# MERMAID MARITIME PUBLIC COMPANY LIMITED

INTERIM CONSOLIDATED AND COMPANY FINANCIAL STATEMENTS (UNAUDITED)

**30 JUNE 2009** 



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## AUDITORS' REPORT ON REVIEW OF INTERIM FINANCIAL STATEMENTS

To the Shareholders and the Board of Directors of Mermaid Maritime Public Company Limited

I have reviewed the accompanying consolidated and company balance sheets of Mermaid Maritime Public Company Limited and its subsidiaries and of Mermaid Maritime Public Company Limited as at 30 June 2009, and the related consolidated and company statements of income, changes in shareholders' equity and cash flows for the three-month and nine-month periods ended 30 June 2009 and 2008. The Company's management is responsible for the correctness and completeness of information in these interim financial statements. My responsibility is to issue a report on these interim financial statements based on my reviews.

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

Based on my reviews, nothing has come to my attention that causes me to believe that the interim financial statements referred to above are not presented fairly, in all material respects, in accordance with generally accepted accounting principles.

I have audited the consolidated and company financial statements for the year ended 30 September 2008 of Mermaid Maritime Public Company Limited and its subsidiaries and of Mermaid Maritime Public Company Limited in accordance with generally accepted auditing standards and expressed an unqualified opinion on those statements in my report dated 19 November 2008. The consolidated and company balance sheets as at 30 September 2008, presented for comparative purposes, are part of the financial statements which I have audited and issued a report thereon as stated above, and I have not performed any other auditing procedures subsequent to the date of that report.

Kajornkiet Aroonpirodkul

Certified Public Accountant (Thailand) No. 3445

PricewaterhouseCoopers ABAS Limited

Bangkok 11 August 2009

	Consolidated		idated	Company		
		Unaudited	Audited	Unaudited	Audited	
		30 June	30 September	30 June	30 September	
		2009	2008	2009	2008	
	Notes	Baht'000	Baht'000	Baht'000	Baht'000	
Assets						
Current assets						
Cash and cash equivalents		1,641,121	1,726,430	754,578	1,141,842	
Trade accounts receivable - others, net	5	1,191,361	1,461,783	-	-	
- related parties	17.2	116	152	-	-	
Amounts due from related parties	17.2	1,522	14,252	490,709	275,692	
Short-term loans to related parties	17.3	-	1,147,989	822,561	2,080,811	
Supplies and spare parts		110,498	147,515	-	-	
Other current assets	_	113,636	358,112	14,438	16,955	
Total current assets	_	3,058,254	4,856,233	2,082,286	3,515,300	
Non-current assets						
Investments in subsidiaries - cost method	6	-	-	4,979,524	3,543,392	
Investments in associates - equity method	6	389,589	405,296	-	-	
Long-term investment - other	7	77,697	-	-	-	
Property, plant and equipment, net	8	9,368,875	7,492,276	194,516	208,054	
Goodwill		268,194	180,898	-	-	
Intangible assets, net		16,143	16,942	1,123	4,097	
Deferred tax assets	9	194,919	213,605	-	-	
Other non-current assets		142,071	14,352	569	569	
Total non-current assets	_	10,457,488	8,323,369	5,175,732	3,756,112	
Total assets		13,515,742	13,179,602	7,258,018	7,271,412	

		Consoli	idated	Company		
		Unaudited 30 June 2009	Audited 30 September 2008	Unaudited 30 June 2009	Audited 30 September 2008	
	Notes	Baht'000	Baht'000	Baht'000	Baht'000	
Liabilities and shareholders' equity						
Current liabilities						
Trade accounts payable - others		195,016	327,150	-	-	
Trade accounts payable - related parties	17.2	7,628	-	-	-	
Other accounts payable		310,053	952,140	2,339	2,312	
Amounts due to related parties	17.2	14	51	51	17	
Current portion of long-term loans	10	410.000	416 570	24.800	24.800	
from financial institutions  Current portion of finance lease liabilities	10	419,089 2,802	416,570 4,587	24,800 1,043	24,800 1,845	
Income taxes payable		51,957	20,210	1,043	1,643	
Accrued expenses		197,871	74,813	1,603	606	
Other current liabilities		41,816	176,926	7,930	10,865	
Total current liabilities	_	1,226,246	1,972,447	37,766	40,445	
Non-current liabilities						
Long-term loans from financial institutions	10	1,730,062	1,521,857	48,400	60,800	
Finance lease liabilities	10	4,343	5,983		659	
Retirement benefit obligations		10,442	5,373	2,736	2,065	
Total non-current liabilities		1,744,847	1,533,213	51,136	63,524	
Total liabilities	_	2,971,093	3,505,660	88,902	103,969	
Shareholders' equity						
Share capital	11					
Registered share capital	_	544,903	674,537	544,903	674,537	
Issued and fully paid-up		541,205	541,205	541,205	541,205	
Premium on share capital	11	6,470,791	6,470,791	6,470,791	6,470,791	
Translation adjustments for investments in foreign subsidiaries Retained earnings		(9,227)	(24,536)	-	-	
Appropriated - legal reserve		39,717	39,717	39,717	39,717	
Unappropriated		2,827,122	2,261,511	117,403	115,730	
Total parent's shareholders' equity	_	9,869,608	9,288,688	7,169,116	7,167,443	
Minority interests	_	675,041	385,254	<u>-</u>		
Total shareholders' equity	_	10,544,649	9,673,942	7,169,116	7,167,443	
Total liabilities and shareholders' equity	_	13,515,742	13,179,602	7,258,018	7,271,412	

