
31 March 2012 and 2011

## **Independent Auditor's Report on Review of Interim Financial Information**

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 31 March 2012, the related consolidated statements of income and comprehensive income, changes in shareholders' equity, and cash flows for the three-month periods ended 31 March 2012 and 2011 (restated), as well as the condensed notes to the consolidated financial statements, and have also reviewed the separate financial information of Thai Union Frozen Products Public Company Limited for the same periods. Management is responsible for the preparation and presentation of this interim financial information in accordance with Accounting Standard 34 *Interim Financial Reporting*. My responsibility is to express a conclusion on this interim financial information based on my reviews.

### **Scope of review**

I conducted my reviews in accordance with Standard on Review Engagements 2410, *Review of Interim Financial Information Performed by the Independent Auditor of the Entity*. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with auditing standards and consequently does not enable me to obtain assurance that I would become aware of all significant matters that might be identified in an audit. Accordingly, I do not express an audit opinion.

### **Conclusion**

Based on my reviews, nothing has come to my attention that causes me to believe that the accompanying interim financial information is not prepared, in all material respects, in accordance with Accounting Standard 34 *Interim Financial Reporting*.

### **Highlighting information and events**

Without qualifying my opinion on the aforementioned financial information, I draw attention to Note 3 to the financial statements, regarding the changes made by the Company and its subsidiaries to their accounting policies in 2012, whereby from presenting land at cost it is presented on a revaluation basis, and from accounting for raw material inventories on a first-in, first-out basis they are recorded on an average cost basis. The Company and its subsidiaries have restated the financial statements presented herein for comparative purposes as if they had always presented raw materials on an average cost basis.

### **Statements of financial position as at 31 December 2011 and 1 January 2011 for comparative purposes**

I have previously audited 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 2011 (before restatement) in accordance with auditing standards and expressed an unqualified opinion on those statements under my report dated 21 February 2012. The consolidated and separate statements of financial position as at 31 December 2011 and 1 January 2011, as presented herein for comparative purposes, respectively formed an integral part of those financial statements and are the brought forward balances of those financial statements. In addition, as described in Note 3 to the financial statements, in 2012, the Company and its subsidiaries have changed their accounting policies on land, from presenting it at cost to presenting it on a revaluation basis, and on raw material inventories, from a first-in, first-out basis to an average cost basis. The Company and its subsidiaries have thus restated the financial statements as at 31 December 2011 and 1 January 2011 as presented for comparative purposes to reflect the change in accounting policy on inventories. In my opinion, the adjustments made for the preparation of the restated statements are appropriate and have been properly applied. Except as mentioned, I have not performed any other audit procedures subsequent to the date of the above report.

Sophon Permsirivallop  
Certified Public Accountant (Thailand) No. 3182

Ernst & Young Office Limited  
Bangkok: 10 May 2012

Thai Union Frozen Products Public Company Limited and its subsidiaries

Statements of financial position

(Unit: Thousand Baht)

	Consolidated financial statements			Separate financial statements			
	Note	31 March 2012	31 December 2011	1 January 2011	31 March 2012	31 December 2011	1 January 2011
		(Unaudited but reviewed)	(Audited) (Restated)	(Audited) (Restated)	(Unaudited but reviewed)	(Audited) (Restated)	(Audited) (Restated)
<b>Assets</b>							
<b>Current assets</b>							
Cash and cash equivalents	4	487,034	902,520	1,037,297	27,914	55,908	14,912
Trade and other receivables	5, 6	11,974,807	11,160,791	9,261,820	4,145,785	4,088,187	3,066,632
Short-term loans to subsidiaries	6	-	-	-	88,100	80,000	625,825
Short-term loans to other company		5,801	-	-	5,801	-	-
Current portion of long-term loans to subsidiaries	6	-	-	-	429,768	440,335	2,691,738
Current portion of long-term loans to other companies		5,776	4,071	1,431	-	-	-
Inventories	7	27,490,838	26,179,796	21,345,833	3,457,421	3,644,784	2,450,619
Other current assets							
Prepaid income tax		77,987	106,601	286,323	28,163	28,163	28,163
Current portion of forward exchange contracts receivables		254,360	142,732	748,338	181,140	140,444	558,701
Value added tax refundable		639,375	664,015	538,930	63,159	42,215	60,726
Others		862,789	817,681	739,834	34,718	34,632	51,494
Total other current assets		1,834,511	1,731,029	2,313,425	307,180	245,454	699,084
<b>Total current assets</b>		<b>41,798,767</b>	<b>39,978,207</b>	<b>33,959,806</b>	<b>8,461,969</b>	<b>8,554,668</b>	<b>9,548,810</b>
<b>Non-current assets</b>							
Restricted deposits with financial institution		12,078	12,024	11,032	-	-	-
Investments in associates	8	944,831	923,968	837,717	66,231	66,231	66,231
Investments in subsidiaries	9	-	-	-	4,878,271	4,566,571	4,396,709
Other long-term investments	10	71,761	70,305	72,669	34,579	34,579	34,579
Long-term loans to subsidiaries - net of current portion	6	-	-	-	17,065,353	17,007,905	15,429,105
Long-term loans to other companies - net of current portion		22,934	24,558	28,630	-	-	-
Property, plant and equipment	11	16,737,169	15,654,960	14,190,173	3,441,382	3,204,693	3,004,742
Goodwill		11,726,304	11,674,496	11,396,142	-	-	-
Intangible assets	12	13,383,709	13,349,544	13,027,293	1,837	1,676	1,509
Other non-current assets							
Forward exchange contracts receivables							
- net of current portion		99,828	76,265	387,308	99,828	76,265	387,308
Leasehold rights		172,586	175,671	21,094	-	-	-
Advance payment for purchase of property, plant and equipment		30,934	8,251	35,227	-	-	-
Deferred tax assets	18	1,111,147	1,062,569	498,562	38,121	35,157	18,609
Unamortised discount from forward exchange contracts		169,388	185,529	246,929	169,388	185,529	246,929
Others		86,334	81,060	64,055	27,604	16,196	10,773
<b>Total non-current assets</b>		<b>44,569,003</b>	<b>43,299,200</b>	<b>40,816,831</b>	<b>25,822,594</b>	<b>25,194,802</b>	<b>23,596,494</b>
<b>Total assets</b>		<b>86,367,770</b>	<b>83,277,407</b>	<b>74,776,637</b>	<b>34,284,563</b>	<b>33,749,470</b>	<b>33,145,304</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)

