

Report of Capital Increase (F53-4)

Thai Union Frozen Products Public Company Limited 6 March 2012

We, Thai Union Frozen Products Public Company Limited (the “Company”), with registered office residing at No.979/12 M Floor, S.M. TOWER, Phaholyothin Road, Samsennai, Phayathai, Bangkok, hereby report the resolution of the Meeting of Board of Directors No. 2/2012 held on 6 March 2012 during 8.30 a.m. To 11.00 a.m., in respect of the capital increase and the allotment of newly issued ordinary shares to be as follows:

1. Capital Reduction/Increase

The Board of Directors’ Meeting resolved to approve the reduction of the Company’s registered capital in an amount of Baht 813,450 from Baht 1,000,000,000 to Baht 999,186,550 by disregarding such ordinary shares.

The Board of Directors’ Meeting resolved to approve the increase of the Company’s registered capital in the amount of Baht 202,813,450 from Baht 999,186,550 to Baht 1,202,000,000 by issuing 202,813,450 newly issued ordinary shares, at the par value of Baht 1, totaling Baht 202,813,450.

2. The allotment of newly issued ordinary shares

The Board of Directors’ Meeting resolved to approve the allotment of not more than 202,813,450 newly issued ordinary shares, at the par value of Baht 1 totaling Baht 202,813,450, the details are as follows:

2.1 Details of the allotment of newly issued ordinary shares

Allotted to	Number of shares	Ratio (Old : New)	Offering price per share (Baht)	Date and time of subscription and share payment	Remark
2.1.1 The Company’s existing shareholders pro rata to their shareholding (Rights Offering)	Not more than 199,908,609 shares	5 : 1	Baht 50.00	Please see Remark (1)	Please see Remark (2)
2.1.2 Private Placement	Shares remaining from the allocation state in 2.1.1	-	Not less than Baht 50.00	Please see Remark (1)	Please see Remark (3) and (4)
2.1.3 Holder of Convertible Debenture	Not more than 2,904,841 shares	-	N/A	The debenture can be converted at any time after the first year	-

Remarks

- (1) The Board of Directors' meeting resolved to authorize Mr.Thiraphong Chansiri and/or Mr.Chan Ting King to determine the terms and conditions, including the amendment to the key terms and conditions they think fit for the benefit of the Company
- (2) The newly issued shares of not more than 199,908,609 allotted to existing shareholders as follows:
 - 2.1 Allot newly issued ordinary shares of not more than 191,265,882 shares to the Company's existing shareholders pro rata to their shareholding, at the price of Baht 50 per share, at the ratio of 5 existing shares for 1 newly issued ordinary share, whereby any fraction of newly issued ordinary shares shall be disregarded
 - 2.2 Allot newly issued ordinary shares of not more than 8,642,727 shares to shareholders who receive newly issued ordinary shares from convertible debentures conversion and the name of such shareholders is determined in share register book as of 25 April 2012, at the price of Baht 50 per share, at the ratio of 5 existing shares for 1 newly issued ordinary share, whereby any fraction of newly issued ordinary shares shall be disregarded

If there are shares remaining from the allotment to the shareholders according to their rights offering, the Company will re-allot such remaining shares to the shareholders who express their intention to subscribe to newly issued ordinary shares in excess of their proportion according to their rights offering, until all the newly issued ordinary shares have been sold out or there is only a fraction of a share that cannot be allocated by the Company, or no shareholders express their intention to subscribe to such newly issued ordinary shares.

- (3) If there are shares remaining from the allotment to the shareholders pro rata to their shareholding and the allotment to shareholders who express their intention to subscribe to newly issued ordinary shares in excess of their proportion according to their rights offering, the Company will re-allot such remaining shares to specific persons under a private placement scheme ("Private placement investor") as definition defined in Clause 24 of the Notification of the Capital Market Supervisory Board No. Tor Chor. 28/2551 re: Application for Permission and Grant of Permission to Offer Newly Issued Shares (as amended), provided that such specific persons shall not be the connected persons of the Company.
- (4) The price offer to such specific persons may be lower than 90% of the market price pursuant to the relevant notifications of the Capital Market Supervisory Board.

Market price means the weighted average of the Company's share price trading on the Stock Exchange of Thailand for 7 consecutive trading days prior to the date on which the Board of Directors has a resolution to proposed the agenda in relation to the issuance of newly issued ordinary shares to the Shareholders' meeting for approval which is the period during 24 February 2012 to 5 March 2012, equaling to Baht 69.37 (information from SET in www.set.or.th)

2.2 Action to be taken by the Company when there are fractions of shares

In case there are fractions of share after the calculation arising from right offerings, such fractions shall be disregarded.