		Consolid	lated	Company		
		2009	2008	2009	2008	
	Notes	Baht'000	Baht'000	Baht'000	Baht'000	
Service income		1,459,658	1,435,298	-	-	
Cost of services		(927,514)	(1,021,338)			
Gross profits from services		532,144	413,960	-	-	
Service and administrative expenses		(114,153)	(183,430)	(22,075)	(20,256)	
Management fee income	17.1	-	-	17,580	17,580	
Interest income		1,644	4,663	6,480	8,652	
Gains (losses) on exchange rates		(35,726)	225,816	(42,867)	283,817	
Net gains (losses) on disposals and write-off of						
property, plant and equipment						
and intangible assets		400	(4,597)	496	(10)	
Other income		6,894	1,772	2,578	3,258	
Operating profits (losses)		391,203	458,184	(37,808)	293,041	
Share of profits of investments		154	10,124	-	-	
•						
Profits (losses) before interest expenses and						
income taxes		391,357	468,308	(37,808)	293,041	
Interest expenses	_	(17,483)	(26,794)	(675)	(1,223)	
Profits (losses) before income taxes		373,874	441,514	(38,483)	291,818	
Income taxes	12	(44,592)	14,580	-	(31,310)	
Net profits (losses) for the period	_	329,282	456,094	(38,483)	260,508	
Attributable to:						
Shareholders of the parent		317,221	457,961	(38,483)	260,508	
Minority interests		12,061	(1,867)	_	_	
•						
	_	329,282	456,094	(38,483)	260,508	
		Baht	Baht	Baht	Baht	
Earnings (losses) per share for profits (losses) attributable to the shareholders of the parent	13					
Basic earnings (losses) per share		0.59	0.85	(0.07)	0.48	
Diluted earnings (losses) per share		0.59	0.85	(0.07)	0.48	

		Consolid	lated	Company		
	_	2009	2008	2009	2008	
	Notes	Baht'000	Baht'000	Baht'000	Baht'000	
Service income		3,993,363	3,608,254	-	-	
Cost of services	_	(2,880,114)	(2,467,603)			
Gross profits from services		1,113,249	1,140,651	-	-	
Service and administrative expenses		(358,450)	(717,406)	(73,928)	(70,592)	
Management fee income	17.1	-	-	52,740	52,740	
Interest income		16,018	23,105	27,997	25,478	
Gains (losses) on exchange rates		(17,962)	227,976	(10,966)	172,614	
Net gains (losses) on disposals and write-off of						
property, plant and equipment						
and intangible assets		20,597	(3,317)	731	1,270	
Other income		19,013	73,323	7,754	9,819	
	_	,	,	.,	2,022	
Operating profits		792,465	744,332	4,328	191,329	
Share of profits (losses) of investments	6	(15,707)	20,893	-,320	171,327	
Share of profits (1955es) of investments	· –	(13,707)	20,073			
Profits before interest expenses and						
income taxes		776,758	765,225	4,328	191,329	
Interest expenses		(69,528)	(95,520)	(2,655)	(5,082)	
interest expenses	_	(0),320)	(55,520)	(2,033)	(3,002)	
Profits before income taxes		707,230	669,705	1,673	186,247	
Income taxes	12	(118,986)	141,567	-	12,487	
		1				
Net profits for the period		588,244	811,272	1,673	198,734	
	_					
Attributable to:		5.5 cm	011 412	1 (50	100 504	
Shareholders of the parent		565,611	811,413	1,673	198,734	
Minority interests	_	22,633	(141)			
		588,244	911 272	1 672	100 724	
	_	388,244	811,272	1,673	198,734	
	_	Baht	Baht	Baht	Baht	
Earnings per share for profits attributable						
to the shareholders of the parent	13					
Basic earnings per share		1.045	1.526	0.003	0.374	
6-1						
Diluted earnings per share		1.045	1.526	0.003	0.374	

			Consolidate	d 2009		U	Init : Baht' 000
	Issued and		Translation adjustments		Unappropriated		
	paid-up	Premium on	for investments in		retained	Minority	
	share capital	share capital	foreign subsidiaries	Legal reserve	earnings	interests	Total
Beginning balance as at 1 October 2008	541,205	6,470,791	(24,536)	39,717	2,261,511	385,254	9,673,942
Issued share capital in subsidiary	-	-	-	-	-	260,534	260,534
Net profits for the period	-	-	-	-	565,611	22,633	588,244
Translation adjustments for investments in							
foreign subsidiaries			15,309	<u> </u>		6,620	21,929
Ending balance as at 30 June 2009	541,205	6,470,791	(9,227)	39,717	2,827,122	675,041	10,544,649

		Unit: Baht' 000			
	Issued and			Unappropriated	
	paid-up	Premium		retained	
	share capital	on share capital	Legal reserve	earnings	Total
Beginning balance as at 1 October 2008	541,205	6,470,791	39,717	115,730	7,167,443
Net profits for the period	<u>-</u>	_		1,673	1,673
Ending balance as at 30 June 2009	541,205	6,470,791	39,717	117,403	7,169,116

		Consolidated 2008					
			Translation				_
			adjustments for				
	<b>Issued and</b>		investments in		Unappropriated		
	paid-up	Premium	foreign		retained	Minority	
	share capital	on share capital	subsidiaries	Legal reserve	earnings	interests	Total
Beginning balance as at 1 October 2007	383,205	1,226,352	496	5,720	1,139,217	140,044	2,895,034
Issued share capital	158,000	5,247,076	-	-	-	172,568	5,577,644
Return of capital investment from a subsidiary	-	-	-	-	-	(90,547)	(90,547)
Effect of additional investment in subsidiaries	-	-	-	-	-	11,830	11,830
Net profits for the period	-	-	-	-	811,413	(141)	811,272
Legal reserve	-	-	-	27,054	(27,054)	-	-
Translation adjustments for investments							
in foreign subsidiaries		<u>-</u>	1,284			1,402	2,686
Ending balance as at 30 June 2008	541,205	6,473,428	1,780	32,774	1,923,576	235,156	9,207,919

	Company 2008				
	Issued and			Unappropriated	_
	paid-up	Premium		retained	
	share capital	on share capital	Legal reserve	earnings (deficit)	Total
Beginning balance as at 1 October 2007	383,205	1,226,352	5,720	10,865	1,626,142
Issued share capital	158,000	5,247,076	-	-	5,405,076
Net profits for the period	-	-	-	198,734	198,734
Legal reserve		<u>-</u>	27,054	(27,054)	
Ending balance as at 30 June 2008	541,205	6,473,428	32,774	182,545	7,229,952