	Note	Consolidated financial statements			Separate financial statements		
		31 March 2012	31 December 2011	1 January 2011	31 March 2012	31 December 2011	1 January 2011
		(Unaudited but reviewed)	(Audited) (Restated)	(Audited) (Restated)	(Unaudited but reviewed)	(Audited) (Restated)	(Audited) (Restated)
<b>Liabilities and shareholders' equity</b>							
<b>Current liabilities</b>							
Bank overdrafts and short-term loans from							
financial institutions	13	13,986,933	14,477,175	8,363,777	2,667,976	3,553,986	1,992,670
Trade and other payables	6, 14	9,958,054	7,919,075	7,194,757	2,478,150	1,372,242	1,297,505
Short-term loans from subsidiaries	6	-	-	-	-	-	245,840
Current portion of long-term loans	15	1,073,918	983,548	516,058	-	-	-
Current portion of debentures	16	-	-	3,200,000	-	-	3,200,000
Income tax payable		346,253	202,584	187,665	100,086	36,863	25,084
Other current liabilities		1,677,357	1,559,478	1,479,032	262,616	343,642	265,745
<b>Total current liabilities</b>		<b>27,042,515</b>	<b>25,141,860</b>	<b>20,941,289</b>	<b>5,508,828</b>	<b>5,306,733</b>	<b>7,026,844</b>
<b>Non-current liabilities</b>							
Long-term loans - net of current portion	15	14,082,936	14,615,040	22,500,818	2,250,000	2,250,000	8,896,808
Debentures - net of current portion	16	7,229,674	7,228,326	500,000	7,229,674	7,228,326	500,000
Convertible bond	17	2,472,430	2,462,169	2,390,746	2,472,430	2,462,169	2,390,746
Provision for long-term employee benefits		1,020,027	992,478	571,423	195,405	190,433	161,865
Deferred tax liabilities	18	5,090,385	4,918,294	4,641,052	46,418	626	-
Forward exchange contracts payable - net of							
current portion		401,283	411,351	88,684	379,929	362,851	88,684
Other non-current liabilities		472,966	391,011	478,800	103,162	88,237	47,267
<b>Total non-current liabilities</b>		<b>30,769,701</b>	<b>31,018,669</b>	<b>31,171,523</b>	<b>12,677,018</b>	<b>12,582,642</b>	<b>12,085,370</b>
<b>Total liabilities</b>		<b>57,812,216</b>	<b>56,160,529</b>	<b>52,112,812</b>	<b>18,185,846</b>	<b>17,889,375</b>	<b>19,112,214</b>
<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	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	956,329	956,329
Share premium		8,158,890	8,158,890	8,158,890	8,158,890	8,158,890	8,158,890
Retained earnings							
Appropriated - statutory reserve		100,000	100,000	89,000	100,000	100,000	89,000
Unappropriated		16,092,828	15,247,386	11,336,920	6,703,908	6,644,876	4,828,871
Other components of shareholders' equity		509,419	(4,663)	(87,474)	179,590	-	-
Equity attributable to owners of the Company		25,817,466	24,457,942	20,453,665	16,098,717	15,860,095	14,033,090
Non-controlling interests of the subsidiaries		2,738,088	2,658,936	2,210,160	-	-	-
<b>Total shareholders' equity</b>		<b>28,555,554</b>	<b>27,116,878</b>	<b>22,663,825</b>	<b>16,098,717</b>	<b>15,860,095</b>	<b>14,033,090</b>
<b>Total liabilities and shareholders' equity</b>		<b>86,367,770</b>	<b>83,277,407</b>	<b>74,776,637</b>	<b>34,284,563</b>	<b>33,749,470</b>	<b>33,145,304</b>
		-	-	-	-	-	-

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

Directors

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

## Income statements

For the three-month periods ended 31 March 2012 and 2011

(Unit: Thousand Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2012	2011 (Restated)	2012	2011 (Restated)
<b>Revenues</b>					
Sales	6	25,304,419	22,705,703	6,184,896	4,987,953
Other income					
Dividend income		-	-	178,860	-
Compensation from account payables		49,292	28,302	30,410	22,295
Interest income		908	1,836	247,817	285,872
Tax coupon		36,284	29,669	6,091	4,290
Exchange gains		232,264	-	141,882	28,486
Others		54,886	59,735	11,185	28,487
Total other income		373,634	119,542	616,245	369,430
<b>Total revenues</b>		<b>25,678,053</b>	<b>22,825,245</b>	<b>6,801,141</b>	<b>5,357,383</b>
<b>Expenses</b>					
Cost of sales		20,958,977	19,348,047	5,539,879	4,500,119
Selling expenses		1,058,250	1,150,590	175,234	198,533
Administrative expenses		1,314,412	934,473	167,678	167,610
<b>Total expenses</b>		<b>23,331,639</b>	<b>21,433,110</b>	<b>5,882,791</b>	<b>4,866,262</b>
<b>Profit before share of profit from investments</b>					
<b>in associates, finance cost and corporate income tax</b>		<b>2,346,414</b>	<b>1,392,135</b>	<b>918,350</b>	<b>491,121</b>
Share of profit from investments in associates		25,535	17,601	-	-
<b>Profit before finance cost and corporate income tax</b>		<b>2,371,949</b>	<b>1,409,736</b>	<b>918,350</b>	<b>491,121</b>
Finance cost		(542,355)	(522,022)	(172,295)	(183,363)
<b>Profit before corporate income tax</b>		<b>1,829,594</b>	<b>887,714</b>	<b>746,055</b>	<b>307,758</b>
Corporate income tax	18	(160,527)	(35,597)	(65,416)	(31,628)
<b>Profit for the period</b>		<b>1,669,067</b>	<b>852,117</b>	<b>680,639</b>	<b>276,130</b>
<b>Profit attributable to:</b>					
Equity holders of the Company		1,467,049	759,622	680,639	276,130
Non-controlling interests of the subsidiaries		202,018	92,495		
		<u>1,669,067</u>	<u>852,117</u>		
(Unit: Baht)					
<b>Earnings per share</b>					
19					
Basic earnings per share					
Profit attributable to equity holders of the Company		<u>1.53</u>	<u>0.79</u>	<u>0.71</u>	<u>0.29</u>
Diluted earnings per share					
Profit attributable to equity holders of the Company		<u>1.49</u>	<u>0.78</u>	<u>0.71</u>	<u>0.29</u>

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 31 March 2012 and 2011

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	<u>2012</u>	<u>2011</u> (Restated)	<u>2012</u>	<u>2011</u> (Restated)
<b>Profit for the period</b>	<u>1,669,067</u>	<u>852,117</u>	<u>680,639</u>	<u>276,130</u>
<b>Other comprehensive income:</b>				
Exchange differences on translation of financial statements in foreign currency	(171,815)	(119,467)	-	-
Gain on change in value of available-for-sale investments	5,781	5,783	-	-
Gain (loss) on change in the value of pension fund	1,554	(179)	-	-
Gain on revaluation of land	725,773	-	179,590	-
Increase in other reserves	1,299	1,824	-	-
<b>Other comprehensive income for the period</b>	<u>562,592</u>	<u>(112,039)</u>	<u>179,590</u>	<u>-</u>
<b>Total comprehensive income for the period</b>	<u><u>2,231,659</u></u>	<u><u>740,078</u></u>	<u><u>860,229</u></u>	<u><u>276,130</u></u>
<b>Total comprehensive income attributable to:</b>				
Equity holders of the Company	1,981,131	676,741	<u>860,229</u>	<u>276,130</u>
Non-controlling interests of the subsidiaries	250,528	63,337		
	<u><u>2,231,659</u></u>	<u><u>740,078</u></u>		

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 three-month periods ended 31 March 2012 and 2011

