

Thai Union Frozen Products Public Company Limited
and its subsidiaries
Review report and interim financial statements
For the three-month period ended 31 March 2015

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 2015, the related consolidated statements of income and comprehensive income, changes in shareholders' equity, and cash flows for the three-month period then ended, as well as the condensed notes to the consolidated financial statements. I have also reviewed the separate financial information of Thai Union Frozen Products Public Company Limited for the same period. Management is responsible for the preparation and presentation of this interim financial information in accordance with Thai Accounting Standard 34 *Interim Financial Reporting*. My responsibility is to express a conclusion on this interim financial information based on my review.

Scope of Review

I conducted my review in accordance with Thai 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 Thai Standards on Auditing 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 review, 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 Thai Accounting Standard 34 *Interim Financial Reporting*.

Rosaporn Decharkom

Certified Public Accountant (Thailand) No. 5659

EY Office Limited

Bangkok: 15 May 2015

Thai Union Frozen Products Public Company Limited and its subsidiaries

Statement of financial position

As at 31 March 2015

(Unit: Thousand Baht)

	Note	Consolidated financial statements		Separate financial statements	
		31 March 2015	31 December 2014	31 March 2015	31 December 2014
		(Unaudited but reviewed)	(Audited)	(Unaudited but reviewed)	(Audited)
Assets					
Current assets					
Cash and cash equivalents	2	1,247,461	2,123,441	2,463	12,091
Short-term investments	3	4,022,212	4,032,884	4,013,210	4,032,884
Trade and other receivables	4, 5	13,607,514	15,403,766	3,007,489	3,527,687
Short-term loans to subsidiaries	5	-	-	1,914,314	1,631,881
Short-term loans to other companies		4,347	4,191	-	-
Current portion of long-term loans to subsidiaries	5	-	-	1,745,725	1,982,410
Current portion of long-term loans to other companies		4,265	4,527	-	-
Inventories	6	34,133,354	37,517,575	4,243,347	4,103,172
Other current assets					
Prepaid income tax		263,936	264,910	63,590	74,056
Current portion of forward exchange contracts receivables		869,052	127,232	806,222	108,897
Value added tax refundable		333,730	463,727	33,539	38,459
Others		1,140,262	921,646	280,018	82,232
Total other current assets		2,606,980	1,777,515	1,183,369	303,644
Total current assets		55,626,133	60,863,899	16,109,917	15,593,769
Non-current assets					
Restricted bank deposits	7	20,084	43,432	-	-
Investments in associates	8	1,411,147	1,368,821	155,574	155,574
Investments in subsidiaries	9	-	-	16,500,073	16,500,073
Investments in joint ventures	10	534,921	552,484	-	-
Other long-term investments	11	30,910	30,592	-	-
Long-term loans to subsidiaries - net of current portion	5	-	-	19,283,832	22,936,080
Long-term loans to other companies - net of current portion		20,102	23,980	-	-
Property, plant and equipment	12	22,520,005	23,051,730	4,268,109	4,261,711
Goodwill		11,576,072	13,078,777	-	-
Other intangible assets	13	12,920,829	14,197,194	20,124	21,082
Other non-current assets					
Forward exchange contracts receivables - net of current portion		3,476,739	1,208,571	3,476,739	1,208,571
Leasehold rights		28,502	30,186	-	-
Advance payment for purchase of property, plant and equipment		49,862	14,952	-	-
Deferred tax assets	18	820,089	796,370	23,544	25,256
Unamortised discount from forward exchange contracts		85,891	64,252	85,891	64,252
Others		136,971	117,421	12,065	11,909
Total non-current assets		53,632,124	54,578,762	43,825,951	45,184,508
Total assets		109,258,257	115,442,661	59,935,868	60,778,277

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

Thai Union Frozen Products Public Company Limited and its subsidiaries

Statement of financial position (continued)

As at 31 March 2015

(Unit: Thousand Baht)

Note	Consolidated financial statements		Separate financial statements		
	31 March 2015	31 December 2014	31 March 2015	31 December 2014	
	(Unaudited but reviewed)	(Audited)	(Unaudited but reviewed)	(Audited)	
Liabilities and shareholders' equity					
Current liabilities					
Bank overdrafts and short-term loans from					
financial institutions	14	21,488,773	26,086,541	7,225,525	8,889,561
Trade and other payables	5, 15	9,835,004	10,724,557	2,186,702	1,963,106
Short-term loans from associated companies	5	44,000	52,700	-	-
Current portion of long-term loans	16	828,803	936,035	450,000	450,000
Income tax payable		517,910	272,610	114,798	13,455
Other current liabilities		1,855,825	2,281,404	237,415	199,169
Total current liabilities		34,570,315	40,353,847	10,214,440	11,515,291
Non-current liabilities					
Long-term loans - net of current portion	16	2,895,044	3,050,224	2,724,752	2,857,040
Debentures	17	16,176,135	16,174,785	16,176,135	16,174,785
Provision for long-term employee benefits		1,833,167	1,831,625	426,864	414,846
Deferred tax liabilities	18	4,696,829	5,167,596	78,416	56,848
Forward exchange contracts payable - net of					
current portion		114,035	207,032	103,476	117,293
Other non-current liabilities		1,331,933	1,190,645	680,388	634,380
Total non-current liabilities		27,047,143	27,621,907	20,190,031	20,255,192
Total liabilities		61,617,458	67,975,754	30,404,471	31,770,483
Shareholders' equity					
Share capital					
Registered					
4,808,000,000 ordinary shares of Baht 0.25 each		1,202,000	1,202,000	1,202,000	1,202,000
Issued and paid-up					
4,771,815,496 ordinary shares of Baht 0.25 each		1,192,954	1,192,954	1,192,954	1,192,954
Share premium		19,948,329	19,948,329	19,948,329	19,948,329
Retained earnings					
Appropriated - statutory reserve		120,200	120,200	120,200	120,200
Unappropriated		23,033,863	21,526,720	8,090,324	7,566,721
Other components of shareholders' equity		(405,002)	877,180	179,590	179,590
Equity attributable to owners of the Company		43,890,344	43,665,383	29,531,397	29,007,794
Non-controlling interests of the subsidiaries		3,750,455	3,801,524	-	-
Total shareholders' equity		47,640,799	47,466,907	29,531,397	29,007,794
Total liabilities and shareholders' equity		109,258,257	115,442,661	59,935,868	60,778,277
		-	-	-	-

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

Directors

Thai Union Frozen Products Public Company Limited and its subsidiaries

Income statement

For the three-month period ended 31 March 2015

(Unit: Thousand Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2015	2014	2015	2014
Revenues	5				
Sales	20	28,605,832	27,948,196	4,403,365	4,970,034
Other income					
Dividend income		8	-	137,993	270,254
Compensation received from accounts payable		5,846	27,719	3,475	18,029
Interest income		23,626	44,269	205,851	304,897
Tax coupon		31,903	3,348	4,223	12
Exchange gains		1,118,329	254,489	567,344	138,178
Others		129,529	131,992	59,047	85,316
Total other income		1,309,241	461,817	977,933	816,686
Total revenues		29,915,073	28,410,013	5,381,298	5,786,720
Expenses	5				
Cost of sales		24,660,435	23,790,573	3,954,838	4,621,972
Selling expenses		1,526,565	1,360,443	129,584	138,398
Administrative expenses		1,478,647	1,354,457	406,024	258,713
Total expenses		27,665,647	26,505,473	4,490,446	5,019,083
Profit before share of profit (loss) from investments in associates and joint ventures, finance cost and income tax expenses		2,249,426	1,904,540	890,852	767,637
Share of profit (loss) from investments in associates and joint ventures		55,628	(24,915)	-	-
Profit before finance cost and income tax expenses		2,305,054	1,879,625	890,852	767,637
Finance cost		(411,572)	(474,325)	(242,627)	(228,117)
Profit before income tax expenses		1,893,482	1,405,300	648,225	539,520
Income tax expenses	18	(312,400)	(302,081)	(124,622)	(37,516)
Profit for the period		1,581,082	1,103,219	523,603	502,004
Profit attributable to:					
Equity holders of the Company		1,507,143	949,523	523,603	502,004
Non-controlling interests of the subsidiaries		73,939	153,696		
		1,581,082	1,103,219		
			(Restated)		(Restated)
Earnings per share	19				
Basic earnings per share					
Profit attributable to equity holders of the Company		0.32	0.21	0.11	0.11
Diluted earnings per share					
Profit attributable to equity holders of the Company		0.32	0.20	0.11	0.11

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

(Unaudited but reviewed)

Thai Union Frozen Products Public Company Limited and its subsidiaries

Statement of comprehensive income

For the three-month period ended 31 March 2015

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2015	2014	2015	2014
Profit for the period	1,581,082	1,103,219	523,603	502,004
Other comprehensive income:				
<i>Other comprehensive income to be reclassified to profit or loss in subsequent periods:</i>				
Exchange differences on translation of financial statements in foreign currencies	(1,296,758)	(118,560)	-	-
Gain on change in value of available-for-sale investments - net of income tax	3,315	3,172	-	-
Other comprehensive income to be reclassified to profit or loss in subsequent periods - net of income tax	(1,293,443)	(115,388)	-	-
<i>Other comprehensive income not to be reclassified to profit or loss in subsequent periods:</i>				
Loss on change in the value of pension fund	-	(842)	-	-
Actuarial losses - net of income tax	-	(9,777)	-	-
Increase (decrease) in other reserves	(25,060)	27,913	-	-
Other comprehensive income not to be reclassified to profit or loss in subsequent periods - net of income tax	(25,060)	17,294	-	-
Other comprehensive income for the period	(1,318,503)	(98,094)	-	-
Total comprehensive income for the period	262,579	1,005,125	523,603	502,004
Total comprehensive income attributable to:				
Equity holders of the Company	224,961	874,662	523,603	502,004
Non-controlling interests of the subsidiaries	37,618	130,463		
	262,579	1,005,125		

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

(Unaudited but reviewed)

Thai Union Frozen Products Public Company Limited and its subsidiaries**Cash flow statement****For the three-month period ended 31 March 2015**

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2015	2014	2015	2014
Cash flows from operating activities				
Profit before tax	1,893,482	1,405,300	648,225	539,520
Adjustments to reconcile profit before tax to net cash provided by (paid from) operating activities:				
Depreciation and amortisation	645,826	596,457	89,792	93,410
Amortisation of discount/premium from forward foreign exchange contracts	(26,483)	39,906	(31,125)	31,138
Amortisation of cost of issuing debentures and long-term loans from financial institutions	1,671	3,843	1,671	3,843
Allowance for doubtful accounts (reversal)	46,775	30,373	(142)	(499)
Diluted of inventories to net realisable value (reversal)	(35,932)	56,563	5,036	2,864
Allowance for loss on impairment of assets	109,840	60,344	-	-
Reversal of allowance for impairment loss of investment	-	(16)	-	-
Share of loss (profit) from investments in associates and joint ventures	(55,628)	24,915	-	-
Loss on sale of other investments	-	938	-	-
Provision for long-term employee benefits	55,480	49,097	12,018	11,204
Loss (gain) on sale / write-off of property, plant and equipment	5,728	5,842	(297)	8,564
Unrealised gain on exchange	(847,835)	(452,271)	(229,696)	(235,334)
Dividend income	(8)	-	(137,993)	(270,254)
Interest income	(23,626)	(44,269)	(205,851)	(304,897)
Interest expenses	303,981	452,491	195,782	223,388
Profit from operating activities before change in operating assets and liabilities	2,073,271	2,229,513	347,420	102,947
Decrease (increase) in operating assets				
Trade and other receivables	1,169,496	574,306	693,352	764,725
Inventories	2,294,621	2,189,436	(144,835)	599,270
Other current assets	222,427	(158,879)	(115,419)	(88,724)
Other non-current assets	(45,077)	(11,884)	(156)	3,298
Increase (decrease) in operating liabilities				
Trade and other payables	(90,173)	178,168	278,340	117,076
Other current liabilities	(188,234)	(135,367)	(41,666)	(15,469)
Other non-current liabilities	153,140	(58,547)	711	(13,252)
Cash flows from operating activities	5,589,471	4,806,746	1,017,747	1,469,871
Cash paid for employee benefits	(26,209)	(7,562)	-	-
Cash paid for corporate income tax	(64,244)	(44,793)	(3,656)	(3,384)
Net cash from operating activities	5,499,018	4,754,391	1,014,091	1,466,487

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

(Unaudited but reviewed)

Thai Union Frozen Products Public Company Limited and its subsidiaries

Cash flow statement (continued)