		Consolida	ated	Company		
		2009	2008	2009	2008	
	Notes	Baht'000	Baht'000	Baht'000	Baht'000	
Cash flows from operating activities						
Profits before income taxes		707,230	669,705	1,673	186,247	
Adjustments for:			·		•	
Depreciation	8.2	411,136	429,648	15,331	15,450	
Amortisation of intangible assets		6,407	5,677	2,974	5,021	
Interest expenses		69,528	95,520	2,655	5,082	
Net (gains) losses on disposals and						
write-off of property, plant and						
equipment and intangible assets		(20,597)	3,317	(731)	(1,270)	
Realised (gains) losses on exchange rates		(30,957)	(32,487)	24,248	-	
Unrealised (gains) losses on exchange rates		54,918	(160,204)	(13,888)	(172,488)	
Retirement benefit obligations		5,069	4,812	671	1,098	
Share of (profits) losses of investment						
in associates	6	15,707	(20,893)	-	-	
Changes in operating assets and liabilities						
(excluding the effects of acquisition						
and disposal)						
- Trade accounts receivable - others		291,410	(297,574)	-	-	
- Trade accounts receivable - related parties		36	76	-	56	
- Amounts due from related parties		12,730	(5,333)	(215,017)	2,013	
- Supplies and spare parts		37,017	(62,697)	-	-	
- Other current assets		268,059	41,519	6,063	72,124	
- Other non-current assets		(127,719)	(120,791)	-	-	
- Trade accounts payable - others		(132,134)	(5,868)	-	-	
- Trade accounts payable - related parties		7,628	(46,778)	-	(16)	
- Other accounts payable		190,477	29,928	27	(4,725)	
- Amounts due to related parties		(37)	(1,269)	34	21	
- Accrued expenses		121,662	(65,690)	358	(40,519)	
- Other current liabilities		(105,806)	(31,849)	(2,935)	116	
Cash generated from operations		1,781,764	428,769	(178,537)	68,210	
- Interest paid		(68,132)	(95,771)	(2,016)	(5,131)	
- Income taxes paid		(97,855)	(41,130)	(3,545)	<u>-</u>	
Net cash inflows (outflows) from						
operating activities		1,615,777	291,868	(184,098)	63,079	

		Consolidated		Compa	nny
		2009	2008	2009	2008
	Notes	Baht'000	Baht'000	Baht'000	Baht'000
Cash flows from investing activities					
Repayment of short-term loans to related parties		1,140,394	_	1,468,009	595,300
Short-term loans provided to related parties		-	(32,149)	(197,700)	(1,403,306)
Payments for investments in subsidiaries	6	(87,296)	(202,784)	(1,436,132)	(1,865,478)
Payments for investments in associates	6	(07,250)	(373,157)	(1,430,132)	(1,005,470)
Payment for long-term investment - other	7	(77,697)	(373,137)	_	_
Proceeds from return of capital investment	,	(11,051)			
from a subsidiary being liquidated		_	_	_	94,005
Proceeds from disposals of property, plant					74,003
and equipment and intangible assets		31,134	15,937	1,604	13,655
Purchases of property, plant, and equipment		(3,130,852)	(2,080,122)	(2,666)	(591)
Purchases of intangible assets		(7,299)	(5,983)	(2,000)	(1,626)
ruichases of intangiole assets	_	(7,299)	(3,963)	<del>-</del>	(1,020)
Net cash outflows from investing activities	_	(2,131,616)	(2,678,258)	(166,885)	(2,568,041)
Cash flows from financing activities					
Net payments for bank overdrafts		_	(20,274)	_	_
Proceeds from short-term loans from			(20,214)		
financial institutions		_	41,514	_	_
Repayments of short-term loans			71,517		
from financial institutions		_	(243,092)	_	_
Repayments of finance lease liabilities		(3,372)	(4,105)	(1,461)	(1,420)
Proceeds from long-term loans from		(3,372)	(4,103)	(1,401)	(1,420)
financial institutions	10	841,327			
Repayments of long-term loans from	10	041,327	-	-	-
financial institutions	10	(643,098)	(208.018)	(12,400)	(19 600)
Payments for capital investment to minorities	10	(043,098)	(298,018) (90,547)	(12,400)	(18,600)
Proceeds from issuance of share capital		-	158,000	-	158,000
Proceeds from share premium		-	5,247,076	-	5,247,076
	1	-	3,247,070	-	3,247,070
Proceeds from issuance of share capital received from minorities	1	260,534	172,568		
Net cash inflows (outflows) from	_	200,334	172,308		<u>-</u>
		455 201	4 062 122	(12.961)	5 295 056
financing activities	_	455,391	4,963,122	(13,861)	5,385,056
Net increase (decrease) in cash and cash equival	ents	(60,448)	2,576,732	(364,844)	2,880,094
Cash and cash equivalents at beginning of period		1,726,430	511,700	1,141,842	21,139
Effects of exchange rates		(24,861)	149,450	(22,420)	142,989
Cash and each equivalents at the and of name	- -	1,641,121	3,237,882	751 570	3 044 222
Cash and cash equivalents at the end of perio	· =	1,041,121	3,231,002	754,578	3,044,222

### Non-cash transactions

During the nine-month periods that ended on 30 June 2009 and 2008, the following significant non-cash transactions occurred:

Unpaid liabilities under finance lease agreements for purchases of motor vehicles 7,145 10,022 1,043

The notes to the consolidated and Company financial statements on pages 10 to 28 form an integral part of these consolidated financial statements.

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#### 1 General information

Mermaid Maritime Public Company Limited (the "Company") is a public company limited which is incorporated in Thailand and is a listed company on the Singapore Exchange Securities Trading Limited ("SGX-ST"). The address of its registered office is as follows:

26/28-29 Orakarn Building, 9<sup>th</sup> floor Soi Chidlom, Ploenchit Road Kwaeng Lumpinee, Khet Pathumwan Bangkok 10330, Thailand

The Company and it subsidiaries (the "Group") provide a wide range of services to the offshore oil & gas industries. The scope of services comprises sub-sea engineering and inspection by divers and remotely operated vehicle ("ROV") systems, non-destructive testing, and ownership and operation of a fleet of offshore service vessels and tender drilling rigs.