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	<u>2012</u>	<u>2011</u> (Restated)	<u>2012</u>	<u>2011</u> (Restated)
<b>Cash flows from operating activities</b>				
Profit before tax	1,829,594	887,714	746,055	307,758
Adjustments to reconcile profit before tax to net cash provided by (used in) operating activities				
Depreciation and amortisation	443,427	415,407	75,960	78,855
Amortisation of premium/discount from forward foreign exchange contracts	10,630	21,411	12,646	29,595
Amortisation of issue cost of convertible bond and long-term loans from financial institutions	46,878	18,267	2,849	9,094
Allowance for doubtful accounts (reversal)	(1,583)	12,914	(610)	9,836
Reversal of allowance for diminution in value of inventories	(21,245)	(5,870)	(47,260)	(10,435)
Allowance for impairment loss of assets (reversal)	36,776	(5,829)	36,776	-
Allowance for impairment loss on intangible assets	-	2,990	-	-
Share of income from investments in associates	(25,535)	(17,601)	-	-
Loss on sale of investment	1,277	1,401	-	-
Provision for long-term employee benefits	22,527	22,494	6,432	4,934
Gain on dissolution of subsidiary	(24)	-	-	-
Loss (gain) on sale/write-off of property, plant and equipment and intangible assets	591	124	(325)	(234)
Unrealised exchange loss (gain)	(306,112)	139,459	(169,575)	52,785
Dividend income	-	-	(178,860)	-
Interest income	(908)	(1,836)	(247,817)	(285,872)
Interest expense	521,787	485,354	168,253	173,092
<b>Income from operating activities before change in operating assets and liabilities</b>	<b>2,558,080</b>	<b>1,976,399</b>	<b>404,524</b>	<b>369,408</b>
<b>Decrease (increase) in operating assets</b>				
Trade and other receivables	(863,247)	(932,952)	331,399	280,162
Inventories	(1,508,452)	70,048	232,113	(325,531)
Other current assets	(82,376)	(97,528)	(184,749)	13,759
Other non-current assets	(29,395)	9,091	(11,587)	(6,121)
<b>Increase (decrease) in operating liabilities</b>				
Trade and other payables	1,002,206	16,043	402,584	113,510
Other current liabilities	242,040	(183,846)	71,488	38,790
Other non-current liabilities	92,542	62,887	8,680	24,087
Cash flows from operating activities	1,411,398	920,142	1,254,452	508,064
Cash paid for corporate income tax	(12,963)	(27,987)	(4,263)	(6,392)
<b>Net cash from operating activities</b>	<b>1,398,435</b>	<b>892,155</b>	<b>1,250,189</b>	<b>501,672</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 three-month periods ended 31 March 2012 and 2011

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	<u>2012</u>	<u>2011</u> (Restated)	<u>2012</u>	<u>2011</u> (Restated)
<b>Cash flows from investing activities</b>				
Increase in restricted deposits with financial institutions	-	(16)	-	-
Acquisitions of property, plant and equipment	(686,769)	(638,989)	(133,672)	(166,703)
Acquisitions of intangible assets	(428)	(4,717)	(230)	(7)
Acquisitions of leasehold rights	(4,613)	-	-	-
Decrease (increase) in short-term loans to subsidiaries	-	-	(8,100)	334,400
Decrease (increase) in short-term loans to other companies	(5,801)	83	(5,801)	-
Decrease (increase) in long-term loans to other companies	(81)	476	-	-
Increase in investment in subsidiary	-	-	(311,700)	-
Increase in other long-term investment	(205)	-	-	-
Dissolution of subsidiary	24	-	-	-
Interest income	1,061	1,986	18,251	53,099
Dividend received	7,500	-	178,860	-
Proceeds from sale of investment	3,264	3,155	-	-
Proceeds from disposal of property, plant and equipment	23,292	43,051	377	296
Proceeds from sales of intangible assets	-	300	-	-
<b>Net cash from (used in) investing activities</b>	<b>(662,756)</b>	<b>(594,671)</b>	<b>(262,015)</b>	<b>221,085</b>
<b>Cash flows from financing activities</b>				
Increase (decrease) in bank overdrafts and short-term loans from financial institutions	(324,633)	11,568	(886,010)	(584,734)
Increase in short-term loans from subsidiaries	-	-	-	38,380
Decrease in long-term loans	(546,759)	(160,375)	-	-
Cash paid for interest expense	(314,439)	(470,835)	(130,158)	(144,324)
Decrease in non-controlling interest	(171,376)	-	-	-
<b>Net cash used in financing activities</b>	<b>(1,357,207)</b>	<b>(619,642)</b>	<b>(1,016,168)</b>	<b>(690,678)</b>
<b>Increase in translation adjustment</b>	<b>206,042</b>	<b>206,324</b>	<b>-</b>	<b>-</b>
<b>Net increase (decrease) in cash and cash equivalents</b>	<b>(415,486)</b>	<b>(115,834)</b>	<b>(27,994)</b>	<b>32,079</b>
Cash and cash equivalents at beginning of period	902,520	1,037,297	55,908	14,912
<b>Cash and cash equivalents at end of period</b>	<b>487,034</b>	<b>921,463</b>	<b>27,914</b>	<b>46,991</b>
	-	-	-	-
<b>Supplement cash flows information</b>				
Non-cash items:				
Undue installments for acquisitions of assets	145,018	149,371	15,392	67,197
Unrealised gain on changes in the value of investments	(5,781)	(5,783)	-	-
Transfer of property foreclosed to properties, plant and equipment	-	57,057	-	57,057
Transfer leasehold rights to property, plant and equipment	-	2,424	-	-
Transfer property, plant and equipment to intangible assets	1,195	-	-	-
Dividend payable	621,607	-	621,607	-
Increase in revaluation surplus on land	725,773	-	179,590	-

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

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

## Statements of changes in shareholders' equity

For the three-month periods ended 31 March 2012 and 2011

(Unit: Thousand Baht)

## Consolidated financial statements

	Equity attributable to owners of the Company												Total shareholders' equity
	Retained earnings				Other components of shareholders' equity					Total other components of shareholders' equity	Total equity attributable to owners of the Company	Equity attributable to non-controlling interests of the subsidiaries	
					Other comprehensive income								
	Issued and fully paid-up share capital	Share premium	Appropriated	Unappropriated	Exchange differences on translation of financial statements in foreign currency	Deficit on changes in value of available-for-sale investments	Provision for changes in the value of pension fund	Revaluation surplus on land	Other reserves				
<b>Balance as at 1 January 2011</b>	956,329	8,158,890	89,000	11,338,913	(47,638)	(18,112)	(27,664)	-	5,940	(87,474)	20,455,658	2,208,453	22,664,111
Cumulative effect of changes in accounting policy for inventories (Note 3)	-	-	-	(1,993)	-	-	-	-	-	-	(1,993)	1,707	(286)
<b>Balance as at 1 January 2011- as restated</b>	956,329	8,158,890	89,000	11,336,920	(47,638)	(18,112)	(27,664)	-	5,940	(87,474)	20,453,665	2,210,160	22,663,825
Total comprehensive income for the period - as restated	-	-	-	759,622	(90,309)	5,783	(179)	-	1,824	(82,881)	676,741	63,337	740,078
<b>Balance as at 31 March 2011</b>	956,329	8,158,890	89,000	12,096,542	(137,947)	(12,329)	(27,843)	-	7,764	(170,355)	21,130,406	2,273,497	23,403,903
<b>Balance as at 1 January 2012</b>	956,329	8,158,890	100,000	15,207,087	68,414	(16,944)	(56,601)	-	468	(4,663)	24,417,643	2,651,393	27,069,036
Cumulative effect of changes in accounting policy for inventories (Note 3)	-	-	-	40,299	-	-	-	-	-	-	40,299	7,543	47,842
<b>Balance as at 1 January 2012- as restated</b>	956,329	8,158,890	100,000	15,247,386	68,414	(16,944)	(56,601)	-	468	(4,663)	24,457,942	2,658,936	27,116,878
Dividend paid (Note 21)	-	-	-	(621,607)	-	-	-	-	-	-	(621,607)	(171,376)	(792,983)
Total comprehensive income for the period	-	-	-	1,467,049	(99,143)	5,781	1,554	604,591	1,299	514,082	1,981,131	250,528	2,231,659
<b>Balance as at 31 March 2012</b>	956,329	8,158,890	100,000	16,092,828	(30,729)	(11,163)	(55,047)	604,591	1,767	509,419	25,817,466	2,738,088	28,555,554