2.3 Remaining shares not yet allocated

- None -

3. Schedule for shareholders meeting to approve the capital increase and the allocation of shares

The Extraordinary Shareholders Meeting No. 1/2012 will be held on 10 April 2012, at 01.00 p.m. at Grand Ballroom, 4th Floor, Inter Continental Hotel, Bangkok and the Company schedule that 20 March 2012 will be the date to determine the names of the shareholders who will be entitled to attend the Extraordinary Shareholders' Meeting No. 1/2012 (Record Date), and the date to gather the names of shareholders under Section 225 of the Securities and Exchange Act B.E. 2535 (1992) (as amended) by closing the share register book and suspension of share transfer will be on 21 March 2012.

4. Approval of the capital increase/share allotment by relevant governmental agency and related conditions (if any)

- 4.1 The Ministry of Commerce: To register the increase of registered capital and paid-up capital.
4.2 The Stock Exchange of Thailand: To request approval for the newly issued ordinary shares to be listed on the Stock Exchange of Thailand.

5. Objectives of the capital increase and plans for utilizing proceeds received from the capital increase

The Company plans to use the proceeds received from the capital increase to repay partially its outstanding loan and/or reserve for its working capital and/or invest in business expansion in the future.

6. Benefits which the company will receive from the capital increase/share allotment

Expansion of capital base of the Company will help strengthening the financial status of the Company which will result in sustainable business operations of the Company.

7. Benefits which the shareholders will receive from the capital increase/share allotment

7.1 Dividend Policy:

The Company's dividend policy is to pay at least 50% of our net profit twice a year since 2002. However, due to attempt to repay the loans related to the acquisition of MW Brands in 2010, this limits our annual dividend to Bt1.2 billion regardless of the level of our annual profit, only until our annual Debt / EBITDA ratio drops to a satisfactory level stipulated by the Company's expectation.

However, if the subsidiaries realized profit and found no need for capital expenditure in that certain year, dividend payment will be made at the rate of no less than 50% of the net profit in each year.

7.2 Subscribers of new shares issued for this capital increase will be entitled to receive dividends from the Company's business operations starting from:

Subscribers of the newly issued ordinary shares shall be entitled to receive dividends from the Company's business operations when such subscribers are registered as the shareholders of the Company.

7.3 Others:

- None -

8. Other details necessary for shareholders to approve the capital increase/share allotment

- None -

9. Schedule of action where the Board of Directors of the company passes a resolution approving the capital increase or allotment of new shares

DESCRIPTION	DATE / MONTH / YEAR
Board of Directors' Meeting No. 2/2012	6 March 2012
Record Date to attend the Extraordinary General Meeting of Shareholders No. 1/2012	20 March 2012
Collecting names of entitled shareholders under Section 225	21 March 2012
The date of Extraordinary General Meeting of shareholders no. 1/2012	10 April 2012
Registration of capital increase with the Ministry of Commerce	Within 14 days from the day of shareholders meeting's resolution
Record Date to subscribe to and be allotted with newly issued ordinary shares	24 April 2012
Collecting names of entitled shareholders under Section 225	25 April 2012

Information Memorandum with regard to the Offering of Newly Issued Ordinary Shares to specific persons under a Private Placement scheme at a Lower Price

The Board of Directors Meeting No.2/2012, which convened on 6 March 2012, of Thai Union Frozen Products Public Company Limited (the “**Company**”) approved the issuance and offering of not more than 199,908,609 newly issued shares, at the par value of Baht 1 per share, to the Company’s existing shareholders pro rata to their shareholding (Rights Offering), at the price of Baht 50 per share, at the ratio of 5 existing shares for 1 newly issued ordinary share, whereby any fraction of newly issued ordinary shares shall be disregarded. Such newly issued ordinary shares of 199,908,609 shares will be allotted to the followings:

1. Allot newly issued ordinary shares of not more than 191,265,882 shares to the Company’s existing shareholders pro rata to their shareholding, at the price of Baht 50 per share, at the ratio of 5 existing shares for 1 newly issued ordinary share, whereby any fraction of newly issued ordinary shares shall be disregarded
2. Allot newly issued ordinary shares of not more than 8,642,727 shares to shareholders who receive newly issued ordinary shares from convertible debentures conversion and the name of such shareholders is determined in share register book as of 25 April 2012 at the price of Baht 50 per share, at the ratio of 5 existing shares for 1 newly issued ordinary share, whereby any fraction of newly issued ordinary shares shall be disregarded

If there are shares remaining from the allotment to the shareholders according to their rights offering, the Company will re-allot such remaining shares to the shareholders who express their intention to subscribe to newly issued ordinary shares in excess of their proportion according to their rights offering, until all the newly issued ordinary shares have been sold out or there is only a fraction of a share that cannot be allocated by the Company, or no shareholders express their intention to subscribe to such newly issued ordinary shares.