For the three-month period ended 31 March 2015

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2015	2014	2015	2014
Cash flows from investing activities				
Decrease (increase) in restricted deposits with financial institutions	19,123	(40)	-	-
Increase in short-term investments	(9,033)	(5,960,530)	-	(5,960,530)
Acquisitions of property, plant and equipment	(676,769)	(601,277)	(105,732)	(159,083)
Acquisitions of intangible assets	(270,400)	(3,147)	-	(77)
Acquisitions of leasehold rights	(1,754)	(2,137)	-	-
Increase in short-term loans to subsidiaries	-	-	(305,867)	-
Decrease (increase) in short-term loans to other companies	677	(500)	-	-
Decrease in long-term loans to subsidiaries	-	-	1,245,800	-
Decrease in long-term loans to other companies	1,161	790	-	-
Interest received	2,460	6,648	152,742	127,927
Dividend received	5,877	47,394	-	270,254
Proceeds from sale of investments	3,683	3,318	-	-
Proceeds from sale of property, plant and equipment	8,222	4,282	508	28
Net cash from (used in) investing activities	(916,753)	(6,505,199)	987,451	(5,721,481)
Cash flows from financing activities				
Decrease in bank overdrafts and short-term loans from financial institutions	(4,541,919)	(5,774,137)	(1,664,036)	(3,761,761)
Decrease in long-term loans from financial institutions	(191,042)	(262,250)	(112,500)	(112,500)
Decrease in short-term loans from associates	(8,700)	-	-	-
Cash received from issue of debentures	-	8,250,000	-	8,250,000
Cash paid for finance transaction cost	-	(15,279)	-	(15,279)
Cash paid for interest expenses	(380,096)	(361,691)	(234,634)	(139,618)
Decrease in non-controlling interests of the subsidiaries	(88,687)	(29,746)	-	-
Net cash from (used in) financing activities	(5,210,444)	1,806,897	(2,011,170)	4,220,842
Decrease in translation adjustment	(247,801)	(677,472)	-	-
Net decrease in cash and cash equivalents	(875,980)	(621,383)	(9,628)	(34,152)
Cash and cash equivalents at beginning of period	2,123,441	1,620,734	12,091	69,190
Cash and cash equivalents at end of period	1,247,461	999,351	2,463	35,038
	-	-	-	-

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

(Unaudited but reviewed)

Thai Union Frozen Products Public Company Limited and its subsidiaries

Cash flow statement (continued)

For the three-month period ended 31 March 2015

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2015	2014	2015	2014
Supplemental cash flows information				
Non-cash items:				
Undue installment of acquisition of property, plant and equipment	151,954	156,665	17,504	41,449
Unrealised gain on changes in the value of investments	(3,315)	(3,172)	-	-
Transfer of property, plant and equipment to other intangible assets	46,123	17,726	-	-
Transfer other assets to other intangible assets	54,490	-	-	-
Dividend payable	45,063	4,858	-	1,247
Dividend receivable	-	-	137,993	-
Actuarial loss	-	9,777	-	-

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

(Unaudited but reviewed)

Thai Union Frozen Products Public Company Limited and its subsidiaries

Statement of changes in shareholders' equity

For the three-month period ended 31 March 2015

(Unit: Thousand Baht)

Consolidated financial statements														
Equity attributable to owners of the Company														
Other components of shareholders' equity														
Other comprehensive income														
	Issued and fully paid-up share capital	Share premium	Retained earnings		Exchange differences on translation of financial statements in foreign currency	Surplus (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	Deficit on revaluation of investment in subsidiaries	Total other components of shareholders' equity	Total equity attributable to owners of the Company	Equity attributable to non-controlling interests of the subsidiaries	Total shareholders' equity
			Appropriated	Unappropriated										
Balance as at 1 January 2014	1,147,594	17,500,509	120,200	18,716,271	1,502,434	(6,718)	(29,685)	604,591	15,556	(34,373)	2,051,805	39,536,379	3,810,730	43,347,109
Profit for the period	-	-	-	949,523	-	-	-	-	-	-	-	949,523	153,696	1,103,219
Other comprehensive income for the period	-	-	-	(7,534)	(97,570)	3,172	(842)	-	27,913	-	(67,327)	(74,861)	(23,233)	(98,094)
Total comprehensive income for the period	-	-	-	941,989	(97,570)	3,172	(842)	-	27,913	-	(67,327)	874,662	130,463	1,005,125
Dividend paid	-	-	-	-	-	-	-	-	-	-	-	-	(29,746)	(29,746)
Balance as at 31 March 2014	<u>1,147,594</u>	<u>17,500,509</u>	<u>120,200</u>	<u>19,658,260</u>	<u>1,404,864</u>	<u>(3,546)</u>	<u>(30,527)</u>	<u>604,591</u>	<u>43,469</u>	<u>(34,373)</u>	<u>1,984,478</u>	<u>40,411,041</u>	<u>3,911,447</u>	<u>44,322,488</u>
Balance as at 1 January 2015	1,192,954	19,948,329	120,200	21,526,720	363,604	(6,034)	(22,232)	604,591	(25,518)	(37,231)	877,180	43,665,383	3,801,524	47,466,907
Profit for the period	-	-	-	1,507,143	-	-	-	-	-	-	-	1,507,143	73,939	1,581,082
Other comprehensive income for the period	-	-	-	-	(1,260,437)	3,315	-	-	(25,060)	-	(1,282,182)	(1,282,182)	(36,321)	(1,318,503)
Total comprehensive income for the period	-	-	-	1,507,143	(1,260,437)	3,315	-	-	(25,060)	-	(1,282,182)	224,961	37,618	262,579
Dividend paid	-	-	-	-	-	-	-	-	-	-	-	-	(88,687)	(88,687)
Balance as at 31 March 2015	<u>1,192,954</u>	<u>19,948,329</u>	<u>120,200</u>	<u>23,033,863</u>	<u>(896,833)</u>	<u>(2,719)</u>	<u>(22,232)</u>	<u>604,591</u>	<u>(50,578)</u>	<u>(37,231)</u>	<u>(405,002)</u>	<u>43,890,344</u>	<u>3,750,455</u>	<u>47,640,799</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

Statement of changes in shareholders' equity (continued)

For the three-month period ended 31 March 2015

(Unit: Thousand Baht)

Separate financial statements

	Issued and fully paid-up share capital	Share premium	Retained earnings		Other components of shareholders' equity		Total shareholders' equity
			Appropriated	Unappropriated	Other comprehensive	Total other	
					income	components of	
				Revaluation	shareholders'		
				Surplus on land	equity		
Balance as at 1 January 2014	1,147,594	17,500,509	120,200	7,511,030	179,590	179,590	26,458,923
Profit for the period	-	-	-	502,004	-	-	502,004
Total comprehensive income for the period	-	-	-	502,004	-	-	502,004
Balance as at 31 March 2014	<u>1,147,594</u>	<u>17,500,509</u>	<u>120,200</u>	<u>8,013,034</u>	<u>179,590</u>	<u>179,590</u>	<u>26,960,927</u>
Balance as at 1 January 2015	1,192,954	19,948,329	120,200	7,566,721	179,590	179,590	29,007,794
Profit for the period	-	-	-	523,603	-	-	523,603
Total comprehensive income for the period	-	-	-	523,603	-	-	523,603
Balance as at 31 March 2015	<u>1,192,954</u>	<u>19,948,329</u>	<u>120,200</u>	<u>8,090,324</u>	<u>179,590</u>	<u>179,590</u>	<u>29,531,397</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 period ended 31 March 2015

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 countries. Their principal activities in Thailand are the manufacture and export of frozen and canned seafood, and local subsidiaries are also engaged in the packaging, printing and pet food businesses.

The principal activities of the overseas subsidiaries consist of the following. The subsidiaries in the United States are the manufacturer and distributor of seafood and the import of shrimp and other frozen seafood products for sale to restaurant chains, retailing and wholesaling. The subsidiaries in Europe are the manufacturer and distributor of ambient seafood products to countries in Europe, the United States and Australia under their trademarks. A subsidiary in Asia is the manufacturer and distributor of seafood in Vietnam.

In addition, during the current period, the overseas subsidiary acquired certain assets of Orion Seafood International. Their principal activities are the distribution of lobster products and other marine animals across the United States. Its head office is located at the United States.

The Company’s registered address is 72/1 Moo 7, Sethakit 1 Road, Tambon Tarsrai, Amphur Muang, Samutsakorn. The Company has 7 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 2014), “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 interim 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 2014. There has been no significant change in the composition of the group of company during the current period.

In 2014, Thai Union France Holding 2 SAS (TUFH), a company registered in France, invested in EUROPEENNE DE LA MER SAS a company registered in France. Such company has recorded the net assets acquired at their fair value as of the acquisition date. The remaining excess of the purchase price over the fair value of the net assets acquired has been recorded as goodwill. However, the Company has recorded some tangible assets acquired at their net book value, not fair value. The Company is awaiting a third party appraisal in order to allocate the fair value associated with the assets. The Company expects to obtain this appraisal and complete the purchase price allocation by the end of December 2015.

In 2014, Thai Union European Seafood 1 S.A., a company registered in Luxembourg, invested in Thai Union Norway AS (TU Norway), a company registered in Norway, to acquire King Oscar in Norway. Such company has recorded the net assets acquired at their fair value as of the acquisition date. The remaining excess of the purchase price over the fair value of the net assets acquired has been recorded as goodwill. However, the Company has recorded some assets acquired at their net book value, not fair value. The Company is awaiting a third party appraisal in order to allocate the fair value associated with the assets. The Company expects to obtain this appraisal and complete the purchase price allocation by the end of December 2015.

1.4 New financial reporting standards

During the period, the Company has adopted the revised and new financial reporting standards issued by the Federation of Accounting Professions which become effective for fiscal years beginning on or after 1 January 2015. These financial reporting standards were aimed at alignment with the corresponding International Financial Reporting Standards, with most of the changes directed towards revision of wording and terminology, and provision of interpretations and accounting guidance to users of standards. The adoption of these financial reporting standards does not have any significant impact on the Company's financial statements. However, some of these standards involve changes to key principles, which are summarised below:

TAS 19 (revised 2014) Employee Benefits

This revised standard requires that the entity recognise actuarial gains and losses immediately in other comprehensive income while the existing standard allows the entity to recognise such gains and losses immediately in either profit or loss or other comprehensive income, or to recognise them gradually in profit or loss.

This revised standard does not have any impact on the financial statements as the Company and its subsidiaries already recognise actuarial gains and losses immediately in other comprehensive income.

TFRS 10 Consolidated Financial Statements

TFRS 10 prescribes requirements for the preparation of consolidated financial statements and replaces the content of TAS 27 *Consolidated and Separate Financial Statements* dealing with consolidated financial statements. This standard changes the principles used in considering whether control exists. Under this standard, an investor is deemed to have control over an investee if it has rights, or is exposed, to variable returns from its involvement with the investee, and it has the ability to direct the activities that affect the amount of its returns, even if it holds less than half of the shares or voting rights. This important change requires the management to exercise a lot of judgement when reviewing whether the Company and its subsidiaries have control over investees and determining which entities have to be included in preparation of the consolidated financial statements.

This standard does not have any impact on the Company's and its subsidiaries' financial statements.

TFRS 11 Joint Arrangements

(Unaudited but reviewed)

TFRS 11 supersedes TAS 31 *Interests in Joint Ventures*. This standard requires an entity investing in any other entity to determine whether the entity and other investors have joint control in the investment. When joint control exists, there is deemed to be a joint arrangement and the entity then needs to apply judgement to assess whether the joint arrangement is a joint operation or a joint venture and to account for the interest in the investment in a manner appropriate to the type of joint arrangement. If it is a joint operation, the entity is to recognise its shares of assets, liabilities, revenue and expenses of the joint operation, in proportion to its interest, in its separate financial statements. If it is a joint venture, the entity is to account for its investment in the joint venture using the equity method in the financial statements in which the equity method is applied or the consolidated financial statements (if any), and at cost in the separate financial statements.

This standard does not have any impact on the financial statements since the Company and its subsidiaries already apply the equity method to account for the investment in a joint venture.

TFRS 12 Disclosure of Interests in Other Entities

This standard stipulates disclosures relating to an entity's interests in subsidiaries, joint arrangements and associates, including structured entities. This standard therefore has no financial impact on the financial statements of the Company and its subsidiaries.