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 three-month periods ended 31 March 2012 and 2011**

(Unit: Thousand Baht)

	Separate financial statements						
	Issued and fully paid-up share capital	Share premium	Retained earnings		Other components of shareholders' equity		
			Appropriated	Unappropriated	Other comprehensive	Total other components of shareholders' equity	Total shareholders' equity
					income		
Revaluation surplus on land							
<b>Balance as at 1 January 2011</b>	956,329	8,158,890	89,000	4,801,578	-	-	14,005,797
Cumulative effect of changes in accounting policy for inventories (Note 3)	-	-	-	27,293	-	-	27,293
<b>Balance as at 1 January 2011- as restated</b>	956,329	8,158,890	89,000	4,828,871	-	-	14,033,090
Total comprehensive income for the period - as restated	-	-	-	276,130	-	-	276,130
<b>Balance as at 31 March 2011</b>	<u>956,329</u>	<u>8,158,890</u>	<u>89,000</u>	<u>5,105,001</u>	<u>-</u>	<u>-</u>	<u>14,309,220</u>
<b>Balance as at 1 January 2012</b>	956,329	8,158,890	100,000	6,618,323	-	-	15,833,542
Cumulative effect of changes in accounting policy for inventories (Note 3)	-	-	-	26,553	-	-	26,553
<b>Balance as at 1 January 2012- as restated</b>	956,329	8,158,890	100,000	6,644,876	-	-	15,860,095
Dividend paid (Note 21)	-	-	-	(621,607)	-	-	(621,607)
Total comprehensive income for the period	-	-	-	680,639	179,590	179,590	860,229
<b>Balance as at 31 March 2012</b>	<u>956,329</u>	<u>8,158,890</u>	<u>100,000</u>	<u>6,703,908</u>	<u>179,590</u>	<u>179,590</u>	<u>16,098,717</u>

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

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

**Notes to interim financial statements**

**For the three-month periods ended 31 March 2012 and 2011**

**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 manufacturer and distributor of canned seafood, and the import of shrimp and other frozen seafood products for sale to restaurant chains, retailers, wholesalers and food processors, 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 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 6 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 2011. There has been no significant change in the composition of the group of company during the current period.

### **1.4 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 2011, except for the changes in the accounting policy of land and accounting policy of inventories for raw material as discussed in Note 3.

## **2. New accounting standards not yet effective**

During the period, the Federation of Accounting Professions issued the financial reporting standard No. 8 Operating Segments that is effective for fiscal years beginning on or after 1 January 2013.

The Company's management believes that the above accounting standard will not have any significant impact on the financial statements when it is initially applied.

(Unaudited but reviewed)

### 3. Cumulative effect of changes in accounting policies

- 3.1 During the current period, the Company and its subsidiaries have changed its accounting policy on land, from presenting them at cost basis to presenting them under a revaluation method to reflect the market value of such assets.

The amounts of adjustments affecting the financial statements as at 31 March 2012 resulted in property, plant and equipment increase of Baht 907 million (Separate financial statements: Bath 224 million), deferred tax liabilities increase of Baht 181 million (Separate financial statements: Bath 45 million) and other components of shareholders' equity increase of Baht 726 million (Separate financial statements: Bath 179 million)

- 3.2 During the current period, the Company and its subsidiaries have changed its accounting policy on inventories for raw material, from first-in, first-out to average cost method which is more suitable for the businesses of group of companies. The change in the accounting policy on inventories for raw material has been applied retrospectively as though the financial statements had originally been prepared using the average cost. The cumulative effect of the changes in the accounting policy have been separately presented in the statements of changes in shareholders' equity.

The amounts of adjustments affecting the statements of financial position as at 31 December 2011, and 1 January 2011 and the income statements for the three-month period ended 31 March 2011 are summarised below.

(Unit: Thousand Baht)

	Consolidated financial statements	
	31 December 2011	1 January 2011
<b>Statements of financial position</b>		
Increase (decrease) in inventories	47,842	(286)
Increase (decrease) in unappropriated retained earnings	40,299	(1,993)
Increase in non-controlling interest of the subsidiaries	7,543	1,707

(Unaudited but reviewed)

(Unit: Thousand Baht)

	Separate financial statements	
	31 December	1 January
	2011	2011
<b>Statements of financial position</b>		
Increase in inventories	26,553	27,293
Increase in unappropriated retained earnings	26,553	27,293

(Unit: Thousand Baht)

	Consolidated	Separate
	financial statements	financial statements
	For the three-month periods ended	
	31 March 2011	
<b>Income and comprehensive income statements</b>		
Increase (decrease) in cost of sales	(3,005)	10,019
Increase (decrease) in earnings per share (Baht)	0.003	(0.01)

#### 4. Cash and cash equivalents

	(Unit: Thousand Baht)			
	Consolidated financial statements		Separate financial statements	
	31 March	31 December	31 March	31 December
	2012	2011	2012	2011
Cash	3,631	3,398	1,260	1,572
Bank deposits	483,403	899,122	26,654	54,336
Total	487,034	902,520	27,914	55,908

As at 31 March 2012, bank deposits in saving accounts carried interests between 0.03% and 0.90% per annum (31 December 2011: between 0.17% and 1.93% per annum).

(Unaudited but reviewed)

**5. Trade and other receivables**

(Unit: Thousand Baht)

	Consolidated		Separate	
	financial statements		financial statements	
	31 March 2012	31 December 2011	31 March 2012	31 December 2011
<u>Trade receivables - related parties</u>				
Aged on the basis of due dates				
Not yet due	26,099	21,050	1,609,868	1,134,315
Past due				
1 - 30 days	48,527	40,341	593,507	534,394
31 - 60 days	-	-	10,252	358,201
61 - 90 days	-	-	-	447,824
Total trade receivables				
- related parties	74,626	61,391	2,213,627	2,474,734
<u>Trade receivables - unrelated parties</u>				
Aged on the basis of due dates				
Not yet due	9,955,942	9,222,755	1,043,081	1,226,524
Past due				
1 - 30 days	1,226,568	1,421,944	245,682	170,386
31 - 60 days	295,044	210,035	2,672	5,791
61 - 90 days	165,290	102,888	34,905	1,560
91 - 120 days	40,863	58,582	5,250	-
121 - 180 days	43,533	37,279	1,018	-
181 - 365 days	29,717	66,298	-	-
Over 365 days	172,737	164,281	24,499	20,915
Total trade receivables				
- unrelated parties	11,929,694	11,284,062	1,357,107	1,425,176
Total trade receivables	12,004,320	11,345,453	3,570,734	3,899,910
Less: Allowance for doubtful accounts	(248,874)	(250,793)	(24,908)	(25,518)
Total trade receivables - net	11,755,446	11,094,660	3,545,826	3,874,392
<u>Other receivables</u>				
Interest receivable	422	576	414,218	184,652
Accrued income	21,070	26,688	6,943	11,668
Insurance claim receivable	165,000	-	165,000	-
Advance payment	32,869	38,867	13,798	17,475
Total other receivables	219,361	66,131	599,959	213,795
Total trade and other receivables				
- net	11,974,807	11,160,791	4,145,785	4,088,187



(Unaudited but reviewed)

As at 31 March 2012, certain trade accounts receivable of two overseas subsidiaries have secured their credit facilities as mentioned in Note 13.