The Company is a subsidiary of Thoresen Thai Agencies Public Company Limited, which is incorporated in Thailand.

These consolidated and Company interim financial statements have been approved for issue by the Board of Directors on 11 August 2009.

### 2 Summary of significant accounting policies

#### Basis of preparation of interim consolidated and company financial statements

These interim consolidated and Company financial statements have been prepared in accordance with Thai generally accepted accounting principles under the Accounting Act B.E. 2543, being those Thai Accounting Standards issued under the Accounting Profession Act B.E. 2547. The primary financial statements (i.e. balance sheets, statements of income, changes in shareholders' equity, and cash flows) are prepared in the full format. The notes to the financial statements are prepared in condensed format according to Thai Accounting Standard 41, "Interim Financial Reporting".

The accounting policies used in the preparation of the interim financial statements are consistent with those used in the annual financial statements for the year ended 30 September 2008.

Costs that incur unevenly during the financial year are anticipated or deferred in the interim report only if it would be also appropriate to anticipate or defer such costs at the end of the financial year.

Where necessary, comparative figures have been adjusted to conform with changes in presentation in the current period.

These interim financial statements should be read in conjunction with the 2008 annual financial statements.

### 3 Additional information

### 3.1 Critical accounting estimates, assumptions, and judgments

Estimates, assumptions, and judgments are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

### 3.1.1 Property, plant, and equipment and intangible assets

Management determines the carrying value of tender rigs and vessels based on estimates, assumptions, and judgments in respect of remaining useful lives and residual values of these assets. These estimates, assumptions, and judgments reflect both historical experience and expectations regarding future operations, utilisation, and performance.

#### 3.1.2 Deferred income taxes

Deferred income tax assets are recorded based on management's judgment and estimates on the extent to which there will be future taxable profits against which they can be offset. In preparing their forward projections for taxable income, management considers both historical performance and expectations regarding future operations, utilisation, and performance, as well as other industry specific information.

### 3.2 Capital risk management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares, or sell assets to reduce debt.

# 4 Business segment information

The segment results for the three-month periods that ended on 30 June 2009 and 2008 are as follows:

			Consolidated		τ	Init: Baht'000		
	I	For the three-month period that ended on 30 June 2009						
	Subsea services	Drilling services	Training services	Seascape survey services	Holding	Group		
Total service income Inter-segment service income	816,917	606,713	8,538 (232)	84,140 (56,418)	- 	1,516,3089 (56,650)		
Service income	816,917	606,713	8,306	27,722		1,459,658		
Operating profits (losses)	160,218	274,421	1,488	3,053	(47,977)	391,203		
Interest expenses Income taxes Share of profits from associates						(17,483) (44,592) 154		
Net profits for the period						329,282		

# 4 Business segment information (Cont'd)

The segment results for the three-month periods that ended on 30 June 2009 and 2008 are as follows: (Cont'd)

			Consolidated		Un	it : Baht'000		
	For the three-month period that ended on 30 June 2008							
	Subsea services	Drilling services	Training services	Seascape survey services	Holding	Group		
Total service income Inter-segment service income	999,975	377,118	8,174 (397)	71,355 (20,927)	- 	1,456,622 (21,324)		
Service income	999,975	377,118	7,777	50,428		1,435,298		
Operating profits (losses)	257,509	(91,126)	742	1,150	289,909	458,184		
Interest expenses Income taxes Share of profits from associates					_	(26,794) 14,580 10,124		
Net profits for the period					_	456,094		

# 4 Business segment information (Cont'd)

The segment results for the nine-month periods that ended on 30 June 2009 and 2008 are as follows:

		Consolidated			J	Unit: Baht'000	
		For the nine-mo	nth period that	ended on 30 Jur	ne 2009		
	Subsea services	Drilling services	Training services	Seascape survey services	Holding	Group	
Total service income Inter-segment service income	2,211,255	1,677,387	27,434 (517)	244,297 (166,493)	- -	4,160,373 (167,010)	
Service income	2,211,255	1,677,387	26,917	77,804		3,993,363	
Operating profits (losses) Interest expenses Income taxes Share of losses from associates	226,288	634,106	4,988	(24,988)	(47,929)	792,465 (69,528) (118,986) (15,707)	
Net profits for the period					-	588,244	

# 4 Business segment information (Cont'd)

The segment results for the nine-month periods that ended on 30 June 2009 and 2008 are as follows: (Cont'd)

	Consolidated			Un	it : Baht'000		
		For the	e nine-month period	l that ended on	30 June 2008		
			Ownership and operation of multi-purpose		Seascape		
	Subsea services	Drilling services	offshore service vessels	Training services	survey services	Holding	Group
Total service income	2,735,889	802,108	-	20,350	71,355	-	3,629,702
Inter-segment service income			<u> </u>	(521)	(20,927)		(21,448)
Service income	2,735,889	802,108		19,829	50,428		3,608,254
Operating profits (losses)	677,555	(118,529)	2,025	1,428	1,150	180,703	744,332
Interest expenses							(95,520)
Income taxes							141,567
Share of profits from associates						_	20,893
Net profits for the period						_	811,272

## 5 Trade accounts receivable - others, net

Trade accounts receivable - others, comprise:

	Consolidated		Company	
_	30 June 2009 Baht'000	30 September 2008 Baht'000	30 June 2009 Baht'000	30 September 2008 Baht'000
Trade accounts receivable - others Accrued income	1,113,999 81,541	1,439,054 26,908	- -	- -
Less Allowance for doubtful accounts	1,195,540 (4,179)	1,465,962 (4,179)	- -	<u>-</u>
Trade accounts receivable - others, net	1,191,361	1,461,783	<u>-</u>	<u>-</u>

### 6 Investments in subsidiaries and associates

The movement of investments in subsidiaries and associates during the nine-month periods that ended on 30 June 2009 and 2008 is as follows:

## Subsidiaries:

	Comp	Company		
	30 June 2009	30 June 2008		
	Baht'000	Baht'000		
Opening balance	3,543,392	1,228,824		
Additional investments in subsidiaries	1,436,132	1,865,478		
Return of capital investment from a liquidated subsidiary	<del>-</del>	(94,005)		
Ending balance	4,979,524	3,000,297		

### **Associates:**

	Consolid	ated
	30 June 2009 Baht'000	30 June 2008 Baht'000
Opening balance	405,296	-
Additional investments in associates	-	373,157
Share of profits (losses) of investments in associates	(15,707)	20,893
Ending balance	389,589	394,050

### 6 Investments in subsidiaries and associates (Cont'd)

Investments in subsidiaries and associates comprise investments in the following companies:

		Percentage of holding		
Name of subsidiaries and associates	Country of incorporation	As at 30 June 2009	As at 30 September 2008	
Darium Thai Offshore Ltd.	Thailand	51.0	51.0	
Mermaid Offshore Services Ltd. which has one associate and two subsidiaries as follows:	Thailand	100.0	100.0	
Worldclass Inspiration Sdn. Bhd.	Malaysia	25.0	25.0	
Seascape Surveys (Thailand) Ltd.	Thailand	80.0	80.0	
Seascape Surveys Pte. Ltd. which has two subsidiaries as follows:	Singapore	80.0	80.0	
PT Seascape Surveys Indonesia	Indonesia	97.0	97.0	
Seascape Inspection Services Pte. Ltd.	Singapore	100.0	100.0	
Mermaid Drilling Ltd. which has three subsidiaries as	Thailand	95.0	95.0	
follows:				
MTR-1 Ltd.	Thailand	100.0	100.0	
MTR-2 Ltd.	Thailand	100.0	100.0	
Mermaid Drilling (Malaysia) Sdn. Bhd.	Malaysia	100.0	100.0	
Mermaid Training and Technical Services Ltd.	Thailand	100.0	100.0	
Mermaid Drilling (Singapore) Pte. Ltd. which has five subsidiaries and one associate as follows:	Singapore	100.0	100.0	
MTR-1 (Singapore) Ltd.	Singapore	100.0	100.0	
MTR-2 (Singapore) Ltd.	Singapore	100.0	100.0	
Mermaid Kencana Rig 1 Pte. Ltd.	Singapore	75.0	75.0	
Mermaid Kencana Rig 2 Pte. Ltd.	Singapore	100.0	100.0	
Kencana Mermaid Drilling Sdn. Bhd.	Malaysia	40.0	40.0	
Mermaid Kencana Rigs (Labuan) Pte. Ltd.	Malaysia	75.0	-	

During the nine-month period that ended on 30 June 2009, the Company and its subsidiaries, have made additional investments as follows:

- On 29 December 2008, the Company subscribed for shares of Mermaid Drilling (Singapore) Pte. Ltd., totalling Baht 797.7 million (or USD 24 million) for Mermaid Drilling (Singapore) Pte. Ltd. to invest further in Mermaid Kencana Rig 1 Pte. Ltd. On 30 December 2008, Mermaid Kencana Rig 1 Pte. Ltd. increased its paid-up capital by Baht 1,063.6 million (or USD 32 million). USD 24 million and USD 8 million of capital were subscribed by Mermaid Drilling (Singapore) Pte. Ltd. and Kencana Petroleum Ventures Sdn. Bhd., respectively, reflecting their proportion of shareholding.
- Subsequently on 31 March 2009, the Company subscribed for additional shares of Mermaid Drilling (Singapore) Pte. Ltd., totalling Baht 99.3 million (or USD 3 million) for Mermaid Drilling (Singapore) Pte. Ltd. to invest further in Mermaid Kencana Rig 1 Pte. Ltd. On the same date, Mermaid Kencana Rig 1 Pte. Ltd. increased its paid-up capital by Baht 132.4 million (or USD 4 million). USD 3 million and USD 1 million were received from Mermaid Drilling (Singapore) Pte. Ltd. and Kencana Petroleum Ventures Sdn. Bhd., respectively, reflecting their proportion of shareholding.
- On 3 February 2009, Seascape Surveys Pte. Ltd., an indirect subsidiary, made a payment to invest in PT Seascape Surveys Indonesia amounting to Baht 1.8 million (or USD 50,000).
- On 16 February 2009, Mermaid Drilling Ltd., a subsidiary, made a payment to invest in Mermaid Drilling (Malaysia) Sdn. Bhd. amounting to Baht 2.3 million (or RM 250,000).

### 6 Investments in subsidiaries and associates (Cont'd)

- On 19 March 2009, Mermaid Offshore Services Ltd., a subsidiary, made the second installment payment of Baht 83.5 million (or USD 2.3 million) in respect of the acquisition of 80% shareholding in Seascape Surveys Pte. Ltd. transacted in March 2008. The payment resulted in further goodwill of Baht 83.5 million.
- On 24 April 2009, Mermaid Offshore Services Ltd., a subsidiary, made the final installment payment of Baht 3.8 million (or USD 0.1 million) in respect of the above mentioned acquisition of 80% shareholding in Seascape Surveys Pte. Ltd.. The payment resulted in further goodwill of Baht 3.8 million.
- On 11 May 2009, Mermaid Drilling (Singapore) Pte. Ltd. subscribed for shares of Mermaid Kencana Rigs (Labuan) Pte. Ltd., totalling USD 3. On the same date, Mermaid Kencana Rigs (Labuan) Pte. Ltd. increased its paid-up capital by USD 4. USD 3 and USD 1 were received from Mermaid Drilling (Singapore) Pte. Ltd. and Kencana Petroleum Ventures Sdn. Bhd., reflecting their proportion of shareholding.

### 7 Long-term investment - other

- On 26 December 2008, Mermaid Offshore Services Ltd., a subsidiary, entered into a Sale and Purchase Agreement with the shareholders of Nemo Subsea IS for the purchase of 20 shares representing 20% of the issued shares in Nemo Subsea IS. The total purchase value was Baht 75.8 million (or USD 2.2 million) representing a price of Baht 3.8 million (or USD 108,000) per share.
- On 7 May 2009, Mermaid Offshore Services Ltd., a subsidiary, entered into a Sale and Purchase Agreement with the shareholders of Nemo Subsea IS for the purchase of another 0.5% of the issued shares in Nemo Subsea IS. The total purchase value was Baht 1.9 million (or USD 0.06 million).