TFRS 13 Fair Value Measurement

This standard provides guidance on how to measure fair value and stipulates disclosures related to fair value measurement. Entities are to apply the guidance under this standard if they are required by other financial reporting standards to measure their assets or liabilities at fair value. The effects of the adoption of this standard are to be recognised prospectively.

This standard does not have any significant impact on the Company's and its subsidiaries' financial statements.

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 2014, except for the changes in accounting policies as a result of the adoption of new and revised standards, as discussed in note 1.4 to the financial statements.

2. Cash and cash equivalents

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	31 March 2015	31 December 2014	31 March 2015	31 December 2014
Cash	952,329	2,781	636	504
Bank deposits	295,132	2,120,660	1,827	11,587
Total	1,247,461	2,123,441	2,463	12,091

As at 31 March 2015, bank deposits in saving and fixed accounts carried interests between 0.10% and 0.80% per annum (31 December 2014: between 0.10% and 2.12% per annum).

3. Short-term investments

As at 31 March 2015, the company and its subsidiaries had short-term investments represented a fixed deposit at financial institutions totaling Baht 2,009 million and USD 62 million (31 December 2014: Baht 2,000 million and USD 62 million). The fixed deposit carries interest between 0.80% and 2.85% per annum (31 December 2014: between 1.30% and 2.85% per annum) will be due in April and June 2015 (31 December 2014: April 2015).

(Unaudited but reviewed)

4. Trade and other receivables

(Unit: Thousand Baht)

	Consolidated		Separate	
	financial statements		financial statements	
	31 March	31 December	31 March	31 December
	2015	2014	2015	2014
<u>Trade receivables - related parties</u>				
Aged on the basis of due dates				
Not yet due	81,824	69,936	1,246,940	1,673,398
Past due				
1 - 30 days	17,487	24,037	244,228	312,542
31 - 60 days	1,946	1,381	8,271	47,554
61 - 90 days	1,049	-	-	19,503
91 - 120 days	15	-	-	151
121 - 180 days	-	-	18,299	-
Over 365 days	-	229	-	-
Total trade receivables - related parties	102,321	95,583	1,517,738	2,053,148
<u>Trade receivables - unrelated parties</u>				
Aged on the basis of due dates				
Not yet due	10,557,610	12,557,427	970,405	1,127,774
Past due				
1 - 30 days	1,921,846	1,734,705	246,774	254,090
31 - 60 days	346,231	302,439	6,236	3,194
61 - 90 days	333,819	221,919	10,138	15,316
91 - 120 days	77,023	361,064	2,011	959
121 - 180 days	120,670	89,252	5,550	613
181 - 365 days	188,155	64,107	-	-
Over 365 days	221,129	218,613	26,228	26,484
Total trade receivables - unrelated parties	13,766,483	15,549,526	1,267,342	1,428,430
Total trade receivables	13,868,804	15,645,109	2,785,080	3,481,578
Less: Allowance for doubtful accounts	(399,139)	(362,647)	(26,486)	(26,628)
Total trade receivables - net	13,469,665	15,282,462	2,758,594	3,454,950

(Unaudited but reviewed)

(Unit: Thousand Baht)

	Consolidated		Separate	
	financial statements		financial statements	
	31 March	31 December	31 March	31 December
	2015	2014	2015	2014
<u>Other receivables</u>				
Interest receivables - related parties	-	-	69,814	37,881
Interest receivables - unrelated parties	22,817	2,324	22,797	2,296
Accrued income	23,374	48,215	16,932	30,686
Dividend receivable - related party	-	-	137,993	-
Advance payment	91,658	70,765	1,359	1,874
Total other receivables	<u>137,849</u>	<u>121,304</u>	<u>248,895</u>	<u>72,737</u>
Total trade and other receivables				
- net	<u>13,607,514</u>	<u>15,403,766</u>	<u>3,007,489</u>	<u>3,527,687</u>

As at 31 March 2015, certain trade receivables of two overseas subsidiaries (31 December 2014: three overseas subsidiaries) have secured their credit facilities as mentioned in Note 14.

As at 31 March 2015, foreign currency trade receivables of two overseas subsidiaries (31 December 2014: two overseas subsidiaries) amounting to Baht 823 million (31 December 2014: Baht 767 million) have been sold at a discount rate to financial institutions, with recourse.

In April 2013, Tri-Union Frozen Products, Inc. (TUFPP) entered into a receivable purchase agreement ("RPA") with a bank to sell certain receivables at a discount rate. The agreement requires lenders to release the lien on these receivables, except receivables related to the distribution services that TUFPP provides to the Company, Thai Union Seafoods Co., Ltd. and Okeanos Food Co., Ltd.

In August 2014, TUFPP entered into the receivables purchase agreement to sell certain receivables of a new account with the same terms and conditions.

5. Related party transactions

During the period, the Company and its subsidiaries had significant business transactions with related parties. Such transactions are summarised below.

(Unaudited but reviewed)

(Unit: Million Baht)

	Consolidated		Separate		Transfer pricing policy
	financial statements		financial statements		
	For the three-month periods ended 31 March				
	2015	2014	2015	2014	
Transactions with subsidiaries:					
(Eliminated from consolidated financial statements)					
Sales	-	-	1,542	2,038	Cost plus margin
Dividend income	-	-	138	270	As declared
Interest income	-	-	189	262	1.08% - 4.00% per annum (2014: 1.26% - 5.50% per annum)
Other income	-	-	15	14	Near market price
Purchases of goods	-	-	414	126	Cost plus margin
Management fee	-	-	41	13	Contract price
Other expenses	-	-	24	34	Near market price
Transactions with associates and joint ventures:					
Sales	41	69	6	14	Cost plus margin
Other income	6	6	-	-	Near market price
Purchases of goods	236	39	1	1	Cost plus margin
Transactions with related companies:					
Sales	235	244	119	126	Cost plus margin
Purchases of goods	136	193	8	-	Cost plus margin
Transportation	10	10	2	1	Near market price
Purchases of assets and expenses relating to assets	29	28	2	4	Near market price

The Company and its subsidiaries have asset coverage insured by 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 period ended 31 March 2015, The Company and its subsidiaries have insurance premiums paid through that company amounted to Baht 17 million (2014: Baht 27 million).

The relationships between the Company and the related parties 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

(Unaudited but reviewed)

List of related companies	Relationship
Thai Union Feedmill Co., Ltd.	Subsidiary
Thai Union Graphic Co., Ltd.	Subsidiary
Thai Union International, Inc. (TUI)	Subsidiary
Thai Union Investment Holding Co., Ltd. (TUIH)	Subsidiary
Pakfood Pcl.	Subsidiary
Tri-Union Seafoods, LLC (Tri-U)	Subsidiary (Held by subsidiary)
Tri-Union Frozen Products, Inc. (TUFP)	Subsidiary (Held by subsidiary)
US Pet Nutrition, LLC (USPN)	Subsidiary (Held by subsidiary)
Canadian Pet Nutrition, ULC	Subsidiary (Held by subsidiary)
Asian-Pacific Can Co., Ltd.	Subsidiary (Held by subsidiary)
Yueh Chyang Canned Food Co., Ltd.	Subsidiary (Held by subsidiary)
New Frontier Food Co., Ltd.***	Subsidiary (Held by subsidiary)
Thai Quality Shrimp Co., Ltd.***	Subsidiary (Held by subsidiary)
Thai Union European Seafood 1 S.A.	Subsidiary (Held by subsidiary)
Thai Union France Holding 2 SAS (TUFH)	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)
Etablissements Paul Paulet SAS	Subsidiary (Held by subsidiary)
Irish Seafood Investments Limited	Subsidiary (Held by subsidiary)
John West Holland BV	Subsidiary (Held by subsidiary)
Chaophraya Coldstorage Co., Ltd.	Subsidiary (Held by subsidiary)
Takzin Samut Co., Ltd.**	Subsidiary (Held by subsidiary)
Okeanos Co., Ltd.**	Subsidiary (Held by subsidiary)
Okeanos Food Co., Ltd.	Subsidiary (Held by subsidiary)
EUROPEENNE DE LA MER SAS	Subsidiary (Held by subsidiary)
MERINVEST SAS	Subsidiary (Held by subsidiary)
MERALLIANCE ARMORIC SAS	Subsidiary (Held by subsidiary)
IMSAUM SCI	Subsidiary (Held by subsidiary)
MERALLIANCE SAS	Subsidiary (Held by subsidiary)

(Unaudited but reviewed)

List of related companies	Relationship
MERALLIANCE LOGISTIC	Subsidiary (Held by subsidiary)
MERALLIANCE POLAND	Subsidiary (Held by subsidiary)
ARMORIC NORWAY	Subsidiary (Held by subsidiary)
NACO TRADING	Subsidiary (Held by subsidiary)
ESCO	Subsidiary (Held by subsidiary)
ARMORIC USA**	Subsidiary (Held by subsidiary)
Thai Union Norway AS	Subsidiary (Held by subsidiary)
King Oscar Holding AS	Subsidiary (Held by subsidiary)
King Oscar AS	Subsidiary (Held by subsidiary)
King Oscar Inc.	Subsidiary (Held by subsidiary)
Norway foods Europe b.v.	Subsidiary (Held by subsidiary)
Norway Food AS	Subsidiary (Held by subsidiary)
Thai Union Poland Sp. Z.o.o.	Subsidiary (Held by subsidiary)
King Oscar Poland Sp. Z.o.o.	Subsidiary (Held by subsidiary)
Tri-Union Frozen Products North America, LLC	Subsidiary (Held by subsidiary)
Tri-Union Frozen Products Canada, ULC	Subsidiary (Held by subsidiary)
TMAC Co., Ltd.	Joint Venture (Held by subsidiary)
Cindena Resources Limited	Joint Venture (Held by subsidiary)
Century (Shanghai) Trading Co., Ltd.*	Joint Venture (Held by subsidiary)
TCM Fishery Co., Ltd.	Subsidiary of Joint Venture (Held by subsidiary)
TMK Farm Co., Ltd.	Subsidiary of Joint Venture (Held by subsidiary)
Thai Union Hatchery Co., Ltd.	Subsidiary of Joint Venture (Held by subsidiary)
Lucky Union Foods Co., Ltd.	Associated company
Biz Dimension Co., Ltd.	Associated company
Avanti Feeds Limited	Associated company
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)
Majestic Seafood Corporation Ltd.	Associated company (Held by associated company)
Lucky Union Foods Euro Sp.z.o.o.	Associated company (Held by associated company)

(Unaudited but reviewed)

List of related companies	Relationship
Geminai & Associate Co., Ltd.	Common shareholders/Director related to director
Geminai Watercrafts Co., Ltd.	Common shareholders/Director related to director
Factory Storage Service Co., Ltd.	Director related to director
Chansiri Real Estate 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 Co., Ltd.	Common major shareholders/Common directors
T.C. Union Agrotech Co., Ltd.	Common major shareholders/Common directors
Waithai Co., Ltd.	Common major shareholders/Common directors
Thaipatana Stainless Steel Co., Ltd.	Common major shareholders/Common directors
Phil-Union Frozen Foods, Inc.	Common major shareholders/Common directors
Thai Union Properties Co., Ltd.	Common major shareholders/Common directors
Ahead Way International Co., Ltd.	Common major shareholders
Merchant Partners Securities Pcl.	Common shareholders/Common directors
Merchant Partners Asset Management Limited	Common shareholders/Common directors
Lucky Surimi Products Co., Ltd.	Common shareholders/Common directors
Asia-Pacific Risk Consultants (Thailand) Co., Ltd.	Common shareholders/Common directors
Asia-Pacific Risk Insurance Broker Co., Ltd.	Common shareholders/Common directors
Minor International Pcl.	Common director
Darford International Inc.	Common director
Miss Rungtiwa Boonmechote	Relative of director
Pae Parichart Boonmechote	Relative of director
* Transferred to investment in joint venture during the year 2014	
** Ceased operation	
*** Liquidation	

(Unaudited but reviewed)

The balances of the accounts as at 31 March 2015 and 31 December 2014 between the Company and these related companies are as follows:

(Unit: Thousand Baht)