### Insurance claim receivable

On 11 February 2012, there was a fire incident in one section of the Company's plant located in Samutsakorn province, which has no effect to other production lines. The Company assessed the damage caused by the fire incident and found damage to inventories with costs amounting to Baht 261 million and damage to building and machineries with total net book value of Baht 37 million. However, the Company has insurance coverage for direct asset damage and filed a claim with the insurance company. In February 2012, the insurer's surveyor conducted an assessment for the damage in order to quantify the indemnification. The Company received a compensation payment of Baht 110 million on 23 March 2012. Subsequently on 4 May 2012, the insurer issued a letter confirming an initial compensation payment due to the fire incident amounting to Baht 165 million. At the end of the reporting period, the Company recorded insurance claim receivable amounting to Baht 165 million in the statement of financial position under trade and other receivables and recorded insurance recovery income amounting to Baht 275 million by offsetting it with the loss from the fire incident in the income statement for the three-month period ended 31 March 2012.

## 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: Million Baht)

	Consolidated		Separate		Transfer pricing policy
	financial statements		financial statements		
	For the three-month periods ended 31 March				
	<u>2012</u>	<u>2011</u>	<u>2012</u>	<u>2011</u>	
<b>Transactions with subsidiaries:</b>					
(Eliminated from consolidated financial statements)					
Sales	-	-	2,455	2,294	Cost plus margin
Dividend income	-	-	171	-	As declared
Interest income	-	-	248	286	0.42% - 6.25% per annum (2011: 0.67% - 6.04% per annum)
Other income	-	-	20	17	Near market price

(Unaudited but reviewed)

(Unit: Million Baht)

	Consolidated		Separate		Transfer pricing policy
	financial statements		financial statements		
	For the three-month periods ended 31 March				
	<u>2012</u>	<u>2011</u>	<u>2012</u>	<u>2011</u>	
Purchases of goods	-	-	351	312	Cost plus margin
Interest expense	-	-	-	2	2.50% per annum (2011: 2.50% per annum)
Management fee	-	-	13	13	Contract price
Other expenses	-	-	12	14	Near market price
<b>Transactions with associates:</b>					
Sales	7	6	2	2	Cost plus margin
Dividend income	8	-	8	-	As declared
Other income	5	4	5	4	Near market price
Purchases of goods	3	3	-	-	Cost plus margin
<b>Transactions with related companies:</b>					
Sales	181	254	49	61	Cost plus margin
Purchases of goods	726	721	483	616	Cost plus margin
Transportation	12	10	1	1	Near market price
Purchases assets and expenses relating to assets	38	43	5	25	Contract price and 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 shareholders and directors. During the three-month periods ended 31 March 2012 and 2011, insurance premiums paid through that company amounted to Baht 17 million and Baht 11 million, respectively.

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

(Unaudited but reviewed)

List of related companies	Relationship
PT Juifa International Foods	Subsidiary
Thai Union Investment Holding Co., Ltd. (TUIH)	Subsidiary
Tri-Union Seafoods, LLC	Subsidiary (Held by subsidiary)
Tri-Union Samoa Packing Corporation	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)
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)
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)

(Unaudited but reviewed)

List of related companies	Relationship
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.	Common shareholders/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
Thai Union Properties Co., Ltd.	Common major 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

The balance of the accounts as at 31 March 2012 and 31 December 2011 between the Company and these related companies are as follows:

(Unit: Thousand Baht)

	Consolidated		Separate	
	financial statements	financial statements	financial statements	financial statements
	31 March	31 December	31 March	31 December
	2012	2011	2012	2011
<u>Trade and other receivable - related parties (Note 5)</u>				
Subsidiaries	-	-	2,615,827	2,650,176
Associated companies	4,877	4,622	1,374	1,056
Related companies	69,749	56,769	10,644	8,154
Total trade and other receivables - related parties	<u>74,626</u>	<u>61,391</u>	<u>2,627,845</u>	<u>2,659,386</u>

(Unaudited but reviewed)

(Unit: Thousand Baht)

	Consolidated		Separate	
	financial statements		financial statements	
	31 March 2012	31 December 2011	31 March 2012	31 December 2011
<u>Trade and other payables - related parties (Note 14)</u>				
Subsidiaries	-	-	345,808	220,906
Associated companies	1,866	1,584	37	48
Related companies	88,611	64,724	29,142	22,288
Total trade and other payables - related parties	90,477	66,308	374,987	243,242
<u>Short-term loans to subsidiaries</u>				
(Eliminated from consolidated financial statements)				
Thai Union Manufacturing Co., Ltd.	-	-	8,100	-
Thai Union Graphic Co., Ltd.	-	-	80,000	80,000
Total	-	-	88,100	80,000
<u>Long-term loans to subsidiaries</u>				
(Eliminated from consolidated financial statements)				
Thai Union Investment Holding Co., Ltd.	-	-	15,307,910	15,207,249
Thai Union International, Inc.	-	-	2,187,211	2,240,991
Total	-	-	17,495,121	17,448,240
Less: Current portion				
Thai Union International, Inc.	-	-	(429,768)	(440,335)
Net	-	-	17,065,353	17,007,905

The movements of loans to/from related parties during the three-month period ended 31 March 2012 are as follows:

(Unit: Thousand Baht)

	Separate financial statements				
	Balance as at	During the period			Balance as at
	1 January 2012	Increase	Decrease	Revaluation	31 March 2012
<u>Short-term loans to subsidiaries</u>					
Thai Union Manufacturing Co., Ltd.	-	8,100	-	-	8,100
Songkla Canning Pcl.	-	18,000	(18,000)	-	-
Thai Union Graphic Co., Ltd.	80,000	-	-	-	80,000
	80,000	26,100	(18,000)	-	88,100
<u>Long-term loans to subsidiaries</u>					
Thai Union Investment Holding Co., Ltd.	15,207,249	-	-	100,661	15,307,910
Thai Union International, Inc.	2,240,991	-	-	(53,780)	2,187,211
	17,448,240	-	-	46,881	17,495,121

(Unaudited but reviewed)

(Unit: Thousand Baht)

	Separate financial statements				Balance as at 31 March 2012
	Balance as at 1 January 2012	During the period			
	Increase	Decrease	Revaluation		
<b>Short-term loans from subsidiaries</b>					
Thai Union Manufacturing Co., Ltd.	-	27,690	(27,690)	-	-
Songkla Canning Pcl.	-	26,330	(26,330)	-	-
	-	54,020	(54,020)	-	-

On 20 February 2012, Siam Fishing Pte Ltd., a subsidiary of Thai Union Manufacturing Co., Ltd. was liquidated.

### Directors and management's remuneration

During the current period, the Company paid salaries, bonuses, meeting allowances, gratuities to their directors and management and post-employment benefits totaling Baht 16 million (2011: Baht 13 million).

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

Movements in the allowance for diminution in value of inventory account during the three-month period ended 31 March 2012 are summarised below.

	(Unit: Thousand Baht)	
	Consolidated financial statements	Separate financial statements
Balance as at 1 January 2012	443,049	102,312
Add: Allowance for diminution in value of inventory made during the period	270,521	11,401
Less: Allowance for diminution in value of inventory reversed during the period	(291,766)	(58,661)
Translation adjustment	(120)	-
Balance as at 31 March 2012	421,684	55,052

As at 31 March 2012, two overseas subsidiaries have mortgaged certain inventories of those companies to financial institutions to secure their credit facilities as mentioned in Note 13.

During the current period, the Company had written-off damaged inventory for the net book values from a fire incident in one section of the Company's plant located in Samutsakorn province, as mentioned in Note 5.