If there are any shares remaining from the allocation to the shareholders according to their rights offering and from the allocation to shareholders who express their intention to subscribe to newly issued ordinary shares in excess of their proportion according to their rights offering, the Company will allot such outstanding shares to specific persons under a private placement scheme as definition defined in Clause 24 of the Notification of the Capital Market Supervisory Board No. TorChor. 28/2551 re: Application for Permission and Grant of Permission to Offer Newly Issued Shares (as amended), provided that such specific persons shall not be the connected persons of the Company. The Company determines the offering price to specific persons of not less than Baht 50 per share. Such price may be lower than 90% of the market price pursuant to the relevant notifications of the Capital Market Supervisory Board No. TorChor. 28/2551 re: Application for Permission and Grant of Permission to Offer Newly Issued Shares (as amended).

The material information provided for the shareholders’ decision is as follows:

1. Purpose for the Offering of Shares below Market Price

The Company plans to use the proceeds received from the capital increase to repay partially its outstanding loan and/or reserve for its working capital and/or invest in business expansion in the future.

2. Details of the Newly Issued Shares

- 2.1 The Company will issue and offer for sale of not more than 199,908,609 newly issued shares, at the par value of Baht 1, to the Company’s existing shareholders pro rata to their shareholding (Rights Offering), at the price of Baht 50.00 per share, at the ratio of 5 existing shares for 1 newly issued ordinary share, whereby any fraction of newly issued ordinary shares shall be rounded down. Such newly issued ordinary shares of 199,908,609 shares which will be allotted to the followings:

- 1) Allot newly issued ordinary shares of not more than 191,265,882 shares to the Company’s existing shareholders pro rata to their shareholding, at the price of Baht 50.00 per share, at the ratio of 5 existing shares for 1 newly issued ordinary share, whereby any fraction of newly issued ordinary shares shall be disregarded.
- 2) Allot newly issued ordinary shares of not more than 8,642,727 shares to shareholders who receive newly issued ordinary shares from convertible debentures conversion and the name of such shareholders is

determined in share register book as of 25 April 2012 at the price of Baht 50.00 per share, at the ratio of 5 existing shares for 1 newly issued ordinary share, whereby any fraction of newly issued ordinary shares shall be disregarded.

If there are shares remaining from the allotment to the shareholders according to their rights offering, the Company will re-allot such remaining shares to the shareholders who express their intention to subscribe to newly issued ordinary shares in excess of their proportion according to their rights offering, until all the newly issued ordinary shares have been sold out or there is only a fraction of a share that cannot be allocated by the Company, or no shareholders express their intention to subscribe to such newly issued ordinary shares.

Furthermore, the Board of Directors' Meeting has approved authorization of the Company's directors as follows:

- 1) Mr.Thiraphong Chansiri and/or Mr.Chan Ting King to determine the terms and conditions, including the amendment to the key terms and conditions they think fit for the benefit of the Company,
 - 2) Any two of these five directors, namely, Mr.Kraisorn Chansiri, Mr.Cheng Niruttinanon, Mr.Chuan Tangchansiri, Mr.Thiraphong Chansiri, and Mr.Chan Tin King to jointly sign with the corporate seal on behalf of the company to enter into any document, letter, agreement in relation to this Transaction Documents including without limitation, sign, execute, initial and certify documents, applications or evidence and (to the extent applicable) lodge or file any documents with the relevant authorities (with or without affixing the Company's seal) on behalf of the Company, and
 - 3) Any two of these five directors, namely, Mr.Kraisorn Chansiri, Mr.Cheng Niruttinanon, Mr.Chuan Tangchansiri, Mr.Thiraphong Chansiri, and Mr.Chan Tin King to jointly sign with the corporate seal on behalf of the company to carry out such other acts and/or to execute and sign any amendments, notices, certificates, instruments, deeds, agreements and such other documents as they deems necessary or incidental to the transaction contemplated in sub-paragraphs 1.-2. above.
- 2.2 The Company will allot newly issued ordinary shares from capital increase of the Company, in case, there are any shares remaining from the allotment to the shareholders according to their rights offering and from the allotment to shareholders who express their intention to subscribe to newly issued ordinary shares in excess of their proportion according to their rights offering, the Company will allot such remaining shares to specific persons under a private placement scheme as definition defined in Clause 24 of the Notification of the Capital Market Supervisory Board No. TorChor. 28/2551 re: Application for Permission and Grant of Permission to Offer Newly Issued Shares (as amended)