	Consolidated		Separate	
	financial statements		financial statements	
	31 March 2015	31 December 2014	31 March 2015	31 December 2014
<u>Trade and other receivables - related parties</u> (Note 4)				
Subsidiaries	-	-	1,673,717	2,036,490
Associated companies	31,766	30,345	3,649	6,653
Related companies	70,555	65,238	48,179	47,886
Total trade and other receivables - related parties	<u>102,321</u>	<u>95,583</u>	<u>1,725,545</u>	<u>2,091,029</u>
<u>Trade and other payables - related parties</u> (Note 15)				
Subsidiaries	-	-	399,083	429,423
Associated companies	94,270	34,976	162	19
Related companies	46,970	122,515	8,052	32,896
Total trade and other payables - related parties	<u>141,240</u>	<u>157,491</u>	<u>407,297</u>	<u>462,338</u>
<u>Short-term loans to subsidiaries</u>				
(Eliminated from consolidated financial statements)				
Thai Union Graphic Co., Ltd.	-	-	80,000	80,000
Thai Union International, Inc.	-	-	1,782,407	1,472,585
Thai Union Investment Holding Co., Ltd.	-	-	51,907	79,296
Total	<u>-</u>	<u>-</u>	<u>1,914,314</u>	<u>1,631,881</u>
<u>Long-term loans to subsidiaries</u>				
(Eliminated from consolidated financial statements)				
Thai Union Investment Holding Co., Ltd.	-	-	19,603,631	23,609,526
Thai Union International, Inc.	-	-	1,425,926	1,308,964
Total	<u>-</u>	<u>-</u>	<u>21,029,557</u>	<u>24,918,490</u>
Less: Current portion				
Thai Union Investment Holding Co., Ltd.	-	-	(1,745,725)	(1,982,410)
Net	<u>-</u>	<u>-</u>	<u>19,283,832</u>	<u>22,936,080</u>
<u>Short-term loan from associated company</u>				
TN Fine Chemicals Co., Ltd.	<u>44,000</u>	<u>52,700</u>	<u>-</u>	<u>-</u>

The movements of loan to and loans from related parties during the three-month period ended 31 March 2015 are as follows:

(Unit: Thousand Baht)

	Consolidated financial statements			Balance as at 31 March 2015
	Balance as at 1 January 2015	During the period		
		Increase	Decrease	
<u>Short-term loan from associated company</u>				
TN Fine Chemicals Co., Ltd.	<u>52,700</u>	<u>10,300</u>	<u>(19,000)</u>	<u>44,000</u>

(Unaudited but reviewed)

(Unit: Thousand Baht)

	Separate financial statements				Balance as at 31 March 2015
	Balance as at 1 January 2015	During the period			
		Increase	Decrease	Revaluation	
<u>Short-term loans to subsidiaries</u>					
Thai Union Graphic Co., Ltd.	80,000	-	-	-	80,000
Thai Union International, Inc.	1,472,585	327,000	-	(17,178)	1,782,407
Thai Union Investment Holding Co., Ltd.	79,296	-	(21,133)	(6,256)	51,907
	<u>1,631,881</u>	<u>327,000</u>	<u>(21,133)</u>	<u>(23,434)</u>	<u>1,914,314</u>
<u>Long-term loans to subsidiaries</u>					
Thai Union Investment Holding Co., Ltd.	23,609,526	-	(1,387,200)	(2,618,695)	19,603,631
Thai Union International, Inc.	1,308,964	325,600	(184,200)	(24,438)	1,425,926
	<u>24,918,490</u>	<u>325,600</u>	<u>(1,571,400)</u>	<u>(2,643,133)</u>	<u>21,029,557</u>

Directors and management's benefits

During the three-month periods ended 31 March 2015 and 2014, the Company and its subsidiaries had employee benefits expenses payable to their directors and management as follows:

	(Unit: Million Baht)			
	Consolidated financial statements		Separate financial statements	
	2015	2014	2015	2014
Short-term employee benefits	484	496	28	24
Post-employment benefits	19	24	2	2
Other long-term benefits	7	-	2	-
Termination benefits	10	11	-	-
Total	<u>520</u>	<u>531</u>	<u>32</u>	<u>26</u>

6. 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 2015 are summarised below.

	(Unit: Thousand Baht)	
	Consolidated financial Statements	Separate financial statements
Balance as at 1 January 2015	1,573,233	120,832
Add: Allowance for diminution in value of inventory made during the period	419,233	24,076
Less: Reversal of allowance for diminution in value of inventory during the period	(455,165)	(19,040)
Translation adjustment	(40,322)	-
Balance as at 31 March 2015	<u>1,496,979</u>	<u>125,868</u>

(Unaudited but reviewed)

As at 31 March 2015, two overseas subsidiaries (31 December 2014: two overseas subsidiaries) have mortgaged certain inventories of those companies to financial institutions to secure their credit facilities as mentioned in Note 14.

7. Restricted bank deposits

These represent fixed deposits pledged with financial institutions to secure credit facilities.

8. 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			
			31 March 2015	31 December 2014	31 March 2015	31 December 2014	31 March 2015	31 December 2014		
			(%)	(%)						
Investments in associates, directly held by the Company										
Lucky Union Foods Co., Ltd.	Manufacturer & exporter of crab sticks	Thailand	25.00	25.00	37,500	37,500	440,735	430,829		
Biz Dimension Co., Ltd.	E-Commerce under website	Thailand	20.00	20.00	1,010	1,010	32,489	29,034		
Avanti Feeds Limited	Manufacturer & exporter of animal feeds and shrimp products	India	25.12	25.12	117,064	117,064	371,905	343,780		
Investments in associates, directly held by subsidiaries										
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	54,135	59,276		
Moresby International Holdings Inc. (33% held by Thai Union Manufacturing Co., Ltd.)	Holding in fishing company	British Virgin Island	30.03	30.03	136,535	136,535	96,742	75,513		
LDH (La Doria) Limited (20% held by MW Brands)	Distributor of food products	United Kingdom	20.00	20.00	95,940	95,940	415,141	430,389		
					432,119	432,119	1,411,147	1,368,821		

(Unit: Thousand Baht)

Company's name	Nature of business	Country of incorporation	Separate financial statements					
			Shareholding percentage		Cost			
			31 March 2015	31 December 2014	31 March 2015	31 December 2014		
			(%)	(%)				
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 Feeds Limited	Manufacturer & exporter of animal feeds and shrimp products	India	25.12	25.12	117,064	117,064		
					155,574	155,574		

(Unaudited but reviewed)

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

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 2015	31 December 2014	31 March 2015 (%)	31 December 2014 (%)
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	98.00	98.00
Thai Union International, Inc. (TUI)	Holding company	USA	USD 98.6 million	USD 98.6 million	100.00	100.00
Thai Union Investment Holding Co., Ltd. (TUIH)	Holding company	Mauritius	EUR 222 million	EUR 222 million	100.00	100.00
Pakfood Pcl.	Manufacturer & distributor of frozen foods and aquatic animals	Thailand	Baht 330 million	Baht 330 million	77.44	77.44

(Unit: Thousand Baht)

Company's name	Cost	
	31 March 2015	31 December 2014
<u>Investments in subsidiaries</u>		
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.	96,019	96,019
Thai Union International, Inc. (TUI)	3,115,350	3,115,350
Thai Union Investment Holding Co., Ltd. (TUIH)	8,900,256	8,900,256
Pakfood Pcl.	1,331,470	1,331,470
Total	16,500,073	16,500,073

The Company

On 1 July 2014, the Company increased investment in Thai Union Graphic Co., Ltd. (TUG) which is the subsidiary of the Company for 0.96 million ordinary shares at a purchase price of Baht 52.8 per share, or a total of Baht 50.7 million. As at 31 March 2015 and 31 December 2014, the Company held 3.9 million ordinary shares of TUG or 98% of the total issued and paid up shares of TUG.

During the third quarter of the year 2014, the company purchased 25,890 ordinary shares of PPC at a purchase price of Baht 53.14 per share, or total of Baht 1.4 million.

During the fourth quarter of the year 2014, the Company purchased 100,000 ordinary share of PPC of a purchase price of Baht 55.8 per share, or total of Baht 5.6 million. As at 31 March 2015 and 31 December 2014, the Company held 25.5 million ordinary shares of PPC or 77.44% of the total issued and paid up shares of PPC.

Acquisition of MerAlliance

On 13 August 2014, the meeting of the Company's Board of Directors approved the acquisition of EUROPEENNE DE LA MER SAS (MerAlliance), by Thai Union France Holding 2 SAS (TUFH), a subsidiary of the Company incorporated in France. TUFH entered into an agreement to purchase shares of MerAlliance, a producer of smoked salmon products with the headquarters located in France, and having production facilities in Scotland, Poland and France. The products of MerAlliance are distributed across Europe.

TUFH and the sellers entered into a sale and purchase agreement in relation to the Company's proposed acquisition of MerAlliance on 3 September 2014 in order to acquire all shares held by MerAlliance, or equivalent to 100 % of the issued and paid-up shares capital of MerAlliance. Completion of the transaction is conditional on the process of carrying out transactions to comply with the terms and conditions of the agreement and the Competition Clearance.

Acquisition of King Oscar AS

On 10 September 2014, the meeting of the Company's Board of Directors approved the acquisition of King Oscar AS (King Oscar) by approving Thai Union EU Seafood 1 S.A., a subsidiary of the Company incorporated in Luxembourg, to incorporate a company in Norway under the name Thai Union Norway AS (TU Norway), which would undertake the acquisition of King Oscar. TU Norway entered into an agreement to purchase shares and business of King Oscar, a producer and distributor of canned seafood products under its brands with the headquarters located in Norway, and having the production facilities in Poland and Norway. The products of King Oscar are distributed across Europe, the United States and Australia.

TU Norway and the sellers entered into a sale and purchase agreement in relation to the Company's proposed acquisition of King Oscar on 12 September 2014 in order to acquire all shares held by King Oscar, or equivalent to 100 % of the issued and paid-up shares capital of King Oscar which were held mainly by Private Equity Fund Procuritas Capital Investors IV. Completion of the transaction is conditional on the process of carrying out transactions to comply with the terms and conditions of the agreement and the Competition Clearance.

After the closing date, the Company passed a resolution for restructure of investments in King Oscar group by approving of Thai Union EU Seafood 1 S.A., a subsidiary of the Company incorporated in Luxembourg, to incorporate a company in Poland under the name Thai Union Poland Sp. Z.o.o. (TU Poland), which would undertake the acquisition of King Oscar Poland Sp. Z.o.o. (King Oscar Poland). King Oscar Poland is a subsidiary under King Oscar Holding AS, incorporated in Norway. The restructure of investments has no effect to profits or loss on the Company's consolidation.

Acquisition of Bumble Bee

On 17 December 2014, the meeting of the Company's Board of Directors approved the acquisition of Bumble Bee Holdco S.C.A. ("Bumble Bee"), which can be summarised as follows:

- Approval of the entry into Share Purchase Agreement and associated ancillary agreements with regard to the acquisition of shares and business of Bumble Bee, a producer and distributor of canned and pouched seafood products under its brands with the headquarters located in the United States and having factories located in Fiji, Columbia, Mauritius, China, Thailand and the United States. The products of Bumble Bee are distributed across North America. The details of the transaction as prescribed in the Acquisition Rule are as follows:

(Unaudited but reviewed)

- The Company and the Seller (Lion/Big Catch Cayman L.P., an exempted limited partnership registered in the Cayman Islands) entered into a sale and purchase agreement in relation to the Company's proposed acquisition of Bumble Bee on 18 December 2014. Completion of the transaction is conditional on the process of carrying out transactions to comply with the terms and conditions of the agreement and Competition Clearance.
 - The Company will purchase 1,000,001 shares of Bumble Bee, consisting of 1,000,000 ordinary shares and 1 management share, equivalent to 100 % of the issued and outstanding share capital of Bumble Bee.
 - The Company has agreed to pay for 100% of the share capital of Bumble Bee from the sources of funds derived from domestic financial institutions and for the total enterprise value of up to USD 1,510 million (equivalent to Baht 49,801 million). The payment shall be made to the seller on the closing date.
 - The Company will purchase shares of Bumble Bee at the base purchase price equivalent to the total enterprise value amounting to USD 1,510 million (equivalent to Baht 49,801 million). However, the "purchase price" will be calculated based on the base purchase price deducted by:
 - (a) net debts of Bumble Bee and subsidiaries as of the closing date
 - (b) agreed transaction expenses of the Seller and
 - (c) net working capital adjustment*
- * Net working capital adjustment represents the increase or decrease derived from the difference between projected net working capital and the net working capital of Bumble Bee and subsidiaries as at the closing date.
- The consideration to be paid for the purchase of shares calculated based on the most recent available information is approximately USD 749,847,000 or Baht 24,731 million. The consideration is determined using a formula, in which the consideration equals to the base purchase price according to the share purchase agreement amounting to USD 1,510 million (equivalent to Baht 49,801 million) deducted by the net debts of Bumble Bee and its subsidiaries based on Bumble Bee's consolidated financial statements as at 30 September 2014 amounting to approximately USD 760,153,000 or Baht 25,070 million. Therefore, based on the most recent available information, the consideration would be approximately USD 749,847,000 or Baht 24,731 million as mentioned above. Nevertheless, such consideration for the purchase of shares may be further changed because the amount of the net

(Unaudited but reviewed)

debts could be changed, and the Company has not been able to make estimates of the transaction expenses of the Seller as agreed and determine the net working capital adjustment in accordance with the formula. Under the formula, the exchange rate applied to the calculation is Baht 32.981 per USD 1.