(Unaudited but reviewed)

**9. 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	
			31 March 2012	31 December 2011	31 March 2012	31 December 2011
					%	%
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 23.1 million	USD 13.1 million	100.00	100.00
PT Juifa International Foods	Manufacturer & distributor of seafood	Indonesia	USD 2.7 million	USD 2.7 million	88.78	88.78
Thai Union Investment Holding Co., Ltd. (TUIH)	Holding company	Maritius	EUR 22 million	EUR 22 million	100.00	100.00

(Unit: Thousand Baht)

Company's name	Cost	
	31 March 2012	31 December 2011
<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)	793,870	482,170
PT Juifa International Foods	82,972	82,972
Thai Union Investment Holding Co., Ltd. (TUIH)	925,256	925,256
Total	4,904,407	4,592,707
Less: Allowance for impairment loss of investments	(26,136)	(26,136)
Net	4,878,271	4,566,571



(Unaudited but reviewed)

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 current period, the Company additionally invested USD 10 million or Baht 312 million in Thai Union International, Inc.

On 24 March 2012, the Annual General Meeting of Thai Union Seafood Co., Ltd.'s shareholders passed resolutions approving a reduction of the registered share capital from Baht 400 million (40 million ordinary share of Baht 10 each) to Baht 300 million (30 million ordinary shares of Baht 10 each), by canceling 10 million registered shares that have yet to be allocated. As at 31 March 2012, that company is in the process of registering the decrease in its share capital with the Ministry of Commerce.

#### 10. Other long-term investments

(Unit: Thousand Baht)

	Consolidated financial statements			
	31 March 2012		31 December 2011	
	Cost	Fair value	Cost	Fair value
<b>Other long-term investments</b>				
Available-for-sale securities - Unit trusts	46,004	<u>34,866</u>	50,546	<u>33,577</u>
Unrealised loss on changes in the value of investments	(11,138)		(16,969)	
Total available-for-sale securities	34,866		33,577	
Other investments				
- Ordinary shares	36,795		36,628	
- Unit trusts	100		100	
Total other long-term investments	<u>71,761</u>		<u>70,305</u>	

(Unit: Thousand Baht)

	Separate financial statements	
	31 March 2012	31 December 2011
<b>Other long-term investments</b>		
Other investments - ordinary shares	<u>34,579</u>	<u>34,579</u>

(Unaudited but reviewed)

## 11. Property, plant and equipment

Movements of the property, plant and equipment account during the three-month period ended 31 March 2012 are summarised below.

(Unit: Thousand Baht)

	Consolidated financial statements	Separate financial statements
Net book value as at 1 January 2012	15,654,960	3,204,693
Acquisitions during period - at cost	736,416	124,920
Transfer out during period	(1,195)	-
Disposals during period - net book value at disposal date	(19,225)	(52)
Write-off during period - net book value at write-off date	(3,390)	-
Depreciation for period	(422,393)	(75,890)
Allowance for impairment of assets during the period	(36,776)	(36,776)
Increase from revaluations	907,217	224,487
Translation adjustment	(78,445)	-
Net book value as at 31 March 2012	<u>16,737,169</u>	<u>3,441,382</u>

During the current period, the Company recorded allowance for impairment of assets by Baht 37 million for the net book values of damaged assets from a fire incident in one section of the Company's plant located in Samutsakorn province, as mentioned in Note 5.

During the current period, the Company and its subsidiaries have changed its accounting policy for land, from presenting them at cost basis to presenting them under a revaluation method at fair value, as mentioned in Note 3.

(Unaudited but reviewed)

**12. Intangible assets**

(Unit: Million Baht)

Consolidated financial statements								
	Licences	Trademark	Covenant			Distributor relationships	Others	Total
			Customer relationships	not to complete	Computer software			
<b>Cost</b>								
At 1 January 2012	264	13,214	134	13	289	232	3	14,149
Translation adjustment	2	42	(3)	-	1	1	-	43
Transfer in	-	-	-	-	1	-	-	1
Write off	-	-	-	-	(1)	-	-	(1)
<b>At 31 March 2012</b>	<b>266</b>	<b>13,256</b>	<b>131</b>	<b>13</b>	<b>290</b>	<b>233</b>	<b>3</b>	<b>14,192</b>
<b>Amortisation</b>								
At 1 January 2012	27	281	113	13	177	9	-	620
Translation adjustment	-	(7)	(3)	-	1	-	-	(9)
Amortisation	1	1	3	-	9	-	3	17
<b>At 31 March 2012</b>	<b>28</b>	<b>275</b>	<b>113</b>	<b>13</b>	<b>187</b>	<b>9</b>	<b>3</b>	<b>628</b>
<b>Impairment</b>								
At 1 January 2012	-	179	-	-	-	-	-	179
Translation adjustment	-	1	-	-	-	-	-	1
<b>At 31 March 2012</b>	<b>-</b>	<b>180</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>180</b>
<b>Net book value</b>								
At 1 January 2012	237	12,754	21	-	112	223	3	13,350
At 31 March 2012	238	12,801	18	-	103	224	-	13,384

(Unit: Million Baht)

Separate financial statements

Computer software

Net book value as at 1 January 2012	1.7
Additions	0.2
Amortisation during the period	(0.1)
Net book value as at 31 March 2012	1.8

**13. 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 23.2.

(Unaudited but reviewed)

TUI entered into an amended and restated credit agreement (the TUI credit facility) with Bank of America N.A. The TUI credit facility provides for a USD 85 million revolving facility and expires on 15 October 2013. Borrowings under the credit facility bear interest, at TUI'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 TUI. 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 TUI credit agreement will be classified as short-term.

On 16 February 2011, TUI entered into a second amendment to the TUI credit agreement with Bank of America, N.A. for USD 15 million temporary increase in the availability under the TUI Credit Agreement through 16 May 2011, which was extended through 15 June 2011 under a TUI third amendment. Borrowings under the TUI 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, TUI entered into a fourth amendment to the Credit Agreement (TUI Amendment No. 4) with BOA, which increased the temporary credit line to USD 115 million through 15 July 2011. On 16 July 2011, TUI further amended the TUI Credit Agreement (TUI 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 TUI Credit Agreement.

As at 31 March 2012, the balance under the credit facility was USD 116 million at interest rate between 2.25% to 4.25% per annum and actual unused availability was approximately USD 21 million. TUI is subject to certain financial covenants including interest coverage ratio and leverage coverage ratio and others. As at 31 March 2012, TUI determined it was in compliance with these covenants.

(Unaudited but reviewed)

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 as eligible collateral with USD 10 million additional availability component loan at LIBOR plus a margin of 3.75% or 4.00% per annum or the bank's prime rate plus 2.75% or 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 2.25% or 2.50% per annum, or the bank's prime rate plus 1.25% or 1.50% per annum at Tri-U option. On 23 March 2012, Tri-U entered into an amended revolving credit facility to increase the credit line to USD 110 million through 11 March 2014. As at 31 March 2012, the balance under the credit facility was USD 98 million with interest rate at 2.50% to 6.00% 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, capital leases, capital expenditures, transactions with affiliates, distributions, and dividends. Tri-U determined it was in compliance with these covenants as of 31 March 2012.