Specific person means specific persons as defined in Clause 24 of the Notification of the Capital Market Supervisory Board No. TorChor. 28/2551 re: Application for Permission and Grant of Permission to Offer Newly Issued Shares (as amended), provided that such specific persons shall not be the connected persons of the Company.

The Board of Directors' Meeting has approved authorization of the Company's directors as follows:

- 1) Mr.Thiraphong Chansiri and/or Mr.Chan Ting King to determine the terms and conditions, including but not limited to, the number of shares, offering price, allotment methodology, including the amendment to the key terms and conditions they think fit for the benefit of the Company,
- 2) Any two of these five directors, namely, Mr.Kraisorn Chansiri, Mr.Cheng Niruttinanon, Mr.Chuan Tangchansiri, Mr.Thiraphong Chansiri, and Mr.Chan Tin King to jointly sign with the corporate seal on behalf of the company to enter into any document, letter, agreement in relation to this Transaction Documents including without limitation, sign, execute, initial and certify documents, applications or evidence and (to the extent applicable) lodge or file any documents with the relevant authorities (with or without affixing the Company's seal) on behalf of the Company, and
- 3) Any two of these five directors, namely, Mr.Kraisorn Chansiri, Mr.Cheng Niruttinanon, Mr.Chuan Tangchansiri, Mr.Thiraphong Chansiri, and Mr.Chan Tin King to jointly sign with the corporate seal on behalf of the company to carry out such other acts and/or to execute and sign any amendments, notices, certificates,

instruments, deeds, agreements and such other documents as they deems necessary or incidental to the transaction contemplated in sub-paragraphs 1.-2. above.

3. The Market Price to be compared with the Offering Price

The Company determines the offering price to specific persons of not less than Baht 50.00 per share. Such price may be lower than 90% of the market price pursuant to the relevant notifications of the Capital Market Supervisory Board No. TorChor. 28/2551 re: Application for Permission and Grant of Permission to Offer Newly Issued Shares (as amended).

Market price means the weighted average of the Company's share price trading on the Stock Exchange of Thailand for 7 consecutive trading days prior to the date on which the Board of Directors has a resolution to propose the agenda in relation to the issuance of newly issued ordinary shares to the Shareholders' meeting for approval which is the period from 24 February 2012 to 5 March 2012, equal to Baht 69.37 (information from SET in www.set.or.th).

4. Potential investor

The Company will offer the newly issued ordinary shares remaining from the allotment to the shareholders according to their rights offering and from the allotment to shareholders who express their intention to subscribe to newly issued ordinary shares in excess of their proportion according to their rights offering to specific persons. Where specific person means specific persons as defined in Clause 24 of the Notification of the Capital Market Supervisory Board No. Tor Chor. 28/2551 re: Application for Permission and Grant of Permission to Offer Newly Issued Shares (as amended), provided that such specific persons shall not be the connected persons of the Company.

5. Effects on the shareholders from the offering of newly issued ordinary shares to the existing shareholders pro rata to their shareholding and Private Placement Investor at a lower price

Price Dilution

The offering of newly issued ordinary shares to existing shareholders pro rata to their shareholding (Rights Offering) and specific persons at a lower price shall have the dilution effect as follows:

Theoretical Ex-Rights Price: TERP

$$= \frac{(\text{Number of paid-up shares} \times \text{Market Price}) + (\text{RO\&PP shares} \times \text{offering price of RO\&PP})}{\text{Total of paid up shares after capital increase}}$$

Whereas:

Number of paid-up shares	=	Total of paid up shares of the Company as of 6 March 2012
Market Price	=	The weighted average of the Company's share price trading on the Stock Exchange of Thailand during 24 February 2012 to 5 March 2012
RO & PP shares	=	The ordinary shares offered to existing shareholders pro rata to their shareholding and ordinary shares offered to specific persons
Offering price of RO & PP	=	The Offering price of the ordinary shares offered to existing shareholders pro rata to their shareholding and to specific persons
Total of paid up shares after capital increase	=	Number of paid-up shares + RO & PP shares
TERP	=	$\frac{(956.33 \times 69.37) + (199.91 \times 50)}{1,156.24}$
	=	Baht 66.02 per share
Price Dilution	=	$\frac{\text{Market Price} - \text{TERP}}{\text{Market Price}}$
	=	$\frac{69.37 - 66.02}{69.37}$
	=	4.82%

Control Dilution

The offering of shares to specific persons is the allotment of shares remaining from the allocation to the shareholders according to their rights offering and from the allocation to shareholders who express their intention to subscribe to newly issued ordinary shares in excess of their proportion according to their rights offering; therefore, the Company will not know how many shares will be allotted to specific persons. However, under the assumption that every existing shareholder fully subscribed his/her rights, there shall not be any control dilution to the existing shareholders.

Earnings per Share Dilution: EPS Dilution

EPS Dilution = (EPS before the offering – EPS after the offering) / EPS before the offering

Whereas:

EPS before the offering = Net Profit / Number of paid-up shares, equaling 5,074.54 / 956.33 or **Baht 5.31 per share**

EPS after the offering = Net Profit / (Number of paid-up shares + RO shares + PP shares), equaling 5,074.54 / (956.33 + 199.91) or **Baht 4.39 per share**

Net Profit = Net profit for 12 consecutive months (from 1 January 2011 to 31 December 2011), equaling **Baht 5,074.54 million**

Therefore:

EPS Dilution = (5.31 – 4.39) / 5.31
= 17.33%

6. Right of Shareholders to Object to the Offering of Shares to specific person at a lower price

The offering of the newly issued shares to the specific person at a lower price will be permitted upon the approval of the Shareholders' Meeting with a vote of not less than three quarters of all the votes of the shareholders attending the Meeting and having voting rights, provided that there are no shareholders holding an aggregation of shares of 10 percent or more of all the votes cast by the shareholders attending the Meeting who object to such offering of shares.

7. Opinion of the Board of Directors on the Necessity in Offering of Shares below the Market Price to the Private Placement

7.1 Benefits to be gained by the Company when compared with the Loss of Margin Incurred from the Offering price which is below the market price

The Company plans to use the proceeds received from the capital increase to repay partially its outstanding loan and/or reserve for its working capital and/or invest in business expansion in the future. The Board of Directors opined that, for the Company to meet its capital raising plan, the Company determined to offer the newly-issued shares to specific persons. However, shares allotted to specific persons are shares remaining from the allotment to the shareholders according to their rights offering and from the allotment to shareholders who express their intention to subscribe to newly issued ordinary shares in excess of their proportion according to their rights offering.

7.2 Suitability of and Reason for the Selection of Market Price and the Determination of such Offering Price

The Board of Directors' meeting determined that the market price shall be the weighted average of the Company's share price trading on the Stock Exchange of Thailand for 7 consecutive trading days prior to 6 March 2012, which is the date on which the Board of Directors had resolved the issuance of newly issued ordinary shares to specific persons below the market price, equaling to Baht 69.37 per share. The Board of Directors also determined the price offered to specific persons under the private placement scheme of not less than Baht 50.00 per share, which is equivalent to 72.08 percent of the market price.

The price offered to the specific persons is not less than the offering price offered to existing shareholders pro rata to their shareholding and shares allotted to specific persons are shares remaining from the allotment to the shareholders according to their rights offering and from the allotment to shareholders who express their intention to subscribe to newly issued ordinary shares in excess of their proportion according to their rights offering; therefore, the offering of newly issued ordinary shares to specific persons does not cause status of shareholders who received the newly issued ordinary shares pro rata to their shareholding inferior to specific person. Thus, the Board of Directors' meeting resolved that such offering price was appropriate.

To notice objective for capital increase (addition)

Thai Union Frozen Public Company Limited (the “Company”) would like to inform the objective for capital increase (addition) from the resolutions of the Board of Directors’ meeting No. 2/2012 on 6 March 2012 which approved the capital increase of not more than 199,908,609 shares as follow:

The Company plans to use the proceeds received from the capital increase to repay existing debt approximately [80%-90%] of total proceeds received from the capital increase. In addition, the remaining proceeds after such debt repayment will be used for working capital and/or investment in business expansion in the future.