### 8 Property, plant and equipment, net

8.1) Property, plant and equipment, net, comprise:

	For the nine-month periods that ended on 30 June					
	Consoli	dated	Company			
	2009 2008		2009	2008		
	Baht'000	Baht'000	Baht'000	Baht'000		
Opening net book amount	7,492,276	4,011,342	208,054	237,363		
Additions	2,296,580	2,085,166	2,666	591		
Additions of investment in subsidiaries	-	10,538	-	-		
Disposals and write-off	(8,845)	(19,254)	(873)	(12,385)		
Depreciation charge	(411,136)	(429,648)	(15,331)	(15,450)		
Closing net book amount	9,368,875	5,658,144	194,516	210,119		

#### Consolidated

The significant additions during the nine-month period that ended on 30 June 2009 were:

- a) installment payments under a tender rig construction contract totalling Baht 559.1 million;
- b) installment payments under a saturation diving system contract of Baht 249.7 million;
- c) installment payments under an ROV support vessel construction contract totalling Baht 218.2 million;
- d) installment payments under ROVs totalling Baht 376.8 million.
- e) installment payments under a DP2 dive support vessel construction contract totalling Baht 660.3 million

The significant disposals during the nine-month period that ended on 30 June 2009 were disposals of equipment at a net book value of Baht 6.6 million.

## 8 Property, plant and equipment, net (Cont'd)

8.2) The depreciation charges during the three-month and nine-month periods that ended on 30 June are as follows:

	For the three-month periods that ended on 30 June			
_	Consolidated		Company	
<del>-</del>	2009 Baht'000	2008 Baht'000	2009 Baht'000	2008 Baht'000
Depreciation charged to				
- Cost of services	134,327	139,907	-	-
- Service and administrative expenses	6,757	23,899	5,080	5,019
	141,084	163,806	5,080	5,019

	For the nine-month periods that ended on 30 June				
_	Consolid	ated	Company		
_	2009 Baht'000	2008 Baht'000	2009 Baht'000	2008 Baht'000	
Depreciation charged to - Cost of services	384,586	298,368			
- Service and administrative expenses	26,550	131,280	15,331	15,450	
_	411,136	429,648	15,331	15,450	

8.3) Property, plant and equipment as at 30 June 2009 used as collateral for loan facilities can be summarised as follows:

There are land with building, one saturation diving system, one remotely operated vehicle (ROV), and two tender rigs mortgaged with various banks as collateral for overdrafts and loan facilities as described in Note 10. These assets are mortgaged at a total value of Baht 2,606 million (30 September 2008: Baht 2,522 million and USD 15 million in respect of one support vessel).

### 9 Deferred tax assets

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred taxes relate to the same fiscal authority. Deferred tax assets are as follows:

	Consol	Consolidated		Company	
	30 June 2009 Baht'000	30 September 2008 Baht'000	30 June 2009 Baht'000	30 September 2008 Baht'000	
Deferred tax assets: Deferred tax assets to be	104.010	212 605			
recovered after 12 months	194,919	213,605			
Total	194,919	213,605			

## 9 Deferred tax assets (Cont'd)

The gross movement on the deferred income tax account for the nine-month periods that ended on 30 June 2009 and 2008 is as follows:

	Consolidated		Company	
	30 June 2009 Baht'000	30 June 2008 Baht'000	30 June 2009 Baht'000	30 June 2008 Baht'000
Opening net book amount	213,605	59,606	-	-
Statement of income charged/(credited) (Note 12)	(18,686)	181,726		12,487
Closing net book amount	194,919	241,332		12,487

The movement in deferred income tax assets during the nine-month periods that ended on 30 June 2009 and 2008 is as follows:

	Retirement benefit obligations Baht'000	Tax loss carry- forwards Baht'000	Depreciation Baht'000	Total Baht'000
Deferred tax assets At 30 September 2008 Charged/(credited) to the consolidated	857	145,510	67,238	213,605
statement of income	288	3,039	(22,013)	(18,686)
At 30 June 2009	1,145	148,549	45,225	194,919

Deferred income tax assets are recognised for tax loss carry-forwards to the extent that the realisation of the related tax benefit through the future taxable profits is probable.

As at 30 September 2008, the Group did not recognise deferred income tax assets of Baht 79.2 million in respect of tax loss carry-forwards amounting to Baht 264.1 million as management's view is that insufficient taxable income will be available for offset in the foreseeable future. These tax losses will expire in 5 years.

### 10 Long-term loans from financial institutions

Long-term loans from financial institutions comprise:

	Consolidated		Company	
	30 June	30 September	30 June	30 September
	2009	2008	2009	2008
	Baht'000	Baht'000	Baht'000	Baht'000
Current portion of long-term loans	419,089	416,570	24,800	24,800
Long-term portion of loans	1,730,062	1,521,857	48,400	60,800
Loans from financial institutions	2,149,151	1,938,427	73,200	85,600

### 10 Long-term loans from financial institutions (Cont'd)

The movement of long-term loans from financial institutions for the nine-month periods that ended on 30 June 2009 and 2008 is as follows:

	Consolidated		Company	
	30 June 2009 Baht'000	30 June 2008 Baht'000	30 June 2009 Baht'000	30 June 2008 Baht'000
Beginning balance Additions during period	1,938,427 841,327	2,179,655	85,600	110,400
Repayments during period	(643,098)	(298,018)	(12,400)	(18,600)
Realised (gains) losses on exchange rates	13,777	(32,487)	-	-
Unrealised gains on exchange rates	(1,282)	(10,755)		_
Ending balance	2,149,151	1,838,395	73,200	91,800

As at 30 June 2009, the total outstanding amounts of long-term loans granted by local commercial banks are Baht 980.5 million and USD 34.2 million (30 September 2008: Baht 241.2 million and USD 49.7 million). These loans are secured by mortgages of the Group's assets as mentioned in Note 8.3 and are guaranteed by the Company and certain subsidiaries.