(Unaudited but reviewed)

#### 14. Trade and other payables

(Unit: Thousand Baht)

	Consolidated		Separate	
	financial statements		financial statements	
	31 March 2012	31 December 2011	31 March 2012	31 December 2011
Trade payables - related parties	62,405	28,047	371,366	231,330
Trade payables - unrelated parties	7,661,349	6,444,194	1,090,752	833,626
Accrued interest expenses to related parties	-	-	4	8
Accrued expenses - related parties	28,072	38,261	3,621	11,904
Other payables - construction and asset purchase	145,018	95,371	15,392	24,144
Accrued expenses	2,061,210	1,313,202	997,015	271,230
Total trade and other payables	<u>9,958,054</u>	<u>7,919,075</u>	<u>2,478,150</u>	<u>1,372,242</u>

#### 15. Long-term loans

Long-term loans as at 31 March 2012 and 31 December 2011 consist of:

(Unit: Million Baht)

	Consolidated		Separate	
	financial statements		financial statements	
	31 March 2012	31 December 2011	31 March 2012	31 December 2011
USD loans	9	9	-	-
Baht loans	2,941	3,092	2,250	2,250
EUR loans	12,905	13,240	-	-
Less: Deferred financial fees	(698)	(742)	-	-
Total	<u>15,157</u>	<u>15,599</u>	<u>2,250</u>	<u>2,250</u>
Less: Current portion	<u>(1,074)</u>	<u>(984)</u>	<u>-</u>	<u>-</u>
Net	<u>14,083</u>	<u>14,615</u>	<u>2,250</u>	<u>2,250</u>

(Unaudited but reviewed)

Movements in the long-term loan account during the three-month period ended 31 March 2012 are summarised below.

	Consolidated financial statements	(Unit: Million Baht) Separate financial statements
Balance as at 1 January 2012	15,599	2,250
Less: Repayment	(547)	-
Add: Unrealised exchange loss	61	-
Add: Deferred financial fees	44	-
Balance as at 31 March 2012	<u>15,157</u>	<u>2,250</u>

During the second quarter of 2007, a local subsidiary drew Baht 380 million of two loan agreements from a local financial institution, carrying interest at 4.85% per annum, and THBFIX plus 0.5% per annum. These loans are to be repaid within year 2012. As at 31 March 2012, the balance of this loan is Baht 10 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. As at 31 March 2012, the balance of this loan is Baht 681 million.

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 31 March 2012, 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 in 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.

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 were 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 and among other things.



**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% per annum and an overall yield of 8% per annum 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. The convertible bond contains covenants relating to various matters.

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 statement of financial position. However, the rate of interest payable in the future on the convertible bond was 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.

Income tax expense of the Company and subsidiaries for the three-month periods ended 31 March 2012 and 2011 is as follows:

(Unit: Thousand Baht)

	Consolidated		Separate	
	financial statements		financial statements	
For the three-month periods ended 31 March				
	2012	2011	2012	2011
Income tax on taxable income	238,303	136,417	67,486	35,158
Translation adjustment	(871)	487	-	-
Expense (income) in deferred income tax	(76,905)	(101,307)	(2,070)	(3,530)
Income tax expense as included in profit or loss	<u>160,527</u>	<u>35,597</u>	<u>65,416</u>	<u>31,628</u>

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

(Unaudited but reviewed)

(Unit: Million Baht)

	Consolidated		Separate	
	financial statements		financial statements	
	31 March 2012	31 December 2011	31 March 2012	31 December 2011
<b>Deferred tax assets</b>				
Tax losses brought forward	599	566	-	-
Tax effect of non-deductible expenses				
Allowance for doubtful accounts	20	20	5	5
Allowance for devaluation in the value of inventories	129	118	2	4
Allowance for impairment loss of assets	13	13	13	13
Other allowance	21	21	-	-
Provision for long-term employee benefit	54	49	5	5
Accrued liabilities	122	125	-	-
Inventory cost capitalisation	138	142	-	-
Others	15	9	13	8
<b>Total</b>	<b>1,111</b>	<b>1,063</b>	<b>38</b>	<b>35</b>
<b>Deferred tax liabilities</b>				
Depreciation and amortisation	453	472	1	1
Intangible assets	3,870	3,853	-	-
Prepaid expense	19	19	-	-
Other reserves	208	207	-	-
Surplus on revaluation of land	181	-	45	-
Others	359	367	-	-
<b>Total</b>	<b>5,090</b>	<b>4,918</b>	<b>46</b>	<b>1</b>

## 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.

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:

(Unaudited but reviewed)

For the three-month period ended 31 March 2012

Profit for the period		Weighted average	Earnings per share		
Consolidated financial statements	Separate financial statements	number of ordinary shares	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	1,467	681	956.3	1.53	0.71
Add: Interest expense from convertible bond recognised during the period	24	24	-		
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	1,491	705	999.2	1.49	0.71

For the three-month period ended 31 March 2011

Profit for the period (Restated)		Weighted average	Earnings per share (Restated)		
Consolidated financial statements	Separate financial statements	number of ordinary shares	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	760	276	956.3	0.79	0.29
Add: Interest expense from convertible bond recognised during the period	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	783	299	999.2	0.78	0.29

## 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 of which the principal business activity is 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 periods ended 31 March 2012 and 2011 (as restated) is as follows:

## (Unaudited but reviewed)

(Unit: Million Baht)

For the three-month periods ended 31 March										
	Frozen and canned				Total		Elimination		Grand total	
	food products		Other businesses							
	2012	2011	2012	2011	2012	2011	2012	2011	2012	2011
Sales										
- Local	1,915	1,073	2,697	2,640	4,612	3,713	(2,051)	(1,722)	2,561	1,991
- Export	<u>25,311</u>	<u>23,573</u>	<u>228</u>	<u>230</u>	<u>25,539</u>	<u>23,803</u>	<u>(2,796)</u>	<u>(3,088)</u>	<u>22,743</u>	<u>20,715</u>
Total sales	<u>27,226</u>	<u>24,646</u>	<u>2,925</u>	<u>2,870</u>	<u>30,151</u>	<u>27,516</u>	<u>(4,847)</u>	<u>(4,810)</u>	<u>25,304</u>	<u>22,706</u>
Segment operating income	1,670	1,316	447	264	2,117	1,580	275	(177)	2,392	1,403
Unallocated income (expenses):										
Interest income									1	2
Administrative expenses									(47)	(13)
Share of income from investments in associates									26	18
Financial cost									(542)	(522)
Corporate income tax									(161)	(36)
Profit attributable to non-controlling interests of the subsidiaries									(202)	(92)
Profit attributable to equity holders of the Company									<u>1,467</u>	<u>760</u>

Financial information of the Company and its subsidiaries presented by geographical segment for the three-month periods ended 31 March 2012 and 2011 (as restated) is as follows:

(Unit: Million Baht)

For the three-month periods ended 31 March										
	Thailand		Overseas		Total		Elimination		Grand total	
	2012	2011	2012	2011	2012	2011	2012	2011	2012	2011
	Sales									
- Frozen and canned food products	13,494	11,357	13,732	13,289	27,226	24,646	(3,562)	(5,507)	23,664	19,139
- Other businesses	<u>2,925</u>	<u>2,870</u>	<u>-</u>	<u>-</u>	<u>2,925</u>	<u>2,870</u>	<u>(1,285)</u>	<u>697</u>	<u>1,640</u>	<u>3,567</u>
Total sales	<u>16,419</u>	<u>14,227</u>	<u>13,732</u>	<u>13,289</u>	<u>30,151</u>	<u>27,516</u>	<u>(4,847)</u>	<u>(4,810)</u>	<u>25,304</u>	<u>22,706</u>
Segment operating income									<u>2,392</u>	<u>1,403</u>

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

## 21. Dividends

Dividends declared in 2012 consist of the following:

	Approved by	Total dividends (Million Baht)	Dividend per share (Baht)
Dividends on income for the period 1 July 2011 to 31 December 2011	Annual General Meeting of the shareholders on 26 March 2012	<u>622</u>	0.65
Total for 2012		<u>622</u>	