**The Articles of Association
of
THAI UNION FROZEN PRODUCTS PUBLIC COMPANY LIMITED**

**Section 5
Board of Directors**

15. The Company shall have a board of directors comprising at least 5 directors and not less than half of the total number of directors shall reside within the Kingdom of Thailand.
16. The Directors shall be elected by the meeting of shareholders in accordance with the rules and procedures as follows:
 - (1) Each shareholder shall have one vote for each share held;
 - (2) Each shareholder must exercise all his/her voting rights under (1) to elect one or more persons as directors and can not allocate specific percentage of voting rights to any individual director among all the directors participated; and
 - (3) The persons receiving the highest votes in their respective order of the votes shall be elected as directors at the number equal to the number of directors required at that time. In case of equal vote among the persons elected in order of respective high numbers of votes, which number exceeds the required number of directors of the Company at such time, the chairman shall have the casting vote.
17. At every annual general meeting, one-third of the directors shall be retired from directorship. In case the number of directors is not a multiple of three, the number nearest to one-third shall be retired from directorship.

During the first and second years following the Company's registration, the termination of members of Board of Directors shall be determined by drawing lots. Director with longest period of directorship is required to leave in the subsequent years.

18. Apart from retirement by rotation, termination of directorship shall be derived from the following cases:
 - (1) Death;
 - (2) Resignation;
 - (3) Becoming unqualified or illegal pursuant to the law governing public limited company;
 - (4) Shareholders' resolution under Article (21);
 - (5) Order by Court of Justice;
19. Any director who wishes to resign shall submit resignation letter to the Company. Such resignation shall be effective as from the date the Company receives such letter.
20. In the case that any directorship falls vacant for reasons other than by rotation, the Board of Directors shall elect substitute director during the next meeting of the Board of Directors provided that such substitute director must be qualified pursuant to the law governing public limited company . With exception, in the case that the remaining term of office of the directorship is less than 2 months, the substitute director shall hold the position only for the remaining term of office of the director whom he or she replaced.

The resolution of the Board of Directors under the foregoing paragraph must contain no less than three-fourth of votes by directors remaining at that time.

21. The shareholders' Meeting may pass a resolution to terminate any director prior to expiration of his or her office term by a majority vote of not less than three-fourth of shareholders, attending the meeting and entitled to vote and the number of shares shall be not less than half of the total shares held by them.

Section 6

Meeting of Shareholders

32. The Board of Directors shall arrange an annual ordinary general meeting of shareholders within the period of four months following the end of the Company's fiscal year.
Except for the above-stated meeting of shareholders, other meetings of shareholders shall be recognized as extraordinary general meeting of shareholders.
33. The Board of Directors shall issue meeting notice giving details on venue, date, time, agenda and related information with clear objective for each agenda whether for acknowledgement, approval or consideration plus the board's opinion. Such notice shall be sent to shareholders and registrar at least 7 days prior to the meeting and promulgated in daily newspaper for three consecutive days at least 3 days prior to the meeting.
34. The Meeting of Shareholders must be attended by shareholders in persons or by proxies (if any) not less than 25 in number or not less than a half of total number of shareholders and have an aggregate number of shares not less than one-third of all shares sold to constitute a quorum.
The shares held by the Company shall not be counted to form a quorum for shareholders' meeting.
35. To make a resolution in any certain issue, each shareholder shall have one vote per each share held. Voting shall be made according to the following criteria:
- (1) In normal case, by a majority vote of the shareholders who attend the meeting and have the right to vote. In case of equal voting, the chairman of the meeting shall have a casting vote; and
 - (2) In the following cases, by a vote of not less than three-fourth of the total number of shareholders present at the meeting and entitled to vote;
 - (a) sale or transfer of whole or essential parts of business of the Company to other parties;
 - (b) Purchase or merger and acquisition of other business into the Company's operation; and
 - (c) Entering into, amendment to or termination of rental contract for the Company's whole or essential part of business, assignment of other persons to manage the Company and merger scheme aiming for profit sharing.
36. The following functions should be carried out during an annual ordinary general meeting of shareholders:
- (1) Consideration of the Board of Directors' report on operational results in the past year;
 - (2) Consideration and approval for balance sheets;
 - (3) Consideration of profit allotment;
 - (4) Election of new directors as required by rotation basis;
 - (5) Appointment of the Company's independent auditor; and
 - (6) Other business.