- The source of funds for this acquisition is loans from two domestic financial institutions for the total credit line of up to USD 1,510 million. Such bridge financing loans will mature within 13 months after the loan agreement execution date.
- Approval of the execution of Credit Facilities Agreements for the acquisition of shares and business of Bumble Bee as described above.
- Approval of the appointment of UBS as M&A advisor of the Company.

As at 31 March 2015, the Company was in the process of carrying out transactions to comply with the terms and conditions of the agreement and the Competition Clearance. The Company expects to complete these transactions in the third quarter of the year 2015.

Thai Union Manufacturing Co., Ltd. (TUM) and its subsidiary

On 17 June 2014, the Extraordinary General Meeting of New Frontier Foods Co., Ltd. (NFF) passed a special resolution to approve the dissolution of the company. NFF registered the dissolution with the Ministry of Commerce on 17 June 2014. NFF completed the liquidation process on 26 August 2014.

Thai Union Feedmill Co., Ltd. (TFM) and its subsidiaries

On 15 March 2014, the Extraordinary General Meeting of Thai Quality Shrimp Co., Ltd. (TQS) passed a special resolution to approve the dissolution of the company. TQS registered the dissolution with the Ministry of Commerce on 27 March 2014. TQS completed the liquidation process on 24 June 2014.

10. Investments in joint venture

Investments in joint ventures represent investments in entities which are jointly controlled by Thai Union Feedmill Company Limited (TFM), Thai Union Manufacturing Company Limited (TUM) and other companies. Details of these investments are as follows:

(Unaudited but reviewed)

Consolidated financial statements						
Jointly controlled entity	Nature of business	Country of incorporation	Paid-up capital		Shareholding percentage	
			31 March 2015	31 December 2014	31 March 2015 (%)	31 December 2014 (%)
			TMAC Company Limited (Joint venture of TFM and other company)	Distribution of shrimp feeds and supplies for breeding and rearing of shrimp and the investment in companies which engaged in the breeding, rearing and distribution of shrimp	Thailand	Baht 860 million
Cindena Resources Limited (Joint venture of TUM and other company)	Owner of trademark "Century", which is the trademark of canned tuna distributed overseas	British Virgin Islands	USD 500,000	USD 500,000	50.00	50.00
Century (Shanghai) Trading Co., Ltd. (Joint venture of TUM and other company)	Importer & exporter of food products	China	USD 4 million	USD 4 million	50.00	50.00

(Unit: Thousand Baht)

Consolidated financial statements				
Jointly controlled entity	Cost		Carrying amounts based on equity method	
	31 March 2015	31 December 2014	31 March 2015	31 December 2014
	TMAC Co., Ltd.	438,600	438,600	496,873
Cindena Resources Limited	8,075	8,075	8,075	8,075
Century (Shanghai) Trading Co., Ltd.	75,900	75,900	29,973	29,645
Total	522,575	522,575	534,921	552,484

During the first quarter of the year 2014, TMAC Co., Ltd. (TMAC) additionally purchased 4 million ordinary shares of Thai Union Hatchery Co., Ltd. (TUH) (its subsidiary) (or 100% of the total 4 million increase of its registered, issued and paid up shares capital), a total of Baht 40 million.

During the first quarter of the year 2014, TMAC Co., Ltd. (TMAC) additionally purchased 12 million ordinary shares of TMK Co., Ltd. (TMK) (its subsidiary), a total of Baht 120 million. Thus, the investment proportion of TMAC in TMK increased from 80% (of the total 15 million issued and paid up shares) to 88.89% (of the total 27 million issued and paid up shares) and during the second quarter of the year 2014, TMAC additionally purchased 1.5 million ordinary shares of TMK, a total of Baht 12 million. As at 31 March 2015 and 31 December 2014, TMAC held 25.5 million ordinary shares of TMK or 94.44% of the total 27 million issued and paid up shares of TMK.

(Unaudited but reviewed)

During the third quarter of the year 2014, TUM entered into a joint venture agreement with a company in the Philippines to jointly invest in Cindena Resources Limited (Cindena) by purchasing 250,000 ordinary shares of Cindena at the purchase price of USD 1 per share, totaling USD 250,000 or Baht 8.1 million. As a result, the Company holds 50% of the total issued and paid up shares of Cindena.

During the third quarter of the year 2014, TUM, the shareholder of investment in associated Company - Century (Shanghai) Trading Co., Ltd. (Century) entered into new agreement with the former shareholders. The new agreement is a joint venture agreement. TUM changed the recording of the investment in Century from investment in associated company to investment in joint venture. The change of investment type has no effect to profit or loss of the Company's consolidated financial statements.

During the three-month period ended 31 March 2015, the Company recognised share of loss from investments in joint venture, totalling Baht 17.6 million (2014: Baht 17.5 million) in the consolidated financial statements.

11. Other long-term investments

(Unit: Thousand Baht)

	Consolidated financial statements			
	31 March 2015		31 December 2014	
	Cost	Fair value	Cost	Fair value
Other long-term investments				
Available-for-sale securities - Unit trusts	33,119	<u>29,703</u>	37,307	<u>29,771</u>
Unrealised loss on changes in the value of investments	<u>(3,416)</u>		<u>(7,536)</u>	
Total available-for-sale securities	29,703		29,771	
Other investments				
- Ordinary shares	<u>1,207</u>		<u>821</u>	
Total other long-term investments	<u>30,910</u>		<u>30,592</u>	

12. Property, plant and equipment

Movements of the property, plant and equipment account during the three-month period ended 31 March 2015 are summarised below.

(Unaudited but reviewed)

(Unit: Thousand Baht)

	Consolidated financial statements	Separate financial statements
Net book value as at 1 January 2015	23,051,730	4,261,711
Acquisitions during period - at cost	688,521	95,443
Transfer out during period	(46,123)	-
Disposals during period - net book value as at disposal date	(12,496)	(194)
Write-off during period - net book value as at write-off date	(1,454)	(17)
Depreciation for the period	(598,861)	(88,834)
Allowance for impairment of assets during the period	(109,840)	-
Translation adjustment	(451,472)	-
Net book value as at 31 March 2015	<u>22,520,005</u>	<u>4,268,109</u>

Asset acquisition of Orion Seafood International

On 17 December 2014, the Board of Directors' meeting of the Company passed a resolution to approve the acquisition of certain assets of Orion Seafood International (Orion) by approving Tri-Union Frozen Products, Inc (TUFPP), a subsidiary of the Company incorporated in the United States, to undertake and execute a asset purchase agreement. Subsequently, on 4 February 2015, TUFPP entered into an agreement to purchase certain assets from Orion, a distributor of lobsters products and other marine animals with its headquarters located in the United States. The products of Orion are distributed across the United States. During the first quarter of the year 2015, TUFPP recorded the asset acquisition amounting to USD 1 million or Baht 30 million in property, plant and equipment account.

As at 31 March 2015 and 31 December 2014, a local subsidiary and an overseas subsidiary are subject to a restriction on the creation of lien or encumbrance over their property, plant and equipment, as mentioned in Note 16.

(Unaudited but reviewed)

13. Other intangible assets

Movements of intangible assets account during the three-month period ended 31 March 2015 are summarised below.

	(Unit: Thousand Baht)	
	Consolidated financial statements	Separate financial statements
Net book value as at 1 January 2015	14,197,194	21,082
Acquisitions during the period - at cost	270,400	-
Transfer in during the period	54,490	-
Amortisation for the period	(44,971)	(958)
Translation adjustment	(1,556,284)	-
Net book value as at 31 March 2015	<u>12,920,829</u>	<u>20,124</u>

As at 31 March 2015 and 31 December 2014, the trademark “Chicken of the sea” was used as collateral of credit facilities of an overseas subsidiary as mentioned in Note 14.

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

	(Unit: Thousand Baht)			
	Consolidated financial statements		Separate financial statements	
	31 March 2015	31 December 2014	31 March 2015	31 December 2014
Bank overdrafts and short-term loans from financial institutions	<u>21,488,773</u>	<u>26,086,541</u>	<u>7,225,525</u>	<u>8,889,561</u>

As at 31 March 2015, the Company had unsecured bills of exchange, trust receipt and packing credit totaling Baht 7.2 million (31 December 2014: Baht 8.9 million). The loans carried the interest rates of 1.90% - 2.20% per annum (31 December 2014: 2.14% - 2.20% per annum).

As at 31 March 2015 and 31 December 2014, the Company and its subsidiaries had the following unused overdraft lines from banks and other credit facilities:

	31 March 2015	31 December 2014
<u>Currency</u>	(Million)	(Million)
Baht	34,214	31,975
USD	7,156	5,867
EURO	322	311

(Unaudited but reviewed)

The Company and its subsidiaries entered into interest rate swap agreements for short-term loans from financial institution to hedge interest rate risk, as mentioned in Note 22.2.

Tri-Union Frozen Products, Inc. (TUFPP)

TUFPP entered into an amended and restated credit agreement (TUFPP Credit Agreement) with Bank of America N.A. (BOA). The TUFPP Credit Agreement was initially made for USD 85 million revolving facility through 15 October 2013. The second through seventh amendments included the extended terms and increased credit line to USD 140 million.

In April 2013, TUFPP entered into a seventh amendment (TUFPP Amendment No. 7) with BOA to modify the definition of eligible receivables to exclude certain receivables from the borrowing base as a result of the receivables purchase agreement as discussed in Note 4.

On 5 August 2013, an eighth amendment (TUFPP Amendment No. 8) with BOA was executed to maintain the USD 140 million revolving credit, and include a feature to extend credit line to USD 160 million, as needed. TUFPP Amendment No. 8 also extends the TUFPP Credit Agreement period to 5 August 2016, which was formerly ended on 15 October 2013.

On 11 December 2013, TUFPP entered into the TUFPP Amendment No. 9 with BOA to exercise its right to temporarily increase its USD 140 million revolving credit by USD 15 million to USD 155 million commencing on 11 December 2013 and ending on 11 June 2014. Terms and conditions of the additional loans remain the same as previously established in the TUFPP Credit Agreement plus additional interest bearing of 0.25%.

On 10 January 2014, TUFPP entered into the TUFPP Amendment No. 10 with BOA to exercise its right to temporarily increase its USD 155 million revolving credit by USD 5 million to USD 160 million commencing on 10 January 2014 and ending on 11 June 2014. Terms and conditions of the additional loans remain the same as previously established in the TUFPP Credit Agreement plus additional interest bearing of 0.25%.

On 27 August 2014, TUFPP entered into the TUFPP Amendment No. 11 with BOA to exercise its rights to define the new receivable accounts under the receivables purchase agreement (RPA) and the new eligible accounts.

(Unaudited but reviewed)

On 14 October 2014, TUFPP entered into the TUFPP Amendment No. 12 with BOA to increase its USD 140 million revolving credit by USD 10 million to USD 150 million. The revolving facility increased to USD 170 million during a Seasonal Increase Period (the first business day of October 2014 through the last business day of February 2015).

On 26 November 2014, TUFPP entered into the TUFPP Amendment No. 13 with BOA to obtain a waiver of covenant violation associated with intercompany loans. The amendment has allowed TUFPP to incur and repay intercompany loans with certain conditions.

Borrowings under the TUFPP Credit Agreement bear interest, at TUFPP's option, at LIBOR plus a margin of 1.25% to 2.25% per annum, or the bank's prime rate plus 0.25% to 1.25% 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 TUFPP Credit Agreement. The TUFPP Credit Agreement is secured by accounts receivable and inventories of TUFPP. This revolving credit agreement includes a requirement that all borrowers maintain a lockbox arrangement whereby cash receipts are used directly to repay the amounts outstanding under the TUFPP Credit Agreement. Therefore, all borrowings made under the TUFPP credit agreement will be classified as short-term.