## 22. Commitments

As at 31 March 2012, 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	82 million	Baht	48 million	Baht	7 million	Baht 137 million
	EUR	1 million	EUR	2 million	-	-	EUR 3 million
Land lease agreements	Baht	1 million	Baht	3 million	Baht	2 million	Baht 6 million
	USD	3 million	USD	11 million	USD	2 million	USD 16 million
	-	-	EUR	1 million	EUR	1 million	EUR 2 million
Car lease agreements	Baht	7 million	Baht	4 million	-	-	Baht 11 million
	-	-	EUR	1 million	-	-	EUR 1 million
Machine lease agreements	Baht	2 million	Baht	4 million	-	-	Baht 6 million
	-	-	USD	1 million	-	-	USD 1 million
Computer & copy machine lease agreements	Baht	42 million	Baht	72 million	-	-	Baht 114 million
Warehouse and factory construction agreements	Baht	77 million	-	-	-	-	Baht 77 million
Purchase machinery, equipment and vehicle agreements	Baht	59 million	-	-	-	-	Baht 59 million
	EUR	1 million	-	-	-	-	EUR 1 million
	USD	1 million	-	-	-	-	USD 1 million
Advertising agreements	Baht	2 million	-	-	-	-	Baht 2 million
Communication agreements	Baht	1 million	Baht	1 million	-	-	Baht 2 million
Advisory agreements	Baht	9 million	-	-	-	-	Baht 9 million
Marketing service agreements	Baht	2 million	-	-	-	-	Baht 2 million
Internet network service agreements	Baht	3 million	Baht	6 million	-	-	Baht 9 million

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

	Amount	
The local subsidiaries	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 period ended 31 March 2012 amounting to USD 0.2 million.

## 23. Contingent liabilities

## 23.1 Forward foreign exchange contracts

Significant forward exchange contracts outstanding as of 31 March 2012 are summarised below.

Foreign currency	Bought	Sold	Contractual exchange rate		Contractual maturity date
	amount	amount	Bought	Sold	
	(Million)	(Million)			
<u>The Company</u>					
USD against Baht	-	204	-	30.30 - 43.00	April 2012 - September 2014
JPY against Baht	-	72	-	0.37 - 0.42	July 2012 - October 2012
EUR against Baht	-	325	-	39.10 - 43.59	August 2012 - December 2014
<u>Subsidiaries</u>					
USD against Baht	-	210	-	30.67 - 32.33	May 2012 - September 2013
USD against GBP	4	-	1.58	-	April 2012
USD against EUR	4	-	1.38	-	April 2012
EUR against GBP	2	-	0.84	-	April 2012

As at 31 March 2012, 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 14 million up to USD 33 million, depending on conditions stipulated in the agreements, at rates of Baht 30.60 to Baht 32.30 per USD 1. These agreements will terminate within December 2012.

Moreover, as at 31 March 2012, the overseas subsidiaries have outstanding option agreements as follow.

Foreign currency	Bought	Sold	Contractual exchange rate		Contractual maturity date
	amount	amount	Bought	Sold	
	(Million)	(Million)			
EUR against USD	20.4	21.1	1.44	1.44	December 2012
GBP against USD	39.7	36.2	1.63 - 1.65	1.63 - 1.65	December 2012
EUR against GBP	44.9	72.9	0.81	0.81	December 2012

## 23.2 Interest rate swap transaction agreements

## Interest rate swap agreements

The Company

	Principal amount	Interest Revenue Rate Swap agreements	Interest Expense Rate Swap agreements	Termination 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 6-month THBFIX-Reuters	Fixed rate 3.50%	August 2015

Subsidiaries

	Principal amount	Interest Revenue Rate Swap agreements	Interest Expense Rate Swap agreements	Termination 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		Termination date
	Principal amount	Interest rate	Principal amount	Interest rate	
1*	Baht 397.8 million	Float rate 3-month THBFIX-Reuters	USD 12 million	Fixed rate 4.4086%	July 2012
2	Baht 1,134 million	Float rate 3-month THBFIX - Reuters	USD 35 million	Float rate 3-month LIBOR-BBA plus 0.665%	July 2013
3	Baht 674 million	Float rate 3-month THBFIX-Reuters plus 2.31%	USD 22 million	Float rate 3-month LIBOR plus 3.00%	June 2014

\* No initial exchange

Subsidiaries

(Unaudited but reviewed)

	Currency and Interest Revenue Rate Swap agreements		Currency and Interest Expense Rate Swap agreements		Termination date
	Principal amount	Interest rate	Principal amount	Interest rate	
	1	Baht 976 million	Float rate 3-month THBFIX-Reuters plus 2.94%	USD 32 million	

### 23.3 Others

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 are 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 31 March 2012.

### 24. Guarantees

- a) As at 31 March 2012, there were outstanding bank guarantees of approximately Baht 58 million and USD 4 million (31 December 2011: Baht 54 million and USD 4 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 31 March 2012, there were outstanding bank guarantees of approximately Baht 84 million (31 December 2011: Baht 92 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)

## 25. Financial instruments

The following is a summary of significant unhedged foreign currency-denominated assets and liabilities as at 31 March 2012.

(Unit: Million)

Foreign currency	Consolidated financial statements		Separate financial statements	
	Assets	Liabilities	Assets	Liabilities
US dollar	6	32	150	19
Japanese yen	68	249	68	233
Euro	65	60	386	60

## 26. Events after reporting date

On 10 April 2012, the Extraordinary General Meeting of the Company's Shareholders no. 1/2555 passed resolutions on the following matters.

- Approval was given to decrease the Company's registered share capital from Baht 1,000 million (1,000 million ordinary shares of Baht 1 each) to Baht 999 million (999 million ordinary shares of Baht 1 each), by canceling 813,450 registered shares that had yet to be allocated. The Company registered the decrease of its share capital with the Ministry of Commerce on 23 April 2012.
- Approval was given to increase the Company's registered share capital from Baht 999 million (999 million ordinary shares of Baht 1 each) to Baht 1,202 million (1,202 million ordinary shares of Baht 1 each) for support the issuance of new shares to existing shareholders (Rights Offering) according to Pro rata basis of shares and/or to the private placement and for support the conversion of debentures which allocated to the private placement on 27 October 2010. The Company registered the increase of its share capital with the Ministry of Commerce on 24 April 2012.

On 20 April 2012, the Company purchased 12 million ordinary shares of Pakfood Public Company Limited (PPC) (or 40% of the total 30 million issued and paid-up share of Pakfood) a purchase price of Baht 51 per share or a total purchase amount of Baht 612 million.

(Unaudited but reviewed)

On 23 April 2012, Thai Union Feedmill Co., Ltd. (a subsidiary) purchased 5.6 million ordinary shares of TCM Fishery Co., Ltd. (or 80% of the total 7 million issued and paid-up shares of such company) at a par value of Baht 10 per share, that have been paid by 90% of purchase price or a total purchase amount of Baht 50.4 million.

On 10 May 2012, the meeting of the Board of Directors passed resolutions on the following matters.

- Approval was given to provide financial support into Thai Union International, Inc. (TUIH) in an amount not exceeding USD 10 million, in the form of an equity injection or a loan.
- Approval was given to lend to or inject capital into Thai Union Investment Holding (TUIH), in an amount not exceeding EUR 335 million, in order to repay TUIH's loan from a financial institution. In addition, approval was given to enter into financial derivative transactions to hedge the financial risks incurred from the above transactions, and to issue a standby L/C or provide any kind of guarantee or financial support to enable MWB to have in place short-term working capital facilities for use in its daily operations.

## **27. 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 10 May 2012.