### 11 Share capital and premium on share capital

For the nine-month period that ended on 30 June 2009:

	Number of registered shares Shares'000	Issued and paid-up shares Shares'000	Premium on share capital Baht'000	Total Baht'000
As at 30 September 2008	674,537	541,205	6,470,791	7,011,996
Issue of shares	3,000	-	-	_
Decrease in number of shares registered	(132,634)	<u> </u>	<u> </u>	
As at 30 June 2009	544,903	541,205	6,470,791	7,011,996

As at 30 June 2009 and 30 September 2008, all issued shares are fully paid.

At the Annual General Meeting No. 1/2009 held on 29 January 2009, there were significant matters approved by the shareholders as follows:

- A reduction in the registered share capital of the Company from Baht 674,537,393 to Baht 541,903,340 by means of the cancellation of 132,634,053 ordinary shares with a par value of Baht 1 each that have remained unissued or unallocated from the initial public offering and the 2008 Employee Share Option Plan. The reduction in the registered share capital was registered with the Ministry of Commerce on 10 February 2009.
- The 2009 Employee Share Option Plan ("ESOP 2009") and to issue and offer up to 3,000,000 warrants to employees (including any employees who are directors) of the Company or subsidiaries under ESOP 2009 pursuant to its terms.
- An increase in the registered share capital of the Company from Baht 541,903,340 to Baht 544,903,340 by means of the issuance of 3,000,000 ordinary shares with a par value of Baht 1 each. The increase in the registered share capital was registered with the Ministry of Commerce on 11 February 2009.
- The allocation of 3,000,000 new ordinary shares from the increase in registered capital for distribution under the ESOP 2009.

### 12 Income taxes expenses

Income taxes as shown in the consolidated and Company statements of income are the current taxes calculated based on net income from non-BOI activities using a principal tax rate of 30% and tax charges from overseas operations, offset as applicable with movements in deferred taxes.

The reconciliation of income taxes is provided as follows:

	For the thre	For the three-month periods that ended on 30 June				
	Consolid	lated	Company			
	2009 Baht'000	2008 Baht'000	2009 Baht'000	2008 Baht'000		
Current taxes	37,040	13,261	-	_		
Deferred taxes	7,552	(27,841)		31,310		
	44,592	(14,580)		31,310		
	For the nine	For the nine-month periods that ended on 30 June				
	Consolid	lated	Compa	ny		
	2009 Baht'000	2008 Baht'000	2009 Baht'000	2008 Baht'000		
Current taxes	100,300	40,159	-	-		
Deferred taxes (Note 9)	18,686	(181,726)		(12,487)		
	118.986	(141.567)	_	(12.487)		

## 13 Earnings (losses) per share

Basic earnings (losses) per share are calculated by dividing the net profits (losses) attributable to the ordinary shareholders of the parent by the weighted average number of paid-up ordinary shares in issue during the period.

For the purpose of calculating diluted earnings per share, the weighted average number of ordinary shares in issue is adjusted to assume conversion of all dilutive potential ordinary shares. The Company has an Employee Share Option Plan in issue.

A calculation is done to determine the number of shares that could have been acquired at market price (determined as the average share price of the Company's shares during the period) based on the outstanding Employee Share Option Plan to determine the number of potential ordinary shares. The potential shares are added to the ordinary shares outstanding but no adjustment is made to net profit.

For the calculation of the diluted earnings per share, the weighted average number of shares assuming conversion of all dilutive potential ordinary shares for the three-month and nine-month periods that ended on 30 June 2009 are 73,485 shares and 44,616 shares, respectively (as at 30 June 2008: nil).

	For the three-month periods that ended on 30 June			30 June
_	Consolida	nted	Compa	ny
_	2009	2008	2009	2008
Weighted average number of ordinary shares (Shares'000)	541,205	541,205	541,205	541,205
Effect of dilutive potential ordinary shares Employee Shares Option Plan (Shares'000)	73	<u>-</u> _	73	
Weighted average number of ordinary shares				
for diluted earnings (Shares'000)	541,278	541,205	541,278	541,205
Net profits (losses) for the period attributable to ordinary shareholders (Baht'000)	317,221	457,961	(38,483)	260,508
Basic earnings (losses) per share (Baht)	0.59	0.85	(0.07)	0.48
Diluted earnings (losses) per share (Baht)	0.59	0.85	(0.07)	0.48
_			that ended on 3	
	Consolida	ited	Compa	nv
<del></del>		2000	2000	
	2009	2008	2009	2008
Weighted average number of ordinary shares (Shares'000)		<b>2008</b> 531,669	<b>2009</b> 541,205	
	2009			2008
shares (Shares'000)  Effect of dilutive potential ordinary shares Employee Shares Option Plan (Shares'000)  Weighted average number of ordinary	<b>2009</b> 541,205		541,205	2008
shares (Shares'000)  Effect of dilutive potential ordinary shares Employee Shares Option Plan (Shares'000)	<b>2009</b> 541,205		541,205	2008
shares (Shares'000)  Effect of dilutive potential ordinary shares Employee Shares Option Plan (Shares'000)  Weighted average number of ordinary shares	2009 541,205 45	531,669	541,205 45	<b>2008</b> 531,669
shares (Shares'000)  Effect of dilutive potential ordinary shares Employee Shares Option Plan (Shares'000)  Weighted average number of ordinary shares for diluted earnings (Shares'000)  Net profit for the period attributable	2009 541,205 45 541,250	531,669	541,205 45 541,250	2008 531,669 531,669

#### 14 Financial instruments

### Cross currency and interest rate swap contracts

On 29 December 2008, Mermaid Offshore Services Ltd., a subsidiary, entered into a cross currency and interest rate swap contract with a local commercial bank for a long term loan in Thai Baht currency with a maturity date of 31 August 2012. As at 30 June 2009, the outstanding loan balance is Baht 284.7 million and the loan has a notional amount of USD 8.1 million.