As at 31 March 2015, the balance under the credit facility was USD 122 million (31 December 2014: USD 156 million) at the interest rate between 1.43% and 3.50% per annum (31 December 2014: between 1.42% and 3.25% per annum) and actual unused availability, which is based upon substantially all of the collateralised asset, was approximately USD 28 million (31 December 2014: USD 10 million). TUFPP is subject to certain financial covenants including interest coverage ratio and leverage coverage ratio and others, including limitations on indebtedness, capital leases, and capital expenditures, transactions with affiliates, distributions, and dividend payment. As at 31 March 2015, TUFPP determined it was in compliance with these covenants.

Tri-Union Seafood, LLC (Tri-U)

On 11 March 2011, Tri-U entered into an amended revolving credit facility agreement with BOA. 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% or 2.25% per annum, the bank's prime rate, or the bank's prime rate plus 1.00% or 1.25% per annum, depending upon the ratio of outstanding amounts 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 BOA 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 the 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's option.

On 23 March 2012, Tri-U entered into the second amendment of revolving credit facility agreement with BOA to increase the credit line to USD 110 million through 11 March 2014.

On 22 August 2012, Tri-U entered into the third amendment of its credit facility with BOA, which has a "Keep-well" provision allowing Tri-U to utilise equity contributions from its member funded within a 45-day grace period when calculating the leverage ratio for purposes of assessing compliance with covenants. Tri-U agreed to a 0.25% increase in the annual interest rate in consideration of this provision.

On 11 March 2014, Tri-U entered into the fifth amendment with BOA to maintain the USD 110 million revolving credit until 10 March 2017.

(Unaudited but reviewed)

On March 18, 2015, Tri-U entered into Amendment No. 6 with BOA to amend the interest rates while retaining the credit facility and expiration date from Tri-U Amendment No. 5. The modified borrowings under the Tri-U Credit Agreement bear interest, at Tri-U's option, at the LIBOR, plus a margin of 1.75%, or the bank's prime rate, or the bank's prime rate plus 0.75%, deleting the former availability component, which was dependent upon the ratio of amounts outstanding to secured accounts receivable and inventory, subject to adjustment quarterly. An unused line fee is charged at 0.375%, subject to adjustment, on the average daily unused portion of the Tri-U Credit Agreement. The Tri-U Credit Agreement requires that all customer payments be remitted on a daily basis directly to BOA to reduce the outstanding balance of the Tri-U Credit Agreement. The Tri-U Credit Agreement is secured by accounts receivable and inventory of Tri-U.

As at 31 March 2015, the balance under the credit facility was USD 99 million (31 December 2014: USD 99 million), with interest rate at 2.00% to 5.25% per annum (31 December 2014: 2.75% to 6.25% per annum) and actual unused availability was approximately USD 8 million (31 December 2014: USD 8 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 dividend payment. As at 31 March 2015, Tri-U determined it was in compliance with these covenants.

Yueh Chyang Canned Food Co., Ltd. (YCC)

As at 31 March 2015, YCC obtained credit facilities from financial institutions amounting to USD 23 million (31 December 2014: USD 24 million). The credit facilities bear interest rate at 1.94% to 2.10% per annum (31 December 2014: 1.95% to 2.20% per annum). As at 31 March 2015, the balance under the credit facilities was USD 5 million (31 December 2014: USD 7 million). The unused availability was USD 18 million (31 December 2014: USD 17 million) (31 December 2014: Credit facilities were secured by account receivable of YCC).

(Unaudited but reviewed)

15. Trade and other payables

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	31 March 2015	31 December 2014	31 March 2015	31 December 2014
Trade payables - related parties	128,040	69,412	399,245	427,979
Trade payables - unrelated parties	7,556,501	8,292,596	1,255,514	1,075,440
Accrued expenses - related parties	8,400	81,600	3,878	29,532
Accrued expenses - unrelated parties	1,990,109	2,111,548	510,561	402,362
Other payables - construction and equipment purchase - related party	4,800	6,479	4,174	4,827
Other payables - construction and equipment purchase - unrelated parties	147,154	162,922	13,330	22,966
Total trade and other payables	<u>9,835,004</u>	<u>10,724,557</u>	<u>2,186,702</u>	<u>1,963,106</u>

16. Long-term loans

The Company and its subsidiaries entered into interest rate swap agreements for long-term loans from financial institution to hedge interest rate risk, as mentioned in Note 22.2.

Long-term loans as at 31 March 2015 and 31 December 2014 consist of:

(Unit: Million Baht)

	Consolidated financial statements		Separate financial statements	
	31 March 2015	31 December 2014	31 March 2015	31 December 2014
USD loans	1,755	1,784	1,602	1,622
Baht loans	1,693	1,823	1,575	1,688
EUR loans	200	382	-	-
PLN loans	78	-	-	-
Less: Deferred financial fees	(2)	(3)	(2)	(3)
Total	<u>3,724</u>	<u>3,986</u>	<u>3,175</u>	<u>3,307</u>
Less: Current portion	<u>(829)</u>	<u>(936)</u>	<u>(450)</u>	<u>(450)</u>
Net	<u>2,895</u>	<u>3,050</u>	<u>2,725</u>	<u>2,857</u>

The Company

During the third quarter of the year 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. As at 31 March 2015, the balance of this loan was Baht 1,575 million (31 December 2014: Baht 1,688 million). The loan agreement contains covenants as specified in the agreement that, among other things, requires the company to maintain certain debt to equity and debt service coverage ratio according to the agreement. As at 31 March 2015, the Company was able to maintain the required covenants.

(Unaudited but reviewed)

During the fourth quarter of the year 2013, the Company entered into loan agreement amounting to USD 49 million or Baht 1,614 million with a local financial institution. The loan carries interest at LIBOR plus 0.92% per annum and will be due on 27 July 2016, 27 July 2017 and 27 July 2018. As at 31 March 2015, the balance of this loan was USD 49 million or Baht 1,602 million (31 December 2014: USD 49 million or Baht 1,622 million). The loan agreement contains covenants as specified in the agreement that, among other things, requires the Company to maintain certain debt to equity and debt service coverage ratio according to the agreement. As at 31 March 2015, the Company was able to maintain the required covenants.

Okeanos Food Co., Ltd. (OKF)

During the fourth quarter of the year 2011, OKF entered into a long-term loan agreement amounting to Baht 350 million with a local financial institution. The loan carried interest at 4.75% per annum since October 2011, and FDR plus 2.5% per annum since October 2012 and was repaid in monthly installments, the first of which was due in April 2012. OKF is subject to restriction on the creation of lien or encumbrance over its property. As at 31 March 2015, the balance of this loan was Baht 119 million (31 December 2014: Baht 135 million). The loan agreement contains covenants as specified in the agreement that, among other things, requires OKF to maintain certain debt to equity and debt service coverage ratio according to the agreement. As at 31 March 2015, OKF was able to maintain the required covenants.

Yueh Chyang Canned Food Co., Ltd. (YCC)

During the fourth quarter of the year 2014, YCC entered into a long-term loan agreement amounting to USD 5 million with an overseas financial institution. The loan carried interest at LIBOR plus 1.7% per annum and was repaid in semi-annually installments, the first of which was due in November 2014. As at 31 March 2015, the balance of this loan was USD 4.4 million or Baht 143 million (31 December 2014: USD 4.4 million or Baht 152 million). The loan contains covenants relating to various matters stipulated in the agreement. As at 31 March 2015, YCC was able to maintain the required covenants. The credit facilities were secured by plant and equipment of YCC.

Acquisition of Bumble Bee

During the fourth quarter of the year 2014, the Company entered into bridge loan facility agreement as the source of fund for the acquisition of shares and business of Bumble Bee as described in Note 9 amounting to USD 1,510 million with two local financial institutions. The loan carries interest at LIBOR plus 2.5% per annum and is due within 13 months from the agreement date. As at 31 March 2015, the Company has not withdrawn such loan facility. The loan agreement contains covenants as specified in the agreement that, among other things, requires the Company to maintain certain debt to equity and debt service coverage ratio according to the agreement. As at 31 March 2015, the Company was able to maintain the required covenants.

Acquisition of MerAlliance

During the fourth quarter of the year 2014, Thai Union France Holding 2 SAS (TUFH), a company registered in France, invested in EUROPEENNE DE LA MER SAS as mentioned in Note 1.3. As at 31 March 2015, the loan acquired through business combination amounted to EUR 3 million or Baht 111 million (31 December 2014: EUR 5 million or Baht 200 million). The loan carries interest rate at 1.0% to 3.1% per annum (31 December 2014: 0.7% to 1.7% per annum) and is to be repaid in 2015. The loan was secured by equity shares in overseas subsidiaries, and contains covenants as specified in the agreement that among other things, requires the subsidiary to maintain certain debt to equity. As at 31 March 2015, the subsidiary was able to maintain the required covenants.

Acquisition of King Oscar AS

During the fourth quarter of the year 2014, TU Norway, a subsidiary of the Company, entered into an agreement to purchase shares and business of King Oscar as mentioned in Note 1.3. As at 31 March 2015, the loan acquired through business combination amounted to EUR 2.5 million and PLN 9 million or total Baht 167 million (31 December 2014: EUR 4.5 million or Baht 182 million). The loan carries interest at 3.0% to 4.0% per annum (31 December 2014: NIBOR 3-month plus 1.95% per annum) and is to be repaid in 2015. The loan was secured by equity shares in overseas subsidiaries.

17. 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 subsidiaries in an amount of up to Baht 8,500 million or the equivalent in other currencies, 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 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 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 3 April 2014, the Annual General Meeting of Shareholders approved the increase of credit limit for issuance of debentures of the Company and/or its subsidiaries in the amount of Baht 15,000 million, according to Section 9 of the resolutions of the Annual General Meeting of Shareholders of 2011, up to Baht 25,000 million or the equivalent amount in other currencies. Such debentures may be offered to the public and/or institutional investors and/or local and/or foreign investors.

The Company's debentures which are unsecured debentures with no trustee, issued with a registered certificate and unsubordinated, are summarised below:

Debentures	Interest rate (% p.a.)	Terms	Due date	(Unit: Million Baht)	
				Consolidated/ Separate financial statements	
				31 March 2015	31 December 2014
*Debentures # 1/2011 (2)	4.70	5 years	27 July 2016	1,950	1,950
*Debentures # 1/2011 (3)	5.02	10 years	27 July 2021	1,500	1,500
**Debentures # 1/2014 (1)	3.58	3 years	6 February 2017	2,500	2,500
**Debentures # 1/2014 (2)	4.21	5 years	6 February 2019	3,150	3,150
**Debentures # 1/2014 (3)	4.69	7 years	6 February 2021	1,550	1,550
**Debentures # 1/2014 (4)	5.18	10 years	6 February 2024	1,050	1,050
***Debentures # 2/2014 (1)	4.21	7 years	9 October 2021	1,000	1,000
***Debentures # 2/2014 (2)	4.58	10 years	9 October 2024	3,500	3,500
Total debentures - face value				16,200	16,200
Less: Unamortised portion of deferred transaction costs				(24)	(25)
Net debentures				16,176	16,175

* Debentures # 1/2011: the Company issued three sets of debentures on 27 July 2011 of Baht 6,750 million (6,750,000 units of debentures of Baht 1,000 each), with interest rate at 4.51% to 5.02% per annum and the redemption is due in 2014, 2016 and 2021, respectively.

** Debentures # 1/2014: the Company issued four sets of debentures on 6 February 2014 of Baht 8,250 million (8,250,000 units of debentures of Baht 1,000 each), with interest rate at 3.58% to 5.18% per annum and the redemption is due in 2017, 2019, 2021 and 2024, respectively.

*** Debentures # 2/2014: the Company issued two sets of debentures on 9 October 2014 of Baht 4,500 million (4,500,000 units of debentures of Baht 1,000 each), with interest rate at 4.21% to 4.58% per annum and the redemption is due in 2021 and 2024, respectively.

(Unaudited but reviewed)

Movements of the debenture account during the three-month period ended 31 March 2015 are summarised below.

	(Unit: Million Baht)
Balance as at 1 January 2015	16,175
Add: Amortisation of unamortised portion of deferred transaction costs	<u>1</u>
Balance as at 31 March 2015	<u>16,176</u>

On 11 November 2013, the meeting of the Company's Board of Directors approved the issuance of four sets of debentures 1/2014 amounting to Baht 8,250 million (8,250,000 units of debentures of Baht 1,000 each) of registered, unsubordinated, unsecured debentures with no trustee, with interest rate at 3.58% to 5.18% per annum and the redemption is due in 2017, 2019, 2021 and 2024.

On 9 October 2014, the Company issued two sets of debentures 2/2014 amounting to Baht 4,500 million (4,500,000 units of debentures of Baht 1,000 each) of registered, unsubordinated, unsecured debentures with no trustee, with interest rate at 4.21% to 4.58% per annum and the redemption is due in 2021 and 2024.

The above debentures contain covenants relating to various matters such as the maintenance of debt to shareholders' equity ratio and interest coverage 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.

On 27 July 2014, the Company paid Baht 3,300 million for the redemption of the due debenture.

18. Income tax

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 expenses of the Company and its subsidiaries for the three-month periods ended 31 March 2015 and 2014 are as follows:

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	For the three-month periods ended 31 March			
	2015	2014	2015	2014
Current income tax:				
Interim corporate income tax charge	324,787	211,381	101,342	25,855
Translation adjustment	-	(792)	-	-
Expense (income) in deferred income tax	<u>(12,387)</u>	<u>91,492</u>	<u>23,280</u>	<u>11,661</u>
Income tax expenses reported the statement of comprehensive income	<u>312,400</u>	<u>302,081</u>	<u>124,622</u>	<u>37,516</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	
	31 March 2015	31 December 2014	31 March 2015	31 December 2014
Deferred tax assets				
Unused tax loss	140	137	-	-
Tax effect of non-deductible expenses				
Allowance for diminution in value of				
Accounts receivable	27	26	5	5
Inventories	26	154	1	3
Asset value	37	20	7	7
Others	1	35	-	-
Provision for long-term employee				
benefits	57	54	9	7
Accrued liabilities	122	125	-	-
Inventory cost capitalisation	379	243	-	-
Others	31	2	1	3
Total	<u>820</u>	<u>796</u>	<u>23</u>	<u>25</u>
Deferred tax liabilities				
Depreciation and amortisation	506	593	3	3
Intangible assets	3,573	3,959	-	-
Prepaid expense	-	1	-	-
Other reserves	190	201	-	-
Surplus on revaluation of assets	298	301	45	45
Others	130	113	30	9
Total	<u>4,697</u>	<u>5,168</u>	<u>78</u>	<u>57</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, after adjusting the number of ordinary shares in proportion to the change in the number of shares as a result of the change in par value in accordance with the resolutions of the Extraordinary General Meeting of the Company's shareholders held on 24 December 2014. The number of ordinary shares of the prior period used for the calculation, as presented for comparative purposes, as if such change had been occurred at the beginning of the earliest period reported.

(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:

Consolidated financial statements					
Profit for the three-month periods ended 31 March		Weighted average number of ordinary shares		Earnings per share	
2015	2014	2015	2014	2015	2014
(Thousand Baht)	(Thousand Baht)	(Million Shares)	(Million Shares)	(Baht)	(Baht)
			(Restated)		(Restated)
Basic earnings per share					
Profit attributable to equity holders of the parent					
1,507,143	949,523	4,772	4,590	0.32	0.21
Add: Interest expense from convertible bond recognised during the period, net of income tax					
-	26,940	-	-		
Effect of dilutive potential ordinary shares					
Conversion of convertible bonds					
-	-	-	182		
Diluted earnings per share					
Profit of ordinary shareholders assuming the conversion of convertible bond to ordinary shares					
1,507,143	976,463	4,772	4,772	0.32	0.20
Separate financial statements					
Profit for the three-month periods ended 31 March		Weighted average number of ordinary shares		Earnings per share	
2015	2014	2015	2014	2015	2014
(Thousand Baht)	(Thousand Baht)	(Million Shares)	(Million Shares)	(Baht)	(Baht)
			(Restated)		(Restated)
Basic earnings per share					
Profit attributable to equity holders of the parent					
523,603	502,004	4,772	4,590	0.11	0.11

(Unaudited but reviewed)

There was no disclosure of diluted earnings per share in the separate financial statements for the three-month period ended 31 March 2014 since the effect of diluted earnings per share was antidilutive.

During the fourth quarter of the year 2014, there was the conversion of all convertible bonds.

20. Segment information

The Company and its subsidiaries are organised into business units based on their products and services. During the current period, the Company and its subsidiaries have not changed the organisation of their reportable segments.

The following tables present revenue and profit information regarding the Company and its subsidiaries' operating segments for the three-month periods ended 31 March 2015 and 2014, respectively.

(Unit: Thousand Baht)

	For the three-month period ended 31 March 2015				Consolidated financial statements
	Production and distribution of frozen and canned food products segment	Operation support and other business segment	Total reportable segments	Eliminations	
Revenue					
External customers	30,041,204	1,276,884	31,318,088	(2,712,256)	28,605,832
Inter-segment	948,086	751,856	1,699,942	(1,699,942)	-
Total revenue	30,989,290	2,028,740	33,018,030	(4,412,198)	28,605,832
Results					
Segment profit	1,394,624	117,639	1,512,263	713,529	2,225,792
Finance cost					(411,572)
Share of profit from investments in associates and joint ventures					55,628
Other income					23,634
Profit before income tax expenses					1,893,482
Income tax expenses					(312,400)
Profit for the period					1,581,082

(Unaudited but reviewed)

(Unit: Thousand Baht)

For the three-month period ended 31 March 2014

	Production and distribution of frozen and canned food products segment	Operation support and other business segment	Total reportable segments	Eliminations	Consolidated financial statements
Revenue					
External customers	29,738,057	1,012,490	30,750,547	(2,802,351)	27,948,196
Inter-segment	1,357,021	711,527	2,068,548	(2,068,548)	-
Total revenue	31,095,078	1,724,017	32,819,095	(4,870,899)	27,948,196
Results					
Segment profit	1,725,971	47,089	1,773,060	75,836	1,848,896
Finance cost					(474,325)
Share of loss from investments in associates and joint venture					(24,915)
Other income					55,644
Profit before income tax expenses					1,405,300
Income tax expenses					(302,081)
Profit for the period					1,103,219

21. Commitments and contingent liabilities

21.1 Capital commitments

The Company and its subsidiaries have capital commitments relating to the construction of factory buildings, warehouse, acquisition of machinery and equipment under the following agreements:

	As at 31 March 2015		As at 31 December 2014	
Factory and warehouse construction agreements	Baht	225 million	Baht	78 million
Purchase of machinery and equipment agreements	Baht	72 million	Baht	44 million
	USD	2 million		-
	EUR	1 million		-

21.2 Operating and other service agreement commitments

As at 31 March 2015 and 31 December 2014, the Company and its subsidiaries had the following commitments:

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

(Unaudited but reviewed)

		As at 31 March 2015			
		Payable within			Total
		Less than 1 year	1 to 5 years	More than 5 years	
Office rental and service agreements	Baht	122 million	Baht 258 million	Baht 202 million	Baht 582 million
	USD	1 million	USD 4 million	-	USD 5 million
	EUR	3 million	EUR 9 million	EUR 2 million	EUR 14 million
Land lease agreements	Baht	1 million	Baht 2 million	Baht 1 million	Baht 4 million
	-	-	USD 1 million	-	USD 1 million
	EUR	1 million	EUR 4 million	EUR 4 million	EUR 9 million
Vehicle lease agreements	Baht	29 million	Baht 18 million.	-	Baht 47 million
	EUR	1 million	-	-	EUR 1 million
Machinery lease agreements	Baht	3 million	Baht 5 million	-	Baht 8 million
	USD	2 million	USD 5 million	-	USD 7 million
	EUR	1 million	-	-	EUR 1 million
Computer & copy machine lease agreements	Baht	14 million	Baht 8 million	-	Baht 22 million
Advisory agreements	Baht	5 million	-	-	Baht 5 million
Computer program maintenance agreements	Baht	1 million	-	-	Baht 1 million
Marketing and management service agreements	Baht	4 million	Baht 1 million	-	Baht 5 million
Internet network service agreements	Baht	2 million	Baht 3 million	-	Baht 5 million
Security service agreements	Baht	3 million	-	-	Baht 3 million
Storage agreements	Baht	1 million	-	-	Baht 1 million

		As at 31 December 2014			
		Payable within			Total
		Less than 1 year	1 to 5 years	More than 5 years	
Office rental and service agreements	Baht	111 million	Baht 250 million	Baht 216 million	Baht 577 million
	EUR	2 million	EUR 8 million	EUR 3 million	EUR 13 million
Land lease agreements	Baht	1 million	Baht 2 million	Baht 1 million	Baht 4 million
	USD	4 million	USD 9 million	-	USD 13 million
	EUR	1 million	EUR 1 million	EUR 1 million	EUR 3 million
Vehicle lease agreements	Baht	34 million	Baht 23 million.	-	Baht 57 million
	EUR	1 million	EUR 1 million	-	EUR 2 million
Machinery lease agreements	Baht	3 million	Baht 6 million	-	Baht 9 million
	-	-	USD 1 million	-	USD 1 million
Computer and copy machine lease agreements	Baht	14 million	Baht 12 million	-	Baht 26 million
Advisory agreements	Baht	14 million	-	-	Baht 14 million
Computer program agreements	Baht	1 million	-	-	Baht 1 million
Marketing and management service agreements	Baht	10 million	Baht 1 million	-	Baht 11 million
Internet network services agreements	Baht	3 million	Baht 3 million	-	Baht 6 million
Security service agreements	Baht	2 million	-	-	Baht 2 million
Financial advisory service agreement	Baht	3 million	-	-	Baht 3 million

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

	As 31 March 2015	As at 31 December 2014
The overseas subsidiary	USD 1.9 million	USD 1.9 million

(Unaudited but reviewed)

- 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 2015 amounted to USD 0.2 million (2014: USD 0.2 million).

21.3 Guarantees

- a) As at 31 March 2015, there were outstanding bank guarantees of approximately Baht 33 million (31 December 2014: Baht 30 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 2015, there were outstanding bank guarantees of approximately Baht 83 million and USD 2 million and EUR 0.2 million (31 December 2014: Baht 82 million and USD 2 million) issued by banks on behalf of the subsidiaries in respect of certain performance bonds as required in the normal course of business.
- c) A local subsidiary's board of directors approved the issuance of letter of Shareholder Undertaking of its overseas associate, stating that it shall be liable to pay the amount not exceeding USD 10 million if its two joint ventures are called for repayment to a financial institution in accordance with the credit facility guarantee agreement.
- d) As at 31 March 2015, a subsidiary issued corporate guarantees on behalf of the company of Baht 61.2 million (31 December 2014: Baht 61.2 million) to a financial institution to secure credit facilities of its joint venture.

21.4 Litigation

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, but the Court 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 had no accrual expenses related to this matter as of 31 March 2015 and 31 December 2014.

22. Financial instruments

22.1 Forward foreign exchange contracts/currency option agreements

The Company and its subsidiaries have forward exchange contracts outstanding as summarised below.

As at 31 March 2015						
Foreign currency	Bought amount (Million)	Sold Amount (Million)	Contractual exchange rate		Contractual maturity date	
			Bought amount	Sold amount		
<u>The Company</u>						
USD	209	371	31.58 - 33.28 Baht against USD	30.70 - 33.30 Baht against USD	April 2015 - January 2026	
JPY	-	387	-	0.27 - 0.28 Baht against JPY	July 2015 - October 2015	
EUR	-	603	-	37.73 - 48.45 Baht against EUR	April 2015 - October 2021	
<u>Subsidiaries</u>						
USD	-	225	-	32.44 - 33.47 Baht against USD	April 2015 - March 2016	
JPY	-	92	-	0.27 - 0.30 Baht against JPY	April 2015 - February 2016	
USD	53	-	0.77 - 0.93 EUR against USD	-	December 2015	
USD	46	-	0.61 - 0.64 GBP against USD	-	December 2015	
EUR	72	-	0.71 - 0.80 GBP against EUR	-	January 2018	
NOK	-	63	-	0.10 - 0.12 EUR against NOK	April 2017	
PLN	-	52	-	0.26 - 0.32 USD against PLN	April 2017	

As at 31 December 2014						
Foreign currency	Bought amount (Million)	Sold amount (Million)	Contractual exchange rate		Contractual maturity date	
			Bought amount	Sold amount		
<u>The Company</u>						
USD	49	241	31.58 - 31.60 Baht against USD	30.70 - 33.32 Baht against USD	January 2015 - July 2018	
JPY	-	377	-	0.27 - 0.32 Baht against JPY	March 2015 - July 2015	
EUR	-	574	-	39.94 - 48.45 Baht against EUR	April 2015 - October 2021	
<u>Subsidiaries</u>						
USD	-	281	-	32.08 - 33.47 Baht against USD	January 2015 - December 2015	
JPY	-	252	-	0.27 - 0.28 Baht against JPY	April 2015 - June 2015	
USD	21	-	0.80 EUR against USD	-	December 2015	
USD	46	-	0.62 GBP against USD	-	December 2015	
EUR	55	-	0.79 GBP against EUR	-	December 2015	

As at 31 March 2015, the Company and its local subsidiaries had outstanding option agreements with special conditions with financial institutions under which they had obligations to sell amounts of between USD 13 million up to USD 26 million (31 December 2014: between USD 11 million up to USD 23 million), depending on conditions stipulated in the agreements, at rates of Baht 32.75 to Baht 33.50 per USD 1 (31 December 2014: at rates of Baht 32.75 to Baht 33.50 per USD 1). These agreements will terminate within June to November 2015 (31 December 2014: June to November 2015) (31 December 2014: the Company had outstanding option

(Unaudited but reviewed)

agreements with two local banks under which the Company has obligations to sell a total of EUR 200 million at rates of Baht 42.00 and Baht 42.50 per EUR 1. These agreements will terminate within May 2017. At the same time, the two local banks have obligations to buy a total of EUR 200 million at rates of Baht 42.00 and Baht 42.50 per EUR 1. These agreements will terminate within May 2017).