On 6 February 2009, Mermaid Offshore Services Ltd., entered into another cross currency and interest rate swap contract with a commercial bank for a long-term loan facility in Thai Baht currency of Baht 786.2 million. The loan has a notional amount of USD 22.5 million and a maturity date of December 2016. As at 30 June 2009, the loan has not been fully drawn down.

### Net fair values

The net fair values of the cross currency and interest rate swap contracts at the balance sheet date are as follows:

	Consolidated		Company	
	30 June 2009 Baht'000	30 September 2008 Baht'000	30 June 2009 Baht'000	30 September 2008 Baht'000
Favourable cross currency and interest rate swap contract	8,175	-	-	-

The mark to market evaluation of cross currency and interest rate swap contracts has been calculated using rates quoted by the counterparty to the contract as if the contracts were terminated at the balance sheet date.

### 15 Guarantees

As at 30 June 2009 and 30 September 2008, the Group and the Company have outstanding guarantees as follows:

Baht'000

30 June 2009

Consolidated

USD'000

30 September 2008

USD'000

Baht'000

A guarantee for long-term loans of subsidiaries to a financial institution	-	29,608	-	-
		Compa	ny	
	30 June 2009 30 September 2008			er 2008
	Baht'000	USD'000	Baht'000	USD'000
Letters of guarantee issued by banks in the normal course of business	15,897	512	15,650	2,062
A guarantee for long-term loans of subsidiaries to a financial institution	907,327	34,201	155,550	49,664

### 16 Commitments

### (a) Capital commitments

	Consolidated		Company	
_	30 June 2009 Baht'000	30 September 2008 Baht'000	30 June 2009 Baht'000	30 September 2008 Baht'000
Vessel and rig building contracts				
USD	2,645,323	3,037,081	-	-
NOK	1,957,253	9,739	-	-
EUR	377,943	-	-	-
Vessel equipment contracts				
USD	66,243	201,243	-	-
SGD	32,484	37,237	-	-
GBP	448	172,519	-	-

### (b) Operating lease commitments - group company as lessee

### Operating lease commitments

The future aggregate minimum lease payments under non-cancellable operating leases of vessels are as follows:

	Consolidated		Company	
	30 June 2009 Baht'000	30 September 2008 Baht'000	30 June 2009 Baht'000	30 September 2008 Baht'000
No later than 1 year Later than 1 year but not later	273,073	113,870	-	-
than 5 years	-	292,801	-	-

### Vessel Charter Contract

In May 2007, a subsidiary entered into a long-term charter agreement for a dynamically positioned (Class 2) dive support vessel for a period of ten years with an exclusive option to purchase the vessel, at a fixed price, commencing from the third to the tenth years after the vessel is delivered. The expected date of delivery is approximately in September 2009.

# (c) Service Agreements

As at 30 June 2009, the Group has two outstanding drilling service agreements. The remaining agreement periods are between one month and ten months.

# 17 Related party transactions

Significant related party transactions are as follows:

## 17.1 Transactions with related parties

Significant related party transactions between the Company and its subsidiaries, associates, and other related parties which mean the group companies of Thoresen Thai Agencies Public Company Limited, the parent company, are as follows:

	For the three-month periods that ended on 30 June			
	Consolida		Compa	
	2009 Baht'000	2008 Baht'000	2009 Baht'000	2008 Baht'000
Revenues				
Service income				
Associate	5,050	-	-	-
Other related parties	99		<del></del>	
	5,149			-
Interest income				
Subsidiaries	-	-	6,053	5,523
Associate		347	<del>-</del> -	
		347	6,053	5,523
Management fee income				
Subsidiaries	_		17,580	17,580
Rental income				
Subsidiaries	-	-	2,146	2,130
Other related parties	418	418	418	418
	418	418	2,564	2,548
Expenses				
Cost of services		<b>=</b> 0.05		
Other related parties	9,667	7,988		

# 17 Related party transactions (Cont'd)

## 17.1 Transactions with related parties (Cont'd)

	For the nine-month periods that ended on 30 June				
	Consolida	ated	Company		
	2009 Baht'000	2008 Baht'000	2009 Baht'000	2008 Baht'000	
Revenues					
Service income					
Associate	5,050	-	-	-	
Other related parties	299	190	<u> </u>	-	
	5,349	190		_	
Interest income					
Subsidiaries	-	-	25,422	8,760	
Other related parties	8,285	685	<u>-</u>	-	
	8,285	685	25,422	8,760	
Management fee income					
Subsidiaries			52,740	52,740	
Rental income					
Subsidiaries	-	-	6,400	6,387	
Other related parties	1,255	850	1,255	1,268	
	1,255	850	7,655	7,655	
Expenses					
Cost of services	04.640	10.000			
Other related parties	34,640	18,220		-	

There has been no significant change to the Group's policies in respect of related party transactions during the nine-month period that ended on 30 June 2009.

# 17 Related party transactions (Cont'd)

## 17.2 Accounts receivable and payable - related parties

	Consol	idated	Company		
	30 June 2009 Baht'000	30 September 2008 Baht'000	30 June 2009 Baht'000	30 September 2008 Baht'000	
Trade accounts receivable					
Other related parties	116	152			
Amounts due from related parties					
Subsidiaries	-	-	490,681	275,665	
Associates	1,494	14,225	_	-	
Other related parties	28	27	28	27	
_	1,522	14,252	490,709	275,692	
Trade accounts payable					
Other related parties	7,628				
Amounts due to related parties					
Subsidiaries	-	-	37	3	
Other related parties	14	51	14	14	
_	14	51	51	17	

# 17.3 Short-term loans to related parties

	Interest rate (%)	Consolidated		Company	
		30 June 2009 Baht'000	30 September 2008 Baht'000	30 June 2009 Baht'000	30 September 2008 Baht'000
Subsidiaries					
- Baht	2.75%	-	-	200,000	65,000
- USD	2.75%	-	-	622,561	898,651
- SGD	7.00%				1,117,160
		-	-	822,561	2,080,811
Associate					
- SGD	8.50%	-	1,117,160	-	-
- MYR	3.50%		30,829		_
	_		1,147,989		
		<u>-</u>	1,147,989	822,561	2,080,811

All short-term loans to related parties are unsecured and have repayment terms at call.