Moreover the overseas subsidiaries have outstanding option agreements as follows.

As at 31 March 2015						
Foreign currency	Bought amount (Million)	Sold amount (Million)	Contractual exchange rate		Contractual maturity date	
			Bought amount	Sold amount		
			0.77 - 0.82 EUR against			
USD	15.1	-	USD	-	September 2015 - December 2015	
USD	-	1.3	-	3.25 PLN against USD	May 2015	
NOK	-	7.5	-	0.12 EUR against NOK	December 2015	

As at 31 December 2014						
Foreign currency	Bought amount (Million)	Sold amount (Million)	Contractual exchange rate		Contractual maturity date	
			Bought amount	Sold amount		
EUR	5	7.5	1.295 USD against EUR	1.295 USD against EUR	December 2015	

The balances of financial assets and liabilities denominated in foreign currencies of the Company and its subsidiaries are summarised below.

Foreign currency	Financial assets		Financial liabilities		Average exchange rate	
	31 March 2015	31 December 2014	31 March 2015	31 December 2014	31 March 2015	31 December 2014
	(Million)	(Million)	(Million)	(Million)	(Baht per 1 foreign currency unit)	
USD	384	416	154	82	32.56	32.92
JPY	172	215	606	380	0.27	0.27
EUR	565	599	64	1	35.22	40.00
NOK	63	-	-	1	4.05	4.41
PLN	55	-	-	-	8.62	9.16

22.2 Interest rate swap transaction agreements

The details of the interest rate swap agreements outstanding as at 31 March 2015 and 31 December 2014 are as follows:

The Company

As at 31 March 2015 and 31 December 2014				
	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)	Floating rate 3-month THBFIX plus 1.50% (first 2 years) Floating rate 3-month THBFIX plus 1.75% (remaining 4 years)	Fixed rate 4.52%	October 2016
2	Baht 510 million (first 2 years) Baht 42.5 - 425 million (remaining 4 years)	Floating rate 3-month THBFIX plus 1.50% (first 2 years) Floating rate 3-month THBFIX plus 1.75% (remaining 4 years)	Fixed rate 4.48%	October 2016
3	Baht 500 million	Floating rate 6-month THBFIX	Fixed rate 3.50%	August 2015

Subsidiaries

As at 31 March 2015				
	Principal amount	Interest Revenue Rate Swap agreements	Interest Expense Rate Swap agreements	Termination date
1	EUR 68 million	Floating rate 3-month EURIBOR	Fixed rate 2.70 %	October 2017
2	EUR 100 million	Floating rate 3-month EURIBOR	Fixed rate 2.73 %	October 2017
3	EUR 22 million	Floating rate EURIBOR	Fixed rate 0.37%	October 2021
4	USD 80 million	Floating rate LIBOR	Fixed rate 1.85 - 2.55%	February 2016

As at 31 December 2014				
	Principal amount	Interest Revenue Rate Swap agreements	Interest Expense Rate Swap agreements	Termination date
1	EUR 68 million	Floating rate 3-month EURIBOR	Fixed rate 2.70 %	October 2017
2	EUR 100 million	Floating rate 3-month EURIBOR	Fixed rate 2.73 %	October 2017
3	USD 80 million	Floating rate LIBOR	Fixed rate 1.85 - 2.55%	February 2016

(Unaudited but reviewed)

Cross Currency and Interest Rate Swap agreements

The Company

As at 31 March 2015					
	Currency and Interest Revenue Rate		Currency and Interest Expense Rate		Termination date
	Swap agreements		Swap agreements		
	Principal amount	Interest rate	Principal amount	Interest rate	
1	Baht 2,000 million	Fixed rate 1.78%	EUR 50 million	-	June 2015
2	Baht 1,997 million	Floating rate 6-month THBFIX minus 1.75%	EUR 50 million	-	June 2017
3	Baht 614 million	Floating rate 3-month THBFIX	USD 20 million	Floating rate 3-month LIBOR plus 0.20%	June 2016
4	Baht 614 million	Floating rate 3-month THBFIX	USD 20 million	Fixed rate 1.54%	June 2018
5	USD 14 million	Floating rate LIBOR plus 0.92%	Baht 442 million	Fixed rate 4.00%	July 2018
6	USD 35 million	Floating rate LIBOR plus 0.92%	Baht 1,106 million	Fixed rate 3.62%	July 2017
7	Baht 4,106 million	Fixed rate 2.32%	EUR 96.50 million	-	December 2019
8	Baht 2,050 million	Floating rate 6-month THBFIX plus 1.26%	USD 50 million	Floating rate 3-month LIBOR plus 1.375%	October 2021
9	Baht 1,647 million	Floating rate 6-month THBFIX plus 1.26%	USD 40 million	Floating rate 3-month LIBOR plus 1.375%	October 2021
10	Baht 326 million	Floating rate LIBOR plus 0.75%	USD 10 million	Fixed rate 1.915%	January 2018
11	Baht 1,951 million	Floating rate 6-month THBFIX plus 0.98%	USD 60 million	Fixed rate 3.70%	January 2023
12	Baht 1,951 million	Fixed rate 3.95%	USD 60 million	Fixed rate 3.96%	January 2026

As at 31 December 2014			
	Currency and Interest Revenue Rate	Currency and Interest Expense Rate	Termination date

(Unaudited but reviewed)

	Swap agreements		Swap agreements		
	Principal amount	Interest rate	Principal amount	Interest rate	
1	Baht 2,000 million	Fixed rate 1.78%	EUR 50 million	-	June 2015
2	Baht 1,997 million	Floating rate 6-month THBFX minus 1.75%	EUR 50 million	-	June 2017
3	Baht 614 million	Floating rate 3-month THBFX	USD 20 million	Floating rate 3-month LIBOR plus 0.20%	June 2016
4	Baht 614 million	Floating rate 3-month THBFX	USD 20 million	Fixed rate 1.54%	June 2018
5	USD 14 million	Floating rate LIBOR plus 0.92%	Baht 442 million	Fixed rate 4.00%	July 2018
6	USD 35 million	Floating rate LIBOR plus 0.92%	Baht 1,106 million	Fixed rate 3.62%	July 2017
7	Baht 4,106 million	Fixed rate 2.32%	EUR 96.50 million	-	December 2019
8	Baht 2,050 million	Floating rate 6-month THBFX plus 1.26%	USD 50 million	Floating rate 3-month LIBOR plus 1.375%	October 2021
9	Baht 1,647 million	Floating rate 6-month THBFX plus 1.26%	USD 40 million	Floating rate 3-month LIBOR plus 1.375%	October 2021

Subsidiary

As at 31 March 2015 and 31 December 2014					
	Currency and Interest Revenue Rate		Currency and Interest Expense Rate		Termination date
	Swap agreements		Swap agreements		
	Principal amount	Interest rate	Principal amount	Interest rate	
1	Baht 1,042 million	Floating rate 3-month THBFX plus 4.75%	USD 32 million	Fixed rate 5.65%	March 2017

22.3 Fair value of financial instruments

The Company and its subsidiaries use the market approach to measure their assets and liabilities that are required to be measured at fair value by relevant financial reporting standards, except that the cost approach or income approach is used when there is no active market or when a quoted market price is not available.

Fair value hierarchy

(Unaudited but reviewed)

In applying the above-mentioned valuation techniques, the Company and its subsidiaries endeavor to use relevant observable inputs as much as possible. TFRS 13 *Fair Value Measurement* establishes a fair value hierarchy categorising such inputs into three levels as follows:

Level 1 - Use of quoted market prices in an observable active market for such assets or liabilities

Level 2 - Use of other observable inputs for such assets or liabilities, whether directly or indirectly

Level 3 - Use of unobservable inputs such as estimates of future cash flows

As of 31 March 2015, the Company and its subsidiaries had the following assets and liabilities that were measured at fair value using different levels of inputs as follows:

(Unit: Thousand Baht)

	Consolidated Financial Statements			
	Level 1	Level 2	Level 3	Total
Financial assets measured at fair value				
Available-for-sale investments				
Equity instruments	29,703	-	-	29,703

During the current period, there were no transfers within the fair value hierarchy.

23. Events after the reporting period

The Company

On 3 April 2015, the Annual General Meeting of the Company passed the following resolutions.

- Approved a resolution to pay a dividend of Baht 2,570 Million from its net operating profit of the year 2014, to the Company's shareholders. However, by the resolution of the meeting of the Company's Board of Directors No. 4/2014 held on 13 August 2014, the Company paid out the interim dividend payment of Baht 0.30 per share at the par value of Baht 0.25 for 4,590,375,316 issued and paid-up ordinary shares of the Company (or Baht 1.20 per share at the par value of Baht 1 each for 1,147,593,829 issued and paid-up ordinary shares of the Company) each from the six-month operating profit ended 30 June 2014, to the Company's shareholders totaling Baht 1,377 million on 10 September 2014. The remaining dividend is Baht 0.25 per share or totaling Baht 1,193 million for 4,771,815,496 issued and paid-up ordinary shares. The dividend will be paid on 21 April 2015.

(Unaudited but reviewed)

- Approved the increase in credit limit for issuance of debentures of the Company and/or its subsidiaries from the amount of Baht 25,000 million, according to Section 8 of the Annual General Meeting of the Shareholders of 2014, to the amount up to Baht 40,000 million or the equivalent amount in other currencies, such debentures may be offered to the public and/or institutional investors and/or local and/or foreign investors.
- Approved the decrease in the Company's registered share capital from Baht 1,202,000,000 (4,808,000,000 ordinary shares of Baht 0.25 each) to Baht 1,192,953,874 (4,771,815,496 ordinary shares of Baht 0.25 each), by canceling Baht 9,046,126 (36,184,504 ordinary shares of Baht 0.25 each) that had yet to be allocated, and the amendment of Clause 4 of the Company's memorandum of association to be consistent with the reduction of the Company's registered share capital and registered the decrease in share capital with the Ministry of Commerce on 7 April 2015.
- Approved the increase in the Company's registered share capital by Baht 300,000,000, from Baht 1,192,953,874 to Baht 1,492,953,874 by issuing ordinary shares totaling 1,200,000,000 shares at a par value of Baht 0.25 per share, and the amendment of Clause 4 of the Company's memorandum of association to be consistent with the increase of the Company's registered share capital and registered the increase in share capital with the Ministry of Commerce on 8 April 2015.
- Approval of the offering and allocation of up to 1,200,000,000 new ordinary shares with the following details:
 - a) Up to 1,200,000,000 new ordinary shares at a par value of Baht 0.25 per share will be offered and allocated to the Company's eligible existing shareholders, whose names are on the registration book as of the date to be determined by the Company's Board of Directors, on a pro rata basis to their respective holdings (Preferential Public Offering).
 - b) In the case where there are new ordinary shares remaining unsubscribed after the allocation set out in Clause a) above, those remaining shares will be offered and allocated to investors, as the Company deems appropriate, on a private placement (the Private Placement Offering)

(Unaudited but reviewed)

At its discretion, the Company may not consider allocating any new ordinary shares under Clause a) and b) to any subscribers if the offering or allocation may (a) result in a breach of foreign laws and regulations or (b) require the Company to comply with obligations in addition to regulatory and legal obligations already applicable to the offering or allocation of new ordinary shares under Thai laws, or (c) not be in compliance with the methods, rules or conditions of the allocation specified by the Company.

24. 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 15 May 2015.